



## **STATUTE OF THE MALTA HEALTH NETWORK**

### **1.0 Name**

The name of the association shall be “Malta Health Network”, hereinafter referred to as the “Network”. For short may be referred to as MHN.

### **2.0 Purpose**

The purpose of the Network is to represent the interests of patients and health of the community at national/local, European and international fora by developing better coordination, collaboration, and capacity building through exchange of best practice among health-related non-governmental organisations (hereinafter referred to as “Health NGO”s), health-related non-profit organisations (hereinafter referred to as “Health NPO”s) and patient representation groups (hereinafter referred to as PRGs).

### **3.0 Registered Address**

The official address of the Network is, The Volunteer Centre 181, Melita Street Valletta VLT 1129 .

“Board of Administrators”, hereinafter is referred to as “The Board”

#### **4.0 Objectives**

The objectives of the Network shall be:

- a) To give patients a voice on health related issues in Malta and beyond.
- b) To influence health related policies and practices for the welfare of the community.
- c) To establish a framework to facilitate communication on health-related and patient concerns between Health NGOs, Health NPOs and PRGs and the Government of Malta and other governmental or municipal authority and the community.
- d) To promote the representation of Health NGOs, Health NPOs and PRGs in National, European and International fora.
- e) To build active participation of people who experience health problems and of the organisations in which they participate in the structure of the Network
- f) To contribute and influence National health related-policies and national action plans.
- g) To contribute and influence the European Union's health-related directives and health-related policies.
- h) The Network aims to collaborate with other International and European Fora or Organisation/s whose aims are similar or complimentary to that of the Network.
- i) To take any appropriate measures to fulfil the above objectives

#### **5.0 Operating Polices and systems of the Network**

- a) The Network is independent of the Government of Malta and any political party or organization.
- b) The Network is a non-profit, voluntary, social purpose for public benefit association, as defined in the Voluntary Organisations Act, (Chapter 492 of the Laws of Malta) and subsequent amendments
- c) The income, if any, of the Network, whensoever derived, shall be applied solely towards the promotion of the objectives of the Network as set forth in this statute, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to members of the Network.
- d) The Network is open to a wide range of Health NGOs and Health NPOs and PRGs.
- e) The Network seeks to support Health NGOs, Health NPOs and PRGs. to fulfill their health related objectives.
- f) The Network shall not have any political or trade union affiliation and it shall not indulge in party politics.
- g) The Network seeks to promote use of local and European Union Community action programmes funding among Health NGOs.

## 6.0 Powers of the Network

The Network is a body corporate and as such has all such powers which a legal person has in virtue of its legal personality. To enable the Network to fulfil its purposes, it is empowered to:

- a) manage and administer the assets of the Network as well as any part of income made from such funds as may be determined by The Board ;
- b) receive grants, subsidies, contributions, donations and other gifts and to utilise, invest and administer the same as The Board deems fit for the aforesaid purposes;
- c) raise funds and encourage bequests, contributions, donations and gifts of any nature;
- d) purchase, take on lease, exchange, acquire by any title any property and any rights, privileges, hypothecs and easements over such property, necessary to carry on its activities and to accept gifts on such terms and on such security as shall be deemed necessary;
- e) sell, let, dispose of or turn to account all or any of the property or assets of the Network;
- f) obtain loans, overdrafts, credits and other financial and monetary facilities to otherwise borrow and raise money in such manner as The Board 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 Network both present and future;
- g) 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;
- h) affiliate or associate with national or international organisations having similar or complimentary purposes;
- i) employ and pay any person or persons to supervise, organise and carry out the work of the Network;
- j) set up committees or sub-groups to facilitate the efficient performance of its work and to delegate any powers to such committee or sub-groups;
- k) arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars, competitions and training programmes;
- l) establish, undertake, execute, manage or assist any charitable organisation in the form of a foundation or association or any other form, which may lawfully be undertaken, executed, managed or assisted by the Network for the achievement of the same or complimentary purposes or goals;
- m) generally do every act which is necessary or conducive to the foregoing.

