

**Statute of the  
FOUNDATION FOR TOMORROW'S SCHOOLS**

**Foundation and Seat**

1. (1) The name of the Foundation shall be “Foundation for Tomorrow’s Schools”.
- (2) The Seat of the Foundation shall be such address as the Board of the Foundation may, from time to time, determine.

**Legal personality**

2. (1) The Foundation shall be a body corporate having a distinct legal personality and shall be capable, subject to the provisions of this Statute, of entering into contracts, of employing personnel, of acquiring, holding and disposing of any kind of property for the purposes of its functions and operations, of suing and being sued, and of doing all such things and entering into such transactions as are incidental or conducive to the exercise or performance of its functions under this Statute.

(2) The legal and juridical representation of the Foundation shall vest in the Chairperson of the Board of the Foundation, provided that the Board may appoint any one or more of its members or of the officers or employees of the Foundation to appear in the name and on behalf of the Foundation in any judicial proceedings and in any deed, contract, instrument or other document whatsoever.

(3) The Foundation shall be a not-for-profit organisation.

(4) Notwithstanding that the Foundation is a not-for-profit organisation, the Foundation is authorised and entitled to carry out activities and undertakings on a commercial basis for the purposes of funding the implementation and furtherance of its aims and objectives.

**Mission**

3. It shall be the Mission of the Foundation to own, develop, build, upgrade, refurbish, maintain and manage primary, secondary and post-secondary schools to levels as may be required from time to time by the Education Authorities and in keeping with the guiding principles of the National Curriculum and National Minimum Conditions enshrined in the Education Act.

**Objectives of the Foundation**

4. The objectives of the Foundation shall be to:-
  - (a) develop and manage sustainable and economically viable alternative systems that finance and manage the construction, refurbishment, and maintenance of schools and their operation; and

- (b) ensure that its activities are consonant with the educational policies and strategies of the Ministry responsible for education.

### **Powers and functions**

- 5. (1) The powers and functions of the Foundation shall be to:
  - (a) acquire and dispose of, by any title valid at law, movable or immovable property, whether for commercial or other purposes, and to hold the property so acquired; and the consideration for any acquisition or disposal can be by credit or in cash or in kind, including the allotment of shares or debentures, credited as paid up in full or in part as needs be;
  - (b) invest, lease, hire, grant by way of emphyteutical concession or in any other manner employ, improve, manage or develop any of its assets as may from time to time be determined;
  - (c) invest or hold shares in any other Foundation, partnership or business, or participate in the management or activities thereof;
  - (d) give loans, advances and credit facilities to third parties only when necessary and in relation to the Foundation's activities;
  - (e) enter into any agreement, or make any arrangement in connection with the Foundation's business, with any government department or other authority, corporation, company or person;
  - (f) employ personnel only according to need and assumes responsibility for the employment, deployment, supervision and discipline of public officers assigned to the Foundation by the public authorities responsible for Government employees;
  - (g) accept and receive funds or other property, movable or immovable, from Governments, international organisations, foundations, commercial entities, banks, individuals or any other source;
  - (h) borrow and raise funds for the purpose of, or in connection with, the Foundation's business and secure the repayment of the money borrowed by hypothecation or other charge upon the whole or part of the movable and immovable assets or property of the Foundation present and future and draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
  - (i) act as surety for and guarantee the payment of monies or the performance of any contract or obligation of any third party even by the hypothecation of the Foundation's property, present or future;
  - (j) sell, lease or otherwise dispose of the whole or any part of the property, assets or undertaking of the Foundation with the written consent of the Ministry of Finance;
  - (k) carry on any other business or businesses whatever, within the objectives of the Foundation and which may, directly or indirectly, enhance the value of or render profitable any of the Foundation's property rights or utilise skills and knowledge available to the Foundation;
  - (l) do all such other things which are incidental or conducive to the attainment of the above objectives or of any of them.

(2) The fulfilment of paragraphs 'd' and 'h' above shall be subject to the prior written consent of the Minister responsible for finance.

(3) The powers and functions of the Foundation as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise provided in any paragraph) shall be separate and distinct powers and functions of the Foundation and shall not in any way be limited by reference to any other paragraph or the order in which the same occur or the name of the Foundation. In the event of any ambiguity, this clause shall be construed in such a way as to widen and not to restrict the powers of the Foundation.

### **Constitution and composition of the Board**

6. (1) The affairs of the Foundation shall be managed by a Board composed of not less than five (5) and not more than seven (7) members appointed by the Minister responsible for education, one of whom shall act as Chairperson of the Board, whilst another is to be nominated by the Minister responsible for finance. The first members of the Board shall be those listed in Schedule 1 annexed to this Statute.

