



STATUTE

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MALTA EMPLOYERS' ASSOCIATION

STATUTE

1 NAME AND ADDRESS

- 1.1 The Association shall be called "Malta Employers' Association", hereinafter referred to as the "Association", and shall be deemed to have been constituted for all effects and purposes of law from the first day of December, 1965.
- 1.2 The Association is an Association of Employers and is officially recognised and registered as such in terms of Law. It is a non-profit making organisation and no part of its income or property shall be available directly or indirectly to any of its Members.
- 1.3 The registered office of the Association shall be situated at 35/1, South Street, Valletta, or at such other place as shall from time to time be decided by the Council of the Association, hereinafter referred to as the "Council".

2 INTERPRETATION

- 2.1 In this Statute, unless the context otherwise requires:
- 2.1.1 "person" means and includes an individual as defined in clause 4.1.
a commercial partnership registered in Malta,
a group of companies
a Malta branch of a company registered outside Malta,
a statutory body constituted in terms of Maltese law,
a civil partnership constituted in terms of Maltese law;
a body that represents a sector of economic activity
- 2.1.2 "Member" or "Member of the Association" means a person whose name appears on the register of Members of the Association, and does not include an Associate Member or an Honorary Member or an Affiliated Member;
- 2.1.3 words importing the masculine gender include the feminine and neuter genders and vice-versa; words importing the singular include the plural and vice-versa.
- 2.1.4 "appointed representative" means an individual appointed to represent a Member in terms of clause 4.5;
- 2.1.5 "group of companies" means two or more commercial partnerships registered in Malta whose control and management is organised as a group;
- 2.1.6 "Council" refers to the Council of the Malta Employers' Association

3 OBJECTS

3.1 The principal purpose for which the Association is created is the representation of employers interests in industrial and employment relations and in social policy.

The Association shall endeavour to decisively influence the formation of policies at national level which lead to

- a) the development of a culture positively encouraging enterprise;
- b) the creation of economic and social conditions favourable to the profitable growth and competitiveness of business in Malta and also in the interests of employers in general;
- c) the development of productive employment; and
- d) the holistic development of the Human Resource.

Due regard shall be taken of the wider economic and social interests of the whole community.

3.2 Without prejudice to the generality of Clause 3.1, and in addition to the powers invested in it by legislation the Association shall have the following objects and powers:

3.2.1 To unite all Employers in a common endeavour to establish and thereafter maintain the best possible relations

- a) among the Members of the Association;
- b) between the Association and recognised representatives of employees;
- c) between the Members of the Association and their respective employees;

and to co-ordinate through collective bargaining or consultation the policies and activities of members in the field of industrial relations and related areas.

3.2.2 To represent, communicate and co-operate and/or act as an authoritative medium of communication with the Government, Government departments, public authorities and services, political parties, NGO's, constituted bodies, unions, associations, societies, companies, chambers and other bodies, whether local or overseas, on all matters affecting generally industrial and employment relations and social policy or the particular interests of Members and other employers.

3.2.3 At the request of any Member, group of Members or of all Members jointly to act on their behalf in their capacity as employers and in its capacity as a registered Employers Association in regulating the relations between employers and employees.

3.2.4 To promote and undertake by negotiations and/or arbitration the settlement of any industrial dispute which may arise either between individual Members and their respective employees or between the Association and any constituted representative body of employees.

