

Malta Association for the Counselling Profession Statute

Article 1. Name, Logo and Address

- a) The name of the Trade Union and Professional Association shall be: Malta Association for the Counselling Profession (MACP) herein referred to as The Association.
- b) The logo¹ of The Association shall be



- c) The registered and principal office of The Association shall be that of the
The Malta Federation of Professional Associations,
127, The Professional Centre
Sliema Road, Gzira GZR1633

Article 2. Purposes of The Association

- a) The Association shall consist mainly² of counsellors and its principal purpose is, by its rules, the regulation of relations between Members of The Association and employers or employers' associations.
- b) The Association is independent, non-governmental, non-profit and non-political.
- c) The Association shall regulate, protect and improve the conditions under which Members, and those eligible for members, are employed.
- d) The Association shall promote the development and advancement of the theory, practice, education and research and scientific study in counselling.
- e) The Association commits itself to maintain equality of opportunity and to ensure that there is no discrimination on the grounds of race, colour, nationality, religion, age, ethnic origin, gender, appearance, sexual orientation or disability.

¹ Designed by Nikolai Mifsud

² Refer to Article 5

- f) The purposes for which any property or funds of The Association are authorized to be applied or invested, shall always be in the interest of The Association, its members and as outlined in this statute.

Article 3. Aims and Objectives

The aims of The Association are:

- a) To recognize the profession on its own merit;
- b) To establish and maintain standards and regulations of the profession;
- c) To mediate as an official representative with state bodies and other foreign organizations;
- d) To consider and deal with any professional concerns that may arise;
- e) To maintain a register of members of The Association, which shall be kept at the registered office of The Association. Such register will include particulars as the The Association's Executive Council (EC) shall determine
- f) To set ethical standards for the counselling profession;
- g) To advance the professional practice and encourage research and development in the field of counselling;
- h) To support publishing of research papers;
- i) To co-operate with educational bodies to advance members' or associate members' standings;
- j) To co-operate with related organizations locally and internationally, according to established law;
- k) To formulate, update, maintain and monitor the practice of its members and the applications of the ethical and professional guidelines of the counselling profession, as consonant with and responsive to the Maltese culture.
- l) To safeguard the profession;
- m) Anything not provided in this article, as well as the interpretation of the Statute, shall be vested in and decided by the Executive Council. A resolution at a General Meeting, adopted by a two-thirds majority vote, of the number of paid-up members present, shall amend or rescind any such decision and/or interpretation;
- n) To acquire and dispose of any property, and to invest in funds of The Association in accordance with the provisions of the Statute.
- o) Other aims, which originate from the afore-mentioned aims.

Article 4. Membership

(a) The Association shall consist of twelve (12) tiers of membership levels. Such members choose The Association to represent their professional interests, to contribute towards their professional well-being and to serve as their regulatory professional body. Membership to The Association is subject to Article 6 of this statute. The twelve (12) membership levels of The Association are:

- i. Fellow members: Not more than one fellow member per year
- ii. Senior members
- iii. Senior Practicing Members
- iv. Approved members
- v. Approved Practicing members
- vi. Affiliate members
- vii. Associate members
- viii. Student members
- ix. Foundation members
- x. Retired members
- xi. Lifetime members
- xii. Association-membership

(i) Fellow members: The category of Fellow Members is reserved exclusively for individuals who have made an outstanding contribution to the Counselling Profession in Malta. In this context 'outstanding' shall mean that the individual, through superior efforts, leadership or vision has contributed to taking the counselling profession forward or left a lasting and tangible impact on the profession.

- (a) Individuals who become Fellow Members can be both members and non- members of The Association.
- (b) Fellow Members automatically become Life Members of The Association and automatically belong to the College of Fellows of The Association.
- (c) Each Fellow Member is presented with a certificate that acknowledges the Fellowship. Each certificate will be numbered chronologically.
- (d) Fellowship is restricted to one new Fellow Member per annum.
- (e) Nominated Fellow Members who do not make it to become Fellow Members may be nominated again in subsequent years.

- (f) Written nominations for outstanding contribution in the field of Counselling should reach the Executive Council any time, but not later than fifteen (15) days before the AGM. Such nomination should include a profile of the nominee and reasons for nomination.
- (g) Any paid-up member of The Association is eligible to nominate persons for their outstanding contribution in the field of Counselling to the Executive Council.
- (h) Serving members of the Executive Council cannot be nominated for fellowship because of the possible conflicts of interest that may arise.
- (i) In a context where the final endorsement of the chosen annual Fellow Member from Fellow-Member nominations received remains with the Executive Council, a subcommittee made up of three (3) Fellow Members should vet nominations for entry into this category. This subcommittee needs to meet once a year to process nominations of Fellow Members and present its report to the Executive Council. In the absence of three 'Fellow Members' who are ready to form part of this committee, this sub-committee shall be constituted by the President of The Association with the approval of the Executive Council, making sure that members of this sub-committee do not have any conflicts of interest. . A nominated person cannot sit on the subcommittee. The sub-committee is appointed by the Executive Council and its recommendations are then submitted to the Executive Council for endorsement or otherwise

