



# **Maltese – Chinese Chamber of Commerce**

## **Statute**

**15th. April, 2011**

	<b>Statute of the Maltese - Chinese Chamber of Commerce</b>
	<b>PART 1</b>  <b>PRELIMINARY</b>
<b>1.1 Interpretation</b>	In this Statute and any other bye-laws of the Maltese – Chinese Chamber of Commerce, if there is any conflict between the English text and any translation of this statute or said bye-laws into any other language, the English version shall prevail.
<b>1.2 Definitions</b>	<p>In this Statute, unless the context otherwise requires, the following expressions have the meaning hereby assigned to them:</p> <p>‘Advisory Board’ consists of the three most senior members, in terms of length of continuous membership.</p> <p>‘China’ means the People’s Republic of China including all its provinces and territories.</p> <p>‘Chinese Ambassador’ means the Chinese Ambassador to Malta current at the time;</p> <p>‘Chinese Ambassador’s representative’ means any person within the diplomatic staff of the Embassy of China in Malta, appointed by His/Her Excellency Ambassador of The People’s Republic of China, to represent him/her on the Council of the MCCC;</p> <p>‘Company’ means any legal entity incorporated under the laws of Malta, China or any other member country of the European Union.</p> <p>‘Council’ means the Council of MCCC established in terms of Article 2.1 of this Statute responsible for the management of the business of MCCC.</p> <p>‘EU’ means the European Union, comprising of all its member states.</p> <p>“External communication” means written statements, media releases and public announcements with Government, the media or any other body or organization extraneous to MCCC.</p>

	<p>‘General Meeting’ includes both an Annual and an Extraordinary General Meeting.</p> <p>‘Identification document’ means any one of the following:</p> <ul style="list-style-type: none"> <li>(i) a valid identity card; or</li> <li>(ii) a valid passport; or</li> <li>(iii) a valid driving licence.</li> </ul> <p>‘Importation’ has the meaning assigned to it in the second Schedule to the VAT Act, Cap. 406 of the Laws of Malta.</p> <p>‘local” means The Republic of Malta.</p> <p>‘Malta’ means the Republic of Malta, as defined in the constitution;</p> <p>‘MCCC’ means the Maltese - Chinese Chamber of Commerce, a body of persons being established in terms of this Statute.</p> <p>‘Member’ means a Member of MCCC. A Member may be either, an ordinary member; a corporate member; a founder member or an honorary member.</p> <p>‘Ordinary Member (s)’ means a member who has been accepted as a member after having applied for membership with MCCC, which membership shall be at the absolute discretion of the Council. An Ordinary Member may be either a physical person or a corporate individual. The corporate member is to be represented by a physical person vested with representative rights, and such person will not be eligible for an individual membership. Each member whether corporate or individual shall have one vote and shall pay the appropriate fees as stipulated from time to time.</p> <p>‘Founder Member(s)’ means a member or members who initiated the idea of setting up the MCCC. For clarification purposes, the founder member of MCCC are: MCCC are Mr. Maurice Mizzi (ID no. 84036M); Mr. Ian Mizzi (ID No. 287560M) and Mr. Reno Calleja (ID No. 788044M). The founder members remain so throughout the period of the first Council, at the termination of the first council, they become members and will be regulated by the provisions of this statute related to the members. Each founder member has one vote on the Council.</p> <p>‘Honorary Member(s)’ means a member or members who are life members chosen by the Council. Honorary Members shall not be eligible to form part of the Council.</p>
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	<p>‘Minister’ means a Minister of the Government of Malta.</p> <p>‘Persons in their employ’ includes employees, directors, consultants and affiliates.</p> <p>‘Producing’ includes duplicates, reproduces, or manufactures.</p> <p>‘Prohibited person’ means any one of the following:</p> <ul style="list-style-type: none"> <li>(i) undischarged bankrupts.</li> <li>(ii) incapacitated persons.</li> <li>(iii) persons who have been convicted by a Criminal Court for grave offences.</li> <li>(iv) Members who have been expelled from MCCC.</li> </ul> <p>‘Public officer’ is a person holding office of emolument in the service of the Government of Malta in a civil capacity.</p> <p>‘Regulator’ is any person, whether physical or legal, appointed by any Minister or through an Act of Parliament for the purpose of regulating any commercial, industrial and services activities in Malta including but not limited to the Office of Fair Trading, the Labour Office, the Social Security Department, the Accountancy Board, the Data Protection Commissioner, the Commissioner of Inland Revenue, the Malta Institute of Accountants, the Chamber of Advocates, the Financial Intelligence Analysis Unit, the Malta Financial Services Authority and the Malta Standards Authority, or any other similar body of persons that may be set up from time to time.</p> <p>‘Total revenue’ means the total income of MCCC for any given financial year.</p> <p>‘Unfair Competition’ means unfair competition as defined under the Commercial Code, Chapter 13 of the Laws of Malta.</p>
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	<p>‘Unfair Practices’ means Unfair Practices as defined under the Consumer Affairs Act, Chapter 378 of the Laws of Malta.</p> <p>‘Written communication’ shall include, among other forms of written communication, any communication via electronic mail (e-mail) addressed to the e-mail address of the intended recipient.</p> <p>In this Statute, unless the contrary intention appears –</p> <p>(i) the definition of any word or expression shall extend to all grammatical variations and to cognate expressions of the word or expression so defined;</p> <p>(ii) words importing the masculine gender shall include females;</p> <p>(iv) words in the singular shall include the plural, and words in the plural shall include the singular.</p> <p>The expression "person" shall include a body or other association of persons, whether such body or association is corporate or a physical person. .</p>
	<p><b>PART 2</b></p> <p><b>ESTABLISHMENT AND FUNCTIONS OF MCCC</b></p>
2.1 Establishment of MCCC	<p>(a) There shall be a body of persons to be known as the Maltese - Chinese Chamber of Commerce which shall be regulated by this Statute, hereinafter referred to as MCCC.</p> <p>(b) MCCC shall be an autonomous not-for-profit institution having a public character.</p>
2.2 Seat	<p>The seat of MCCC shall be at The Exchange Buildings, (La Borsa), Republic Street, Valletta or at any other premises as decided by simple majority of the members at a general meeting.</p>
2.4 Objects	<p>The objects of MCCC shall include the following:</p> <ul style="list-style-type: none"> <li>a) To advance the interests of its Members in trade with China;</li> <li>b) To collect and distribute information on judicial and/or regulatory matters, on trade and industry which could be of</li> </ul>

