

# **Articles of Malta Association of Hospital Pharmacists (MAHP) Statute Non-Profitable Organisation**

## **Article 1. Name and Headquarters**

1.1 The Malta Association of Hospital Pharmacists (MAHP) from now on referred to as 'The Association' shall be a non-profit making organisation.

1.2 The Headquarters of the Association shall be established at a location in Malta to be determined by the Annual General Meeting.

## **Article 2. Aims and Objectives of the Association**

2.1 The aim of the Association shall be solely the promotion and professional development of hospital pharmacy in Malta. This association shall **not** in any way act as a union for the pharmaceutical profession.

2.2 In pursuance of this aim, the Association intends to follow the European Association of Hospital Pharmacy objectives:

- to promote and further develop hospital pharmacy
- to unite into one group hospital pharmacists whose professional activities are concerned with hospital pharmacy
- to foster a better understanding of the principles and practice of hospital pharmacy and maintain general joint pharmaceutical principles and a joint pharmaceutical policy, in the interest of public health and patients
- to promote better care for hospitalised patients
- to promote education and training of hospital pharmacists in Malta, in order to allow hospital pharmacists in Malta to contribute optimally to public health
- to encourage standards of practice across all hospital pharmacies in Malta
- to encourage research in all aspects of hospital pharmacy
- to promote co-operation between the different hospital pharmacies in Malta
- to facilitate the collection, exchange and dissemination of relevant information among hospital pharmacists
- to support and uphold the common interests of hospital pharmacists in Malta
- to collaborate with other national or international hospital pharmacy associations.

- to establish and maintain effective collaboration with governments, governmental organisations, professional bodies and other groups or individuals concerned with hospital pharmacy.

### **Article 3. Members**

3.1 The Association shall be composed of at least ten members.

3.2 An individual shall become a member upon making written application to the Board of the Association and meeting the criteria for membership set by the Board.

3.3 An individual shall be eligible for membership if at the time of registration or renewal is employed as a hospital pharmacist.

3.4 All members of the Association shall be required to pay an annual subscription, the amount being fixed by the Annual General Meeting on the proposal of the Board of MAHP. Any member who has not paid the subscription by 31 December of each year shall automatically cease to be a member, associate member or emeritus member of the Association.

3.5 Members, associate members and emeritus members (or their heirs) who cease to belong to the Association, shall have no claim on its assets.

3.6 Members may tender their resignation by ordinary letter addressed to the General Secretary.

3.7 Expulsion of a member may be decided by the Annual General Meeting by a majority of two thirds of the votes present or by failure of payment of subscription.

### **Article 4. Executive Committee Board of the Association**

4.1 The Executive Committee Board of the Association is appointed by the Annual General Meeting.

4.2 The Executive Committee Board of the Association shall consist of a President, Vice-President, General Secretary, Treasurer and Chairperson for Professional Development.

4.3 In the absence of the President, the Vice-President will deputize.

4.4 The Executive Committee Board will delegate day-to-day management of the Association to its President, to the General Secretary, to the Treasurer and to the Chairperson for Professional Development.

4.5 Only members of the Association shall be eligible to serve on the Committee Board and only members will have the right to vote for the election of Board members.

4.6 The Board shall have powers of management and administration subject to the prerogatives of the Annual General Meeting of MAHP.

4.7 The Board shall have authority to hire personnel and material if needed for the administration of the Association's activities.

4.8 The Executive Committee Board shall meet not less than twice a year and draw up its own rules of procedure.

4.9 All documents binding on the Association shall, save where special powers are conferred, be signed by two members of the Board, one of whom must be the President and the other either the General Secretary or the Treasurer.

4.10 Members of the Board may be removed from office by the Annual General Meeting by decision of a two-thirds majority of members' voting.

4.11 Duties as members of the Board shall be unpaid.

4.12 The members of the Board are elected in office for a period of two (2) years. Their mandate ends at the ordinary Annual General Meeting of the said second year. Each Board member is eligible for re-election.

4.13 If the number of interested individuals to form part of the Executive Committee Board does not exceed the amount of vacant posts these post will be occupied automatically by the interested individuals.

4.14 The Executive Committee Board will assign roles to the committee members by vote.

## **Article 5. Duties of Board members**

5.1 All Board members are responsible to the Annual General Meeting of members.

5.2 The President shall preside over all meetings of the membership, of the Board and shall perform such other duties from time-to-time as may be required by the Board or by the Annual General Meeting.