- 3.2.5 To co-operate with other industrial and trade organisations including trade unions for the regulation of the relations among employers and/or between employers and employees.
- 3.2.6 To provide a forum for regular consultation between Members on matters of common interest.
- 3.2.7 To dispense to Members a consultative and advisory service on any employer/employee questions.
- 3.2.8 To obtain from Members and to maintain available at all times up-to-date statistical and other data as may be deemed necessary or desirable in order to monitor the prevailing wages structure and general conditions of employment in Malta.
- 3.2.9 To obtain from other appropriate sources statistics and other data which may have relevance to employee relations in Malta.
- 3.2.10 To act in the interests of its Members as the employers' representative body on all matters coming within the scope of
- a) the International Labour Organisation;
 - b) non Government organisations such as the International Organisation of Employers; and
 - c) any other international organisation.
- 3.2.11 To promote or oppose legislative and other measures affecting or likely to affect Members.
- 3.2.12 To co-operate with and/or become a Member or associate of any organisation of employers, international or otherwise, whose main objects are identical or similar to those of the Association.
- 3.2.13 To assist the organisation or grouping of employers into associations or sections for promoting and safeguarding the sectoral interests of their particular trade or industry in all matters affecting employee relations, with a view to such associations being admitted to membership of the Association.
- 3.2.14 To promote concerted action by the constituents of any section or sections of the various groups of employers where this is deemed to be in conformity with the objects of the Association.
- 3.2.15 To purchase, construct, maintain and alter buildings as necessary or convenient for the purposes of the Association.
- 3.2.16 To prosecute or defend any suit, application and proceeding before any court or tribunal whatsoever as may in the opinion of the Council be deemed necessary or expedient in the interests of the Association or its Members.
- 3.2.17 To accept, undertake or execute any trust or gift which may be deemed to be in accordance with or which may further benefit the objects of the Association or any of them.
- 3.2.18 To contribute, borrow or raise or to secure the payment of money in such manner as the Association shall think fit upon such terms or conditions as shall be deemed expedient by council.

- 3.2.19 To raise funds by means of subscriptions of Members and levies on Members or otherwise for all the purposes and objects of the Association in such amounts and in such manner as may be provided for in the Statute of the Association.
- 3.2.20 To print and publish newspapers, periodicals, pamphlets and other publications, and to disseminate information through any other medium of communication, with respect to matters relating to the objects of the Association.
- 3.2.21 To do all such things as are incidental to or conducive to the attainment of any of the objects of the Association.

4 MEMBERSHIP

- 4.1 The Association shall consist of Members whether companies, groups of companies, organisations, firms, individuals or other concerns who are employers and who, having accepted the statute of the Association, shall have been admitted to membership as hereinafter provided.
- 4.2 Applications for membership shall be made in writing on the form prescribed by the Council. Each application must be supported by the signature of a Member of the Association acting as a proposer of the applicant, and by the signature of another Member of the Association acting as seconder of the proposal, and by such particulars as the Council may require.
- 4.3 When an application is made by a group of companies it shall include a list of the commercial partnerships on behalf of which Group Membership is being applied for. Such list shall not include any commercial partnership which is a Member of the Association. If that group of companies is registered as a Member of the Association such list may not be varied except with the authorisation of the Council.
 - 4.3.1 For the purposes of establishing membership fees under this Statute the employees of all the commercial partnerships included in a list as aforesaid shall be deemed to be the employees of the relative group of companies.
 - 4.3.2 A commercial partnership may not become a Member of the Association as long as it remains indicated as aforesaid as forming part of a group of companies which is a Member.
- 4.4 Subject to clause 4.4.1, the Council shall have the power to accept or reject an application for membership without giving any reason for its decision. The Council shall communicate its decision to the applicant in writing.
 - 4.4.1 Any person whose application for membership has been rejected by the Council may appeal in writing against such a decision to the President of the Association within thirty days from the date on which that decision has been communicated to him. Such an appeal shall be referred to the next Annual General Meeting which may confirm or overrule the Council's decision. The applicant may delegate a Member to plead his case at the General Meeting during which his

appeal is heard.

- 4.4.2 The Council shall not consider any application for membership made by a person whose name had been cancelled from the register of Members or whose previous application had been refused before the expiration of one year from the date of the final decision on such cancellation or refusal.
- 4.4.3 Any decision of the Council to accept an application for membership may be overruled by a resolution of a General Meeting.
- 4.5 A Member shall appoint one individual as his representative. Such appointments are to be made in writing by the Member.
- 4.5.1 Every such appointment shall have effect as from the date it is notified to the Council up to the date on which the Council is notified in writing of its revocation. The Council shall keep a record of all appointments and revocations of representatives.
- 4.6 Every Member shall receive free of charge a copy of the Association's Statute as in force at the time.

Additional copies shall be made available to Members on request against payment of a nominal charge. This shall apply also to requests from non-members.
- 4.6.1 Members shall have access by prior appointment to the books of the Association and names of Members of the Association.

