

**CONSOLIDATED AND RE-STATED
STATUTE
of
Repubblika**

*Established by private writing on the
twenty-fifth (25th) day of January of the year two thousand and nineteen (2019),
&
Incorporating the amendments made by private writing on the twentieth (20th) day of
March of the year two thousand and nineteen (2019), on the tenth (10th) day of
September of the year two thousand and twenty one (2021), on the eighteenth (18th)
day of March of the year two thousand twenty two (2022) & on the seventeenth
(17th) day of March of the year two thousand twenty three (2023).*

Article 1 – Name, Registered Address and Term

- Name* 1) The name of the Association is “**Repubblika**”.
- Address* 2) The registered address of the Association is 29, Pjazza tal-Knisja, L-Imqabba, Malta, or such other address as may be determined by the Executive Committee from time to time.
- Term* 3) The Association is established for an indefinite period of time.

Article 2 – Purposes and Objects of the Association

- Cap. 492* 1) The Association is a voluntary organization in terms of the Voluntary Organisations Act, Chapter four hundred and ninety-two (Cap. 492) of the Laws of Malta, and is established for public benefit.
- 2) The Association is a social purpose organization which is non-profit making, voluntary and autonomous from government.
- 3) The Association enjoys a separate legal personality.
- 4) The Association shall represent the manifold interests and desires of citizens.
- 5) The Association is composed of individuals who act independently of government and other interests and seeks to promote civil rights, democratic life, the rule of law, free speech, personal freedoms, social inclusion, environmental conservation, economic sustainability and equality of access, by means of active participation in the national discourse and related educational, social and charitable initiatives.
- Not for profit* 6) The Association is not organised for financial gain or profit and no part of its assets shall inure to the benefit of any officer or individual member thereof and the funds of the Association shall be employed solely and exclusively in the furtherance of its purposes and objects.

No political involvement

7) The Association shall not participate in any political campaign or endorse any political party or any political candidate for public office.

Objects, aims and purposes

8) The objects, aims and purposes for which the Association is being constituted and established are:

(a)

- i. To promote civil rights, democratic life, the rule of law, free speech, personal freedoms, social inclusion, environmental conservation, economic sustainability and equality of access, by means of active participation in the national discourse and related educational, social and charitable initiatives;
- ii. To receive donations, grants and legacies as well as to administer, distribute and apply the same for the fulfilment of the purposes and objects of the Association;
- iii. To liaise, contract, cooperate or otherwise interact with any other person, entity or organisation insofar as this furthers the purposes and objects of the Association; and
- iv. To carry out such activities as may be ancillary to the above or as may be necessary or desirable to achieve the above purposes and objects.

(b) to:

- (i) provide support and services to associations, entities, schools and other educational institutions committed to fight mafia crime and corruption and the criminal exertion of hidden power, in their efforts to prevent these crimes, to conduct research and acquire knowledge of the phenomena, to undertake acts of solidarity, and to provide assistance particularly to victims of the mafia, and to work on education that promotes the rule of law, active and responsible citizenship and the respect and protection of the environment;
- (ii) promote the adoption of legislation that provides for the reuse for public and social utility of goods taken away by judicial action from the mafia and from people and organisations convicted for corruption;
- (iii) facilitate the creation of a stable link between associations, entities, educational institutions and other agencies committed to the rule of law and against the mafia in different sectors of civic and social life (cultural, educational, academic, social, sports, environmental protection and sustainability);
- (iv) promote dialogue and cooperation with the State's institutions;
- (v) promote any useful act that protects the dignity of the person, social justice, and fundamental rights enshrined in

Malta's Constitution and protected by international covenants;

- (vi) promote any act that affirms a culture of mutual respect, equal opportunities, hospitality and embracing cultural, ethnic, religious and gender differences;
- (vii) promote acts that support the fight against social and economic discrimination, any form of exploitation, the trafficking of human beings and any other form of discrimination that detracts from human dignity;
- (viii) promote any act that helps guarantee to every individual, particularly more vulnerable people, equal human, social and cultural dignity, fighting any form of social, human or educational poverty;
- (ix) promote the drawing up of strategies for non-violent resistance against the domination of the mafia in Malta and mafia infiltration within the community and institutions; promoting a culture of accountability for people of authority who abuse their power in breach of the obligations of their public function; draw up non-violent strategies of resistance to corruption;
- (x) participate in international networks of associations and entities committed to the prevention of organised crime and the erosion of the rule of law and the promotion of rights and social justice, enhancing the development of international solidarity;
- (xi) promote opportunities of reflection and useful action to guarantee the right of remembrance of Daphne Caruana Galizia and other innocent victims of the mafia, recording and telling their individual stories, giving voice to the testimony of their families, and adopting the memory of their loss as a legacy for the continued fight against the mafia.

