

The Geriatric Medicine Society of Malta - Statute

Article 1: Name

1.1 The name of the society (hereinafter referred to as the Society) shall be 'The Geriatric Medicine Society of Malta'.

1.2 Definitions

In these rules, unless repugnant to the context:

The Society shall mean the society referred to hereof.

The male shall include the female and vice versa.

The singular shall include the plural and vice versa.

Article 2: Registered office/address

The Society's registered office shall be situated in the island of Malta and the postal address of the Society shall be The Geriatric Medicine Society of Malta, P.O. Box 51, MTP Branch, Triq Ħal-Qormi, Marsa MTP1000.

Article 3: Logo

3.1 The Society's Committee, henceforth referred to as the Committee, shall commission an official logo for the Society.

3.2 The logo shall be used in all official documentation of the Society and shall remain the exclusive property of the Society.

Article 4: Languages

The official languages of the Society shall be both Maltese and English. However, in the case of conflict of interpretation and/or for the purpose of law, the English version of this Statute shall be overriding.

Article 5: Mission Statement

The Society is committed to improving the health and well-being of older persons. It is a non-profit and autonomous organisation for physicians working with, and dedicated to the provision of quality healthcare for, older persons. The Society aims to provide leadership for professionals and aids efforts in developing, implementing and advocating programs in patient care, research, professional education, public policy and public information for the Maltese islands.

Article 6: Aims and Objectives

The aims and objectives of the Society, for which it was established, shall be as follows:

- 6.1 To function as a professional society of doctors practicing geriatric medicine in Malta.
- 6.2 To promote and develop geriatric medicine as a recognised independent specialty.
- 6.3 To be officially recognised by the relevant public authorities, such as, but not limited to, the Department of Health and the Department of Education, as the Society able to comment on and recommend necessary requirements for training, accreditation and registration for specialists in geriatric medicine.
- 6.4 To continuously strive to ensure that standards of medical care for older persons are improved and maintained.
- 6.5 To publicly comment on issues concerning the medical care of older persons when indicated or required.
- 6.6 To encourage, advice on and be involved in research concerning older persons and in the publication of such results and recommendations.
- 6.7 To develop links and liaise with similar local and international organisations especially those which concentrate on care of older persons and which can help the Society in reaching its aims.

Article 7: General statements

- 7.1 The Society shall be a non-profit, non-governmental (NGO) and voluntary organisation and shall be registered with the Office of the Commissioner for Voluntary Organisations.
- 7.2 The Society shall be an autonomous organisation.
- 7.3 The Society shall not function as a trade union and shall not participate in any trade union activities.
- 7.4 The Society shall not engage in any political activities nor shall it affiliate with any political organisations.

Article 8: Powers

The Committee shall have the power to do all things which shall be necessary or desirable for the attainment of any one or more of the objectives of the Society namely:

- 8.1 To employ all personnel as may be required by the Society upon terms, conditions and remuneration as the Committee may think proper.

- 8.2 To purchase or hire accommodation, furniture, fittings or equipment required for carrying out the objectives of the Society.
- 8.3 To accept and raise funds for the purpose of the Society.
- 8.4 To pay from the funds of the Society all the expenses incurred on behalf of the Society.
- 8.5 To invest the funds of the Society, not immediately required for its purposes, in secured investments as may be thought fit by the Committee, subject, nevertheless, to such conditions and such consents as may be required by law.
- 8.6 To adopt such means of making known the objectives of the Society through publicity and/or educational activities.
- 8.7 To authorise any person or persons to sign and execute letters, documents and writings of all descriptions on behalf of the Society.
- 8.8 To decide whether to provide indemnity insurance to cover the liability of the Committee members which, by virtue of any rule of law, would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: provided that any such insurance shall not extend to any claim arising from any act or omission which the Committee members knew to be a breach of trust or breach of duty or which was committed by the Committee members in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Committee members in their capacity as Committee members of the Society.

