

MALTA VIDEO GAME STUDIO ASSOCIATION

Statute

1. NAME AND OFFICE

1. The official name of the Association shall be “Malta Video Game Studio Association”, abbreviated as “MVGSA”, hereunder referred to as “the Association”.
2. The Association may adopt an official logo or emblem, the design of which is to be agreed to by the Executive.
3. The seat of the Association shall be at *c/o Pixie Software, 173, Triq Fleur-de-lys Birkirkara BKR 9067* or at such place as may be determined by the Executive from time to time.

2. DEFINITIONS

For the purpose of this Statute the following terms are defined:

“Game development studios” shall mean companies, commercial partnerships, cooperatives and freelancers developing digital games and services within the digital entertainment industry. This excludes all forms of Gambling;

“Gambling” means any form of gambling, betting, games of chance for money and Gaming as defined by law in Chapter 400 (Gaming Act);

“Industry” means the digital game development industry;

“Appointed Representative” means the person a member appoints to represent it in all matters concerning the Association as defined in clause 4.3;

“Member” means any game development studio whose name appears on the register of members of the Association as defined in clause 4;

“Full Member” shall mean any member who has been accepted as a Full Member of the Association as defined in clause 4;

“Associate Member” shall mean any member who has been accepted as an Associate Member as defined in clause 4;

“Malta” shall mean the Republic of Malta;

“Executive” means the Executive Committee as defined in clause 7;

“Officer” shall mean a member of the Executive fulfilling one of the roles defined in clause 9.

3. AIMS AND OBJECTIVES

The Association shall be a non-profit making organisation as defined in the Voluntary Organisations Act (Chapter 492) of the Laws of Malta, and is established with the following aims and objectives:

1. To unite and represent all game development studios situated in Malta.
2. To promote and safeguard the interests of the Maltese digital game development industry, and in particular the interests of the Association's members.
3. To improve the public perception of the Industry and of digital games as a positive form of entertainment;
4. To provide services, advice and be a source of information on Industry-related matters to its members;
5. To raise the quality of skills, education and training, and professional standards within the Industry;
6. To represent the Industry with government and in general on boards, bodies, entities, councils or other associations on matters which may directly or indirectly affect the Industry.
7. To provide a forum for regular consultation between members and other related entities on matters of common interest.
8. To establish links with other organisations sharing the same interests, both locally and abroad.
9. To contribute, borrow, raise or secure the payment of money, public funding and other assets in such manner as the Association shall think fit upon such terms and conditions as shall be deemed expedient.
10. To take any appropriate measures to fulfil the above aims and objectives.

4. MEMBERSHIP

1. Membership shall be open to all game development studios based in Malta.
2. The Executive may from time to time establish different membership levels, each with their membership criteria, rights and obligations. This also applies to Full Members and Associate Members.
3. Each member shall be represented by one person who is an owner, a manager or a senior executive of such member, or has the authority to make decisions on its behalf and shall be its single point of contact.
4. Application for membership shall be in writing, addressed to the General Secretary, and in the form prescribed by the Executive.
5. Applying for membership shall imply acceptance of this Statute and of any internal rules drawn up by the Executive.

6. The Executive shall have the power to accept or reject an application for membership and shall communicate its decision to the applicant in writing. It does not need to provide a reason for its decision.
7. In the case of rejection of an application for membership, the application may be resubmitted if new circumstances exist that would allow for acceptance of the organisation for membership.
8. The Executive may at its discretion change the membership level of any member without giving reasons for doing so.
9. 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 any organ of the Association in accordance with or for the purposes of this Statute.
10. Members shall not act in a manner which is prejudicial to, or incompatible with the aims and objectives of the Association.
11. Members are to pay an annual subscription fee at such rates and intervals as may be from time to time determined by the Executive.
12. The Association will keep a register of all its active members. Such records will be archived or destroyed upon cessation of membership according to the regulations of the Data Protection Act as stipulated by law.
13. Members are to inform the Association by writing of any changes to the information which was provided during application, particularly in the case of changes to their contact details or their appointed representative.
14. A member may resign from membership in the Association by informing the Executive in writing.
15. The Executive may take any disciplinary measure, including expulsion or suspension of membership, against any member committing any breach of its obligations as a member of the Association.

