

STATUTE

OF THE

MALTA MATHEMATICAL SOCIETY

MMXXII

- 0.1 The MALTA MATHEMATICAL SOCIETY (henceforth, “the Society”), established on the 5th of January, 1999, by Prof. Joseph Muscat (President), Audrienne Cutajar Bezzina, Cettina Gauci Pulo, Dr James L. Borg and Jill Kirkstadt, was an independent, non-political and non-profit organisation which sought to foster interest in mathematics and enhance the levels of education and mathematical research in the Maltese islands. After a number of years, the Society was no longer actively maintained, and effectively ceased operations in the mid 2000’s.
- 0.2 In 2019, Luke Collins, Prof. Joseph Muscat, Jake Xuereb and Xandru Mifsud reinstated the Society; and this document, concluded on the 10th of November 2022, outlines its objectives and modus operandi today.

1 **ARTICLE I. Name, Registered Address and Term**

NAME

- 1.1 The name of the Society shall be “The Malta Mathematical Society”.

ADDRESS

- 1.2 The registered address of the Society shall be 2, Marju Schembri Street, Hal Tarxien, Malta, or such other address as may be determined by the Executive Committee from time to time.

TERM

- 1.3 The Society shall be established for an indefinite period of time.

2 **ARTICLE II. Purposes and Objects of the Society**

CAP. 492

2.1 The Society shall be a voluntary organisation in terms of the Voluntary Organisations Act [Chapter 492 of the Laws of Malta], and is established for public benefit.

2.2 The Society shall be a social purpose organisation which is non-profit making, voluntary and autonomous from government.

2.3 The Society shall enjoy a separate legal personality.

2.4 The Society shall be composed of individuals concerned with the study of mathematics, autonomous and independent of any political party, union or other Society, with the following aims:

- 2.4.1 (i) To promote the interests of mathematics in Malta;
- 2.4.2 (ii) To provide a forum for all those interested in mathematics;
- 2.4.3 (iii) To promote research in mathematics carried out at both undergraduate and graduate level;
- 2.4.4 (iv) To contribute to the continuing enhancement of the levels of teaching and learning of mathematics;
- 2.4.5 (v) To stimulate interest in mathematics and awareness of its importance and relevance;
- 2.4.6 (vi) To influence public and institutional policy in matters related to mathematics, and enhance its recognition;
- 2.4.7 (vii) To liaise with universities in assisting local and international mathematics students in search of educational opportunities;
- 2.4.8 (viii) To liaise with universities, institutions, organisations and employers in providing information about local and international employment and academic career opportunities for prospective mathematics students and graduates;

- 2.4.9 (ix) To liaise with institutions, organisations and any other relevant bodies in organising interdisciplinary exchanges that combine mathematics and other fields;
- 2.4.10 (x) To construct a multifaceted strategy for the local dissemination of mathematical ideas, publications and literature;
- 2.4.11 (xi) To organise local and international events that further the aims of the Society;
- 2.4.12 (xii) 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; and
- 2.4.13 (xiii) 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 Society.

NOT FOR PROFIT

- 2.5 The Society shall not be 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 Society shall be employed solely and exclusively in the furtherance of its purposes and objects.

NO POLITICAL OR ACTIVIST INVOLVEMENT

- 2.6 The Society shall not participate in any political campaign or endorse any political party or any political candidate for public office.
- 2.7 The Society shall not endeavour in any way to initiate or participate in public advocacy, whether implicit or explicit, of social, political, moral, religious, economic, or environmental causes.

3 **ARTICLE III. Legal Personality and Powers**

3.1 The Society shall have a separate legal personality. Its assets, as well as its liabilities, are distinct from those of its Founders, its Members, its Executive Committee Members and its Peers.

3.2 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 Society, its Members, its Executive Committee Members or its Peers personally liable for any debts or liabilities incurred or obligations assumed by the Society:

3.3 Provided that a Member of the Executive Committee shall be held personally liable in the event of breach of this Statute or failure on his part to exercise their duties and powers as stipulated under this Statute or if in the exercise of his duties and powers as aforesaid (and whether by acts of omission or commission) he distorts, misapplies, misrepresents or misconstrues the purposes and objects for which the Society is being constituted and established.

