

KAMRA MALTIJA TAX-XJENZATI

MALTESE CHAMBER OF SCIENTISTS

STATUTE AND BYE-LAWS

1. FOUNDATION AND GENERAL AIMS

- 1.1. THE MALTESE CHAMBER OF SCIENTISTS, hereinafter "THE CHAMBER", established by resolution approved at the foundation meeting held by the founding members hereunder signed on the 2nd day of December 1992 at the offices of the Malta Council for Science and Technology, shall be an autonomous professional organisation having specific goals to enhance the highest levels of education, the public engagement of citizens with science and research, training and research among scientists in Malta, and shall in all respects be governed by the provisions of this Statute.
- 1.2. THE CHAMBER shall seek to safeguard and protect the professional status and independence of scientists and shall provide support to enhance high levels of scientific achievement, social responsibility and professional ethics among scientists.

THE CHAMBER shall use its best endeavours to join with others in taking any steps consistent with the nature of these objectives in the interests of promoting fundamental scientific knowledge and its application for the benefit of society.

- 1.3. THE CHAMBER shall seek membership in appropriate supranational or international groups or organisations that share similar or common goals.

2. SPECIFIC AIMS

- 2.1. THE CHAMBER shall seek to pursue the following objectives:

To establish a network among scientists and researchers in Malta;

To establish a register of practising scientists and to publish and revise such register on a regular basis;

To organise a programme of non-formal and informal education which may in meritorious cases, lead to the grant of certificates approved by the Council of the CHAMBER;

To work with higher education institutions, public policy makers and employers to encourage high quality programmes for undergraduate and post-graduate education as well as funds for research at postgraduate and post-doctoral level;

To promote the establishment and further development of resources for fundamental and applied scientific research;

To influence public policy within a framework of Responsible Research and Innovation;

To provide opportunities to publish and disseminate research for young and established researchers;

To creatively engage citizens with research, researchers and scientists through activities and events;

To pursue such other activities including the raising of funds as are deemed by the Council or the members in General Meeting to be conducive to or consistent with the aims of the CHAMBER.

3. OFFICES OF THE CHAMBER

- 3.1. The offices of THE CHAMBER shall be at such place as the Council of THE CHAMBER may from time to time determine.

4. MEMBERSHIP AND FEES

- 4.1. The membership of the CHAMBER shall be divided into six levels as follows:

SENIOR MEMBERS: these shall have (i) an earned doctoral degree and (a) five years of post-doctoral experience, (b) or industrial experience, (c) or other relevant experience, (ii) or shall have been members of the CHAMBER for ten years.

JUNIOR MEMBERS: these shall have an earned science degree or an equivalent qualification.

CORPORATIONS: these shall be organisations or bodies of persons registered under the laws of Malta who have a primary activity in the broad area of science and technology, or supportive thereof. Each application in this level is to be considered by the Council of the CHAMBER on its own merits.

CANDIDATES MEMBERS: these shall be undergraduates or students in accredited science or related courses in Malta. They shall not have voting rights.

HONORARY MEMBERS: The CHAMBER may grant the status of Honorary Membership in specific circumstances largely intended to reward persons who have an overarching role in science development at a national level.

EXPATRIATE MEMBERS: these shall be members that satisfy the criteria for the above memberships but reside outside of the Maltese Islands.

- 4.2. Every member at every level shall pay a membership fee as determined by the Council of the CHAMBER. Fees shall be due throughout the calendar year. Failure to submit them by the end of the calendar year will result in a suspension of membership until all dues are settled. The Registrar, or appointed Council member, will remind members that payments are necessary
- 4.3. Applications for membership shall be in the first instance submitted to the Registrar, or appointed Council member, who shall make recommendations for admission to the appropriate level of membership. The Registrar, or appointed Council member, will write a yearly report delivered to the Council. The format for application shall be determined by the Council.

