



STATUTE

NAME AND ADDRESS

1. The Foundation shall be known as *Philosophy Sharing Foundation*.
2. The seat of the Foundation shall be the tenement externally numbered 129, Saint Paul's Street, Valletta, or such other address as the Steering Committee of the Malta branch of the Foundation may from time to time determine.

LEGAL PERSONALITY

3. The Foundation shall be an autonomous body corporate of a non-commercial nature with a distinct legal personality and, subject to the provisions of this statute, be capable of entering into contracts, of acquiring, holding and disposing of property, movable and immovable, by any title, of suing or of being sued, of having and using its proper seal, and of doing all such things and entering into such obligations and transactions as are incidental and/or conducive to its proper functions.

MISSION

4. The Foundation shall be a non-profit making organisation.
5. The Foundation shall not adhere or profess to any single creed or ideology.
6. The official languages of the Foundation shall be Maltese and English.
7. The Mission Statement of the Foundation shall read as follows:

THE MISSION OF *PHILOSOPHY SHARING FOUNDATION* IS TO BRING TOGETHER PHILOSOPHY ENTHUSIASTS; TO INSPIRE, STRENGTHEN AND PROMOTE PHILOSOPHICAL ACTIVITY IN THE MALTESE ISLANDS; AND TO CONTRIBUTE TOWARDS SOCIETY THROUGH PHILOSOPHY.

OBJECTIVES

8. The objectives of the Foundation shall include:
 - a. to bring together Maltese philosophers, facilitate discussion of their ideas, and encourage their work;
 - b. to promote philosophical investigation;
 - c. to share philosophical ideas with the Maltese public;
 - d. to assist the documentation, compilation, safe-keeping, and accessibility of the works of Maltese philosophers;
 - e. to disseminate information on Maltese philosophers, their work and their ideas;
 - f. to foster the participation of Maltese philosophers in public debates; and
 - g. to further philosophical understanding and knowledge in general.

ACTIVITIES

9. The activities of the Foundation shall include:
 - a. organising encounters for Maltese philosophers;
 - b. encouraging and facilitating the writing, publication and distribution of works by Maltese philosophers;
 - c. furthering research on past and present Maltese philosophers;
 - d. establishing a central archive with the works of Maltese philosophers;
 - e. coordinating courses, meetings, seminars, conferences and such like gatherings; and
 - f. collaborating with entities which can aid the Foundation in its objectives and activities.

POWERS

10. For the purpose of attaining the above objectives, the Foundation shall have all such powers exercisable by its Steering Committees as may be necessary. Without prejudice to the generality of the foregoing, the Steering Committees shall have the power to:
 - a. accept and receive funds or other property, movable or immovable, from governments, international organisations, foundations, agencies, commercial entities, individuals or any other source, whether *inter vivos* or *causa mortis*;
 - b. enter into any agreement whatsoever with any person and/or any other entity in the exercise of its functions and in the attainment of its objectives;

- c. on its own, or with others, set up other entities in furtherance of its aims and objectives; and
- d. perform all acts and functions incidental or conducive to the attainment and furtherance of its objective.

LEGAL REPRESENTATION

11. The legal representation of the Foundation shall vest in the General Secretary of the Foundation or, in his/her absence, whoever the General Secretary designates from amongst the Directors of the respective branches of the Foundation in their capacity as Deputy General Secretaries.

MEMBERSHIP

12. The Foundation shall grant membership to who, graduate in Philosophy or not, agrees with the mission and objectives of the Foundation, and is prepared to adhere to the provisions of this Deed.
13. Members shall pay an annual membership, the amount of which the Steering Committees of the Foundation may decide from time to time, provided that the Steering Committees may, in particular cases, waive the membership fee altogether or reduce its amount.