LEGAL PERSON

3.4 The Society shall be a body corporate vested with all the powers that a legal person has by virtue of its legal personality.

ENABLING POWERS

3.5 To enable the Society to fulfil its purposes and objects, it shall hereby be empowered, without limitation, but subject to the provisions of this Statute:

3.5.1 (i) to charge fees or receive payment for any of the training and educational events, programmes, sessions, courses, projects, conferences, seminars, workshops, events and lectures it organises in furtherance of its purposes and objects;

3.5.2 (ii) to hold bank accounts in its own name, to enter into obligations and trans-

- actions as are required to pursue its aims and which are incidental and/or ancillary thereto;
- 3.5.3 (iii) 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 Society;
- 3.5.4 (iv) to manage and administer the assets endowed to or otherwise acquired by the Society as well as any income from those endowed funds as may be determined by the Executive Committee;
- 3.5.5 (v) 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;
- 3.5.6 (vi) 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;
- 3.5.7 (vii) 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;
- 3.5.8 (viii) 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 Society;
- 3.5.9 (ix) to sell, let, grant rights and privileges, dispose of or turn to account all or any of the property or assets of the Society;
- 3.5.10 (x) to obtain loans, overdrafts, credits and other credit facilities and to other-

wise 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 Society both present and future;

- 3.5.11 (xi) 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;
- 3.5.12 (xii) 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;
- 3.5.13 (xiii) to employ and pay any person or persons to supervise, organise and carry out the work of the Society;
- 3.5.14 (xiv) 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 Society generally;
- 3.5.15 (xv) to meet all reasonable charges and expenses for the proper administration of the Society out of the disposable assets of the Society;
- 3.5.16 (xvi) 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;
- 3.5.17 (xvii) to establish other organisations 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;

3.5.18 (xviii) to manage any property owned, leased or otherwise assigned to the care or placed under the control of the Society;

3.5.19 (xix) to administer all existing financial claims and rights directly or indirectly related to the assets of the Society strictly in accordance with all documented agreements and/or de facto engagements that can be considered as clear, fair, logical and normal;

3.5.20 (xx) 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;

3.5.21 (xxi) to purchase insurance cover over any property owned or held under any other title by the Society 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 Society;

3.5.22 (xxii) to affiliate or otherwise associate with national or international organisations having similar or complementary objectives;

3.5.23 (xxiii) to promote and transmit its objectives, achievements and deeds through all available means; and

3.5.24 (xxiv) to generally do every act which is necessary or conducive to the foregoing or which is necessary in order to enable the Society to fulfil its aims and objects:

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

4 **ARTICLE IV. The Assets of the Society**

4.1 The assets of the Society shall include:

4.1.1 (i) the constitutive assets, namely the initial endowment/s made on the Deed, the membership fees paid by members of the Society and any income, fruits, other proceeds or assets obtained from or derived by means of the said Assets; and

4.1.2 (ii) any other additional irrevocable endowments and/or donations made to the Society by the Founders, its Peers or by third parties:

4.2 Provided that the latter are accepted by the Executive Committee and made in accordance with the provisions of this Statute.

INITIAL ENDOWMENT

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

4.4 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

4.5 All endowments to the Society, whether initial or additional in nature, shall be irrevocable.

5 **ARTICLE V. Membership and Administration**

5.1 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 the Companies Act [Chapter 386 of the Laws of Malta] 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

5.2 The Society shall have two (2) classes of membership as follows:

- 5.2.1 (i) Active Members: comprising natural persons who are aged sixteen (16) years or over; and
- 5.2.2 (ii) Peers: comprising natural persons who have been unanimously elected by the Executive Committee and possess at least one of the following qualities:
- 5.2.3 A. Made notable academic achievements in a mathematical discipline;
- 5.2.4 B. Held in high regard by the Society; or
- 5.2.5 C. Made meaningful or long-standing contributions to the Society.

5.3 The Entrance and Annual Fees for Active 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.

5.4 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.

5.5 Peers of the Society shall not be subject to any form of Entrance or Annual Fees.

5.6 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.