5 CESSATION OF MEMBERSHIP

- 5.1 A Member may resign from membership of the Association by means of a notice in writing delivered to the Director General, in which case the resignation shall become effective on the expiration of one month from the delivery of the notice or on such earlier date following the said delivery as may be decided by the Council.
- 5.1.1 Such Member shall forfeit the subscription, if already paid, and, if unpaid, shall be liable to pay such subscription up to the 31st December of the year in which he resigned.
- 5.2 Subject to clause 5.3, the Council shall cancel from the register of Members of the Association any Member and/or representative:
 - 5.2.1 who is adjudged bankrupt, is interdicted or is imprisoned for a grave criminal offence;
 - 5.2.2 who ceases to hold the qualifications for Membership in accordance with clause 4 of this Statute
 - 5.2.3 whom the Council decides to expel from Membership by way of disciplinary action taken in accordance with and subject to clause 6.9;
 - 5.2.4 who fails to pay any subscription fee/s which have fallen due in accordance with clause 6.3 within six months from the date on which final notice requesting payment is given to him in writing;

- 5.2.5 who has been registered in the register of Members upon acceptance by the Council where such acceptance is overruled in the manner provided for in clause 4.4.3.
- 5.3 A decision to cancel the name of a Member from the register of Members shall only be taken after that Member has been given the opportunity to be heard at an extraordinary meeting of the Council called for that purpose and, when taken, shall be notified in writing to that Member.
- 5.4 Any person whose name has been cancelled from the register of Members may appeal in writing against such a decision to the President of the Association within thirty days from the date on which that decision has been communicated to him. Such appeal shall be referred to the next Annual General Meeting which may confirm or overrule the Council's decision. The person making the appeal shall have the right to be heard at the General Meeting during which his appeal is heard.
- 5.5 The resignation or cancellation of a person from the list of Members of the Association shall be without prejudice to the rights of the Association against such person for the performance of any obligations by which he was bound prior to such resignation or cancellation.

6 OBLIGATIONS OF MEMBERS

- 6.1 Every Member shall be bound by the obligations imposed upon him 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.
- 6.2 No Member shall act in a manner which is prejudicial to or incompatible with the objects for which the Association has been constituted.
- 6.3 Every Member shall pay in advance in January of each year an annual subscription fee at the rate applicable to him in accordance with a Schedule to be determined by the Council from time to time. A Member admitted to Membership after January of each year shall pay immediately on admission a fee calculated pro-rata for each month of Membership.
- 6.4 Every Member shall annually deliver to the Association a statement giving particulars of the number of employees employed by him as on 30 September of each year.
- 6.4.1 Every Member shall forward to the Association a copy of every collective agreement entered into with any trade union.
- 6.4.2 A register of Members of the Association showing the name and address of each Member shall be kept at the registered address of the Association.
- 6.5 Members are expected to consult the Director General or his representative in respect of any changes in conditions of employment of their employees, which are likely to affect those of employees of

other Members.

- 6.6 Members are expected to consult the Director General or his representative prior to requesting a directive to enforce a lockout.
- 6.7 No Member shall without the consent of the Director General or his representative knowingly employ any person who is on strike against any other Member or is locked out from the service of any other Member.
- 6.8 Every Member shall report to the Director General or his representative full particulars of any demand made by or on behalf of his employees and of any other matter on which a trade dispute has arisen or threatened or is likely to arise and shall, wherever practicable, not take action thereon without prior consultation with the Director General or his representative.
- 6.9 The Council may take any disciplinary measure, including expulsion or suspension of membership, against any Member who commits any breach of his obligations as Member provided that:
 - 6.9.1 The Member shall be given the opportunity to be heard at a meeting of the Council.
 - 6.9.2 Where the breach is against the Code of Ethics of the Association, the Council shall not take any disciplinary action before the matter has been referred to and reported upon by the Ethics Committee or, where that Committee is not constituted, by a committee appointed by the Council for that purpose;
 - 6.9.3 Any disciplinary measure taken by the Council may be overruled by resolution of a General Meeting supported by two-thirds of the valid votes cast.
 - 6.9.4 A decision to expel a Member shall be subject to the provisions of clauses 5.3 and 5.4.

