

Statute of Voluntary Organisation

Tech Hub Malta

Quantum House 75, level G

Abate Rigord Street,

Ta' Xbiex

Malta

STATUTE

Tech Hub Malta

NAME AND ADDRESS

1. The name of the Association is “*Tech Hub Malta*”.
2. The official registered seat of the Association is at **Quantum House 75, level G, Abate Rigord Street, Ta’ Xbiex, XBX1120, Malta** or as the Executive Committee may decide from time to time.

GENERAL PURPOSE

3. The aim of the Association shall be to educate and promote various aspects of emerging technologies through in-person and virtual meetings open to the general public.

CHARACTER OF ASSOCIATION

4. The Association shall be a non-profit, voluntary and autonomous organization, having a public purpose, as defined in the Voluntary Organizations Act (Chapter 492 of the Laws of Malta) (the “**Act**”).
5. No part of the income, capital or property is or shall be made available directly or indirectly to any individual person or group of persons including but not limited to promoter, founder, member, administrator, donor or any other private interest unless the person is a recipient as defined in the objectives below.
6. The Executive Committee of the Association shall not receive any remuneration in connection with the carrying out of their functions of administrators except by way of reimbursement of out of pocket expenses, if any.

7. The accounts of the Association shall be prepared on a yearly basis in accordance with the Act.
8. The Association shall submit its annual returns and respective ancillary documentation to the Commissioner of Voluntary Organisations in compliance with the Act.
9. Provided its autonomy is not affected, the Association may collaborate with other entities on a national, regional or international basis in order to further its aims.
10. The Association shall not have any political or trade union affiliation and it shall not indulge in partisan politics.
11. All prospective Members of the Association shall have access to the Statute of Voluntary Organisation upon request. Prospective Members will be required to state that they are aware of the objectives of the Association.

OBJECTS

12. The objects and purpose for which the Association is hereby constituted are:
 - (a) to promote the advancement and development of emerging technologies;
 - (b) to actively research, discuss and circulate information on legal and technical developments taking place on the international plane and within the European Union with respect to emerging technologies;
 - (c) to promote with international and regional organisations or associations and other national government and non-government bodies legislative and regulatory changes related to the regulation of emerging technologies and to consider together with these entities proposals for legislative interventions having the same aim;

- (d) to reflect the needs of a voluntary organisation as defined under and as regulated by the Act, including any ensuing laws and regulations.
- (e) To do all that which is necessary, ancillary, incidental or conducive to the legal attainment of the above objectives.

MEMBERSHIP

- 13. All persons who have attended at least four (4) weekly meetings and attained the age of eighteen (18) years are eligible to become members of the Association.
- 14. Under special circumstances an honourable membership may be granted by the Executive Committee.
- 15. Each member shall have the right to one (1) vote at any General Meeting of the Association.
- 16. A member shall cease to be a member of the Association if they:
 - a. resign from membership;
 - b. refuse or fail to renew their annual subscription fee;
 - c. infringes any of the provisions of this statute and the Code of Conduct; or
 - d. acts in any way which is prejudicial to the interests of the Association.
- 17. It shall be in the discretion and competence of the Executive Committee to decide whether a member has committed any act of infringement as stated in paragraph (c) or (d) of Article 16 hereof. In the deliberation on such a decision, the Executive Committee shall consider all the circumstances of the case and shall afford the member suspected of such infringement or action every opportunity to make defence. In such a case, a decision by the Executive Committee shall be made by two-thirds majority of votes of all members present eligible to vote. A decision of the Executive Committee under this article shall be final and conclusive.

18. Reinstatement of members following cessation in terms of Article 15 above shall also be in the discretion and competence of the Executive Committee. In such a case, a decision by the Committee shall be made by a two-thirds majority of votes of all members present eligible to vote.

OFFICERS

19. There shall be a President, Vice-President, a Secretary and a Treasurer (the "**Officers**"). They shall be elected at the Annual General Meeting of the Association to serve for two years and until their successors have been elected.

PRESIDENT

20. The President, if present, shall preside at all meetings of the Association. They shall have power to call special meetings of the Association and of the Executive Committee. In the absence of the President a Vice-President or any other member of the Executive Committee shall preside.
21. Provided that in the absence of both the President and Vice-President, and provided a quorum is available, the Executive Committee will have the power to appoint a substitute from within the Executive Committee to conduct the meeting.

VICE-PRESIDENTS

22. The Vice-Presidents shall perform such duties as may be assigned to them by the President or by the Executive Committee and shall discharge the duties of the President whenever, in the discretion of the Executive Committee, the disability or absence of the President makes such appointment advisable.

SECRETARY

23. The Secretary shall keep a record of the proceedings of the meetings of the Association. They shall notify the Officers of their election of appointment and shall issue notices of meetings. They shall keep a roll of the Members of the Association.
24. The Secretary shall do and prepare such other matters as the Executive Committee may from time to time require.