5.7 The form, method and procedures for membership shall be in accordance with such

rules and regulations as the Executive Committee may promulgate.

ADMISSION OF ACTIVE MEMBERS

- 5.8 Membership as an Active Member in the Society shall be at the 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. 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

- 5.9 Active Membership shall become effective following admission and upon payment of applicable fees.
- 5.10 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 thirty (30) 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

- 5.11 Each Active Member and Peer in good standing shall be entitled to one (1) vote on each matter submitted to a vote, either by mail, electronic mail or at any meeting of the members:
- 5.12 Provided that Peers shall not be entitled to vote in elections of members of the Executive Committee.

ANNUAL GENERAL MEETING

- 5.13 An Annual General Meeting of the members of the Society shall be held at its regis-

tered 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.

- 5.14 If the election of Members of the Executive Committee and President shall not be held on the day designated herein for any Annual General 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

- 5.15 Special meetings of the members may be called:
- 5.15.1 (i) by the President;
 - 5.15.2 (ii) by the Executive Committee;
 - 5.15.3 (iii) the signatures of a quarter ($\frac{1}{4}$) of all Active Members;
 - 5.15.4 (iv) At least one (1) Peer in conjunction with the signatures of ten percent (10%) of all Active Members; or
 - 5.15.5 (v) At least three (3) Peers.

NOTICE OF MEETINGS

- 5.16 Notice of any meetings shall be sent by electronic mail to all members and posted on the Society's website and social media pages no less than four (4) 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

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

QUORUM

- 5.18 The presence at any meeting of the members of ten per cent (10%) of members shall be required for a quorum to be called, this without prejudice to the provisions of clause 5.17. At the discretion of the Executive Committee, meetings of members may be held in electronic format or video participation.

PROXIES

- 5.19 Proxy voting shall not be permitted.

DISCIPLINE, TERMINATION AND RECLASSIFICATION OF MEMBERSHIP

- 5.20 The Executive Committee may discipline, suspend or expel any Active Member of the Society for cause, including, but not limited to, ineligibility, violation of the Statute, rules and regulations of the Society, conduct reflecting unfavourably upon the Society or in any of its activities, or default in payment of any dues, levy, assessment or other charge.
- 5.21 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 electronic mail 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.
- 5.22 The decision of the Executive Committee is subject to appeal to the general membership by means of a petition of not less than four (4) members in good standing made to the Executive Committee which shall convene the required meeting within six (6) weeks.
- 5.23 The Executive Committee may discipline, suspend or expel any Peer of the Society for cause, including, but not limited to, ineligibility, violation of the Statute, rules and regulations of the Society, conduct reflecting unfavourably upon the Society or

in any of its activities, or default in payment of any dues, levy, assessment or other charge.

5.24 Such disciplinary action, suspension or expulsion shall be exclusively determined by both the affirmative unanimous vote of all members of the Executive Committee and the affirmative vote of four-fifths ($\frac{4}{5}$) of the Peers, provided that statement of the charges (including place, date and time of meeting) shall have been sent to the Peer by electronic mail 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 Peer may deem fit.

5.25 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

5.26 Any member of the Society may resign his membership in the Society by filing a written resignation with the Secretary, but such resignation shall not relieve the resigning member of the obligation to pay any outstanding dues, assessments or other charges.

TRANSFER OF MEMBERSHIP

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

6

ARTICLE VI. The Executive Committee**GENERAL POWERS**

6.1 The business and affairs of the Society shall be managed by the Executive Committee.

ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

6.2 Twelve months after the commencement of the term of the elected members of the Executive Committee, and thirty (30) days before the annual general meeting, the President shall decide on the size of the Executive Committee for the following term, and shall make recommendations for the offices vacant in terms of the Statute and/or of the office of Executive Committee Members within thirty (30) days.

6.3 The Executive Committee shall publish the names of the nominees for each position recommended by the President on the Society's website.

6.4 Not less than thirty (30) days prior to the Annual General Meeting, other persons may be nominated by petition signed by at least four (4) members in good standing, and such nomination shall be accepted by the President and placed on the ballot, having published the full list of nominees not later than one (1) day prior to the meeting.

