



## ***Dín l-Art Helwa***

### **1. THE STATUTE**

#### ***DIN L-ART HELWA***

National Association for the Safeguarding of the Historic, Artistic and Natural Heritage of Malta.

#### **RULES**

##### **Name of Association**

1. This Association shall be known as “DIN L-ART HELWA” (NATIONAL TRUST OF MALTA)

##### **Status of Association**

2. 1 The Association shall maintain an independent and voluntary status as a body of persons constituted for the attainment of the purposes set out hereunder.
2. 2 It shall be the policy of the Association to have a Youth Section and it shall be the duty of the Council responsible for the administration of the Association to promote and encourage the activities of such Section in every way, including, as far as possible, financially. The Section shall be governed by the provision of these Rules, so far as applicable, and by the special rules determined from time to time for the purpose by the council
2. 3 The Association is apolitical.

##### **General purposes of Association**

3. 1 The Association shall be established for the purposes of co-operating in and promoting the preservation of the historic, artistic and natural heritage of the nation.

3. 2 For the furtherance of its purposes the Association shall endeavour:

- (a) to promote interest in the preservation and protection of historic buildings and monuments, of places of beauty and of the natural aspect, features and animal and plant life of such places, and of the character of the towns and villages, especially in relation to the problems arising from modern urban development:
- (b) to stimulate the enforcement of existing laws and the enactment of new ones for the preservation and protection aforesaid:
- (c) to intervene in any way which may be deemed proper and, so far as practicable, even financially, to prevent the disfigurement of lands and property belonging to the historical, artistic, or natural heritage of the nation:
- (d) to collaborate in general with any other body, including in particular Local councils and environment non governmental organizations, and any enterprise, organization, association, persons or group of persons pursuing the same ends as the Association;
- (e) to hold any property in trust, or in ownership (whether freehold or subject to ground rent) or on lease, loan, management agreement or other suitable terms, and to ensure the conservation of such property for its enjoyment by the public and for the benefit of the Nation.

**Profits of Association not to be divided**

4. The Association shall be a non profit making body and no dividend, bonus or other profit shall at any time be paid out of the income or property of the Association to any member thereof.

**Headquarters of Association**

5. The headquarters of the Association shall be such place as may from time to time be determined by the Council.

**Members of the Association**

- 6.1 The members of the Association shall be divided into (a) Ordinary Subscribing Members, (b) Life Members, (c) Benefactors, (d) Corporate Members and (e) Youth Members:-
- 6.2 Ordinary Subscribing Members, and Youth Members shall be annual subscribers to the funds of the Association of such minimum sum as may from time to time be determined by the Council;
- 6.3 Life Members shall be persons who shall pay to the funds of the Association once only, on admission, such minimum sum as may from time to time be determined by the Council;

6.4 In determining the sum payable annually by Ordinary Subscribing Members and the sum payable once only by Life Members, the Council may distinguish between local and overseas members.

6.5 Benefactors shall be persons who shall give to the Association any property which or any part of which, in the opinion of the Council, is proper to be preserved for the benefit of the nation, or who shall give to the Association such sum of money or other property as shall appear to the Council to entitle such persons to be distinguished as benefactors, or who, by unanimous resolution of Council, shall receive the title of benefactors by reason of their having carried out activities resulting in an outstanding contribution to the achievement of the aims of the Association;

6.6 Corporate Members shall be bodies or associations whose admission shall be approved by the Council and who shall pay such collective annual subscription as may be determined in each case by the Council.

6.7 It shall be at the discretion of the Council to refuse any application for membership of the Association under any of the foregoing provisions without assigning any reason.

#### **Liability of members**

7. No member of the Association shall be liable for or to contribute towards the payment of debts and liabilities of the Association beyond the amount of the annual subscription of such member or of any contribution agreed to be given and remaining unpaid.

#### **Affiliation**

7(A) The Council may, on the application to such effect, recognize any society, committee or other body of persons regularly established for the purposes connected with conservation of the environment as affiliated to the Association.

#### **General Meetings**

8. The Annual General meeting of the Association shall be held during February of each year. Subject to the aforesaid all General Meetings of the Association shall be held at such time and place as the Council may appoint and in accordance with the regulations contained in the Schedule of these rules.

#### **Establishment of the Council of the Association**

9.1 The affairs of the Association shall be administered by a Council consisting of fifteen members elected every two years at the Annual General Meeting from among the members of the Association.

