

THE STATUTE

OF THE

**Malta Vehicle
Rental & Leasing
Association**

The Statute of the Association has been amended, substituted or added at a Council meeting of the Malta Vehicle Rental & Leasing Association (MVRLA), held at the Registered Office of the said Association, namely at First Floor, Msida Court, 61, Msida Seafront, Msida MSD 9043, MALTA, on the seventh day of December, 2021, and came into force with effect from today.

DR. DUSTIN CAMILLERI LL.D.
Secretary General

CHAPTER ONE

THE ASSOCIATION

RULE ONE (1)

NAME.

1. The Association shall be called "Malta Vehicle Rental & Leasing Association", hereinafter referred to as the "Association" and shall be deemed to be constituted for all effects and purposes of Law.

REGISTERED OFFICE.

2. The registered office of the Association shall be at "First Floor", Msida Court, 61, Msida Seafront, Msida MSD 9043, Malta, or at any other address in Malta which may be determined from time to time by the Council of the Association.
3. Any notice mentioned or referred to in this statute may be transmitted to any member electronically and such transmissions shall be deemed sufficient to satisfy receipt of such notice.

RULE TWO (2)

OBJECTS.

The objects for which the Association is established are: -

- 1.a To regulate the relations between the Association and their workers and trade unions.
- 1.b In general terms, to unite all employers who are members of this Association in a common endeavor to establish and thereafter maintain the best possible relations between:
 - {i}. The member Firms themselves;
 - {ii}. The Association and the recognized representatives of the employees; and
 - {iii}. The individual members of the Association and their respective employees;
- 1.c To promote the interests of the members of the Association and protect their rights against illegal and unfair interference from member and non-members of the Association.

- 1.d At the request of any individual member or of all the members jointly, to act on their behalf in their capacity as employers in regulating the relations between employers and employees.
- 1.e To promote any negotiation and/or arbitration, the settlement of any industrial dispute which may arise either between the Association members and any constituted representatives, Body of employees.
- 1.f To dispense to members a consultative and advisory service on any employer/employee questions, and, upon request by any member, to make available the personal service of any official of the Association or some other person for advice, guidance and assistance on any industrial question which may be affecting that member.
- 1.g To promote and provide a forum for regular consultation between members on matters of common interest.
- 1.h. To co-operate with and/or become a member or associate of any Organization of employers, international or otherwise, whose main objects are identical or similar to those of the Association.
- 1.i To construct, purchase, take on lease, maintain and alter buildings as necessary or convenient for the purposes of the Association.
- 1.j To establish and maintain a Central Body, non-political and non-negotiating, for persons in these Islands who qualify to be members of the Association and who are engaged in, concerned with and interested in the business of car hire leasing of vehicles, motor-cycle hire, garage hire business and the business of transport in general, in a common endeavor to protect and advance their interests.
- 1.k To collect from members and to maintain available at all times up-to-date statistics and other data as may be deemed necessary or desirable in order to keep constant watch over the prevailing situation of the Industry of Tourism, the business of car-hire leasing of vehicles, garage hire, motor-cycle hire and general aspects relating to transport.
- 1.l To communicate with Public Authorities and with kindred Bodies on all matters effecting the interests of members of the Association or Chambers in all such matters.

- 1.m** To lend, borrow or raise, or secure the payment of money in such manner as the Association shall think fit upon such terms or conditions as shall be deemed expedient.
- 1.n** To raise funds by means of subscriptions of members and levies on members or otherwise for all the purposes and objects of the Association in such amounts and in such manner as is provided for in the rules.
- 1.o** To print, or publish newspapers, periodicals, pamphlets, brochures, etc., for the spreading of information with respect to matters relating to the objects of the Association.
- 1.p** To accept, undertake, or execute any trust or investment which may be deemed to be in accordance with or which may further or benefit the objects of the Association or any of them.
- 1.q** To help the members of the Association in a general manner to address and resolve any difficulty connected with Traffic Contraventions or/and crimes committed by users of their self-drive cars, leased vehicles and self-drive motor cycles for the common benefit of all members.
- 1.r** To set up "sub-committees" to deal with specific issues in the interest of the members of the Association.
- 1.s** To organize seminars, educational and symposiums for the car rental industry in general with a view to improve the standards of service provided by its members.
- 1.t** To approve a code of ethics incorporating a set of rules and regulations intended to establish and enhance service standards as well as any other matter which the Association shall deem fit to include.
- 1.u** To do all such things as are incidental or conducive to the attainment of the objects of the Association or any one of them including co-operation with trade unions or any other Constituted Bodies or/and competent Authorities.