(2) The members of the Board shall be appointed for a period of not more than three years as may be specified in their appointment. Retiring members shall be eligible for re-appointment.

### **Accountability**

7. (1) The Board is generally accountable to the Minister responsible for education.

(2) In carrying out the mission, objectives, functions and powers of the Foundation, the Board of the Foundation shall be subject to directions by the Minister responsible for education who shall also have the right to issue written directives as to any matter and to assign specific tasks to the Foundation.

(3) In the exercise or carrying out of those powers or functions of the Foundation which involve financial considerations and commitments, as specified in Article 5 of this Statute, the Board shall also be subject to the direction of the Minister responsible for finance.

(4) In the exercise or carrying out of those powers and functions of the Foundation which involve considerations relating to those provisions of the Disposal of Government Land Act (Cap.268), as specified in Article 5 of this Statute, the Board shall also be subject to the direction of the Minister responsible for the administration of this Deed.

(5) The Board of the Foundation shall provide the Minister responsible for education with all the information and documentation he may request in connection with the affairs of the Foundation.

### **Proceedings of the Board**

8. (1) The members of the Board shall meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. The Board shall regulate its own procedure and may, *inter alia*, appoint any committees or sub-committees it may deem necessary for the attainment of its purpose.

(2) Save as otherwise provided in this Statute, questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes on any motion, the Chairperson shall also have a casting vote.

(3) The quorum for the transaction of business of the Board shall be half the members plus one.

(4) A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effective as if it had been passed at a meeting of the directors duly convened and held.

(5) Members shall, in the execution of their duties and the exercise of their powers and discretions, act with prudence, diligence and attention and observe the utmost good faith.

(6) All financial and other stakes or interests whereby members of the Board stand to benefit from decisions of the Board, are to be promptly minuted in detail in the records of the Board and sent to the Minister responsible for education. Failure to account for these obliges the Board to take immediate legal and judicial action and also automatically disqualify the member or members concerned from serving on the Board;

### **Financial Accountability**

9. (1) The Foundation shall, by the end of May of each year, submit to the Minister responsible for education, a Business Plan for the following three financial years together with an estimated capital and recurrent expenditure and income for the following year. Except for funds generated by the Foundation itself or received from non-State sources, the Foundation shall remain within the parameters of capital and recurrent expenditure allocated to it by the Ministry of Education as authorised by the Ministry of Finance.

(2) The Foundation shall ensure the proper keeping of management accounts and other records concerning its operations and transactions, and shall ensure that a relative statement of accounts is prepared on a quarterly basis and submitted to the Minister responsible for finance without any delay.

(3) The accounts of the Foundation shall be audited by one or more auditors appointed by the Board, while the financial administration of the Foundation shall be subject to the auditing of the Auditor General. The audited accounts shall be presented to the Minister responsible for education, the Minister responsible for finance and to the Auditor General.

(4) The Foundation shall, by not later than three months after the termination of each financial year, send a copy of its audited statement of accounts, a copy of the report made by the auditor or auditors about that statement, together with a report of its activities and outcomes during that year, to the Minister responsible for education. The Minister shall, within thirty days of their receipt, lay a copy thereof on the Table of the House of Representatives. The audited accounts and the annual report shall also be presented to the Minister responsible for finance and to the Auditor General.

(5) The Foundation shall, on request of the Minister responsible for education or the Minister responsible for finance, submit management reports and accounts as directed.

(6) The Foundation shall follow procurement procedures as regulated by the Public Service (Procurement) Regulations, 1996, or any amendment thereto.

#### **Amendments to the Statute**

10. This Statute may only be amended by the Minister responsible for education after consultation with the Board and with the consent of the Prime Minister.

#### **Cessation of the Foundation**

11. If for any reason, the Foundation ceases to exist, all its assets shall become the property of the Government of Malta, saving any reservations made by benefactors and donors in respect of any property donated by them.

12. This Statute shall be annexed to the Deed setting up the Foundation and shall constitute an integral part of the said Deed.

## **FIRST SCHEDULE**

(Regulation 1)

The first Members of the Board of the Foundation for Educational Services are as follows:

- |                            |             |
|----------------------------|-------------|
| 1. Mr Mario Callus         | Chairperson |
| 2. Mr Etienne Borg Cardona | Member      |
| 3. Mr Anton Valentino      | Member      |
| 4. Mr Mark Borg            | Member      |
| 5. Mr Joseph Magro         | Member      |