## **7.0 Membership**

- a) Those eligible to subscribe for membership to the Network are all organisations which qualify as Health NGOs, Health NPOs and PRGs operating in Malta and Gozo, and which are focused on patients welfare and health of the community. Such organisations shall submit an application form to the Network at its registered address, together with a copy of their statute and other relevant documentation which illustrates the missions, aims, projects, programmes and or services of the organisation as requested by The Board. Once the application is considered by The Board, the secretary of The Board shall inform the said organization, by a note in writing of the decision taken. If the organization's application is approved, it shall then be recognised as a member of the network.
- b) Health NGOs and Health NPOs which act also as representatives of health professionals and health workers can also be eligible for membership. The statute of these organisations must clearly reflect that they contribute directly towards the advancement of society. Their input in the Network is to be focused solely on giving patients a voice.
- c) The annual membership fee is determined by The Board and approved by the members at the Annual General Meeting (AGM).
- d) The Board can request any member to clarify its position in case of conflict regarding the fulfilment of any part of these guidelines.
- e) Each member, on becoming a member of the Network shall indicate to the Secretary of The Board its name, address and relevant contact number/s and e-mail address. Upon such details being produced, as may from time to time properly be required, the above mentioned details shall be entered in the register of the Network.
- f) The Board shall keep and maintain a register with names and current addresses of members of the Network indicating when they became members and when, if appropriate, they ceased to be members. The register shall be conclusive evidence of all matters which it contains

## **7.1 Termination of Membership**

- 7.1.1 A member may be removed by The Board in the following circumstances:
- a) The organisation does not fall under the definition of Health NGOs, Health NPOs and PRGs operating in Malta and Gozo, and whose main objectives are focused on patients welfare and health of the community;
  - b) Failure of payment of membership fee, within one (1) year from when membership fee is due;
  - c) If an organization is bankrupt or undergoing court procedures or if the organisation has been found guilty of mis-conduct or working against the vision and objectives of the Network;
  - d) If an organisation is asked to stop operating by the Commissioner for Voluntary Organisations, which commissioner is appointed in accordance with Act XXII of 2007 and subsequent amendments.

7.1.2 The member shall be informed of the allegation in writing and shall be given a reasonable time and every opportunity to rebut same and to be afforded fair means to conduct his defence.

7.1.3 The final decision shall be communicated in writing to the member and the reasons for the decision taken shall be stated.

7.1.4 A member of the Network may also desire to terminate its own membership by giving notice in writing to the Secretary (defined hereunder).

## **8.0 Income**

### **8.1 Ethical consideration for sponsorships and donations**

The Network reserves the right to refuse sponsorships and donations if there is a conflict with the Network's purpose and objectives as laid out by the respective internal policy guide on Ethical Sponsorship.

### **8.2 Application of Income**

The income, if any, of the Network, whensoever derived, shall be applied solely towards the promotion of the objectives of the Network as set forth in this statute, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to members of the Network.

## **9.0 Administration**

### **9.1 Mode of Administration**

The administration of the affairs of the Network shall be vested in The Board.

### **9.2 Election of Board of Administrators**

The Board of Administrators shall be elected at the Annual General Meeting (AGM) every three (3) years from amongst the members of the Network entitled to vote as per Clause Eleven (11) of this statute, in the following manner:

- a) There shall be one voting document per organisation;
- b) Each organisation can nominate one candidate only;
- c) Each organisation's representative is to present the nomination form, approved by the organisation's executive board/committee, indicating that s/he has the authority to represent the organisation;
- d) The application is to be accompanied by a brief CV of the nominee. The nominee must not be a politically exposed person (PEP)
- e) Nomination for elections to the Board shall be submitted on the appropriate form at least three calendar weeks prior to the AGM;
- f) The members appointed to the Board shall be those who obtain the majority votes during the election;
- g) Should the number of approved nominations be equal to or less than that required to form a full executive board, namely seven (7) representatives, these should be considered as elected,;
- h) If there are less than 7 nominations by date of AGM, the AGM may accept nominations from the representatives present on the day of AGM. If there are none, the board will be formed with the nominations available, provided this is not less than 3 board members. A notification for nominations is sent within a month from AGM to member organisations to submit nominations for board. If more nominations are received than vacant posts an EGM will be called for election purposes, if compliment of 7 is reached without the need of an EGM, members are notified of the board members elected.

