



MALTA IT LAW
ASSOCIATION

Statute

Malta Information Technology Law Association

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SmartCity Malta
SCM1001, Ricasoli, Malta

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STATUTE

MALTA INFORMATION TECHNOLOGY LAW ASSOCIATION

NAME

1. The name of the Association is the “MALTA INFORMATION TECHNOLOGY LAW ASSOCIATION”. Its seat is at SmartCity Malta, SCM1001, Ricasoli, or as the Executive Committee may decide from time to time.

CHARACTER OF ASSOCIATION

2. The Association shall be a non-profit, voluntary and autonomous organization as defined in the Voluntary Organizations Act (Chapter 492 of the Laws of Malta).

OBJECTS

3. The objects and purpose for which the Association is hereby constituted are:
 - (a) to promote the advancement and development of information technology law, including but not solely limited to computer law, internet law, electronic communications law, information law, electronic commerce law, remote gaming law and cybercrime, (hereinafter referred to as “ICT Law”) in Malta and the advancement of Malta as an international centre of excellence in ICT Law;
 - (b) to actively research, discuss and circulate information on legal developments taking place on the international plane and within the European Union with respect to ICT Law and the knowledge economy;
 - (c) to promote with international and regional organisations or associations and other national government and non-government bodies legislative and regulatory changes related to ICT Law and to consider together with these entities proposals for legislative interventions having the same aim;
 - (d) to afford opportunities for the discussion and consideration of matters of interest to members of the Association and to undertake or assist in the preparation of legal instruments and papers in respect of such matters; and
 - (e) to collect and circulate statistical and other information of interest to the members of the Association and to form a collection of publications and documents accessible to the members of the Association.
 - (f) to reflect the needs of a voluntary organisation as defined under and as regulated by the Voluntary Organisations Act (Chapter 492 of the Laws of Malta), including any ensuing laws and regulations

MEMBERSHIP

4. There shall be two categories of membership:
 - (a) *Corporate members* (“Corporate Members”) shall be firms and commercial partnerships being interested in the objects of the Association. Each corporate member shall be entitled to nominate representatives, not exceeding three in number.
 - (b) *Individual members* (“Individual Members”) shall be:
 - (i) members or employees of corporate members additional to the nominated representatives of the corporate members;
 - (ii) lawyers, legal procurators, notaries, auditors and accountants who are in possession of a warrant in accordance with the Laws of Malta;
 - (iii) students resident in Malta who are pursuing studies directly or indirectly related to ICT Law at an academic establishment whether in Malta or abroad (“Student Members”);
 - (iv) information technology professionals;
 - (iv) persons resident in Malta not eligible under (i), (ii), (iii) or (iv) above who, in the opinion of the Executive Committee are especially qualified to forward the objects of the Association.
5. Cessation of membership
 - (i) A member shall cease to be a member of the Association if he:
 - (a) resigns from membership, or
 - (b) refuses or fails to renew his annual subscription fee, or
 - (c) infringes any of the provisions of this statute, or
 - (d) acts in any way prejudicial to the interests of the Association
 - (ii) It shall be in the discretion and competence of the Executive Committee to decide whether a member has committed any act of infringement as stated in paragraph (c) or (d) of sub-article (i) hereof. In the deliberation on such a decision, the Executive Committee shall consider all the circumstances of the case and shall afford the member suspected of such infringement or action every opportunity to make a defence. In such a case, decision by the Executive Committee shall be made by two-thirds majority of votes of all members present eligible to vote.
 - (iii) A decision of the Executive Committee under this article shall be final and conclusive.
 - (iv) Re-instatement of Members following cessation in terms of sub-paragraph (ii) above shall also be in the discretion and competence of the Executive

Committee. In such a case, a decision by the Committee shall be made by a two-thirds majority of votes of all members present eligible to vote.

HONORARY MEMBERS

6. The Association may elect as an Honorary Member any person who has rendered special services in the advancement of the objects of the Association. Honorary Members shall pay no subscriptions.

OFFICERS

7. There shall be a President, a Vice-President, a Secretary and a Treasurer, and a minimum of one and a maximum of five other Executive Members, elected in terms of Article 13 of these Statutes. They shall be elected at the Annual General Meeting of the Association to serve for one year until the next Annual General Meeting.

