

Statute of the Equal Partners Foundation

(Constituted by public deed in the Records of Notary Dr Pierre Attard of the Notary Pierre Attard of the 17th March of the year 1999 as amended and restated pursuant to a Resolution of a General Meeting of the Equal Partners Foundation of the 20th April of the year 2012 as results from a deed in the Records of Notary Pierre Attard of the 30th day of May of the year 2012. The original of this document is annexed to the last mentioned deed in the Records of Notary Pierre Attard.)

1. Name and Registered Address.

- a) The name of the Foundation is Equal Partners Foundation (in this Statute referred to as the "Foundation").
- b) The registered address of the Foundation is 184A Valley Road, Msida or any other address that may be determined in writing by the Board (as this term is defined hereunder) from time to time.

2. Mission Statement.

To be in partnership with individuals with disabilities, their families and the community to promote and facilitate informed personal choices and meaningful lives. Equal Partners promotes life Lifelong person centered education and support.

3. Values.

- a) To build communities that celebrate diversities in our homes, schools, churches, villages, health services, play, leisure and work places.
- b) To be committed to training professionals within the inclusive and trans-disciplinary model.
- c) To advocate for equal opportunities and rights.

- d) To invest primarily in people and not in buildings.
- e) To create effective supports through the collaboration and involvement of all community participants, always within a community setting.
- f) Assessment and support is based on the strength of the individual.
- g) All support offered is designed to fulfill individual needs
- h) Time and energy are directed towards investigating variables that make inclusion successful.
- i) The uniqueness and dignity of each individual is valued, preferences acknowledged, choice-making supported and the application of aversive procedures rejected.

4. Objects.

- a) To work in collaboration with individuals with disabilities and/or learning difficulties, of all ages, and with families and the community, promoting informed personal choices to provide and facilitate meaningful lives.
- b) To create awareness of the fact that all persons, including those with a disability and/or learning difficulties, can be contributing members of the community.
- c) To promote Government support for individuals with a disability.
- d) To promote education as a lifelong process requiring on-going support.
- e) To ensure that every individual supported by the Foundation will have individualized goals and objectives.

- f) To ensure that parents, caregivers and the individual will be included in the planning, designing, implementation and evaluation of all goals and objectives.
- g) To practice and promote a transdisciplinary approach towards all facets of a person's life - including home, school, community, leisure, accommodation, place of work, and any other influence on the quality of life.
- h) To lobby for the establishment of laws regulating the creation of trusts for the safeguarding of assets of individuals with disabilities in the absence of primary caregivers.

5. Type of Foundation and Powers.

5.1 The Foundation is an independent, non-profit making, social purpose, voluntary organisation which enjoys a separate legal personality and is established for a philanthropic purpose, regulated and established under the laws of Malta in accordance with the rules contained in this Statute as may be amended from time to time.

5.2 The Foundation has a separate legal personality. Its assets as well as its liabilities are distinct from those of its Founders, its Administrators and its beneficiaries. Nothing in this document shall be construed or interpreted so as to hold or render the Founders or any of the Administrators personally responsible for any debts incurred or obligations assumed by the Foundation.

5.3 The Foundation is a body corporate and as such has all such powers which a legal person has in virtue of its legal personality and without prejudice or limitation to any such rights is vested with the following specific powers:

- a) To 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.

- b) To sell, let, dispose of or turn to account all or any of the property or assets of the foundation.
- c) To make regulations for any property, assets and funds, which may be so acquired.
- d) To obtain loans, overdrafts, credits and other financial and monetary facilities without limit and to otherwise borrow and raise money in such manner as the Board (as herein defined) 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 Foundation both present and future;
- e) 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.
- f) To invest monies of the Foundation not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law
- g) To become a member of any organisation which shares the same aims and ideals of the Foundation.
- h) To employ and pay any person or persons to supervise, organise and carry out the work of the Foundation.
- i) To encourage the establishment of local services where necessary.
- j) To bring together representatives of non-governmental organisations, Governmental agencies, statutory authorities and individuals. To collaborate with and facilitate communication between representatives of non-governmental organisations, Governmental agencies, statutory authorities and individuals where such effort supports the Mission, Vision or Objectives of this foundation.
- k) To promote and carry out or assist in promoting and carrying out research, surveys and investigations and to publish the results.
- l) To arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars, and training

courses.

m) To collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objectives,

n) To undertake, execute, manage or assist any charitable trusts, which may lawfully be undertaken, executed, managed or assisted by the Foundation.

o) To circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents, films or recorded tapes as shall further the objects of the Foundation.

p) To raise funds, invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise.

