

# Statute - Data MT

Version 2.0

*(An Association of Data Professionals in Malta)*

## **Article 1. Interpretation and Definitions**

1.01 For the purposes of this Statute, words importing the masculine gender only, include the feminine or neuter genders, or vice-versa.

- (a) *“Act” shall refer to the Voluntary Organisations Act (Chapter 492 of the Laws of Malta)*
- (b) *“Annual General Meeting” means a general meeting of all Members, whether individual or corporate which is held at stipulated intervals.*
- (c) *“Association” means Data MT.*
- (d) *“Corporate Member” means a legal entity which holds a company number duly registered with the Malta Business Registry and that satisfies the eligibility criteria in terms of the Members’ Bye-Law.*
- (e) *“Council” refers to the Administrative Council responsible for governing the association.*
- (f) *“DAMA” means the Data Management Association or DAMA International, a not-for-profit, vendor-independent, global association of technical and business professionals dedicated to advancing the concepts and practices of information and data management.*
- (g) *“Executive Committee” is another term used to refer to the Council responsible for governing the association.*
- (h) *“Sub-Committees” mean appointed groups, focus groups or any other group composed of Members of the Association, tasked by with the accomplishment of specific goals aligned to the strategies and policies of the Association.*
- (i) *“Extraordinary General Meeting” means a meeting of Individual Members and Corporate Members that is specifically scheduled to deal with certain matters.*
- (j) *“Financial year” means from the first (1st) day of July to the thirtieth (30th) day of June.*
- (k) *“General Meetings” mean the Annual General Meetings and the Extraordinary General Meetings.*
- (l) *“Individual Member” means a legal person who satisfies the eligibility criteria in terms of the Members’ Bye-Law and who has been admitted as a member of the Association, with a right to vote in General Meetings.*
- (m) *“President” means the President of the Association*
- (n) *“Secretary” means the Secretary of the Association, vested with the legal representation of the Association before official and governmental bodies.*

- (o) *“Students” means students registered with the Association in accordance with the Members’ Bye-Law*
- (p) *“Treasurer” means the Treasurer of the Association.*

## **Article 2. Name and Vision of the Association**

2.01 The name of the organisation is Data MT.

2.02 The organisation is governed by the Voluntary Organisations Act (Chapter 492 of the Laws of Malta), hereby referred to as the “Act” unless otherwise indicated.

2.03 Data MT shall be a vendor independent, voluntary and non-profit association for data professionals in Malta. Its primary purpose will be advancing the data agenda nationally and promoting the concepts and practices of enterprise information and data resource management.

## **Article 3. Affiliations of the Association**

3.01 Data MT recognises affiliation with the DAMA International organisation as a Chapter, as defined in its affiliation agreement, and supports the DAMA International mission, goals and bylaws.

## **Article 4. Principal Objectives of the Association**

4.01 The Association is committed to bringing together persons interested in the domains of Data Architecture, Database Administration, Data Governance, Data Privacy, Data Modelling, Data Analytics, and Data Science, in alignment with ethical principals of governance and common practices set out by the DAMA Framework, for the benefit of the data profession and the general public.

4.02 The Association is therefore being established with the following aims:

- (a) *To promote the highest professional, ethical and governance standards as set forth by DAMA International.*
- (b) *To provide Individual Members and Corporate Members with the resources, information and leadership skills that enable them to carry forward their data-related activities for the benefit of the public, employers, and clients*
- (c) *To influence practices, education and certification in the various domains of the information management and data.*
- (d) *To serve as an association of technical and business professionals dedicated to advancing the concepts and practices of data management through the study and practice of DAMA DMBOK® (Data Management Body of Knowledge) disciplines.*

- (e) To form alliances with other organisations with similar principles to strengthen the profession.*
- (f) To promote a proper understanding of the roles and value of data professional to the public.*
- (g) To help practitioners become more knowledgeable and skilled in all aspects of the data profession, through continued professional development.*
- (h) To promote unity and co-operation amongst Members.*
- (i) To do all that which is necessary, ancillary, incidental or conducive to the legal attainment of the above objectives.*

## **Article 5. General Policy**

5.01 The Organisation shall be autonomous and voluntary.

5.02 The Organisation shall be defined according to the definition given in the Voluntary Organisations Act and any excess of funds received or generated from its activities must always be reinvested in the same Organisation.