7 ASSOCIATE AND HONORARY MEMBERS

- 7.1 The Council may appoint as an Associate Member of the Association any person or organisation who in the opinion of the Council is likely to promote the interests of the Association.
- 7.2 The Council may appoint any person who in its opinion has contributed significantly to the promotion of private enterprise or the development of constructive industrial relations as an Honorary Member or an Honorary President of the Association.
- 7.3 Appointments of Associate Members, Honorary Members, Honorary President and Affiliated Members shall be made by the Council for such a period and subject to such conditions as the Council may deem fit, and may at any time be revoked by the Council.
- 7.4 Associate Members and Honorary Members shall not qualify as Members of the Association and they shall not be subject to the obligations or have any rights of Members. In particular, they shall not have the right to vote in any meeting or to be represented in Council

meetings. They shall, however, be entitled to attend General Meetings and to speak and be heard at such meetings; provided that the appointment of an Honorary President shall carry with it the right to attend and vote at all meetings of the Officer Group, the Council and General Meetings.

8 THE COUNCIL

- 8.1 The affairs of the Association shall be conducted by a Council composed as follows:
 - 8.1.1 Eight persons elected at the Annual General Meeting from and by the general Membership in accordance with procedures laid down in Article 10 of this Statute, provided that no Member may occupy more than one seat in this category.
 - 8.1.2 One representative of each constituted Sector Group elected by the members of the relative Group in accordance with procedures laid down in Article 11 of this Statute, provided that no Member may occupy more than one seat in this category.
 - 8.1.3 The immediate Past President; (ex-officio Senior Vice-President).
 - 8.1.4 An Honorary President, if so appointed in terms of clause 7.2 of this Statute.
 - 8.1.5 No Member may occupy more than one seat on the Council; provided that this clause shall not apply to those persons appointed in terms of clause 8.1.4 of this Statute.
- 8.2 Subject to clause 15.1 Members of the Council shall hold office in an honorary capacity and shall not be personally responsible for any liability lawfully incurred by the Association.
- 8.3 The Council shall be vested with the following functions and responsibilities;
 - 8.3.1 Manage the Association in accordance with the provisions of the present Statute.
 - 8.3.2 Determine the Association's policies.
 - 8.3.3 Make, alter and/or amend the bye-laws of the Association for its day-to-day operations.
 - 8.3.4 Fix membership fees and levies as well as charges for special services and activities.
 - 8.3.5 Empower any of its members to bind the Association by signed agreements with third parties.
 - 8.3.6 Borrow, secure and raise money by the issue of bonds or other securities provided that the total of such borrowing may never exceed EUR 25,000 without approval of a general meeting.
 - 8.3.7 Invest the funds of the Association and deal with its arrears to the best advantage of the Association.

- 8.4 In addition to the other functions specifically assigned to it under this Statute the Council shall be responsible for the management of the affairs of the Association and for this purpose it shall have all powers which are not reserved by or in terms of this Statute to any other organ or person.
- 8.5 The Council shall elect at its first meeting following the Annual General Meeting a President from amongst its members. The President of the Council shall also be the President of the Association.
- 8.5.1 The Council shall also elect from among its members two Deputy-Presidents, an Honorary Secretary and Honorary Treasurer. The immediate Past President shall be appointed Vice-President. This Group together with the President shall constitute the Officer Group and Council shall have the power, by simple resolution, to vary the structure of the Officer Group as herein described and to constitute such posts as it may deem fit from time to time. This Officer Group shall meet at least once every two months. Persons holding the post of Chairperson or CEO of Statal or Parastatal Entities shall not be eligible for the position of President.
- 8.5.2 A person who has held either the office of President or that of Vice-President for two consecutive terms shall not be eligible for re-election to that same office before the lapse of one full term since the date when she/he had last held that office, provided that Council may by simple resolution waive the effect of this clause in circumstances deemed by it to justify this waiver.
- 8.5.3 The President shall be assisted by the other officers of the Officer Group in the discharge of his functions and they shall also advise him on any matter the urgency of which, does not permit a meeting of the full Council.
- 8.6 The Council may appoint any person or sub-committee not necessarily being or consisting of Members of the Association to assist it, provided that, except where it is otherwise provided for in this Statute, any such appointment shall automatically lapse upon the termination of the term for which the Council has been elected. This person or sub-committee may be invited to sit on Council. Under no circumstances may this person or sub-committee vote at Council meetings.
- 8.7 A member of the Council shall cease to hold office if he resigns or ceases to be a Member of the Association or to hold the qualification for election to the Council or, where he is an elected representative of a Sector Group, if he ceases to be a member of such Group, or where he is an appointed representative of a Member of the Association, if his appointment is revoked by that Member or if that Member ceases to be a Member of the Association.
- 8.7.1 A member of the Council may be removed by a resolution taken at a General Meeting called for the purpose and at which he is given the opportunity to be heard.
- 8.7.2 Unless he ceases to be a member of the Council at an earlier date, a member of the Council shall hold office until the election of a new Council; provided that the outgoing President shall continue to hold

office until a new President is elected.