6. Representation.

a) The judicial representation of the Foundation shall vest in any one of the following:

the Chairperson of the Board (as this term is hereunder defined); or

the Treasurer of the Board (as this term is hereunder defined); or

the Secretary to the board (as this term is hereunder defined);

or in such person who may from time to time be appointed by resolution of the Board for such purpose;

provided that no proceedings may be instituted by the Foundation without the authority of the Board.

b) The legal representation of the Foundation shall vest in such person who may from time to time be appointed by resolution of the Board for such purpose and with such powers as may be specified in the resolution.

7. Membership.

a) The members of the Foundation are those registered as such in the register of the Foundation which register is administered by the Board.

- b) Full membership of the Foundation shall be open to:
- i. any individual of any age with a disability and/or leaning difficulty who is eligible to receive services or support from the .
 - ii. any one or both of the parents of an individual.
 - iii. the tutor or curator of an individual.
 - iv. carers, guardians and educators who are eligible to receive services or support from the Foundation;
 - v. professionals, carers and educators who offer support and services to individuals who receive services or support from the Foundation; and
 - vi. any person who is interested in furthering the work of the Foundation and who is appointed as such at the discretion of the Board;

and who have paid their annual subscription as laid down from time to time by the Board.

c) Save as provided in paragraph f) below, a Full Member shall be entitled to vote and shall have one vote.

d) The Board shall have the right:

- i. to approve or reject applications for membership; and
- ii. for good and sufficient reason to terminate the membership of any individual provided that the individual member concerned shall have the right to be heard by the Board before a final decision is made.

e) If an individual who is eligible and has not attained the age of eighteen (18) years or is interdicted or does not have the mental faculty to be able to vote the individual may still be or remain a Member, provided that in such case the right to vote shall be exercised by his parent, curator or tutor who is entrusted with his/her care, which vote shall be exercised in the best and sole interest of the individual in his care. A parent curator or tutor may be a Full Member in his or her own right and, as such, shall have the right to vote but may not cast a vote on behalf of a person in his care and another vote on his own behalf.

8. Board of Administrators.

a) Subject as hereinafter mentioned, the policy and general management of the affairs of the Foundation shall be directed and managed by a Board of

Administrators (in this Statute referred to as the 'Board'), which shall meet regularly [At least once a month], shall consist of not more than nine members and not less than five, of which at least five will be parents of children with a disability and four will be made up of two professionals providing services to the Foundation, one person with a disability and one person not necessarily within the field and providing services to the Foundation. Persons not necessarily within the field and providing services to the Foundation may be co-opted but with no right to vote.

b) The Annual General Meeting of the Foundation shall elect the members of the Board so as to retain a full board with the minimum requirements as mentioned in paragraph 8(a). If there would not be sufficient nominations for the maximum vacancies on the Board, the Annual General Meeting shall determine the vacancies for the term of the Board, provided that at the next Annual General Meeting and subsequent Annual General Meetings, as long as vacancies on the Board exist, elections shall be held to fill these vacancies. The Board shall make a call for nominations accordingly.

c) The Board at its first meeting shall choose, from amongst themselves, the other officials, including chairperson, vice-chairperson, a secretary and a treasurer, on the Board.

d) The Administrators shall hold office until such time when they are substituted pursuant to an election made in terms of paragraph (e) below.

e) Every three years, the Annual General Meeting shall hold two elections as follows: the Annual General Meeting shall elect not more than three new persons to the Board from amongst the persons nominated in terms of paragraph (f) below;

i. the Annual General shall elect not more than three new persons to the Board from amongst the persons nominated in terms of paragraph (f) below;

f) Only Full Members shall be eligible to serve as administrators.

g) Nominees for the Board must be proposed by two Full Members and the nomination must be in writing on the prescribed form.

h) Such nominations must be in the hands of the Board at least twenty-four hours before the Annual General Meeting.

i) Should nominations exceed vacancies election shall be by secret ballot.

j) It shall be the duty and responsibility of the Board to ensure:-

(i) that all assets of the Foundation are invested and/or utilised in the manner and for the purposes established herein.

(ii) that if funds or other assets are bestowed upon the Foundation and accepted by it for a specific purpose that these funds or assets are used for the said specific purpose.

(iii) that the Foundation pursues its objectives and carries out its activities in furtherance to its aims and ideals.