5.03 Except where the context otherwise requires, words denoting the singular include the plural and the masculine include the feminine and vice versa.

5.04 No part of the income, capital or property is or shall be made available directly or indirectly to any individual person or group of persons including but not limited to promoter, founder, member, administrator, donor or any other private interest unless the person is a recipient as defined in the objectives above.

5.05 The Executive Committee of the Organisation shall not receive any remuneration in connection with the carrying out their functions of administrators except by way of reimbursement of out of pocket expenses if any.

5.06 The accounts of the Organisation shall be prepared on a yearly basis in accordance with the Voluntary Organisations Act.

5.07 The Organisation shall submit its annual returns and respective ancillary documentation to the Commissioner of Voluntary Organisations in compliance with the Act.

5.08 Provided its autonomy is not affected, the Organisation may collaborate with other entities on a national, regional or international basis in order to further its aims.

5.09 The Organisation shall not have any political or trade union affiliation and it shall not indulge in partisan politics.

5.10 All prospective Members and Associate Members of the Organisation shall have access to the statute of Organisation upon demand. Prospective Members will be required to state that they are aware of the objectives of the Organisation.

## **Article 6. The Council of the Association**

6.01 The Council of the Association (the “Council”, or the “Executive Committee”) shall be made up a minimum of four (4) individuals. The members of the Council may also be referred to as the “Administrators”. Any Council Member shall have a defined role/mandate/title aligned to the requirements of the Association. Three of the Administrators shall serve as the President, the Treasurer, and the Secretary of the Association, as named in this Statute.

6.02 The term of any Council shall be no shorter than 2 years and no longer than 3 years, with a new Council being elected by secret ballot in terms of the Council Election Bye-Laws. The outgoing Council shall initiate election proceedings within the stipulated timeframe by making recommendations on the size and roles for the next Council as part of a resolution, for ratification in the Annual General Meeting.

6.03 The Members of the Council, together with their roles shall be listed on the Association’s website.

6.04 The Council shall meet as and when necessary but not less than three (3) meetings shall be held every year. A meeting of the Council may at any time be called on a request in writing to the Secretary by a Council member. The number of members present for a quorum at all meetings of the Council shall be made up of two-thirds of the members on Council.

6.05 At least seven (7) working days’ notice of a meeting of the Council shall be sent to each Council member except in the case of an urgent meeting. The notice shall as far as practicable contain the agenda of such meeting. The non-receipt of such notice by any Council member shall not invalidate the proceedings of such meeting.

6.06 Except where otherwise provided in the Statute, every decision taken at a Council meeting shall be determined by simple majority of the Council members present. In the case of an equality of votes, the President shall have a casting vote in addition to his original vote. If the President is not present in the case of equality of votes, the meeting shall be adjourned to a time and place where he is available. No business shall be transacted at any adjourned meeting other than the business left unfinished.

6.07 Proper minutes of all proceedings and decisions of every meeting of the Council along with attendance of the Council members present shall be recorded by the Secretary. Minutes shall include the rationale underlying any decision taken and the underlying discussions including specific concerns raised by individual Council members.

6.08 No remuneration (except by way of reimbursement of out-of-pocket expenses, if any) shall be paid to any Council member in respect of his office.