Article 9: Membership

- 9.1 A member of the Society shall be any person whose name is on the register of members and who has paid the necessary registration and annual membership fees if required.
- 9.2 The Society will have provisions for ordinary, associate and honorary members.
 - 9.2.1 Ordinary membership shall be open to qualified medical practitioners, registered with the Medical Council of Malta, who have:

Either appear on the Specialist register of Geriatrics as published by the Medical Council of Malta or is registered in a recognised training post in the specialisation of Geriatric Medicine and registered with the Medical Council of Malta.

Or who are practicing or have practiced in the specialisation of Geriatric Medicine for a minimum of four (4) years and have a recognised postgraduate degree or diploma in Geriatric Medicine/Gerontology.

Or who have practiced or are practicing in the specialisation of Geriatric Medicine for a minimum of eight (8) years but have no higher degree or diploma in Geriatric Medicine/Gerontology.

9.2.2 Ordinary members will have full voting rights, can propose and serve as seconders to amendments to the Statute and be eligible to stand for election as a member of the Committee.

9.2.3 Associate membership shall be open to:

Qualified medical practitioners, registered with the Medical Council of Malta who do not satisfy any of the criteria for ordinary membership

9.2.4 Associate members shall have no voting rights, cannot propose or serve as seconders to amendments to the Statute and shall not be eligible to stand for election as a member of the Committee.

9.2.5 Honorary membership shall be open to individuals who have contributed to establish or develop services in the care of older persons.

9.2.6 Honorary members shall have no voting rights, shall be unable to propose, or serve as seconders to, amendments to the Statute and shall not be eligible to stand for election as a member of the Committee.

9.3 Procedure of membership:

9.3.1 Any medical practitioner may apply for ordinary or associate membership by providing the necessary information on relevant applications forms made available by the Society.

9.3.2 The Committee shall have the power to grant or refuse membership.

9.3.3 A person who accepts an invitation to become a member of the Society shall be thereby deemed to have agreed to be bound by the rules of the Society.

9.3.4 New members, except honorary members, will be obliged to pay a registration fee as established by the Committee.

9.3.5 All members, except honorary members, will be obliged to pay an annual membership fee, as established by the Committee, payable in advance in January of each year and valid for the current calendar year.

- 9.3.6 A candidate for honorary membership can only be nominated by the Committee, which nomination has to be approved by members attending the annual general meeting.
- 9.4 Termination of membership:
- 9.4.1 Failure to pay membership fees, in spite of two (2) reminders, can lead to a member's name being erased from the Society's register of members if so decided by the Committee.
- 9.4.2 The Committee can also decide to terminate membership of any member whose conduct is considered to be detrimental to the interests and professional standards of the Society. Such a termination shall be decided by a resolution approved by at least four (4) members of the Committee.
- 9.4.3 The Committee can also decide to suspend the membership of any member pending further developments. Again, such a suspension shall be decided by a resolution approved by at least four (4) members of the Committee.
- 9.4.4 Any member whose membership has been suspended or terminated by the Committee shall be informed in writing of the Committee's decision.
- 9.4.5 Any member who has been informed in writing that his or her membership has been terminated or suspended can lodge an appeal within a month of the date of the issue of such a notice.
- 9.4.6 A member wanting to resign his or her membership can do so by submitting an appropriated letter addressed to the Secretary of the Society.
- 9.4.7 Any member whose membership has been terminated or who has voluntarily resigned will forfeit any membership fee he or she has paid and shall not be entitled for any refund.

Article 10 Management of the Society

- 10.1 The business of the Society shall be managed by the Committee which shall be composed of five (5) members who will include the Chairperson, the General Secretary, the Treasurer, the Public Relations Officer and the Registrar.
- 10.2 The Committee shall have all the management and administrative powers necessary to function in accordance with the statute and policies of the Society save that it shall not have the power of a general meeting of the Society.
- 10.3 During its first meeting, the Committee shall appoint a legal advisor to assist the Society in legal matters.
- 10.4 The roles of the various members of the committee will be as follows:

10.4.1 The Chairperson will:

Be responsible for the general running of the Society.

Ensure that the statute is followed by all the members of the Society.