(ii) Senior Members:

- a. Qualified counsellors with a Doctorate, or Master in Counselling, or equivalent, as recognized by the MQC.
- b. is a Maltese citizen, or is otherwise permitted to work in Malta under any law; and
- c. is of good conduct

(iii) Senior Practicing Members:

- a. Qualified practicing counsellors with a Doctorate, or Master in Counselling, or equivalent, as recognized by the MQC who are doing a minimum of 150 hours of practice annually.
- b. is a Maltese citizen, or is otherwise permitted to work in Malta under any law; and
- c. is of good conduct

(iv) Approved members:

- a. Qualified counsellors who have a recognized diploma in counselling recognized by the MQC at Level 7.
- b. is a Maltese citizen, or is otherwise permitted to work in Malta under any law; and
- c. is of good conduct

(v) Approved Practicing members:

- a. Qualified practicing counsellors who have a recognized diploma in counselling recognized by the MQC at Level 7 who are doing a minimum of 150 hours of practice annually.
- b. is a Maltese citizen, or is otherwise permitted to work in Malta under any law; and
- c. is of good conduct

(vi) Affiliate members:

- a. Doctorate and Masters in kindred professions recognized by the MQC
- b. is a Maltese citizen, or is otherwise permitted to work in Malta under any law; and
- c. is of good conduct

(vii) Associate members

- a. First degree in kindred professions with an MQRIC approved Educational Institution/University ; and
- b. is of good conduct

(viii) Student members:

- a. Students who are registered for an undergraduate degree in a kindred area/profession with an MQRIC approved Educational Institution/University; or students who are reading for a Master's qualification in counselling recognized by the MQC; and
- b. is of good conduct

(ix) Foundation members:

- a. Individuals who are not counsellors and do not possess a first degree, but whose work requires the use of helping skills; and
- b. is of good conduct

(x) Retired members: Non Practicing Members

(xi) Lifetime members: A past president will be considered by the Executive Council for lifetime membership.

(xii) Association-Membership: Associations and companies who:

- a. Are engaged in caring professions and
- b. meet the criteria established by The Association as indicated in Article 3 and Article 6 of this statute can request association-membership of The Association. The Association has the right to refuse membership of such associations/companies. Association-members shall have no voting rights and cannot seek election to The Association's Executive Council.

(b) Anyone within or outside the European Union and the European Economic Area

(EU/EEA) who wants to qualify to become approved, approved practicing, senior or senior practicing members of The Association must present the warrant of counsellor awarded by the Maltese Government according to the European Commission Directive 2005/36/EC

Article 5. Membership Fee

- a) The membership fees per annum shall be as follows:
- | | |
|---------------------------------|--------------------------------------|
| i. Fellow members: | by nomination |
| ii. Senior members: | €35.00 |
| iii. Senior Practicing members: | €35.00 |
| iv. Approved members: | €35.00 |
| v. Approved Practicing members: | €35.00 |
| vi. Affiliate members: | €30.00 |
| vii. Associate members: | €20.00 |
| viii. Student members: | €15.00 |
| ix. Foundation members: | €15.00 |
| x. Retired members: | €10.00 |
| xi. Lifetime (Past presidents) | No Fee |
| xii. Association-Membership | €70.00/€40.00 students' associations |
- b) The calendar year (January to December) shall be regarded as the membership year.
- c) New members paying on or after October 1st of the year should have a first one-term membership of 15 months, i.e. up to December of the following year
- d) Members shall be given a three (3) month period to settle membership fees (January 1st to March 31st).
- e) Rate of membership fees should be discussed, amended and/or ratified during Annual or Extraordinary General Meetings (AGM or EGM)

Article 6. Rights and Obligations of the Members of The Association

- a) All members are expected to:
- i. Participate in the work of The Association;
 - ii. Elect and be elected on the Boards of The Association;
 - iii. Be informed about the work of The Association;
 - iv. Be loyal to The Association and its aims;
 - v. Protect the reputation and interests of The Association;
 - vi. Pay the membership fee regularly;