BYE-LAWS

5. GOVERNANCE OF THE CHAMBER

- 5.1. The affairs of the CHAMBER shall be managed by the Council which may exercise all such powers of the CHAMBER and perform on its behalf all such acts as may be exercised and done by the CHAMBER which are not by law or by these statutes and bye-laws required to be exercised or performed by the CHAMBER in General Meeting.
- 5.2. The Council shall in particular have power(s) from time to time to amend or revoke any of the provisions of this statute including the bye-laws contained in any article hereof following the next subsequent articles. Such powers shall, however, be subject to the next following paragraph.
- 5.3. Any resolution of the Council passed under the last preceding paragraph shall be subject to confirmation through a majority vote by those present at the next General Meeting following the date of such resolution or at an Extraordinary General Meeting to be called within six months whichever is the earlier, and, if not so confirmed after a period of one year from passing, shall cease to have any effect.
- 5.4. Without prejudice to the powers of the Council under paragraph (2) of this article, the Council shall have power(s) to make bye-laws as to any fee(s) payable in respect of any application for admission to the CHAMBER.
- 5.5. All cheques, cash notes, bank transfers, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for money paid to the CHAMBER shall be signed, drawn, accepted, endorsed or otherwise processed as the case may be, in such manner as the Council may from time to time by resolution determine, normally through the hands of the Treasurer, who shall keep records as required by Maltese law (Att Dwar l-Organizzazzjonijiet Volontarji [Kap. 492]) of all such funds as well as all other accounts. Electronic signature are permitted.
- 5.6. The Treasurer or Secretary, or any person appointed by the Council for the purpose, shall have the power to authenticate any records, books or other documents relating to the CHAMBER or the Council and to certify copies thereof or extracts therefrom as true copies or extracts. Such authentication needs the counter signature by the President or Secretary.
- 5.7. No member shall be absolved from observing any of the provisions of this statute and bye-laws by reason only of not having received a copy of the same or of any alterations made therein or additions made thereto or having otherwise no notice of them.
- 5.8. Any member whose membership is proposed to be terminated shall be entitled to be informed of the charge made. Such a member shall have the right to hear all witnesses, to cross examine witnesses called against and to nominate any person to represent and defend them at the hearing.
- 5.9. Termination of membership of the CHAMBER shall be decided by the Council by a majority of votes of the officers and Council members present and voting.

6. THE COUNCIL OF THE CHAMBER

- 6.1. The Council shall consist of a minimum of three (3) and maximum of eleven (11) members.
- 6.2. The officers of the Council shall be: a President, Secretary, and Treasurer. Others roles that are suggested but not required are a Registrar, Public Relations Officer, Science Policy Officer, Student Affairs, Member and Benefits Drive Officer.
- 6.3. Council can appoint ex-officio members who have a vote on Council and who have specific roles. These can include, amongst other roles, Kids Dig Science Event Manager, CineXjenza Event Manager, Malta Café Scientifique Event Manager, Editor-in-Chief of Xjenza, and Science in the House Coordinator and other events and activities the Chamber organises.
- 6.4. The officers and members of the Council shall be elected by postal or electronic ballot from among the paid-up members of the Chamber.
- 6.5. The Officers and members of the Council shall hold office for a period of two years. Elections to replace the various members of the Council will be held during the Biennial General Meeting. Outgoing officers can be asked to offer a handover of a maximum 6-month period. Outgoing officers and members of the Council of the Chamber may seek re-election.
- 6.6. The newly elected Council shall decide the appointment and roles of each elected Council member with the exception of the position of President, which is appointed by a separate election procedure (see article 7)

7. ELECTION OF THE COUNCIL

- 7.1. The following provisions shall apply as regards the election of the Council:
 - 7.1.1. No person shall be eligible for election to the Council of the Chamber unless they are a fully paid up senior or junior member as defined in article 4 of this statute and bye-laws. The position of Student Affairs Officer can be filled in by candidate members as defined in article 4 of this statute and bye-laws.
 - 7.1.2. Only senior members, as defined in article 4 of this statute and bye-laws, may be nominated for the position of President.
 - 7.1.3. The Secretary shall inform members that nominations for vacant positions on the Council are open not less than thirty days and not more than ninety days prior to the election.
 - 7.1.4. Nominations of candidates for elections shall be received by the Electoral Commission within two weeks of the date of call for nominations by the secretary.
 - 7.1.5. Nomination forms shall be sent to the Electoral Commission not less than seven days prior to the election. The candidates shall be endorsed by two members of the Chamber.

