

Statute of Fondazzjoni Sagħtar

Article 1 – Name

The Foundation shall be entitled “Fondazzjoni Sagħtar” constituted and established by means of the deed in the Records of Notary Simon Manicolo of the ninth (9) day of August of the year two thousand and nineteen (2019) (hereinafter the “**Foundation**”)

Article 2 – Address

The registered address of the Foundation shall be 759, Saint Joseph High Street, Hamrun or any other address which may be determined from time to time by the Council of the Malta Union of Teachers.

Article 3 – Purpose, Aims, Objects

The Foundation is being established as a public benefit foundation as defined in terms of article one (1) sub-article four (4) of the Second Schedule of the Civil Code Chapter 16 of the Laws of Malta, for the achievement of the purposes as set out hereunder.

The Foundation is a voluntary and non-profit making organisation which is independent and autonomous of the Government of Malta and is being set up as a social purpose voluntary organisation for the purposes of the Voluntary Organisations Act, Chapter 492 of the Laws of Malta.

When registered in the Public Registry in accordance with the provisions set out in the Second Schedule, the Foundation shall be endowed with legal personality separate from that of its Founders, its Board of Administrators.

The Foundation is a social purpose foundation and is being constituted and established for the main purpose of enhancing the advancement of education which includes the following purposes and objects:

- a) to contribute towards the enhancement of the professional role of educators and the advancement of students;
- b) to provide opportunities for the professional growth of educators;
- c) to undertake projects or organise activities for the purposes of providing professional training to educators and enhancing the advancement of students;
- d) to generate and publish educational material.

The purpose and objects of the Foundation shall not include the promotion of any private interests. Furthermore none of the income, capital or property of the Foundation shall be made available directly or indirectly to any Founder, the FSAB (as defined further below) or anyone sitting on the FSAB.

PROVIDED THAT it shall not be the purpose of the Foundation to make a profit.

Article 4 – Legal Personality and Powers

The Foundation is a body corporate and once registered in terms of the Second Schedule to the Civil Code Chapter 16 (sixteen) of the Laws of Malta will be vested with all the powers that a legal person has in virtue of its legal personality. In order to achieve its purposes and aims the Foundation is hereby empowered, without limitation, but subject to the provisions of this Statute to:

- a) receive endowments, grants, donations and financial assistance of whatever kind, subject to the applicable provisions of law;
- b) administer, hold, distribute and apply income of the Foundation as well as capital in accordance with the established purposes and objects of the Foundation and in accordance with the terms of this Statute;
- c) register the Foundation as a legal person in terms of the Second Schedule to the Civil Code, Chapter 16 (sixteen) of the Laws of Malta and to enroll the Foundation as a voluntary organization in terms of the Voluntary Organisations Act, Chapter 492 (four hundred and ninety-two) of the Laws of Malta;
- d) generate and publish professional and/or educational material to be disseminated and/or sold to the supporters, sponsors and/or contributors to the Foundation, including the widely known 'Saghtar' magazine, in accordance with guidelines issued by the Foundation;
- e) organize and provide for seminars and courses aimed at achieving the aims of the Foundation including, without limitation courses aimed at providing for continuous professional development;
- f) to carry out activities related and ancillary to its purposes as allowed in terms of law;
- g) administer and manage the reference library of the Malta Union of Teachers;
- h) engage or employ personnel in accordance with the terms of this Statute and law;
- i) establish other legal organizations in Malta or in any other country to achieve its purposes and to establish segregated cells for such defined purposes as may be determined from time to time;
- j) collaborate with other organisations or entities;
- k) be affiliated with other organisations or entities;
- l) participate in EU funded projects; and
- m) do all such acts as are considered conducive towards the attainment of its purposes or objects;

PROVIDED THAT where the Foundation makes any pecuniary gains from any activities which it has undertaken also in accordance with clause 10 of this Statute and as permitted by law, such gains shall be exclusively utilized for its established purposes and objects.

PROVIDED FURTHER THAT notwithstanding any powers of the Foundation contained in the Statute, these powers are granted subject to the limitations in applicable law, and the Foundation may only carry out such trading activities as are allowed by the Voluntary Organisations Act, Chapter 492 (four hundred and ninety-two) of the Laws of Malta.

The Foundation shall be an independent, voluntary and non-profit organization and will not have any political affiliation.