9.2 For the purposes of paragraph (1) the representatives sent by any corporate member to an Annual General Meeting at which an election is due to be held shall be deemed to be members of the Association.

9.3 The Council may co-opt any person who in its opinion will contribute to the advancement of the objects of the Association. The number of co-opted members shall not exceed eight. Such members shall enjoy the same rights and be subject to the same duties as elected members.

9.4 Any elected member of the Council shall be eligible for re-election.

9.5 Any member of the Council who without good and sufficient reason deemed valid by the Council, shall fail to attend three consecutive meetings of the Council, shall be held to have vacated his seat and shall not be eligible for re-election, or co-option until the next General Meeting at which an election is due.

#### **Filling of casual Vacancies in Council**

10 If any elected member of the Council dies or resigns or is deemed to have vacated his seat, the candidate with the next highest number of votes polled at the last previous election, after those elected or already called to fill a vacancy shall fill the vacancy caused by such death, resignation or vacation of seat.

#### **Power, proceeding and Officers of council**

11.1 Subject to the provisions of rule 12 (1) the entire business of the Association shall be arranged and managed by the Council who may exercise all such powers of the Association as are not exercisable only by the Association in General Meeting and no rule or regulation made or resolution passed by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such rule, regulation or resolution had not been made or passed.

11.2 The Council shall have power to make such regulations as to its procedure (including the quorum required at its meetings) and for the conduct of the business and affairs of the Association and for the dispatch of business at meetings as the Council may deem necessary, provided that such regulations do not contravene any of the provisions of these rules. The Council shall have the power to borrow monies up to the value of its assets from banks. The Council is to report to members at the immediate next General Meeting after the loan has been arranged, the reasons for the loan, the repayment terms and rate of interest in the annual accounts.

11.3 The Council shall elect an Executive President, an Honorary Secretary General and an Honorary Treasurer, and other officials at its first meeting after its election. The Council may also appoint such paid officers and servants as it may from time to time think fit and fix their salaries and wages and conditions of service and determine their respective duties and the tenure of their office. No member of the Council may, however, be appointed to any paid office or employment under the Association.

11.4 Executive President – Term of Office

The member elected as Executive President shall only hold office for not more than four (4) consecutive years i.e. Two terms of two years each (vide para 9.1). The member may be nominated again to fill the vacancy of Executive President after an absence of two consecutive years of last holding office.

**The Executive Committee and other Committees of the Association**

12.1 The powers vested in the Council by the last preceding rule may be exercised by the Executive Committee, subject to any directive or restriction that the Council may from time to time determine. The Executive Committee shall give to the Council at each Council meeting a full account of its activities since the last previous Council meeting. If the Council disapproves any act done or decision taken by the Executive Committee, other than proposals made or advice given to it, the council may take against all or any members of the Executive Committee any action that it deems appropriate, including their replacement of the Executive Committee.

12.2 The Executive Committee shall consist of nine members, that is to say, the Executive President, the Honorary Secretary General and the Honorary Treasurer of the Association as “ex officio” members, and six other members appointed to it by the Council from among its members. The Executive President and Honorary Secretary General of the Association shall be the Chairman and the Secretary of the Executive Committee respectively. If the Chairman is absent from any meeting of the Executive Committee, the members present shall appoint another member to preside the meeting in his place. The quorum for meetings of the Executive Committee shall be five. Such Committee shall meet not less than fortnightly. If the Executive committee fails to hold three consecutive meetings due to a lack of quorum the Executive President of the Association, as Chairman of the Committee, shall report such failure to the Council for any action the Council may consider proper.

12.3 The Council may also appoint from its own members any Committee for any special purpose and may add to any such Committee for such length of time and with such powers of voting or otherwise as the Council may think fit any member of the Association or other person whose aid they judge useful to forward the objects of the Association.

12.4 The Executive Committee shall have power of appointing Boards or Committees for special purpose similar in all respects to the powers hereby conferred upon the Council of appointing committees for special purposes. The Executive Committee may also make such regulations as to its procedure as the Council is hereby empowered to make as to the procedure of the Council.

12.5 No act or proceeding of the Council, the Executive Committee or of any Committee shall be questioned on account of there being at the time of such act or proceeding any vacancy or vacancies in the Council, in the Executive Committee or in any Committee.

- 12.6 No defect in the qualifications or election of any person acting as member of the Council, of the Executive Committee or of any Committee shall be deemed to invalidate any proceeding of such Council, Executive Committee, or Committee in which he has taken part in cases where the majority of members parties to such proceedings are duly entitled to act.
- 12.7 The Council, the Executive Committee and all Committees appointed as aforesaid shall cause minutes to be kept of all proceedings at any meeting thereof respectively and the Council shall at all times cause to be kept minutes of the meetings of the Association and a register of the members of the Association with their respective last-known address.

