

02 October 2018

**Notice of the Extraordinary General Assembly meeting of the Federation of Underwater Activities – Malta F.U.A.M. Tuesday 06 November 2018**

Dear member,

This is to advise you of the upcoming Extraordinary General Assembly of the members of F.U.A.M. in accordance with Article VIII of the Statute.

The details of this meeting are as follows:

<b>Date:</b>	Tuesday 06 November 2018
<b>Time:</b>	19 00 hrs
<b>Place:</b>	ATLAM SAC premises – Bahar ic Caghaq

Agenda:

1. State of Play of the VO registration application
2. Amendments to the FUAM Statute in line with the submissions made for the VO application

Attached please find a copy of the amendments to the Statute in Annex A.

A vote will be taken during this meeting therefore participation is encouraged.

Regards,

f/Therese Ellul

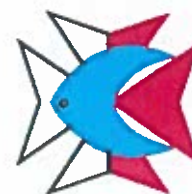
Secretary General



# Federation of Underwater Activities Malta (F.U.A.M.)

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04 October 2018

## F.U.A.M. Extraordinary General Meeting

06 November 2018 at 19 00 hrs

### Article II Charter

The Charter of the F.U.A.M is to encourage, promote and facilitate the national development of sporting, intellectual, educational and conservation aspects related to and in connection with the underwater environment.

The Organisation shall be non-profit making as defined in the Voluntary Organisations 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 Organisation.

### Article IV Address and Language

1. For the purpose of the conduct of affairs or activities of the F.U.A.M., the Maltese language shall be considered as the official one, whilst other languages shall be used as the need arises.
2. The official address of the Organization c/o Atlam Sub Aqua Club, Tul Il-Kosta, Bahar ic-Caghaq, in-Naxxar NXR9038 or such other address as may be determined by the Executive Committee from time to time. Any correspondence shall be addressed to P.O. Box 3, Sliema Post Office, or such other address as may be determined by the Executive Committee from time to time.

### Article VIII Changes to Statutes

1. The Statue of the F.U.A.M. may be altered, changed or amended at an Extraordinary General Assembly as provided herein, subject to the following conditions:
  - a. Any proposed change, amendment or alteration to the Statute must be forwarded to the Secretary General by **electronic or** registered mail not later than forty-five (45) days prior to the scheduled day of any Extraordinary General Assembly called for the purposes of dealing with such proposed changes, amendments or alterations to the Statute.
  - b. Any member in good standing with the F.U.A.M., has the right to propose changes to the Statute, by submitting any such amendment for consideration of the Executive Committee.
  - c. All proposed amendments, changes, or alterations shall be notified in writing and sent by **electronic or** registered mail by the Secretary General to all member organisations, members of the Executive Committee and the Chairmen of all Committees not less than thirty (30) days prior to the scheduled day of any Extraordinary General Assembly called for the purposes of dealing with such proposed changes, amendments or alterations to the Statute.

- d. Any change, alteration or amendment to the Statute shall only be made and be valid when a majority of at least two-thirds (2/3)(to the nearest whole vote) of all eligible votes as defined herein (Art XXIX), are in favour of such change, alteration or amendment. If a second meeting is to be called due to lack of quorum caused by insufficient attendance to the first meeting, then the Statute may be amended by 2/3 majority of those present.
  - e. Eligible votes as referred to in sub-paragraph (d) above are those votes which may be cast by any member or member organisations in accordance with the provisions of (Art. XXIX), of this statute, whether or not such votes are actually cast.
  - f. Any change, amendment or alteration to the Statute made pursuant to the provisions herein shall be notified by the Secretary General to all member organisations, all members of the Executive Committee and the Chairmen of all Committees and Commissions in writing and within thirty (30) days from the date upon which such resolution was made.
  - g. Any change, amendment or alteration to the Statute made pursuant to the provisions herein, shall only come into effect thirty (30) days after the date upon which such resolution was made.
2. Notwithstanding the provisions set forth above, non-compliance with Article VIII,1(c), and (f) shall not of itself render any such resolution invalid unless so directed by a subsequent Extraordinary Meeting of the Executive Committee called specifically for this purpose.

