



**DEED OF CONSTITUTION AND STATUTE OF THE
FOUNDATION**

**THE INTERNATIONAL ACADEMY OF MINI-INVASIVE
SURGERY FOUNDATION**

THE STATUTE

1. Name and Registered Address

2.1 In virtue of this deed, there shall be established a Foundation which shall have the name of “The International Academy for Mini-Invasive Surgery Foundation”, hereinafter also referred to as the “Foundation”.

2.2 The officially designated acronym of the Foundation shall be “IAMS” and may be used verbally or in any document be it for official or unofficial purposes;

2.3 The Foundation's registered address is 151, Mater Boni Consilii Street, Fgura Malta and/or any such other address, including postal or electronic worldwide web and electronic mail addresses, as the Board of Administrators (hereinafter also referred to as “Administrator”) of the Foundation may from time to time determine and set up.

2. Interpretation and Definitions

In this Statute, unless the context otherwise requires-

“Administrator” means any person appointed to the Board of Administrators in accordance with this statute;

“Board of Administrators” will refer to a board composed and established in accordance with Article

“AGM” shall mean Annual General Meeting;

“EGM” shall mean Extraordinary General Meeting;

“OGM” shall mean Ordinary General Meeting;

“PRO” shall means Relations Officer;

(a) the definition of any word or expression shall extend to all grammatical variations and to cognate expressions of the word or expression so defined;

(b) words importing the masculine gender shall include female;

(c) words in the singular shall include the plural, and words in the plural shall include the singular;

(d) the term “Statute” shall refer to this Statute;

(e) wherever in this Statute a reference is made to an Article, Section or paragraph, the reference of that Article, Section or paragraph shall refer exclusively to this Statute.

3. Purpose and Objects

- 3.1 The purpose and/or object of the Foundation shall be to serve as an educational foundation, providing free educational services, such as training to professionals in the medical field, specifically in the field of mini-invasive surgery and shall be established in accordance and by virtue of the Second Schedule of the Civil Code, Chapter 16 of the Laws of Malta.
- 3.2 The Foundation is not established to trade or to carry out commercial activities except as is allowed by article 32A of the Second Schedule of the Civil Code, article 38 of the Voluntary Organisations Act, Chapter 492 of the Laws of Malta, or any other law which may be applicable.
- 3.3 The objectives of the foundation will be to:
- (i) The provision of free educational services in the medical and surgical field. Training is to be given to professionals whom have already attained the relevant qualifications in the field of medicine and surgery, in order to further their knowledge in the field of mini-invasive surgery;
 - (ii) The setting of benchmarking certification standards for best practices in particular techniques of mini-invasive surgery;
 - (iii) The distribution of information with regards to the Foundation's operations and in light of the advancements and benefits of the techniques used in mini-invasive surgery;
 - (iv) The promotion of policies and projects pertaining to research and technological advancements in the sphere of mini-invasive surgery procedures;
 - (v) The promotion of informative campaigns on the screening and prevention of cancer, nutrition, and its links tied to environmental degradation and pollution;
 - (vi) The provision of consultative and professional services to the state and to private entities, by professional practitioners, in applying mini-invasive surgery techniques;
 - (vii) To support, assistance and promotion required to establish clinics that would offer mini-invasive surgery services to patients;

To encourage the practice of mini-invasive surgery through the contribution of scholarships to suitable candidates, in order to further their training and professional development.

4. Legal Personality and Representation

4.1 The Foundation shall be considered for all intents and purposes as a separate legal person and is vested with all the powers that a legal person has in virtue of its legal personality, as is allowed by the Civil Code of Malta Chapter 16 including, without limiting the above principle to:

- (i) Accept and receive funds or other property, movable or immovable, from governments, international organisations, foundations, commercial entities, individuals or any other source, whether “inter vivos” or “causa mortis” as well as to administer, distribute and apply the same for the fulfilment of its established purposes or objects, and this, in accordance with any policies of the Foundation;
- (ii) Receive, acquire, hold and dispose of property, whether movable or immovable, by any title;
- (iii) Enter into any contract or agreement whatsoever with any person and/or any other entity in the exercise of its functions and in the attainment of its purposes or objects, whether on its own, or with others;
- (iv) Transfer, assign, lease, place under the control of, enter into a contract of uses, deposit or other fiduciary contract, give under tolerance, vest property and otherwise enter into any agreement regarding any assets, licenses, projects and contracts to and, or through an appropriate legal entity which has all licenses required by law;
- (v) Employ personnel whether on a definite or indefinite term, on a part-time or full-time basis, as is required by the needs of the organisation;
- (vi) Establish one or more Cells in order to achieve one or more defined purposes which are consistent with the main purposes of the Foundation;
- (vii) To liaise with other Foundations, trusts, and/or organisations, both national and international which are promoting social purposes and are non-profit making, for the purpose of research and organising activities aimed to enhance the purposes and objects of the Foundation;
- (viii) Enter into any partnership with third parties for the achievement or the furtherance of its purposes or objects;
- (ix) Register the Foundation as a legal person with the Registrar for Legal Persons, and as a Voluntary Organisation with the Commissioner for Voluntary Organisations, in terms of law;

- (x) To open and operate bank accounts and to sign and submit all the required documents for such purpose;
- (xi) Do all acts and things and enter into such obligations and transactions as are incidental or conducive to the attainment and furtherance of its objectives.

