

Statute of the Foundation for Human Resources Development

As amended at the Extraordinary General Meeting of the 29th of March 2017

1. NAME

The Foundation shall be known as the Foundation for Human Resources Development, alias FHRD.

2. ADDRESS

The address of the Foundation shall be;
No 5, Clock Tower Building,
The Point, Sliema, TP01
Malta

or such other address as the Board of the Foundation may from time to time determine.

3. THE ORGANISATION

The Foundation is a nonprofit, non-governmental, voluntary organization. It has an autonomous corporate body 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 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.

4. MISSION

Our mission at FHRD is to:

1. Promote the Human Resources Profession.
2. Promote the best Human Resources practices.
3. Create a point of reference for HR Practitioners and Practitioners.
4. Promote research based human resources policies and practices.
5. Facilitate networking and provide high quality specialist service provision.
6. To be a catalyst for change in the domain of people management
7. Facilitate the improvement in Employer-Employee relationship.
8. Provide training programmes to develop HR Practitioners and enhance employee skills
9. Advocate lifelong learning at the place of work and beyond.

5. VISION

It is our vision that the Nation's workforce is served with the best standards and practices of human resources management; in order to operate at its full potential through rewarding and fulfilling productive activity, in collaboration with others, while generating the best return on investment and prosperity to the country.

6. THE FOUNDATION SHALL HAVE THE POWER TO:

- a) Accept and receive funds or other property, movable or immovable from government, international organisations, foundations, commercial entities, individuals or any other source, whether *inter vivos* or *causa mortis* and to invest the same in the Maltese Islands or elsewhere in its best interests;
- 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;
- d) Provide assistance in any form, services, personnel and other support to any public and private entities;
- e) Do all acts and things incidental or conducive to the attainment and furtherance of its objectives;
- f) Borrow or raise money in such a manner as the Foundation shall deem fit and to secure payment of money so borrowed or raised by hypothecation, charge or lien upon the whole or any part of the Foundation's property or assets.
- g) To carry out a trading activity in order to raise funds to achieve its purposes, it shall establish an appropriate legal entity and the administrators of the voluntary organisation shall ensure that such activity shall not burden the human and financial resources of such organisation beyond its means.

7. MEMBERSHIP

- a) Membership to the Foundation shall be open to all those bodies and / or persons who can contribute towards the furtherance and/or implementation of the aims of the Foundation.
- b) A potential candidate for membership to the Foundation shall submit an application to FHRD who shall reserve the right to accept or refuse any such application as it deems fit. The candidate must have been a paid FHRD member for a minimum of two years.
- c) Categories of membership shall be determined from time to time by the Board.
- d) The Members shall have the right to
- participate in all the activities of the Foundation
 - attend and vote in the General Meetings
 - nominate members to the Board
 - be eligible to stand for the election on the Board in terms of Rule 7 of this Statute
- e) The Board, may from time to time, modify and revise membership fees.
- f) The Board may for justified reasons and after giving due notice, remove a member from its membership register.
- g) Payment of annual membership fees falls due on 1st. January of every year. The latest it may be paid is on 30th. June of the same year. After this date the member is not entitled to any benefits offered by FHRD.
- h) A member may be entitled to vote in the general meeting only if the membership fee is paid up to the end of the year prior to the general meeting.
- i) A member is free to resign from FHRD at any time, provided that this is done by means of a direct communication addressed to the Board Secretary. Any resignation which is received during the year will not exempt the member from paying the membership fee for the year the resignation is tendered.
- j) Every new member must abide by the FHRD Code of Practitioner Conduct.

8. FHRD BOARD COMPOSITION, NOMINATION, REMOVAL AND VOTING RIGHTS

All elected members to the board shall be paid FHRD members for a minimum of two years and their membership shall not cease upon their appointment as Board members. They shall all have voting rights

The Foundation shall be governed by a Board that shall be composed as follows:

- (a) Seven members elected at a General Meeting for members, from amongst members as referred to Rule 7 of this statute.
- (b) Up to a maximum of three members nominated by the responsible Government Minister without the right to vote. These members representing the Public Sector need to work exclusively on a full-time basis for the government with no private/commercial interests, and

preferably have HR related experience. They also need to be approved by the elected board members.

(c) The board may co-opt other members to form part of the board as deemed fit. The co-opted members shall have the right to attend meetings of the Board but shall not be considered as members of the Board for the purpose of meeting quorum and shall not have the right to vote or to occupy any post within the Board.

(d) The members of the Board shall designate from among themselves a President of the Foundation who shall convene and preside over meetings of the Board. There shall also be a Vice –President who in the absence of the President shall have the authority and power of the President. Both the President and the Vice President shall be elected by a simple majority from all voting board members.

(e) The President, the Vice-President and the elected members of the Board shall hold office for a period of two years and can be reappointed through re-election on the expiration of their term of office.

(f) The Board shall have in attendance and participation, but without voting powers the;

(i) CEO.

(ii) Secretary General

(g) The quorum of Board meetings is not less than 4 elected members.