9. Meetings of the Foundation.

a) Thirty days from the signing of the Public Deed constituting the Foundation and once in each year thereafter an Annual General Meeting of the Foundation shall be held. The First General Meeting of the Foundation shall name the Patrons of the Foundation.

b) At least twenty-one clear days' notice of an Annual General Meeting shall be given in writing by the Board to each Full Member.

c) At the Annual General Meeting the business shall include:

i. The election of or reaffirmation of the members of the Board.

ii. The appointment of an auditor or auditors.

iii. The consideration of an annual report of the work done by or under the auspices of the Board and of the audited accounts.

iv. The transaction of such other matters as may from time to time be necessary.

d) On receipt of a written request to call an Extraordinary General Meeting, signed by not less than 25% of the Full Member and stating the reasons for the request, the Chairperson of the Board shall not later than seven days of receiving the written request call a Special General

Meeting of the Foundation. All the Full Members shall be notified of the reason for the Extraordinary General Meeting and shall be given ten clear days 'notice. At such a meeting the business to be transacted will be limited to the reason requested. No other business will be entertained or transacted.

e) The Chairperson of the Board may, at any time, call an Extraordinary General Meeting as long as twenty-one clear days 'notice is given to all the Full Members. At such a meeting the business to be transacted will be limited to the reason circulated in the notice convening the meeting. No other business will be entertained or transacted.

f) The chairperson or vice-chairperson of the Board shall act chairperson of the General Meeting and in their –as absence or in the case of conflict of interest the meeting shall elect a person from amongst themselves to act as chairperson of the meeting.

10. Rules of Procedure at all Meetings.

a) The quorum at a meeting of the Foundation shall be one quarter of the total number of Full Members of the Foundation or 25 members, whichever is the less, provided the meeting is duly convened. If no quorum is achieved after half an hour of the appointed time of the meeting then the meeting will still proceed.

b) The quorum at a meeting of the Board shall be at least fifty per cent of the elected members.

c) The quorum at a meeting of any sub-committee shall be of one third of the total membership of that sub-committee, provided the meeting is duly convened.

d) Save as otherwise herein provided all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat.

e) No person shall exercise more than one vote.

- f) Voting by proxy may be executed by legally designated representatives who have received power of attorney for the matter at hand by the member in question.
- g) The chairperson of the meeting shall have a second casting vote in the case of an equality of votes arising.
- h) Any minutes and decisions made arising from meetings must be circulated to all members of the Foundation, Sub-Committee or Board as applicable per meeting.
- i) The Board shall have the power to adopt and issue Standing orders and/or rules for the Foundation. Such Standing Orders and/or Rules shall come into force immediately **provided always** that they shall be subject to review by the Foundation in General Meeting and shall not be inconsistent with the provisions of this Statute.
- j) Save as herein stipulated the Board and any sub-committee shall regulate its own procedure, provided that the Board shall also have the right to regulate the procedure of its own sub-committees.

11. Finance.

- a) All monies raised by or on behalf of the Foundation shall be applied to further the objects of the Foundation and for no other purpose **provided that** nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Foundation or the repayment of reasonable out-of-pocket expenses.
 - a.i) The eventual distribution of funds to Full Members eligible to receive services or support from the Foundation and shall be made according to criteria, established from time to time, by the Board.
- b) The Treasurer shall coordinate the keeping of proper accounting records and yearly audit.

- c) The auditor or auditors appointed at the Annual General Meeting shall audit the accounts at least once a year.
- d) The Board shall submit to the Annual General an audited statement of the accounts for the last financial year.
- e) The Board shall appoint bankers of the Foundation.
- f) The Board shall authorize, in writing, the Chairperson, the Treasurer and one other Board member to sign cheques on behalf of the Foundation. All cheques must be signed by the Treasurer and one of the two other signatories.

12. Amendments to the Statute.

- a) Any amendment to this Statute must be approved by not less than two thirds of the Full Members of the Foundation present and voting at a General Meeting of the Foundation specially called for the purpose. A meeting to amend the Statute may be requested in writing by 25% of the Full Members or may be proposed by the Board. The rules applicable to meetings of the Foundation shall also apply for this purpose.

13. Dissolution.

- a) If the Board, by a simple majority, decides at any time that, on the grounds of expenses or otherwise, it is necessary or advisable to dissolve the Foundation it shall call a meeting of the Full Members of the Foundation. Twenty-one clear days' notice of the meeting, proposing the terms of the dissolution shall be given.

If such decision shall be confirmed by a two-thirds majority of those present and entitled to vote at such meeting, the Board shall have the power to dispose of any assets held by or on behalf of the Foundation.

b) Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institutions or organizations having objects similar to the objects of the Foundation as the Board may determine.

14. Notices.

Any notice may be served by the Board on any member either personally or by sending it through the post addressed to such member at his/her last known address and any letter so sent shall be deemed to have been received within three days of posting.

15. Term.

The Foundation is constituted for an indefinite period of time.

ⁱ By way of illustration (Clause 8 e) ii.): If one person eligible for the Second Group is elected in terms of sub-paragraph i. and three administrators in office from the Second Group stand for re-election, the Annual General Meeting shall elect two persons from the three administrators in office from the Second Group. If two persons eligible for the First Group are elected in terms of sub-paragraph i. and six administrators in office from the First Group stand for re-election, the Annual General Meeting shall elect four persons from the six administrators in office from the First Group.