

# bBrave

*bullying: awareness & support*

**(A Voluntary, Non-Profit Making, Non-Governmental Organisation)**

## Statute

### NAME

1. The full name of the organisation shall be “**bBrave – *bullying: awareness & support***”.
2. The short name of the organisation shall be “**bBrave**”.
3. The organisation shall hereinafter be referred to as the “**Organisation**”.

### ADDRESS & OTHER CONTACTS

4. The principal contact details of the Organisation shall be the following:
  - 4.1. Address: c/o 3, Honeycomb, Preziosi Street, Alley 2, Ħal Lija, LJA 1190, MALTA;
  - 4.2. Tel.: (+356) 79 80 81 82;
  - 4.3. Email: [info@bbrave.org.mt](mailto:info@bbrave.org.mt); and
  - 4.4. Website: [www.bbrave.org.mt](http://www.bbrave.org.mt).

### MISSION STATEMENT OF THE ORGANISATION

5. The mission statement (the “**Mission Statement**”) of the Organisation shall be the following:
  - 5.1. *To raise awareness on different forms of bullying, to facilitate assistance for individuals suffering from bullying and for the reform of individuals displaying bullying behaviour in Malta.*
6. The Maltese version of the Mission Statement shall be the following:
  - 6.1. *Sabiex titqajjem kuxjenza dwar forom differenti ta' bulliżmu, sabiex tiġi ffaċilitata l-għajjnuna għal dawk li jsofru l-bulliżmu u għar-riforma ta' min jadotta mgieba ta' bulliżmu f'Malta.*

7. In case of conflict, the English version of the Mission Statement shall prevail.

## **OBJECTIVES**

8. The Organisation shall have the following objectives:

- 8.1. To provide information about bullying, including but not limited to, emotional bullying, physical bullying, sexual bullying, neglect and cyber bullying;
- 8.2. To educate about the effects of bullying; physical and psychological harm, negative thoughts, self-harm, decrease of self-esteem and suicide, amongst others;
- 8.3. To help individuals suffering from bullying find the right support, principally by linking them to the apposite organisation, authority, individual or body;
- 8.4. To educate and assist individuals displaying bullying behaviour to discover that their internal energy could be converted into the good leadership of others;
- 8.5. To raise public awareness about materials and resources which may help both individuals displaying bullying behaviour and those suffering from their bullying;
- 8.6. To promote the participation of the Organisation on a national and international level, including the collaboration with pertinent administrations, authorities, organisations and other individuals or bodies;
- 8.7. To raise funds by means of subscription of members (the "**Members**"), sponsorships, the participation in other funding opportunities, or otherwise, for all the purposes and objectives of the Organisation in such amounts and in such manner as may be authorised by the Council;
- 8.8. To partner or otherwise collaborate with any national or international organisation/s as may be authorised by the Council;
- 8.9. To encourage and promote research; and
- 8.10. To do all that which is ancillary, incidental or conducive to the attainment of the above objectives.

## **GENERAL POLICY**

9. The Organisation shall be voluntary, independent and autonomous from government.

10. The Organisation shall have its own legal personality.

11. The Organisation shall be non-profit making, as defined in the *Voluntary Organisations Act, 2007* (the "**Act**"), and any excess of funds received or generated from its activities must always be reinvested in the same Organisation.
12. The accounts of the Organisation shall be prepared as required by law, and reviewed or audited and published on a yearly basis. The financial year of the Organisation shall end on the 31<sup>st</sup> December of each year.
13. Provided its autonomy is not compromised, the Organisation may collaborate with other entities on a national, regional or international basis in order to further its aims.
14. The Organisation may require taking firm decisions, from time to time, on events which fall within its remit. Nevertheless, it shall not associate itself with any partisan political or religious views and/or make such affiliations.
15. All prospective Members of the Organisation shall have access to the Statute of the Organisation upon demand. Prospective Members will be required to state that they are aware of the objectives of the Organisation.
16. The Organisation may:
  - 16.1. obtain a pecuniary gain from its activities when such gain is not received or credited to any private interest, but is exclusively utilised for the purposes of the Organisation; and
  - 16.2. buy or sell or otherwise deal in goods or services where such activities are exclusively related to the Organisation's principal purposes.
17. The Organisation shall comply with the Act, as well as any relevant subsidiary legislation thereto, in addition to all other applicable laws.