Together with the General Secretary represent the Society in legal matters.

Be the representative of the Society on the Malta Specialist Accreditation Committee.

Chair and direct the procedures of the Committee and Annual or Extraordinary General Meetings.

Together with the Treasurer and General Secretary have the authority to deposit and withdraw money from a bank account opened in the name of the Society.

Together with the General Secretary sign the minutes of any such meetings.

Report the workings of the Society at the Annual General Meeting.

10.4.2 The General Secretary will:

Be responsible for all the administration of the Society.

Keep detailed minutes of all Committee and Annual or Extraordinary General Meetings.

Sign such minutes together with the Chairperson of the Society.

Keep all correspondence and documents of the Society.

Together with the Chairman represent the Society in legal matters.

Together with the Chairman and Treasurer have the authority to deposit and withdraw money from a bank account opened in the name of the Society.

Be responsible for notifying members of planned Committee or Annual or Extraordinary Meetings and in collaboration with the Chairperson be responsible for preparing the agenda for such meetings.

Chair the Committee meetings in the absence of the Chairperson.

10.4.3 The Registrar will:

Be responsible for updating and maintaining a register of members.

Be responsible for collecting membership fees.

Be involved in recommendations and decisions on requirements for specialist training, accreditation and registration.

Be the substitute representative of the Society on the Malta Specialist Accreditation Committee.

Be responsible for any ethical issues concerning the Society or its members.

10.4.4 The Treasurer will:

Be responsible for keeping and administering all the financial accounts of the Society.

Be responsible for opening up a bank account in the name of the Society on the recommendation of the Committee and together with the Chairperson and the General Secretary have the authority to deposit and withdraw money.

Be responsible for presenting financial reports on an annual basis.

Be responsible for issuing receipts for payments received by the Society such as membership fees.

Liaise with appointed auditors in the verification of all financial invoices of the Society.

10.4.5 The Public Relations Officer will:

Be responsible for communications and links with other local and international associations and societies.

Be responsible for communications with the media.

Be involved in the organisation of formal programmes of continuing medical education and professional development.

Be involved in the publication of a newsletter/journal and the development of a website about the Society.

10.5 The Committee shall meet on a regular basis and at least once every two (2) months.

10.6 Every decision regarding the Society will be taken in a meeting of the Committee and no member of the Committee, not even the Chairperson, can take a decision alone.

10.7 There shall be no decisions taken as long as there is no quorum present. The quorum will be made up of three (3) members. If the quorum is not formed after

half an hour from the time stipulated in the agenda, the meeting will have to be adjourned to another day. If the quorum is not reached for three (3) consecutive meetings, the Chairperson shall be obliged to call an extraordinary general meeting.

- 10.8 Resolutions shall be passed by simple majority of those present. In the case of a tie, the Chairperson shall have a casting vote.
- 10.9 Minutes will be kept of every meeting of the Committee. Such minutes will include the names of the members present for each meeting and a summary of the matters discussed and decided. All minutes will have to be certified correct and signed by the Chairperson and General Secretary of the General Committee and distributed to all members of the Committee.
- 10.10 Committee members are obliged to refrain from disclosing to third persons whatever was discussed during the Committee meetings unless they are authorised to do so by the Committee.
- 10.11 Members of the Committee will be notified in writing of the date and agenda of forthcoming meetings, at least three (3) days before the said meetings, by the General Secretary.
- 10.12 A Committee meeting can also be called if three (3) members of the Committee make a request in writing for such a meeting.
- 10.13 The Committee has the right to appoint sub-committees. Each Sub-committee shall be chaired by one (1) of the Committee members.
- 10.14 If a member of the Committee does not attend for three (3) consecutive Committee meetings without giving a valid reason, that member shall be automatically considered to have resigned from the Committee.
- 10.15 A member of the Committee wanting to resign his or her membership from the Committee can do so by submitting an appropriated letter addressed to the Chairperson or Secretary of the Society.
- 10.16 If one of the members of the Committee resigns from the said Committee, a member holding an ordinary membership shall be co-opted by the Committee to take up the vacant place for the remaining period, up to the date of that annual general meeting when a new Committee will be elected. Preference should be given to non-elected members who contested the last election for the committee.