- 7.1.6. Nominations for elections to the position of President shall be received separately. A ballot for this position shall if necessary be held concurrently with that for positions of the other Council members.
- 7.1.7. The Electoral Commission shall consist of three persons over the age of 18. They will be appointed by the Council prior to the opening of the nominations. No Council member or candidate shall serve as an electoral commissioner. The decisions of the commission shall be taken by a majority thereof.
- 7.1.8. Elections will be held when the number of nominations exceeds the maximum number of Council positions as defined by article 6 of this statute. They will be held during the General Meeting or through electronic voting.
- 7.1.9. All paying members of the Chamber shall be entitled to vote, and for this purpose, voting papers, electronic or otherwise, shall be sent by the electoral commissioners. The election commissioners shall also notify members via email or otherwise of the date, time and place fixed by them for the scrutiny and counting of votes at which any members shall be entitled to attend.
- 7.1.10. Voting documents shall be in such form as the Council may determine. They shall show the number of vacancies to be filled and the names of the candidates.
- 7.1.11. Voting documents duly completed in accordance with any instructions thereon must be received by the Electoral Commission not less than 90 days before the Biennial General Meeting and in default shall be treated as invalid.
- 7.1.12. The result of the ballot shall be declared by a minimum of eight weeks after the election by the Election Commission.
- 7.1.13. In the event of an equality of votes cast on the ballot for two or more candidates for the post of President or the last remaining vacancy on the Council a further secret ballot or further secret ballots (in which only such candidates shall compete) shall be taken at the General Meeting or through electronic voting.
- 7.2. The office of any member of the Council shall be vacated in any of the following cases:
 - 7.2.1. If the member resigns in writing;
 - 7.2.2. If the member is absent from meetings of the Council for six months without justification;
 - 7.2.3. If the member ceases to form part of the CHAMBER; and
 - 7.2.4. If the member is removed under the provisions of this Statute and Bye-Laws,
- 7.3. The CHAMBER at any General Meeting or Extraordinary General Meeting may remove from office any member of the Council before the expiration of his period of office by a two thirds ($\frac{2}{3}$) majority vote of the members present and voting.

- 7.4. When, in between elections, a vacancy on the Council arises for any cause, the candidate obtaining the highest number of votes among non-elected candidates in the previous ballot shall be elected member of the Council.
- 7.5. If for any reason the vacancy is not so filled, a fresh ballot shall be called within two weeks, again via e-mail or through physical papers.
- 7.6. No fresh ballot shall be called if the vacancy arises during the six months before the last day of the period by the end of which the next Biennial General Meeting is due to be called,
- 7.7. The Council may nominate a member of the Chamber (except candidates or corresponding members) to fill a vacancy, if such vacancy is not filled in terms of the foregoing provisions of this article,
- 7.8. Any member of the Council appointed in terms of the immediately foregoing provisions, shall hold office until biannual term expires.
- 7.9. The President of the Council shall officially take on their elected post during the biennial General meeting from the previous president. At the same time the old council will step down and the new Council will be appointed by the General meeting on the basis of the election results.
- 7.10. The Council shall meet at least quarterly and subject to the provisions of this article, may meet together for the conduct of business, adjourn and otherwise regulate its meeting as it deems best fit.

Questions arising at any meeting shall be determined by a majority of votes of the officers and members present and voting. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.

- 7.11. The President of the Council, or at least three officers or members of the Council may at any time summon a meeting of the Council or if needs be an Extraordinary general meeting of the Chamber
- 7.12. The quorum necessary for the transaction of business of the Council shall be at least three officers or members of the Council.
- 7.13. The President shall preside over any meeting of the Council. In his absence, the Secretary shall preside. If at any meeting, neither one of them is present, the officers and members of the Council that are present may choose one of their number to chair the meeting.
- 7.14. A resolution in writing signed by all the officers and members of the Council shall be as effective as a resolution passed at a meeting of the Council duly convened and held.
- 7.15. The Council shall cause accurate and proper minutes to be made by the Secretary or the Secretary-elect in books to be provided for the purpose.

- 7.16. The Council may delegate any of its officers or members to conduct on its behalf any business within its powers.
- 7.17. The Council may delegate any of its duties to working committees consisting of such of its officers or members or such others persons as it deems fit.
- 7.18. Any committee so formed shall in the exercise of its duties conform to any rules as may be approved by the Council for the purpose. Such rules may provide that persons appointed to such committees who are not officers or members of the Council have the same voting rights on such committees as if they were officers or members of the Council.
- 7.19. No resolution of any working committee shall be valid or of any effect unless it is ratified by the Council.
- 7.20. The President and the Secretary of the Council shall be ex-officio members of the any such working committee.
- 7.21. The Council shall be empowered to appoint any person as a co-opted Council member for any purpose deemed necessary and for a period of time as deemed necessary by the Council. A co-opted member shall be invited to attend Council Meetings at the discretion of the Council and may be given all rights. The number of co-opted council members shall not exceed two at any one time

8. GENERAL MEETINGS

- 8.1. Every member with vested voting rights including corporations shall be entitled to one vote.
- 8.2. Every corporate member shall have an authorised representative who shall be entitled to attend and to vote at General Meetings,
- 8.3. The CHAMBER shall hold a General Meeting at least in every alternate year as its Biennial General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it.
- 8.4. An Annual General Meeting may also be held.
- 8.5. The Council may whenever they think fit convene a General Meeting,
- 8.6. The Council shall on the requisition in writing of not less than 20% of the members of the CHAMBER that have vested voting rights proceed within one month to convene a General Meeting. The requisition shall state the objectives for which the meeting is requested and shall be signed by the requisitionists and deposited with the Secretary of Council.
- 8.7. The Biennial General Meeting and any General Meeting shall be called by fourteen days' notice in writing or via electronic means sent to each member,
- 8.8. The non-receipt of a notice of a General Meeting by any person entitled to receive such notice shall not invalidate the proceedings of the meeting,