- vii. Respect the provisions of these Bylaws;
 - viii. Respect and adhere to the ethical codes of the counselling profession and other acts of the Association;
 - ix. Accept The Association's definition of counselling;
 - x. Sign any declaration of eligibility for membership;
 - xi. Be subject to The Association's Complaint Procedure;
- b) Individuals' of Associations' membership in The Association may cease by:
- i. Voluntary resignation;
 - ii. Non payment of fees;
 - iii. Expelling in case of infringement of the provisions of the obligation in this Article;
 - iv. Member's death; or
 - v. Dissolution of The Association.
- c) To resign from The Association, members must inform the secretary in writing;
- d) Disciplinary action can take place for one of the following reasons:
- i The breaching of the Code of Ethics of The Association;
 - ii The misuse of the premises or equipment belonging to The Association;
 - iii Failure of payment, within one (1) year from when membership fee is due, following two (2) reminders in writing;
 - iv. In case of suspension due to nonpayment in terms of above provision;
 - v. If members fail to abide by the provisions of this statute and are in clear violation of the Statute of The Association;
 - vi. If members' actions run counter to the aims, policies and directives of The Association and the Executive Council. If members act in a manner deemed to be detrimental to the interests of The Association. In this case, the The Association's Secretary should report the facts to the Executive Council, along with recommendations and after consultation with the member that is being considered for expulsion. The Executive Council is empowered to take appropriate action following the Secretary's report.
 - vii. Members may appeal an expulsion decision of the Executive Council sixty (60) days following communication in writing (virtual or actual) of the decision by the Executive Council. The appeal shall be addressed to the Secretary who will submit it to the Executive Council along with recommendations of the merits of the appeal. Pending the appeal, the rights and obligations of the members concerned shall be suspended. This must also be reported during the AGM by the The Association's Secretary

- viii. Persons who terminated membership may register as new members if they desire as per Article 6 (b) x, xi, xii, xiii. This requires a request in writing.
- ix. Suspended members who did not pay the annual fee may make a request in writing for reinstatement to the Secretary within six months of suspension. The member may be reinstated as a member of The Association;
- x. Reinstatement of suspended members, who did not pay the annual fee, after six months from date due, shall require renewed payment of the enrolment fee as stipulated by the Executive Council.
- xi. If a motion of suspension of membership is upheld by a two-thirds majority of the Executive Council, suspended members shall lose all rights of representation and voting ;
- xii. The motion of suspension may be withdrawn at the Regular Executive Council Meeting or changed to expulsion from The Association.
- xiii. If membership-termination was due to ethical misconduct, members may reapply if they present verification of their warrant according to the Counselling Profession Act (Act V of 2015)
- xiv. Expelled members may re-apply for membership to the Secretary. In order that they may be re-considered by the Executive Council, their name must be proposed and seconded by two members of The Association.
- xv. Members of The Association whose warrant has been revoked by the Council for the Counselling Profession, as set up according to the Counselling Profession Act Chapter 538, may seek support from The Association. After due consideration of each individual case, The Association reserves the right to seek legal advice, to accept or not accept to support such members. The latter must financially support the legal advice sought by The Association. Such decisions need two-thirds majority of the Executive Council, where said two-thirds is to be calculated on the basis of the full Executive Council less than the two (2) Executive Council members of The Association who sit on the National Council for the Counselling Profession, who shall withdraw from meetings of the Executive Council that consider requests for support, should this be the case.
- xvi. Suspension of members of The Association is only effective with a minimum of 80% majority of the Executive Council in favour of this decision;

Article 7. Amendments by the Assembly

- a) Amendments to the Statute shall only be adopted if carried by at least a two-thirds majority vote of the paid-up Members present during General Meetings: **The Assembly**
- b) All other decisions shall be valid if approved by two-thirds majority vote of the paid-up Members present during General Meetings: **The Assembly**

Article 8. Boards of The Association

- a) The Boards of The Association are:
 - i. The Assembly (the Assembly is the meeting of members at the AGM or EGM. It executes all rights where amendments to the statute are concerned)
 - ii. The Executive Council of The Association, which shall have a minimum of seven (7) and a maximum of eleven (11) members unless otherwise decided during an AGM, shall have the following profile:
 - 1) The President
 - 2) The Vice-President
 - 3) The Secretary
 - 4) The Vice-Secretary
 - 5) The Treasurer
 - 6) The Vice-Treasurer
 - 7) The Public Relations Officer
 - 8) A maximum of four (4) co-opted paid-up members as detailed in Article 10 (m) in accordance with Article 10(g).
 - iii. The Ethics Committee is to be made up of a minimum of three (3) members appointed by the Executive Council.
- b) The Executive Council of The Association shall be elected for a period of two (2) years.
- c) Subject to the provision of the Agreement, the Executive Council shall be vested with full executive powers.
- d) A delegation of three (3) officials of the Executive Council, as delegated by the President, or the president's substitute, shall be sufficient to transact any business of The Association in accordance with the Aims and Objectives of The Association and as would have been discussed and approved during Executive Council meetings.
- e) In extreme cases, urgent Ad Hoc decisions need verbal or e-mail approval by simple majority of the Executive Council. These decisions must be clearly documented and analysed in the next Executive Council meeting.
- f) Financial decisions must be taken within the Executive Council

- g) The Ethics Committee shall be nominated by the Executive Council of The Association. Members of the Ethics Committee may or may not be members of the Executive Council; and may or may not be members of The Association. The Ethics shall be made up of a minimum of three (3) persons, two of whom must be practitioners in the field of Counselling. If the Ethics Committee is made up of more than three (3) persons, fifty per cent (50%) of the members of the Ethics Committee must always be practitioners in the field of Counselling.

