

Malta Development Association

The Statute

As amended on the twelfth (12th) of October of the year two-thousand and twenty-three (2023)

Section 1 Name and Office

1. The official name of the association established in terms of this statute shall be the “Malta Development Association”.
 2. The Association shall operate as a non-profit organization, duly registered and established in accordance with the Laws of Malta, and shall serve as a representative entity for its Members.
 3. The registered office of the Association shall be situated at MDA, Triq l-Orsolini, Tal-Pieta’ or such other place as the council of the Association, hereinafter referred to as the Council, may from time to time determine.
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Section 2 Definitions

1. For the purpose of this statute, the following terms shall have the following meanings:

‘Affiliate Member’ refers to an individual or entity who obtains membership in the association through affiliation, as outlined in the association's statute. Affiliate members do not possess voting rights.

‘Annual General Meeting’ and ‘General Meeting’ refer to the yearly gathering of the association's Members as stipulated in the association's statute, wherein reports are presented, discussions are held, decisions are made, and elections or appointments may occur.

‘Association’ refers to the Malta Development Association (abbreviation ‘MDA’),

‘Code of Ethics’ refers to the set of ethical principles and standards established by the association for its members.

‘Council’ refers to the governing body of the association, duly elected in accordance with the provisions set forth in this statute.

‘Economic Operator’ refers to any natural person, legal entity, or organization that is engaged in economic activities within the Industry

‘Extraordinary General Meeting’ refers to a special gathering of the Association's Members, convened outside of the regular Annual General Meeting, to address specific and exceptional matters that require the attention and decision-making of the membership.

‘Industry’ shall refer to the property development industry in Malta in the widest sense, including all activities related to the planning, construction, development, management, and promotion of real estate properties, as well as associated sectors, professions, and stakeholders involved in the aforementioned activities within the jurisdiction of Malta."

‘Members’ shall collectively encompass all classes of members within the association, comprising both Ordinary Members and Affiliate Members as long as their membership has been paid up.

‘Ordinary Members’ shall refer to an individual who has fulfilled the requirements for membership including payment as outlined in the association's statute and possesses the right to participate in the voting process on matters related to the association's affairs, in accordance with the provisions set forth in this statute.

‘Party’ refers to any recognized interested entity or individual within the Industry, who, despite not being a member of the association, holds a legitimate interest in the affairs and activities of the Association within the Industry.

‘President’ refers to the individual holding the position of president within the association.

2. These definitions shall apply throughout this statute, unless otherwise specified.
3. The usage of the singular shall encompass the plural, and vice versa, throughout this statute.

Section 3 Objectives

1. The main objective of the Association shall be to safeguard the interests of the Industry and its Members. The Association shall aim to bring together property developers and other Economic Operators within the Industry under one single umbrella to act as a potent force bringing about growth and development of this important sector of Malta's economy.
2. The Association shall use all its resources to achieve this aim particularly through the following

- a) Legislation that is relevant to and/or in any way regulates or governs the Industry. The Association shall be acting as a pressure group and seeing that legislation is implemented in an active and effective way so that fair competition is ensured, as well as a better regulatory environment exists to protect the interests of property developers.
- b) Assisting Members to have the necessary information in order to conduct their business properly and correctly.
- c) Protecting the interests of Members vis-a'-vis, including but not limited to suppliers, customers, employees and government entities provided that such Members are acting in accordance with the applicable laws and regulations.
- d) Representing the Industry in the preparation, formulation and execution of economic policies which affect its interests.
- e) Seeing that decisions and criteria used by the respective authorities that are relevant to the Industry are made public, and to monitor such decisions, criteria and other measures.
- f) Ensuring that the Industry is self-regulatory by drafting and implementing codes of ethics and other instruments which will ensure fair and competitive behaviour on the respective market or markets and ensuring that unjust and deceitful market practices are curbed.
- g) Seeing that standards which regulate the Industry and other transactions relating to the Industry or in any manner relating thereto are established properly and fairly implemented.
- h) Linking the stakeholders within the Industry to the relevant state authorities and to customers through numerous initiatives and activities and to promote responsible development and ownership of real estate in Malta through legislative advocacy, educational programs and professional networking opportunities.
- i) Doing such other things as are incidental or conducive to the attainment of the objectives of the Association or any of them and/or its Members

Section 4: Membership

1. Memberships shall be open to any Economic Operator within the Industry provided that there is a section for such type of economic activity within the Association.