## **Article IX      Executive Committee**

### **1. Structure**

The officers of the Executive Committee shall consist of:

- a. President
- b. Secretary General
- c. Treasurer
- d. Marketing Officer
- e. Chairman of the Sporting Committee
- f. Chairman of the Technical Committee
- g. Chairman of the Scientific Committee  
and may also include
- h. Two Representatives of each Club/Association
- i. Four Representatives from all recognised C.M.A.S. / F.U.A.M. schools (4 in all)

## **Article XX Remuneration/Reimbursement of Office Bearers, Executive Committee and Committee Chairmen:**

- 1. As the F.U.A.M. is non-profit making organisation as per article V (k), all elected members of the General Assembly are to exercise their duties in a manner that will not involve any personal gains or profit. Any member of the Executive Committee may receive payment for ~~services~~ and/or reimbursement for traveling or other legitimate out of pocket expenses or costs incurred in carrying out the functions or responsibilities of office.

#### **Article XXIV Agreements with Non-Member Organizations:**

1. Without limiting the power and authority of the Executive Committee or any Committee or Commission of the F.U.A.M. to enter into commercial or other arrangements or agreements within their jurisdiction as provided in this statute, subject to the approval of the Executive Committee, a Committee, Commission or the Executive Committee, on behalf of the F.U.A.M., may enter into standard form agreements with a defined class or classes of non-member organizations and for an express common purpose.
2. Where a non-member organisation with which an agreement, as provided in paragraph 1 above, is against the interests of any member of the F.U.A.M. the subject of the contemplated agreement may affect the rights and/or standing of such Member, then full details shall be provided to the Member by **electronic or** registered mail who may, within thirty (30) days
  - (a) agree to the proposed agreement without reservation
  - (b) agree to the proposed agreement with reservation
  - (c) disagree with the proposed agreement.
3. Where, pursuant to paragraph 2 above, a Member agrees with reservation, or disagrees, then, whether or not the contemplated agreement was initiated or negotiated by the Executive Committee of its own volition or by a Committee or Commission, the Executive Committee shall consider the reasons for reservation or disagreement and may, in its sole discretion,
  - (a) not enter into the agreement or instruct that the agreement not be entered into
  - (b) approve or enter into the agreement on terms and conditions which protect the standing and integrity of the Member by directing that such goods or services as are intended to be provided by F.U.A.M. under such agreement are not provided directly to the non-member organisation, but are directed through the Member organisation who may make with the non-member organisation such commercial or other arrangements as deemed appropriate and approved by the Executive Committee.
4. Such non-member organizations with which agreements as provided herein are made shall include "Organizations Covenanted to the F.U.A.M." (Recognised C.M.A.S/ F.U.A.M. Schools) as otherwise provided in Article XV of this statute.
5. Such agreements shall be entered into only if beneficial to the F.U.A.M., or any Member organisation.

#### **Article XXVI Resignation, Suspension, Removal of Membership**

1. Suspension or Removal of Membership

Notwithstanding the powers of the Executive Committee, as provided in Article IX, any Member of the F.U.A.M. may have its membership suspended or removed. Removal for non-payment of membership subscription, fees, or any other indebtedness may be made at the direction of the Executive Committee at its absolute discretion at any time after the expiration of thirty (30) days from the due date for payment.

Suspension or removal of membership may otherwise be made either by the Executive Committee or a General Assembly at their absolute discretion. In particular where the Member, by its action or

inaction, fails to comply with the obligations of membership set forth in this statute, or acts in any way contrary to the best interests of the F.U.A.M.. This, after the Member has been given prior advise, 30 days before the date of the meeting where such suspension/removal is to be discussed, via electronic or registered mail. Such a decision would require 2/3 majority of eligible votes at the meeting.

Notification of suspension or removal of membership must be made by electronic or registered mail, sent to the last known address of the member so suspended or removed.