	<p>specific importance to its Members;</p> <ul style="list-style-type: none"> <li>c) To represent the interests of its Members on matters of bilateral trade and industry vis-à-vis the respective authorities, political and private organisations and the public;</li> <li>d) To do all that which is necessary to promote, encourage and facilitate commerce between the relevant countries in close cooperation and coordination with The Malta Chamber of Commerce, Enterprise and Industry which acts as partner to the MCCC;</li> <li>e) To provide assistance, information and support to the local commercial, industrial and services community and to educate and encourage local human resources in relation to research, development, marketing, sales, exporting, management and training within the scope of MCCC's role;</li> <li>f) To promote, support or oppose any legislative or other measures which affect the interests of MCCC and its Members;</li> <li>g) To encourage, establish and support initiatives which lead to the establishment of new business ventures within MCCC's area of interest;</li> <li>h) To increase public awareness of the potential of business opportunities that exist in doing business with China;</li> <li>i) To maintain regular contact with other chambers of commerce in China and other countries in question and coordinate efforts and/or activities which are in the common interest of all partner chambers concerned;</li> <li>j) The operations of the Chamber shall not be carried out with the objective of making profits, but may include the rendering of services especially for its Members in conformity with the above objectives in return for remuneration. The Chamber can also assist non-members with their services but strictly on the basis of remuneration for expenses incurred and time allocated for requested activities.</li> </ul>
<b>2.5 Powers</b>	<p>In furtherance of the objects of MCCC, MCCC shall have the following powers, namely:</p> <ul style="list-style-type: none"> <li>(i) To co-operate with and/or enter into agreements with any individuals, companies, agencies, bodies and organizations, national, local or otherwise; to seek to obtain from any such individuals, companies, agencies, bodies and organizations any rights, privileges, grants and concessions; and to administer and allocate any of those rights, privileges, grants and concessions made available to MCCC for its aforesaid objects under the terms</li> </ul>

	<p>and conditions attached to such rights, privileges, grants and concessions;</p> <p>(ii) To co-operate with and/or enter into agreements with other industrial and trade organizations, including trade unions, for the regulation of the relations between manufacturers, importers and between employers and employees;</p> <p>(iii) To cause to be written, printed, or otherwise reproduced and circulated to the public or to specific user groups, gratuitously or otherwise, reports and other documents and materials;</p> <p>(iv) To employ and pay any person or persons, whether on a full-time or part-time basis, under contracts of service and enter into contracts for services and contracts of supply for the purpose of executing the above objects;</p> <p>(v) To employ correspondents abroad to investigate and report upon overseas markets and financial status of overseas enquirers, as well as to deal with all enquiries, specifications, analysis and statistics;</p> <p>(vi) To provide consultancy and advisory services to its Members, as well as a comprehensive business advisory information exchange service and to distribute and make available such information to both its Members and to the general public;</p> <p>(vii) To provide educational and vocational training and related services to the business community, including but not limited to individuals interested in business;</p> <p>(viii) To aid its members, to the best of its ability, in the settlement of disputes with Chinese companies and vice-versa;</p> <p>(ix) To promote, organize and participate in incoming/outgoing trade missions abroad;</p> <p>(x) To generate income to support the operations of MCCC;</p> <p>(xi) To purchase, take on lease or on emphyteusis or in exchange or otherwise acquire under any title; and to sell, give on lease or on emphyteusis or in exchange or otherwise dispose of under any title, any property, moveable or immovable, and any interest or right therein for the purpose of attaining or in pursuance of its objects – provided that in the case of immovable property, this power shall be subject to approval by the Members in a General Meeting as set out in Article 7.8 (b) of this Statute;</p> <p>(xii) To borrow and raise money, and to secure the repayment of</p>
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	<p>any money borrowed, raised or owing, by hypothec, privilege, charge or other security upon the whole or any part of the property or assets (whether present or future) of MCCC subject to approval by the Members in a General Meeting as set out in Article 7.8 (b) of this Statute;</p> <p>(xiii) To draw, make, accept, endorse, discount, execute and issue bills, cheques, and other instruments, and to operate bank accounts;</p> <p>(xiv) Invest the moneys of MCCC not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such terms and conditions (if any) as may for the time being be imposed or required by law;</p> <p>(xv) To take and accept donations of money, property or other assets as permitted by law for any one or more of the objects of MCCC;</p> <p>(xvi) To apply for and accept any funding from any legitimate source;</p> <p>(xvii) To acquire an interest in, amalgamate or enter into a partnership, with any person, firm, company or association subject to approval by the Members in a General Meeting as set out in Article 7.8 (b) of this Statute;</p> <p>(xviii) To acquire and dispose of immovable property subject to approval by the Members in a General Meeting as set out in Article 7.8 (b) of this Statute; and</p> <p>(xix) To do all such other lawful acts and things as are or may be deemed incidental or conducive to, and which are not in conflict with, the attainment of the aim or any of the objects of MCCC.</p>
<b>2.6 Application of income and property</b>	<p>The income and property of MCCC shall be applied solely towards the promotion of the objects of MCCC as set forth in this Statute. Members shall not receive any dividend, or bonus, or any other kind of profit, directly or indirectly from MCCC. Notwithstanding the generality of the foregoing, and subject to the approval by the Council, nothing contained herein shall prevent the payment, in good faith, by MCCC:</p> <p>(i) Of reimbursement of direct expenses to any Member, member of Management or Council Member of MCCC incurred in connection with the performance of duties as Member, member of the Board of Management or Council Member of</p>



	<p>MCCC as long as such expenses have been approved beforehand;</p> <p>(ii) Of interest on money lent by any Member, employee or member of the Board of Management of MCCC (other than in the normal course of business when Article 2.6 (iii) of this Statute shall apply) at a rate per annum this is not higher than that obtainable from a licensed financial institution at the time.</p> <p>(iii) Of interest on money lent by any Member of MCCC in the normal course of business as a bank, or credit institution, or as a member of a group carrying on such a business at a normal commercial rate per annum.</p> <p>(iv) Of reasonable and proper rent for premises let to MCCC by any Member, employee or member of the Board of Management of MCCC.</p> <p>(v) Of reasonable and proper fees, remuneration or other benefit in money or money's worth to a company, firm or partnership of which a Member, employee or member of the Board of Management of MCCC may be a director, member or partner for services rendered to MCCC, so long as in the case of a company, firm or partnership of which a member of the Board of Management is a director, member or partner, the services are not rendered by or on behalf of such member of the Board of Management in his capacity as a member of the Board of Management of MCCC.</p>
<b>2.7 Contribution by Members on winding up</b>	<p>Every Member undertakes to contribute to the assets of MCCC in the event of MCCC being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of debts and liabilities of MCCC contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, such amount as may be required not exceeding fifty Euros (€50).</p>
<b>2.8 Surplus on winding up</b>	<p>If upon winding up or dissolution of MCCC there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some institution or institutions, charitable or otherwise, but not political, having objects related to the promotion of trade, and which shall prohibit the distribution of its or their income and property to an extent at least as is imposed on MCCC under or by virtue of 2.6 of this Statute, such institution or institutions to be determined by</p>