(h) Except as otherwise provided in the Statute, decisions of the Board shall be taken by a simple majority. In the case of a tie, the President will have the casting vote.

(i) Each member of the board, whether elected or appointed, must ensure that during his or her tenure does not have any conflict of interest. Should a potential conflict of interest arise, the board will give a decision. The elected board member who has a potential conflict of interest, he or she will not be able to vote on this particular decision. The board's decision is final.

(j) The elected member should be an HR practitioner who has relevant work experience of management in an HR role within an organisation. The HR practitioner has to have a proven track record in this field of a minimum period of three years'.

9. ABSENTEEISM, RESIGNATIONS AND NEW NOMINATIONS

(a) An elected or non-elected board member who fails to physically attend Board meetings without a valid and acceptable reason for a consecutive period of three meetings will automatically cease to stay on as an FHRD Board member and his/her post will be filled in by an unelected member who got the highest votes in the last General Meeting or co-opted or nominated in the case of unelected members. This applies also in the case of an elected member who resign.

(b) If an elected member resigns or if the office of a member of the FHRD Board becomes vacant, this post will be filled by an unelected member who got the highest votes in the last General Meeting or co-opted or nominated in the case of unelected members.

c) Should there not be any replacements, the position will remain vacant until the next General Meeting.

10 POWER OF THE BOARD

The Board shall determine the general Policy of the Foundation and shall have the right to approve or otherwise the FHRD Business Plan and extraordinary expenditures, advise, regulate and monitor the activities, organisation, financial administration of the property, moveable and immovable, bestowed upon or otherwise acquired by the Foundation. From time to time, the FHRD Board shall be requested to decide on extraordinary matters

11. EXECUTIVE POWERS OF THE CEO

The CEO of the Foundation shall be responsible for the daily routine of activities, organisation, financial administration of the property, movable and immovable, bestowed upon or otherwise acquired by the Foundation. S/he will inform the Board on regular basis of the progress of activities undertaken. The CEO reports to the President of the Board on day to day issues.

12. ROLE OF THE SECRETARY GENERAL

The role of Secretary General shall be responsible for taking the minutes and setting the board meetings. The role includes also liaising with the CEO. The Secretary General is also responsible for organising the General Meetings and other matters that might be assigned ad hoc by the President.

13. BOARD MEETINGS

The first meeting of the Board of the Foundation shall be convened by the Secretary General not later than one month from the date of the General Meeting for members. Thereafter, the Board shall meet at least once every two months. The quorum during Board Meeting shall be of four voting members.

13 GENERAL MEETINGS FOR MEMBERS

a) A General Meeting for Members of the Foundation shall be convened at least every two (2) calendar years from the date of the last General Meeting.

b) Notice of the General Meeting shall be communicated by the President and or the Board Secretary of the Foundation to all eligible members at least fifteen working days prior to the appointed day of the Meeting. Nominations for election to board members should reach the Board Secretary at least seven working days before the appointed date of the General Meeting.

c) During the General Meeting the administrative and financial reports of the Foundation will be presented. The accounts for the periods ending December, previous to the General Meeting shall also be presented. The meeting shall elect a new board in terms of clause 8 above.

d) The quorum at a General Meeting shall not be less than 30% of the Members of the Foundation. If there is no quorum after the lapse of thirty (30) minutes from the appointed time of the General Meeting, the President shall proceed with the business of the meeting.

14. EXTRA-ORDINARY GENERAL MEETING

a) Notice of an Extraordinary Meeting shall be served in writing by the President and/or the Secretary General of the Foundation to all eligible members at least fifteen clear days prior to the appointed day of the Meeting.

b) An extraordinary resolution can only be taken at a meeting of the Foundation of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

c) An extraordinary resolution shall only be required for the following:

- (i) Alterations and/or amendments to the Statute except for the alteration of the registered address of the Foundation.
- (ii) Dissolution of the Foundation.
- (iii) Wherever so required in terms of this Statute.

15. LEGAL REPRESENTATIONS

The legal representation of the Foundation shall vest in the President of the Foundation or in any other person duly nominated by the Board.

16. AMENDMENTS OF THE STATUTE

Amendments to the Statute, including this clause, may be proposed either by the Board or by 10% of the members of the FHRD and will be endorsed by at least simple majority (50% + 1) members, present and voting at the Biennial General Meeting.

17. DISSOLUTION CLAUSE

If, for any reason, the Foundation ceases to exist, all its assets shall become the property of any organisation/s having the same or similar principles of the Foundation, as determined by the Board, saving any reservation made by benefactors and donors in respect of any property donated by them.

18. FINANCIAL PROVISIONS

The income and property of the Foundation however derived shall be applied solely as set forth in this statute and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any person whatsoever. The Foundation is a non-profit making organisation.

Financial Accounts of the Foundation shall be prepared as at 31st December of each year and should be audited and certified every year by a certified public accountant and auditor appointed by the Board. The Board will approve the said accounts.