

**The Constitution of  
THE INSTITUTE OF FINANCIAL SERVICES - MALTA**

**1. NAME**

The official name of the Association is the Institute of Financial Services Malta (IFS Malta).

**2. DEFINITIONS**

“Administrator(s)” means the persons specified in Clause 6.1 hereof and any other natural or legal person nominated or elected from time to time by the General Assembly to the Association’s Committee to carry out the functions and duties as described in this Deed of Association or as may be prescribed by law from time to time;

“Member(s) means a natural or legal person who requests to join the Institute of Financial Services Malta (IFS Malta) and/or the Institute of Financial Services London and who satisfies the requirements and conditions for membership as may be prescribed in this Deed;

“Officer(s) means any natural or legal person who or which is an Administrator holding the position of Officer on the Committee in one of the capacities that are listed in paragraphs (i) to (vii) of Clause 6.1(a) of this Deed;

“The Association” Means the Institute of Financial Services Malta (IFS Malta) or its successor in title.

“The Institute” Means the Institute of Financial Services London.

“State” Shall have the meaning assigned to it in Article 39(6)(a) of the Voluntary Organisations Act, Chapter 492 of the Laws of Malta.

---

### 3. Seat

The seat of the Association is situated at 60, Guardamangia Hill, Pieta PTA 1316, Malta, or at such other place in Malta as may be approved by resolution of the members in General Meeting.

---

### 4. Objects and Powers

4.1 The Association shall be voluntary, non-profit making and independent and autonomous of the State.

4.2 The objects for which the Association is being established are:

- a) to promote, in Malta, the advancement of knowledge of and education in the principles and practice of banking and financial services for the benefit of the public;
- b) to maintain a high standard of professional skill amongst persons engaged in the practice of banking and financial services and to promote Continuous Professional Development in order to safeguard the dignity of the banking and financial services profession in Malta;
- c) To facilitate the consideration and discussion of matters of mutual interest to persons engaged in banking and financial services and to the community in general;
- d) to organise courses, either on its own or in conjunction with another body or bodies, relating to banking and/or financial services and other subjects not necessarily directly related to banking or financial services;
- e) To bring into social contact persons engaged in the banking and financial services profession;
- f) and to do any other lawful activities that shall further the attainment of the said objects.

In the furtherance of the said objects, but not further or otherwise, the Association shall have the following powers and/or functions:

- (a) To co-operate, confer, consult and communicate with the Institute to further promote the objects of the Association laid down above and to provide the necessary facilities in that regard;
- (b) To co-operate, confer, consult and communicate with any other professional or educational institution, society, club, association or any other person or body of persons with a view to the promotion and pursuit of common objects in banking and financial services and related subjects;

- (c) To represent the Maltese banking and financial services profession both locally and internationally;
- (d) To establish and maintain appropriate standards of education and experience for persons engaged in the practice of banking and financial services or entering upon courses for the study of banking and financial services principles and/or practice;
- (e) To undertake, supervise and encourage education in all matters relevant to the advancement of knowledge of the principles and practice of banking and financial services of persons who are engaged in such practice and to afford opportunities to its members for the acquisition of knowledge of the principles and practice of banking and financial services and related subjects;
- (f) To maintain and publish such registers of members with particular professional and/or practical experience in banking and financial services or any aspect thereof as the Association shall think fit and to prescribe minimum requirements for inclusion in such registers;
- (g) To set out criteria for the teaching of banking and financial services and its application;
- (h) To maintain a library and to prepare and/or contribute to the preparation of educational material relating to banking and/or financial services matters as well as any other matter as the Committee of the Association may consider desirable for the furtherance of the objects of the Association; where pecuniary gains are made from any sole of such journals, textbooks, newsletters, leaflets or other publications no gains shall be received or credited to the Association's members.
- (i) To afford facilities for the reading, discussion and publication of approved papers by members and third parties and to arrange for the delivery of lectures on banking and financial services and related subjects;
- (j) To hold and supervise examinations, to set up, found and/or maintain scholarships and exhibitions and to give prizes, certificates of distinction and diplomas to members of the Association and/or persons who have been instructed or examined by the Association or by the Institute, or to such other persons as the Committee shall deem desirable and to carry out all or any of these activities either alone or jointly with other educational or professional bodies;