TREASURER

25. The Treasurer shall collect and disburse all funds of the Association on the order of the Executive Committee and shall keep proper accounts in books belonging to the Association.
26. The Treasurer shall undertake such functions in respect of the Association as the Executive Committee determines from time to time.

INDEMNITY TO OFFICERS

27. The officers of the Association shall be indemnified by the Association against all liabilities and expenses incurred by them in or about the discharge of their respective duties except such as arise from their own respective wilful or reckless acts or omissions.

EXECUTIVE COMMITTEE

28. The Executive Committee shall manage the affairs of the Association.
29. The Executive Committee shall consist of not less than five (5) members and not more than nine (9) members, who are elected for

a term of two years at an Annual General Meeting of the Association.

30. The Executive Committee shall be elected by secret ballot, electing those Members obtaining the highest number of votes.
31. Only paid-up members that have been members for two (2) consecutive years are qualified to be elected and sit on the Executive Committee.
32. Persons convicted of any of the crimes mentioned in Titles V, VI and IX of Part II of Book First of the Criminal Code shall not be eligible for appointment election to the Executive Committee to:
 1. The office of Treasurer; or
 2. Any other office, the holder of which is responsible for the collection, disbursement, custody or control of the assets of the Association or for its accounts; or
 3. An auditor of the Association.
33. Nominations for the Executive Committee must be submitted fourteen (14) days prior to the General Meeting. In the absence of prior nominations, the outgoing Executive Committee may invite nominations from the floor on the day of the General Meeting.
34. At the expiration of the term of office, the Executive Committee shall go out of office and assume the role of caretaker administrators until a new executive committee is formed.
35. Members of the Executive Committee are eligible for re-election.
36. The Executive Committee, either on its own initiative or at the suggestion of any member in writing, may consider and report to a General Meeting of the Association such matters as in the opinion of the Executive Committee concerning the object of the Association.

37. The Executive Committee shall fill all vacancies occasioned by death, suspension or resignation in all elected offices (with the exception of the office of President); such appointees to hold office until the next Annual General Meeting.
38. In the case of a vacancy in the office of President, an extraordinary general meeting shall be convened by the Vice-President, as the case may be, at the earliest convenient time possible in order to elect a new President.
39. Any member not attending the Executive Committee meetings for three (3) consecutive times without a valid reason will be deemed to have resigned from the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

40. The business of the Association shall be managed by the Executive Committee which shall authorise the payment of all expenses, preliminary and incidental to the management of the Association as they deem fit.
41. The Executive Committee shall be authorised to make such contracts on behalf of the Association as are necessary for the achievement of its objects. All disbursements and funds of the Association must be sanctioned by the President of the Executive Committee, or by the Vice-President of the Executive Committee in their absence, and by the Treasurer and Secretary of the Association, or any two other members of the Executive Committee in their absence.
42. The Executive Committee shall lay before the Annual General Meeting a report by the President on the work carried out during the year, and an income and expenditure account made up to a date not more than six months before such meeting.
43. The Executive Committee is authorised to consult and seek the advice of any member of the Association with the aim of

improving the standing of the Association and the welfare of its members.

44. The Executive Committee is authorised to appoint an external advisory committee or advisor to support it in its role.
45. Legal representation of the Association shall be vested in the President and/or the Secretary.

REMOVAL OF MEMBERS OF THE EXECUTIVE COMMITTEE

46. The office of an official member of the Executive Committee shall be vacated before the expiration of the term of office:
 1. If they cease to be a member of the Association;
 2. If they resign from office by means of a notice in writing to the Association;
 3. If they are removed from office by a resolution duly passed at an Extraordinary General Meeting;
 4. If they are convicted of any of the crimes mentioned in Titles V, VI and IX of Part II of Book First of the Criminal Code, or any other offence that runs counter to the objectives, policies, beliefs and mission statement of the Association; or
 5. If they repeatedly disrupt the meetings or hinder the functions of the Association.
47. Any action intended to remove a member of the Executive Committee on any of the grounds mentioned in Article 46 shall be preceded by a notice in writing, in electronic or postal form, to such person stating the alleged reasons for such removal and providing such persons with a reasonable opportunity to defend themselves and rebut the allegations. Following this, the Executive Committee is to hold another meeting where a secret vote is taken on the issue and the vote taken during the meeting shall be final.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

48. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they deem fit.
49. The Executive Committee shall meet at least once every year, **optional more frequently.**
50. The quorum necessary for the transaction of the business of the Executive Committee shall be 50% plus 1 of the number of members on the Executive Committee. Provided that if no quorum is present, the meeting shall be adjourned by half an hour. If at such an adjourned meeting, no quorum is present, the meeting shall proceed accordingly with the members present, so long as a minimum of three (3) members are present.
51. Matters decided at any meeting of the Executive Committee shall be decided by a simple majority of votes. In the case of an equality of votes, the President shall have a casting vote.
52. On the request of the President, the Secretary shall, at any time, summon a meeting of the Executive Committee by notice which shall be served upon the other members of the Executive Committee by postal or electronic mail giving a notice of at least seven (7) days.
53. The Executive Committee may delegate any of its powers to sub-committees consisting of members of the Association, or of such other persons as it deems fit, and any sub-committee formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee.
54. All business transacted at the meetings of the Executive Committee, and any minutes of such meetings, if signed by the President and Secretary, shall be sufficient evidence without any further proof of the facts therein stated.