5. STRUCTURE

The association shall have the following structures, in this order of supremacy:

1. General Meeting
 - a. Extraordinary General Meeting (EGM)
 - b. Annual General Meeting (AGM)
2. The Executive

6. GENERAL MEETINGS

1. The General Meeting is the highest authority of the Association and shall be held at least once a year, as the Association's Annual General Meeting, in line with the current laws of Malta.
2. The agenda for the Annual General Meeting shall be as follows:
 - a. Approval of minutes of the previous General Meeting;
 - b. Approval of the Administrative and Financial report;
 - c. Presentation and discussion of audit report, if applicable;
 - d. Proposed amendments to this Statute, if any;
 - e. Formation of the new Executive;
 - f. Matters arising.
3. Except in urgent cases, notice of a General Meeting shall be affected upon members not later than fourteen (14) days before the date of the General Meeting. Such notice shall specify the matters to be discussed at the meeting and the date, time and place fixed for the meeting.
4. The General Meeting shall meet in an Extraordinary session (EGM) under any of the following conditions:
 - a. At least 50% of the Association's members make a request in writing to the President;
 - b. At the initiative of the Executive, where a simple majority votes in favour of calling an EGM.
5. All General Meetings shall be chaired by the President or, in the absence of the President by the General Secretary, another officer or member of the Executive, in that order.
6. At all General Meetings, each Full Member shall be entitled to one vote, to be cast by the member's appointed representative. Associate members shall have the right to participate, but not to vote.
7. Any member which is in arrears in payment of subscription fees or is currently suspended shall not be entitled to vote during the General Meeting.
8. Any Full Member may, in writing, appoint a proxy to vote on the said member's behalf, whether with specific instructions or authorizing the said proxy to vote as he may deem appropriate. Provided that the instrument creating the proxy shall be delivered to the General Secretary at least seven (7) days before the date upon which the General Meeting is to be held or if a standing proxy had been registered as such with the General Secretary.
9. The quorum at a General Meeting shall be 50% of the Association's members which are eligible to vote. If the quorum is not met within the expiration of thirty (30) minutes after the time scheduled for the commencement of the General Meeting, it shall be adjourned to such other day, time and place as the present members shall decide. This includes the same day but no sooner than one (1) hour from when the absence of quorum is notified to members. Any meeting so adjourned shall be held irrespective of the number of members present.
10. In situations where a vote needs to be taken, the chairperson shall act as electoral commissioner. The chairperson may appoint further independent individuals to help them in this capacity. The chairperson shall also be in charge of verifying any proxy votes and their validity.

11. Any decision of the chairperson with respect to the verification of the quorum, the eligibility to vote, the result of the vote, and any matter of procedure, shall be final, save that the decision does not conflict with the provisions of this Statute.
12. Unless otherwise provided by this Statute, motions at General Meetings shall be approved by a simple majority of the votes cast, whether voting takes place through show of hands or by secret ballot.

7. THE EXECUTIVE

1. The affairs of the Association shall be conducted by an Executive Committee which shall be composed of up to five (5) Full Members, elected by secret ballot during the Annual General Meeting of the Association. The Executive currently consists of:
 - a. Stephen Caruana, ID: 301586(M) - President
 - b. David Mariner, ID: 137794(A) - General Secretary
 - c. Clint Mizzi, ID: 126585(M)
 - d. William Cachia, ID: 417188(M)
2. The term of all Executive members, including its officers, shall commence on the date of appointment and last until the close of the third Annual General Meeting that follows their election.
3. The Executive shall be vested with the following functions and responsibilities:
 - a. Running of the Association in accordance with the provisions of this Statute;
 - b. Directing the policy of the Association;
 - c. Implementing the decisions made during General Meetings;
 - d. Investment and management of the Association's funds and assets in the best interests of the Association;
 - e. Exercising all the powers of the Association except for those matters reserved to the General Meeting.
4. The Executive shall have the power to delegate all or any of its powers and may also appoint other officers to assist it under such conditions as it may deem appropriate.
5. The Executive may appoint sub-committees and "ad hoc" committees as it may deem necessary, and may also invite any person who is not a member of the Association to attend Executive and General Meetings.
6. Members of the Executive shall hold office in an honorary capacity and shall not be personally responsible for any liability lawfully incurred by the Association in accordance with applicable law.
7. The members of the Executive shall elect the officers from among themselves by secret ballot, provided that Executive members may choose to exclude themselves from holding an officer role.
8. If there aren't enough Executive members to fill all the officer roles, the Executive may decide, at its own discretion, which roles are to be left vacant.

