

Article 1

NAME

The name of the Organization shall be “Association of Nurses and Midwives in Advanced Practice (Malta)”

Article 2

ADDRESS

The official address of the Organization is:

64, ‘Pepprina’ Triq I-Isperanza, Mosta or such other address as may be determined by the Executive Committee from time to time.

Article 3

MISSION STATEMENT OF THE ORGANIZATION

The aim of the Association of Nurses and Midwives in Advanced Practice (Malta) shall be to make a valid contribution towards person-centered health care by promoting and safeguarding the essential role and expertise of advanced practice nurses and midwives.

Article 4

OBJECTIVES

4. The Organization shall have the following objectives:
 - 4.1 To position advanced practice nurses and midwives at the forefront of delivery of excellence in person-centred care.
 - 4.2 To continuously nurture advanced practice nurses and midwives’ individual expertise and professional development towards optimizing one’s impact on the national health system.
 - 4.3 To promote collaboration amongst advanced practice nurses and midwives by providing opportunities for the sharing of common professional goals.
 - 4.4 To represent the professional interests of advanced practice nurses and midwives.
 - 4.5 To further the scope of advanced practice roles and purpose through education, research and networking with other professional bodies and educational institutions, with the aim of enhancing the quality of care.
 - 4.6 To promote awareness of the roles and contribution of advanced practice nurses and midwives amongst the Maltese community.

Article 5

GENERAL POLICY

- 5.1. The Organization shall be autonomous and voluntary.
- 5.2. The Organization shall be non-profit making as defined in the Voluntary Organizations Act (Chapter 492 of the Laws of Malta), and any excess of funds received or generated from its activities must always be reinvested in the same Organization.
- 5.3. The accounts of the Organization shall be reviewed or audited and published on a yearly basis.
- 5.4. Provided its autonomy is not affected, the Organization may collaborate with other entities on a national, regional, or international basis in order to further its aims.
- 5.5. The Organization shall not have any political or trade union affiliation and it shall not indulge in party politics.
- 5.6. All prospective Members and Associate Members of the Organization shall have access to the statute of the Organization upon demand. Prospective Members will be required to state that they are aware of the objectives of the Organization.

Article 6

STRUCTURE AND MEMBERSHIP

• TYPES OF MEMBERSHIP

- 6.1.1. **Ordinary Membership**
Nurses and midwives registered with the Council for Nurses and Midwives (Malta), appointed to the grade of Practice/Senior Practice/Advanced Practice Nurse/Midwife and currently active in an advanced practice nursing/midwifery role.
- 6.1.2. **Associate Membership**
Nurses and midwives registered with the Council for Nurses and Midwives (Malta), whose professional activities involve a close relationship with the advanced practice nursing/midwifery role. Associate members could be approached by the Executive Committee to lead/form part of any sub-committee. Associate members have no voting rights and are not eligible to form part of the executive committee.
- 6.1.3. **Honorary Membership**
Honorary memberships may be granted by the Executive Committee to individuals who have made a significant contribution towards advanced nursing/midwifery practice. Honorary members have no voting rights and are not eligible to form part of the executive committee.

• STRUCTURE OF THE ORGANIZATION

- 6.2. Any person eligible for membership may apply to the Secretary of the Association for entry as a member of the Association. Application forms for membership shall be obtained from the Secretary.
- 6.3. The Executive Committee reserves the right to reject any application for membership.