6.5 Voting by the procedure established by the Executive Committee in consultation with the President shall take place at the Annual General Meeting.

6.6 Election shall be by the first-past the post method and voting shall be supervised by the Executive Committee.

COMPOSITION, TENURE AND QUALIFICATIONS OF THE EXECUTIVE COMMITTEE

6.7 The Executive Committee shall include the President, the Secretary and the Treasurer, and may also include the Vice-President, the Events Officer, the International Officer, and the Social Media and Marketing Officer, and any other offices as the

Executive Committee may determine from time to time:

- 6.8 Provided that at no time shall the Executive Committee be absent of the President, the Secretary or the Treasurer, and in the event that nominations are not sufficient to fill these vacancies, the process of dissolution of the Society shall be put into effect by the Executive Committee.
- 6.9 All Executive Committee Members shall be Active Members of the Society in good standing and in possession of at least an undergraduate degree in which mathematics is a primary subject, or enrolled in a university course leading to such academic qualification.
- 6.10 The Executive Committee Members shall hold office for twelve (12) months, unless sooner terminated in accordance with this Statute. In the event that the Executive Committee is absent of the President, the Secretary or the Treasurer, at least one (1) member of the Executive Committee last elected shall seek to remedy the default by selecting a member or members of the Society to fill that vacancy/ies, failing which within eight (8) weeks from the vacancy/ies arising, the process of dissolution of the Society shall be put into effect by the remaining Executive Committee:
- 6.11 Provided that should no Executive Committee members remain, the Peers shall convene at a Council meeting at their earliest convenience to select an Acting President from the members of the Society, who shall be responsible for the procedure for the election of the members of the Executive Committee under the provisions of this Article:
- 6.12 Provided further that should no President, Secretary, or Treasurer be elected following the procedure effected by the Acting President, the Peers shall put into effect the dissolution of the Society.
- 6.13 A Member of the Executive Committee shall be eligible for re-election indefinitely. Each member of the Executive Committee 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.

FIRST EXECUTIVE COMMITTEE

6.14 The first Executive Committee shall be composed of:

- 6.14.1 (i) Maria Aquilina, holder of Maltese identity card number 0278200L; who shall be the President of the Society;
- 6.14.2 (ii) Giorgio Grigolo, holder of Maltese identity card number 0418803L; who shall be the Secretary of the Society;
- 6.14.3 (iii) Luke Collins, holder of Maltese identity card number 0229097M; who shall be the Treasurer of the Society;
- 6.14.4 (iv) Alex Cordina, holder of Maltese identity card number 0173702L; who shall be the Events Officer of the Society; and
- 6.14.5 (v) Marietta Galea, holder of Maltese identity card number 0270002L; who shall be the Social Media and Marketing Officer of the Society:

6.15 Provided that by the twenty-eighth (28th) day of October of the year two-thousand-and-twenty-three (2023) the Executive Committee shall commence the process for the election of the subsequent Executive Committee as provided in clauses 6.2–6.6.

6.16 All the members of the first statutory Executive Committee of the Society are ordinary residents of Malta.

REGULAR MEETINGS

6.17 The Executive Committee shall have no less than twelve (12) regular meetings every calendar year.

NON-ATTENDANCE

6.18 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 his absence three (3) consecutive meetings of the Executive Committee.

EXECUTIVE SPECIAL MEETINGS

6.19 A special meeting of the Executive Committee shall be deemed to be a special meeting attended solely by the Executive Committee, and may be called by the President or any three (3) Executive Committee Members. The person/s authorised to call special meetings of the Executive Committee may fix the place for holding any special meeting of the Executive Committee called by them.

NOTICE OF EXECUTIVE SPECIAL MEETINGS

6.20 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 electronic mail 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.

QUORUM

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

PROXIES

- 6.22 Proxy attendance or voting at meetings of the Executive Committee shall not be permissible.

MANNER OF ACTING

- 6.23 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.

