



**MALTA
EMPLOYERS**

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 "Malta Employers", and shall be deemed to have been constituted for all effects and purposes of law from the first day of December, 1965 duly registered with the Registrar of Trade Unions.

1.2 The Malta Employers 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 Malta Employers 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 Malta Employers, 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 Malta Employers" means a legal person who employs workers and whose name appears on the register of Members of Malta Employers, and does not include an Associate Member or an Honorary Member or an Affiliated Member;

2.1.3 "appointed representative" means an individual who is officially appointed by the member of the Malta Employers to represent in terms of clause 4.5;

2.1.4 "group company", in relation to any company, means any body corporate which is that company's subsidiary or parent company, or a subsidiary of that company's parent company, and the term "group" shall be construed accordingly as well as meaning a parent undertaking and all its subsidiary undertakings

2.1.5 "Council" refers to the Council of the Malta Employers' Association

2.1.6 "President" refers to President of the Council and President of the Malta Employers

2.1.7 "Presidency Team" refers to the team composed of the President, the Senior Vice-President who is the Immediate Past President, the two Deputy Presidents, the Treasurer, the Honorary Secretary and other appointed officers of the Malta Employers.

3 OBJECTS

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

Malta Employers shall endeavour to decisively influence the formation of policies at national level which lead to

- a) the enhancement of social dialogue
- b) development of a culture positively encouraging enterprise;
- c) 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;
- d) the development of productive employment; and
- e) 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 Malta Employers 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 Malta Employers;
- b) between Malta Employers and recognised representatives of employees;
- c) between the Members of Malta Employers and their respective employees;
- d) 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, NGOs, constituted bodies, unions, associations, societies, companies, chambers and other bodies, whether local or overseas, on all matters generally affecting 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 Malta Employers 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' official 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 Malta Employers.

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 Malta Employers.

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 Malta Employers.

3.2.15 To purchase, construct, maintain and alter buildings as necessary or convenient for the purposes of Malta Employers.

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 Malta Employers 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 Malta Employers or any of them.

3.2.18 To contribute, borrow or raise or to secure the payment of money in such manner as Malta Employers 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 Malta Employers in such amounts and in such manner as may be provided for in the Statute of Malta Employers.

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 Malta Employers.

3.2.21 As a Social Partner representing employers, to enhance social dialogue

3.2.22 To do all such things as are incidental to or conducive to the attainment of any of the objects of Malta Employers.

4 MEMBERSHIP

4.1 Malta Employers shall consist of Members whether persons as defined in Article 2.1.1 companies, groups of companies, organisations, firms, individuals or other concerns who are employers and who, having agreed to comply with the Statute and Code of Ethics of Malta Employers, shall have been admitted to membership as hereinafter provided.

4.2 Applications for membership shall be made in the format prescribed by the Council. Each application will be discussed and approved at Council in accordance with Article 9.4 of the Statute, following a background check conducted by the Secretariat.

4.3 When an application is made by a group of companies it shall include a list of the subsidiary companies/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 Malta Employers. If that group of companies is registered as a Member of Malta Employers 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 Malta Employers 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 any obligation to communicate the reason for its rejection. 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 Malta Employers within thirty days from the date on which that decision has been communicated to them.

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 their 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 Malta Employers's Statute as in force at the time.

4.6.1 Members may make a request to have access to the books of Malta Employers and names of Members of Malta Employers.

4.7 Past Presidents of the Association may be considered as members of the Association with full membership rights and with no subscription fee due throughout their lifetime.

5 CESSATION OF MEMBERSHIP

5.1 A Member may resign from membership of Malta Employers 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 they resigned.

5.2 The Council shall cancel from the register of Members of Malta Employers any Member and/or representative:

5.2.1 who despite being reminded, failed to pay the subscription fee of the past two consecutive years.

5.2.2 who is adjudged bankrupt, is interdicted or is imprisoned for a grave criminal offence;

5.2.3 who ceases to hold the qualifications for Membership in accordance with clause 4 of this Statute

5.2.4 whom the Council decides to expel from Membership by way of disciplinary action taken in accordance with and subject to clause 6.8;

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 The resignation or cancellation of a person from the list of Members of Malta Employers shall be without prejudice to the rights of Malta Employers against such person for the performance of any obligations by which they were bound prior to such resignation or cancellation.