- 6.4. The Affairs of the Organization, in all matters not in these rules reserved for the Organization in General Meeting, shall be managed by the Executive Committee of the Organization. Provided that the Executive Committee shall have, as its primary function but not limited to, the facilitation and allocation of resources in line with the set-out mission and objectives approved by the members of the association and presented in this document.
- 6.5. The Executive Committee shall consist of a minimum of five (5) members and not exceeding eleven (11) members who shall fulfil the roles of Chairperson, Deputy Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Public Relations Officer, Research & Education Officer, and three (3) members. The executive committee shall always be comprised of an odd number of members. The executive committee shall be elected for a three-year term. The establishing and subsequent association committee will be brought for member approval, through an extraordinary/general meeting. Following the three (3) year period, the Executive Committee shall go out of office. Members of the Executive Committee are eligible for re-election for up to a maximum of two (2) consecutive terms (six years) provided there are enough nominees to fulfil the roles within the executive committee, in which case outgoing executive committee members can re-submit their nomination.
- 6.6. Members who wish to form part of the Executive Committee should be a fully subscribed Member of the Organization for at least twelve (12) months. In extraordinary situations, association members with less than 12 months membership, can be co-opted and then becomes a full voting Member of the Executive Committee at such a date as the Executive Committee sees fit.
- 6.7. In the event of the resignation (or termination from post for other reasons) of an Executive Committee member, the Executive Committee will co-opt other member(s) to take their place. The other official Members of the Executive Committee will pass a vote as to who will be co-opted during a committee meeting. Any Member so appointed shall retain his office only until the next General Meeting, but he shall then be eligible for re-election.
- 6.8. Any Member not attending the Executive Committee meetings for three (3) consecutive times without a valid reason will automatically have to step down. This will guarantee the continuity of the work of the Executive Committee.
- 6.9. The elected members of the Executive Committee will elect a Chairperson, a Secretary, a Treasurer, a Public Relations Officer, a Research & Education Officer, and any other role mentioned in clause 6.6. of this statute from amongst them according to the order of merit in relation to the number of votes acquired by the elected member.
- 6.10. The Executive Committee shall be elected to office for a period of three years by secret ballot, electing those Members obtaining the highest number of votes.
- 6.11. Only Ordinary Members of the Organization shall be eligible to hold office as a Member of the Executive Committee.
- 6.12. Nominations for the Executive Committee must be submitted on the appropriate official forms fifteen (15) days prior to the General Meeting. In the absence of prior nominations reaching the Executive Committee on the appropriate date, the outgoing Executive Committee may invite nominations from the floor on the day of the Annual General Meeting.

- 6.13. Any member who wishes to be nominated should be seconded by 2 current ordinary members. The person/s who have seconded the nomination will be contacted in writing upon submission of the nomination to confirm them as a seconder.
- 6.14. Any nominee deemed to have any form of conflict of interest, declared/undeclared, by the executive committee or by the ordinary members, will be required to discuss the matter in persona upon invitation of the outgoing executive committee prior to consideration of their nomination. If such a person submits their nomination during a General Meeting, in the event of a lack of nominations, then the executive committee may temporarily accept that nomination and review any conflict of interest following the election of members.
- 6.15. In cases where the Executive Committee deems that there is a valid case of a conflict of interest and in which there may be an actual, potential, or perceived lack of loyalty towards the organisation, then a nomination for a position on the Executive Committee may be rejected. In such cases wherein the conflict of interest may arise at a later stage, (beyond the nomination stage), then the Executive committee may raise the issue as an item on the agenda for discussion during a committee meeting. A final decision will be taken by the Executive Committee on whether that particular members' place on the committee is tenable, through a vote.

Article 7

POWERS OF THE EXECUTIVE COMMITTEE

- 7.1. The business of the Organization shall be managed by the Executive Committee which may pay all such expenses, preliminary and incidental to the promotion, formation, establishment, and registration of the Organization as they deem fit.
- 7.2. Legal representation of the Organization shall vest in the Chairperson, the Secretary, and the Treasurer.
- 7.3. No regulation made by the Organization in a General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.
- 7.4. The Members for the time being of the Executive Committee may act notwithstanding any vacancy in their constitution.
- 7.5. The Executive Committee is authorised to consult and seek the advice of any Associate Member of the Organization with the aim of improving the welfare or condition of both its members and the Organization itself.
- 7.6. The Executive Committee is authorised to appoint any External Advisory Committees to support it in its role.

Article 8

CHAIRPERSON

- 8.1. The Chairperson will preside at all Executive Committee meetings and General Meetings of the Organization. The Chairperson and the Deputy Chairperson shall undertake such functions in respect of the Organization as the Executive Committee may determine from time to time.
- 8.2. The Executive Committee may also elect from among its members a Deputy Chairperson and may determine for what period he/she is to hold office. The Deputy Chairperson will preside on the Executive Committee with full powers in the absence of the Chairperson.
- 8.3. Provided that in the absence of both the Chairperson and the Deputy Chairperson, and provided a quorum is available, the Executive Committee will have the power to appoint a substitute/s to conduct the meetings.
- 8.4. The Executive Committee may remove any Deputy Chairperson in which case he/she shall remain a Member of the Committee.
- 8.5. No remuneration (except by way of reimbursement of out-of-pocket expenses against issue of a fiscal receipt) shall be paid to any member of the Executive Committee in respect of their office.

Article 9

SECRETARY

- 9.1. The Secretary will be responsible for all the secretarial and administrative work of the Executive Committee.
- 9.2. The Executive Committee may elect from among its members an Assistant Secretary to assist the Secretary as necessary. Any Assistant Secretary so appointed by the Executive Committee may also be removed by them, in which case however he/she shall remain a member of the Executive Committee.
- 9.3. The Secretary and their assistant shall undertake such functions in respect of the Organization as the Executive Committee may determine from time to time.
- 9.4. No remuneration (except by way of reimbursement of out-of-pocket expenses against issue of a fiscal receipt) shall be paid to any member of the Executive Committee in respect of their office.