6.09 The Council is tasked with governing the Association, and shall exercise the following in terms of the Association's Statute, Bye-Laws and at law:

- (a) Manage the affairs of the Association in accordance with the provision of the Statute.*
- (b) Purchase, sell, lease, rent, hold, or dispose of any buildings or other property, movable or immovable.*
- (c) Open and manage bank accounts for and on behalf of the Association.*
- (d) Borrow or raise any money with or without security that may be required but the Association.*
- (e) Invest funds of the Association which are not needed immediately for the transaction of ordinary business of the Association in any Maltese or foreign shares, stocks or securities approved by the Council from time to time.*
- (f) Define strategies and policies to generate income for the Association*
- (g) Negotiate and enter into any agreement or make any arrangement with any other organisation, agency, person or body of persons in connection with the Association's objectives*
- (h) Enter into employments contracts and contracts for service with third parties.*
- (i) Engage and/or promote any activity for the purpose of promoting and/or furthering the education and continued professional development in relation to the data professions.*
- (j) Define strategies and policies in line with the Association's objectives and take the necessary decisions for the furtherance of same.*
- (k) Enact, amend, and repeal Bye-Laws and any other documentation for the furtherance of the vision and objectives of the Association and the better execution of this Statute.*
- (l) Establish and oversee Sub-Committees tasked with the accomplishment of specific goals aligned to the strategies and policies of the Association, as well as revoke the establishment and appointment of members on any such Sub-Committees*
- (m) Represent the Association before official and government bodies when such responsibilities are delegated by the Secretary*
- (n) Take decisions in relation to membership matters in accordance with the Statute and the Members' Bye-Law*

6.10 In exercising their powers, Council members shall:

- (a) Uphold good governance standards.*

- (b) Discharge their duties in good faith and in the best interest of the Association.*
- (c) Not use their position or the information received as a Council member for one's own personal interests or someone else's or to the detriment of the Association.*
- (d) Be bound by confidentiality.*
- (e) Sign annually and adhere to the DAMA International Code of Ethics.*
- (f) Remain as an Individual Member in good standing, including payment of all membership dues and fulfilment of any other stated membership responsibilities.*
- (g) Contribute towards preparation of the Annual Administrative and Financial Reports for the Association.*

6.11 For any cause, a member of the Council may be disqualified from office by a unanimous vote of the remaining members of the Council. Causes that may precipitate such action include but are not limited to:

- (a) Ceasing to be an Individual Member of the Association, including where membership is terminated.*
- (b) Violation of ethical standards.*
- (c) Non-performance of their duties.*
- (d) Non-attendance at meetings, defined to mean that a Council member does not attend at least two-thirds (2/3) of the meetings held during a calendar year*
- (e) Violation of national or international laws.*
- (f) Other reasonable and documented causes (as determined by a unanimous vote of the the remaining members of the Council)*

Prior to any decision on disqualification, the Council member concerned shall be given notice of the allegations against them, the opportunity to be heard, and the right to defend themselves before the Council.

A council member may tender their resignation from office in writing to the Secretary. Upon its acceptance by Council they shall cease to be a Council member. The Council may fill such vacancy by inviting another Member of the Association selected unanimously by the remaining Council members.

6.12 The Founding Council, formed by the endorsement of this document, will be composed of the signatories of this document, together with any other individuals that are appointed by unanimous vote of the Founding Council of the Association. Members of the founding Council shall be the Founding Members and the first Individual Members of the Association and shall retain membership of the Association for life or until they resign their membership or they otherwise cease to be Members in terms of this Statute or the Association's Bye-Laws. For avoidance of doubt, the term of the Founding Council, and its powers to self-appoint new members to the Council shall cease when its term expires, in line with Article 6.02.

6.13 The Founding Council shall be exempt from payment of membership fees at any time.

## **Article 7. Activities of the Association**

7.01 In order to achieve its objectives, the Association will be engaged in:

- (a) Maintaining membership mechanisms and a governance framework.*
- (b) Working with software vendors that offer data related solutions to establish continuous professional development training paths to make special offers available to the Members.*
- (c) Developing the DAMA Malta program, looking for ways to promote information and data management and keeping DAMA DMBOK® front and center for continuity.*
- (d) Offering 'Data Intermediation Services' through a digital data space focused on promoting 'Data Altruism' as defined in the European Union's Data Governance Act 2022/868.*
- (e) Provision of networking opportunities to enable members to meet socially and exchange information, problems, ideas, experiences resources, and questions.*
- (f) Sharing of employment and career progression opportunities.*

7.02 The Council may delegate any of these activities to Sub-Committees comprising of Members and other persons as Council may think fit. Any such Committee shall, in the exercise of the duties so delegated, conform to any guidance which may from time to time be provided to it by Council.