	the Members at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable body.
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	<p><b>PART 3</b></p> <p><b>MEMBERSHIP OF MCCC</b></p>
3.1 Eligibility of Admission to membership	<p>(a) All persons, whether physical or juridical persons, not being prohibited persons or public officers, who are engaged in any form of commercial, industrial or services activities in or from Malta, are eligible for Ordinary membership as provided in the definition of Ordinary Members in Part 1 of this Statute.</p> <p>(b) A person may hold only one membership and it shall not be permitted to hold contemporaneous memberships. MCCC</p> <p>(c) Membership shall not be transferable.</p>
3.2 Application for membership	<p>(a) Any person wishing to become an Ordinary Member, must complete and submit the appropriate application form, quoting reference to any two (2) Members to whom the person is known.</p>
3.3 Screening of Applicants to membership	<p>Applicants to membership will be screened by the Board of Management who will report and make recommendations to the Council on all persons who have applied for membership. The members of the Board of Management shall have the right to seek further information about the applicants to membership for the purpose of the screening exercise.</p>
3.4 Decisions relating to Admission to membership	<p>(a) Admission to membership shall be a matter within the exclusive jurisdiction of Council.</p> <p>(b) No applicant to membership shall be admitted to Ordinary Member unless two-thirds of the Council Members vote in favour.</p>
3.5 Right of appeal and Refusal of membership	<p>(a) In the event where an applicant to membership is refused from admission to membership by Council, \ the applicant to membership is to be notified of such decision within one (1) week.</p> <p>(b) Within fifteen (14) days from such notification the applicant who has been refused membership may submit a written appeal to Council.</p> <p>(c) Council shall, within five (5) business days from receipt of the appeal, refer such appeal for consideration by the Advisory Board.</p>

	<p>(d) The Advisory Board shall submit its opinion to the Council within thirty (30) days from the day the appeal is referred to it.</p> <p>(e) The decision of the Council shall be final.</p> <p>(f) No person who has been refused admission to membership of MCCC may re-apply for membership before the lapse of one year.</p>
<b>3.6 Categories of membership</b>	<p>(a) There shall be three categories of membership of MCCC as defined in Part 1 of this statute :</p> <ul style="list-style-type: none"> <li>(i) Ordinary - either corporate ordinary members or individual ordinary members;</li> <li>(ii) Founder Members; and</li> <li>(iii) Honorary Members.</li> </ul> <p>(b) Members of any of the categories (i) to (iv) in Article 3.6 (a) of this Statute shall be entitled to benefit from the services of MCCC only in their capacity as Individual Members.</p> <p>(c) No physical person can be admitted to more than one category of Individual membership.</p> <p>(d) The Council shall have the right to enquire for further information from applicants to membership in order to assess their eligibility to specific membership categories and can refuse the admission of an applicant to membership to any specific membership category, in which case the Council shall indicate which membership category the applicant to membership should be allowed to join.</p>
<b>3.7 Corporate membership</b>	<p>(a) Corporate ordinary membership is open to persons who are not physical persons, including in particular:</p> <ul style="list-style-type: none"> <li>(i) Any company;</li> <li>(ii) Any partnership; and</li> <li>(iii) Any form of association, foundation, business chamber, organization or body of persons other than of the type of (i) and (ii) above.</li> </ul>

	<p>Provided that in the case of groups of companies, Corporate membership shall be open only to the individual companies forming part of the group and not to the group itself.</p> <p>(b) A Corporate Member shall be represented by a physical person vested with representation rights. The person so nominated cannot also be an Individual Ordinary member, or an Honorary member.</p> <p>(c) All representatives of a Corporate Ordinary Member shall be considered for admission utilising the same process as for Individual Ordinary Members in accordance with the provisions of Articles 3.1 to 3.5 and shall upon admission s enjoy the same rights as Individual Members.</p> <p>(d) Corporate Members shall each have the right to one (1) vote in Council elections.</p>
<b>3.8 Individual membership</b>	<p>(a) Individual membership shall be open to any physical person who is eligible for membership in his personal capacity.</p> <p>(b) Individual Ordinary Members shall each have the right to one (1) vote in Council elections.</p>
<b>3.9 Founder membership</b>	<p>(a) Notwithstanding the provisions of Article 3.1 (a), Founder Members shall automatically be appointed Members without being subject to the provisions of Clauses 3.2 to 3.5.</p> <p>(b) All Founder Members shall also automatically be appointed to the First Council with election with the same voting rights as other Council Members.</p> <p>(c) Founder Members shall each have the right to one (1) vote in Council elections.</p>
<b>3.10 Honorary membership</b>	<p>(a) Notwithstanding the provisions of Article 3.1 (a), the Council shall have the right to nominate and appoint to Honorary membership:</p> <p style="padding-left: 40px;">(i) Any physical person who has no other form of membership in MCCC where the Council deems that the Honorary membership of that individual in MCCC is expected to be conducive to the objects of MCCC; or</p> <p style="padding-left: 40px;">(ii) Any existing Member who has made an outstanding and/or long-term contribution to MCCC and /or in the commercial industrial and services community.(b) An Honorary Member shall not be required to pay the annual Subscription fee.</p> <p>(c) Honorary Members shall each have the right to one (1) vote in Council</p>

	<p>elections.</p> <p>(d) Honorary Members shall not be eligible to be elected to Council.</p> <p>(e) The Chinese Ambassador and any future subsequent Ambassadors of the People's Republic of China shall be ex-ufficio Honorary Members.</p>
<b>3.11 Obligation on Members to provide updated information related to their membership</b>	<p>(a) Every Member shall, within fifteen (15) days from the happening of any of the following events, notify that event in writing to MCCC:</p> <ul style="list-style-type: none"> <li>(i) A change in circumstances that affects the Member's right to belong to any membership category;</li> <li>(ii) In the case of a Corporate ordinary Member, a change in the employment, or membership, status of the physical person representing that Corporate ordinary member;</li> <li>(iii) The cessation of a Member's entitlement to membership; or</li> <li>(iv) Such other event as may be prescribed by the Council.</li> </ul>
<b>3.12 Annual Subscription Fee</b>	<p>(a) An annual Subscription fee shall be payable annually on a calendar year basis by each Member . The amount of such annual Subscription fee shall be determined and revised by Council from time to time.</p> <p>Provided that in the case of a Member joining part-way through a calendar year, the annual Subscription fee for that calendar year for that Member shall be calculated on a pro-rata basis to the nearest week plus one (1).</p> <p>(c) The annual Subscription fee shall be due yearly in advance, at a date to be determined from time to time by the Council, and shall not be refundable neither in whole nor in part under any circumstance.</p>
<b>3.13 Resignation</b>	<p>(a) A Member wishing to terminate his membership shall notify the President of MCCC in writing.</p> <p>(b) A Member who terminates his membership shall forfeit the annual subscription fee which may have been paid in advance and shall be liable for the annual Subscription fee up to the 31 December of the year in which he resigned.</p>
<b>3.14 Expulsion</b>	<p>(a) The Council has the right to expel those Members who:</p> <ul style="list-style-type: none"> <li>(i) No longer remain eligible for membership of MCCC.</li> <li>(ii) Have been subject to the disciplinary procedures described under Article 9.1 of this Statute and in respect of whom the Ethics and Disciplinary Commission has recommended</li> </ul>