In order to achieve its purposes the Foundation will be allowed to make use of the resources of the Malta Union Teachers including human resources.

Article 5 – Administration

5.1 The administration and management of the Foundation shall be vested in the Fondazzjoni Saghtar Administrative Board (the “**FSAB**”) which shall manage the Foundation in accordance with the purposes and objects of the Foundation, and subject to the terms of this Statute and applicable law.

The FSAB shall be composed of not less than three (3) persons and not more than eight (8) persons, who shall be responsible for and determine the general policy for performing, carrying out and exercising the objects, functions and powers of the Foundation in accordance with this Statute.

5.2 The FSAB shall have all the powers conferred by applicable law and by this Statute as may be necessary for the fulfillment of the purposes and objects of the Foundation and for such purpose, but without limitation to the generality of the above, the FSAB shall be empowered:

- a) to decide on the Foundation’s annual projects, programs, initiatives or activities and to seek, allocate and administer funds required to carry out such projects, programs, initiatives or activities;
- b) to employ or engage the services of any person or company whose work, services or expertise are required by the Foundation in the attainment of its objects and to remunerate or pay such persons accordingly provided such remuneration is not higher than market level;
- c) to open and manage bank accounts for and on behalf of the Foundation;
- d) to invest any monies not immediately required for the purposes of the Foundation;
- e) in general, to administer the property, movable and immovable, bestowed upon or acquired by the Foundation as it deems best to attain the objects and powers of the Foundation;

5.3 All administrators sitting on the FSAB shall be nominated and appointed by the Council of the Malta Union of Teachers for a four (4) year term (renewable for further terms) amongst members of the Malta Union of Teachers.

5.4 All administrators sitting on the FSAB must adhere to the Code of Rules of the Malta Union of Teachers and the statute of Fondazzjoni Saghtar.

5.5 In its first meeting the FSAB, shall appoint a Chairperson who shall have a casting vote in the event of an equality of votes, the Secretary of the Foundation and the Treasurer, all for the term of four (4) years.

5.6 A simple majority vote shall be taken at the FSAB for the purposes of assigning roles to the administrators sitting on the FSAB, if there are two or more nominees for the roles.

5.7 The following roles can also be assigned depending on the composition of the FSAB:

- a) Deputy Chairperson of the Foundation; and
- b) Assistant Secretary of the Foundation

Other roles can also be assigned to administrators sitting on the FSAB at their absolute discretion.

5.8 The first administrators of the FSAB shall be:

Chairperson: Elaine Germani holder of Maltese Identity Card number _____ residing at

Secretary: _____
Carmen Dimech holder of Maltese Identity Card number _____ residing at

Treasurer: _____
Fr Jose Debono holder of Maltese Identity Card number _____ residing at

5.9 Administrators sitting on the FSAB shall act on a voluntary basis and may only be remunerated for their services as is permitted by law.

5.10 The FSAB may set up sub-committees tasked with focusing on any of the purposes of the Foundation.

Article 6 – Duties of the FSAB

The Chairperson shall have the following duties:

- a) to call and preside FSAB meetings;
- b) to administer the Foundation as its chief executive officer;
- c) to delegate duties to other administrators of the FSAB; and
- d) to represent the Foundation in official activities or events.

The Secretary shall have the following duties:

- a) to take minutes of board meetings;
- b) to keep up-to date documentation relating to the Foundation and its activities;
- c) to follow decisions taken by the FSAB; and
- d) to represent the Foundation in official activities or events.

The Treasurer shall have the following duties:

- a) be responsible for all funds and assets of the Foundation;
- b) to keep records of assets, receipts and payments affected and prepare financial statements; and
- c) to present audited annual reports to the FSAB and to the Council of the Malta Union of Teachers.

Article 7 – Meetings

7.1 The FSAB shall meet at least twice yearly to discuss and decide on the overall running of the Foundation, draw up its policies and future plans and generally to discuss and dispatch any such matters as they deem necessary, expedient and conducive for the Foundation to attain its objects. The quorum necessary for the transaction of the business of the FSAB shall be at least two administrators. If a quorum is not reached, the board meeting shall proceed after fifteen (15) minutes from the time of commencement. All administrators sitting on the FSAB have one vote and the Chairperson shall have a casting vote in case of equality of votes. Unless otherwise stated

in this Statute or required by applicable law, all decisions of the FSAB shall be taken by a simple majority vote.

