**Foundation for Muslims in Malta Charter**

Article 1 – Name

**Name**,hereinafter ‘**xxx’** shall be an independent, voluntary and non-profit foundation.

Article 2 – Purpose and Aims

**Xxx** is strongly committed to … and is therefore established with the following aims:

* 1. …;
  2. …; and
  3. ….

Article 3 – Activities

In order to achieve its Purpose and Aims, **xxx** shall be engaged in:

1. …;
2. …;
3. …;
4. …;
5. ….

Article 4 – The Board of Administrators

1. The Foundation shall be governed by a Board of Administrators, which shall be responsible for and determine the general policy for performing, carrying out and exercising the objects, functions and powers of the Foundation in accordance with this Charter.
2. The Board of Administrators shall be empowered to do all that it shall deem necessary for the attainment of the objects, the performance of the functions and the exercise of the powers of the Foundation and for such purpose, but without limitation to the generality of the above, the Board of Administrators shall be empowered:
   1. to decide on the Foundation’s annual projects, programs, initiatives or activities and to seek, allocate and administer funds required to carry out such projects, programs, initiatives or activities;
   2. to acquire property, under any title, onerous or gratuitous, for and on behalf of the Foundation;
   3. to employ or engage the services of any person or company whose work, services or expertise are required by the Foundation in the attainment of its objects remunerating or paying such persons accordingly;
   4. to open and manage bank accounts for and on behalf of the Foundation;
   5. to invest any monies not immediately required for the purposes of the Foundation;
   6. in general, to administer the property, movable and immovable, bestowed upon or acquired by the Foundation as it deems best to attain the objects, perform the functions and exercise the powers of the Foundation; and

subject to the prior unanimous approval by **all** the members of the Board of Administrators :

* 1. to sell, let, dispose of or turn to account all or any of the property or assets of the Foundation;
  2. to obtain loans, overdrafts, credits and other financial or monetary facilities without limit and to otherwise borrow and raise money in such manner as the Board of Administrators may deem fit and to secure the repayment of any money borrowed, raised or owing by privilege, hypothec or by any such charge over the property or assets of the Foundation both present and future; and
  3. to enter into any guarantee, contract of indemnity or surety ship and to secure its obligations under such guarantee, indemnity or surety ship with hypothecs or privileges, general or special, over any of its property or assets both present and future.

1. Saving the first members of the Board of Administrators of the Foundation, which shall be appointed by the Founders, the members of the Board of Administrators (hereinafter the “Administrators” and each of them an “Administrator”) shall be appointed by the Annual General Meeting of the Members of the Foundation.
2. Members wishing to run for the election to the Board of Administrators may only do so if they satisfy the following criteria:
   1. must have been an active member of the Foundation for the past three (3) years;
   2. must been a person of reputable character, with a clean police conduct; and
   3. must hold the same religious belief as that of the Foundation.

In addition to the above, any Member wishing to contest the election must be must be supported by 50% of the Members of the Foundation;

(This article in my opinion does not make sense. Normally any candidate needs a ‘nominee’ and a ‘secondant’. Then the members will vote in the AGM for the candidates. Asking for 50% support is doing mini elections before.)

1. The number of Administrators shall be determined from time to time by the General Meeting of the Members of the Foundation but shall not be less than three (3) and no more than (7).
2. The Chairman and the Board of Administrators shall serve and hold office for a term of three (3) years from the date of appointment. Retiring and outgoing Administrators may be re-appointed to further terms of three (3) years. Administrators may at any time be removed from office by the Annual General Meeting or an Extraordinary General Meeting of the Members of the Foundation in case of proved misconduct or abandonment of their duties.
3. In the first meeting of the Board of Administrators, the Board shall appoint the Chairman of the Board of Administrators for the term of three (3) years. The Chairman shall be appointed from one of the Founding Members and shall have a casting vote in the event of an equality of votes.
4. The Board of Administrators shall appoint one of the Administrators to be the Director of the Foundation for a period of three (3) years. Under no circumstances may the Chairman be appointed as Director.
5. The Director shall be responsible for the operations of the Foundation and shall report to the Board of Administrators and shall provide the Board of Administrators Six-Monthly written Reports.
6. The Board of Administrators shall meet regularly and at least once every three (3) months to discuss and decide on the overall running of the Foundation, draw up its policies and future plans and generally to discuss and dispatch any such matters they deem necessary, expedient and conducive for the Foundation to attain its objects.
7. The Board of Administrators shall regulate its own procedure, and any vacancy in its composition shall not operate so as to bar the Board of Administrators from continuing to perform its functions.
8. Legal and judicial representation of the Foundation shall be vested in the Chairman or in any other person duly authorised for this purpose by the Board of Administrators.
9. The Board of Administrators shall be responsible for convening the Annual and Extraordinary General Meetings of the Members of the Foundation. The Board of Administrators shall prepare Six-Monthly Reports on the activities, finances, performance and plans of the Foundation and Annual Reports on the activities, finances, performance and plans of the Foundation for presentation and discussion during the General Meetings of the Members of the Foundation.
10. The Board of Administrators may from time to time recommend to the Annual General Meeting of the Members of the Foundation changes they deem necessary to the text of this Charter.