- (k) To express views on bills debated in the House of Representatives of Malta, on other measures affecting banking and financial services or persons engaged in the banking and financial services profession and on other matters relative to banking and financial services and/or related topics;
- (l) To take any measures which may be deemed desirable to further the interests of the banking and financial services profession or of banking and financial services in general;
- (m) To borrow or raise any money that may be required by the Association and to secure or discharge any debt or obligation of, or binding upon, the Association, in such manner, upon such terms and subject to such conditions as may be deemed desirable and in particular to hypothecate or charge all or any of the property of the Association and to draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments;
- (n) So far as the law may from time to time allow, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, erect, alter, improve and maintain any building which may be required from time to time by the Association and to manage, develop, sell, let, charge, dispose of, turn to account or otherwise deal with all or any part of the same;
- (o) To invest any funds of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, and from time to time to vary, realize and/or dispose of any such investments subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law or by this Deed of by the General Meeting of the Association;
- (p) To affiliate itself with likewise minded European Union and/or International associations to promote further and foster the development of banking/financial services education and the profession in general and where beneficial for the Association, to participate in cross border projects and initiatives.
- (q) To employ persons on full or part time basis as deemed necessary from time to time.

## **5. Membership**

### **5.1 Classes of Members**

There shall be two classes of members. Persons may apply to become members of:

- a) The Association; and/or
- b) The Institute.

Members of the Institute will enjoy full benefits as may be accorded from time to time by the Institute to its members.

Both members of the Association and the Institute will be able to attend any activity of an educational, social or cultural nature as organised by the Association either solely or in conjunction with any other body or bodies.

New applicants for participation in the educational and training programmes organised by the Association may automatically, at the full discretion of the Committee be considered as members upon being accepted for the training programme.

It is at the discretion of the Committee to waive membership fees for new members.

Those persons who become members of the Institute shall have such rights as may be determined by the Institute, which rights may be unilaterally amended or revoked by the Institute at any time at its sole discretion.

### **5.2 Requirements for Membership**

The members of the Association (and the Institute) shall be such persons as are members on the day on which this Deed is adopted and such other persons as shall apply for admission and be admitted as members by the Committee. Any person who has been elected as Fellow or Associate or Ordinary Member or Student Member by the Council of the Institute and who is resident in Malta shall become qualified to be a member of the Association and may apply to the Committee in writing for admission. At the next meeting of the Committee after the receipt of any application for membership, such application shall be considered by the Committee, who shall determine upon the admission or rejection of the applicant. The Committee shall have absolute discretion with regard to the form of the application and the supporting information required and as to what status and rights may be accorded to applicants from time to time. The Committee of the Association may from time to time agree with the Institute, as to the procedure for entering or deleting names on the register of the Association.

---

## 6. MANAGEMENT

Subject to the powers accorded to the General Meeting under this Deed, the control of the Association until dissolved shall vest in a Committee elected in terms of this Deed.

6.1 (a) The Committee of the Association shall be composed of Administrators which hold the position of Officers in the capacities indicated in paragraph (i) to (vii) here below and ordinary Administrators which do not hold such positions:

(i) President/Chairman:

(ii) Senior Vice President/Senior Vice Chairman;

(iii) Honorary Secretary:

(iv) Vice President/Vice Chairman Activities:

(vi) Director of Studies:

(vii) Vice President/Vice Chairman Marketing;

(viii) Any other Officer or Administrator as the Committee may from time to time deem desirable to appoint.

The administrators of the Association shall be:

*[please list the names, surnames and identity card numbers or passport numbers of the administrators]*

(b) Any vacancy in any of the above offices shall be immediately filled following the convening of a special Committee meeting for the purpose.

### (c) Vice-Presidents

In addition to the foregoing, a complement of a maximum of fifteen Administrators of the Committee may elect up to six Vice-Presidents from among the members of the Association who hold or have held senior executive positions in the Banking and financial services sector in Malta. These shall serve until the next Annual General Meeting after which they shall be eligible for re-election by the Committee.