2. The Party shall have the option to apply under the applicable section from the list of sections of the Association, and may choose to submit applications for multiple sections, provided that they have a bona fide interest in each section applied for.
3. Memberships may be granted both to natural and to legal persons, as well as other bodies directly connected with the Industry.
4. The acceptance of new Ordinary Members shall be subject to the approval of the Council by majority vote.
5. From the date of application and subsequently renewed at the beginning of each calendar year, a membership fee, as determined by the Council, shall be applicable. Ordinary members who have not fulfilled the payment of their renewal fee shall be ineligible to exercise their voting rights within the Association.
6. Ordinary members shall pay in advance the annual membership fee as provided and each subsequent membership fee thereafter due by each member by not later than the end of each year.
7. Membership shall be granted exclusively to individuals classified as Ordinary Members, subsequent to their acceptance by the Council, provided that their membership dues are paid in full and up to date.
8. All Members are obligated to adhere to the Code of Ethics as published on the Association's website, subject to periodic updates that may be implemented from time to time.
9. There shall also be a separate class of members with no voting rights referred to as Affiliate Members.
10. The Association shall have the right to take action against any Member breaching this statute, any of the codes of ethic or other instruments referred to in this statute including issuing notice of any breaches, and suspending or withdrawing membership if the party receiving such warning fails to rectify such breach.
11. All Members shall be bound by the obligations imposed upon it by this Statute and shall comply with all decisions taken by the Association or by the Council in accordance with or for the purposes of this Statute.

Section 5: The Annual General Meeting

1. The General Meeting shall be the highest authority of the Association.
2. All Members shall have a right to attend but only Ordinary Members shall have the right to vote.

3. The General Meeting shall be convened on an annual basis and, under all circumstances, no later than six months subsequent to the conclusion of the preceding calendar year.
 4. The Quorum shall be twenty five percent (25%) plus another member of those eligible to vote. If by the time the Meeting should have started there is no quorum, the Meeting should convene within thirty minutes with the members then present.
 5. The Agenda of the meeting shall be as follows:
 - Appointment of Chairman
 - Minutes
 - Administrative Report
 - Financial Report
 - The President's address
 - Election of the New Council (Whenever applicable)
 - Appointment of Auditors
 - Motions
 - Other Matters
 6. The Council may convene an Extra-ordinary General meeting of their own accord or by request of sixty percent (60%) of Ordinary Members.
 7. The members should be notified of the General Meeting at least fourteen days before the meeting and of any Extraordinary General Meeting together at least seven days before the meeting.
 8. The aforementioned notification shall encompass the Agenda, as well as any proposed amendments to the statute, if applicable.
 9. Minutes and Reports shall be subject to approval by a simple majority of members present and eligible to vote, plus one additional member. Amendments to the Statute shall require approval by a two-thirds majority of members present and eligible to vote, plus one additional member.
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Section 6: Nominations

1. Members shall be notified of the call for nominations for members of Council and the role of President within the Council together with the Agenda of the Annual General Meeting at least forty five (45) days before the General Meeting date.

2. All nominations shall be addressed to the Secretary General at least twenty one (21) days before the General Meeting.
 3. All nominations, amendments to the Statute and any motion presented shall be accompanied by the name, surname, identity number or company registration number, the contact number and the signature of the respective contestant, proponent and the person seconding.
 4. Any Ordinary Member may be nominated for the election of members of the Council or to propose any motion.
 5. Only Ordinary Members from within the property developer section may be nominated for the role of President. Should no member from within the property developer section be nominated, any other Ordinary Member may contest for the role of President.
 6. Elections shall be by secret vote.
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Section 7: The Council

1. The Council shall be made up of the President, the Vice-President, the Secretary General, the Treasurer and five other paid-up members who shall serve a two-year term.
2. There shall be nine (9) members forming part of the Council.
3. The Council members shall be elected based on their ranking in the number of votes received. There shall be at least five (5) Council members from the property developer's section. The remaining four (4) may be from any section, including the property developer's section.
4. The function of the Council is to implement the Association's objectives and its responsibilities include the general administration of the Association, the supervision of execution of policies, development of proposals for a more effective running of the association, draw up programmes of activities and initiatives to be implemented by itself and/or the other structures of the Association.
5. The Council is authorized to establish committees, commissions, and sub-committees, as well as engage individuals for specific roles and responsibilities within the Association. Each committee shall be chaired by a Council member.
6. The council shall convene on a bi-weekly basis, with the understanding that such meetings are to occur at least once per month, unless exceptional circumstances arise.
7. The Council's agenda and minutes of previous meeting must be distributed at least twenty-four hours before each meeting.