Article 3 – Principles for Civil Society

- 1) The Association considers the following principles as inherent to any civil society in a democracy operating under the Rule of Law and in giving effect to these shall not act in any way that is inconsistent with them:

*Principle 1:
Civil Society*

- a) Civil society comprises the entire range of individuals, organised groups and institutions independent of the state, acting in a voluntary or non-profit environment and at least to some extent self-generating and self-reliant. This includes non-governmental organisations, independent media, think tanks, universities and social and religious groups. Civil society participants respect the rule of law, the rights of individuals and the rights of other groups to express their

interests and opinions with full respect for the concepts of pluralism and diversity.

*Principle 2:
The role and
power of the
State must be
limited*

- b) A democratic state is well-functioning and authoritative and incorporates ways and means to check, monitor and restrain the power of political leaders and state officials. In this context civil society oversees how state officials use their powers, and raises public concern about any abuse and lobbies for access to information to carry out this function.

*Principle 3:
Exposing
corrupt
conduct*

- c) Civil society exposes corrupt conduct of public officials and lobbies for good governance reforms.

*Principle 4:
Promotion of
political
participation*

- d) Civil society promotes political participation by promoting the education of people as to their rights and obligations as democratic citizens and encourages them to listen and critically evaluate information provided to them in election campaigns and to participate and vote in elections.

*Principle 5:
Values of
democratic life*

- e) Civil society promotes tolerance, moderation, compromise and respect for opposing points of view, holding that a deeper culture of accommodation allows for democratic stability.

*Principle 6:
Civic
Education*

- f) Civil society develops programs for democratic civic education in schools and in lifelong education, promoting an understanding of democracy in curricula, textbooks and teacher training in order to educate young people about past democratic failures and teach the principles and values of democracy. Civil society must be a constructive partner and advocate for democracy and human rights training.

*Principle 7:
Diversity of
interests*

- g) Civil society is an arena for the expression of diverse interests and aspirations for the needs and concerns of citizens in their personal and professional capacities and achieves this by acting as the interface with local, regional, national and international bodies, on its own account or as an advocate for the interests it represents from time to time.

*Principle 8:
New forms of
solidarity*

- h) Civil society provides new forms of interest and solidarity to cut across traditional divides to allow individuals to come together on the basis of their common interests irrespective of the effect of such divides.

*Principle 9:
Training for
future leaders*

- i) Civil society provides a training ground for future community leaders, identifying and training new types of leaders who have dealt with important public issues.

*Principle 10:
Information to
the public*

- j) Civil society informs the public about important public issues by providing fora for debating public policies and disseminating information about issues before state institutions that affect the interests of different groups or of society at large.

Article 4 – The role of Government in the State

- 1) The Association believes that the individual should be served by Government and should not be the servant of Government and shall seek that the following rights and freedoms are at all times protected from any intrusion by any government or state authority:

Freedom to Associate

- a) The right of individuals to form, join and participate in the Association and or any civil society organisation embracing any legal or lawful purpose particularly the promotion and protection of human rights and fundamental freedoms shall be paramount and inalienable.

This freedom shall be free of artificial barriers and any requirement for achievement of legal status must be truly accessible with clear, speedy, apolitical and inexpensive procedures and any designated authority must be guided by objective standards and restricted from arbitrary decision making with speedy and effective recourse for citizens who are not well served by such designated authority.

The right to Operate Free from State Interference

- b) The Association asserts its own right and the right of all associations of persons to operate free from state intrusion or interference in their affairs and to ensure that any regulation is predicated upon appropriate considerations in a society governed by the Rule of Law and that the laws of Natural Justice shall prevail in all circumstances to ensure the free and transparent application of the law.

The Right to Free Expression

- c) The Association asserts its own right and the rights of all individuals and associations of persons to express its ideas in any manner it deems fit and that the only permissible restrictions on such freedom shall be predicated on the protection of interests that would not otherwise be properly protected by ex post facto redress in the event of abuse.

The Right to Freedom of Communication and Cooperation

- d) The Association considers it has the right to communicate and seek cooperation with other representatives of civil society, the business community, and international organisations and government, both within and outside Malta. Individuals and organisations have the right to form and participate in networks and coalitions in order to enhance communication and cooperation, and to pursue legitimate aims.

The Right to Freedom of Peaceful Assembly

- e) The Association considers that in seeking to assemble it should not be required to obtain permission to do so while it recognises that public order considerations should guide it in the manner in which it exercises this right. Spontaneous assembly where the giving of notice is impracticable is inherent in the right of assembly.

It is the obligation of the state to ensure that all assemblies, spontaneous or planned, are afforded the right to exercise this right and likewise all counter-assemblies shall be afforded the same right.

*The Right to
Seek and
Secure
Resources*

f) The Association asserts its right to seek and secure funding from legal sources, including individuals, businesses, civil society, international organisations, and inter-governmental organisations, as well as local, national and foreign governments.