VACANCIES

- 6.24 An office of Executive Committee Member shall be considered to be vacant upon the happening of any one of the following events:

- 6.24.1 (i) The death of the person holding such office.
- 6.24.2 (ii) The 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:

- 6.24.3 Provided that such resignation shall not relieve the resigning member of the Executive Committee of the obligation to pay any outstanding dues, assessments or other charges in relation to the exercise of his office or powers.

- 6.24.4 (iii) The refusal of the person to accept the offer to serve in the Executive Committee.

- 6.24.5 (iv) The removal of an Executive Committee Member at a member's meeting as provided in clause **6.27**.

6.24.6 (v) The removal of an Executive Committee Member for non-attendance of meetings as provided in clause 6.18.

6.25 If an Executive Committee Member who has not completed his term should be elected President, his post as Member of the Executive Committee shall be declared vacant when he assumes 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 clauses 6.28–6.29.

REIMBURSEMENT

6.26 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.

REMOVAL FROM OFFICE

6.27 An Executive Committee Member may be removed from office by the affirmative vote of not less than two-thirds ($\frac{2}{3}$) of the Executive Committee Members present and entitled to vote at an Executive Committee 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.

FILLING OF VACANCIES

6.28 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 a simple majority of the members of the Executive Committee (excluding 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 (3) 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.

6.29 An Executive Committee Member elected to fill a vacancy shall be elected for the unexpired term of his 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 General Meeting or at a special meeting of members called for that purpose.

DUTY TO PRESENT ANNUAL STATEMENT

6.30 The Executive Committee shall present at each Annual General 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 Society.

PRESUMPTION OF ASSENT

6.31 An Executive Committee Member of the Society who is present at a meeting of the Executive Committee at which action on any Society 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 of the meeting before the adjournment thereof, or unless such Executive Committee Member shall forward such dissent by registered mail or electronic mail to the Secretary of the Society immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member of the Executive Committee who voted in favour of such action.

7

ARTICLE VII. Officers**PRESIDENT AND VICE-PRESIDENT**

7.1 The President shall be the principal executive officer of the Society and shall supervise and conduct all of the business and affairs of the Society.

7.2 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.

7.3 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.

7.4 Any instrument binding the Society shall be signed by the President (or the Vice-President if the President is not available) and the Secretary as authorised 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.

7.5 Legal and judicial representation of the Society shall vest solely in the President, or jointly in the President and the Vice-President where the vacancy of Vice-President is filled.

7.6 The Executive 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.

7.7 Members of the membership at large can nominate other candidates by petition signed by at least five (5) members in good standing and such nominations shall be accepted and placed in the ballot.

7.8 Any nominee for the office of President or Vice-President must be an Active Member in good standing.

7.9 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.

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

7.11 The candidates for President and Vice-President shall be declared elected on the Condorcet 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 Executive Committee.

7.12 The President and/or Vice-President may be removed from office by vote, where:

7.12.1 (i) The Executive Committee has, by electronic means, given notice to all members of the society within seven (7) days of the upcoming vote;

7.12.2 (ii) Not less than three-quarters ($\frac{3}{4}$) of all the members of the society shall have voted; and

7.12.3 (iii) Not less than two-thirds ($\frac{2}{3}$) of the members voting shall have voted, by electronic means, in favour of the removal of the President and/or Vice-President from office.

7.13 The Executive Committee shall supervise and conduct this and all elections within the Society and its decisions shall be final.

OTHER OFFICERS

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

7.15 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.

7.16 The Officers of the Society, except the President and Vice-President, shall be selected every one (1) year by the Executive Committee from its own membership at the first meeting following the Annual General Meeting of Members.

7.17 Any Officer elected or appointed by the Executive Committee may be removed by the affirmative vote of two-thirds ($\frac{2}{3}$) of all members of the Executive Committee for cause, including, but not limited to, ineligibility, violation of the Statute, rules and regulations of the Society, conduct reflecting unfavourably upon the Society or in any of its activities, or default in payment of any dues, levy, assessment or other charge:

7.18 Provided that the Executive Committee shall only do so whenever, in its judgement, the best interests of the Society would be served by the removal of the Officer.

VACANCIES

7.19 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.