- 8.8 A vacancy in the Council shall be filled by the accession to the Council of the person who polled the highest number of votes among the unelected candidates at the last election of the Council, excluding any person who has already acceded to the Council in this manner and any person who has ceased to be a Member of the Association or an appointed representative of a Member of the Association, as the case may be. So however, if the vacated seat has been occupied by an elected representative of a Sector Group in terms of Art. 8.1.2, the vacancy shall be filled by the candidate who attained the next higher number of votes at the last previous election for that Sector Group.
- 8.8.1 In the absence of any person qualifying as aforesaid the vacancy shall be filled by the Council by co-option from among the general membership or from the respective sector group as the case may be.
- 8.9 No decision, action or proceeding of the Council shall be held to be invalid on account of any accidental defect in the election, appointment or qualification of a member of the Council, or on account of a vacancy in the Council.

9 COUNCIL MEETINGS

- 9.1 The Council shall be convened by the President and shall, unless impeded by a legitimate cause, meet at least once a month unless otherwise decided by Council but not less than at least 10 times a year.
- 9.1.1 The Council shall also be convened at the request of at least three Council members made by means of a letter addressed to the Director General specifying the objects of the requested meeting, in which case the meeting shall be called by the Director General within five days from the delivery of the said letter unless the signatories thereto agree to a later date.
- 9.2 Except in cases of urgency, notice in writing of every Council meeting shall be given to all members of the Council at least three days before the date fixed for the meeting, which notice shall specify the matters to be discussed at the meeting and the date, time and place fixed for the meeting.
- 9.2.1 No member of the Council may challenge the validity of the proceedings of a Council meeting for which she/he was present unless the grounds for such a challenge have been raised during the said meeting.
- 9.2.2 The accidental omission to give notice to any person entitled to receive it, shall not invalidate the proceedings of that meeting.
- 9.3 The quorum necessary for the transaction of business at Council Meetings shall be six members in addition to any representative of the Secretariat.
- 9.4 Decisions in Council meetings shall be taken by a majority of the members present, each member having one vote; provided that the President may elect to either exercise her/his vote as member or to reserve her/his vote as a casting vote. No voting by proxy shall

be permitted.

- 9.5 Any member absenting himself from any three consecutive Council meetings shall, unless the Council is satisfied that there was a just cause for such absence, be deemed to have resigned as a member of the Council after being duly notified in writing.
- 9.6 Any resolution in writing signed by two thirds of the members of the Council shall be deemed to be a resolution duly passed in a Council meeting.
- 9.7 Save as otherwise provided in this Statute the Council shall regulate its own procedure.

10 ELECTION OF THE COUNCIL

- 10.1 There shall be an election of a new Council which will be held every two years. The elections will be held by the end of March during the Annual General Meeting of that year. In any case the elections may be held up to eight weeks before the expiry of the two year term of the Council.
- 10.1.1 The candidates elected will hold office for a period of two years until the next elections.
- 10.2 All Members of the Association entitled to vote at a General Meeting shall have the right to vote at the election, and to propose or to second a Member or his appointed representative for election.
- 10.3 A person shall be eligible to stand for election if:
- 10.3.1 he is a Member of the Association entitled to vote at a General Meeting or an appointed representative of such a Member, and
- 10.3.2 he has been a Member, or represents a Member of the Association who has been a Member, for at least six months prior to the date of the election; and
- 10.3.3 he is not a person who was deemed to have resigned from the outgoing Council on account of absences from Council meetings in accordance with clause 9.5; and
- 10.3.4 he is not a member of the House of Representatives or of a Local Council nor has he signified his intention to contest the elections thereto nor does he hold an administrative or executive post within a political party; and
- 10.3.5 he has submitted his nomination in the manner provided for in clause 10.4.
- 10.4 Any person wishing to stand for election shall submit his nomination to the Director General on such form, in such manner and within such time as may be prescribed by the Council.
- 10.5 A call for nominations shall be made by means of a notice sent by the Director General to all eligible Members at least thirty days before the date fixed for the elections provided that the accidental omission of the delivery of such a notice to a Member or Members shall not

constitute a ground on which the validity of the election may be challenged.