*The duty of the
State to
protect*

g) The Association asserts that the State has a duty to promote respect for human rights and fundamental freedoms, and the obligation to protect the rights of civil society. In this regard, the State's duty is both negative (ie, to refrain from interference with human rights and fundamental freedoms) and positive (ie, to ensure respect for human rights and fundamental freedoms). The State's duty includes an accompanying obligation to ensure that the law is appropriately enabling and that the necessary institutional mechanisms are in place to ensure the recognised rights of all individuals.

Article 5 – Legal Personality and Powers

1) The Association has a separate legal personality. Its assets as well as its liabilities are distinct from those of its Founders, its Members and of the Members of the Executive Committee.

Except where expressly provided for in this Statute or under applicable law, nothing shall be construed or interpreted so as to hold or render the Founders of the Association, its Members or any of the Members of the Executive Committee personally liable for any debts or liabilities incurred or obligations assumed by the Association: **PROVIDED THAT** the Members of the Executive Committee shall be held personally liable in the event of breach of this Statute or failure on their part to exercise their duties and powers as stipulated under this Statute or if in the exercise of their duties and powers as aforesaid (and whether by acts of omission or commission) they distort, misapply, misrepresent or misconstrue the purposes and objects for which the Association is being constituted and established.

Legal person

2) The Association is a body corporate and is vested with all the powers that a legal person has by virtue of its legal personality.

*Enabling
powers*

3) To enable the Association to fulfil its purposes and objects, it is hereby empowered, without limitation, but subject to the provisions of this Statute:

- a. to charge fees or receive payment for any of the training and educational events, programmes, sessions, courses, conferences, seminars, workshops, events and lectures it organises in furtherance of its purposes and objects;
- b. to hold bank accounts in its own name, to enter into obligations and transactions as are required to pursue its aims and which are incidental and/or ancillary thereto;
- c. to receive endowments, donations, contributions and/or grants of whatever kind as well as to administer, distribute and apply the

same for the fulfilment of its established purposes or objects, and this in accordance with any policies of the Association;

- d. to manage and administer the assets endowed to or otherwise acquired by the Association as well as any income from those endowed funds as may be determined by the Executive Committee;
- e. to purchase, take on lease, exchange, acquire by any title any property and any rights, privileges, hypothecs and easements over such property as is necessary to carry on its activities and to accept gifts on such terms and on such security as shall be deemed necessary;
- f. to pay all or any expenses incurred in connection with the formation, promotion and incorporation of any company or organisation, or to contract with any person, firm or company to pay the same, and to subscribe for or otherwise acquire all or any part of the shares, debentures, debenture stock or securities of any such company or organisation as aforesaid;
- g. to hold and retain or sell, dispose of mortgage or otherwise encumber any shares, debentures, debenture stock or transferable securities it may have acquired from time to time;
- h. to draw, make, accept, endorse, negotiate, discount, execute and issue negotiable or transferable instruments as may be necessary for the attainment of the purposes and objects of the Association;
- i. to sell, let, grant rights and privileges, dispose of or turn to account all or any of the property or assets of the Association;
- j. to obtain loans, overdrafts, credits and other credit facilities and to otherwise borrow and raise money in such manner as the Executive Committee may deem fit and to secure the repayment of any money borrowed, raised or owing by privilege, hypothec or by any such charge over the property of the Association both present and future;
- k. to enter into any guarantee, contract of indemnity or suretyship and to secure its obligations under such guarantee, indemnity or suretyship with hypothecs and/or privileges, general and special, over all its assets both present and future;
- l. to transfer, assign, lease, place under the control of, enter into a contract of use, deposit or other fiduciary contract, give under tolerance, vest property and otherwise enter into any agreement regarding any assets, licences, projects and contracts to and, or with an appropriate legal entity which has all licences required by law, and this so as to ensure compliance with applicable law, including the Second Schedule to the Civil Code, Chapter sixteen (16) of the Laws of Malta;
- m. to employ and pay any person or persons to supervise, organise and carry out the work of the Association;

- n. to establish such segregated cells as necessary for the achievement of one or more defined purposes other than the purposes and objects, provided that these purposes are consistent with the purposes and objects of the Association generally;
- o. to meet all reasonable charges and expenses for the proper administration of the Association out of the disposable assets of the Association;
- p. to enter into any partnership with third parties for the achievement or the furtherance of its purposes or objects; provided that any such partnership shall only be entered into if it is in conformity with the provisions of the Second Schedule to the Civil Code, Chapter sixteen (16) of the Laws of Malta;
- q. to establish other organizations including companies in furtherance of its purposes and objects and for the purpose of carrying out trading activities in order to raise funds to achieve the purpose;
- r. to manage any property owned, leased or otherwise assigned to the care or placed under the control of the Association;
- s. to administer all existing financial claims and rights directly or indirectly related to the assets of the Association strictly in accordance with all documented agreements and/or de facto engagements that can be considered as clear, fair, logical and normal;
- t. to acquire, own, hold and dispose of any other assets whether movable or immovable including stock or other securities whether directly and in its own name or indirectly;
- u. to purchase insurance cover over any property owned or held under any other title by the Association and for the fulfilment of its purposes and to maintain the said policies and pay all and any premium as it may become due by the Association;
- v. to affiliate or otherwise associate with national or international organisations having similar or complementary objectives;
- w. to promote and transmit its objectives, achievements and deeds through all available means; and
- x. to generally do every act which is necessary or conducive to the foregoing or which is necessary in order to enable the Association to fulfil its aims and objects.