6 OBLIGATIONS OF MEMBERS

6.1 Every Member shall be bound by the obligations imposed upon them by this Statute and shall comply with all decisions taken by Malta Employers or by any organ of Malta Employers 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 Malta Employers has been constituted.

6.3 Every Member shall pay each year an annual subscription fee at the rate applicable to them 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 Malta Employers a statement giving particulars of the number of employees employed by them as on 30 September of each year.

6.4.1 Every Member shall forward to Malta Employers an updated copy of every collective agreement entered into with any trade union/s.

6.4.2 A register of Members of Malta Employers showing the name and registered address of each Member shall be kept at the registered address of Malta Employers.

6.5 Members are expected to consult the Director General or the Director General's representative prior to requesting a directive authorising the member to enforce a lockout.

6.6 No Member shall without the consent of the Director General or the Director General's representative knowingly employ any person who is on strike against any other Member or is locked out from the service of any other Member.

6.7 Every Member shall report to the Director General or the Director General's representative full particulars of any demand made by or on behalf of their 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 the Director General's representative.

6.8 The Council may take any disciplinary measure, including expulsion or suspension of membership, against any Member who commits any breach of their obligations as Member or who is being criminally prosecuted and/or found guilty of being directly or indirectly in breach of employment-related legislation provided that:

6.8.1 The Member shall be given the opportunity to be heard by an ad hoc committee composed of Council Members set up for the purpose.

6.8.2 Where the breach is against the Code of Ethics of Malta Employers, 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;

6.8.3 Any disciplinary measure taken by the Council may be overruled by resolution of an Extraordinary General Meeting supported by two-thirds of the valid votes cast.

7 ASSOCIATE AND HONORARY MEMBERS

7.1 The Council may appoint as an Associate Member of Malta Employers any person or organisation who in the opinion of the Council is likely to promote the interests of Malta Employers.

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 Malta Employers.

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 Malta Employers 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 Presidency Team, the Council and General Meetings.

8 THE COUNCIL

8.1 The affairs of Malta Employers shall be conducted by a Council composed as follows:

8.1.1 Twelve 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 of the seven (7) constituted Sector Groups 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 No Member may occupy more than one seat on the Council.

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 Malta Employers.

8.3 The Council shall be vested with the following functions and responsibilities:

8.3.1 Manage Malta Employers in accordance with the provisions of the present Statute.

8.3.2 Determine Malta Employers' policies.

8.3.3 Make, alter and/or amend the bye-laws of Malta Employers for its day- to-day operations.

8.3.4 Fix membership subscription fees and levies as well as charges for special services and activities.

8.3.5 Empower any of its members to bind Malta Employers 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 or Capital Expenditure may never exceed EUR 250,000 without approval of a general meeting.

8.3.7 Invest the funds of Malta Employers and deal with its arrears to the best advantage of Malta Employers.

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 Malta Employers 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.

Election of President

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 Malta Employers.

8.6 Any person wishing to stand for election of President shall submit a nomination to the Director General duly proposed and seconded by two (2) other Council Members, on such form, in such manner by not later than 48 hours preceding the first meeting of the Council following the Council elections. For a Council Member to be eligible to apply for the role of President, the Council Member must have served on Council at least two consecutive terms preceding the election with one of them being a member of the Presidency Team. Persons holding the post of Chairperson or CEO

of Statal or Parastatal Entities shall not be eligible for the position of President or any member of the Presidency Team. Should there be a situation where no candidate satisfies the criteria or there are no nominations, other candidates will be considered.

8.7 A secret ballot shall take place amongst Council Members present. The candidate must obtain more than fifty per cent (50%) of the votes cast to be elected President.

8.8 If two or more eligible Council Members submit their nomination, and no candidate receives the required number of votes, the candidate who receives the lowest number of votes is dropped and a fresh vote is held between the remaining candidates. This procedure shall be repeated, until the post is filled. In the event of all the candidates obtaining the same number of votes a fresh vote shall be held and the person obtaining the highest number of votes is appointed President.