DIRECTION AND MANAGEMENT

14. The Foundation shall be governed by a General Secretary and a Steering Committee for each of its branches, which Committees shall consist of not less than five (5) and not more than nine (9) members, two (2) of which shall be philosophy graduates, and amongst which members of the respective Steering Committees one (1) shall be a Director, another a Deputy Director, another a Secretary, another a Treasurer, and others as shall be deemed fit.
15. The duties of the General Secretary of the Foundation shall be:
 - a. to preside over the whole Foundation and act as its Legal Representative;
 - b. to ascertain the satisfactory development and management of the Foundation, ensuring that its branches always run to high levels of effectiveness and efficiency;
 - c. to ensure that all capital, income, funds and other assets derived by the branches of the Foundation are administered appropriately and invested into the respective branches themselves;
 - d. to vet the yearly financial projections of the Foundation's branches;
 - e. to oversee the sharing of expenses between the Foundation's branches in relation to common endeavours;
 - f. to direct the appropriate allocation between the Foundation's branches of common funds received by the Foundation;
 - g. to manage and facilitate the transfer of funds from one branch of the Foundation to the other from time to time according to need; and
 - h. to perform such other functions which the Steering Committees may propose from time to time.
16. The duties of the Directors of the branches of the Foundation shall be:
 - a. to act as Deputy General Secretaries;
 - b. to ascertain the satisfactory development and management of their respective branches, ensuring that they run to high levels of effectiveness and efficiency;
 - c. to ensure that all capital, income, funds and other assets derived by their respective branch of the Foundation are administered appropriately and invested into their respective branch itself; and
 - d. to perform such other functions which the General Secretary and/or their respective Steering Committee may propose from time to time.
17. The General Secretary of the Foundation and the members of the Steering Committees should be persons who, in the opinion of the Foundation's members, can best inspire trust and confidence in the Foundation and its mission, and who can make a valid contribution to it through their experience.
18. The General Secretary shall be elected for a period of five (5) years and may be reappointed successively only once (1) by the general approbation of all the members of the Foundation's Steering Committees. The election of new General Secretary shall be held in the following manner:
 - a. An Electoral Commission, composed of the General Secretary and the Directors of the Foundation's branches, shall issue a public call for applications three (3) months prior to the termination of the previous mandate.
 - b. The Electoral Commission shall review applications and conduct individual interviews with the applicants, and make a choice of two (2) candidates.
 - c. The choice of the General Secretary shall be made at an extraordinary general meeting of all the Foundation's members by a simple majority of a secret ballot.
 - d. In the absence of a majority, the members of the Electoral Commission shall decide the matter by a further single ballot.
19. The members of the Steering Committees shall be elected for a period of two (2) years and may be indefinitely reappointed for successive periods of one (1) year each in case of no contest.

20. The Steering Committees shall have the following functions:
 - a. to ascertain the satisfactory development and management of their respective branches, ensuring that they always run to high levels of effectiveness and efficiency;
 - b. to invest and administer all capital, income, funds and other assets derived by their respective branches into the respective branches themselves; and
 - c. to perform such other functions which the Steering Committees may deem necessary from time to time.
21. Without prejudice to the above, the Steering Committees may appoint such other committees as they may from time to time deem necessary for the better carrying out of any of their functions.
22. The Steering Committees may, if deemed necessary, co-opt other members or non-members of the Foundation to form part of the Steering Committees without the right to vote, and may also seek legal advice from third parties.
23. The Steering Committees shall meet at least on a monthly basis.
24. All decisions of the Steering Committees shall preferably be taken by consensus, failing which a decision shall be taken by a simple majority of those present.
25. The General Secretary of the Foundation, or in his/her absence the Directors of the respective branches, shall preside over meetings of the Steering Committees and each shall have, in the absence of a majority, an original vote as well as a casting vote.
26. The Steering Committees shall regulate their own procedure, and any vacancy in their composition shall not operate to bar the Steering Committees from continuing to perform their functions, provided that the quorum required for sittings of the Steering Committees shall be a number of members greater than half the serving members of the respective Steering Committees.
27. Two-thirds (2/3) of the members of the Foundation have the power to remove the General Secretary or any other member of the Steering Committees if they consistently act in a manner prejudicial to the interests and purposes of the Foundation or have persistently neglected any of their duties.

