

BRITISH RESIDENTS' ASSOCIATION

MALTA

CONSTITUTION

As approved by the Annual General Meeting, March 2006, further amended
at the Annual General Meetings, March 2007, March 2008, March 2011, March 2012, March 2014 and March 2016.

1. TITLE

The title shall be the British Residents' Association.

2. OBJECTIVES

The objectives of the Association shall be to foster friendly and harmonious relations between members of the Association and with the people of the Maltese Islands and to assist, advise and represent members in suitable matters. The Association shall be an independent, secular and non-political organisation.

3. PATRON

HE The British High Commissioner will be invited to be the Patron of the Association.

4. MEMBERSHIP CATEGORIES, QUALIFICATIONS AND CONDITIONS

(1) Membership Categories

Members shall be categorised as Full, Associate or Honorary Life Members.

(2) Membership Qualifications

(a) Full Membership

Full Membership may be granted to a person who fulfils one of the following conditions:

- (i) holds a British Passport and has right of residence in Malta.
- (ii) is the partner of a Full member and is not eligible in his/her own right in accordance with (i) above. In the event of the death of the eligible partner the surviving widow/widower/civil partner will only retain eligibility for Full membership if he/she is a member at the time of the death and continues to renew that membership annually. If this requirement is not satisfied he/she may apply for Associate membership.

(b) Associate Membership

- (i) Associate Membership is available to those persons who do not qualify as Full members in accordance with the conditions of Rule 4.(2) (a) above.
- (ii) Associate members may not hold positions on the BRA Council but may serve at Group Committee level excepting as Chairman, Vice Chairman or as Group Representative to the Council.
- (iii) Associate membership numbers shall be limited to 20% of individual Group Full membership based on the previous year end membership figures. Applications and waiting lists, if required, will be monitored by the BRA Membership Secretary.

(c) Honorary Life Membership

- (i) The Council may recommend to the Annual General Meeting the appointment of Honorary Life Members of the Association, to those Full Members who have rendered exceptional and meritorious service.
- (ii) Honorary membership shall be limited to a maximum of six persons at any one time. This limit will exclude Honorary Members who have left the Maltese Islands to reside abroad.

(3) Membership conditions

- (a) Membership is open to those persons who have attained eighteen (18) years.
- (b) All applications for membership shall be on the appropriate form and be acknowledged by the Chairman of the Group to which the applicant wishes to belong.
- (c) Membership shall continue as long as the individual member has paid the current annual subscription and has not had membership cancelled under sub Para 4.(3)(h) below.
- (d) Members who leave Malta permanently may continue as Associate Members on payment of the appropriate subscription and in accordance with sub Para 4 (2) (b) but will not be entitled to a vote at General Meetings.
- (e) All members may take part in all of the activities of the Association except for previously detailed exclusions.
- (f) Members may not make use of the Association's name to further their business interests.
- (g) Any member who is a service provider to, or employee of, the Association, will not be eligible for election to the Council.
- (h) The Council, at its absolute discretion, reserves the right to cancel/suspend the membership of any Member who, in the Council's opinion, has acted in a manner that is detrimental to the objects of the Association. The procedures for this are described in Rule 13.

5. GROUPS

- (1) The Association is divided into Groups based on geographical area, Central, Gozo, Mellieha, Sliema/St. Julian's, Southern, St. Paul's Bay. No new Group shall be formed or an existing Group be closed down without the prior approval of the Council of the Association. Groups are subject to the Constitution of the Association, and to the

Association's Council which has the authority to manage and run the affairs of the Association, which includes Groups.

- (2) Members may belong to the Group of their choice irrespective of where they live and may attend the activities of any other Group. Members must have a current membership card to attend Group General Meetings but are entitled to vote only at the General Meetings of the group of which they are members. Observer status will apply to members who attend the AGM or EGM of another group.
- (3) Each Group will have a governing Committee and will appoint one member, if possible the Chairman, to attend the meetings of the Council of the Association.
- (4) Groups are to be governed by a minimum set of Rules, as follows:
 - (a) Each Group Committee will consist of the following elected officers - Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer, Information & Support Officer as a minimum - and members to fill the relevant positions required on each individual Group's Committee. A(ny) Group member may hold more than one office but the committee must consist of a minimum of 4 members.
 - (b) A bank account shall be operated in the name of the Group and cheques shall be signed by any two from the Chairman, Vice-Chairman, Honorary Secretary or Honorary Treasurer (or their deputies duly appointed by the Group).
 - (c) Proper books and records shall be kept by the Treasurer.
 - (d) Accounts for each financial year shall be drawn up, audited by a person who is not a member of the Group Committee, presented to the Group's Annual General Meeting and be sent to the main BRA Treasurer within two weeks of the Group's AGM.
- (5) Any amendments to Group Rules and any new rules must be passed by the Council before being presented to the Group members for their approval.
- (6) In the event of a Group being unable to form a committee to run its affairs, the Council will convene a Group Emergency General Meeting, the sole purpose of which will be to appoint a committee. Should this initiative fail, following reconciliation of the Group's balance sheet and membership totals, members of the Group will be given the opportunity to transfer to other Groups along with a proportionate amount from the closed Group's funds. The Council will then, in accordance with 5(1) above, give approval for Group closure and immediately take over the management of recovery of all Group assets for disposal within the Association.