10.6 The Director General shall verify the nominations and shall compile lists of eligible candidates in accordance with clauses 8.1.1 and 8.1.2. The lists of eligible candidates shall be notified to Members at least six days before the Annual General Meeting. Where a candidate is the appointed representative of a Member, the lists shall indicate the name of the Member he is representing.

10.7 Elections shall first be held for the seats reserved for representation of Sector Groups, followed by elections for the seats open to the general membership.

10.7.1 A candidate may stand for election for one of the eight seats open to the general membership as also for the seat reserved for the representative of his Sector Group; provided that if he is elected as a representative of one of the Sector Groups he will withdraw his candidature for the seats open to the general membership.

10.7.2 Wherever:

a) the number of eligible candidates is not more than the number of seats to be filled in terms of clauses 8.1.1 and 8.1.2 taken separately, all the eligible candidates shall be declared elected;

b) the number of eligible candidates exceeds the number of seats to be filled as aforesaid, the General Meeting shall conduct an election by secret ballot from amongst eligible Members present;

c) the number of eligible candidates is less than the number of seats to be filled as aforesaid, the Director General shall invite nominations from the floor and if necessary the General Meeting shall conduct an election by secret ballot from amongst eligible Members present.

If, even at this stage, any seat continues to remain vacant the Director General shall, by written notice to eligible Members invite fresh nominations for the unfilled seat/s and shall hold fresh elections thereto by secret ballot from amongst eligible Members, within thirty days from the conclusion of the original ballot.

This present rule shall prevail notwithstanding anything to the contrary that may be contained elsewhere in this Statute.

10.7.3 If on conclusion of the procedures outlined in clause 10.7.2 no nomination for any of the Sector Groups is received, the seat reserved for that Group shall be filled by the unelected candidate who polled the highest number of votes in the elections reserved for the general membership. The seat of the Sector Group concerned shall revert to that Group at the next General Elections.

10.8 In the case of two or more candidates securing an equal number of votes in a way that the elected members cannot be determined, the General Meeting shall resolve the deadlock by drawing lots.

11 SECTOR GROUPS

- 11.1 Sector Groups as listed hereunder are hereby constituted:
- 11.1.1 Banking, Insurance, and Financial Services
Educational Services
Construction, Electrical, Engineering and Metal
ICT and Gaming
Manufacturing Industry
Hospitality, Tourism and Travel
Aviation, Maritime and Transport Wholesale,
Retail and other Commercial Services
Parastatal and Government Authorities
Health and Professional services
- 11.1.2 Each Member shall be placed in his appropriate Sector Group as may be determined by Council in accordance with his principal line of business; provided that on the coming into force of this Statute an existing Member shall be given the opportunity of opting for a different Sector Group and shall give reasons for his request and Council may review its decisions in the light of such request.
- 11.2 New Members shall indicate their principal line of business which shall guide the Council in determining the appropriate Sector Group under which such a Member shall be placed.
- 11.3 A Member who at any time changes his line of business in a way likely to affect his membership of the Sector Group to which he belongs shall inform the Council whereupon the Council shall at the first opportunity place him in his appropriate Sector Group.
- 11.3.1 Until such time as a change in membership of a Sector Group is decided by Council as aforesaid, the Member shall continue to form part of his original Sector Group.
- 11.4 Members shall be informed of the Sector Group to which they have been allocated and of the name of the person who represents that Sector Group on the Council.
- 11.5 Elections shall be held in February subject to Art 10.1 from amongst eligible members of each Sector Group for the appointment of a Group Committee representing that Sector Group. Such elections shall be held under the control and supervision of the Director General. The provisions of Art 10 shall apply mutatis mutandis to such elections.
- 11.6 Each Sector Group Committee shall consist of a Chairperson and two members. The Chairperson shall be the candidate obtaining the highest number of votes at the Sector Group's election; and he shall be ex-officio the representative of his group with a seat on the Council. Should the Chairperson of the Group Committee for any reason fail or cease to occupy his Council seat as Group representative he shall be replaced as Group Chairperson by the Committee member who polled the next highest number of votes in that Sector Group's elections.
- 11.7 The Chairperson of each Sector Group Committee is expected to call meetings of the Committee at least once every three months and shall call a Sector Group Meeting on matters of interest to that Sector