9. A member of the Executive can hold more than one officer role, however the Executive must have at least three (3) members in accordance with applicable law.
10. The responsibilities of each officer of the Association shall be as specified by this Statute and each officer is bound to fulfil these responsibilities to the best of their abilities.
11. Each member of the Executive is obliged to manage all important documents and resources in accordance with procedures set up by the Executive itself.
12. Members of the Executive shall cease to hold office:
 - a. At the end of their term;
 - b. By a written resignation addressed to the President;
 - c. Through a decision of the Executive if supported by at least 75% of the other Executive members;
 - d. If they miss two (2) consecutive Executive meetings without valid justification and the Executive resolve that their office be vacated;
 - e. If they cease to be affiliated with the Association Member they are representing;
 - f. If the Association Member they represent is suspended or ceases for any cause to be a Member of the Association.
13. Upon the cessation of an Executive member's term of office, the Executive members may decide at their own discretion whether to appoint a replacement to take over the responsibilities of the departed Executive member until the next Annual General Meeting.

8. MEETINGS OF THE EXECUTIVE

1. The meetings of the Executive shall be held at least once every quarter, except in cases where there is a majority agreement by the Executive members that no meeting is required.
2. All meetings of the Executive shall be chaired by the President or, in the absence of the President, the members present may appoint one of their number to chair the meeting.
3. Each member of the Executive shall have one vote on each motion. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
4. Decisions at Executive meetings shall be taken on a show of hands of the members present. On the request of any one member of the Executive, voting shall be taken by secret ballot. Voting by proxy is prohibited.
5. Unless otherwise provided by this Statute, motions at Executive meetings shall be approved by a simple majority of the votes cast, whether voting takes place through show of hands or by secret ballot.
6. All matters arising during Executive meetings are deemed confidential.
7. Save as otherwise provided in this Statute, the Executive shall regulate its own procedure.

9. OFFICERS OF THE EXECUTIVE

The officers of the Association and their responsibilities shall be as follows:

1. President
 - a. Shall be responsible for the coordination of the work of the Executive in accordance with this Statute;
 - b. Along with the Treasurer, the President shall be vested with the legal representation of the association which may be delegated by joint instrument in writing indicating who the two (2) pro temporal substitutes will be;
 - c. Judicial representation vests in the person(s) indicated by the President in an instrument in writing;
 - d. Along with the Treasurer, the President is authorized to access the Association's bank account(s), with each party being registered as a joint signatory on said account(s);
 - e. In situations where the President is unavailable, the General Secretary will assume the powers of President. Whenever the General Secretary is also absent, then the Executive shall elect a replacement.
 - f.
2. General Secretary
 - a. Shall be responsible for the handling of minutes and agendas of all meetings of the Association, external correspondence, and the general logistical organisation of the Association;
 - b. Shall maintain the communications infrastructure in use internally within the Executive;
 - c. Shall maintain the register of the Association's members;
 - d. Shall be responsible for annual and event-based filings and other matters relating to the Office of the Commissioner for Voluntary Organisations and the Registry for Legal Persons.
3. Treasurer
 - a. Shall be responsible for managing the Association's finances, administering all bank account(s) and side-funds, and handling all other financially-related matters;
 - b. The Treasurer shall be vested with the legal responsibility of managing the Association's bank account(s), and all other side-funds. Along with the President, the Treasurer is authorized to access said account(s), with each party being registered as a joint signatory on said account(s);
 - c. Shall be responsible for managing the Association's agreements with third-parties and make sure that such agreements are upheld by all parties concerned;
 - d. Must manage and prepare the Association's necessary financial documents as may be required by law.
4. Public Relations Officer
 - a. Shall be responsible for general public relations;
 - b. Shall be responsible for taking initiatives to issue press releases and articles, and to coordinate exposure in all media and through other marketing channels relevant to the Association;
 - c. Will also be responsible for harnessing sponsorships and organising / co-ordinating fund raising activities as approved by the Executive.

10. MISCELLANEOUS

1. Pursuant to registration with the Registry for Legal Persons, no member of the Executive shall be personally responsible for any liability incurred by the Association as provided by law in Article 16 of the Second Schedule to the Civil Code.

11. DISSOLUTION

1. Motions which propose to dissolve the Association shall be deemed to be validly approved if supported by a majority of at least 75% of the votes cast during an Extraordinary General Meeting called for this purpose.
2. In the event that the Association is dissolved, any funds or assets remaining after settlement of all debts, liabilities, costs and fees shall be transferred to another non-profit purpose organisation pursuing similar objectives to this Association in such manner as may be decided at an Extraordinary General Meeting held for that purpose.

Stephen Caruana - Pixie Software
President

David Mariner
General Secretary

Clint Mizzi - 5¼ Games

William Cachia

Date: _____