6. SUBSCRIPTION FOR MEMBERSHIP

The annual subscription for membership becomes due on 1 January in each Financial Year. Each individual wishing to become a Member of the Association shall pay a joining fee in addition to the first year's subscription. Any changes to the subscription and joining fee shall be recommended by the Council and shall be voted on at the Annual General Meeting.

New members joining after 30 June will pay half the annual subscription but will still pay the joining fee. Those joining after 30 September will pay the full annual subscription and joining fee, which will cover them until the end of the following year.

Any Member who has not renewed their subscription by 31 March in any year will cease to be a Member and will not continue to receive membership benefits. Anyone who wishes to renew their membership after that date will need to reapply and pay a re-joining fee.

Each individual will be a Member of the Association in his or her own right.

7. COUNCIL

- (1) The Council shall consist of the following:

Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer, Information and Support Coordinator, Social Secretary, Membership Secretary, Magazine Editor, plus a Representative from each of the Groups
- (2) The Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer, Information and Support Coordinator, Social Secretary, Membership Secretary and Magazine Editor shall be elected at each Annual General Meeting. Where there is more than one candidate for a specific position, election shall be by secret ballot. The Chairman will be elected annually but may not serve for more than three consecutive years.
- (3) If a Group representative is unable to attend a meeting of the Council the relevant Group should endeavour to appoint a member of its committee to attend in temporary substitution for the substantive Representative.
- (4) Sub-Committees required by Council are to be chaired by an elected officer of the Council. All findings of these Committees will be reported to the Council for approval before members are notified.

- (5) The Council may co-opt any BRA member to fill Council officer vacancies which may occur in their ranks. If a Council Officer wishes to stand for the vacant position they must relinquish their currently held position to do so. Two Council positions cannot be held by one person.
- (6) Any Council officer who has been absent from Council Meetings for three consecutive meetings (without good reason) shall be deemed to have resigned from office and that seat may be filled by co-option. If any Council officer is absent for a prolonged period with the permission of the Council, the Council shall approve a deputy to act in his/her place.

8. POWERS AND INTERNAL MANAGEMENT OF COUNCIL

- (1) Subject to any express directive given at a General Meeting of the Association the Council shall have full powers to manage and run the affairs of the Association in furtherance of its objectives and as they reasonably consider to be in the interests of its members.
- (2) A Quorum of the Council shall consist of not fewer than seven members thereof provided that at least four elected members are present.
- (3) The Chairman, or in his/her absence the Vice-Chairman, or in the absence of both, an elected Member appointed as Chairman of the Meeting by those present, shall preside at each Council Meeting and shall, in addition to his/her own vote, have a casting vote whenever there shall be an equality of votes.
- (4) The Council shall meet as frequently as they may deem necessary, but not less frequently than at intervals of three months.

9. ANNUAL GENERAL MEETING

- (1) The Annual General Meeting shall be held not later than 31 March following the end of each accounting year.
- (2) Such Annual General Meeting shall
 - (a) Receive the Chairman's Report and Audited Accounts.
 - (b) Elect the Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer and other Council Officers.
 - (c) Appoint an Auditor for the current year.
 - (d) Vote on any proposed changes to the subscription for the following year.
 - (e) Consider and dispose of any resolutions put forward in accordance with Rule No. 12 (Alterations to Rules).
 - (f) Receive and discuss any other Resolutions which Members may wish to put forward of which due notice has been given to the Honorary Secretary by 31st January.
- (3)
 - (a) Twenty-eight days notice of the Annual General Meeting shall be sent to members at their last known address with a notification of the date, time and place of the Meeting.
 - (b) Each paid up Member shall have one vote. Where appropriate for those who are unable to attend the Meeting by reason of infirmity or who cannot attend due to being in gainful employment or absence from the Maltese Islands this can be arranged as a postal vote and must be received seven days prior to the AGM.
 - (c) The Chairman of the Council, or in his/her absence the Vice Chairman, or in the absence of both, an elected Member of the Council appointed as Chairman of the Meeting by those present shall preside at the Meeting and shall, in addition to his/her own vote, have a casting vote whenever there shall be an equality of votes.
 - (d) All duly proposed and seconded Resolutions put before the Meeting shall, subject to the provisions of Rule 12, be decided by a simple majority of votes. If a majority of members present so request it, such voting shall be by secret ballot.
- (4) **Nominations** for Council Officers, duly proposed and seconded, and with the written consent of the person nominated shall reach the Honorary Secretary by 31st January and members will be notified of the nominations not later than 28 days before the AGM.
- (5) **Quorum.** To constitute the meeting there must be at least 75 members present. If the requisite number of members is not present fifteen minutes after the time fixed for the meeting the meeting shall be postponed for not more than 28 days. At any subsequent meeting should there not again be the required Quorum then the Meeting will take place with the number of members present fifteen minutes after the advertised time.
- (6) **Attendance Register.** A register of attendance shall be signed by all paid up members attending the Meeting who shall be admitted only on production of their current membership card.