## 6.2 Election to and Removal of Administrators from the Committee

### (a) Eligibility

Every member on the register of the Association shall be eligible to serve on the Committee.

### (b) Election

The Administrators of the Committee shall be those members of the Association who are either elected at an Annual General Meeting or are co-opted by the

Committee to fill vacancies that may arise from time to time.

**(c) Elections of Officers to the Board of the Committee**

The Committee shall elect from among its Administrators, Officers who shall serve on the Board of the Committee in the respective capacities laid down in Clause 6.1(a)(i) to (vii) above until they retire from office or at the expiration of their term of office at the next Annual General Meeting or are removed by the committee whichever is the earlier.

**(d) Tenure**

Those members elected as Administrators shall serve on the Committee until they retire in terms hereof, and co-opted members shall serve as Administrators until the next Annual General Meeting so however that any Administrator who does not attend four consecutive Committee meetings shall be considered as having resigned from the Committee.

**(e) Removal**

Any Administrator may be removed by simple majority resolution at any General Meeting.

Provided that proper notification shall be given of every such resolution and that the Administrator involved shall be entitled to be heard on the resolution at the particular General Meeting.

**(f) Number**

The Committee shall consist of not less than eight and not more than fifteen Administrators. Any vacancy shall be filled at the next committee meeting after the occurrence of the vacancy or after the Annual General Meeting as the case may be, in the manner set out in paragraph (b) above. Co-options of other Administrators to make up the full complement shall be effected by a simple majority of the Committee.

**(g) Vacancies**

Any vacancy or vacancies shall exist whenever the number of elected and co-opted Administrators is less than fifteen and to the extent that vacancies are not filled at an Annual General Meeting.

**(h) Quorum**

The quorum at Committee meetings shall be six Administrators:

Provided that if the number of Administrators on the Committee is at any time less than ten, the quorum shall be reduced to four Administrators, so however that in such case the Committee may operate only for the purpose of co-opting further Administrators:

Provided further that the foregoing rules shall not have the effect of preventing the proper management of the Association and in the event of a number of vacancies

occurring which does not enable any quorum to be achieved, the remaining Administrators shall hold a special Committee meeting for the purpose of bringing the complement of the Committee to the number referred to in paragraph above.

**(i) Retirement**

At every Annual General Meeting, five Administrators (whether they are not also Officers) shall retire but shall be eligible for re-election. The order of retirement shall be by rota.

**(j) Meetings**

Meetings of the Committee shall be convened by the Secretary whenever so directed by the President/Chairman and also whenever so requested by any three Administrators of the Committee. Such direction, request or notice convening a meeting shall not be valid if the business to be dealt with is not stated therein:

Provided that a Committee meeting having "Any other matter" on the Agenda shall still be deemed to be valid.

**(k) Notice of meetings**

Every Administrator shall be given at least two clear weeks' notice in writing of any proposed meeting:

Provided that in the case of urgent business the Chairman or Deputy Chairman may reduce this period of notice in respect of such urgent business only and subject to Administrators who are not present being promptly notified of the business carried out at such meeting.

**6.3 Powers of the Committee and Legal Representation**

- (a) The powers of the Committee shall be deemed to be sufficient so that the Committee may on behalf of the Association perform all legitimate acts without exception for the purposes of the Association, as legally capable persons may perform in Malta.
- (b) The legal and judicial representation of the Association shall be vested in the President and in the Honorary Secretary acting jointly or in such other person or persons, whether acting jointly or severally as the Committee may nominate from time to time to represent the Association in a specific case or cases or classes of cases.
- (c) From time to time the Committee may appoint other sub committees to deal with specific issues and or tasks provided that;
  - (i) members of such sub committees may include nominations of persons who are not Administrators provided that in all instances the number of nominated Administrators in such sub committees is always higher than the number of persons who are not Administrators .
  - (ii) the Chairman of the sub committee shall be an Administrator of the Committee.
  - (iii) Specific terms of reference and/or any powers are given to the sub

- committee.
- (iv) Any minutes held by the sub committee are to be included in the agenda of the meetings of the Administrators at the first suitable opportunity.