## **STRUCTURE AND MEMBERSHIP**

18. All persons above the age of 18 years irrespective of race, place of origin, political opinions, colour, creed, sex, sexual orientation or gender identity, are eligible to become Members of the Organisation with full voting rights.
19. The Council may, on the terms that it deems fit, resolve to also admit:
  - 19.1. minors, provided that such Members shall not have any voting rights or the right to attend General Meetings of the Organisation;
  - 19.2. corporate Members; in the case that such corporate Members are entitled to designate a number of individual Members, each such individual Member shall enjoy the rights afforded to it under Article 17 above; and
  - 19.3. Honorary Members or Honorary Past Members, who shall carry no vote, but may attend meetings of the Organisation upon the invitation of the Council.

20. The affairs of the Organisation, in all matters not reserved for the Organisation in General Meeting by this Statute, shall be managed by the Council of the Organisation, which for the purposes of the Second Schedule to the Civil Code (CAP 16), shall act as the board of administration.
21. The Council shall consist of a minimum of three (3) and a maximum of nine (9) Members of the Organisation. The roles assigned to the elected Members to the Council shall be determined by the elected Members themselves, and shall comprise those offices contemplated under this Statute and as may otherwise be determined by the Council, which may include the role of 'Member' of the Council.
22. An election shall be held every year during the Annual General Meeting of the Organisation, when half the Members of the Council shall resign. The Members to resign shall be agreed between the Members of the Council. Resigning Members of the Council shall be eligible for re-election. This procedure is intended to avoid the unnecessary disruption of the work of the Organisation following an Annual General Meeting.
23. Votes during elections may be cast by a show of hands, or, upon the request of at least three (3) Members, by secret ballot. Those Members obtaining the highest number of votes shall be elected. In case of a tie for the last vacant position(s), there shall be held a further election between such Members for such position(s).
24. The Members of the Council as of the date of this Statute shall be:
  - 24.1. Ms. Greta Antignolo;
  - 24.2. Mr. Raymond Apap;
  - 24.3. Mr. Andrei Azzopardi;
  - 24.4. Ms. Gillian Azzopardi;
  - 24.5. Ms. Nehemie Bikin-kita;
  - 24.6. Ms. Amanda Lia;
  - 24.7. Ing. Norman Zammit; and
  - 24.8. Dr. Aaron Zammit Apap.
25. A Member of the Organisation who wishes to form part of the Council should be a fully subscribed Member of the Organisation. Such Member may stand for election or be co-opted by the Council at its sole discretion subject to the provisions of this Statute. All Members of the Council must be in possession of a clean Police Conduct, other than for minor traffic offences. If, throughout the carrying out of their office, any Member of the Council is accused, charged or convicted of any offence, they must disclose such event in writing to all the other Members of the Council, who shall determine amongst them whether the affected Member should be suspended or disqualified from his office.
26. In the event of the resignation (or termination from post for other reasons) of a Council Member, the Council may – and if membership of the Council is less than three (3), will – co-opt other Member/s to take his/her place following a call for interest communicated to all Members of the Organisation. If the outgoing Members are still on the Council when such co-option is discussed, such outgoing Members shall not cast a vote on this matter. The Council may also, in its sole

discretion, co-opt other Member/s to the Council following a call for interest communicated to all Members of the Organisation. Any co-opted Member shall retain his office only until the next General Meeting, but he shall then be eligible for re-election.

27. Any Council Member who fails to attend Council meetings for three (3) consecutive times without valid reasons may be asked by the Council to step down.
28. The Members of the Council will elect a President, a Vice-President, a Secretary General and a Treasurer from amongst them. Other posts may be allocated to the elected Members, as determined by the Council.
29. Nominations for the Council must be submitted on the appropriate official forms at least eighteen (18) days prior to the General Meeting. In the absence of sufficient prior nominations reaching the Council on the appropriate date, the outgoing Council may invite nominations from the floor on the day of the Annual General Meeting.

## **POWERS OF THE COUNCIL**

30. The business of the Organisation shall be managed by the Council, which may pay all such expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Organisation as they deem fit.
31. Legal and judicial representation of the Organisation shall vest jointly in any two (2) out of the following Members of the Council: the President, the Vice-President, the Secretary General and the Treasurer.
32. No regulation made by the Organisation in a General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. Notwithstanding the aforementioned, the Organisation may, in General Meeting, resolve to overturn the decision of the Council from the date of such resolution.
33. The Members for the time being of the Council may act notwithstanding any vacancy in their constitution.
34. The Council is authorised to consult and seek the advice of any other person with the aim of improving the welfare or condition of both its Members and the Organisation itself.
35. The Council is authorised to appoint advisers (the "**Advisers**") or committees (the "**Committees**") to support it in its work. Advisers and Committees shall operate under:
  - 35.1. the Organisation's *Code of Ethics & Discipline* (the "**Code**");
  - 35.2. the *Code of Good Governance, Practice and Ethics for Administrators of Voluntary Organisations* issued by the Office of the Commissioner for Voluntary Organisations;