10. EXTRAORDINARY GENERAL MEETING

- (1) An Extraordinary General Meeting may be called by a majority of the Council to include at least four elected members of Council.
- (2) An Extraordinary General Meeting may be called at the written request of 60 fully paid-up members.

This must be sent to the Secretary of the Council accompanied by the proposed Resolution(s). It shall be held within 28 days of the written request being received by The Honorary Secretary.

- (3) At any Extraordinary General Meeting only the specified Resolution(s) shall be discussed.
- (4) Rule 9 (3) (b), (c) and (d), (5) and (6) shall apply to Extraordinary General Meetings.

11. ACCOUNTS AND AUDIT

- (1) Bank Accounts shall be operated in the name of the Association and cheques shall be signed by any two from the Chairman, Vice Chairman, Honorary Secretary or Honorary Treasurer or their deputies duly appointed by the Council.
- (2) Proper books and records shall be kept by the Honorary Treasurer.
- (3) Accounts for each financial year shall be drawn up, audited by the Association's Auditor and presented to the Annual General Meeting having first been submitted to the Council for approval.

12. ALTERATIONS TO RULES

Proposals to pass new RULES, or abolish or amend existing ones, shall be put in the form of Resolutions and sent to the Honorary Secretary in writing by 31st January. Members will be notified 28 days before the Annual General Meeting. Such Resolutions shall be considered at an Annual General Meeting. Alternatively, Resolutions shall be the subject of an Extraordinary General Meeting. Such Resolutions shall be carried by a majority vote of two thirds of members voting.

13. CANCELLATION/SUSPENSION OF MEMBERSHIP

- (1) The Council may consider membership cancellation/suspension of any member who has willfully acted against the rules of the Constitution or is considered to have brought the Association into disrepute. The Council is the only body that can authorise the cancellation/suspension of membership.
- (2) Any person seeking to apply for the cancellation/suspension of a member's membership of the Association is to submit to the Council in writing the reasons for so doing.
- (3) On receipt of an application for membership to be cancelled/suspended, the Council will convene a sub-Committee of two of its elected members, under the chairmanship of the Vice Chairman, to review the circumstances and report to the Council at its next meeting. The sub-Committee may, at its sole discretion, interview any member of the Association that the sub-Committee considers will assist it to come to a decision.
- (4) The sub-Committee, in reporting to the Council, will present its recommendations in writing and the presentation will form part of the minutes of that meeting.
- (5) The Council will consider the sub-committee's report. If the application is considered to have merit, the Council will meet with the member whose membership cancellation/suspension is under discussion. Following that meeting, the Council will vote on the matter. A 2/3rds majority of the total membership of the Council is required to (provisionally) approve the cancellation/suspension of membership.
- (6) The person, whose membership is to be cancelled/suspended shall then be so notified in writing by the Honorary Secretary and given fourteen (14) days in which to appeal. Any appeal, which must be in writing and sent by registered post, will be put before an independent Adjudicator appointed, from time to time, by the Council. The Council shall then consider the Adjudicator's report of any appeal and take a further vote on the proposal to cancel/suspend membership. Once again a two-thirds majority shall be required for the motion to cancel/suspend membership to be ratified or overturned.
- (7) Cancellation/suspension of membership, if agreed, is to be effective from the date of the Council's decision and the Honorary Secretary will notify all interested parties of the cancellation of membership or period of suspension.
- (8) If the original application for cancellation/suspension of membership is considered to be without merit, the applicant and the member will be advised of the Council's decision and the matter will be closed.
- (9) Any member who has had their membership cancelled/suspended is not eligible to attend any BRA activities or social functions in any capacity until and unless membership is reinstated or suspension lifted.
- (10) Any person whose membership has been cancelled may re-apply for membership after one calendar year and if this is approved, he/she will be required to pay the joining fee. A 2/3rds majority of the total membership of the Council is required to reinstate a member.

14. DISBANDMENT

In the event of the Association being disbanded, the Council shall convene an Extraordinary General Meeting to decide on the disposal of the assets.