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## ADITUS FOUNDATION CHARTER

*WHEREAS the Founding Members are committed to strengthening the access to fundamental human rights by persons denied such access,*

*They have resolved to establish an independent and voluntary foundation to achieve this end.*

### ARTICLE 1 – NAME

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

### ARTICLE 2 – PURPOSE AND AIMS

**aditus** is strongly committed to the universality, interdependence and indivisibility of all human rights and is therefore established with the following aims:

- a) To reinforce the universality, interdependence and indivisibility of human rights;
- b) To observe, act and report on human rights access, particularly in related to marginalised, vulnerable and excluded persons or groups;
- c) To promote a rights-based understanding and application of human rights;
- d) To foster a human-rights friendly environment based on individual and social empowerment and dialogue; and
- e) To highlight the regional and international dimensions of human rights in Malta.

### ARTICLE 3 – ACTIVITIES

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

- a) Monitoring and reporting on the levels of access to and enjoyment of human rights, particularly to national, regional and international agencies and fora;
- b) Provision of *pro bono* legal services and other services;
- c) Public information and awareness activities; and
- d) Cooperation and dialogue with governmental, non-governmental and intergovernmental organisations (national, regional and international).

### ARTICLE 4 – THE BOARD OF GOVERNORS

- 1) The Foundation shall be governed by a Board of Governors, 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 Governors 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 Governors shall be empowered:
  - a) 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;
  - b) to acquire property, under any title, onerous or gratuitous, for and on behalf of the Foundation;
  - c) 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;

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- d) to open and manage bank accounts for and on behalf of the Foundation;
- e) to invest any monies not immediately required for the purposes of the Foundation;
- f) 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 Governors:

- g) to sell, let, dispose of or turn to account all or any of the property or assets of the Foundation;
  - h) 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 Governors 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
  - i) to enter into any guarantee, contract of indemnity or suretyship and to secure its obligations under such guarantee, indemnity or suretyship with hypothecs or privileges, general or special, over any of its property or assets both present and future.
- 3) Saving the first members of the Board of Governors of the Foundation, which shall be appointed by the Founders, the members of the Board of Governors (hereinafter the "Governors" and each of them a "Governor") shall be appointed by the General Meeting of the Members of the Foundation.
  - 4) The number of Governors 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).
  - 5) The Chairman and the Board of Governors shall serve and hold office for a term of three (3) years from the date of their appointment. Retiring and outgoing Governors may be re-appointed to further terms of three (3) years. Governors may at any time be removed from office by the General Meeting of the Members of the Foundation in case of proved misconduct or abandonment of their duties.
  - 6) The General Meeting of the Members of the Foundation shall appoint one of the Governors to be the Chairman of the Board of Governors every three (3) years.
  - 7) The Board of Governors shall appoint one of the Governors to be the Director of the Foundation for a period of three (3) years. Under no circumstances may the Chairman be appointed as Director.
  - 8) The Director shall be responsible for the operations of the Foundation and shall report to the Board of Governors and shall provide the Board of Governors Six-Monthly written Reports.
  - 9) The Board of Governors 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.
  - 10) The Board of Governors shall regulate its own procedure, and any vacancy in its composition shall not operate so as to bar the Board of Governors from continuing to perform its functions.
  - 11) 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 Governors.

- 12) The Board of Governors shall be responsible for convening the General Meetings of the Members of the Foundation. The Board of Governors 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.
- 13) The Board of Governors may from time to time recommend to the General Meeting of the Members of the Foundation changes they deem necessary to the text of this Charter.
- 14) The first Governors of the Foundation appointed by the Founders are Dr. Neil Falzon, Dr. Carla Camilleri and Dr. Nicola Mallia who are appointed and shall serve for a period of three (3) years each.

#### ARTICLE 5 – HONORARY PATRONS

The Board of Governors 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 Governors.