8.9 Each Council Member shall be entitled to one vote. One ballot paper shall be given to each Council Member present for them to register their vote. Each ballot paper shall list all the nominations for the post. A Council Member may only register one vote for one candidate, Voting shall take place by secret ballot and voting by proxy is prohibited.

Election of Presidency Team

8.9.1 The Association will also have two Deputy Presidents, a Treasurer and an Honorary Secretary. The Honorary Secretary shall, amongst other duties, take and record Minutes of the Presidency meetings. This Team together with the President and Senior Vice-President shall constitute the Presidency Team which shall assist the President in the discharge of their functions and they shall also advise the President on any matter the urgency which, does not permit a meeting of the full Council.

8.10 The immediate Past President shall be appointed Senior Vice-President.

8.11 Therefore, following the election of President, during the same meeting, the Council shall elect from among its members two Deputy-Presidents, an Honorary Treasurer and an Honorary Secretary. Voting shall take place by secret ballot and voting by proxy is prohibited.

8.12 The Presidency Team shall have the power, by simple resolution, to vary the structure of the Presidency Team as herein described and to constitute as it may deem fit from time to time. Such posts shall be filled from amongst elected Council members. This Presidency Team 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 any position on the Presidency team.

8.13 For a Council Member to be eligible for any other role in the Presidency Team excluding that of President, the Council Member must have served on Council for at least one term.

8.14 In the absence of the President, the Senior Vice-President will automatically assume the role and functions of the President.

8.14.1 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 they 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.

8.15 The Council may co-opt any person not necessarily being or consisting of Members of Malta Employers to assist it and add contribution to Council, 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 may be invited to sit on Council. Under no circumstances may this person vote at Council meetings.

8.16 A member of the Council shall cease to hold office if he resigns or ceases to be employed with a Member of Malta Employers 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 Malta Employers, if his appointment is revoked by that Member or if that Member ceases to be a Member of Malta Employers.

8.16.1 A member of the Council may be removed by a resolution taken at an Extraordinary General Meeting called for the purpose and at which they are given the opportunity to be heard.

8.16.2 Unless they cease 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.

8.17 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 Malta Employers or an appointed representative of a Member of Malta Employers, 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.

8.17.1 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.

8.18 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 either physically, online or hybrid, 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 they were 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 If any Council Member knows that they have a conflict of interest pertaining to a matter which is being discussed or is going to be discussed by Council then such Council Member shall declare such interest. In failing to do so, the President may ask the Council Member to absent themselves from the meeting whilst that item on the Agenda is discussed. In the event that it is the President of the Council who has a conflict, the Council will decide whether the President will remain or otherwise for the meeting whilst the matter is being discussed.

9.5 Decisions in Council meetings shall be taken by a majority of the members present, with each member having one vote; provided that the President may elect to either exercise their vote as member or to reserve their vote as a casting vote. No voting by proxy shall be permitted during Council Meetings.

9.6 Any members absenting themselves from any three consecutive Council meetings shall, unless the Council is satisfied that there was a just cause for such absence, be automatically deemed to have resigned as a member of the Council after being duly notified in writing.

9.7 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.

9.8 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 or after 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 paid up Members of Malta Employers entitled to vote at a General Meeting shall have the right to vote for representatives of the general membership as well as for a representative of the sector group which their company represents, at the election, and to propose or to second a Member or their appointed representative for election.

10.3 A person shall be eligible to stand for election if:

10.3.1 they are a paid up Member of Malta Employers entitled to vote at a General Meeting or an appointed representative of such a Member, and

10.3.2 they have been a Member, or represents a Member of Malta Employers who has been a Member, for at least six months prior to the date of the election; and

10.3.3 they are not a person who was deemed to have resigned from the outgoing Council on account of absences from Council meetings in accordance with clause 9.6; and

10.3.4 they are not a member of the House of Representatives or of a Local Council nor have they signified their intention to contest the elections thereto nor do they hold an administrative or executive post within a political party; and

10.3.5 they have submitted their nomination in the manner provided for in clause 10.4.

10.4 Any person wishing to stand for election shall submit their 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 for a seat on Council 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 the candidate 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 twelve seats open to the general membership and also for the seat reserved for the representative of the Sector Group; provided that if they are elected as a representative of one of the Sector Groups their candidature for the seats open to the general membership will be automatically withdrawn.