	<p>expulsion under Article 9.1 (i) of this Statute.</p> <p>(iii) Have not paid their membership dues.</p> <p>(b) In order to give effect to expulsion, the Council shall communicate in writing with the expelled Member within fifteen (15) days from the Council decision.</p>
<b>3.15 Consequences of Expulsion</b>	<p>(a) Persons who have been expelled from membership shall forfeit all their membership rights upon expulsion. They shall forfeit any contribution whether financial or otherwise made to MCCC including any annual Subscription fees paid in advance.</p> <p>(b) Persons who have been expelled from membership shall not be eligible for re-admission to membership of MCCC unless matters come to light, that had such matters been known at the time of expulsion, would not have resulted in the expulsion of that Member.</p>

	<p><b>PART 4</b></p> <p><b>GOVERNANCE OF MCCC</b></p>
4.1 Council	The business of MCCC shall be managed by a Council. The election of the members of the Council shall be held every two (2) years in accordance with the procedure described under Part 6 of this Statute.
4.2 Constitution of the Council	<p>(a) The Council shall be constituted of a board of elected Council Members consisting of an uneven number of members, of at least five (5) members and not more than eleven (11) members, elected by the Members at an Annual General Meeting. The majority of elected Council members must be Maltese nationals. In the eventuality that the majority of elected Members is not Maltese, those non-Maltese elected Members with the least number of votes must give up their seat in order to have a Maltese majority.</p> <p>(b) The Chinese Ambassador current at the time or his representative shall be eligible to be an ex-ufficio council member without voting rights.</p>
4.3 Powers and responsibilities of the Council	<p>(a) The Council shall take its decisions by simple majority of the Council Members present but shall act as a collegiate body at all times.(b) The Council shall have the power and responsibility to perform all the acts attributed to the Council in this Statute and any of the following acts:</p> <p>(i)To manage the affairs of MCCC in accordance with the provisions contained in this Statute;</p> <p>(ii) To establish, publish and amend as necessary rules, guidelines or procedures for the day to day management and operations of MCCC;</p> <p>(iii) To issue a Code of Ethics for its Members;</p> <p>(iv) To admit and expel Members;</p> <p>(v) To appoint Honorary Members;</p> <p>(vi) To appoint foreign representatives of MCCC;</p> <p>(vii) To recruit, dismiss and remunerate employees of MCCC and to set the level of remuneration and terms and conditions of employment, including any pension schemes;</p> <p>(vii)To engage and remunerate consultants of MCCC;</p> <p>(ix)To legally bind MCCC in those cases where approval of the General</p>



	<p>Meeting is not necessary;</p> <p>(x)To execute and implement decisions of the General Meeting;</p> <p>(xi) To exercise all the powers and functions of MCCC which are not by this Statute conferred exclusively upon a General Meeting;</p> <p>(xii)To draft all prescribed forms contemplated in this Statute;</p> <p>(xiii) To appoint the members of the Board of Management of MCCC and delegate to such members of the Board of Management any powers it deems fit;</p> <p>(xiv) To appoint ad hoc Committees and sub-committees to report to Council on specific issues which may arise from time to time;</p> <p>(xv) To appoint the Ethics and Disciplinary Commission;</p> <p>(xvi) To appoint the Electoral Commission;</p> <p>(xvii) To appoint the Conflicts Resolution Panel;</p> <p>(xiii)To authorize the acquisition or disposal of assets of MCCC</p> <p>(xix)to authorize investments;</p> <p>(xx)To authorize the entering of MCCC into joint ventures with third parties for the purpose of furthering the objects of MCCC;</p> <p>(xxii)To decide on any other acts or things that are or may be deemed to be against the interest of MCCC or its Members;</p> <p>(xxiii) To publish statements, media releases and public announcements on matters that may affect MCCC or its Members; and</p> <p>(xxiv) To pursue any course of action to safeguard the interests of the Members in regard to any illegal, unethical, negligent, irresponsible, un-professional, malicious or reckless act committed against a Member or Members by a person or persons who are not Members.</p>
<b>4.4 Conflict of interest</b>	<p>In any matter being discussed by the Council in any meeting, any Council Member who knows or feels that he has an actual or potential conflict of interest must declare such interest. Such Member may be asked by the President to withdraw from the meeting. Should the Member feel that he should not withdraw, the Council shall take a vote as to whether the Council Member shall remain present at the meeting or not. The decision of the Council shall be final.</p>

<b>4.5 Fiduciaries</b>	Appointment to the Council vests the Council Members with Fiduciary obligations.
<b>4.6 Remuneration</b>	Council Members shall not be entitled to receive remuneration.
<b>4.7 Meetings of the Council</b>	<p>(a) The Council shall meet at least once a month or whenever considered necessary by at least five (5) Council Members.</p> <p>Provided that the first meeting of the Council following the Council elections shall be held within five (5) business days following the day on which the outcome of the Council elections is determined.</p> <p>(b) The quorum of the Council shall be three (3) Council Members.</p>
<b>4.8 Vacancies</b>	<p>(a) If a Council Member ceases to form part of the Council for any cause whatsoever thus causing a vacancy in the Council, such vacancy shall be filled as provided hereunder:</p> <p style="padding-left: 40px;">(i) The runner up at the last Council election shall be entitled to fill the vacancy and serve for the unexpired term of office.</p> <p style="padding-left: 40px;">(ii) If there were two (2) or more runners up due to an equality of votes, the person to be appointed shall be the one with higher seniority in terms of the years of membership of MCCC.</p> <p style="padding-left: 40px;">(iii) If there were no runners up as previously stated, the Council shall have the right to co-opt a member to the vacant position until the next Council elections.</p> <p style="padding-left: 40px;">(iv) The requirement of having a majority of Maltese members on the Council should also be adhered to in the case of vacancies within the Council.</p> <p>(b) Notwithstanding the generality of this Article, if the Council Member ceasing to be a Council Member is the President, the new President shall be elected in accordance with the provisions of Article 4.13 of this Statute.</p>
<b>4.9 The responsibility of the Board of Management</b>	The Council is to be represented by the Board of Management.
<b>4.10 The positions of the Board of Management</b>	<p>The Board of Management shall comprise the following posts:</p> <p style="padding-left: 40px;">(i) The President;</p>