Article 11 Elections

- 11.1 All the members of the Committee will be elected in the annual general meeting of the Society and will hold office for a period of three (3) years.

- 11.2 There will be no limits to the number of times a member of the committee can seek re-election to the committee.
- 11.3 All ordinary members, excluding honorary and associate members, will be eligible to stand for election except those who are politically active on a national level.
- 11.4 Elections will be coordinated by two (2) members who are not on the Committee and who do not intend to contest the election. These two (2) members will serve as an Electoral Commission and will be appointed by the Committee one (1) month prior the Annual General Meeting.
- 11.5 The task of the Electoral Commission will be to collect nominations, organise a ballot, count the votes and announce the result. If no more than five (5) nominations are received, a vote will not be required. In the event of a tie of two (2) or more candidates a further ballot will be required in which only these candidates will compete.
- 11.6 Each nomination should include the name and signature of the proposer, the names and signatures of the two (2) persons seconding the nomination and the signature of consent from the person nominated.
- 11.7 Nominations should arrive at the Electoral Commission by hand not later than fifteen (15) days before the Election. The list of nominated candidates should then be sent by post to the Society's members seven (7) days before the date of the General Election.
- 11.8 The five (5) members elected to the Committee should represent the following grades:
- At least three (3) members should have reached the status of consultant, resident specialist or director in the specialisation of Geriatric Medicine. The other two (2) members should represent all other grades accepted for ordinary membership.
- 11.9 The voting document should be one (1) common document for both grades. Each member eligible to vote has the right to vote for all five (5) members on the Committee irrespective of their grade.
- 11.10 Each member eligible to vote should mark not more than five (5) names on the ballot paper with an (X) which correspond to not more than five (5) of his/her preferences for elections on the Committee.
- 11.11 Voting for the new committee should take place on the day of the Annual General Meeting. Members can also vote by sending the voting document by post to a member of the electoral commission not later than 2 days before the Annual General Meeting. The posted votes are then opened on the day of the Annual General Meeting.

- 11.12 If there are not enough nominations to occupy a place on the Committee reserved for a particular grade, the vacant place shall then be occupied by that unelected candidate irrespective of his/her grade who would have collected the greatest number of votes.
- 11.13 Members elected to the Committee shall decide who will occupy the posts of Chairperson, General Secretary, Treasurer, Registrar and Public Relations Officer.
- 11.14 The post of the Chairperson shall not be held by the same person for more than two (2) consecutive terms. This proviso does not exclude one from occupying the chairperson's post at a later stage.

Article 12 The Annual General Meeting

- 12.1 The Annual General Meeting shall be convened every year by the Committee within three (3) months after the expiration of each financial year of the Society except for the first general meeting which shall be held within the period of three (3) months after the setting up of the Society.
- 12.2 Every third year, the Annual General Meeting should include on its agenda the provisions for the election of a new Committee.
- 12.3 The General Secretary shall give written notice of such a meeting one (1) month in advance. The notice shall be addressed to all registered members of the Society and besides informing them of the date, time, place and agenda of the meeting should also call for any proposed amendments to the Statute. When relevant, the Secretary should also state who are the two (2) members of the Electoral Commission who will be coordinating a General Election, and give notice for the call of nominations from eligible candidates for election on the Committee. The proposed amendments to the Statute and list of nominated candidates should then be sent by post to all the Society's members seven (7) days before the date of the Annual General Meeting.
- 12.4 The Agenda for the Annual General Meeting shall include:
- Confirmation of the minutes of the last preceding Annual General Meeting and or any General meeting held since that meeting.
 - The annual report of the President;
 - The administrative report of the General Secretary;
 - The financial report of the Treasurer signed by the two (2) appointed auditors;
 - Any reports from other members of the Committee if required;
 - The approval of any recommended amendments to the Statute;

When indicated, the appointment of two (2) members of the Society who are not on the Committee to serve as auditors for a period of three (3) years.