55. The Executive Committee shall prepare accounts and reports on a regular basis as prescribed by the Act. Such accounts, reports and records shall be held for a period of ten (10) years.
56. The Executive Committee is responsible to submit the required documentation as prescribed by the Act and its subsidiary legislation to the Office of the Commissioner for Voluntary Organisations.

GENERAL MEETINGS

57. Special General Meetings shall be held at such time and place as the Executive Committee may determine, and 50% plus 1 of the members of the Association shall constitute a quorum. At least fourteen days clear notice of a Special General Meeting shall be given to each member.
58. Special General Meetings may be convened by the Executive Committee, upon receipt of a written request to that effect signed by not less than ten per cent (10%) of the members of the Association. At least fourteen (14) days clear notice of a Special General Meeting shall be given to each member.
59. The Annual General Meeting shall be held on such date as shall be agreed to and appointed by the President with the concurrence of the Executive Committee, and 50% plus 1 of the members shall constitute a quorum.
60. If quorum is not reached, the Special General Meeting and/or the Annual General Meeting shall proceed accordingly with the members present, so long as a minimum of ten (10) members are present.
61. At least twenty-one days clear notice of the Annual General Meeting shall be given to each member.

FEES AND ACCOUNTS

62. Applications for membership shall not be considered unless accompanied by the applicable fee.
63. The annual subscription fee of the Association, which will cover one (1) calendar year, will be deliberated yearly and published by the end of November.
64. No part shall be returnable in the event of the dissolution of the Association or cessation of membership.
65. All funds received by the Association shall be in full and strict compliance with all relative legislation. This includes voluntary contributions, donations or grants by members, benefactors, the State, any other institution, and from fundraising activities.
66. All funds of the Association shall be deposited in the bank accounts in the name of the Association and the authorised joint signatories for operating such accounts shall be the President, the Secretary and the Treasurer. The signature of the Treasurer and one other signature of the President or Secretary will suffice.
67. The Treasurer shall keep such proper books of accounts as will enable them to present at every General Meeting of the Association, or at any other time if required (on reasonable notice to them) by the Executive Committee, an accurate report and statement concerning the finances of the Association.
68. The financial year of the Association shall be deemed to commence on the first (1st) January, ending on the thirty-first (31st) December, of each year.

CONDUCT OF MEMBERS

69. Every member shall conform to the code of conduct established under this clause and any other code of conduct as the Executive Committee may publish from time to time.
70. Every member is expected to be committed to the Association, attend regular meetings and participate in the General Meetings of the Association.
71. Every member shall at all times treat other members with respect.
72. Harassment and discrimination are strictly prohibited.
73. Disruptive behaviour that interferes with the conduct of General Meetings, as well as the weekly meetings is strictly prohibited.
74. Engaging in or promoting illegal activities, especially when representing the Association, is strictly prohibited.
75. Any Member or members alleged to have brought or attempted to bring disrepute on the Association or any other offence, shall be asked to appear before the Executive Committee and if, in the opinion of the Executive Committee, the case be found proven, the Member shall be deprived of their membership and of their ability to participate in the Association activities. If the said Member fails to appear before the Executive Committee without justification they shall be deprived of membership and of their ability to participate in the Association activities.

NOTICES

76. Each member shall keep the Secretary informed of that member's private address, email address, or of some other address at which communications may be addressed to them in full accordance with the General Data Protection Regulations.

AMENDMENTS, ETC.

77. This Statute may be amended at an Annual General Meeting by a vote of at least two-thirds of those present and voting, provided that notice of any proposed amendment or new article shall be given in writing to the secretary at least two calendar months and forwarded by them to each member at least ten clear days before such Annual General Meeting.

DISSOLUTION OF ASSOCIATION

78. The voluntary dissolution of the Association may be debated at any time upon a resolution of the Annual General Meeting at a meeting where two thirds of its members are present or represented and passed by a majority of two thirds of the validly cast votes. However, in the event of this quorum not being reached, the Annual General Meeting shall be convened again and may decide definitively and validly on this dissolution by a majority of two thirds of the validly cast votes.
79. Any proposal to dissolve the Association must come from the Executive Committee or from at least two thirds of the members of the Annual General Meeting and be submitted to the members at least two months in advance.
80. The Annual General Meeting shall determine how the net assets of the Association shall be distributed after settling all debts and charges by allocating them, in accordance with the law, in such a manner as most closely accords with the purpose for which the association was created.

81. Save a resolution to the contrary by the Annual General Meeting, the Executive Committee shall have full powers to transfer all assets of the association in favour of another non-profit organization with similar purposes as the association which may be selected by the Executive Committee.