8. It is the duty of the Council to convene the Annual General Meeting as well as any Extraordinary Meetings that may be required.
9. The Council shall have the authority to enter into contracts that bind the Association. It is entitled to delegate to the President and any other person the authority to enter into a contract on behalf of the Association.
10. The Council shall be vested with the authority to establish new sections or remove sections within the Association, provided that a two-thirds majority is achieved among the Council members present.
11. Council has the right to establish any contact with other organisations. It is also empowered to affiliate the Association with any other organisation, both local and international, which promotes the interests of its Members.
12. Members of Council who absent themselves for three consecutive Council meetings without a valid reason will be considered as having resigned their post as Council member.
13. In the event of a vacancy within the Council, the seat shall be filled by the member who received the highest number of votes amongst those nominated but not elected during the preceding general meeting. In the absence of such eligible members, the council reserves the discretion to either maintain the position as vacant or alternatively, appoint a member through the process of co-option.
14. The Quorum of the meeting shall be fifty percent of members plus another member. If a quorum is not attained within thirty minutes, the meeting will commence with the members present.
15. The Council shall have the right to adopt any procedure it seems fit to run its meetings.
16. Every Council member has the right to demand a secret vote.
17. In the event of a tie in voting, the President shall possess the authority to exercise a casting vote.
18. The Council reserves the right to co-opt non-voting members for advisory roles, enhancing expertise within the Council.
19. The Council may engage employees, subject to its approval, to support the Association's operations

Section 8: Powers and Responsibilities

1. The President shall chair Council meetings. The Secretary General shall fill in for the President.
 2. The responsibility for setting the agenda of each Council meeting shall lie with the President, although Council Members shall have the prerogative to make additions to the agenda.
 3. The President and the Secretary General together shall be the official and legal and judicial representatives of the Association.
 4. The Secretary General is responsible for the general administration of the Council.
 5. The President and the Secretary General have the power to see all correspondence within the Association.
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Section 9: Finance

1. The funds of the Association shall not be used for any purpose other than the attainment of the objectives and priorities of the Association.
2. The Council shall have the power to raise the funds required for such purposes in any manner it deems appropriate.
3. The Treasurer is responsible for the running of finance and financial aspects of all activities.
4. The Treasurer shall keep proper books of account giving a true and fair view of the state of the Association's financial affairs.
5. It is a mandatory requirement that the financial accounts of the association undergo an audit by an independent auditor.
6. Every Council member shall have the right to examine the financial documents provided that the Treasurer is given three days' notice in advance.
7. The auditors shall have the right to examine all financial documents, and it shall be the duty of the treasurer to provide said auditors with access to the aforementioned financial documents.
8. Any debt incurred by one of members on behalf of the Association without seeking Council's approval shall be considered a personal debt incurred by the member in question, unless it is later ratified during a meeting, be it a Council meeting or a General Meeting.

9. The President and the Treasurer have the right to authorise expenditure not exceeding five thousand euros (€5,000). Any sum exceeding five thousand (€5,000) must be approved by Council.
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Section 10: General Provisions

1. The interpretation of the Statute shall be the responsibility of the President.
 2. The Council shall be competent to decide all other matters which are not dealt with by the statute however shall do so in an open, transparent and non-discriminatory manner wherever this is applicable.
 3. The Association shall be a non-profit organisation, autonomous and voluntary, and furthermore no part of the income, capital or property of the organisation shall be available directly or indirectly to any promoter, member, administrator, donor or other private interest.
 4. The Association retains the authority to engage personnel in any position deemed necessary to advance its objectives.
 5. The Association is not allowed to affiliate itself to any political party.
 6. Any purchase or lease of immovable property may only be carried out following two-thirds majority approval by the Council members present.
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Section 11: Winding Up

1. The Association may only be wound up following a decision of an Extra-ordinary General Meeting called solely for this purpose. Such a decision must be supported by at least seventy five percent (75%) of the fully paid members who are present and eligible to vote. This Extra-ordinary General meeting should decide about the Assets and documents of the Association.
2. The Extra-ordinary General meeting should appoint a liquidator for this purpose.
3. Upon winding up the organisation, any remaining assets shall be applied in favour of any charitable institution as may be decided by such Extra Ordinary General meeting.
4. No member of the Association or the Council shall be personally responsible for any liability incurred by the Association.