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 automatically appointed;

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:

1. Industry

Which shall comprise

- Manufacturing
- Engineering
- Construction
- Metal
- Allied Industries

2. Professional Services

Which shall comprise

- Banking and Insurance
- Financial Services
- Consultancy Services
- Legal Firms
- Allied Services

3. Commercial Activities

Which shall comprise

- Wholesale and Retail
- Real Estate
- Environmental & Waste Management Services
- Technical Services
- Administrative and Support Services

4. Digital Economy Activities

Which shall comprise

- ICT and Software
- iGaming & Esports
- Interactive Entertainment
- Fintech
- Blockchain Services
- Cybersecurity Services
- Other Knowledge-Based Services

5. Hospitality & Tourism

Which shall comprise

- Accommodation (all classes and categories) § Food and Beverage
- Entertainment and Recreation § Meetings and Events
- Sports Activities § Tour Operators and Travel Agency Services
- Allied Services

6. Aviation, Maritime & Transport

Which shall comprise

- All Road Transport Activity
- Aviation and Aviation Services including Registration and MRO
- Airport Operations
- Shipping and Ferry Services
- Ship Registration and Agency Services
- Ship Repair and Maintenance
- Maritime Terminal Operation including Storage and Warehousing
- Port and Port Services
- Yachting, Yacht Marinas and related Services

7. Social & Public Administration

Which shall comprise

- Health and Elderly Care
- Education and Training
- Parastatal, Regulators and Government Authorities
- NGOs and Charities

11.1.1 Each Member shall be placed in their appropriate Sector Group as may be determined by Council in accordance with their principal line of business; provided that an existing Member shall be given the opportunity of opting for a different Sector Group and shall give reasons for their 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 their line of business in a way likely to affect their membership of the Sector Group to which they belong shall inform the Council whereupon the Council shall at the first opportunity place them in their 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 their 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 March 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.

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 Malta Employers, not being less than three, as may be determined by the Council.

12.2 Each member of the Ethics Committee shall hold office until they resign from the Ethics Committee or from Malta Employers, 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 Malta Employers 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 the duties pertaining to the role shall be:

13.2.1 to carry out the executive functions of Malta Employers;

13.2.2 to co-ordinate the functions of the organs of Malta Employers;

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 Malta Employers 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 (as applicable)

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 Malta Employers. 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 Malta Employers 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 Malta Employers 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.

Every General Meeting will be chaired by a Chairperson who will be the President of the Association. In the absence of the President the Senior Vice-President of the Association will chair the General Meeting 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.

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

14.6.2 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 Malta Employers's Legal Advisor.

14.6.3 No Member may challenge the validity of the proceedings of a General Meeting for which they were 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 Members who are in arrears in their subscription fees, shall not be entitled to attend and/or 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 amend this Statute;

14.10.2 a decision to dissolve Malta Employers;

14.10.3 a decision to merge or amalgamate Malta Employers into or with any other body of persons.

15 REPRESENTATION

15.1 The judicial representation of Malta Employers 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 Senior Vice-President or in the absence of the Senior Vice-President in any two members of the Presidency Team. However, no judicial action shall be instituted without the authority of the Council.

15.1.1 Any deed, document and instrument purporting to bind Malta Employers 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 Senior Vice- President, a Deputy-President, the Honorary Secretary, the Honorary Treasurer and the Director General.

16 FINANCE

16.1 The funds of Malta Employers shall not be used for any purpose other than the attainment of the objects of Malta Employers.

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 Malta Employers 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 Malta Employers' 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 Malta Employers and which shall be laid before the Annual General Meeting.

16.2.2 A copy of Malta Employers' most recent Audited Accounts shall be supplied to any of its Members, on request.

17 INDEMNITY

The Council Members, the members of the Presidency Team, the Members of all Boards and Committees and any such person or persons employed by the Association shall be indemnified and held harmless by the Association against all liabilities and expenses lawfully incurred by them in or about the discharge of their respective functions and duties except such as may arise from their own willful misconduct or breach of duty.

18 DISSOLUTION

18.1 In the event that Malta Employers 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 Malta Employers.

18.2 No member of Malta Employers shall be personally responsible for any liabilities incurred by Malta Employers.