#### **6.4 Duties of the Committee and General Meetings**

The Committee shall, in particular, have the right to regulate its procedure from time to time as it deems fit including the delegation of duties and powers. Provided that:

- (a) an Annual General Meeting shall be held in either May or June of each year to receive the Report of the Committee and the Treasurer's Accounts, to elect members or remove Administrators from the Committee as well as the auditor and to decide questions concerning the Association's Deed and management or administration;
- (b) an Extraordinary General Meeting shall be convened immediately on the occurrence of any event which changes or prejudices any of the provisions of the Deed of the Association;
- (c) an Extraordinary General Meeting shall be convened immediately on a request for such meeting being properly made by at least fifty (50) members of the Association. The business at the Extraordinary General Meetings shall be notified at the time and it may include items also dealt with at Annual General Meetings but no Extraordinary General Meeting may take the place of an Annual General Meeting.
- (d) Minutes of the meetings of the Committee and of all the General Meetings shall be prepared and signed by the Secretary, and countersigned by the Chairman of the relative meeting as soon as possible after such meeting; such minutes shall be read and ratified at the next meeting or taken as read if no objections are raised by the members then present;
- (e) Every member eligible to attend a meeting shall by application to the Secretary, have the right to inspect the relevant minutes and, where applicable, the accounts or other reports submitted at such meeting:

Provided that the Chairman/Deputy Chairman shall have the overriding right to direct that instead of such inspection(s) taking place the Secretary shall make available to the Member a certified copy of the relevant document(s) at the earliest practicable time. The administrative provisions whereby such copies are made available shall be entirely at the discretion of the Chairman/Deputy Chairman in office from time to time.

- (f) Proper books of accounts shall be kept and all receipts and payments shall be passed over the account(s) with the Association's Bankers (as appointed by the Committee from time to time), so however that the Treasurer may retain a cash flow as he may deem necessary from time to time;
- (g) The Treasurer's Accounts shall be prepared for financial years ending on the 31<sup>st</sup> day of March of each year or such other date as may be determined by General Meeting and they shall be audited by such person(s) (not being Officer(s) of the Committee) as may be appointed by the Members every year. The Report of the Committee submitted at the Annual General Meeting shall include the Auditor's Report.

## **6.5 Mode of Procedure in General Meetings**

### **(a) Time and Place**

General Meetings shall be held at such time and at such place in Malta as may be directed by the Committee from time to time:

Provided that the Committee shall direct that a General Meeting be convened in execution of its duties as laid out in paragraphs (a), (b), and (c) of Clause 6.4.

### **(b) Notices**

Notices convening General Meetings shall be signed by the Honorary Secretary. Every member of the Association shall be sent a copy of any such notice to the last known place of business as recorded in the Association's register at least three clear weeks before the date of the meeting:

Provided that general meetings which are requisitioned by members in terms of paragraph (c) of Clause 6.4 must allow at least two clear months from the date on which notice is sent to the date of the General Meeting.

### **(c) Business**

Every notice of the General Meeting shall specify the business to be dealt with and no business shall be validly dealt with which has not been included in such notice unless approved by at least eighty per cent of the members present and voting at the meeting.

### **(d) Quorum**

The Annual General Meeting and other General Meetings shall be postponed by half an hour if the number of members present is less than twenty. The Quorum at a postponed meeting shall be the number of members then present.

### **(e) Votes**

Each member shall have the right to one vote at the General Meetings of the Association.

### **(f) Approval of Resolutions**

Subject to the provisions of Proviso (a) of Clause 9.1 hereof, all resolutions including those involving changes in the Constitution shall require a simple majority for approval.

### **(g) Request for Ballot**

Any member may request the taking of a ballot in respect of any resolution as long as such a request is supported by at least ten other members present at the meeting or at least 50% of members present if less than twenty.

## **(h) Elections by Ballot**

A ballot shall be taken in respect of every election of members to the Committee.

## **(i) Nominations and Proposals for Removal**

Subject to the provisions of paragraph (e) in Clause 6.2 hereof, nominations of persons to serve on the Committee and proposals to remove one or more Administrators must be signed by at least five members and must be received by the Honorary Secretary by not later than ten clear days before the date of the General Meeting.