CHAPTER TWO (2)

MEMBERS

RULE THREE (3)

MEMBERSHIP.

1. Membership shall be open to companies, Individuals, Firms or Partnerships employing or interested in the employment of workers whose main purpose is the Car-hire business leasing of vehicles, Garage hire business, Motor-cycle rentals; or any other business related to vehicle rental and/or transport in general.

PROPOSAL OF CANDIDATES

2. Application for membership shall be supported by two members of the Association, It shall be in writing, signed by the applicant and by his proposer and seconder and in such form and giving such particulars as the Council may decide. The application must be accompanied "ad validitatem" with a copy of the police permit relating to the applicant's business premises.

REJECTION OF CANDIDATES.

3. The Council shall have the power to accept or reject such application without necessity of giving any reason. Should the proposed candidate not be approved by the Council, the proposer and seconder shall be notified of the decision of the council, and they may, within one month from the date of such notice, jointly appeal to a General Meeting.

ENROLLMENT FEE.

4. Each member shall on being admitted to membership pay an enrollment fee of three hundred Euros (€300)

ANNUAL MEMBERSHIP FEES.

5. Annual subscriptions shall fall due and be payable by the first of January, and if a member is admitted to membership in any year at any time after the said date the subscription payable by that member for the year shall be payable immediately on admission and is the amount stipulated as follows: -

Members having 1-30 vehicles €150

Members having 31.-50 vehicles	€250
Members having 51-100 vehicles	€350
Members having over 100 vehicles	€500

DEFAULTING MEMBERS.

6. If a member fails to pay his subscription fee, he shall not be entitled to vote at any General Meeting; and if he fails to pay within three (3) months from the date of notice given to him, in writing, to pay, he shall be struck off the Register of Members and forfeit all rights and privileges as a member of the Association. Provided that the validity of a decision taken at a General Meeting shall not, after it is taken, be questioned on the ground that one or more members present and voting at the meeting were not entitled to do so.

RESIGNATION.

7. Any member wishing to resign from the Association shall give six (6) months' notice in writing to the Secretary General. Any member so resigning shall cease to have any further interest or claim on the funds of the Association and shall be liable to pay all subscriptions and levies that may be due and payable up to the 31st December of the year in which he shall have given notice of resignation.

REGISTER OF MEMBERS.

8. The names and addresses of members shall be entered in a Register of Members or/and in a computer database which shall be kept at the registered office of the Association, in an electronic format.

STATUTE.

9. Every member shall be entitled to receive free of charge a copy of the statute of the Association. Additional copies will be supplied at the price to be fixed by the Council.

RULE FOUR (4)

ASSOCIATE MEMBERS

1. The following shall be accepted as Associate Members, on their application in writing to the Council.
- {i}. Any Company duly licensed for the importation of cars and/or motor-cycles.

- {ii}. Any individual, Firm or Company duly licensed for the importation, sale and/or manufacture of any vehicles' or motor-cycles' spare parts, car and/or motor-cycles batteries and tires.
- {iii}. Any insurance Company duly licensed under the Laws of Malta.
- {iv}. Any Company, individual, firm or Company so deemed by Council to have an interest in any business associated with the members' commercial activities".

**ANNUAL FEES FOR
ASSOCIATE MEMBERS**

- 2. Associate Members accepted under paragraph 1 of this rule shall pay an annual subscription fee of five hundred Euros (€500) per annum which fee may be altered by Council from time to time.

**RIGHTS OF
ASSOCIATE MEMBERS**

- 3a. Associate members may not attend General Meetings, propose or second candidates for membership, serve on the Council or vote at any meeting.
- 3b. Associate members are entitled to subscribe to entertainment, seminars or other social activities of the Association not reserved for members only, and to invite to such occasions their guests, provided that on such occasions when the number of persons to attend is limited, members of the Association shall have priority.
- 3c. Council may ask Associate members to place an advert in the Association's newsletter or other Association's literature provided such advert is directly related to the scope for which Associate membership was accepted. Council reserves the right to publish such advertisement in the manner, size or form it deems fit and the Associate member shall not have the right to hold the Association responsible for any damages.
- 3d. Should the Association hold any seminar or conference, in which Council feels that sponsors are required, Associate members may be given the right to a first refusal, subject to terms and conditions determined by Council. In the case of

any international conference organized under the auspices of an International Body, the above right will only be given subject to the Organizers' approval.

RULE FIVE (5)

OBLIGATIONS OF MEMBERS.