Article 9. Terms of Office

The terms of office of the President and Vice-President shall not exceed three (3) terms of two (2) years each, unless there is unanimous agreement of the Executive Council otherwise; in which case the terms of the President and the Vice-President may be extended by not more than another term of two (2) years.

Article 10. Election of Executive Council

- a) During the annual general meeting held in the first quarter of the calendar year, a General Election to elect seven (7) Council Members shall be held every alternate year. In all cases, an election for seven (7) members on the Executive Council shall always be held irrespective of the number of candidates contesting, whether the number of candidates is more or less than seven (7).
- b) Only fully paid-up members for at least three (3) months of the year AGM's/EGM's are held, shall be able to propose or second candidates and allowed to vote.
- c) Members shall only be eligible to contest an election if they are fully paid-up members as explained in article 10(b).
- d) Nominations for the Council can be made verbally prior to the election, or in writing to the Secretary, at least seven (7) days before the AGM, stating the proposer and seconder for such nominations. If there are less than seven (7) nominations, the seven (7) day deadline will not apply and paid-up members would be so notified. Paid-up members can then send nominations up to the start of the AGM.
- e) All paid-up members of the outgoing Council are eligible for re-election.
- f) Paid-up members who are not qualified counsellors (associate or affiliate members) could be elected on the council. The representative ratio between qualified and non-qualified counsellors must be 80 to 20, 80 percent being qualified counsellors (fellow, senior or approved members).

- g) The newly elected Executive Council shall meet not later than fifteen (15) days from the date of the dissolution of the previous Executive Council.
- h) During the first meeting of the newly elected Executive Council, at least a quorum from the outgoing Executive Council must be present in order to address the minutes of the last Executive Council meeting before the Elections. If a quorum of the outgoing Executive Council is not possible, the reading, amendments, approval and matters arising should still proceed, provided that there is a quorum of the newly elected Executive Council.
- i) Members of the outgoing Executive Council are to remain present during the first meeting of the newly elected Executive Council for the reading and approval of the minutes of the last Executive Council meeting of the outgoing Executive Council, and for any matters arising thereof, in order to ensure a smooth and informed transition between the outgoing Executive Council and the newly Elected Executive Council.
- j) The secretary of the outgoing Executive Council must also present the minutes of the AGM/EGM's to the newly elected Executive Council during their first Executive Council meeting after the AGM/EGM's. Members from both the outgoing and from the newly elected Executive Council must be present during the reading of the draft minutes of the AGM which would then be approved at the next AGM/EGM.
- k) The President, Vice-President, Secretary, Vice-Secretary, Treasurer, Vice-Treasurer and Public Relations Officer shall be appointed from and by the Council Members elected, not later than fifteen (15) days from the date of the dissolution of the previous Council, in other words during the first meeting of the Executive Council.
- l) The Executive Council shall be vested with the power of co-opting a maximum of four (4) paid-up members as deemed necessary. The co-opted paid-up members will be considered full members of the Executive Council with full obligations and voting rights, in accordance with Article 10(g).
- m) The Executive Council shall be vested with the right to appoint local and/or international consultants to sit on the council to enhance the discussion and to give their expert advice especially when specific themes are tackled. Consultants shall attend council meetings on the specific invitation of the President, upon approval from the majority of the Executive Council members. Consultants shall not have the right to vote when attending Executive Council meetings. . Article 17 explains the terms of reference of a consultant to The Association. Such terms of reference should be included in the contract given to consultants to The Association and should include a specific time frame.

Article 11. Vacancies and Resignations from the Executive Council

- a) Members of the Executive Council who shall absent themselves for more than three (3) consecutive Executive Council Meetings without verbal or a written justification acceptable to the Executive Council, shall be deemed to have resigned from the Executive Council.
- b) Whenever, for any reason whatsoever, the post of President becomes vacant, the Vice-president shall automatically become also acting President. .
- c) Whenever, for any reason whatsoever, the post of Secretary becomes vacant, the vice secretary shall automatically become acting Secretary. If this is not possible the Treasurer will take the role of acting secretary, until the Executive Council appoints another secretary.
- d) Whenever, for any reason whatsoever, the post of treasurer becomes vacant, the vice-treasurer shall automatically become acting treasurer. If this is not possible, the secretary will take the role of acting treasurer until the Executive Council appoints another treasurer.
- e) Vacancies of Executive Council Members shall be filled by runner-up candidates who have polled the next higher number of votes in a General Election, through a casual election if no such candidate exists, or by co-option, in accordance with article 10 (m).