	<p>(ii) The Deputy President</p> <p>(iii) The Vice President; and</p> <p>(iv) Three other Officers.</p>
<b>4.11 Appointment of the Board of Management Members</b>	<p>(a) The members of the Board of Management shall be elected by the Council Members from among themselves in the first meeting of the Council following the Council elections through a secret vote.</p> <p>(b) Each Council Member shall be entitled to one vote in the election of each post of the members of the Board of Management.</p> <p>(c) Voting by proxy is not permitted.</p>
<b>4.12 Eligibility for nomination for, or holding of, the posts in the Board of Management</b>	<p>A Council Member shall not be eligible to be nominated for, or to hold, any post of the Board of Management if:</p> <p>(a) that Council Member holds, at the same time, a position of Chairman and/or Deputy Chairman or equivalent post in any Corporation, Authority, Agency or Company, not being philanthropic in scope, in which the Government has an interest.</p> <p>(b) Has not been a member for at least one year. This clause does not apply for the first election of the Board of Management.</p>
<b>4.13 The posts of the Board of Management</b>	<p>The Board of Management shall nominate and elect from among themselves by simple majority the following posts, in the order of seniority of the posts, as follows:</p> <p>(i) The President</p> <p>(ii) The Deputy President</p> <p>(iii) The Vice President</p> <p>(ix) Treasurer</p> <p>(x) Secretary</p> <p>Such vote may be held by a show of hands or by secret ballot if any council member requests.</p> <p>In addition to the above the council has the right to create further posts as it sees fit, as long as there are enough council members to fill the post so created. These shall be elected in the same manner as the other posts listed above.</p>

<b>4.14 Term of Office of the member of the Board of Management</b>	<p>(a) The term of office of the members of the Board of Management shall continue until the Council elections following their election, or until they resign or retire or are removed in accordance with this Statute.</p> <p>(b) No Member may hold the office of President, Deputy President, Vice-President, or Officer for more than four (4) consecutive years.</p>
<b>4.15 Seniority of membership of the Board of Management</b>	<p>(a) The order of seniority of membership of the Board of Management is from highest to lowest as follows: the President; the Deputy President; the Vice President; followed by the other Officers who shall have equal seniority.</p>
<b>4.16 Vacancies in posts of Board of Management</b>	<p>(a) If the post of President becomes vacant, the Deputy President will assume the post of President and the Vice President will become Deputy. Any vacant post thereafter will be filled from within the Council by simple majority vote.</p>
<b>4.17 The President of the Council</b>	<p>The President shall convene and preside over all General Meetings and over all the meetings of the Council and of the Board of Management. He is to ensure the strict observance of all the Articles of this Statute in the discussions and deliberations of all such meetings.</p>
<b>4.18 Powers and Responsibilities of President</b>	<p>The main powers and responsibilities of the President shall be:</p> <ul style="list-style-type: none"> <li>(i) To implement the decisions of the Council.</li> <li>(ii) To direct the Board of Management and the Council in accordance with the objects of MCCC.</li> <li>(iii) To ensure that MCCC is administered at all times in accordance with this Statute.</li> <li>(iv) To ensure that the policies, guidelines, procedures, rules, resolutions and decisions of the Council are executed and implemented.</li> <li>(v) To participate actively in social and governmental fora in the best interest of the business community and to express ideas and views relating to public and social policies;</li> <li>(vi) To represent MCCC at meetings of any international organization to which MCCC may be affiliated.</li> <li>(vii) To lead or participate in overseas delegations.</li> <li>(viii) To convene Council meetings, Annual and Extraordinary General Meetings.</li> </ul> <p>Provided that, in exceptional cases of urgency, the Council may grant exceptional temporary powers to the President, or in combination with the Deputy President, in order to handle those exceptional cases of urgency.</p>
<b>4.19 The President to have a casting vote</b>	<p>In the case of equality of votes, the President shall have a casting vote in addition to his original vote in the cases of:</p>

	<p>(i) The decisions of the Council;</p> <p>(ii) The decisions of the Board of Management.</p>
<b>4.20 Powers and responsibilities of Deputy President and Vice Presidents</b>	<p>(a) The Deputy President shall closely assist the President in his powers and responsibilities.</p> <p>(b) In the absence of the President, the next member of the Board of Management who is not absent in the order of seniority established in Article 4.16 of this Statute shall enjoy all the powers and carry all responsibilities accorded to the President under this Statute.</p>
<b>4.21 Legal and judicial representation</b>	<p>(a) Deeds of whatsoever nature binding MCCC shall be signed by the President and any other member of the Board of Management.</p> <p>Provided that the President acting jointly with any one member of the Board of Management shall be entitled to delegate his powers for specific acts.</p> <p>(b) Judicial representation of MCCC shall be vested in the President.</p>
<b>4.22 Director General</b>	<p>The Council shall appoint a Director General who shall assist the Council and the Board of Management in the execution of the Council policies, guidelines, procedures, rules, resolutions and decisions as well as the everyday management and administration of MCCC activities.</p>

	<p><b>PART 5</b></p> <p><b>ELECTIONS</b> for the Council of MCCC</p>
<p><b>5.1</b>      Electoral Commission</p>	<p>(a) There shall be an Electoral Commission in charge of the conduct of the elections of Council.</p> <p>(b) The Electoral Commission shall consist of three (3) Members, and shall be appointed every two (2) years by the Council by the third meeting after the Council election. Each Member appointed on the Electoral Commission must receive the approval of a simple majority of the Council Members present.</p> <p>(c) The Chairman of the Electoral Commission shall be appointed by Council.</p> <p>(d) Any Member who wishes to run for election to Council shall be disqualified from acting as a member of the Electoral Commission in that election.</p> <p>(e) The Electoral commission shall decide by simple majority.</p> <p>(f) The Electoral Commission shall have the following functions:</p> <ul style="list-style-type: none"> <li>(i) to direct and supervise the elections for Council;</li> <li>(ii) to compile an electoral list of those Members who are eligible to vote;</li> <li>(iii) to co-ordinate and scrutinize the elections of Council;</li> <li>(iv) to appoint five (5) Electoral Officers who shall be Members who are neither candidates, proposers or seconders but who may be members of the Electoral Commission;</li> <li>(v) to compile voting documents and electoral registers;</li> <li>(vi) to ensure the transparency and integrity of all elections;</li> <li>(vii) to settle any question regarding the validity of any voting document.</li> </ul>
<p><b>5.2 Elections</b></p>	<p>(a) Elections shall be held every two (2) years on the day fixed for the Annual General Meeting and shall run for two (2) consecutive business days thereafter.</p> <p>(b) All Members, are eligible to vote at the elections of the Council elections provided that:</p> <ul style="list-style-type: none"> <li>(i) such Members are Members of MCCC as at 31 December of the year immediately preceding the year in which the Council elections shall be held;</li> <li>(ii) such Members have paid the subscription due for the year immediately preceding the year in which the Council elections shall</li> </ul>