- 35.3. the *Terms of Reference* issued to them by the Council; and
- 35.4. any other direction received from the Council.
36. Committees shall otherwise regulate their own procedures.
37. No Member of the Council or any Committee may vote on matters on which such Member may have a conflict of interest. Any conflicts of interest or potential conflicts of interest must be declared at the outset of any meeting (including General Meetings), and the conflicted Member may be asked to leave the meeting during the discussion of the impacted business.

### **ETHICS & DISCIPLINARY COMMITTEE**

38. There shall be an Ethics & Disciplinary Committee made up of three (3) individuals, who may not necessarily be Members of the Organisation, but must be elected by the Members in General Meeting.
39. The objectives of this Committee shall be to:
- 39.1. Monitor the ethical behaviour of the Council;
- 39.2. Manage and ensure compliance with the Code;
- 39.3. Assist and give advice to Members on ethical dilemmas encountered in society that could potentially lead to a breach of ethics by the Member in the execution of a particular task or mode of behaviour on behalf of the Organisation;
- 39.4. Recommend to the Council to report to the relevant authorities or partner organisations those cases which do not fall within its competence;
- 39.5. Conduct disciplinary proceedings and adjudicate thereupon; and
- 39.6. Carry out such other tasks as requested by the Council.

### **PRESIDENT AND VICE-PRESIDENT**

40. The President will chair all Council meetings and General Meetings of the Organisation. The President shall undertake such functions in respect of the Organisation as the Council may determine from time to time.
41. The Council will also elect from among its Members a Vice-President and may determine for what period the Vice-President is to hold office. The Vice-President will exercise all powers in the absence of the President.
42. Provided that in the absence of both the President and the Vice-President, and provided a quorum is present, the Council will have the power to appoint a

substitute/s from among its Members to chair the meetings.

43. The Council may resolve to remove any Member from the Council for any valid reason, or absolve any Member of the Council from such Member's position, in which case such person shall remain a Member of the Council.
44. The President and the Vice-President shall undertake such other functions in respect of the Organisation as the Council may determine from time to time.

## **SECRETARY GENERAL**

45. The Secretary General will be responsible for the secretarial and administrative work of the Council, including the taking of minutes at all meetings of the Council and General Meetings ("**Minutes**"), as well as maintaining a list of Members of the Organisation.
46. The Council may elect from among its Members an Assistant Secretary General to assist the Secretary General as necessary.
47. Any Secretary General so appointed by the Council may also be removed by the Council, in which case, however, the Secretary General shall remain a Member of the Council.
48. The Secretary General shall undertake such other functions in respect of the Organisation as the Council may determine from time to time.

## **TREASURER**

49. The Treasurer will be responsible for all the funding, financial and accounting work of the Organisation.
50. The Council may elect from among its Members an Assistant Treasurer to assist the Treasurer as necessary.
51. Any Treasurer so appointed by the Council may also be removed by them, in which case, however, the Treasurer shall remain a Member of the Council.
52. The Treasurer shall keep such proper books of accounts for presentation at every General Meeting of the Organisation, or at any other time if required (upon reasonable notice) by the Council. The accounts shall contain a faithful and accurate report and statement concerning the finances of the Organisation. Accounts must be prepared in accordance with the requirements of the law, including the Act, as well as any relevant subsidiary legislation issued thereunder.
53. The Treasurer shall undertake such functions in respect of the Organisation as the Council may determine from time to time.

## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

54. The office of a Member of the Council shall be vacated if the Member:
- 54.1. ceases to be a Member of the Organisation;
  - 54.2. resigns from office by notice in writing to the Council.
  - 54.3. is removed from office by a resolution duly passed pursuant to Article 67 of this Statute;
  - 54.4. acts against the interests of the Council and/or the Organisation;
  - 54.5. materially breaches the Statute, Code or other procedure of the Organisation;  
or
  - 54.6. is convicted of a criminal offence, other than for minor traffic offences.