7.03 In all circumstances, no decision of any Sub-Committee shall be binding upon the Association unless ratified by the Council.

## **Article 8. Governance Framework of the Association**

8.01 The Members of the Association shall meet in an Annual General Meeting to discuss activities of the Association. The Annual General Meeting shall be held on such a day as Council may appoint, provided that one meeting shall be held in every calendar year. Not more than fifteen (15) months shall elapse since the date of the previous Annual General Meeting.

8.02 The Annual General Meeting shall deal with the following business:

- (a) Adoption of the minutes of the previous Annual General Meeting;*
- (b) Review of the Annual Administrative and Financial Reports;*
- (c) Consideration of motions;*
- (d) Establishment of Council Members' Ballot;*
- (e) Any other matter which the Council may designate to be transacted at the meeting.*

8.03 A notice of an Annual General Meeting shall be issued by the Secretary to Individual Members and Corporate Members, specifying the date, the time, and the place of the meeting, no later than five (5) weeks before the date of every such meeting. Such notice shall include the date of the meeting and shall request Members to submit motions which they wish to bring before the proposed meeting. Such submissions shall be made in writing within three (3) weeks of the issuance of the notice. An agenda, also containing a copy of the minutes to the previous Annual General Meeting and a list of proposed motions (if any) will be shared with Individual Members and Corporate Members not less than one (1) week before the date of the Annual General Meeting.

8.04 The accidental omission to give notice of a General Meeting, or the non-receipt of notice of a General Meeting by, any person to receive notice shall not invalidate the proceedings at that General Meeting

8.05 All General Meetings of the Association shall be chaired by the President or in his absence a member of the Council other than the Secretary or the Treasurer.

8.06 No business shall be transacted at any physical or virtual General Meeting unless a quorum, consisting of not less than four (4) Individual Members, is present when the meeting proceeds to business. In the absence of a quorum, after the lapse of thirty (30) minutes from the original time appointed for the General Meeting, the meeting shall stand adjourned to another date and time. Any adjourned meetings shall take place not less than two (2) weeks and not more than four (4) weeks from the date of the original General Meeting. If at an adjourned General Meeting a quorum is not present after thirty (30) minutes from the time appointed for said meeting, the Members present shall be considered to constitute a quorum.

8.07 At every General Meeting of the Association, every Individual Member present shall have one non-secret vote on motions brought forward. All resolutions placed before a General Meeting shall be carried by a simple majority of votes, including any amendments, repeals, or additions to this Statute. In the case of an equality of votes, the Chairperson of the General Meeting shall have a casting vote in addition to his original vote.

8.08 When proceedings for Administrative Council election are initiated, every Individual Member present in an Annual General Meeting shall be eligible to submit their candidacy for one role on the Council. Submissions will form the basis for the Council Election ballot.

8.09 Proper minutes shall be recorded by the Secretary or their delegate of all resolutions and proceedings of General Meetings of the Association. Every minute shall be signed by the members of the Council present. This shall be sufficient evidence of the facts stated therein.

## **Article 9. Membership of the Association**

9.01 Council shall determine:

- (a) the classes of membership;*
- (b) the eligibility criteria for admission into each class;*
- (c) the rights, privileges and obligations of each class;*
- (d) the membership related fees; and*
- (e) any other matters related to membership.*

9.02 All admissions to membership, upgrades and re-admissions to membership shall be approved by the Secretary.

9.03 A digital register of Individual Members and Corporate Members shall be maintained. Access to this register shall be restricted to the members of the Council and any other Individual Member who has a demonstrable and documented legitimate interest, strictly related to the Principal Objectives and Activities of the Association as set forth in this Statute and its Bye-Laws, and in accordance with the General Data Protection Regulation (EU) 2016/679 (GDPR). Access shall be limited to only the personal data necessary for the specific purpose and shall be subject to appropriate confidentiality and security measures.