VICE-PRESIDENT

7.20 In the absence of the President or in the event of his 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.

TREASURER

7.21 The Treasurer shall have charge and custody of and be responsible for (or with ap-

proval of the Executive Committee, direct an employee or engagé of the Society to handle) all funds and securities of the Society under review of the Treasurer; receive and give receipt for monies due and payable to the Society from any source whatsoever, and deposit all such monies in the name of the Society in such banks or other depositories as shall be selected in accordance with the provisions of the Society'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 him by the President or by the Executive Committee.

SECRETARY

7.22 The Secretary 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 Society and see that the seal of the Society is affixed to all documents, keep a register of the post office addresses of each member, which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Executive Committee.

SOCIAL MEDIA AND MARKETING OFFICER

7.23 The Social Media and Marketing Officer shall be responsible for the upkeep of the Society's social media platforms, which shall include the dissemination of marketing material relating to the Society's events, workshops, publications, website content and promotional messages; he shall liaise with the President and, wherever necessary, any other Executive Committee Members, to endeavour towards a suitable marketing strategy that promotes the work of the Society; and in general perform all duties incident to the office of Social Media and Marketing Officer and such other duties as from time to time may be assigned to him by the President or by the Exec-

utive Committee.

- 7.24 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.

EVENTS OFFICER

- 7.25 The Events Officer shall be responsible for the organisation of local events and inform the Society's members and the general public of the location, time, costs and any other information relevant to such events within a reasonable time prior to their commencement; he shall liaise with the President and, wherever necessary, any other Executive Committee Members, to determine an annual programme of events and events marketing strategy; and in general perform all duties incident to the office of Events Officer and such other duties as from time to time may be assigned to him by the President or by the Executive Committee.

INTERNATIONAL OFFICER

- 7.26 The International Officer shall be responsible for the Society's communications with both international as well as local organisations with international relations; he shall be responsible for the Society's communications with foreign academics, professionals, and all those resident outside of Malta interested in mathematics; he shall propose means and initiatives for the Society to assist students resident in Malta in studying mathematics abroad and to assist foreign students in studying mathematics in Malta; he shall organise international events, competitions and exchange opportunities for the benefit of members of the Society; he shall search for mathematically related educational and employment opportunities outside of Malta for the benefit of the members of the Society; and in general perform all duties incident to the office of International Officer and such other duties as from time to time may be assigned to him by the President or by the Executive Committee.

8

ARTICLE VIII. Peers

8.1 The role of the Peerage in the Society is that of a safety mechanism which dilutes the power of the incumbent Executive Committee, without impeding in any way its day-to-day business in running the Society. Consequently, it chiefly occupies a passive role.

8.2 Peers are natural persons over the age of eighteen (18) whom the Society wishes to honour by awarding a life-long, chiefly symbolic role in the hierarchy of the Society. The reasons for which any natural person might be made a Peer include:

8.2.1 (i) He has made notable academic achievements in a mathematical discipline;

8.2.2 (ii) He is held in high regard by the Society; or

8.2.3 (iii) He has made meaningful or long-standing contributions to the Society.

DURATION AND VOTES

8.3 Without prejudice to clauses 5.23–5.25 and 8.21 of this Statute, once a natural person is made a Peer, he is a peer until death.

8.4 A Peer whose acceptance of the nomination for Peerage has been duly acknowledged may not become a member of the Executive Committee, nor vote in the election of its members.

CAUCUSES

8.5 Without prejudice to clauses 6.20–8.20 of this Statute, a Caucus shall be understood to be a meeting of the Executive Committee and may only be called by the President.

8.6 Without prejudice to the proviso in clauses 8.8 and 8.9, the President may not call such a meeting more than once (1) per tenure. The term “tenure” here shall mean the duration of office of the Executive Committee, as in clause 6.10.

8.7 All Executive Council members must unanimously agree on a proposed list of a maximum of three (3) natural persons to be nominated for Peerage during the meeting.

On obtaining such list of persons, the President shall inform all pre-existing Peers to hold a Council Meeting for the approval or rejection of the nominee/s:

8.8 Provided that where the list of nominees for Peerage is not unanimously approved, or where the list is empty, or where the Peers reject the list in the Council Meeting, it shall be in the discretion of the President to call a Caucus a second time:

8.9 Provided further that where the list has been rejected in the Council Meeting of Peers, the name/s on the list of nominees for Peerage put forth this second time may not be the same.