A suspended member may only have suspension removed if, in addition to satisfying any other condition imposed, all financial obligations to the F.U.A.M., including membership fees or subscriptions, are paid.

Any member suspended or removed from membership by the Executive Committee may appeal such suspension or removal to the next General Assembly meeting after the occurrence. Notice of appeal must be lodged with the F.U.A.M. no later than thirty (30) days after notification or suspension or removal of membership and be made by electronic or registered mail.

No appeal may be made where removal of membership arises from failure to pay membership subscription or fees.

#### Resignation of Membership

Resignations of membership must be made in writing and forwarded to the F.U.A.M. by electronic or registered mail.

Resignation does not relieve any Member from liability to pay any indebtedness to the F.U.A.M. arising or occurring prior to the date of resignation.

## Article XXf

### VII General Assembly-Occurrence and Function:

1. An informative General Assembly of the F.U.A.M. shall be held every January, with the Election of the new Committee every second year.
2. Notice of General Assembly meeting, as determined by the Executive Committee, shall be given in writing by electronic or registered mail by the Secretary General or President.
3. Such Notice of General Assembly meeting shall be given not less than thirty (30) days prior to the scheduled date of such meeting. Whilst a call for nominations and amendments, 60 days prior to such meeting.
4. Agendas including motions, nominations, or any other proposals or matters of business shall be circulated to members by electronic or registered mail not less than thirty (30) days prior to the scheduled date of the General Assembly meeting.
5. A "Quorum" at any General Assembly meeting shall be constituted by a voting power present at the meeting of not less than one half (to the nearest whole number) of all the eligible voting "Members" of the F.U.A.M..
6. The General Assembly may, by resolution carried by not less than two thirds (2/3) (to the nearest whole number) of the votes cast at the meeting, waive, vary or otherwise change the requirements as

set forth in paragraphs 4 hereof, to allow a specific matter or matters to be dealt with at that General Assembly meeting.

7. The General Assembly shall ordinarily, but not solely,
  - (a) receive, consider and, if necessary or appropriate, adopt or approve reports submitted by the President, Secretary General, Treasurer and, if separately, the Executive Committee.
  - (b) receive, consider and, if necessary or appropriate, adopt or approve the accounts of the F.U.A.M. for the period since the previous General Assembly meeting
  - (c) receive, consider and, if necessary or appropriate, adopt or approve proposals, recommendations or requests from the Principal Committees of the F.U.A.M.
  - (d) consider and determine any motions properly submitted pursuant to paragraph 4, hereof, subject to the proposer of such motion being either present or represented by a duly appointed delegate at the meeting.
  - (e) set the membership or affiliation fees to the F.U.A.M. for the forthcoming period or generally
  - (f) elect the members of the Executive Committee. (every second year)
  - (g) elect persons in the grade of "Honorary Member"
  - (h) deal with requirements and exercise all other powers as are otherwise provided in this Statute

#### Article XXX Elections:

1. Elections of the Executive Committee, shall be held at and by the General Assembly every two years
2. The General Assembly shall elect seven Executive Committee Members.  
These seven members, shall first nominate a temporary secretary who will then within fifteen (15) days of this Election convene a meeting, during which they shall elect from amongst themselves the following Officers:  
President, Secretary General, Treasurer, Marketing Officer, Technical Committee Chairman, Scientific Committee Chairman and Sporting Committee Chairman.  
A Vice President shall be elected from amongst the three Chairmen of the Principal Committees.
3. Nominations for members of the Executive Committee must be made by a "Member" of the F.U.A.M.
4. Nominations are to be made in writing and forwarded to the Office of the F.U.A.M. by electronic or registered mail to arrive not later than fifteen (15) days prior to the date of the relevant General Assembly meeting.
5. Nominations may include a resume or statement of the relevant experience, qualification or suitability of the nominee for any particular position.
6. Persons who are not of Maltese Nationality and/or have any commercial interests or relationships, up to the third degree, in any commercial outlet, which is in any way connected to any activities envisaged by this statute, may not be appointed to the posts of President, General Secretary, or Treasurer.