4.2 In the exercise of the powers of the Foundation, the Administrators shall ensure that any agreement relating to services rendered by any third party shall in all cases not materially prejudice the continuing functioning of the Foundation, from time to time.

4.3 Notwithstanding any powers of the Foundation contained in this Statute these powers are subject to the limitations stated herein and in applicable law.

5. Legal and Judicial Representation

5.1 The legal and judicial representation of the Foundation is vested in the Board of Administrators who are entitled to delegate the legal and judicial representation powers, in part or in whole, directly to one of the Administrators (in case there is more than one person acting as Administrator), and/or within the limits permitted by Law, to a third party by way of a written resolution or a written power of attorney issued by the Administrators.

5.2 Any resolution in writing signed by all the Administrators composing the Board of Administrators for the time being shall be as valid and effective as if it were passed at a meeting of Board of Administrators, as required by this statute.

6. The Board of Administrators:

6.1 The Board of Administrators shall be entrusted with the running and management of the Foundation, and which shall manage the Foundation in accordance with the purposes and objects of the Foundation, and subject to the terms of this Statute and applicable law.

6.2 The Board of Administrators should be not less than three (3) and not more than five (5).

6.3 Any two founders shall occupy the roles of Chairperson and Treasurer of the Board of Administrators.

6.4 Deeds of whatever nature engaging the Foundation shall be signed or otherwise endorsed by all the Administrators or any one Administrator duly authorised to act on their behalf.

6.5 The Chairperson will dictate the overall direction that the Foundation will take in order to achieve the objects of the Foundation.

- 6.6 The Treasurer will be responsible for the smooth running of the Foundation and will ensure that any invoices and payments are paid in a timely manner. The Treasurer will also be responsible for keeping the Board of Administrators aware of the state of the Foundation's finances.
- 6.7 The Administrators shall be appointed by a majority vote during the Annual General Meeting and a vote shall also be taken to accept and approve the underwriting of their contract of engagement.
- 6.8 The term of office of the Administrator shall end upon resignation by giving notice in writing as set out by law, or upon disqualification or removal from office in terms of this Statute, whichever is the earlier.
- 6.9 An administrator may automatically be disqualified from holding office and shall be removed from the Board of Administrators if:
- i. The person is interdicted, incapacitated or is an undischarged bankrupt;
 - ii. The person is convicted of crimes affecting public trust, such as, and not exclusive to, fraud or theft;
 - iii. The person is disqualified to hold such an office in terms of law or
- 6.10 The Board of Administrators shall be responsible for the day-to-day running of the Foundation and will be responsible for the execution and implementation of the decisions taken by itself, whilst ensuring that the Foundation fulfils the purposes and objects set out in this Statute. The Administrators shall act independently, and shall act out their affairs as a *bonus paterfamilias*, and exercise the highest standards of diligence and with the utmost god faith. Administrators shall also be considered to be bound by the fiduciary obligations set out in article one thousand one hundred and twenty-four capital letter "A" (1124A) of Chapter 16 of the Laws of Malta.
- 6.11 The Board of Administrators must ensure that the proper books of accounts are taken and fully represent the operations and transactions of the Foundation.
- 6.12 Any conflicts of interest are to be immediately pointed out to the Board of Administrators in writing or during a Board meeting.
- 6.13 The administrators of the Foundation shall be:
- Prof Rosario Leonardi, holder of Italian Passport bearing the number YA8187908 residing in Acireale Sicily.
 - Prof Carlo Aragona, holder of Italian Passport bearing the number YA4903137 residing in Milazzo, Sicily.
 - Dr Karl German holder of identity card bearing the number residing in Attard, Malta.

- Mr Predag Andrejevic holder of Maltese identity card bearing the number 171395M residing in Swieqi.