## **SUSPENSION OF MEMBERS OF THE COUNCIL**

55. The Council (by resolution) or the Organisation (by a resolution taken at an Extraordinary General Meeting) may remove any Member of the Council before the expiration of the period of office if such Member is found to have triggered one of the conditions of Article 54 above or to be guilty of:
- 55.1. repetitive disruption of meetings;
  - 55.2. breaching the Code or such other policies and procedures that may be issued to govern the activities of the Organisation;
  - 55.3. hindering the function of the Organisation; or
  - 55.4. breaching the confidentiality and trust of other Members.
56. The Council or the Organisation in Extraordinary General Meeting may by the same or another resolution appoint another Member to replace the Member that was removed; however, any person so appointed shall retain office for the same period that the former Member would have held.

## **PROCEEDINGS OF THE COUNCIL**

57. Subject as herein provided, the Members of the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
58. The Council shall meet at least four (4) times a year.
59. The quorum for meetings of the Council shall be that of three (3) voting Members. Members shall be allowed to attend a meeting remotely, such as through Skype, phone or other suitable communications means. The Secretary General shall note



their remote presence in the Minutes, but shall consider them fully for the purposes of quorum and voting. If no quorum is present within fifteen (15) minutes from the time appointed for the meeting, the meeting shall be adjourned to the same day and the same time of the following week.

60. Matters decided at any meeting of the Council shall be decided by a simple majority of votes. In case of an equality of votes, the Chairperson of the meeting shall ask for a re-vote. In the event of an equality of votes on the revote, the Chairperson of the meeting shall have a casting vote.
61. On the request of any Member of the Council, the Secretary General shall, within five (5) working days, summon a meeting of the Council by notice (containing an agenda and stating the time and place of such meeting) served upon the several Members of the Council giving a notice period of at least five (5) working days. Any accidental failure to give such notice to any Member of the Council entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present thereat. Such notice may be given in writing (including by email). The requirements under this Article 61 may be dispensed with by agreement between all the voting Members of the Council.
62. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Organisation for the time being vested in the Council generally.
63. The Council shall cause proper Minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Organisation and of the Council and of the Committees.
64. All business transacted at such meetings, and any such Minutes of any meeting, if purporting to be signed by the Chairperson and secretary of such meeting, or by the Chairperson and secretary of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **SUBSCRIPTIONS, FINANCES AND ACCOUNTS**

65. Applications for membership (the "**Applications**") and renewals thereof shall be in the form, on the terms and against the fee(s) (the "**Fees**") determined by the Council.
66. Renewal Fees shall be payable yearly in advance shall fall due as of the date determined by the Council.
67. The Council may suspend the membership of existing Members whose Fees have not been paid. Suspended Members shall temporarily lose their membership benefits, as determined by the Council. The Council may additionally terminate the suspended Members' membership if Fees remain unpaid for a period of more than six (6) months.
68. Any Member who resigns or forfeits his membership shall not be entitled to a refund of the Fees or part thereof. Upon rejoining, he shall be liable to pay a

readmission fee equivalent to one (1) year's subscription.

69. The Organisation shall also finance its activities from sponsorships, voluntary contributions, donations or grants by any private or public individual or entity, and from fundraising activities.
70. The Organisation shall seek to open bank accounts with reputable bank(s) in the name of the Organisation. The authorised joint signatories for operating such accounts shall be any two (2) out of the following Members of the Council: the President, the Vice- President, the Secretary General and the Treasurer.

## **GENERAL MEETINGS**

71. An Annual General Meeting of the Organisation shall be held every year. Notice of the day and time of the Annual General Meeting shall be given to each Member at least two (2) weeks before such day.
72. Extraordinary General Meetings of the Organisation may be summoned by the Council, and shall also be summoned upon a request in writing signed by at least ten per cent (10%) of the Members. Upon such request, the Secretary General shall, within five (5) working days from receiving the request, summon an Extraordinary General Meeting by notice (containing an agenda and stating the time and place of such General Meeting) served upon all Members of the Organisation giving a notice period of at least one (1) week before such day. Any accidental failure to give such notice to any Member of the Organisation entitled thereto shall not invalidate any of the proceedings of such General Meeting so long as a quorum is present thereat. Such notice may be given in writing (including by email).
73. At any General Meeting of the Organisation, every paid Member of the Organisation shall be entitled to be present, and every Member shall be entitled to one (1) vote upon every matter raised.
74. Members who are entitled to attend General Meetings and vote thereat may participate by proxy (including voting) in the form indicated by the Council.
75. Votes may be cast by a show of hands, or, upon the request of at least three (3) Members, by secret ballot. All decisions at General Meeting shall be taken by a simple majority of the Members present. In the case of equality of voting, the Chairperson of the General Meeting (who shall be the President of the Council or another Member of the Council, as decided amongst the Members of the Council who are present) shall have a second or casting vote.
76. The Secretary General shall take Minutes of the proceedings at all General Meetings of the Organisation.
77. The President (or another Member(s) of the Council, as decided amongst the Members of the Council who are present) shall present the Annual Report of the Organisation at the Annual General Meeting.
78. The quorum for the Annual or Extraordinary General Meeting shall be five per cent