Article 10

TREASURER

- 10.1. The Treasurer will be responsible for all the Financial and Accounting work of the Executive Committee.
- 10.2. The Executive Committee may elect from among its members an Assistant Treasurer to assist the Treasurer. Any Assistant Treasurer so appointed by the Executive Committee may also be removed by them, in which case however he/she shall remain a member of the Executive Committee.

- 10.3. The Treasurer and their Assistant shall undertake such functions in respect of the Organization as the Executive Committee determines from time to time.
- 10.4. No remuneration (except by way of reimbursement of out of pocket expenses against issue of a fiscal receipt) shall be paid to the Treasurer or his /her assistant in respect of their office.

Article 11

Public Relations Officer

- 11.1. The Public Relations Officer will be responsible for the nurturing and maintaining of professional relations with other bodies, both nationally and internationally.
- 11.2. The Public Relations Officer shall undertake such functions in respect of the Organization as the Executive Committee determines from time to time.
- 11.3. No remuneration (except by way of reimbursement of out-of-pocket expenses against issue of a fiscal receipt) shall be paid to the Public Relations Officer in respect of their office.

Article 12

Research & Education Officer

- 12.1. The Research & Education Officer will be responsible for the on-going initiatives in the field of research and education.
- 12.2. The Research & Education Officer shall undertake such functions in respect of the Organization as the Executive Committee determines from time to time.
- 12.3. No remuneration (except by way of reimbursement of out-of-pocket expenses against issue of a fiscal receipt) shall be paid to the Research & Education Officer in respect of their office.

Article 13

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

The office of an Official Member of the Executive Committee shall be vacated:

- (a) If the person ceases to be a member of the Organization.
- (b) If by notice in writing to the Organization, the person resigns from office.
- (c) If the person fails to attend 3 consecutive meetings without a valid reason.
- (d) If the person is removed from office by a resolution duly passed pursuant to Clause 14.1 of this Statute.
- (e) If the person is removed from the register of the Council of Nurses & Midwives (Malta).

Article 14

SUSPENSION

- 14.1. The Organization may by a resolution taken at an Extraordinary General Meeting remove any Member of the Executive Committee before the expiration of his/her period of office if he/she is guilty of repetitive disruption of meetings, hinders the function of the Organization or breaks the confidentiality and trust of other Members or fails to carry out assigned duties/responsibilities or whose behaviour is not congruent with the aims and objectives of the Organization.
- 14.2. The Organization may by the same or another resolution appoint another Member in his/her stead; but any person so appointed shall retain his/her office so long only as the Member in whose place he/she is appointed would have held the same position if he/she had not been removed.

Article 15

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 15.1. Subject as hereinafter provided, the Executive Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. The Executive Committee shall meet at least once every month.
- 15.2. The quorum necessary for the transaction of the business of the Executive Committee shall be that of 5 members.
- 15.3. Matters decided at any meeting of the Executive Committee shall be decided by a simple majority of votes.
- 15.4. On the request of the Chairperson or his/her Deputy, the Secretary shall at any time, summon a meeting of the Executive Committee by a written notice (stating the time and place of such meeting) served upon the several members of the Executive Committee giving the notice of at least five working days.
- 15.5. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers, and discretion by or under the regulations of the Organization for the time being vested in the Executive Committee.
- 15.6. The Executive Committee may delegate any of its powers to sub committees consisting of such member or members of the Executive Committee or of such other persons as it deems fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee.
- 15.7. The Executive Committee shall cause proper minutes to be made of all appointments of officers made by the Executive Committee and of the proceedings of all meetings of the Organization and of the Executive Committee and of sub committees of the Executive Committee.
- 15.8. All business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson and Secretary of such meeting, or by the Chairperson and Secretary of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Article 16