Every third year, the appointment of tellers and returning officers to assist the Electoral Commission, followed by the election of the new Committee.

- 12.5 All decisions in the Annual General Meeting, except those concerning amendments of the statute or dissolution of the society, shall be carried by a simple majority of votes either by a show of hands or by a secret ballot. Decisions concerning amendments of the statute or dissolution of the society shall require the approval of two-thirds or more of the members present.
- 12.6 No quorum is required for an Annual General Meeting and decisions shall be taken by the members present for such a meeting.
- 12.7 The Annual General Meeting shall be in addition to any other general meetings that may be held within the same year.

Article 13 The Extraordinary General Meeting

- 13.1 Such a meeting shall be called to discuss a matter of particular importance which cannot wait till the next annual meeting. It may be requested either by the Committee or by a petition signed by more than half the number of registered members of the Society.
- 13.2 The General Secretary shall give written notice of such a meeting to all registered members of the Society informing them of the date, time, place and agenda.
- 13.3 Similar to an annual general meeting, all decisions at an extraordinary general meeting shall be carried by a majority of votes either by a show of hands or by a secret ballot except those concerning amendments of the statute or dissolution of the Society, which shall require the approval of two-thirds or more of the members present.
- 13.4 No quorum shall be required for such a meeting and decisions shall be taken by the members present.

Article 14 Finance

- 14.1 All finances collected by the Society shall be deposited in a specific account to be opened in one of the local banking institutions as decided by the Committee. All assets of the Society should be registered under the name 'the Geriatric Medicine Society of Malta'.
- 14.2 All instructions or cheques for the withdrawal of money from this account shall be authorised by the joint signatures of two (2) out of three (3) members of the Committee, namely the Chairperson, the General Secretary and the Treasurer.

- 14.3 The Treasurer of the Society shall keep a proper account of the finances of the Society and shall present appropriate reports when required.
- 14.4 All income and assets of the Society shall only be used in pursuance of the aims and objectives of the Society. No member can make personal financial gain from the income of the Society or from activities organised by the Society.
- 14.5 The Committee cannot enter into transactions leading to financial debt.
- 14.6 The postal address provided to the bank with whom the Society is banking should be the private postal address of the treasurer.

Article 15 Data Protection

The Society shall abide by the Data Protection Act and seek registration with the Office of the Commissioner for Data Protection.

Article 16 Amendments in the Statute

- 16.1 The provisions of this statute are binding and can only be changed at an annual or an extraordinary general meeting provided that two-thirds or more of the members present vote in favour of any change.
- 16.2 The General Secretary shall inform the Society's members in writing of a forthcoming meeting at least one month (1) prior to the meeting and give details of the proposed agenda, whilst issuing a call for proposed amendments to the Statute.
- 16.3 Any proposed amendments to the Statute shall reach the General Secretary by hand not later than fifteen (15) days prior to the General Meeting. Each amendment to the Statute shall be signed by a proposer and seconded by four (4) other members. The proposed amendments to the Statute shall be sent to the Society's members at least seven days (7) before the date of the General Meeting.

Article 17 Dissolution of the Society

- 17.1 The Society shall only be dissolved at an Extraordinary General Meeting, called solely for this purpose, provided that two-thirds or more of the members present vote in favour of the dissolution.
- 17.2 On dissolution of the Society, a liquidator shall be appointed to wind up the assets of the Society. The liquidator who should be a legal procurator or a notary or a lawyer shall be appointed during the meeting held to dissolve the Society.
- 17.3 All the money and assets left over after all debts and expenses have been repaid, shall be donated to other bodies or charitable institutions as decided during the meeting held to dissolve the Society.

Article 18 Interpretation of the Statute

Whenever the Statute is not clear and in those instances where a particular article needs further interpretation, the Committee shall reach a decision on a particular issue with the understanding that the Committee's decision shall need to be rectified in the forthcoming Annual General Meeting.

Article 19 Conclusion