#### 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 General Meeting to discuss the activities of the Foundation since the last General Meeting, to elect new Governors to fill any vacancies in the Board of Governors that may be created from time to time by reason of expiry of term of office, resignation or death, amongst other matters. The General Meeting shall regulate its own procedure as the Members of the Foundation shall deem fit.
- 3) The General Meeting shall review the Annual Report prepared by the Board of Governors and discuss the plans of the Foundation for the next year making its non-binding recommendations to the Board of Governors 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 General Meetings shall be in accordance with Membership Rules that the General Meeting of the Members of the Foundation may adopt from time to time.
- 5) The Founding Members shall be exempt from the payment of any membership fees.
- 6) The quorum for General Meetings of the Members of the Foundation shall be fifty percent (50%) of the number of persons for the time being voting Members of the Foundation.
- 7) 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.
- 8) Unless provided otherwise in this Charter all decisions by the General Meeting of the Members shall be by simple majority of the Members entitled to vote and present at that General Meeting.

- 9) All votes taken at any General Meeting of the Members of the Foundation shall be by show of hands unless not less than three voting Members request the vote to be taken by secret ballot.
- 10) In addition to the General Meetings of the Members of the Foundation which shall be convened annually, the Board of Governors may at any time it deems fit convene an extraordinary General Meeting of the Members. Furthermore, the Board of Governors shall promptly convene a General Meeting of the Members if so requested by not less than ten Members.
- 11) The Governors 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.
- 12) General Meetings of the Members of the Foundations shall be called by fourteen (14) days notice in writing to all Members of the Foundation, to the Governors and Honorary Patrons signed by the Chairman of the Board of Governors. The notice shall specify the place the day and the hour of the meeting and the agenda of the meeting.
- 13) 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.
- 14) The Chairman of the Board of Governors 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, the Members present shall elect one of their number to chair the meeting.
- 15) In the event of equality of votes the Chairman, or in his absence the Member who has been elect to chair that General Meeting of the Members of the Foundation, shall not, in addition to his original vote, have a casting vote.

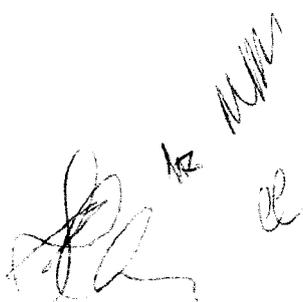
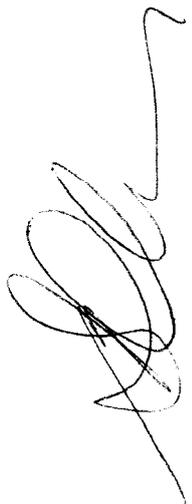
ARTICLE 7 – FINANCIAL

- 1) The Board of Governors 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 Governor 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 Governors.
- 2) 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 149, Old Mint Street, Valletta VLT 1513, Malta.
- 2) No amendment to this Charter is required for the Foundation change its registered address.

Done in Malta, on the 23<sup>rd</sup> September 2011.

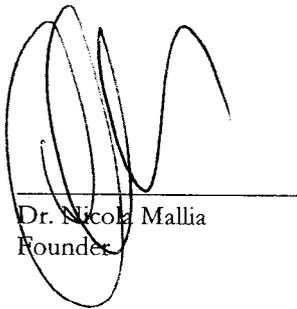


Dr. Neft Falzon  
Founder

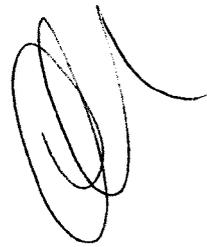


*Certified where copy of the original documents attached to a deed on my records dated Monday 2/7/11*

**MARCO BUTTIGIEG**  
Notary Public & Commissioner for Oaths  
Flat 1, San Gwann Court,  
Naxxos Road, San Gwann.  
Tel: 21 375 003 Mob: 7933 4334  
Fax: 21 374 421



Dr. Nicola Mallia  
Founder



Dr. Carla Camilleri  
Founder

