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 organization having specific goals to enhance the highest levels of education, training and research among scientists in Malta, and shall in all respects be governed by the provisions of this Statute.

(2) THE CHAMBER shall seek to safeguard and protect the professional 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.

(4) THE CHAMBER shall seek membership in appropriate supranational or international groups or organisations that share the same goals.

SPECIFIC AIMS

2 THE CHAMBER shall seek to pursue the following objectives:

(1) to provide a network among scientists in practice in Malta;

(2) to establish a register of practising scientists and to publish and revise such register on a regular basis;

(3) to organise a programme of continuing education which may in meritorious cases, lead to the grant of certificates approved by the Council of the CHAMBER;

(4) to encourage high quality programmes for undergraduate and post-graduate education as well as post-doctoral training resources for scientists;

(5) to promote resources for fundamental scientific research;

(6) to influence public policy and opinion in relation to science;

(7) to pursue such other activities including the raising of funds as are deemed by the Council or the members in General Meeting to be conductive to or consistent with the aims of the CHAMBER;
OFFICES OF THE CHAMBER

3 The offices of the CHAMBER shall be at such place as the Council of the CHAMBER may from time to time determine,

MEMBERSHIP AND FEES

4 (1) The membership of the CHAMBER shall be divided into five levels as follows:

(a) SENIOR MEMBERS; these shall normally have an earned doctoral degree and ten years of post-doctoral experience, or shall have been members of the CHAMBER for ten years. They shall occupy a senior position in an academic or scientific institution or in a government or private sector organisation.

(b) JUNIOR MEMBERS; these shall normally have an earned science degree or an equivalent qualification.

(c) 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.

(d) CANDIDATES: these shall be Maltese nationals who are undergraduates or students in full time accredited science or related courses. They shall not have vested voting rights.

(e) CORRESPONDENTS; these shall include retired members, emeritus members or widows of members, foreign nationals and foreign consultants with temporary assignments in Malta. They shall not have vested voting rights.

(2) Every member shall pay a membership fee as determined by the Council of the CHAMBER and approved by the (next) General Meeting. Fees shall be due on the first day of July of every year.

(3) Applications for membership shall be in the first instance submitted to the Council which shall make recommendations for admission to the appropriate level of membership. The format for application shall be determined by the Council.

(5) Membership of the CHAMBER may also be obtained by invitation of the Council.

BYE-LAWS:

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.

(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.

(3) Any resolution of the Council passed under the last preceding paragraph shall be subject to confirmation by the CHAMBER 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 shall cease to have effect.

(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) All cheques, 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.

(6) Any member of the Council, 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.

(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.

(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 him (or her) at the hearing.

(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.

THE COUNCIL OF THE CHAMBER.

6. (1) The Council shall consist of eleven (11) members.

(2) The officers of the Council shall be: a President, a President elect, a Secretary, a Secretary elect, a Treasurer, and a Treasurer elect.

(3) The officers and members of the Council shall be elected by postal ballot from among the paid up members of the CHAMBER: PROVIDED, that the first Council of the CHAMBER and the officers of such Council to hold office for the period of two years immediately following the foundation of the
CHAMBER shall, notwithstanding any other provision of this statute and bye-laws, be appointed by the Malta Council for Science and Technology.

(4) The Officers and members of the COUNCIL shall hold office for a period of two years. The President-elect, Secretary-elect and the Treasurer-elect shall succeed the President, Secretary and Treasurer respectively every two years at which time elections shall be held for a new President-elect, Secretary-elect, Treasurer-elect and members of the Council. Outgoing officers and members of the Council of the CHAMBER may seek re-election.

(5) The following provisions shall apply as regards the election of the Council:

(a) No person shall be eligible for election to the Council of the CHAMBER unless he is a senior, junior or corporate member as defined in paragraph (1) of article 4 of this statute and bye-laws.

(b) Only senior members may be nominated for the position of President-elect.

(c) The secretary shall inform members not less than sixty days prior to the holding of each Biennial General Meeting that nominations for vacant positions on Council will be received.

(d) Nominations of candidates for elections shall be in writing and shall be received by the Electoral Commission within two weeks of the date of call for nominations by the secretary.

(e) Nomination forms shall be sent to the Electoral Commission. They shall be signed by two qualified members and shall include a statement signed by the candidate of his willingness to serve on the Council and a statement giving brief particulars about himself.

(f) Nominations for elections to the position of President-elect shall be received separately. A ballot for this position shall if necessary be held concurrently with that for positions of the other Council members.

(g) The Electoral Commission shall consist of three members appointed by the Biennial General Meeting. No Council member or candidate shall serve as an electoral commissioner. The decisions of the commission shall be taken by a majority thereof.

(h) Any elections necessary when the number of nominations exceeds the number of vacant positions shall be held within four weeks of the closing date for nominations.

(i) Every member of the CHAMBER except candidates and correspondents shall be entitled to vote, and for this purpose, voting papers shall be sent by the electoral commissioners. The election commissioners shall also notify members 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.
Voting papers shall be in such form as the Council may determine. They shall show the number of vacancies to be filled, the names of the candidates and the members nominating them and any other particulars (including instructions for the proper completion of the voting papers) deemed relevant by the Council. All voting papers shall be signed by the three election commissioners.