- 8.9. Every notice calling a General Meeting shall specify the date, the place and the hour of the meeting as well as the agenda for discussion,
- 8.10. Any member wishing to propose a motion for discussion at any General Meeting shall notify the secretary in writing of such motion by not less than ten days before the date of the meeting.
- 8.11. When circumstances as determined by the Council so require, an Extraordinary General Meeting shall be called by the Council and in such cases, three days' notice shall be sufficient.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1. No business shall be transacted at any General Meeting unless a quorum is present. Twenty percent (20%) of all members referred to in sub-paragraphs 4.1.1, 4.1.2 and 4.1.3 of Article 4.1 of this statute and bye-laws shall be a quorum for all purposes.
- 9.2. If within ten minutes of the time appointed for a General Meeting, a quorum is not present the meeting, if convened on the requisition of members, shall be dissolved.
- 9.3. In the case of any other General Meeting, if within ten minutes of the time appointed for such a meeting or such longer time as the Chairperson may think fit to allow, a quorum is not present, the meeting shall stand adjourned to the same day at the same time and place, or to such other (date) time and place as the Council may determine. If at such adjourned meeting a quorum is not present, the members present shall constitute a quorum.
- 9.4. The President is to preside as chairperson at any General Meeting. The Secretary may preside in lieu.
- 9.5. If at any meeting neither the President nor the Secretary is present within fifteen minutes after the time appointed for holding the meeting, the members of the Council present shall choose one of their members to be Chairperson of the meeting, or if no member of the Council is present, the members present shall choose one of their members to be Chairperson.
- 9.6. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.
- 9.7. If a meeting is adjourned for thirty days or more, not less than seven days' notice of the adjourned meeting shall be given, in like manner as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 9.8. A resolution put to the vote at any General Meeting shall (subject as hereinafter provided) be decided on a show of hands. A secret vote may be demanded on any resolution (other than a resolution for adjournment) by any five members in person. If a secret vote is so demanded it shall be taken forthwith or at such time and in such manner as the Chairperson may direct. A statement by the Chairperson of the result of any secret vote shall be minuted.

10. VOTES OF MEMBERS

- 10.1. At any General Meeting or any postal ballot or electronic voting authorised by this statute and bye-laws, every paid up member with vested voting rights shall have one vote.
- 10.2. Subject as otherwise provided, in the case of an equality of votes at a General Meeting, the Chairperson of the meeting shall be entitled to a casting vote.
- 10.3. No objection shall be raised to the qualification of any votes except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

11. ACCOUNTS AND INVESTMENTS

- 11.1. The Council may invest any monies of the CHAMBER not immediately needed for the purposes of the CHAMBER.
- 11.2. The Council shall cause to be kept proper books of account with respect to:
 - All sums of money received and expended by the CHAMBER and the matters in respect of which the receipts and expenditures take place;
 - The assets and liabilities of the CHAMBER;
 - All sales and purchases by the CHAMBER;
 - All other matters concerning the administration of the financial affairs of the CHAMBER.
- 11.3. The Council shall lay before the first Biennial General Meeting and every Biennial General Meeting thereafter, accounts as legally required by the Malta Council for the Voluntary Sector and Voluntary Organisations Commissions.
- 11.4. The books of account of the CHAMBER shall at all times be open to the inspection of members.
- 11.5. The Financial year of the Chamber runs from the 1st of January till the 31st of December of the same calendar year.
- 11.6. The accounts of the chamber shall be managed by the Treasurer.
- 11.7. Payments of the chamber need to be approved by a combination of the Treasurer and President or Secretary.

12. NOTICES

- 12.1. Any notice or document may be served by the CHAMBER on any member either personally or by mail addressed to such member at his registered address.

13. DISSOLUTION AND DISTRIBUTION OF ASSETS

- 13.1. The CHAMBER may be dissolved only upon a unanimous resolution of the Council approved by two thirds ($\frac{2}{3}$) of those present and voting at an Extra-Ordinary General Meeting,
- 13.2. All assets of the CHAMBER existing at the time of its dissolution shall be passed to the Research and Innovation Development Trust of the University of Malta (RIDT) unless two thirds ($\frac{2}{3}$) of those present and voting at the Extraordinary General Meeting, at which the dissolution is approved, approve otherwise.