Article 12. Management and Administration

- a) The Administrative year shall be between the holdings of one Annual General Meeting to the next Annual General Meeting.
- b) The Executive Council shall be convened:
 - i. Not less than once every three (3) months.
 - ii. At the written or verbal request of not less than three (3) of the Committee Members.
 - iii. At the discretion of the President.
 - iv. At the request, written or verbal, of any six (6) paid-up members.
- c) Resolutions of the Executive Council shall be adopted by a simple majority vote of the number of Executive Council Members present, provided that there is a Quorum.
- d) The Executive Council shall have the authority to invite to partake in its meetings, any number of paid-up Members on any particular issue and this in order to enable the Executive Council to have a better understanding of the issue under review before the same Executive Council. Invited person shall not enjoy the right of vote.
- e) The President and/or Vice-President and/or Secretary shall form part of any official delegation.
- f) The Executive Council is authorized to institute any legal proceeding against any person, before any court or tribunal, in order to give effect and safeguard the Objects of The Association and of the Members it represents.

- g) The Quorum for Executive Council Meetings shall be fifty per cent (50%) plus one (1) of the elected and co-opted members of the Executive Council. If there is no quorum, the number of Members present at the Executive Meeting will hold the meeting but indicate that all decisions taken will be approved or otherwise, and ratified at the next Executive Council meeting.
- h) If there is no quorum for three (3) consecutive Executive Council meetings per annum, an AGM shall be called for a new election to replace non-attending members.
- i) The Agenda for Executive Council Meetings shall be circulated to the Members of the Executive Council at least five (5) days prior to the date appointed for the meeting.
- j) The Agenda shall be read by the President at the start of the Executive Council Meeting. All items thereon shall take precedence over other business.
- k) In the event of any matters of urgency, the President may accept a motion for the suspension of the agenda. No suspension shall take place except by a majority vote of the Executive Council.
- l) The Secretary shall forward the minutes of the previous Executive Meeting five (5) days prior to the Executive Meeting.
- m) Approval of minutes shall always be the first item on the agenda within the remit of Article 12 (k) above.
- n) Minutes shall be discussed and approved during the Executive Meeting and signed by the President and the Secretary. The Members shall then be at liberty to ask any questions with regard to 'Matters arising out of the Minutes', which would be the second item of the Agenda within the remit of Article 12 (k) above.
- o) The third item of Executive Council meetings shall be the reporting of correspondence, within the remit of Article 12 (k) above.

Article 13. Confidentiality Issues and Executive Council Members (refer to Article 18 (a) i)

The purpose of this article is to provide a confidentiality policy as a framework of principles and guidelines concerning the sharing and non-sharing of information gained as The Association's Executive Council members. This framework is formalized in order to protect the rights and interests of The Association's Executive Council Members, The Association's members and the integrity of information disclosed during Executive Council meetings. The Executive Council functions in a position of trust with both The Association's Executive Council as a body and the members of the Executive Council, The Association's members and other stakeholders interested in the counselling profession. This trust requires a balance between openness and transparency with the ability to maintain confidentiality of information not intended as public.

a) Definitions

- i Confidentiality: Principles and guidelines for what information may be shared and to what extent; and what information is to be kept private;
- ii Private Information: Information that is not to be shared outside of the Executive Council.
- iii Public Information: Information that may be shared without restriction;
- iv Qualified Information: Information that can be shared beyond the Executive Council only within the restrictions determined by the nature of sensitivity, such as information that is need-to-know or time-sensitive information;
- v Entrusted group: Persons designated to receive information including public, private, and sensitive information;

b) Sharing: communicating information to others by any means to include spoken, written, or electronic media. Principles;

- i Benevolence: The basic principle of judgment and action with respect to information shared and acquired as an Executive Council member is to cause no harm to, and to promote the wellbeing of individuals, The Association and the profession;
- ii Trust: Judgment and action in sharing or withholding information is guided by the necessity of validating trust and confidence in the Executive Council by members, guests and the public;
- iii Liberty: Executive Council members, guests, and members of The Association can expect to share information and opinion candidly without concern for consequences arising from sharing of what they say outside the Executive Council;
- iv Rights: The rights of members of The Association and the public to be relevantly informed of issues considered by the Executive Council shall be honoured;
- v Truth: Information that is shared is done so with respect for accuracy and relevant context.

c) Guidelines

Executive Council members should distinguish among different types of information that comes to them in Executive Council members either during Executive Council meetings or when they act on behalf of the Executive Council or as a member of the Executive Council. The Executive Council relies on the experience and expertise of its members to identify and specify the type of information – public, private or qualified:

- i Public Information is characterized by its availability outside the Executive Council meetings;
- ii Private Information is generally anything else (with some exceptions) that is discussed during Executive Council meetings. Discussions among members and guests in

Executive Council meetings are candid and may test the grounds of controversial issues. The contents of those discussions are presumed private information especially with respect to who said what;

- iii Qualified Information may, in some cases, be identified where sharing with a limited number of people is needed to move an issue forward. The fact that the Executive Council has considered an issue (without details of the discussion) may often fall into this category.