Provided that notwithstanding any purposes, objects and powers of the Association contained in this Statute, the Association may not trade and may not carry out commercial activities, except as allowed by Law.

Article 6 – The Assets of the Association

- 1) The Assets of the Association include:
- i. the constitutive assets, namely the initial endowment/s made on the Deed, the membership fees paid by members of the Association and any income, fruits, other proceeds or assets obtained from or derived by means of the said Assets; and
 - ii. any other additional irrevocable endowments and/or donations made to the Association by the Founders or by third parties
- PROVIDED THAT the latter are accepted by the Executive Committee and made in accordance with the provisions of this Statute.

*Initial
endowment*

- 2) The initial endowment and all other Assets shall be applied in accordance with this Statute for the attainment of the purposes for which the Association is constituted and established:

PROVIDED THAT nothing herein contained shall prevent the payment or performance in good faith of its reasonable obligations and undertakings or the repayment of reasonable out-of-pocket expenses out of the Assets.

*Endowments
shall be
irrevocable*

- 3) All endowments to the Association, whether initial or additional in nature, shall be irrevocable.

Article 7 – Membership and Administration

- 1) Where procedures or methods stated below do not cater for any issue that may arise, reference shall be made mutatis mutandis to the appropriate provisions of Company Law regulating the management of public limited liability companies (PLCs), provided that the provisions hereunder shall be paramount in giving effect to or interpreting such provisions.

*Classes of
members*

- 2) The Association shall have four (4) classes of membership as follows:
- i. Active Members: comprising persons residing in Malta who are aged sixteen (16) years or over and who have lived in Malta for a minimum of one hundred eighty-six (186) days during the twelve (12) months preceding their application for membership, provided that any Active Member shall on taking up an official role in a political party or on manifesting an intention to become a candidate for a political party in any election shall automatically be classified as a Non-Voting Active Member and shall not have the right to present or second or vote on any motion until such time as such incumbency or candidature subsists.
 - ii. Non-resident Members: comprising persons not residing in Malta who are aged sixteen (16) years or over and who shall be non-voting members, provided that any person who has relocated from Malta as a consequence of any civil society activity conducted in Malta for reasons of international representation,

personal or family safety, training or education or any other relevant cause shall be deemed to qualify as an Active Member with voting rights.

- iii. Honorary Members: any persons elected by the Executive Committee in recognition of outstanding service to the Association or whose honorary membership would be of value to the Association and who shall be non-voting members.
- iv. Ex-Officio Members: Elected or appointed public officials designated by the Executive Committee as qualifying for such membership, provided that they accept and that they shall be non-voting members.

The Entrance and Annual Fees for Active Members and Non-Resident Members shall be determined by the Executive Committee from time to time and any increase in annual fees shall take effect from the next following date of payment of such fee.

The Executive Committee may promulgate rules to provide for corporate or other group membership classifications provided all persons included in a group membership meet the membership qualifications for general membership.

Any tax, levy or charge imposed by any enactment or regulation or any governmental entity or agency upon any fee shall be borne by each individual member affected.

The form, method and procedures for membership shall be in accordance with such rules and regulations as the Executive Committee may promulgate.

Admission

- 3) Membership in the Association shall be at the sole discretion of the Executive Committee, which shall receive applications, suggestions or nominations for membership in accordance with such procedures as shall be promulgated from time to time, provided that such regulations shall provide for the exclusion of members of organisations who hold or express views deemed in conflict with the principles of the Association. Any appeal against a decision not to accept an application made shall be made to the general membership by means of a petition of not less than five (5) members in good standing made to the Executive Committee which shall convene the required meeting within six (6) weeks.

Membership

- 4) Membership becomes effective following admission and upon payment of applicable fees.

When any member shall be in default in the payment of dues or any duly enacted levy, assessment, fee or other charge or indebtedness for a period of ninety (90) days from the date when such obligation became payable, membership may thereupon be temporarily suspended or permanently terminated by, and at the discretion of, the Executive Committee.

Voting rights

- 5) Each Active Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote, either by mail or at any meeting of the members.

Annual meeting

- 6) An annual meeting of the members of the Association shall be held at its registered office or such other place as may be designated for the purpose by the Executive Committee, for the purpose of electing Members of the Executive Committee and the President, and the transaction of such business as may come before the meeting. The annual meeting shall be held before the 25th March.

If the election of Members of the Executive Committee and President shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Executive Committee shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Special meetings

- 7) Special meetings of the members may be called by the President, the Executive Committee, or upon the signed request of not fewer than the nearest whole number of members equivalent to twenty-five per cent (25%) of the members having voting rights.