5.3 The General Secretary shall keep records of all meetings of the Board and Annual General Meeting in a Register signed by the President and General Secretary and kept by the General Secretary who shall hold it at the disposal of members of the Association.

5.4 The General Secretary shall maintain a directory of members and be responsible for convening meetings of members and of the Board.

5.5 The Treasurer shall receive all monies due to the Association and shall disburse such sums as are necessary to meet lawful indebtedness incurred and authorised by a vote of the Board or Annual General Meeting.

5.6 The Treasurer shall on behalf of the Association be responsible for all funds and securities of any type and deposit the same in the name of the Association in such bank or banks as the Board may direct and shall have custody of all property of the Association and hold the same subject to the order and direction of the Association and shall invest and re-invest surplus funds subject to the order and direction of the Board.

5.7 The Treasurer shall prepare a budget annually for the succeeding year and shall arrange to have the accounts audited annually for the preceding year and shall render to the Association annually an accurate account of all sums received and disbursed during the preceding financial year and of the report of the audit made of the accounts.

5.8 The Treasurer and President shall sign all contracts and other instruments entered into by the Association or the Board acting for the Association.

5.9 The Treasurer shall perform such other duties as may be properly required of him/her by action of the Board or Annual General Meeting at duly constituted meetings.

5.10 The Chairperson for Professional Development shall be responsible to organize at least ten (10) continued education sessions related to hospital pharmacy over a year.

## **Article 6. Meetings of the Board**

6.1 The President shall be the chairperson of the Board. In the absence of the President, the Vice-President or failing him/her, the General Secretary will chair the meeting of the Board. In the event of the incapacity of the President, the Vice-President will assume office as soon as is practicable.

6.2 At least one half of the members of the Board shall constitute a quorum.

6.3 The Board shall have power to fill vacancies on the Board until the next General Meeting of the Association.

6.4 The Board shall have power to make and amend rules for its own procedures and shall keep records of such rules.

6.5 The Board shall have power to authorise expenditure of money for the conduct of its business in accordance with the aims and objectives of the Association.

6.6 The Board shall adopt before each financial year a budget for the operations of the Association for the ensuing year.

6.7 If one third of members of the Board present so request, the minutes shall include a record of those members of the Board voting for and against a motion.

6.8 The Board shall publish a summary of its proceedings and decisions for the members.

6.9 The Board shall have power to confer with such other organisations as it deems fit in order to plan for cooperating committees or otherwise to develop relationships with organisations.

6.10 The Board shall take all necessary steps to carry out any programme determined by vote of the General Meeting and not otherwise provided for.

6.11 Legal proceedings, whether as plaintiff or defendant, shall be attended to on behalf of the Association by the President, or other persons authorised by the Board.

## **Article 7. Annual General Meeting**

7.1 The Annual General Meeting is composed of all the members of the Association.

7.2 The Annual General Meeting meets at least once a year or as often as decided by the Board on the date, place and time designated in the Notice of Meeting. The Notice of Meeting should be sent by e-mail under the direction of the Board to all the members sixty (60) days in advance and the proposed agenda should be drawn up and communicated thirty (30) days in advance. Any member may request to add additional topics to the agenda at least 14 calendar days prior to the meeting. The final agenda to be discussed shall be sent to the members not less than 7 calendar days before the meeting.

7.3 An Annual General Meeting shall be deemed properly constituted and has the quorum when at least one half of the members are present at the meeting. Should this quorum not be reached, a second Annual General Meeting may be convened in thirty (30) days time, provided that this procedure is announced in the convening notice, and may deliberate validly irrespective of the number of the members present.

7.4 The Annual General Meeting is chaired by the President or by the Vice-President in the President's absence. The minutes of the meeting are drawn up by the General Secretary, under the responsibility of the President and are confirmed by the following Annual General Meeting. The draft of the minutes of the Annual General Meeting's meeting shall be sent to the attendees of the latter for comments no later than 60 days after the meeting for a minimum commenting period of 14 calendar days after circulation. The final minutes shall be signed by the chairperson of the meeting and another attending member and shall be sent to all members and Interested parties not later than sixty (60) calendar days after the following Annual General Meeting. The original minutes shall be kept in a separate register at the registered office of the Association, where any member may consult them.