### **9.3 Removal of an Administrator**

9.3.1 An administrator may be removed by the members of the Network by means of a notice in writing signed by thirty (30) members of the Network or thirty percent (30%) of the members of the Network, whichever is the smaller, to the administrator who:

- a. is no longer permitted to hold such office in terms of law;
- b. is convicted of any crime listed in titles V, VI and IX of Part II of Book First (1<sup>st</sup>) of the Criminal Code, Chapter Nine (Cap 9) of the Laws of Malta or similar crimes in other jurisdictions where the Network may have transferred its seat;
- c. is involved in a case of conflict of interest;
- d. is guilty of gross misbehaviour;
- e. is found to be in dereliction of duty;

9.3.2 The administrator shall be informed of the allegation in writing and shall be given a reasonable time and every opportunity to rebut same and to be afforded fair means to conduct his defence.

9.3.3 The final decision shall be communicated in writing to the administrator and the reasons for the decision taken shall be stated.

### **9.4 Organisation of Board of Administrators**

The Board of Administrators shall organise itself and its sub-committees to represent the abilities and pre-dispositions of its members, provided that such method does not conflict in substance or in spirit with or in any way alter the substance of the provisions contained in this statute.

9.4.1 The Board may engage volunteers to assist in the administration of the Network, assist in the various projects, events or other duties which make the performance of the Network more effective.

### **9.5 Composition of Board of Administrators**

9.5.1 The Board of Administrators shall be composed of seven (7) voting members in honorary positions as follows:

- i) Chairperson
- ii) Vice-Chairperson
- iii) Treasurer
- iv) Secretary
- v) 3 other members

The board of administrators can co-opt other members in the Board

9.5.2 The Chairperson, Vice-Chairperson, Treasurer and Secretary are selected internally by a simple majority vote of the members of The Board at the first meeting held by them and shall serve for the duration of that board.

9.5.3 Out-going Chairperson of the network is given the post of Chairperson Emmeritus. The position comes with none of the duties and responsibilities of an actual chairperson. However the Chairperson Emmeritus may in this capacity be valuable in advice and visibility of the Network based on the experience gained during his/her term of service and contribution to the Network. The person is free to accept or not this post and whilst he/she will be informed of board meetings and other important events he/she will not be obliged to be present. His participation or not will not effect the requirements of the quorum and he/she has no voting powers.

9.5.4 Board members shall not receive any remuneration (except by way of reimbursement of out of pocket expenses, if any). The Network may refund reasonable expenses to administrators, executive staff or volunteers and other persons supporting the purposes of the Network upon prior approval of The Board.

## **9.6 Meetings of Board of Administrators**

The Board shall meet at least once every eight (8) weeks. A quorum of 50% of elected members + 1 shall be necessary for a meeting to be held. Members of The Board who are absent for more than three (3) consecutive meetings without good reason may be asked to resign.

## **9.7 Tenure of Office of Board of Administrators**

The term of office of the Board shall be of three (3) years. A retiring member shall be eligible for re-election for any number of three (3) year terms. Should a post in the Board become vacant during the three (3) year tenure, the following options are possible. One might in this order of preference

- a) Co-opt a replacement from the organisation from which the resigning member was originally nominated;
- b) Co-opt the first runner-up during the last elections given that the member organisation has membership in line with section 7.0 of this statute and none of the conditions of section 7.1 of this statute apply and the member organisation still supports the nomination;
- c) Co-opt representatives from member organisations not already represented on the Board;



## **9.8 Appointment of Signatories**

The Board shall appoint up to four (4) signatories for the signing of cheques on behalf of the Network, the first two of which must be the Chairperson and the Treasurer. Each cheque must bear two (2) signatures, one of which must be that of the Chairperson or Treasurer, and the other of a designated signatory. Dual authorisation is required also for any electronic payments carried out on behalf of the Network.