Notice of meetings

- 8) Notice of any meetings shall be sent by email to all members and posted on the Association's Web site no less than five (5) days nor more than twenty (20) days before such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

Urgent action

- 9) Urgent action may be taken without a preceding meeting subject to the Executive Committee seeking to achieve consensus of as many members as practicable in the circumstances and subject where possible to the ex post facto endorsement of a general meeting.

Quorum

- 10) The presence at any meeting of the members of ten per cent (10%) of voting members shall be required for a quorum to be called, this without prejudice to the provisions of Sub-Article nine (9) of this Article. At the discretion of the Executive Committee, meetings of members may be held in electronic format or video participation.

Proxies

- 11) Proxy voting shall not be permitted.

Discipline, termination and reclassification of membership

- 12) The Executive Committee may discipline, suspend or expel any member of the Association for cause, including, but not limited to, ineligibility, violation of the Statute, rules and regulations of the Association, conduct reflecting unfavourably upon the Association or in any of its activities, or default in payment of any dues, levy, assessment or other charge.

Such disciplinary action, suspension or expulsion shall be exclusively determined by the affirmative vote of two-thirds (2/3) of all the members of the Executive Committee, provided that statement of the charges (including place, date and time of meeting) shall have been sent to the member by email at least five (5) days before final action is taken thereon and the member concerned may attend in person or electronically to make such submissions as the member may deem fit.

The decision of the Executive Committee is subject to appeal to the general membership by means of a petition of not less than five (5) members in good standing made to the Executive Committee which shall convene the required meeting within six (6) weeks.

Resignation

- 13) Any member of the Association may resign their membership in the Association by filing a written resignation with the Secretary General, but

such resignation shall not relieve the resigning member of the obligation to pay any outstanding dues, assessments or other charges.

Transfer of membership

- 14) Membership in the Association is not transferable or assignable; provided, however, that any corporate member, may, with the approval of the Executive Committee of the Association, make changes or additions from time to time, to the corporation's designated list of persons authorized to exercise membership privileges, provided said amended list of persons shall not total more than ten (10) authorized designees.

Article 8 – The Executive Committee

General powers

- 1) The business and affairs of the Association shall be managed by its Executive Committee.

Election of Members of the Executive Committee

- 2) Ninety (90) days before the annual membership meeting, the Executive Committee shall appoint a Nominations Committee comprised of five (5) Active members. The names of the members of the Nominations Committee shall be published on the Association's website and sent via email to all members which email shall invite members to make recommendations to the Nominations Committee of candidates for the offices vacant in terms of the Statute and/or of the office of Executive Committee Member within forty-five (45) days.

The Nominations Committee shall publish the names of the nominees for each position on the Association's website.

Not less than thirty (30) days prior to the Annual General Meeting, other persons may be nominated by petition signed by at least ten (10) members in good standing, and such nomination shall be accepted by the Nominations Committee and placed on the ballot, having published the full list of nominees not later than fifteen (15) days prior to the meeting.

Voting by the procedure established by the Executive Committee in consultation with the Nominations Committee shall conclude no later than one (1) day prior to the date of the Annual General Meeting.

Election shall be by the 'first past the post' method and voting shall be supervised by the Nominations Committee.

Composition, tenure and qualifications of the Executive Committee

- 3) The Executive Committee shall be made up of no more than thirteen (13) individuals and shall include the President, the Vice-President, the Immediate Past President (the ex officio members), the Secretary General and the Treasurer, provided that at no time shall the number of individuals making up the Executive Committee be less than five (5) and in the event that nominations are not sufficient to make up this number, the process of dissolution of the Association shall be put into effect by the Executive Committee.

All Executive Committee Members shall be members of the Association in good standing.

All Executive Committee Members, including the President, the Vice-President and the Immediate Past President shall hold office for two (2) years, unless sooner terminated in accordance with this Statute, provided that (i) if the post of President becomes vacant eleven (11)

months or more before his/her term expires; or (ii) if at any time the President submits his/her resignation from the post of President and declares in his/her resignation letter that his/her resignation shall become effective from eleven (11) months or more before his/her term expires, a General Meeting shall be summoned to elect a new President..

In the event that the number of members of the Executive Committee falls below five (5), the Nominations Committee last nominated shall seek to remedy the default, failing which within eight (8) weeks from the vacancy/ies arising, the process of dissolution of the Association shall be put into effect by the Nominations Committee.

Each member of the Executive Committee, including ex-officio members, shall have one (1) vote on each matter presented to the Executive Committee for action, whereas the President shall have an original and a casting vote.

On acceptance of employment in a Minister's private secretariat or a position of trust in government employment or in any position of public service salary scale five (5) or higher or any such equivalent grade in the public sector or in the case of a formal or informal candidature with any political party, an Executive Committee Member shall be deemed to have resigned his membership in the Executive Committee, provided that this rule shall not apply to employment in any academic role in a recognised academic institution.