PRESIDENT

8. The President if present shall preside at all meetings of the Association. He shall have power to call special meetings of the Association and of the Executive Committee. In the absence of the President a Vice-President or any other member of the Executive Committee shall preside.

The President shall be an ex-officio member of all Committees.

EXECUTIVE MEMBERS

9. The Executive Member/s shall perform such duties as may be assigned to them by the President or by the Executive Committee and shall discharge the duties of the President whenever, in the discretion of the Executive Committee, the disability or absence of the President makes such appointment advisable.

SECRETARY

10. The Secretary shall keep a record of the proceedings of the meetings of the Association. He shall notify the Officers and all members of a Committee of their election of appointment and shall issue notices of meetings. He shall keep a roll of the Members of the Association. He shall do and prepare such other matters as the Executive Committee may from time to time require.

TREASURER

11. The Treasurer shall collect and disburse all funds of the Association on the order of the Executive Committee and shall keep proper accounts in books belonging to the Association.

INDEMNITY TO OFFICERS

12. The officers of the Association shall be indemnified by the Association against all liabilities and expenses incurred by them in or about the discharge of their respective duties except such as arise from their own respective willful or reckless acts or omissions.

EXECUTIVE COMMITTEE

13. The Executive Committee shall manage the affairs of the Association. It shall be constituted and shall meet as set out in Article seven (7) hereof.

The Executive Committee shall consist of a minimum of five (5) and a maximum of nine (9) members who are elected annually at the Annual General Meeting in accordance with Article 16 of these Statutes. Only paid up Individual Members and nominated representatives of paid up Corporate Members are qualified to be elected and sit on the Executive Committee. A majority of members shall constitute the quorum necessary for the transaction of the business of the Executive Committee, provided that if no quorum is present, the meeting shall be adjourned by half an hour. If at such adjourned meeting no quorum is present, the meeting shall proceed accordingly with the members present, as long as a minimum of three (3) members are present.

The Executive Committee, either on its own initiative or at the suggestion of any member in writing, may consider and report to a General Meeting of the Association such matters as in the opinion of the Committee concern the object of the Association.

The Executive Committee may authorize any member, officer or Sub-Committee to represent and to present the views of the Association at any National or International conference or event at which it is considered that the objects of the Association call for such representation.

The Executive Committee shall fill all vacancies occasioned by death, suspension or resignation in all elected offices (with the exception of the office of President); such appointees to hold office until the next Annual General Meeting.

In the case of a vacancy in the office of President, an extraordinary general meeting shall be convened by the Vice-President, as the case may be, at the earliest convenient time possible in order to elect a new President.

The Executive Committee shall be authorized to make such contracts on behalf of the Association as are necessary for the achievement of its objects. All disbursements and funds of the Association must be sanctioned by the President of the Executive Committee or by some other member of the Executive Committee in his absence.

The Executive Committee shall lay before the Annual General Meeting a report by the President on the work carried out during the year, and an income and expenditure account made up to a date not more than six months before such meeting.

The President shall have legal and judicial representation of the Organisation in any and all matters.

The identity of the first (1st) administrators of the Organisation shall be known to be Antonio Ghio, Gege Gatt, Joseph Borg, George Sammut, Russel Mifsud and David Gonzi.

WORKING COMMITTEES

14. The work of the Association shall be delegated to:
 - (a) Standing Committees, which shall be appointed by a General Meeting of the Association to study such topics as may be considered appropriate. A Chairman and Secretary shall be appointed to each Standing Committee and minutes of the meetings shall be sent to the Executive Committee following each meeting. The Standing Committee shall report to the Executive Committee when required and also to the Annual General Meeting, and
 - (b) Ad hoc sub-committees, which shall be appointed from time to time by the Executive Committee to consider and to report as necessary upon any topic which is not under consideration by a Standing Committee.

GENERAL MEETINGS

15. Special General Meetings shall be held at such time and place as the Executive Committee may determine, and seven (7) members shall constitute a quorum. At least fourteen (14) days clear notice of a Special General Meeting shall be given to each member.

Special General Meetings may be convened by the Executive Committee, upon receipt of a written request to that effect signed by not less than ten per cent (10%) of the Individual and/or Corporate Members of the Association. Seven (7) members shall constitute a quorum. At least fourteen (14) days clear notice of a Special General Meeting shall be given to each member.