Normally, the President will provide leadership on the profile of the information, but not to the exclusion of input from other Executive Council members or the Executive Council as a body. When Executive Council members have a question about specifying the nature of information, they should refer to the Executive Council President with the understanding that the Executive Council as a body can alter an initial designation. Particularly with qualified information, the Executive Council must be deliberate about defining how and when such information will be shared. If an item needs to be shared on a need-to-know basis, the group/person with which it must be shared should be specified.

d) Executive Council Members' Pledge and Breach of confidentiality

- i. Breach of Confidentiality is reason for immediate dismissal from the Executive Council.
- ii. Confidentiality needs to be respected even after Executive Council Members are no longer Executive Council members. The Executive Council reserves the right to seek legal measures if such confidentiality is breached.
- iii. The Association appreciates that Malta is a small-island community which often leads to dual relationships and interplay of power. The Association cautions that it is this very context which makes confidentiality, balance of power and boundaries so much more important and sacred.

Article 14. Annual (AGM) and Extraordinary (EGM) General Meetings

- a) There shall be convened in the first (1st) quarter of the calendar year an AGM to execute the following business:
 - i. Reading and Adoption of the minutes of the previous AGM/EGM;
 - ii. Reading and Adoption of the President's report;
 - iii. Reading and Adoption of the Annual Financial Statements prepared by the treasurer;
 - iv. Consideration of Motions submitted by the Members and by the Executive Council;
 - v. Consideration of amendments to the Agreement by the Members and by the

Executive Council; and

Election of the new Executive Council every alternate year as per Article 10 (a).

- b) Notice of the AGM and details of how to send proposals and motions is to be given at least twenty-eight (28) days prior to such Meeting to all the Members of The Association.
- c) Non receipt of such notice does not invalidate the Meeting.
- d) Paid-up members are to send a notice of their Motions to the Secretary in writing at least twenty one (21) days before the date set for the Meeting where the Motions are to be discussed. Such motions shall then be circulated with the agenda.
- e) The agenda for AGMs shall be circulated to all Members of The Association at least fifteen (15) days before the date appointed for the meeting. The agenda must include details of all other proposals, motions and/or amendments.
- f) In the case of EGMs, notice of the EGM shall normally be given at least twenty-eight (28) days prior to such Meeting to all the Members of The Association, giving details of the Agenda and all other proposals or amendments. This deadline may be waived in view of an emergency and if approved at least a two-thirds majority of the Executive Council.
- g) Non receipt of such notice does not invalidate the Meeting.
- h) Notice of Motions for an EGM shall normally be sent to the Secretary in writing, at least twenty one (21) days before the date set for the Meeting, where the Motions are to be discussed. Such Motions shall be placed on the Agenda. This deadline may be waived in view of an emergency and if approved by a two-thirds majority of the Executive Council.
- i) The agenda of an EGM shall normally be circulated to all Members within fifteen (15) days of the General Meeting. This deadline may be waived in view of an emergency and if approved unanimously by a two-thirds majority of the Executive Council.
- j) During AGMs and EGMs, In the event of any matters of urgency, the President may accept a motion for the suspension of the Agenda. No suspension of the Agenda shall take place except by a two thirds majority vote of the number of paid-up members present at the general meeting.
- k) AGMs shall have the authority to confirm, amend or rescind any resolution adopted by the Executive Council or by any Extraordinary General Meeting (EGM), or by any other AGM. l) AGMs shall be convened:
 - i. By virtue of the provisions of the Statute;
 - ii. At the written request of not less than six (6) paid-up members;
 - iii. At the discretion of the Executive Council.
- l) Whenever General Meetings are requested by virtue of sub-article (e) of Article 13.

- i. Those requesting the EGM shall state in writing the nature of the business they wish to bring forth and discuss before the EGM; and
 - ii. The Executive Council shall convene such EGMs at the earliest date possible, but not before twenty-one (21) and not later than twenty-eight (28) days from the date of receipt of such a request, unless circumstances decree otherwise.
 - iii. Notification to members shall be as per Article 13 (b).
- m) Unless otherwise provided, in the provision of the Statute, motions shall be adopted by a simple majority vote of the number of paid-up Members present at the meeting.
- n) The first proposition on any particular subject shall be known as the original Motion and all succeeding propositions on that subject shall be called 'amendments'. Save for those moved by the Executive Council, every motion or amendment to any motion must be moved and seconded by paid-up Members actually present at AGMs/EGMS, before these motions or amendments can be discussed.
- o) A point of order may be raised if rules appear to have been broken and must be resolved before business continues. The point of order may be brought up by any member of the Assembly and calls upon the President of The Association to make a ruling. The President may rule on the point of order or submit it to the judgment of The Assembly. The President or The Assembly may either accept (sustained point of order) or refuse (overruled point of order) the point of order. Members speaking on a Point of Order must seek to prove first:
 - i. That the speaker is digressing from the subject of the motion; or
 - ii. That the speaker is infringing on any of the provisions of the Standing Orders; or
 - iii. That there is an infringement of any of the provisions of the Articles of the Statute.
- p) AGMs/EGMs are public events and open to both members and non-members. Only paid-up members may vote during AGMs/EGMs. Members may renew their membership before the AGM/EGM and be able to vote only if their membership is updated, including backdated payments, of within two years. They will otherwise be regarded as new members as per article 6 (f).
- q) New members who enroll on the day of the AGM will not have voting rights, but can participate in the AGM/EGM.
- r) The Assembly amends, approves and ratifies minutes of AGMs and EGMs at the first instance it meets after the minutes of the specific meeting, or during the next AGM meeting.
- s) The secretary of The Association shall:
 - i. Prepare the minutes of AGMs as noted in Article 10 (k);