### **Accounts**

13. The Honorary Treasurer shall keep proper accounts of all sums of money received and expended by the Association and of the matters in respect of which such receipt and expenditure take place and of property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the regulations for the time being of the Association such accounts shall be open at all reasonable times to the inspection of the members.

### **Audit**

14. Once at least in every year the accounts of the Association shall be examined and audited by legally qualified auditors nominated at the Annual General Meeting.

### **Legal Representation**

15. The legal representation of the Association shall be vested jointly in the Executive President, the Honorary Secretary General and the Honorary Treasurer, or, by agreement, any two of them.

### **Amendment of Rules**

16. These rules may be amended by resolution of the Association in General Meeting provided one fifth of the total number of members or sixty members, whichever is the less, are present and the resolution is carried by a majority of two-thirds of those voting. Such amendments must be notified in the circular convening the General Meeting.

### **Dissolution**

17. The Association may be dissolved by resolution in General Meeting carried by at least four-fifths of the total number of members. Such resolution shall appoint a liquidator and establish the method of disposal of any funds or other property of the Association.

## **SCHEDULE**

### **Rules & Regulations Governing the Calling and Holding of General Meetings of the Association**

1. The Annual General Meetings shall be called ordinary meetings and all other General Meetings shall be called extraordinary meetings.
2. The Council at each ordinary meeting shall lay before the meeting a report of the work done in the preceding year and the audited Financial Statements for the preceding year ended on 31<sup>st</sup> December.
3. The Council or the Executive Committee may whenever it thinks fit and the Executive Committee (or in their default the Council) shall upon a requisition made in writing and signed by any twenty or more members convene an extraordinary meeting.
4. Any requisition made by the members shall express the motion to be discussed at the meeting proposed to be called and shall be left with the Honorary Secretary General of the Association.
5. Upon receipt of such requisition the Executive Committee (or in their default the Council) shall forthwith proceed to convene the same within fourteen days from the date of the receipt of such requisition or requisitionists may themselves convene a meeting.
6. A notice of every general meeting and of the agenda shall be given members at such time and in such form and manner as the Council may from time to time prescribe provided such notice is given at least 10 days prior to the date of the meeting.
7. Notice of any motion proposed to be made at an ordinary general meeting by any person not being a member of the Council shall be sent to the Honorary Secretary General of the Association at least one week before the date of the meeting. Such notice shall be signed by the proposer and a seconder being members of the Association and no motion made by any member shall be entertained by such meeting unless notice thereof has been given as aforesaid.
8. The non-receipt by any member of any notice that may be issued for a General Meeting shall not invalidate the proceedings thereof.
9. Every member of the Association shall be entitled to attend and vote at any General Meeting provided he has been a member for at least three months and has paid his subscription or contribution regularly. Corporate members shall be entitled to be represented at any general meeting by two of their members duly authorized on their behalf. For the purpose of forming a quorum at a general meeting each representative of a corporate member shall count as one member.

10. Thirty members shall form a quorum for a general meeting.
11. If within half an hour from the time appointed for a meeting convened upon the requisition of members a quorum be not present the meeting shall be dissolved. In any other case the meeting shall be postponed to another date to be fixed by the person presiding the meeting on which date business may be transacted notwithstanding the absence of a quorum provided at least one week's notice of the meeting is provided to the members.
12. At every General Meeting all matters which come up for the decision of such Meeting shall be decided by a majority of votes of the members present and voting by show of hands unless a secret vote be demanded by any member present.
13. The Executive President of the Council shall take the chair at a General Meeting. If the Executive President is absent the meeting shall elect a Chairman. The Chairman shall in case the votes at any General meeting are equally divided have as well as his own vote a second or casting vote. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left undisposed of at a meeting at which the adjournment took place.
14. Nomination of members for election to the Council shall be signed by a proposer and a seconder, both being members of the Association, and shall be accompanied by the acceptance in writing of the member nominated and shall not be considered if they do not reach the Hon. Secretary General fourteen days (14) prior to the due election date.



## **AMENDMENTS**

Rule 11.2 of the Statute - amended Annual General Meeting of 23<sup>rd</sup> February 2008

Clause 14 of the Schedule – amended Annual General Meeting of 23<sup>rd</sup> February 2008