7. All nominations received shall be circulated to "Members" of the F.U.A.M. by electronic or registered mail not less than ten (10) days prior to the date of the General Assembly meeting at which voting will occur.
8. The Chairperson of the GA may open the floor for nominations of candidates, (who must still comply with the stipulated criteria), for the Executive Committee, only and if there are not enough nominations as stipulated by the Statute.
9. A person may be elected as provided in sub-clauses 1 to 8 hereof in absentia at the meeting at which such elections are held, as long as a letter of confirmation of acceptance of such candidature is presented by those nominating him.

#### **Article XXXIII Resignation and/or Relinquishing of Office:**

1. Any member of the Executive Committee, or Chairman of any Commission, relinquishing office or resigning between meetings of the General Assembly shall forward notice in writing to the Secretary General via electronic or registered mail.
2. The Executive Board may appoint a person to fill any position left vacant by resignation or inability to act until such time as the position is filled at the next General Assembly or longer if not so filled.
3. Any person so resigning or relinquishing office shall cause to be delivered to the headquarters of the F.U.A.M., within thirty (30) days all records, reports, documents, property, correspondence and any other item or thing in which the F.U.A.M. has a proprietary interest.

#### **Article XXXIIL Appointment of ~~Auditors~~ Internal Reviewers:**

1. The accounts of the F.U.A.M. shall be audited at the closing of the books of account for the period immediately preceding a General Assembly such that the audited accounts may be presented to that meeting of the General Assembly.
2. The Executive Committee shall, at a meeting of the Committee held prior to the closing date of the books of account as referred in paragraph 1 hereof, appoint as ~~auditor~~ internal reviewer any person of suitable qualifications.
3. Notwithstanding the provisions of paragraphs 1 and 2 above, the Executive Committee may, at their sole discretion, order an audit of any or all accounts of aspects of the activities of the F.U.A.M. at any time and appoint an external auditor or auditors to carry out such function.
4. The rights and powers of internal reviewers and external auditors appointed to call for, peruse, investigate or question any member of the Executive Committee, Committee or Commission, or any employee or appointee, or any document, record, account or activity in pursuance of any audit shall be unlimited.

#### **Article XLI Dissolution or Winding up:**

1. The F.U.A.M. may be wound up or dissolved by resolution of an Extraordinary General Assembly meeting called specifically for such purpose.



2. Such resolution to be effective must be carried by two-thirds (2/3) (to the nearest whole vote) of all eligible votes as defined in Article XXIX of this statute.
3. Within fourteen (14) days of the passing of a resolution for winding up the President and the Secretary General shall appoint a liquidator to deal with all assets, liabilities or any other matter or thing relevant to the winding up.
4. In the event that after realization of all assets of the F.U.A.M. and satisfaction of all liabilities there remains any asset, whether in the form of funds or otherwise, then such asset shall be donated or distributed to non-profit organizations, which have, in the sole discretion of the President and Secretary General (as they were prior to dissolution), aims and objectives, whether in whole or in part, similar to the aims and objectives of the F.U.A.M.
5. No part of the income, capital or property is or shall be made available directly or indirectly to any individual promoter, founder, member, administrator, donor or any other private interest.
6. No remuneration, except by way of remuneration as stipulated in Article XX (1) shall be paid to any member of the Executive Committee in respect of their office.

**DECLARATION**

1. The amendments to the statute have been approved during an Extraordinary General Meeting held on .....,and is being certified by all the Executive Committee.

Signed: \_\_\_\_\_

Chairperson (*President*)

Signed: \_\_\_\_\_

Vice President

Signed: \_\_\_\_\_

Secretary General

Signed: \_\_\_\_\_

Treasurer

**Additional Members: *List all the Executive Committee***

Signed: \_\_\_\_\_

Member

Signed: \_\_\_\_\_

Member

Signed: \_\_\_\_\_

Member

Signed: \_\_\_\_\_

Member

Signed: \_\_\_\_\_

Member

Signed: \_\_\_\_\_

Member