	<p>be held;</p> <p>(c) Election to Council shall be held by secret ballot and voting by proxy is prohibited.</p>
<b>5.3 Compilation of Electoral List</b>	<p>(a) Any Member who intends to contest the Council election must notify his intention to the Electoral Commission on the electoral form (hereinafter 'the electoral form').</p> <p>(b) The electoral form shall be sent to the Electoral Commission, on pain of nullity, twenty days prior to the Annual General Meeting and must contain, on pain of nullity, an endorsement of a proposer and a seconder who must be fully paid up members.</p> <p>(c) The electoral form may include a brief and concise statement of the candidate's profile and main achievements.</p>
<b>5.4 Eligibility to be nominated for election to Council</b>	<p>A Member shall not be eligible to be nominated for election Council if that Member has been a Member of MCCC for less than 2 years at the date of the closing of the nominations. This proviso shall not be applicable for the first election of MCCC or in the eventuality that another election is held before two years have passed since the setting up of MCCC.</p>
<b>5.5 Nomination of Members representing a Corporate Member</b>	<p>Only one Member representing a Corporate Member can be nominated for election to Council.</p>
<b>5.6 Less nominations than required</b>	<p>(a) In the event that less Members are nominated for Council elections than the maximum allowed, those nominated Members shall be deemed to be elected to the Council and elections will not be held.</p> <p>(b) In the event that fewer Members are nominated for Council elections than the maximum allowed, the nominated members shall be deemed to be elected and shall have the right to co-opt other eligible members according to clause 5.4 above up to the maximum allowed.</p>
<b>5.7 Venue of Election</b>	<p>Voting shall take place at the seat of MCCC or at any other place so decided in advance and notified to the Members by the Council.</p>
<b>5.8 Notice to Members regarding elections</b>	<p>(a) The Director General shall send a written communication to all Members who are eligible to vote informing them of the date and venue of the election for Council and their rights as Members. The aforesaid communication shall list the candidates contesting the election to Council. Each name on the list shall be indicated side by side with the names of the proposer and the seconder.</p> <p>Provided that in the event described in Article 5.6 (a) of this Statute, the Director General shall send a written communication to all Members</p>

	<p>clearly stating that no elections will be held and the reason why elections will not be held.</p> <p>(b) The aforesaid communication must be sent not later than seven (7) business days before the date fixed for the Annual General Meeting.</p> <p>(c) A version of the written communication addressed to all Members collectively shall be affixed in a prominent place at the seat of MCCC, or placed on the official web-site of MCCC, by not later than seven (7) business days before the date fixed for the Annual General Meeting.</p> <p>(d) All Members including those Members who are not eligible to vote at the election for Council shall have the right to attend the Annual General Meeting.</p>
<b>5.9 Method of Voting</b>	<p>(a) Members wishing to vote, must on the days of the election present themselves to the Electoral Officers at the seat of MCCC and inform the Electoral Officers of their intention to vote.</p> <p>(b) Upon presentation of an identification document the Electoral Officers shall examine the Member's entitlement to vote.</p> <p>Provided that any Member whose annual Subscription fee for the previous years has not been paid shall not be entitled to vote.</p> <p>(c) If the Electoral Officers agree by simple majority that a Member is entitled to vote such Member shall enter his name and sign an electoral register and be provided with a voting document. The voting document shall, upon delivery to the voter, be signed by at least two (2) Electoral Officers.</p> <p>(d) If the Electoral Officers decide that a Member shall not be entitled to vote they shall promptly inform the Electoral Commission which shall take a final decision relating to the Member's right to vote prior to the closing time of the election.</p> <p>(f) Voting shall be recorded by marking in the appropriate column with a cross, the name of those candidates for whom the Member desires to vote. The number of marks shall not exceed maximum number allowed to be elected to Council.</p>
<b>5.10 Counting of Votes</b>	<p>The Electoral Commission shall proceed to count the votes immediately after the closing of the voting and shall draw up a list recording the number of votes cast for each candidate. The aforesaid list shall be signed by all the members of the Electoral Commission and affixed in a prominent place at the seat of MCCC or placed on the official web-site of MCCC. Certified True Copies of the aforesaid list shall be sent to all</p>



	candidates.
<b>5.11 Declaration of Poll</b>	Those nominated members with the highest number of votes up to the maximum number of councillors permitted shall be declared to have been duly elected to the Council and shall form the Council. In the event of a parity of votes the candidate to be elected shall be decided by the drawing of lots.
<b>5.12 Invalid Voting Documents</b>	A voting document which, in the opinion of the Electoral Commission, records more votes than the required number or having any defaced or unauthorized markings shall be considered to be null and void.
	<p><b>PART 6</b></p> <p><b>GENERAL MEETINGS</b></p>
<b>6.1 Annual General Meeting</b>	<p>(a) The Annual General Meeting shall be held in October of each year, on a date to be determined by the Council from year to year, with the exception of the first Annual General Meeting, which shall be held at any time.</p> <p>(b) At this meeting the President shall present to the Members, a report on the activities of the Council during the year and invite discussion by Members on any subject of interest to the commercial, industrial and services community or on the affairs of MCCC.</p> <p>(c) The Annual General Meeting shall include: An Address by the President, the presentation, discussion and approval of MCCC's financial statements and Council report for the preceding financial year; and the appointment of an auditor.</p> <p>Provided that Council Members, being Individual Ordinary Members of Corporate Ordinary Members as duly represented by a physical person, , shall not be eligible to be appointed as an auditor of MCCC.</p> <p>Provided further that an auditor of MCCC shall be appointed by a simple majority of the votes of Members present.</p> <p>(d) Motions shall be presented in writing to the Director General not less than twenty (20) business days before the Annual General Meeting.</p>
<b>6.2 Powers of the General Meeting</b>	<p>All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings. Extraordinary General Meetings shall be held:-</p> <p>(i) whenever it is decided by the President, on the advice of the Council, to discuss any specific subject of interest to the commercial, industrial and services community in general or</p>

