

AGM 2023 –Statute Motions

A clean version of the proposed Statute can be found here.

A ‘compare’ version of the Statute showing the original and proposed wording can be found here.

Motion 1: Do you agree to amend Clause 2 (Scope and Purposes of the Foundation) as below?

The updated Clause 2:

- deletes reference to American school (with the agreement of the Embassy of the United States) and defines the school as an English-speaking international school
- expands the inclusivity statement

<p>i. The scope and purposes of the Foundation shall be:</p>	<p>i. The scope and purposes of the Foundation shall be:</p>
<p>(a) to establish, maintain, carry on and support an American international school hereinafter referred to as the “School”, for the education of children of any sex, nationality, creed or race, and in particular, dependents of the staff of the diplomatic missions in Malta and dependents of other international parents for whom the Anglo/American model of education is best suited.</p>	<p>a) to establish, maintain, carry on and support an English-speaking international school, hereinafter referred to as the “School”, for the education of children regardless of their ancestry, culture, ethnicity, sex, physical or intellectual ability, race, religion, gender identity, sexual orientation, socio-economic status, or other factors and in particular, children of the staff of diplomatic missions in Malta and of other international parents.</p>

Motion 2: Do you agree to amend Clause 5 (Community of the Foundation) as below?

The updated Clause 5:

- removes reference to corporations as members of the Foundation

<p>i. The Community of the Foundation shall consist of such individuals, or corporations, companies and bodies of persons (hereinafter referred to as “corporations”) who shall be accepted as members of the Community by the Board of Directors under any such conditions which the Directors deem fit to impose, and who shall pay to the Foundation such fees, dues, or other sums of whatever nature as suggested by the Board of Directors and approved by the General Meeting (the “Community”).</p>	<p>i. The Community of the Foundation shall consist of such individuals who shall be accepted as members of the Community by the Board of Directors under any such conditions which the Directors deem fit to impose, and who shall pay to the Foundation such fees, dues, or other sums of whatever nature as suggested by the Board of Directors and approved by the General Meeting (the “Community”).</p>
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Motion 3: Do you agree to amend Clause 6.ii.c (General Meeting) as below?

The updated Clause 6.ii.c:

- removes reference to corporation membership in the Community
- removes reference to corporation members receiving votes through a decision of the Board of Directors

<p>(c) — Corporation membership in the Community shall have any number of votes agreed upon by the member and the Board of Directors upon acceptance of such member into the Community.</p>	
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Motion 4: Do you agree to amend Clause 9 (Board of Directors) as below?

The updated Clause 9:

- Clarifies the minimum and maximum numbers of persons on the Board
- Clarifies that the Malta Government Director is appointed by the Government of Malta and the Government of the United States of America Director is appointed by the Government of the USA
- Removes reference to nomination by corporations
- Specifies the maximum number of co-opted Directors
- Specifies that elected Directors hold office for two years
- Specifies the process for appointing Directors to replace any vacancy and the duration of office of such appointed Directors.

<p>vi. The Board of directors shall be composed of persons who shall be nominated as follows:</p>	
<p>(a) One Director shall be nominated by the Government of Malta.</p>	<p>vi. The Board of directors shall be composed of not less than seven (7) and not more than fourteen (14) persons who shall be appointed as follows:</p>
<p>(b) One Director shall be nominated by the Government of the United States of America.</p>	<p>(a) One Director shall be appointed by the Government of Malta.</p>
	<p>(b) One Director shall be appointed by the Government of the United States of America.</p>

<p>(c) One Director shall be collectively nominated by any such corporate companies who sponsor or provide funds to the Foundation and who are members of the Community (if any) according to the votes that they hold.</p>	
<p>(d) Three Directors shall be elected from the Community's constituency of Parent Members in accordance with the proviso to article 6(ii).</p>	<p>(c) Three Directors shall be elected from the Community's constituency of Parent Members in accordance with the proviso to article 6(ii).</p>
<p>(e) Two Directors shall be elected from the Community's constituency of Employee Members in accordance with the proviso to article 6(ii).</p>	<p>(d) Two Directors shall be elected from the Community's constituency of Employee Members in accordance with the proviso to article 6(ii).</p>
	<p>(e) A maximum of Seven Directors may be co-opted in accordance with clause 9 (x).</p>
<p>ix. The Directors shall be nominated by not later than the 31st March of any particular year, and barring unforeseen circumstances, shall hold office for one year.</p>	<p>ix. With respect to elected Directors, the Directors shall be elected by not later than the 31st March of any particular year, and shall hold office for a term of two (2) years.</p>
<p>x. The Board of Directors shall have the right to co-opt other Directors, with nonvoting powers, for specific purposes and periods as may be required from time to time. The Board of Directors shall have the right to fill any vacancy that may occur for any reason whatsoever. Such appointed Director shall have all the rights of a Director.</p>	<p>x. The Board of Directors shall have the right to co-opt other Directors, with nonvoting powers, for specific purposes and periods as may be required from time to time provided that such co-opted director's appointment shall be limited in time until the next annual general meeting.</p>
	<p>xi. The Board of Directors shall have the right to fill any vacancy that may occur for any reason whatsoever. Such appointed Director shall have all the rights of a Director and shall hold office for the remainder of the two (2) year term of the retiring Director.</p>