7.5 The Annual General Meeting shall take decisions by an absolute majority of votes of the members present. Abstentions, blank or invalid votes do not count for obtaining the majority.

7.6 Voting can be done by show of hand or by secret ballot. Each member has one vote in the General meeting. Voting by secret ballot takes place for the appointment of the Board members and for any other purposes when requested by a minimum of one of the members present in the meeting. Nominations for vacant offices on the Board should be sent to the Board in a manner agreed by the Board at least sixty (60) days before the Annual General Meeting. The list of nominations will be communicated to members together with the proposed agenda thirty (30) days before the Annual General Meeting.

7.7 If the number of nominees exceeds the number of board member posts, an Election Committee will be set up, and an election will be held. Board members should be elected by name and majority of votes. The choice of role or post will be given to elected members according to the number of votes obtained.

7.8 If the number of nominees is equal to the number of board member posts, an election is not necessary. Posts will be decided amongst the board members.

7.9 Should an absolute majority of votes not be obtained when voting for individuals as members of the board, a second ballot shall take place between the two individuals obtaining the most votes.

7.10 Should more than two individuals obtain the most votes, all of them will share in the second ballot. In case of a tie of votes, or when a simple majority of

votes is not obtained, the two individuals who together received the highest number of votes in both ballots shall be voted on again.

#### 7.11 Role of the Annual General Meeting:

- lay down the general policy of the Association
- receive the General Secretary's report
- the Accounts for the preceding financial year(s) shall be presented by the Treasurer
- appoint and dismiss Board members
- vote of the structure of the Board
- consider and vote on applications for membership
- exclude a member from the Association
- discuss all items agreed for inclusion on the substantive agenda. However, binding decisions may not be taken on any matter not appearing on the proposed and circulated agenda
- vote on the strategy, priorities and targets of MAHP as proposed by the Board
- shall vote on the budget for the succeeding financial year and shall fix the amount of members' subscriptions
- determine the amount of the membership fee based on criteria proposed by EAHP
- vote on the Association annual reports presented by Board members
- vote on the annual accounts and the budget
- vote by ballot on the replacement of outgoing members of the Board and decide if need be on their removal from office
- vote on any decision to initiate legal proceedings
- amend the statutes
- dissolve the Association
- have the residual powers not allocated to the Board by these statutes or the law
- vote the Association's Internal Rules
- shall confirm the date, time and place of forthcoming meetings.

7.12 An Extraordinary General Meeting may be convened by the Board if a minimum of one third of the members of the Association so request in writing to the President of the Association. The written request should include the reason and motivation for such an Extraordinary General Meeting and a preliminary

agenda. Such Extraordinary General Meeting must be convened within sixty (60) days on receipt of the request and the proposed agenda should be sent to members thirty (30) days in advance of the Extraordinary General Meeting.

### **Article 8. Working Language**

8.1 The working language of the Association shall be English.

### **Article 9: Amendment to the articles of Association**

9.1 A proposal for amendment to the articles of the Association can be made by the Board or by at least two members, at least ninety (90) days before the Annual General Meeting, unless exceptional events oblige the requesters not to respect this deadline. Such a proposal can only be considered by a Annual General Meeting.

9.2 The decision to amend the articles of Association requires a majority of at least two third of the votes during a general assembly in which at least two third of the members is present.

9.3 If at the Annual general meeting at least two thirds of the members are not present, a second Annual general meeting may be convened in line with article 7.3. The meeting mentioned in the previous sentence has to be convened in thirty (30) days time, provided that this procedure is announced in the convening notice, and may deliberate validly irrespective of the number of the members present.

### **Article 10. Dissolution**

10.1 Any demand for dissolving the Association must be supported in writing by at least three quarters of all of the members of the Association.

10.2 The decision to dissolve shall only be validly adopted provided it is supported in writing by at least three quarters of the members of the Association.

10.3 In the event of dissolution, the Annual General Meeting shall designate one or more liquidators to be responsible for liquidating the property of the Association. The Annual General Meeting shall likewise designate a non-profit making scientific organisation to which the remaining funds are to be transferred.



## **Article 11. By-laws and Addenda**

11.1 A General Meeting can add on any new procedures as by-laws or addenda to the statute.