- ii. Present the minute of EGMs at the first Executive Council Meeting held after the EGM in order to ensure appropriate preparation of minutes to present to the Assembly at its next meeting.

Article 15 Financial Matters and Auditing of Accounts

- a) The treasurer shall keep proper accounting recordings with respect to The Association's transactions and its assets and liabilities. Such accounts shall be presented during the AGM. The said records are to reflect the true and fair state of affairs of The Association.
- b) Further, the treasurer is to forward an accounting report to the appointed auditor of The Association on an annual basis for the annual auditing of the accounts. 'Auditor' is a holder of a practicing certificate to practice in the field of auditing and includes an audit firm, as noted in Chapter 281 of the Law of Malta Accountancy Profession Act.
- c) The Association shall establish and maintain a satisfactory system of control of its accounting records, its cash holdings and all of its receipts and remittances.
- d) The Association shall, at the request of members having an interest in the funds of The Association, supply them with a copy of its most recent auditing accounts upon payment of a fee as may be prescribed by the Executive Council.

Article 16. Legal and Financial Consultancy

- a) At the request of The Association, the Executive Council is authorized to seek the services of a legal consultant to act in the interest of The Association and its members;
- b) At the request of The Association, the Executive Council is authorized to seek the services of a warranted or licensed financial professional in the interest of The Association and its Members.

Article 17. Consultant/s to the Association

The primary role of consultants to The Association is to assist The Association and its Executive Council with certain areas that fall with the particular consultant's expertise. While a consultant may act as an educator, a catalyst for deeper change, a resource, or a facilitator, the leadership of the process remains totally within The Association, its Assembly and its Executive Council.

a) Consultants' Duties

Within the context that the Executive Council of The Association has the power, and the greater responsibility, to lead The Association, consultants' duties may include:

- i. Provide specialized subject matter expertise, when requested by the Executive Council of The Association;
- ii. Provide direct feedback about operational performance, functional governance, ethics (both professional and academic);
- iii. Put forward propositions to the Executive Council;
- iv. Serve as a facilitator, enabling and, if need be, guiding the organization through a multi-step process for the benefit of the organisation and its members, at the request of the Executive Council;
- v. Communicate concerns to the Executive Council;
- vi. Bring objectivity and an innovative approach when a particular situation calls for such action;
- vii. Any other issues that the Executive Council deems as necessary

b) Categories of work for Consultants to The Association;

Consultants may be asked to contribute to the following non-exhaustive list of categories of work:

- i. Overall Guidance
- ii. Information Gathering
- iii. Training
- iv. Competencies
- v. Evaluation
- vi. Advice
- vii. Problem-Solving
- viii. Research
- ix. Ethics
- x. Trade-Unionism

c) Remuneration for Consultants to The Association

Consultants will not be remunerated however the Executive Council may decide to ask a Consultant to complete particular work against payment when this is deemed necessary.

d) Contracts for Consultants to The Association

Before engaging in any work for the Executive Council, a contract will be signed between the Consultant and the President of The Association. Such a contract will include but is not limited to:

- (i) the terms stipulated in this Article and
- (ii) a finite timeframe. The Consultants' contracts may be renewed as deemed necessary from time to time by the Executive Council.

Article 18: Breach of Privilege and Removal from Executive Council

- a) It shall be a Breach of Privilege for any Member of the Executive Council to:-
 - i. Divulge to any person outside of the Executive Council the proceedings of the meetings of the Executive Council, as detailed in Article 13;
 - ii. Represent The Association unless so authorized;
 - iii. Criticize abusively any Member of the Executive Council.
- b) Whenever the Executive Council has evidence that Members of the Executive Council are neglecting or abusing their duties or acting subversively to the interest of The Association as noted in Article 16 (a), in each instance, the Executive Council may recommend to an Assembly during a general meeting for these members' removal from office and possibly from The Association as The Assembly deems fit.
- c) A resolution proposing the removal from office of any Executive Council Member shall be adopted by a two thirds majority secret vote of the number of paid-up Members present at a General Meeting.