COUNCIL MEETINGS

8.10 A Council Meeting shall be understood to be meetings of the Peers alone for the purpose of discussing a particular issue relating to the Society. These may be called:

8.10.1 (i) by the President; or

8.10.2 (ii) by any Peer.

8.11 Council Meetings are chaired by a Peer who is a randomly chosen volunteer among the Peers in attendance, and referred to as the Speaker for the Peers. The Speaker shall be responsible to document and disseminate any relevant information pertaining to a Council Meeting to the relevant parties.

8.12 When a Council Meeting is called by the President as a result of a Caucus, then the Peers in attendance must agree to accept with at least a four-fifths ($\frac{4}{5}$) majority, otherwise the list shall be rejected.

CONVOCATIONAL MEETING

8.13 A Convocational Meeting shall be understood to be a meeting of the Peers and the Executive Committee for the purpose of discussing a particular issue relating to the Society. These may be called:

8.13.1 (i) by the President;

8.13.2 (ii) by any three (3) Peers;

8.13.3 (iii) by any three (3) Executive Committee members.

8.14 Convocational Meetings are chaired by a Peer who is a randomly chosen volunteer among the Peers in attendance, and referred to as the Speaker for the Peers. The Speaker shall be responsible to document and disseminate any relevant information pertaining to a Convocational Meeting to the relevant parties.

8.15 In particular, the outcome of such a meeting shall be a letter, signed by the Peers in attendance, recommending a course of action to the Executive Committee.

NOTICE OF MEETINGS

8.16 Notice of Council Meetings or Convocational Meetings shall be given at least ten (10) days previous thereto by written notice delivered personally, by electronic mail or by telephone to each Peer. Any Peer may waive notice of any meeting. The attendance of a Peer at any meeting shall constitute a waiver of notice of such meeting, except where a Peer 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.

FIRST PEERS

8.17 The first Peers shall be composed of:

8.17.1 (i) Joseph Muscat, holder of Maltese identity card number 171167M:

8.18 Provided that the Executive Committee may commence the process for the nomination of subsequent Peers as provided in clauses 8.5–8.9.

QUORUM

8.19 A quarter ($\frac{1}{4}$) of the Peers shall constitute a quorum for the transaction of business at any meeting of the Peers, except when specified otherwise in this Statute. At the

discretion of the parties who called the meeting, it may be held in electronic format or video participation.

PROXIES

8.20 Proxy attendance or voting at meetings of Peers shall not be permissible.

NON-ATTENDANCE

8.21 The Executive Committee shall resolve to remove any Peer who fails to attend without a reasonable justification and without giving prior notice for his absence eight (8) consecutive Meetings of the Peers.

VETO

8.22 A Peer shall have the absolute right of veto against any decision taken by the Executive Committee which he believes jeopardises the good name of the Society by virtue of that decision's contravention of Article 2 of this Statute:

8.23 Provided that a Peer who has not exercised this right against the decision taken by the Executive Committee may, in his discretion, call a Council Meeting subject to the provisions of this article for the purposes of discussing the veto:

8.24 Provided further that a Council Meeting called to discuss the veto shall have the right to call a vote to annul the veto by a simple majority of the Peers present.

8.25 A Peer shall communicate the veto to the President or the Executive Committee via electronic means.

9 **ARTICLE IX. Amendments to the Statute**

9.1 The Statute may be altered, amended or repealed and a new Statute may be adopted by a three-fourths ($\frac{3}{4}$) majority of the members of the Executive Committee present and a simple majority of the Peers present at a Convocational Meeting called for the purpose of discussing the amendment/s:

9.2 Provided that at least ten (10) days prior to the meeting, notice of the purpose of such meeting and the date of such meeting shall be communicated to all members of the Executive Committee and all Peers by electronic mail or by telephone.

9.3 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.

9.4 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.

10

ARTICLE X. Miscellaneous Provisions**COMMITTEES**

10.1

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 Society but shall report to the Executive Committee and receive approval if so required.