ANNUAL GENERAL MEETINGS

28. Each branch of the Foundation shall convene an Annual General Meeting at the end of each year of activity.
29. The Annual General Meetings shall have the following functions:
 - a. appoint members of the respective Steering Committees for the next year of activity;
 - b. review the work done during the preceding year of activity;
 - c. discuss and adopt amendments to this Statute; and
 - d. approve the audited accounts of the respective branch and cause them to be published
30. All decisions of the Annual General Meetings shall preferably be taken by consensus, failing which a decision shall be taken by a simple majority of those present.
31. The Annual General Meetings shall regulate their own procedure.
32. The quorum required for the Annual General Meetings shall be twenty-five (25) percent of the paid registered members of the respective branches.

FINANCE

33. The Steering Committees shall have the power to raise funds, and if required, receive donations and borrow from financial institutions.
34. The Steering Committees shall have the power to open one or more Bank Accounts relating to the respective branches and to draw cheques relative thereto. All cheques and other instruments relative to any Bank Account of the respective branches shall be signed jointly by any two members of the respective Steering Committees as authorised by the respective Steering Committees for that purpose.
35. The principle of proportionality according to the respective number of members of the Foundation's branches shall be applied to:
 - a. the payment of expenses incurred by Foundation's common endeavours;
 - b. the allocation of funds received by the Foundation by way of bequest, legacy, donation, endowment, and any such other means; and
 - c. any other income or expenditure sustained by the Foundation as a whole.
36. The transfer of funds from one branch of the Foundation to another shall be:
 - a. managed and facilitated by the General Secretary;
 - b. initiated either on the General Secretary's own initiative and/or when requested by a branch; and
 - c. effected subject to the approval of the contributing branch.

EMPLOYEES

37. The Steering Committees shall retain the right and responsibility to take all necessary measures to ensure that the respective branches shall be always in conformity with national policy on the management of information.
38. The Steering Committees shall have the power to exercise disciplinary control over persons employed at the respective branches.

AUDIT

39. An Annual Report and the accounts of each branch of the Foundation shall be made for each calendar year. These accounts shall be audited by certified public accountants and auditors nominated for this purpose by the respective Steering Committees subject that the respective branches had enough funds to carry out such an exercise. The audited accounts shall be submitted to the Annual General Meetings and forwarded to the General Secretary who shall authorise their publication.

AMENDMENTS

40. This Statute may only be altered by two-thirds (2/3) of the serving members of each Steering Committee, and not until ratified by two-thirds (2/3) of the each Annual General Meeting.

WINDING UP

41. In the event that the members of the Foundation are of the opinion that, in the circumstances allowed by law, the Foundation is to be dissolved, they shall advise the respective Steering Committees and/or the General Secretary of the Foundation to this effect, and thereupon, by the approval of the Steering Committees, the General Secretary may dissolve the Foundation.
42. In the event that the functions of the Foundation are transferred to another foundation with similar purposes, the latter shall also receive all the Foundation's assets subject to the approval of the General Secretary. Failing this event, all the assets of the Foundation shall be donated to the National Archives of Malta.

EMBLEM AND SEAL

43. The Foundation and each of its branches shall use as its emblem the words *philosophy sharing*, and *malta & gozo*, alongside a trademark cinquefoil with all black petals save one green, as shown hereunder:



44. The Foundation and each of its branches shall use as its seal the words *Philosophy Sharing Foundation*, and *Malta - Gozo*, around a trademark cinquefoil with all black petals save one toned, as shown hereunder:



The original version of this Statute came into force on 12 May 2012. Various minor amendments were made thereafter. This version, bearing substantial amendments, was approved and came into force on 7 February 2018.