7.2 The FSAB shall regulate its own procedure, and any vacancy in its composition shall not operate so as to bar the FSAB from continuing to perform its functions.

Article 8 – Resignation or Termination of Administrators

8.1 Any administrator sitting on the FSAB may submit his/her resignation in writing to the FSAB and to the Council of the Malta Union of Teachers. An Administrator shall have his/her role terminated with immediate effect if:

- a) he/she is no longer a member of the Malta Union of Teachers; or
- b) he/she is a political candidate or holds any official role in structures of a political party or movement.

8.2 The Council of the Malta Union of Teachers can terminate the role of any administrator at any time by a two-third majority vote of the Council if a board member is acting against the interests of the Foundation and/or the Malta Union of Teachers.

8.3 The Council of the Malta Union of Teachers shall nominate and appoint other administrators to replace those who resign or whose office has been terminated.

Article 9 - Legal and Judicial representation

9.1 The legal and judicial representation of the Foundation shall be vested in the Chairperson of the FSAB provided that the FSAB may appoint any one or more of its administrators or of the officers or employees of the Foundation to appear in the name and on behalf of the Foundation in any judicial proceedings and in any act, contract, instrument or other document whatsoever.

Article 10 – Funding

10.1 The Malta Union of Teachers or any other person may make additional endowments to the Foundation at any time in terms of law, PROVIDED THAT endowments by any person other than the Founder shall be subject to the acceptance by the FSAB. All funds endowed or otherwise received or generated by the Foundation in accordance with the terms of this Statute shall be deposited in the bank account of the Foundation whose signatories shall be any two out of the Chairperson, the Secretary and the Treasurer of the Foundation.

10.2 The Foundation may generate funds to be used exclusively for the achievement of the objects and purposes of the Foundation through initiatives, projects and activities that it undertakes in accordance with its aims and objects or through financial investments, and may also take out loans (provided that the Foundation may not pay interest or other remuneration on loans, credit or financial instruments capable of economic evaluation raised or acquired from organisations which are not licensed, or financial institutions, other than in accordance with market conditions) or enter into contracts subject to the prior written approval of the Council of the Malta Union of Teachers.

10.3 The FSAB shall be responsible for fulfilment of all the Foundation's fiscal obligations, and for this purpose shall maintain proper accounts and financial records of all its activities. The accounts of the Foundation shall be audited and published on a yearly basis and all accounts and annual returns shall be prepared in accordance with Legal Notice 379 of 2012, Voluntary Organisations (Annual returns and Annual Accounts) Regulations, 2012. The Foundation's financial year shall correspond to the calendar year and shall commence on the first (1st) January and ends on the thirty first (31st) December of every year.

10.4 The property and assets of the Foundation, whether donated, received, transferred or otherwise generated by the Foundation, and all income made or derived therefrom, shall belong solely to the Foundation and shall be used and applied by the Foundation and the FSAB solely for the attainment of the purposes and objects of the Foundation as laid out in this Statute.

10.5 Subject to the other provisions of this Statute, the FSAB shall have absolute discretion to determine, in accordance with the purposes and objects of the Foundation, how best to utilize and or distribute the assets and properties of the Foundation

10.6 Nothing contained in this Statute shall prevent the Foundation from paying or performing in good faith its reasonable obligations and undertakings or the repayment of reasonable out-of-pocket expenses out of the property and assets of the Foundation.

Article 11 – Amendments to the Statute

11.1 The statute of Fondazzjoni Saghtar may be amended in a general conference of the Malta Union of Teachers as the founder of the Foundation.

Article 12 – Duration and Dissolution

12.1 The Foundation shall be established for an unlimited duration and can be dissolved by the FSAB with the prior written consent of the Council of the Malta Union of Teachers and may be so dissolved in any one or more of the following circumstances namely:

- a) in case the purpose of the Foundation is achieved or
- b) in case it is no longer possible to achieve the purpose of the Foundation.

12.2 Upon dissolution, and after the settlement of any debts of the Foundation all assets of the Foundation shall be devolved unto another voluntary non-profit social purpose foundation with similar non-profit making purposes as those of the Foundation, as specified in the decision to dissolve the Foundation.