10.2

Any committee member may be removed by the person or persons authorised to appoint such member whenever in their exclusive judgement the best interests of the Society shall be served by such removal.

10.3

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

10.4

Each member of each committee shall continue as such until the next annual meeting of the members of the Society 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.

10.5

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

10.6

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.

10.7

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.

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

10.9 The Executive Committee may authorise any Officer, agent or agents of the Society in addition to the Officers so authorised by this Statute, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, 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.

10.10 All instruments binding the Society shall be signed by such Officer or Officers, employees, agent or agents of the Society 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 Society as otherwise provided for in this Statute.

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

10.12 The Executive Committee may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Society.

BOOKS AND RECORDS

10.13 The Society 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 Society may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

- 10.14 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 Society's business and the respect for the privacy and safety of the individual Members and shall in all respects be compliant with the law, with particular reference to the General Data Protection Regulation 2016/679 of the European Union.

FISCAL YEAR

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

WAIVER OF NOTICE

- 10.16 Whenever any notice is required to be given under the provisions of applicable legislation or under the provisions of the Statute of the Society, 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.

DISSOLUTION

- 10.17 The Society may be dissolved by effect of the provisions of this Statute and by the assenting vote of not less than two-thirds ($\frac{2}{3}$) of its members present at a Meeting of Members called specifically for the sole purpose of discussing the dissolution. The Executive 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 Society, 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.

- 10.18 Provided that the Executive Committee shall be bound to dissolve and wind up the Society 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.

INDEMNIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE, PEERS, OFFICERS AND EMPLOYEES

- 10.19 The Society shall indemnify any Member of the Executive Committee, Peer, Officer or employee or engagé or former Executive Committee Member, Peer, Officer or employee or engagé of the Society, 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, Peer, 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.
- 10.20 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 Society shall not be liable for any indemnification hereunder of any kind or character unless said Executive Committee Member, Peer, Officer or employee shall have first given the Society timely notice of any such said claim, charge or suit and an opportunity for the Society to cure any such liability. Any compromise in connection therewith shall first be approved by the Society.

11 **ARTICLE XI. Interpretation and Definitions**

11.1 Except where the context otherwise requires, the following words and expressions shall have the following meanings:

11.1.1 (i) The definition of any word or expression shall extend to all grammatical variations and to cognate expressions of the word or expression so defined; Words importing the masculine gender shall include females and words importing the female gender shall include males;

11.1.2 (ii) “Society” means “The Malta Mathematical Society”, constituted and established by virtue of the Deed;

11.1.3 (iii) “Deed” means the private writing signed by the Founders of the Society on the fifth (5th) day of August of the year two-thousand-and-nineteen (2019), by virtue of which the Society is constituted and established;

11.1.4 (iv) “Founders of the Society” means Luke Collins, Prof. Joseph Muscat, Jake Xuereb and Xandru Mifsud;

11.1.5 (v) “Statute” means this statute of the Society;

11.1.6 (vi) “Assets” means the assets described in Article 4 of this Statute; and

11.1.7 (vii) “Executive Committee” means the committee established within Article 6 of this Statute which manages the assets and affairs of the Society;

11.1.8 (viii) “Member of the Executive Committee” means any person appointed to the Executive Committee in accordance with this Statute;

11.1.9 (ix) “President” means the person who heads the Executive Committee in accordance with Articles 6 and 7 of this Statute;

11.1.10 (x) “Peers” means the body established within Article 8 of this Statute; and

11.1.11 (xi) The term “herein” and cognate expressions refer only to this Statute.

11.2 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.

SIGNED DECLARATION

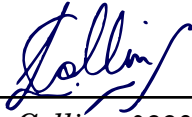
We, the undersigned hereby assent to this Statute, as concluded on the tenth (10th) day of November of the year two thousand twenty two (2022).



Maria Aquilina, 0278200L
PRESIDENT



Giorgio Grigolo, 0418803L
SECRETARY



Luke Collins, 0229097M
TREASURER



Alex Cordina, 0173702L
EVENTS OFFICER



Marietta Galea, 0270002L
SOCIAL MEDIA AND MARKETING OFFICER