4) Deleted.

First Executive Committee

5) The Executive Committee shall have no less than six (6) regular meetings every calendar year.

Regular meetings

6) The Executive Committee shall resolve to remove any Member of the Executive Committee who fails to attend without a reasonable justification and without giving prior notice for their absence three (3) consecutive meetings of the Executive Committee.

Non-attendance

7) Special meetings of the Executive Committee may be called by the President or any three (3) Executive Committee Members. The person or persons authorized to call special meetings of the Executive Committee may fix the place for holding any special meeting of the Executive Committee called by them.

Special meetings

8) Notice of any special meeting of the Executive Committee shall be given at least two (2) days previous thereto by written notice delivered personally, by email or by telephone to each Executive Committee Member. Any Executive Committee Member may waive notice of any meeting. The attendance of an Executive Committee Member at any meeting shall constitute a waiver of notice of such meeting, except where an Executive Committee Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by this Statute.

Notice of special meetings

9) A simple majority of Executive Committee Members shall constitute a quorum for the transaction of business at any meeting of the Executive

Quorum Committee, except when specified otherwise in this Statute; but if less than a majority of the Executive Committee Members is present at said meeting, a majority of the Executive Committee Members present may adjourn the meeting without further notice.

Proxy attendance or voting at meetings of the Executive Committee is not permissible.

10) The act of a majority of the Members of the Executive Committee, present in person or electronically at a meeting at which a quorum is present, shall be an act of the Executive Committee, unless otherwise provided by this Statute or unless the act of a greater number is required.

Manner of acting 11) An office of Executive Committee Member shall be considered to be vacant upon the happening of any one of the following events:

Vacancies i. Death of the person holding such office.

ii. Resignation, retirement or disqualification of the person holding such office. Any Executive Committee Member or Officer may resign his or her office at any time, provided such resignation is made in writing, and such resignation takes effect from the time of its receipt by the Executive Committee unless another time shall be fixed in the resignation. The acceptance of the resignation shall not be required to make it effective.

iii. Refusal of any person to serve.

iv. Removal of an Executive Committee Member at a member's meeting as provided in Sub-Article thirteen (13) of this Article.

v. Removal of an Executive Committee Member for non-attendance of meetings as provided in Sub-Article six (6) of this Article.

If an Executive Committee Member who has not completed their term should be elected President or Vice-President, their post as Member of the Executive Committee shall be declared vacant when they assume the office of President and the vacancy for the unexpired portion of such Executive Committee member's term of office shall be filled in accordance with Sub-Article fourteen (14) of this Article.

12) The Members of the Executive Committee shall not be remunerated in their capacity as Members of the Executive Committee. However, the Members of the Executive Committee shall be entitled to reimbursement of the expenses made in the exercise of their duties.

Reimbursement 13) An Executive Committee Member may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the members present and entitled to vote at a members' meeting at which a quorum is present, provided notice of such proposed action shall have been duly given to the members in the notice of the meeting.

Removal from office 14) Any vacancy occurring in the Executive Committee shall be filled by co-option at the next meeting of the Executive Committee, whereat the vote of two-thirds (2/3) of the members of the Executive Committee (excluding

Filling of vacancies

the member(s) who are being substituted by co-option) shall be required for the co-option to be deemed valid, provided that in the event that after three rounds of voting any place to be filled by co-option shall be filled by nominee(s) being accepted by the vote of a simple majority of Executive Committee members present at the time.

An Executive Committee Member elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Any Executive Committee Membership to be filled by any reason of an increase in the number of Executive Committee Members by amendment of the Statute shall be filled by election at an annual meeting of members or at a special meeting of members called for that purpose.

15) The Executive Committee shall present at each annual meeting, and when called for by vote of the members at any special meeting of members, a full and complete statement of the business and condition of the Association.

Duty to present annual statement

16) An Executive Committee Member of the Association who is present at a meeting of the Executive Committee at which action on any Association matter is taken shall be presumed to have assented to the action unless any dissent to such action shall be entered in the minutes of the meeting or unless they shall file a written dissent to such action with the person acting as Secretary General of the meeting before the adjournment thereof, or unless such Executive Committee Member shall forward such dissent by registered mail to the Secretary General of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Member of the Executive Committee who voted in favour of such action.

Presumption of assent

President and Vice-President

Article 9 – Officers

1) The President shall be the principal executive officer of the Association and shall supervise and conduct all of the business and affairs of the Association.

The Vice-President shall act as President if the President is unavailable, and shall be placed in nomination for the office of President at the conclusion of their term.

The President and the Vice-President are not to be members of the same immediate family. Immediate family, as used herein, shall include brothers or sisters, spouses, descendants and ascendants.

Upon their election to office, they shall both automatically become members of the Executive Committee and shall preside at all meetings of the members and of the Executive Committee.

Any instrument binding the Association shall be signed by the President (or the Vice-President if the President is not available) and the Secretary General as authorized by the Executive Committee, and in general these two shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee from time to time.