The Annual General Meeting shall be held on such date as shall be agreed to and appointed by the President with the concurrence of the Executive Committee, and seven (7) members shall constitute a quorum.

At least twenty-one (21) days clear notice of the Annual General Meeting shall be given to each member.

Every Individual Member shall have one (1) vote whilst the nominated representatives of every Corporate Member shall collectively hold three (3) votes in person or by proxy.

ELECTIONS

16. Each member of the Executive Committee shall stand down at every Annual General Meeting, and elections for all posts on the Executive Committee shall be held at that same Annual General Meeting.

All paid-up members shall be eligible to run for election, provided that each individual candidate notifies the Secretary in writing of their intention to so contest, a minimum of ten (10) days prior to the date of the Annual General Meeting. The Secretary shall send out a notice listing the nominations received from all prospective election candidates by no later than seven (7) days prior to the date of the Annual General Meeting.

Where the number of nominations received is less than nine (9), then all candidates shall be considered to be elected by simple approval of the AGM, and a ballot need not be held. In such an event, the number of members on the Executive Committee shall be equal to the number of nominations received, and shall remain so until the next Annual General Meeting. A secret ballot shall be held in all other cases where the number of nominations received exceeds the maximum number of nine (9) posts set out in Article 7 of these Statutes, the aim of which will be to elect nine (9) members to the Executive Committee.

Candidates shall be elected (whether by simple approval, or by secret ballot) by a simple majority of those present and voting at the Annual General Meeting. In the event of a tie, one or more run-off ballots between the two or more tied candidates shall be held until a candidate is elected by simple majority.

It shall be at the discretion and prerogative of those elected to the Executive Committee to assign the roles set out in Article 7 of these Statutes amongst themselves as they deem appropriate.

Should the number of nominations received be less than five (5), then those candidates shall be considered elected as set out in this Article 16; provided that an Extraordinary General Meeting shall be summoned no later three (3) months from the date of the Annual General Meeting with the scope of holding elections for any position/s remaining vacant. In such an event, the election process set out in this Article 16 shall apply *mutatis mutandis*.

Where any of the posts on the Executive Committee becomes vacant between the date of election and the next Annual General Meeting (whether by resignation or for any other reason), this shall remain vacant until the next election. Provided that should the number of members on the Executive Committee fall below five (5) an Extraordinary General Meeting shall be summoned as set out in the preceding paragraph of this Article 16.

SUBSCRIPTION

17. The annual subscription fee of the Association, which will cover a calendar year, shall be:
- (i) €45.00 for Members, payable by the 31st January of the year;
 - (ii) €25.00 for Student Members, payable by the 31st January of the year;
 - (iii) €130.00 for Corporate Members, payable by the 31st January of the year.

No part shall be returnable in the event of the dissolution of the Association or cessation of membership.

AMENDMENTS, ETC.

18. This Statute may be amended at an Annual General Meeting by a vote of at least two-thirds (2/3) of those present and voting, provided that notice of any proposed amendment or new article shall be given in writing to the secretary at least two (2) calendar months and forwarded by him to each member at least ten (10) clear days before such Annual General Meeting.

DISSOLUTION OF ASSOCIATION

19. The voluntary dissolution of the Association may be debated at any time upon a resolution of the Annual General Meeting at a meeting where two thirds (2/3) of its members are present or represented and passed by a majority of two thirds (2/3) of the validly cast votes

However, in the event of this quorum not being reached, the Annual General Meeting shall be convened again and may decide definitively and validly on this dissolution by a majority of two thirds (2/3) of the validly cast votes.

Any proposal to dissolve the Association must come from the Executive Committee or from at least half (1/2) of the members of the Annual General Meeting and be submitted to the members at least two (2) months in advance.

The Annual General Meeting shall determine how the net assets of the Association shall be distributed after settling all debts and charges by allocating them, in accordance with the law, in such a manner as most closely accords with the purpose or which the association was created.

Save a resolution to the contrary by the Annual General Meeting, the Executive Committee shall have full powers to transfer all assets of the association in favour of another non-profit organization with similar purposes as the association which may be selected by the Executive Committee.

Financial Year

20. The financial year of the Association shall be deemed to commence on the first (1st) January, ending on the thirty-first (31st) December, of each year.

Established as an Association per decision at the founding meeting dated 14th March 2014