Group whenever he considers necessary. The Sector Group Meeting may make recommendations and submissions to the Council on such matters as they deem appropriate.

- 11.8 Sector Group Meetings shall also be held on the written request of at least six members of the Sector Group concerned, who shall specify the purpose for such meeting.
- 11.9 The quorum for the Group Committee Meetings shall be two while for Sector Group Meetings it shall be six members.
- 11.10 The procedures for Sector Group Meetings shall mutatis mutandis be those applicable for General Meetings of the Association.

12 ETHICS COMMITTEE

- 12.1 There shall be an Ethics Committee to be appointed by the Council and to be composed of such number of Members of the Association, not being less than three, as may be determined by the Council.
- 12.2 Each member of the Ethics Committee shall hold office until he resigns from the Ethics Committee or from the Association, or is removed by the Council.
- 12.3 The Ethics Committee shall formulate a Code of Conduct for Members and, if and when such a Code is formulated and approved by a resolution of the General Meeting, it shall be binding on the Members as if it constituted an integral part of this Statute.
- 12.4 The Ethics Committee shall investigate any matter referred to it by Council or by the General Meeting or by the written submission of any Member relating to the conduct of Members or of any Member, and to report upon such matter to the Council, or, where such reference has been made by the General Meeting, to the General Meeting or to such person or officer as may be indicated by the General Meeting.
 - 12.4.1 Such report shall include such recommendations as regards disciplinary measures and/or remedial or other actions as the Ethics Committee may deem appropriate.
 - 12.4.2 In conducting any investigation the Ethics Committee shall have access to the records of the Association and may require any Member to appear before it and to give it any information it may deem necessary.

13 PERMANENT OFFICIALS

- 13.1 The Council shall appoint a permanent Director General on such terms and conditions as the Council may deem expedient from time to time.
- 13.2 The Director General shall be responsible directly to the Council and his duties shall be:
 - 13.2.1 to carry out the executive functions of the Association;

- 13.2.2 to co-ordinate the functions of the organs of the Association;
- 13.2.3 to perform such duties as delegated to him by this Statute.
- 13.2.4 to perform such other duties as may be assigned or delegated to him by Council from time to time.
- 13.3 The Council may employ other persons to assist the Director General on such terms and conditions as the Council may determine.

14 THE GENERAL MEETINGS

- 14.1 An Annual General Meeting of the Association shall be held every year on such date subject to Art. 10.1, as may be determined by the Council.
- 14.2 The agenda of every Annual General Meeting shall include:
 - 14.2.1 the President's report
 - 14.2.2 the Director General's report
 - 14.2.3 the financial statements and the audited accounts for the preceding calendar year
 - 14.2.4 any motion related to the said reports
 - 14.2.5 any motion notice of which will have been given as provided for in clause 14.3
 - 14.2.6 New Council elections
 - 14.2.7 the appointment or confirmation of one or more auditors
 - 14.2.8 the appointment or confirmation of a legal advisor
- 14.3 Before each Annual General Meeting the Council shall by a notice in writing invite any Member wishing to place a motion on the agenda for that meeting to do so in writing by not later than three weeks before the date of the Annual General Meeting.
- 14.4 Extraordinary General Meetings shall be convened by the Council at its own motion or upon a request in writing signed by not less than twenty per cent of the Registered Members of the Association. Such a request shall state the object for which the meeting is requested and shall be deposited with the Director General.
 - 14.4.1 If the Council fails to call a General Meeting within twenty eight days from the date of the deposit of a request as referred to above the members who submitted such a request may themselves convene a General Meeting in a manner which shall be as near as possible to that in which Extraordinary General Meetings are convened in terms of this Statute.
- 14.5 Except in urgent cases, notice of a General Meeting shall be given to every Member of the Association at least seven days before the date

fixed for the meeting. Such notice shall state the day, time and place of the meeting and the agenda.