Legal and judicial representation of the Association shall vest jointly in the President and the Vice-President.

The Executive Committee, after considering the recommendations of the Nominations Committee shall nominate one or more persons from the membership at large or from the Executive Committee as candidates for the office of President and Vice-President.

Members of the membership at large can nominate other candidates by petition signed by at least twenty (20) members in good standing and such nominations shall be accepted and placed in the ballot.

Any nominee for the office of President or Vice-President must be a voting member in good standing and must have served at some time as Members of the Executive Committee or Officer of the Association for a period of at least one (1) year.

The election for President and Vice-President is to be conducted in conjunction with the election of Executive Committee Members and will follow the same timetable, and be under the same supervision as set forth in this Statute for the election of Members of the Executive Committee.

The ballot listing candidates for Members of the Executive Committee shall list the candidates for President and Vice-President.

The candidates for President and Vice-President shall be declared elected on the 'first past the post' method and in the event of a tie, a second ballot will be held, provided that in the event of a tie after a third ballot, the election will be declared null and void and a new electoral process shall be put into effect by the Nominations Committee.

The President and/or Vice-President may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the members present and entitled to vote at a members' meeting at which a quorum is present, provided notice of such proposed action shall have been duly given to the members in the notice of the meeting.

Other officers

The Nominations Committee shall supervise and conduct this and all elections within the Association and its decisions shall be final.

- 2) The Officers of the Association, other than the President and Vice-President, shall be the Secretary General, the Treasurer and such other Officers as may be elected or appointed in accordance with the provision of this Article.

The Executive Committee may elect or appoint Officers, other than the President and Vice-President, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, and such Officers to have authority and perform the duties prescribed from time to time by the Executive Committee. Any two (2) or more offices may be held by the same person, except the offices of President, Vice-President and Secretary General.

The Officers of the Association, except the President and Vice-President, shall be selected annually by the Executive Committee from its own

membership at the first meeting following the Annual Meeting of Members.

Vacancies

Any Officer elected or appointed by the Executive Committee may be removed by the affirmative vote of two-thirds (2/3) of the full Executive Committee whenever, in its judgment, the best interests of the Association would be served thereby.

Vice-President

3) A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

Treasurer

4) In the absence of the President or in the event of their inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

*Secretary
General*

5) The Treasurer shall have charge and custody of and be responsible for (or with approval of the Executive Committee, direct the an employee or engage of the Association to handle) all funds and securities of the Association under review of the Treasurer; receive and give receipt for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks or other depositories as shall be selected in accordance with the provisions of the Association's rules; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to them by the President or by the Executive Committee.

6) The Secretary General shall keep the minutes of the meetings of the members and of the Executive Committee in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of this Statute or as required by law; be custodian of the records and of the seal of the Association and see that the seal of the Association is affixed to all documents, keep a register of the post office addresses of each member, which shall be furnished to the Secretary General by such member; and in general perform all duties incident to the office of Secretary General and such other duties as from time to time may be assigned to them by the President or by the Executive Committee.

7) The Executive Committee may engage individuals and establish the conditions of such engagement who shall report to the President for the proper performance of the functions to which they are engaged and may terminate the engagement of such individuals.

Article 10 – Anti-nepotism

*Service
providers*

1) No member of the Association shall be engaged and/or compensated by the Association. Furthermore, no persons in the immediate family of any member shall be employed and compensated by the Association. Immediate family, as used herein, shall include the brother or sister of such member, a member's spouse, or any descendant or ascendant of a member or his spouse.

Provided that the Executive Committee may waive the above in the event of engagement on the basis of special skills held by the engagee or in circumstances that the Executive Committee may deem appropriate.

Article 11 – Amendments to the Statute

- 1) The Statute may be altered, amended or repealed and a new Statute may be adopted by a two-thirds (2/3) majority of the members present at any regular meeting or at any special meeting of the members at which a quorum is present, provided at least ten (10) days prior to the meeting, notice of the purpose of such meeting and the date of such meeting is published on the Association's Web site and mailed or emailed to all members of the Association.
- 2) No amendment to the Statute may be proposed or voted upon that may result in the termination of membership of any individual or corporate member.
- 3) Whenever any amendments are made to this Statute, the Statute shall be restated in such a manner so as to consolidate all amendments that would have been made up to that date.

Article 12 – Miscellaneous provisions

Committees

- 1) a. The Executive Committee, by resolution adopted by a majority of the Members of Executive Committee in office, may designate one or more committees, each of which shall consist of two (2) or more Members of the Executive Committee, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Executive Committee in the management of the Association but shall report to the Executive Committee and receive approval if so required.

b. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their exclusive judgment the best interests of the Association shall be served by such removal.

c. Other committees not having and exercising the authority of the Executive Committee in the management of the Association may be designated by the President. Members of each such committee shall be members of the Association and the President of the Association shall appoint the members thereof. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their exclusive judgment the best interests of the Association shall be served by such removal.

d. Each member of each committee shall continue as such until the next annual meeting of the members of the Association and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

e. One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.

f. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

g. Unless otherwise provided in the resolution of the Executive Committee designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

h. Each committee may adopt rules for its own governance not inconsistent with this Statute or with rules adopted by the Executive Committee.