## **9.9 Duties of the members of the Board of Administrators**

### **9.9.1. Honorary Chairperson**

The Honorary Chairperson (Chairperson) shall have a normal vote and shall also have the right of a casting vote in case of a tie of votes.

It shall be the duty of the Chairperson to:

- a) Convene and chair all meetings of the Board and General Meetings;
- b) Address the AGM, giving a report of the activities of the Network during the previous year;
- c) Set / approve meeting agenda items and submit them for discussion;
- d) Maintain order and ensure the observation of the standing orders during all meetings.

### **9.9.2. Honorary Vice-Chairperson**

The Honorary Vice-Chairperson shall carry out all of the functions described under Clause 9.9.1 in the absence of the Chairperson. Furthermore, s/he shall supervise the membership process for new members and carry out meetings or clarifications with the applicant organisations as considered necessary. He/she is to prepare recommendations for vote to be taken by Board.

### **9.9.3 Honorary Treasurer**

It shall be the duty of the Honorary Treasurer (Treasurer):

- a) To prepare a financial policy for the Network;
- b) To assume responsibility for all moneys, funds and assets of the Network and ensure payment of subscription fees by all members;
- c) To deposit into the Network's approved bank account such cash as may not be required for immediate use as petty cash;
- d) To keep an accurate record with receipts of all the Network's money transactions;
- e) To supervise the financial accounts and records of any of the Network's committees or sub-committees;
- f) To prepare accounts in line with the Voluntary Organisations Act, (Chapter 492 of the Laws of Malta) and subsequent amendments and LN 379 of 2012. The said accounts are to be signed by not less than 2 officials including the treasurer. To ensure accounts are submitted to and approved by the Board during the Board meeting prior to the AGM. Such accounts should include an income and expenditure report and a balance sheet representing the financial situation of the previous year; and
- g) To prepare and deliver a Treasurer's report for approval at the AGM. Such a report is to include balance and commitments of the accounts of all of the Network's sub-committees or committees which may maintain a separate account

### **9.9.4 Honorary Secretary**

It shall be the duty of the Honorary Secretary (Secretary), assisted by the other members of The Board and the Appointed Body described hereunder to:

- a) To be responsible for all the secretarial and administrative work of the Network. If administrative staff is available, the Secretary shall liaise with the Appointed Body regarding the administrative back-up, as per clause 9.10, to carry out these responsibilities.
- b) To keep a record of all business transacted at meetings of The Board and General Meetings and to keep record of all correspondence of the Network.
- c) To ensure that decisions taken at Board meetings and AGMs or EGMs are executed.

## **9.10 Administrative back up by the Appointed Body**

The role of the Appointed Body is to facilitate the process and the day-to-day administration of the Network. Its main functions shall be:

- a) To keep a proper record of all correspondence received and sent wherever these are related to the main business of the Board and the Network;
- b) To forward notices of all meetings to all members of the Board;
- c) To forward notices of Annual General Meetings to all members of the Network;
- d) To carry out all other work of administrative nature related to the requirements of the Board and General Meetings;
- e) To keep and maintain a register of names and current addresses of members of the Network indicating when they became members and when, if appropriate, they ceased to be Members. The register shall be conclusive evidence of all matters which it contains;
- f) To liaise very closely with the Treasurer to ensure that such a list defines most clearly and at all times bona-fide members of the Network;  
To communicate with the media upon consultation with and approval by the Board;
- g) To keep a record of each activity, especially as regards the date, place and nature of the activity as well as the attendance recorded; and
- h) To keep an up-to-date inventory of all publications that might be issued by the Network, and keep a record of all other publications (if any) owned by or in the possession of the Network.