## **7. SUBSCRIPTIONS**

7.1 The members shall pay subscriptions in the following manner:

- (a) Members of the Association shall pay subscriptions directly to the Association
- (b) Members of the Institute shall pay subscriptions to the Institute or to the Association. A proportion of this subscription shall be paid to or retained by the Association as may be agreed between the Institute and the Association from time to time.

7.2 (a) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly howsoever by way of profit to any member or members, to any administrator or administrators, to any donor or donors or any other person who may have a private interest in the Association. Provided that nothing herein contained shall prevent the payment in good faith by the Association of out of pocket expenses to any member or any Officer of the Association .

(b) Administrators and members may receive a reasonable honorarium for services rendered provided that such honorarium does not in any way materially prejudice the achievement of the objects of the Association. The payment of the honorarium in respect of an Administrator can only be made under the following terms:

- (i) The particular Administrator shall not be present at or take part in discussion or decisions relating to such reasonable honorarium.
- (ii) The other Administrators are satisfied that the level of honorarium is reasonable and proper having regard to the services rendered.
- (iii) The other Administrators are satisfied that the engagement of such Administrator's services is expedient in the interest of the Association having regard to his ability qualifications and experience
- (iv) The number of other Administrators shall at all times, be no less than five.

**7.3\*** Each Administrator of the Committee may be indemnified from the assets of the Association for any loss he may suffer in the discharge of his duties as an Administrator:

Provided that he shall not be indemnified in cases where in terms of article 16(3) to (5) of the Second Schedule to the Civil Code, Chapter 16 of the Laws of Malta, he is held personally liable or jointly and severally liable:

Provided further that in accordance with article 16(7) of the Second Schedule to the Civil Code, Chapter 16 of the Laws of Malta, an Administrator shall not be exonerated from liability for willful misconduct, gross negligence or breach of duty.

## **8. LEGAL PERSONALITY AND CONTINUATION**

**8.1** This Deed reflects a change in the Constitution of the Association previously known by the name of “The Chartered Institute of Bankers – Malta”. The said Association shall continue to assume all its assets, rights, liabilities and obligations even if such assets were acquired at a time when it was known by the name of “The Chartered Institute of Bankers – Malta”.

**8.2** For the avoidance of doubt it is specified that the Association has an independent legal personality which is distinct from that of any other person (including that of its members) or body of persons, whether corporate or unincorporated, and this is deemed to have effect and also to have had effect from its inception. Such legal personality shall continue until the Association is fully wound up.

## **9. TERMINATION AND WINDING-UP OF THE ASSOCIATION**

### **9.1 Term**

The Association shall remain in existence until such time as the members thereof decide in General Meeting to dissolve it:

Provided that:

- (a) No resolution for such dissolution shall be deemed to be valid if more than ninety nine members and Officers at the meeting vote in favour of continuing the Association.
- (b) The Association shall be *ipso facto* dissolved if the number of members within the Association falls below one hundred and remains below one hundred for more than two years.

### **9.2 Winding up**

In the event of a dissolution however arising, the property, both moveable and immovable, of the Association shall be donated to some other non-profit organisation with similar purposes as the Association. The decision shall be determined by resolution in General Meeting approved by not less than seventy-five per cent (75%) of the members present.

## **10. GENERAL PROVISION**

- 10.1** Throughout this Deed, the masculine gender shall include the feminine gender and vice-versa and the singular shall include the plural and vice-versa as applicable.
- 10.2** All references to the Committee shall be construed as though referring to any delegate(s) of the Committee and any reference to a specific Officer shall also apply to any Officer properly appointed for that purpose by the Committee from time to time.
- 10.3** No occurrences including those contemplated in Clause 9.1 shall have the effect of invalidating acts properly undertaken by any person prior to the happening of such occurrence and third parties shall be presumed to be unaware of such occurrence unless they have been specifically advised in writing of its happening.

---

### **The Constitution of THE CHARTERED INSTITUTE OF BANKERS - MALTA**

The Constitution was approved by members attending the Extraordinary General Meeting on Tuesday 15 June 1999 and is enrolled in the records of Dr. Clyde La Rosa L.L.D, Notary Public by virtue of a deed dated 22nd July 1999 in accordance with a resolution of the said Extraordinary General Meeting.