	<p>MCCC and its Members in particular,</p> <p>(ii) whenever a written request is made to the Council by not less fifty (50) Members who shall state the reason or reasons for which the meeting is being requested,</p> <p>(iii) whenever the provisions of any of the rules contained in this Statute require that an extraordinary meeting shall be called,</p> <p>(iv) whenever it is required to carry out alterations, revocations, or additions to any rule in this Statute,</p> <p>(v) wherever decisions on all matters which in terms of this Statute are reserved to an Extraordinary General Meeting, or which the Council may place before it, provided that no decision taken by an Extraordinary General Meeting shall invalidate any prior act of the Council which would have been valid if the decision had not been made.</p>
<b>6.3 Quorum of General Meetings</b>	<p>(a) The quorum for General Meetings shall be thirty (30). All General Meetings, excluding those convened purposely to amend the rules contained in this Statute, shall stand adjourned for thirty minutes in default of a quorum when business shall be conducted irrespective of the number of Members present.</p> <p>(b) If, in the case of an Extraordinary General Meeting convened for the purpose of amending the rules of this Statute, a quorum is not reached within thirty minutes from the time appointed for the meeting, the meeting shall stand adjourned for not more than eight (8) business days. This process is to be repeated until such time that the required quorum is present.</p>
<b>6.4 Notice of General Meetings</b>	<p>(a) Seven (7) clear days' notice of Extraordinary General Meetings shall be given to Members by means of a circular, unless for reasons of urgency the Council may decide on a shorter notice.</p> <p>(b) In respect of the Annual General Meeting notice shall be given at least fourteen (14) days before the date fixed for the Annual General Meeting.</p>
<b>6.5 Method of Voting at General Meetings</b>	Decisions at General Meetings shall be taken by open vote, provided that any one Member shall have the right to ask for a secret ballot, in which case the voting shall be carried out accordingly.
<b>6.6 Resolutions</b>	No resolutions may be proposed at General Meetings unless notified to Members in the agenda with the notice convening such meetings.

<p><b>6.7 Required majority for approval of resolutions</b></p>	<p>Resolutions placed before a General Meeting shall be deemed to have been validly carried if consented to by a majority of all the Members present for the meeting.</p>
<p><b>6.8 Matters to be decided by resolution at a General Meeting</b></p>	<p>(a) Resolutions placed before a General Meeting shall be deemed to have been validly taken by two-thirds majority if consented to by a two-thirds majority of all the Members present for the meeting.</p> <p>(b) Decisions relating to any one of the following matters shall be taken by a General Meeting by a two-thirds majority:</p> <ul style="list-style-type: none"> <li>(i) amendments, revocations, additions or substitutions to this Statute; or</li> <li>(ii) decisions relating to the acquisition of securities in companies or the establishment of companies in which MCCC is to have an interest in; or</li> <li>(iii) proposed mergers or amalgamations; or</li> <li>(iv) the assignment in whole or in part of MCCC's business or assets and/or liabilities; or</li> <li>(v) the acquisition or disposal of immovable property by MCCC; or</li> <li>(vi) the liquidation of MCCC; or</li> <li>(vii) borrowings by MCCC that are in excess of 10% of the total revenue of MCCC in the previous financial year.</li> </ul>

	<p><b>PART 7</b></p> <p><b>ETHICS</b></p>
7.1 Code of Ethics	<p>(a) MCCC aims to promote the highest professional and ethical standards in business. Members of MCCC shall observe the following code of ethics:</p> <ul style="list-style-type: none"> <li>(i) Members shall not bring MCCC in disrepute;</li> <li>(ii) Members shall conduct themselves as persons of integrity and in a way to upkeep and enhance the reputation of the Members and of the business community;</li> <li>(iii) Members shall not be principals or accomplices in acts of unfair competition or unfair practices;</li> <li>(iv) Members shall not seek to obtain business in any unethical manner and in particular by knowingly trying to secure agencies already represented in the market;</li> <li>(v) Members shall not knowingly, recklessly or maliciously injure the business reputation or practice of other Members;</li> <li>(vi) All advertising should be legal, decent, honest and truthful. Advertising should be prepared with a due sense of responsibility, in conformity with the principles of fair competition and in a manner not to impair consumer confidence;</li> <li>(vii) All sales promotion should conform to the principles of fair competition. In particular Members shall fulfil obligations that may arise from the promotion;</li> <li>(viii) Members shall not in their normal business activity disseminate false or misleading information;</li> <li>(ix) Members shall give fair and proper consideration and the appropriate priority to the interests and requirements of their</li> </ul>

	<p>customers and shall at, all times, act in a way to avoid misleading customers;</p> <p>(x) Members shall abide by directives issued by MCCC relating to promotion, competition, consumer affairs and fair trading;</p> <p>(xi) Members shall at all times conform to any directive which the Council may issue from time to time and which is intended to regulate the conduct of Members;</p> <p>(xii) Members shall ensure that even persons in their employ abide by MCCC's code of ethics;</p> <p>(xiii) Members shall, in the conduct of their business activities, observe all applicable Laws of Malta.</p> <p>(b) For the purpose of clarity, Members representing Corporate Members are also required to observe the code of ethics.</p>
<b>7.2 Ethics and Disciplinary Commission</b>	<p>(a) There shall be an Ethics and Disciplinary Commission which shall be composed of five (5) Members.</p> <p>(b) The Ethics and Disciplinary Commission shall be appointed every two (2) years by the Council by the third meeting after the Council election. Each Member appointed to the Ethics and Disciplinary Commission must receive the approval of a simple majority of the Members present.</p> <p>(c) The Chairman of the Ethics and Disciplinary Commission shall be appointed by Council out of the five appointed Members.</p> <p>(d) Only physical persons can be appointed on the Ethics and Disciplinary Commission.</p> <p>Provided that the Ethics and Disciplinary Commission may include a Member who represents a Corporate Member but there should not be more than one Member representing any one Corporate Member on the Ethics and Disciplinary Commission.</p> <p>(e) Members of the Council shall not be eligible to be appointed on the Ethics and Disciplinary Commission.</p> <p>(f) Members shall have been more than one (1) years in the membership of MCCC to be eligible to be appointed on the Ethics and Disciplinary Commission.</p>