Voting papers duly completed in accordance with any instructions thereon must be received by the Electoral Commission not less than fourteen clear days before the Biennial General Meeting and in default shall be treated as invalid.

The result of the ballot shall be declared at the Biennial General Meeting by the Election Commission.

In the event of an equality of votes cast on the ballot for two or more candidates for the post of President-elect 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 at which the result is declared and in which every member present and having vested voting rights shall be entitled to vote.

The office of any member of the Council shall be vacated in any of the following cases:

(a) If the member resigns in writing;
(b) If the member is absent from meetings of the Council for six months without justification;
(c) If the member ceases to form part of the CHAMBER; and
(d) If the member is removed under the provisions of this Statute and Bye-Laws,

The CHAMBER in General Meeting may remove from office any member of the Council before the expiration of his period of office by a two thirds majority vote of the members present and voting.

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.

If for any reason the vacancy is not so filled, a fresh ballot shall be called within two weeks,

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,

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,
(12) Any member of the Council appointed in terms of the immediately foregoing provisions, shall hold office until the next election of the Council is due.

7. (1) The President of the Council, elected under paragraph (3) of article 6, or appointed under the proviso thereto, shall call a meeting of the Council to be held within 21 days of his election or the notification of his appointment as the case may be.

(2) 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.

(3) 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.

(4) 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.

(5) The quorum necessary for the transaction of business of the Council shall be at least six officers or members of the Council.

(6) The President shall preside over any meeting of the Council. In his absence, the President-elect 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) 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.

(8) 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.

(9) The Council may delegate any of its officers or members to conduct on its behalf any business within its powers.

(10) 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.

(11) 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.

(12) No resolution of any working committee shall be valid or of any effect unless it is ratified by the Council.

(13) The President and the Secretary of the Council shall be ex-officio members of the any such working committee.
(14) 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.

GENERAL MEETINGS.

8. (1) Every member with vested voting rights including corporations shall be entitled to one vote.

(2) Every corporate member shall have an authorised representative who shall be entitled to attend and to vote at General Meetings.

(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.

(4) Not more than 27 months shall elapse between any two Biennial General Meetings.

(5) An Annual General Meeting may also be held.

(6) The Council may whenever they think fit convene a General Meeting.

(7) 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.

(8) 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.

(9) The Biennial General Meeting and any General Meeting shall be called by twenty days' notice in writing sent to each member.

(10) 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.

(11) 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.

(12) 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.

(13) 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.
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 (a), (b) and (c) of paragraph (2) of Article 4 of this statute and bye-laws shall be a quorum for all purposes.

(2) If within thirty 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.

(3) In the case of any other General Meeting, if within thirty 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 in the next week 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.

(4) The President is to preside as chairperson at any General Meeting. The President-elect may preside in lieu.

(5) If at any meeting neither the President nor the President-elect is present within ten 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.

(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.

(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.

(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.

VOTES OF MEMBERS.

10. (1) At any General Meeting or any postal ballot authorised by this statute and bye-laws, every paid up member with vested voting rights shall have one vote.

(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.
(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.

ACCOUNTS AND INVESTMENTS.

11. (1) The Council may invest any monies of the CHAMBER not immediately needed for the purposes of the CHAMBER.

(2) The Council shall cause to be kept proper books of account with respect to:

(a) all sums of money received and expended by the CHAMBER and the matters in respect of which the receipts and expenditures take place;

(b) the assets and liabilities of the CHAMBER;

(c) all sales and purchases by the CHAMBER;

(d) all other matters concerning the administration of the financial affairs of the CHAMBER.

(3) The Council shall lay before the first Biennial General Meeting and every Biennial General Meeting thereafter, properly audited accounts for the period of its administration of the financial affairs of the CHAMBER.

(4) The Council shall appoint the first three auditors from among the members of the CHAMBER and such auditors shall hold office until the first Biennial General Meeting. Thereafter, a professionally certified public accountant and auditor shall be appointed at each Biennial General Meeting and shall hold office until the next Biennial General Meeting subject to earlier death, resignation or removal from office by the CHAMBER in General Meeting.

(5) The Council may fill any vacancy in the office of auditor, and an auditor so appointed shall hold office up to the next Biennial General Meeting subject to re-appointment.

(6) The auditors or auditor may at the discretion of the Council be asked to attend any General Meeting and to receive all notices of and other communications relating to such General Meeting which any member is entitled to receive and to be heard at such General Meeting on any part of the business of the meeting which concerns the auditor.

(7) The books of account of the CHAMBER shall at all times be open to the inspection of members.

NOTICES.
12. 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.

DISSOLUTION AND DISTRIBUTION OF ASSETS

13. (1) The CHAMBER may be dissolved only upon a unanimous resolution of the Council approved by two thirds of those present and voting at an Extra-Ordinary General Meeting.

(2) All assets of the CHAMBER existing at the time of its dissolution shall be passed to the Malta Council for Science and Technology unless two thirds of those present and voting at the Extraordinary General Meeting at which the dissolution is approved, otherwise determine.