7. Founders

- (i) The founders of the Foundation may be its administrators as provided by the rules contained in this Foundation Deed, which may be amended, changed, supplemented or modified in any other manner exclusively by the Founders, or the Board of Administrators, unless the Founders would have provided otherwise, in writing.
- (ii) Without prejudice to the above, the Founder/s shall have the power, during his/their lifetime to:
 - (a) amend, replace or supplement this Foundation Deed in writing;
 - (b) appoint and/or remove Administrators;
 - (c) exercise supervisory powers over the Administrators or administration of the Foundation and the disposal of assets;
 - (d) be appointed Administrator/s;
 - (e) by written instrument, whether on the Administrator/s' request or unsolicited, provide written instructions to the Administrator/s in connection with the Foundation's administration.

8. Of MEETINGS

8.1 Of Meetings Generally

- i. Saving as has been provided in paragraph V of this Section, all meetings shall occur in accordance with the criteria laid down in paragraphs III and IV hereof;
- ii. Meetings are to be held at the registered address of the foundation or at any other premises that may be deemed fit as such by the Council;

Provided that, without prejudice to anything said or done elsewhere in this Statute, where the physical presence of the members at meetings is not required a meeting may also be held via video conferencing as regulated by paragraph VI of this Article.

- iii. Saving as provided for in paragraph VI of this Article, a quorum for a meeting shall consist of a minimum of fifty-one per centum (51%) of all the Council Members, so however that any member of the Council may enter an appearance at a meeting by proxy;
- iv. The notification of the agenda of any meeting as well as the notice of the convening of any meeting shall be transmitted to all the members of the Foundation through any electronic means whatsoever;
- v. Whereas an AGM may not be held via video conference, OGMs and EGMs may be held through video-conferencing, in the following manner:
 - a. The preferred platform for the conducting of such meetings through these electronic means shall be Blue Jeans™ (www.bluejeans.com), Skype™ (www.skype.com) or any other platform that the council members shall decide amongst themselves to be the best suited for these purposes, so however in any case the platform shall be one that is endowed with the faculty to record, store and maintain video and audio recordings of these video- conferencing session;
 - b. Any document transmitted to the participants through the video conferencing platform shall be deemed to have been transmitted to all those members participating as if had been transmitted by any other means;
- vi. Any resolution at any meeting shall be carried by a simple majority of the votes of the members, present and voting, so however that any vote to amend this Statute, to terminate the engagement of Administrators and the appointment of new administrators in their stead or the enforcement of any disciplinary measure following the conclusion of deliberations of a disciplinary hearing, shall be carried by a qualified majority vote of all members of the Foundation

- vii. The President shall have both an original vote and a casting vote, the latter becoming viable only in those instances of a tie vote.

The Annual General Meeting

- viii. The agenda for the AGM shall be transmitted by the President to the Council not less than one (1) week prior to the convening of the AGM;
- ix. The AGM shall be held at any time during the first four (4) months following the end of the financial year. The meeting shall be convened after all officers reporting have concluded their findings on the preceding years activities and the President shall call the AGM as soon as possible after receiving their confirmation;
- x. The election of officials shall occur during the AGM but only once every five (5) years, so however if any officer of the Council has been occupying his post for less than five (5) years or if an official position has become vacant prior to the expiry of the five (5) year term period, then that official occupying said post or such position as may have become vacant as aforesaid, shall be confirmed as filled at the next AGM;
- xi. The minutes of the AGM shall be distributed to all the members of the Foundation within two (2) months following the AGM;

The Extraordinary General Meeting

- xii. An EGM shall be summoned by the President acting on the request in writing of any Council Officer, which shall be notified to all Council members, so however the President may in his discretion add items to the agenda in the best interests of the Foundation;
- xiii. The date, time and place and agenda of the EGM shall be designated by the President by not later than two (2) weeks for the request for an EGM;
- xiv. The enforcement of a decision of the Disciplinary Council shall be resolved during an EGM;
- xv. The EGM shall be limited to discuss and deliberate solely those matters listed on the agenda and no others;

Ordinary General Meetings

- xvi. Saving as has been provided in Sections 2 and 3 of this Article, the Council shall convene an OGM at least once (1) a year;
- xvii. The agenda for each OGM shall be set by the members of the Council who shall transmit their contribution to the agenda to the President of the Council who shall in turn distribute and disseminate the agenda amongst all Council members;

9. DISSOLUTION

9.1 If the Foundation is terminated, dissolved and wound up, any residual assets shall be given or transferred to a foundation with a similar purpose to that of the Foundation provided that before doing so the latter's liabilities are paid up and the foundation on whom such assets shall devolve shall be chosen by the Board of Administrators during a General Meeting.

10. AMENDMENTS

This Statute may be amended at an Annual General meeting by a vote of at least two-thirds of those present and who have the right to vote, provided that notice of any proposed amendment is received by the secretary at least two calendar months before and forwarded to each member of the Board of Administrators at least ten days before the Annual General Meeting is due to take place.