14.5.1 The accidental omission to notify any person entitled to attend the meeting shall not invalidate the proceedings of that meeting.

14.6 The quorum necessary for the transaction of business at any General Meeting shall be one-fifth of the Members of the Association who in terms of clause 14.8 are entitled to vote. In the absence of a quorum, the meeting shall be adjourned for fifteen minutes and shall then be held irrespective of the number of Members present.

Provided that if the meeting has been convened at the request of Members as specified and laid down in clause 14.4, the meeting shall be dissolved if no quorum is present at the specified time.

14.6.1 All General Meetings shall be chaired by the President or, in the absence of the President by the Vice- President or, in the latter's absence by another Officer, or by a member of the Council, or, in the absence of any member of the Council, by any other Member, chosen by the Members present for the meeting.

14.6.2 The Chairperson of the General Meeting shall have an original as well as a casting vote and shall not abstain from using his casting vote.

14.6.3 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 provided that the decision does not conflict with the provisions of this Statute.

If a decision of the Chairperson is challenged by a majority of the Members present on the grounds that it conflicts with any provision of this Statute, the matter shall be decided by a simple majority of the valid votes cast, after the members present consult the Association's Legal Advisor.

14.6.4 No Member may challenge the validity of the proceedings of a General Meeting for which he was present unless the grounds for such a challenge have been raised during that meeting.

14.7 Attendance and voting rights at any General Meeting shall be exercised by the Members personally, or, in the case of Members which are not individuals, by their appointed representatives in terms of clause 4.5 or by any other person from within the Member's organisation appointed by notification in writing for the particular Meeting. Otherwise no Proxy shall be permitted.

14.8 Any Member who is in arrears in his subscription fees, and who has not paid such arrears notwithstanding a request in writing for such payment served upon him at least three months before the date on which a General Meeting is held, shall not be entitled to vote at that General Meeting.

14.9 Decisions at any General Meeting shall, unless otherwise provided in this Statute, be taken by a simple majority of the valid votes cast.

14.10 Any of the following decisions may only be taken at an Extraordinary General Meeting convened expressly for that purpose and shall only be deemed to have been passed if it is approved by a majority of not

less than two-thirds of the valid votes cast.

- 14.10.1 a decision to overrule a decision of the Council rejecting or accepting an application for membership or cancelling the name of a person from the register of Members;
- 14.10.2 a decision to amend this Statute;
- 14.10.3 a decision to dissolve the Association;
- 14.10.4 a decision to merge or amalgamate the Association into or with any other body of persons.

15 REPRESENTATION

- 15.1 The judicial representation of the Association shall be vested in the President, who shall be able to sue and to be sued on its behalf. In the absence of the President such representation shall vest in the Vice-President or in his absence in any two of the Council Officers. However, no judicial action shall be instituted without the authority of the Council.
- 15.1.1 Any deed, document and instrument purporting to bind the Association shall be signed and/or executed by the President and any other member of Council jointly, or by any other person or persons appointed by the Council expressly for that purpose.
- 15.1.2 All cheques and other bank documents shall be signed by any two from among the President, the Vice- President, the Vice-President, the Honorary Secretary, the Honorary Treasurer and the Director General.

16 FINANCE

- 16.1 The funds of the Association shall not be used for any purpose other than the attainment of the objects of the Association.
- 16.1.1 The Council shall have the power to raise the funds required for such purposes in such ways and manner it deems appropriate.
- 16.2 The financial year of the Association shall be the calendar year.
- 16.2.1 The Council shall cause such proper Accounts to be kept giving a true and fair view of the state of the Association's financial affairs and the Honorary Treasurer shall each year oversee the preparation of the financial statements which shall be audited by the external auditors of the Association and which shall be laid before the Annual General Meeting.
- 16.2.2 A copy of the Association's most recent Audited Accounts shall be supplied to any of its Members, on request.

17 **DISSOLUTION**

17.1 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 charitable institutions in such manner as may be decided at an Extraordinary General Meeting held for the purpose of the dissolution of the Association.

17.2 No member of the Association shall be personally responsible for any liabilities incurred by the Association.