###### The Founder members of the Foundation are [x], [x] and [x]

1. Article 5 – Honorary Patrons

The Board of Administrators may from time to time nominate and appoint persons of distinction who have served and made a notable contribution to the Foundation and the attainment of its objects as Honorary Patrons of the Foundation on such terms as may from time to time be determined by the Board of Administrators.

###### Article 6 – Members of the Foundation

1. The Founders shall be the Founding Members and the first voting Members of the Foundation and shall retain membership of the Foundation for life or until they resign their membership or they otherwise cease to be Members in terms of this Charter.
2. The Members of the Foundation shall meet not less than once every calendar year in an Annual General Meeting to discuss the activities of the Foundation since the last General Meeting, to elect new Administrators to fill any vacancies in the Board of Administrators that may arise due to expiry of term of office, resignation or other reasons. The Annual General Meeting shall regulate its own procedure as the Members of the Foundation shall deem fit.
3. The Annual General Meeting shall review the Annual Administrative and Financial Reports prepared by the Board of Administrators and discuss the plans of the Foundation for the next year making its non-binding recommendations to the Board of Administrators accordingly.
4. The manner and the condition for the admission of new Members including without limitation the term of any such membership, the payment of membership fees and whether such new Member shall be entitled to vote at Annual General Meetings shall be in accordance with Membership Rules that the Annual General Meeting of the Members of the Foundation may adopt from time to time.
5. The Board of Administrators shall have the right to expel Members of the Foundation in the event that that a Member acts against the interest of the Foundation, or acts against the purpose and aims of the Charter. This decision shall be taken with the unanimous vote of all the members of the Board of Administration.
6. The Founding Members shall be exempt from the payment of any membership fees.
7. The quorum for General Meetings of the Members of the Foundation shall be fifty percent (50%) of the entitled voting members of the Foundation at that time.
8. Members of the Foundation may attend, and if they are voting Members vote, at General Meetings of the Members of the Foundation either in person or by proxy. (I do not agree with the idea of proxy since this could imply that you are giving the right of vote to possibly a non-member since ‘proxy’ is not defined)
9. Unless provided otherwise in this Charter all decisions by the Annual General Meeting of the Members shall be by simple majority of the Members entitled to vote and present at that General Meeting.
10. All votes taken at any General Meeting of the Members of the Foundation shall be by show of hands unless at least three voting Members request the vote to be taken by secret ballot.
11. In addition to the Annual General Meetings of the Members of the Foundation which shall be convened annually, the Board of Administrators may at any time it deems fit convene an Extraordinary General Meeting of the Members. Furthermore, the Board of Administrators shall promptly convene a Extraordinary General Meeting of the Members if so requested by not less than ten voting Members.
12. The Administrators and Honorary Patrons shall be invited to attend and be entitled to speak at all General Meetings of the Members of the Foundation but shall not have any vote unless they are also voting Members.
13. General Meetings of the Members of the Foundations shall be called by at least fourteen (14) days notice in writing to all Members of the Foundation, to the Administrators and Honorary Patrons signed by the Chairman of the Board of Administrators. The notice shall specify the place the day and the hour of the meeting and the agenda of the meeting.
14. The accidental omission to give notice of a General Meeting of the Members of the Foundation to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
15. The Chairman of the Board of Administrators shall act as Chairman of the General Meetings of the Members of the Foundation. In the absence of the Chairman for any General Meeting at which a quorum is present, one of the other Founder Members present shall chair the meeting.
16. In the event of equality of votes the Chairman, or in his absence the Founder Member who has been appointed to chair that General Meeting of the Members of the Foundation, shall not, in addition to his original vote, have a casting vote.

Article 7 – Financial

1. The Board of Administrators shall be responsible for fulfilment of all the Foundation’s fiscal obligations, and for this purpose shall maintain proper accounts and financial records of all its activities. The Foundation’s financial year shall correspond to the calendar year.
2. The property and assets of the Foundation, and all income made or derived therefrom, shall belong solely to the Foundation and shall be used and applied by the Foundation solely for the attainment of the objects and the performance of the functions laid out in this Charter.
3. Property or assets donated, received or transferred to the Foundation shall become property of the Foundation.

Article 8 – Miscellaneous

1. Travelling and other expenses incurred by any Administrator in connection with the performance of duties in terms of this Charter may be borne by the Foundation in accordance with such rules as may from time to time be made by the Board of Administrators.
2. The Foundation may from time to time establish branches in various localities, which branches shall be managed by a Branch Director appointed and thus answerable to the Board of Administrators.
3. The Foundation and this Charter shall be subject to, interpreted, construed in accordance with and be governed by the laws of Malta.

Article 9 – Duration & Dissolution

The Foundation shall be established with an unlimited duration. Where, following a decision from the AGM or EGM, the Foundation is dissolved all of its assets shall devolve to the voluntary non-profit foundation specified in the decision to dissolve the Foundation.

Article 10 – Office

1. The Foundation’s first registered address shall be [ADDRESS].
2. No amendment to this Charter is required for the Foundation change its registered address.

Done in Malta, on the [x]th [MONTH] 2013.

[NAME] [NAME] [NAME]

Founder Founder Founder