Contracts

- 2) a. The Executive Committee may authorize any Officer, agent or agents of the Association in addition to the Officers so authorized by this Statute, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. The Executive Committee may make and enter into such reciprocal arrangement with other entities as it deems suitable and proper.

Binding instruments

b. All instruments binding the Association shall be signed by such Officer or Officers, employees, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Committee taking into account the relevant provisions of this Statute. In the absence of such determination by the Executive Committee, such instruments shall be signed by the President or the Vice-President of the Association as otherwise provided for in this Statute.

Deposits

c. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or with other depositaries as the Executive Committee may select.

Gifts

d. The Executive Committee may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Association, provided, however, that no gift (other than seasonal gifts of low value) shall be accepted unless and until the Executive Committee has established terms and conditions for such acceptance.

Books and records

- 3) The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Executive Committee, and committees having any of the authority of the Executive Committee, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

Provided that the inspection of the names, addresses and any other personal data concerning the members shall be subject to rules determined by the Executive Committee, which rules shall seek a balance between the need for transparency in the conduct of the

Association's business and the respect for the privacy and safety of the individual Members and shall in all respects be compliant with the law.

- 4) The fiscal year of the Association shall begin on the first (1st) day of January and end on the last day of December in each year.

Fiscal year

- 5) Whenever any notice is required to be given under the provisions of applicable legislation or under the provisions of the Statute of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Waiver of notice

- 6) The Association may be dissolved by effect of the provisions of this Statute and by the assenting vote of not less than two-thirds (2/3) of its members at a Meeting of Members called specifically for the sole purpose of discussing the dissolution. The Executive Committee or the Nominations Committee shall, as the context may require, give effect to this provision and shall seek to ensure the proper liquidation of the assets of the Association, the settlement of its debts and the distribution of any remaining assets to such charitable entities as the Meeting of Members shall determine, provided that in the event that such determination is not forthcoming, the said assets shall be donated to Dar tal-Providenza and Dar Merħba Bik in equal proportions.

Dissolution

Provided that the Executive Committee shall be bound to dissolve and wind up the Association if its purpose is achieved or exhausted or becomes impossible, unless this Statute is amended, even after such event, to remove the reason for dissolution.

- 7) a. The Association shall indemnify any Member of the Executive Committee, Officer or employee or engagee or former Executive Committee Member, Officer or employee or engagee of the Association, and their heirs, Members of the Executive Committee and assigns for expenses, costs (including attorney's fees), liquidated damages and penalties, actually and necessarily incurred by them in connection with any claim or charge asserted against them by action in court or otherwise, by reason of them being or having been such Executive Committee Member, Officer or employee, except in relation to matters as to which they shall have been guilty of gross negligence or any misconduct in respect of the matter in which indemnity is sought.

Indemnification of officers, members of the Executive Committee and employees

b. Any indemnification hereunder shall be against liability incurred for acts committed or omitted prior as well as subsequent, to adoption of this Statute, and whether in office or not at the time the expense is incurred, provided, however, that the Association shall not be liable for any indemnification hereunder of any kind or character unless said Executive Committee Member, Officer or employee shall have first given the Association timely notice of any such said claim, charge or suit and an opportunity for the Association to cure any such liability. Any compromise in connection therewith shall first be approved by the Association.

Article 13 - Interpretation and Definitions

- 1) Except where the context otherwise requires, the following words and expressions shall have the following meanings:

“**Association**” means “**Repubblica**”, constituted and established by virtue of the Deed;

“**Deed**” means the private writing signed by the Founding Members of the Association on the twenty-fifth (25th) day of January of the year two thousand and nineteen (2019), by virtue of which the Association is constituted and established;

“**Statute**” means this statute of the Association;

“**Executive Committee**” means the committee composed and established in accordance with **Article 8** of this Statute which manages the assets and affairs of the Association;

“**Member of the Executive Committee**” means any person appointed to the Executive Committee in accordance with this Statute;

“**President**” means the person who heads the Executive Committee in accordance with **Articles 8** and **9** of this Statute;

“**Assets**” means the assets described in **Article 6** of this Statute;

and

The term “**herein**” and cognate expressions refer only to this Statute.

- 2) No regard shall be had to the heading or title of any Article or other document (howsoever called) annexed to this Statute in construing any of its provisions.
- 3) Except where the context otherwise requires, words denoting the singular include the plural and the masculine include the feminine and vice versa.
- 4) Any reference to “Founders” and/or “Founding Members” in this Statute shall be deemed to be a reference to the “Promoters” of the Association.
- 5) The terms “Founders” and “Founding Members” in this Statute shall not be construed to mean that Repubblica is a Foundation.