## **10.0 Representation**

10.1 The Chairperson shall ordinarily represent the Network in all official functions.

10.2 Deeds of whatsoever nature and any other documents binding the Network shall be signed by:

- (a) The Chairperson and any other member of The Board; or
- (b) Such person or persons who may from time to time be appointed in writing by The Board for such purpose and with such powers as may be specified in the resolution or the power of attorney.

10.3 The Chairperson and the Secretary of The Board, or any two members delegated in writing for such purpose by The Board shall represent the Network in judicial proceedings.

## **11.0 Annual General Meeting (AGM)**

The AGM shall be held at yearly intervals at such time and place as the Board may decide.

11.1 All members of the Network may attend but only members who have their subscription paid up-to-date may be nominated for candidature for elections of the Board and may submit amendments to statute and vote during an AGM.

11.2 The quorum for all AGMs shall be of not less than one fourth (1/4) of all eligible members of the Network entitled to vote. Should there be no quorum, the meeting shall be held half an hour after the appointed time with those present.

11.3 The AGM shall be held every year at a time and date to be discussed by the Board. The Financial year of the Network shall be from 1<sup>st</sup> January – 31<sup>st</sup> December.

11.4 The agenda shall include:

- a) The Reading and Approval of Minutes of previous meeting;
- b) The Chairperson's Report;
- c) the Network's Accounts (as approved by the Board during the previous Board meeting
- d) The Presentation of an Auditors' or Reviewers' Report as required by the Voluntary Organisations Act, (Chapter 492 of the Laws of Malta) and Legal Notice 379 of 2012, Voluntary Organisations (Annual Returns and Annual Accounts) Regulations, 2012 and subsequent amendments;
- e) The Discussion and Approval of Amendments/ Resolutions;
- f) Resignation of the Board) and the appointment of **Election Scrutinisers**, if elections are due on that AGM.
- g) The election of the Board, if elections are due on that AGM; and
- h) Other matters.

11.5 Resolutions or proposals for amendments to the Statute should be received three weeks prior to the AGM and communicated to all members at least ten (10) days prior to the AGM. These are to be adequately discussed and a vote must be taken. This process and discussion arising must be documented accordingly in AGM minutes.

## **12.0 Dissolution of the Network**

The Network can only be dissolved by a decision of an Extraordinary General Meeting (EGM) (defined hereunder in clause 13.0) called solely for this purpose. This EGM should decide about the assets and documents of the Network. Such a decision must be supported by at least seventy five per cent (75%) of the members of the Network whose subscriptions are paid and up to date. The EGM shall appoint a liquidator. Any assets or funds etc would be directed to another Non-Profit Organisation which fosters the same objectives as the Network.

## **13.0 Extraordinary General Meetings**

Extraordinary General Meeting shall be called by the Chairperson on a request by The Board or on receipt of a request signed by thirty (30) members of the Network or thirty percent (30%) of members of the Network, whichever is the smallest, whose subscriptions are paid up to date, provided that their request is backed by a reason for which the EGM is being sought.

## **14.0 Revision of Statute**

### **14.1 Authority**

The revision or amendments of the statute may only be made at a General Meeting by a two-thirds (2/3) majority from those present who are eligible to vote in accordance with other provisions as laid down in this statute.

### **14.2 Motions**

14.2.1 A proposal for a revision or amendment to the statute shall only be accepted if this is tabled down in motion form duly proposed and seconded and is received by the Secretary at least two (2) weeks before the date of the A G M or of an E G M convened specifically for such a purpose.

14.2.2 The motion can be proposed by any eligible member of the Network.

14.2.3 Amendments or counter-motions to the original motion can be made at the same AGM.

14.2.4 This process and discussion arising must be documented accordingly in EGM minutes.

## **15.0 General Provisions**

### **15.1 Interpretation of Statute**

The Board is solely responsible for the interpretation of this statute, saving the right of members to seek amendment of the said statute as per clause 14.

### **15.2 Liability of Administrators**

No member of The Board is to be held personally liable on behalf of the Network.

This Statute is up to date with changes approved by members present during AGM held 28<sup>th</sup> February 2023.