	<p>(g) The function of the Ethics and Disciplinary Commission shall be that of examining any written complaint received by it against a Member for an alleged breach of his obligations as a Member including but not limited to those relating to the Code of Ethics.</p> <p>For the purpose of clarity, Members representing Corporate Members are also subject to disciplinary procedures by the Ethics and Disciplinary Commission.</p> <p>(h) Vacancies in the Ethics and Disciplinary Commission shall be filled by the Council. No Member can fill a vacancy in the Ethics and Disciplinary Commission unless he receives the approval of a simple majority of the Council Members present.</p> <p>(i) The quorum for a meeting of the Ethics and Disciplinary Commission shall be three (3).</p> <p>(j) The Ethics and Disciplinary Commission shall act with impartiality.</p>
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	<p><b>PART 8</b></p> <p><b>DISCIPLINARY PROCEDURE</b></p>
8.1 Disciplinary Action	<p>(a) When a report is received by MCCC, or when the Council is in possession of information, which suggests that there is an alleged breach by a Member of any of his obligations under this Statute, including but not limited to those under Article 7.1 above, the matter is to be referred in writing to the Ethics and Disciplinary Commission.</p> <p>(b) The Ethics and Disciplinary Commission shall investigate all written complaints passed to it by Members and/or non-Members.</p> <p>(c) The Ethics and Disciplinary Commission shall, by giving seven days notice in writing, inform the person or persons making such report and the Member against whom the alleged breach is made with the date of a meeting at which the report shall be discussed and at which the Ethics and Disciplinary Commission will conduct a hearing of the case.</p> <p>(d) The Ethics and Disciplinary Commission shall give equal opportunities to the person or persons who have lodged the report, and to the Member against whom the report is made, to:</p> <ul style="list-style-type: none"> <li>i) Make written submissions to the Ethics and Disciplinary Commission and;</li> <li>ii) A fair hearing by stating his case and to produce relevant evidence. The person or persons who have made the report shall first state his case, and the Member against whom the report is made shall then plead in defence.</li> </ul> <p>Provided that both parties shall have the right to be assisted by a legal adviser at the hearing.</p> <p>Provided further that both parties shall withdraw after stating their case and as soon as the Ethics and Disciplinary Commission is about to start discussing and deliberating on the case.</p> <p>Saving as aforesaid, the Ethics and Disciplinary Commission shall regulate its own procedure when investigating alleged breaches by Members.</p> <p>(e) If the alleged breach forms the subject matter of any pending Court Case, proceedings before the Ethics and Disciplinary Commission will be</p>

	<p>suspended until the case is “sub judice”.</p> <p>(f) Subject to the circumstances described in Article 8.1 (e) of this Statute, the Ethics and Disciplinary Commission shall conclude its investigation within thirty (30) business days from receipt of the written complaint.</p> <p>Provided that the Council, may upon request being made by the Chairman of the Ethics and Disciplinary Commission extend the aforesaid thirty day (30) term.</p> <p>(g) Upon conclusion of its investigation, the Ethics and Disciplinary Commission shall draw up a report addressed to the Council containing its findings, including all facts of the case, and brief and concise recommendations of action to be taken. The report is to be signed by all the members of the Ethics and Disciplinary Commission.</p> <p>Provided that if any one or more of the members of the Ethics and Disciplinary Commission is/are not in agreement with the recommendations of the Ethics and Disciplinary Commission, the report shall clearly state the positions taken by that/those dissenting members.</p> <p>(h) The Ethics and Disciplinary Commission shall submit its written report to Council for ratification.</p> <p>(i) The Ethics and Disciplinary Commission may recommend one or more of the following penalties:</p> <ul style="list-style-type: none"> <li>i) Suspension from membership for a period not exceeding five years, and</li> <li>ii) Expulsion from membership; and</li> <li>iii) In the case of a Member representing a Corporate Member, revocation of the right of that Member to represent the related Corporate Member.</li> </ul> <p>(j) A Member suspended under Article 8.1 (i) (ii) shall, for the period of his suspension, be deprived of all rights pertaining to Members and shall relinquish all appointments and positions of office in MCCC. He shall, however, remain bound by all the rules of MCCC, including this Statute and in particular the duty to pay the annual Subscription fees.</p> <p>(k) An expelled Member shall remain liable to any obligation, financial or otherwise, arising in his respect before the expulsion.</p> <p>(l) If a Council Member is directly or indirectly involved in any way with any case that is being discussed or which has been decided by the Ethics and Disciplinary Commission, he shall withdraw when the matter is discussed in</p>
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	<p>the Council and shall not vote on the matter.</p> <p>(m) The decision of the Council is to be communicated in writing to both parties concerned, who may appeal there from to an Extraordinary General Meeting. The appeal, which must be made in writing, shall be addressed to the President and must reach MCCC not later than ten days from the date of the communication of the decision by Council. The President shall convene an Extraordinary General Meeting for the purpose within thirty days from receipt of such notice of appeal.</p> <p>(n) On the recommendation of the Ethics and Disciplinary Commission, Council may decide to publish in the publications of MCCC, for the information of the membership, the name of the Member against whom disciplinary action has been taken and a penalty inflicted.</p>
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	<b>PART 9</b>  <b>RESOLUTION OF CONFLICTS</b>
9.1 Resolution of Conflicts	<p>(a) Conflicts related to the business of MCCC, which may arise, among others, among the parties listed below, should in principle be resolved amicably. Failing this, powers are vested in the President to decide the fairest resolution to such conflicts. The word of the President is final. Once this power is exercise the President may appoint a committee to draw up guidelines to prevent such conflicts arising in the future.</p>

	<p><b>PART 10</b></p> <p><b>MISCELLANEOUS</b></p>
<p><b>10.1 Books of account, Council report, financial statements and audit</b></p>	<p>(a) The Council shall cause to be maintained proper books of account showing a true and fair view of:</p> <ul style="list-style-type: none"> <li>i) MCCC's assets and liabilities, and</li> <li>ii) MCCC's income and expenses.</li> </ul> <p>(b) The Council shall, for each financial year, prepare:</p> <ul style="list-style-type: none"> <li>i) Financial statements showing a true and fair view of MCCC's financial position, financial performance and changes in funds, in accordance with International Financial Reporting Standards. Those financial statements shall be audited by an auditor appointed as in Article 7.1 (c) above.</li> <li>ii) A Council report, describing the financial performance for the year, important matters on the financial position and current activities of MCCC.</li> </ul> <p>(c) The Council report and the audited financial statements shall be laid before the Annual General Meeting for the approval by the Members.</p> <p>(d) The financial year of MCCC shall run from 1st January to 31st December.</p> <p>(e) Every Member shall, at any time, have the right to request information by written application to Council on any accounting record, book or document of MCCC which information shall not be unreasonably withheld subject to any restriction that may be imposed on Council by any law.</p>
<p><b>10.2 Internal Controls</b></p>	<p>The Council shall be responsible for ensuring that MCCC has an appropriate system of internal control in operation to provide the Council with reasonable assurance that the assets of MCCC are properly safeguarded and that fraud and other irregularities will be prevented or detected.</p>
<p><b>10.3 Minutes</b></p>	<p>The Council shall cause minutes to be kept:</p> <ul style="list-style-type: none"> <li>i. of all appointments made to the Board of Management; and</li> <li>ii. all proceedings at all meetings of MCCC.</li> </ul>