(5%) of the paid Members entitled to attend and vote thereat. If quorum is not reached within thirty (30) minutes from the commencement of such General Meeting, the quorum shall convert to the quorum required for Meetings of the Council. However the quorum at these General Meetings shall in no case be less than five (5) paid Members. In the absence of such quorum, the General Meeting shall be adjourned, with the same agenda, to the same day of the following week, and all decisions taken at such adjourned General Meeting shall be binding on the Organisation as a whole regardless of the number of Members present.

79. The auditors, accountants or reviewers of accounts shall be nominated and elected by the Members attending and having a right to vote at General Meetings. No Member who has held office on the Council during the past twelve (12) months will be eligible for such nomination. No auditor, accountant or reviewer of accounts shall run for office on the Council during the twelve (12) months following the period for which such person had prepared the accounts. When required by law, the auditors, accountants or reviewers of accounts shall be independent and not selected from the Members of the Organisation.

## **CONDUCT OF MEMBERS**

80. Every Member shall conform to the Organisation's Statute, Code and other rules and procedures as may be issued by the Organisation from time to time.
81. Disciplinary proceedings may be brought against any Member or Members for alleged misbehaviour, including those accused to have:
- 81.1. breached the Statute, the Code, or any other rules and procedures of the Organisation;
  - 81.2. brought, or attempted to bring, disrepute onto the Organisation;
  - 81.3. performed material acts of bullying; or
  - 81.4. otherwise acted against the interests of the Organisation.
82. Disciplinary proceedings shall be held before the Ethics & Disciplinary Committee, and where such committee is not constituted, such functions shall be carried out by the Council. No person may hear and adjudicate a disciplinary hearing if there is a conflict of interest or potential conflict of interest. If one (1) or more members of the Disciplinary Committee shall have such a conflict, the Council shall elect such other individuals to temporarily sit on the Disciplinary Committee to hear the conflicted case.
83. If the said Member fails to appear before the Disciplinary Committee without reasonable justification, such absence shall be considered an admission of the allegations.
84. If the misbehaviour is proven, or if the Member fails to appear for the disciplinary proceedings as contemplated in Article 83 above, the Member shall be either temporarily suspended or permanently dismissed from the Organisation.

85. The Council may only exceptionally accept the readmission of a dismissed Member for valid reasons.

## NOTICES

86. Each Member shall keep the Secretary General informed of that Member's contact number(s), private address, email address, or of some other address at which communications may be addressed to him/her.

## ALTERATION OF STATUTE

87. This Statute may be revoked, added to or altered by a vote of at least seventy-five per cent (75%) of Members of the Organisation who are entitled to vote and are present at the General Meeting of the Organisation of which notice has been duly given clearly specifying the proposed amendments. Members shall be entitled to enquire about such proposed amendments, and propose other amendments, which shall be discussed and voted upon accordingly.

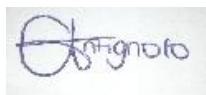
## DISSOLUTION

88. If at any time the Organisation shall pass in General Meeting by a majority comprising seventy-five per cent (75%) of all the registered Members present and entitled to vote a resolution of its intention to dissolve, the Council shall take immediate steps to settle any debts, and dispose of the monies and property remaining as determined by the General Meeting; and thereupon the Organisation shall for all purposes be dissolved.
89. In the event of dissolution of the Organisation, any remaining funds and/or property shall be donated to a voluntary non-profit making organisation with similar purposes to those of the Organisation chosen by the outgoing Council.

*This Statute is being endorsed by the undersigned Members on behalf of all the Members of the Organisation following its approval at the General Meeting of the:*

**7<sup>th</sup> March 2019.**

*A list of all Members of the Organisation is found in **Schedule A** to this Statute, and will be made available to enquiring lawful authorities.*



Signed: \_\_\_\_\_  
Ms. Greta Antignolo  
Vice-President



Signed: \_\_\_\_\_  
Mr. Andrei Azzopardi  
President



Signed: \_\_\_\_\_  
Dr. Aaron Zammit Apap  
Secretary General

Date: **7<sup>th</sup> March 2019**