

MEDINA FOUNDATION
for
MUSIC

STATUTE

*as ratified before Dr Luke Cardona, Notary Public
and Commissioner for Oaths on the
12th December, 2016.*

VERSION I

MEDINA FOUNDATION FOR MUSIC

STATUTE

ARTICLE 1 – NAME

Medina Foundation for Music, hereinafter '**MFM**' shall be an independent and non-profit foundation.

ARTICLE 2 – PURPOSE AND AIMS

The aim of the MEDINA Foundation of Music is to provide a high-quality music Education programme to developing musicians in a supportive and nurturing environment where they can improve their technical and theoretical knowledge of music.

In particular, it aims to provide possibilities for them to interact and share their love of music with their peers and rub shoulders with the world of professional music-making through its performance programme. The MFM Social programme is aimed at supporting charitable institutes and entities through fundraising performances.

MFM is strongly committed to encourage and facilitate professional musical development and cultural awareness and is therefore established with the following aims:

- i. To provide training which leads to accredited certification in music theory and performance;
- ii. To provide upcoming musicians with an opportunity to collaborate with established artists and participate in performances of high caliber
- iii. To enhance the level of performance of the members and associated members of the orchestra
- iv. To foster and highlight the talents of the individual performers of the orchestra.
- v. To encourage and facilitate upcoming musicians' professional musical development
- vi. To plan and organize musical activities aimed at raising funds for philanthropic entities.
- vii. To promote cultural awareness through music
- viii. To promote newly composed works by local composers
- ix. To encourage collaboration between the orchestra and other organisations and artists.
- x. To maintain a strong network with national and international musical associations which share a similar vision and aims.
- xi. To organise educational and social activities for members of its subsidiaries.

ARTICLE 3 – ACTIVITIES, POWERS AND FUNCTIONS OF THE FOUNDATION

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

- (a) developing curricula, syllabi, modules, a methodology and programmes of study and training leading to certificates based on skills, knowledge and competences;
- (b) ensuring that the quality and standards of courses and of certificates awarded are recognised and accredited at both national and international levels;
- (c) training its students in being able to appreciate and exploit the challenges and opportunities which a career in music brings along with it;
- (d) seeking to understand the critical needs and preferences of professional and amateur musicians and aid music performances, teaching and learning;
- (e) ensuring the implementation of the principles of inclusive education by providing an equitable access to all persons in full respect of any diversity;
- (f) showing that both academic and vocational education form an integral part of the music educational process for the holistic development of a person, and that they should enjoy parity of esteem;
- (g) cultivating a culture of creativity, innovation, entrepreneurship, excellence and flexibility sustained by the values of commitment, dedication and integrity;
- (h) operating in the field of music and education, providing activities which aim to serve as links between music and society;
- (i) promoting Malta's vision as a hub of cultural and educational activity for all regions of the world and in particular for the Euro-Mediterranean region.

The Foundation shall have the following functions and powers:

- (a) through instruction and training to guide any person at any level in the development of the required skills, competences and proficiency;
- (b) on its own or together with other institutions, whether public or private, local or foreign, to organise such courses of instruction and training as it may deem necessary or expedient;
- (c) to establish the conditions required and regulations concerning examinations and the modalities of instruction and training in such courses;
- (d) to provide for adequate procedures for the identification of persons who have reached the necessary proficiency in the several areas of study and training;
- (e) to award such degrees, diplomas, certificates or other distinctions which it may deem suitable to such candidates who satisfy the prescribed conditions after following the required study courses;
- (f) on its own or together with other institutions, to organize such cultural activities for the better formation and enrichment of the students' personality;
- (g) to establish the teaching and training regulation or act otherwise as may be required from time to time and appoint persons to such posts;
- (h) to make regulations concerning the performance and the conduct of teachers and other persons entrusted with rendering any service for the Foundation;

- (i) to establish internal auditing schemes which ensure the quality of education and training being imparted and the effective use of resources;
- (j) to administer the property, resources and funds allotted to it from time to time with an aim of accomplishing the Foundation's programmes, including such other funds as it may receive or raise from other sources;
- (k) to establish such music related entities as a music college and an orchestra, within the foundation. In such event the Board of Administrators would be responsible to set up and have the power to administrate the established entities;
- (l) to license with any local and/or foreign authorities in order to better provide and/or perform any power or further enhance its scope and/or projects;
- (m) to have any other ancillary powers and functions that enable it to perform its duties/functions.

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:
 - 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;
 - 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 Administrators;
 - 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 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
- 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) The Board of Administrators as presently being set up and consisting of five persons, Chev Mro Mark Agius in his capacity as Chairman and CEO of the foundation, Ms Karen Gatt Darmania in her capacity as Deputy Chairperson and Treasurer, Mr Anthony Bonello as Secretary, Mr Pierre Grech as Public Relations Officer and Ms Karen Cremona as Member.
 - 4) The Board of Administrators shall appoint one of the Administrators to be the Director of the Administration of the Foundation.
 - 5) The Director of Administrators shall be responsible for the operations of the Foundation and shall report to the Board of Administrators and shall provide the Board of Administrators with regular reports.
 - 6) The Board of Administrators shall meet regularly and at least once every month (1) 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 Administrators shall not receive any periodical remuneration.
 - 10) 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 5 – FOUNDERS AND HONORARY PATRONS

- 1) The Founders of the Foundation are Chev Mro Mark Agius and Ms Karen Gatt Darmania.
- 2) 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 Board of Administrators shall have the right to accept Volunteers into the Foundation.
- 2) The Board of Administrators shall also have the right to expel Volunteers of the Foundation in the event that that a Volunteer acts against the interest of the Foundation, or acts against the purpose and aims of the Statute. This decision shall be taken with the unanimous vote of the Board of Administration.

ARTICLE 7 – FINANCIAL

- 1) The Chairman and Deputy Chairman of the foundation shall be vested with the power and right as co-signatures of any financial document.
- 2) The Board of Administrators shall be responsible for fulfillment 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.
- 3) The property and assets of the Foundation and all income made or derived there from 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.
- 4) 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 – AFFILIATIONS

The St Paul Chamber Ensemble is an orchestra affiliated with the foundation and falls within the remit and general powers of the Board of Administrators. The foundation owns the St Paul Chamber Ensemble

ARTICLE 10 – DURATION & DISSOLUTION

The Foundation shall be established with an unlimited duration. Where, following a decision from the Board of Administrators, 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 11 – OFFICE

- 1) The Foundation's first registered address shall be 66, Guze Damato Street, Paola PLA1243.
- 2) No amendment to this Charter is required for the Foundation change its registered address.

ARTICLE 12 – AMENDMENTS

Amendments to the Statute can be done after a 2/3 majority decision is passed from the board of administrators meeting.

Done in _____ on the _____ 2016.

Chev Mro Mark Agius
Founder, Chairperson and CEO

Ms Karen Gatt Darmenia
Founder, Deputy Chairperson and Treasurer

Mr Anthony Bonello
Secretary

Mr Pierre Grech
Public Relations Officer

Ms Karen Cremona
Member