Article 19. Funding for Executive Council

- a) The Executive Council is allocated an annual 1000 euro towards the participation of Executive Council Members in international fora for the enhancement of the counselling profession.
- b) Representatives are required to submit a formal written report, the necessary receipts and a write up for the newsletter and/or social media of The Association, where applicable.
- c) This annual allocation, or any part thereof, can be carried over from one year to the next.
- d) Expenses over 1000 euro may be carried over from one year to the next as decided by the Executive Council.

Article 20. Donation to the Community

- a) The executive council shall allocate 5% of the annual profit of The Association, not less than a 100 euro and not exceeding 500 euro, as donation to the local and/or global community;
- b) This donation is to be used for counselling services with vulnerable populations

Article 21. Dissolution of The Association

Should The Association dissolve for any reason, this decision will be taken during an AGM or an EGM, with two-thirds majority vote. All funds pertaining to The Association will be distributed to the agreed upon charity/charities as discussed during the AGM/EGM by members present.

Article 22: Duties of Executive Council officers

A. The President

- 1) Shall chair all Executive Council and General Meetings and shall ensure that the Statute and the Code of Ethics are observed by all Members of The Association;
- 2) Will be one (1) of three (3) signatories on financial documents;
- 3) In conjunction with the Secretary, shall prepare the Agendas for Executive Council and General meetings;
- 4) When possible, shall lead all delegations representing The Association and shall be vested with judicial representation;
- 5) Shall have a casting vote at any meeting, in case of a tie.

B. The Vice President

- 1) Shall share and help with the duties of the President;
- 2) Shall act on behalf of President, in the President's absence.

C. The Secretary

- 1) Shall inform all members of any resolutions and policies passed by the Executive Council or during general meetings;
- 2) Shall receive and reply to all correspondence as resolved by the Executive Council or in urgent cases, in consultation with the President;
- 3) Shall present and minute all correspondence received and entered into, at the following meeting of the Executive Council;
- 4) Shall prepare, in conjunction with the President, the Agenda for Executive Council Meetings and General Meetings;
- 5) Shall take and keep the Minutes of the proceedings of the Executive Council and General Meetings;
- 6) Shall prepare the Agenda, the Annual Administrative Report and all other necessary documents for the General Meeting;
- 7) Shall keep a register of all the Members of The Association, with their postal address, email, as shall be indicated by each Member;
- 8) Shall keep a record of the posting of notices sent to the members;
- 9) Shall ensure the safekeeping of all The Association's documentation, and hand over such documentation to the new Secretary, on termination of role;

- 10) Shall, together with the treasurer prepare the necessary required documents for presentation to the Commissioner for Voluntary Organizations every year, as requested by the Commissioner;
- 11) Shall prepare the minutes for AGMs and EGMs as specified in Article 10(k) and Article 14(g).

D. Vice-Secretary

- 1) Shall share and help with the duties of the secretary;
- 2) Shall act on behalf of the secretary, in the secretary's absence.

E. Treasurer

- 1) Shall administer the funds of The Association, in particular as resolved by the Executive Council, by General Meetings and in accordance with the provisions of the Statute;
- 2) Shall be responsible for The Association's funds held in the Bank/s;
- 3) Shall be one (1) of two (2) signatories on cheques or any withdrawal forms. The other two (2) signatories shall be the President and any other Executive Council Member as appointed by the Executive Council;
- 4) Shall be allowed to keep a small amount of cash as authorized by the Executive Council, to cover petty expenses;
- 5) Shall prepare a Statement of Affairs at the end of each financial year and an income and expenditure account. Both of which are approved and signed by the Executive Council;
- 6) Shall collect the membership fee and issue shortly thereafter official receipts;
- 7) Shall, in conjunction with the Secretary, keep the statutory records of all paid-up Members and non-paid-up Members;
- 8) Shall ensure the safekeeping of all documents and registers in the Treasurer's care, and hand these over to the new Treasurer upon termination, within the shortest time possible;
- 9) Shall, together with the Secretary, prepare the necessary required documents for presentation to the Commissioner for Voluntary Organizations every year, as requested by the Commissioner.

F. Vice-Treasurer

- 1) Shall share and help with the duties of the treasurer;
- 2) Shall act on behalf of the treasurer, in the treasurer's absence.

G. Public Relations Officer

- 1) Shall take care of all public relations matters;
- 2) Shall be responsible for any newsletters to all Members;
- 3) Shall be in charge of all communication with the media and other promotional activities;

- 4) Shall keep records of press releases, articles and any other communication issued by The Association or concerning The Association.

H. Executive Council Members

- 1) Shall attend all Executive Council meetings and General Meetings;
- 2) Shall take on such duties and responsibilities as the Executive Council may assign to them from time to time.

I. The Ethics Committee

- 1) As nominated by the Executive Council, shall be responsible for developing and proposing codes of ethics of the counselling profession;
- 2) Shall deal with all the problems in the area of counselling ethics;
- 3) Shall act as the body which receives, investigates and decides upon any complaints lodged against members of The Association.