9.04 Any member of the Council may, at their absolute discretion propose to refuse or terminate membership to any Individual Member or Corporate Member. In such cases an opinion may be submitted in writing by or to the Secretary, who shall in turn seek opinions in writing from each of the remaining Council members on the matter within four (4) weeks. The opinions of each Council member shall include a recommendation on whether to proceed with refusal or termination, with a non-response considered as an abstention. A two-thirds (2/3) majority of the Council is required for a refusal or termination of a membership.

9.05 Membership will be terminated if, after sixty (60) days of the start of the Financial year, membership fees have not been received.

9.06 No part of the Individual or Corporate membership fee, full or partial, will be refundable or transferable.

## **Article 10. Financial**

10.01 The Council shall be responsible for the fulfilment of the Association's fiscal obligations, and for this purpose the Treasurer shall maintain, in a responsible and controlled manner, proper accounts and financial records of all its activities by:

- (a) Overseeing the preparation of the Association's annual budget*

- (b) Tracking and reporting actual revenues and expenses compared to the annual budget*
- (c) Coordinating financial accounting and reporting, including the accounting for all revenues, dues, and disbursement of all funds in an accurate ledger.*
- (d) Maintaining checking, savings, and investment accounts according to generally accepted accounting principals*
- (e) Coordinating collection of annual dues fees from the Association's members*
- (f) Processing payments of all bills and vouchers in a timely manner*
- (g) Managing the preparation and submission of reports required to keep the Association in good standing*
- (h) Monitoring financial performance of the Association*

10.02 The Association's financial end of year shall be June 30<sup>th</sup>.

10.03 The property and assets of the Association, and all income made or derived therefrom, shall belong solely to the Association and shall be used and applied by the Association solely for the attainment of the objectives and the performance of the function laid out in the Statute.

10.04 Property or assets donated, received or transferred to the Association shall become property of the Association.

## **Article 11. Duration and Dissolution**

11.01 The Association shall be established with an unlimited duration.

11.02 The Association may be dissolved only with the authorization of the Council given at an ad-hoc meeting called for that purpose and with approval of a two-thirds (2/3) vote of the Individual Members at a subsequent Annual General Meeting.

11.03 Upon dissolution or other termination of the Association, all remaining assets of the Association, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provisions therefore, shall be distributed to other registered voluntary organisations, as per the requirements of the Act.

## **Article 12. Miscellaneous**

12.01 The Association's first registered address shall be "Residence 133, Flat 5, Triq il-Gejza, Swieqi, Malta".

12.02 This Statute and the Foundation shall be subject to, interpreted, construed in accordance with and be governed by the laws of Malta.

12.03 No amendment to this Statute is required for the Association to change its registered address within Malta.

## **Article 13. Legal Personality and Limitation of Liability**

13.01 Upon registration with the Malta Business Registry in accordance with the Second Schedule to the Civil Code (Chapter 16 of the Laws of Malta), the Association shall acquire legal personality and shall be recognized as a distinct juridical entity, capable of exercising all rights and assuming all obligations at law independently of its members.

13.02 The Association shall have the capacity to own property, enter into contracts, sue and be sued in its own name. The members of the Council, acting as administrators of the Association, shall not be personally liable for the debts, obligations, or liabilities of the Association, save in instances where such liability arises due to fraud, gross negligence, or acts committed ultra vires their authority.

**Version: 2.0.**

**Done in Malta, on the \_\_\_\_\_**

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**Council Member 1 (President)**

*Robert Farrugia*

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**Council Member 2 (Secretary)**

*Marc Rizzo*

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**Council Member 3 (Treasurer)**

*Nicholas Vella*

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**Council Member 4**

*Matthew Sammut*