SUBSCRIPTIONS, FINANCES AND ACCOUNTS

16.1. Subscriptions

- (a) Applications for membership shall not be considered unless accompanied by the subscription fee.
 - (b) The subscription fee shall be payable yearly in advance and shall fall due as determined by the Executive Committee.
 - (c) If the subscription falls due and a Member has not yet paid the previous year's subscription, he/she shall not be entitled to vote in the next General Meeting.
 - (d) Any Member who resigns or forfeits his membership shall on re-joining be liable to pay a readmission fee equivalent to one year's subscription.
 - (e) Any Member who resigns before the next yearly subscription fee is due shall not be eligible for a refund of the pro rata subscription fee covering the rest of the calendar year.
- 16.2. The funds of the Organization shall also be collected from voluntary contributions, donations or grants by Members, benefactors, the State, any other institution, and from fundraising activities.
- 16.3. The funds of the Organization shall be deposited in bank accounts of a reputable local bank in the name of the Organization and the authorised joint signatories for operating such accounts shall be the Chairperson, the Secretary, and the Treasurer. The signature of the Treasurer and one other signature of the Chairperson or Secretary will suffice.
- 16.4. The Treasurer shall keep such proper books of accounts as will enable him/her to present at every General Meeting of the Organization, or at any other time if required (on reasonable notice to him/her) by the Executive Committee, an accurate report and statement concerning the finances of the Organization.
- 16.5. The annual accounts of the Organization are to be drawn up for a financial period commencing on 1st April and ending on 31st March of each year.

Article 17

GENERAL MEETINGS

- 17.1. An Annual General Meeting of the Organization shall be held every year. Notice of the day and time of the Annual General Meeting shall be given to each member at least thirty (30) working days before such day.
- 17.2. Other meetings of the Organization may be summoned by the Executive Committee and shall be so summoned immediately upon a request in writing signed by at least ten per cent (10%) of the Members.
- 17.3. At any meeting of the Organization every member of the Organization shall be entitled to be present, and every Member shall be entitled to one (1) vote upon every matter raised. In the case of equality of voting, the Chairperson of the meeting (who shall be the outgoing Chairperson of the Executive Committee) shall have a second or casting vote. The Secretary shall take minutes of the proceedings at all General Meetings of the Organization.

- 17.4. The Secretary shall present the Annual Report of the Organization to all those present for the Annual General Meeting.
- 17.5. The quorum for the Annual or any Meeting shall be ten per cent (10%) of the general membership. In the absence of such quorum, the Meeting shall be held, with the same agenda, thirty minutes later and all decisions taken shall be binding on the Organization as a whole.
- 17.6. The auditors or reviewers of accounts shall be nominated and elected by the members attending and having a right to vote at General Meetings. No auditor or reviewer of accounts who has held office on the Executive Committee during the past twelve (12) months will be eligible for nomination. No auditor or reviewer of accounts shall run for office on the Executive Committee during the coming twelve (12) months.

Article 18

CONDUCT OF MEMBERS

- 18.1. Every Member shall conform to the Organization's Code of Ethics. Any Member or members alleged to have brought, or attempted to bring disrepute on the Organization, shall be asked to appear before the Executive Committee and if, in the opinion of the Executive Committee, the case be found proven, the Member shall be deprived of his/her membership. If the said Member fails to appear before the Executive Committee without justification s/he shall be deprived of membership.

Article 19

NOTICES

- 19.1. Each Member shall keep the Secretary informed of that Member's private address, email address, or of some other address at which communications may be addressed to him/her.

Article 20

ALTERATION OF STATUTE

- 20.1. This Statute may be revoked, added to, or altered by a vote of at least fifty-one percent (51%) of all registered Members of the Organization who are entitled to vote at a General Meeting of the Organization of which notice has been duly given specifying the intention to propose the revocation, addition or alteration, together with full particulars thereof.

Article 21

DISSOLUTION

21.1. If at any time the Organization shall pass in General Meeting by a majority comprising seventy-five per cent (75%) of all the registered Members present and entitled to vote a resolution of its intention to dissolve, the Executive Committee shall take immediate steps to settle any debts and dispose of the monies and property remaining as determined by the General Meeting; and thereupon the Organization shall for all purposes be dissolved.

21.2. In the event of dissolution of the Organization, any remaining funds and/or property shall be donated to a voluntary non-profit making organization or a charitable institution chosen by the outgoing Executive Committee.

Article 22

22.1. The first Administrators of the Organization are:

Gilbert Gauci
Jesmond Seychell
George Gauci
Rebecca Cachia Fearne
Miriam Wubbels
Joseph Garzia
Clifford Xuereb
Deborah Xuereb
Clare Axiaq
Helen Borg
Jacklyn Sammut

22.2. The responsibilities of the first Administrators are:

Chairperson: *Gilbert Gauci*
Deputy Chairperson: *Rebecca Cachia Fearne*
Secretary: *Jesmond Seychell*
Assistant Secretary: *Miriam Wubbels*
Treasurer: *George Gauci*
Assistant Treasurer: *Joseph Garzia*
Public Relations Officer: *Clifford Xuereb*
Research & Education Officer: *Deborah Xuereb*
Member: *Clare Axiaq*
Member: *Helen Borg*
Member: *Jacklyn Sammut*

Signed: _____
Chairperson

Signed: _____
Secretary

Signed: _____
Treasurer

Date: **16th November 2021**