1. All members shall agree to conform and be bound by the rules of the Association and in default they shall be liable to expulsion from membership of the Association.
2. Each member shall report to the Association full particulars of any demand made by or on behalf of employees or any member on which a trade dispute has arisen, or is apprehended thereon without prior consultation with the Association shall have the opportunities to make recommendations as to the action which, in the best interest of all members, should be taken by the member himself.
3. Each member shall lodge with the Secretary General, lists showing the numbers of his employees as well as any other detail relating to the number of the members' fleets, any particulars relating to the members' vehicles and any other information requested by Council.

RULE SIX (6)

CONDUCT OF MEMBERS

1. If any member commits any breach of the rules of the Association or declines to comply with any decision or directive of Council or of the Association taken in conformity with these rules or acts in a manner which, in the opinion of the Council, is prejudicial to the interests of the Association, he shall be liable to expulsion or suspension or to such other disciplinary measures as the Council may decide; subject, however, to the member's right to the overriding authority of the Association in a General Meeting.

CHAPTER THREE

MANAGEMENT

RULE SEVEN (7)

COUNCIL

1. The affairs of the Association shall be conducted by the Council which shall consist of seven members elected at the Annual General Meeting. The secretary General of the Association may be the Legal Advisor.

COMPOSITION

2. The President and members of the Council must be either individual members of the Association or recognized legal representatives of member Firms or Partnerships, or form part of their Executive or Senior Management.

OVERRIDING AUTHORITY

3. In the conduct of these affairs and in the exercise of any power conferred on the Council, the Council shall be subject to the overriding authority of the Association in a General Meeting.

TERM OF OFFICE

4. The members of the Council shall hold office for a term of three (3) years until the election of the new Council at an Annual General Meeting unless all or any of them are earlier removed from office by a resolution taken at an Extraordinary General Meeting called for the purpose and at which the member or members mentioned in the resolution are given an opportunity to be heard.

VACANCIES

5. Any vacancy on the Council which may occur from resignation or other cause during the period of three years shall be filled by the member or members in the order determined by the number of votes secured in the last election, provided that, when there is no eligible member or members, the vacancy or vacancies, shall be filled by Council at a meeting called for this purpose. Any member so chosen shall hold office up to the end of the term of office of the vacating member.

**MEMBER CEASES
TO BE A MEMBER**

6. Council members shall cease to be members of the Council if they cease to be members of the Association.

**APPOINTMENT OF
PRESIDENT AND
VICE PRESIDENT**

7. The Council shall appoint from among its members a President, a Vice President who shall hold office for a period of three (3) years until the election of a new Council at an Annual General Meeting. The Council shall also appoint or confirm those members of the Council or other persons who are to represent the Association on any Council, Committee or on any other Body whenever the Association is entitled to be so represented. The President and Vice President of this Association cannot hold a similar office that is in conflict, on any similar Board/s or/and Association unless approved by Council.

REPRESENTATION

8. The legal representation of the Association shall be vested in the President or Senior Vice President.

**DELEGATION
OF POWER**

9. The Council may delegate all or any of its powers and shall appoint a Secretary General or other officials and staff to assist the Council generally for such period and such salary and on such conditions as it may deem expedient and assign to him on them such duties as it may deem appropriate. In the absence of the Secretary General, the Council may nominate one of its members to carry out the duties of the Secretary General.

**POWER OT APPOINT
SUB-COMMITTEE**

10. The Council may appoint sub-committees, employers' groups representing the interests of the different sectors and "ad hoc" Committees as it may deem necessary. Persons appointed as members of such committees need not necessarily be members of the Council.

**POWER TO CO-OPT
MEMBERS**

11. The Council shall have power to co-opt unto itself such additional members as it may consider necessary, but these additional co-opted members shall have no voting rights.

**POWER OF
PRESIDENT**

12. The President or any other official nominated by the Council shall sign and execute all deeds, documents and other instruments purporting to bind the Association or to do all matters and things required or deemed necessary to comply with the requirements of the law.

BYE-LAWS

13. The Council shall have power to make repeal and amend by-laws not inconsistent with these rules to regulate its own proceedings and to proceedings of General Meetings and to provide for any matter for which no provision has been made under these Rules.

DUTIES OF COUNCIL MEMBERS

14. Members elected to the Council shall be expected to attend all meetings of Council, unless advance notice of absence has been given to the Secretary General. Any member failing to attend three (3) consecutive meetings, except for a valid reason to be approved at the following meeting, may cease to be a member of the Council.

CHAPTER FOUR (4)

COUNCIL MEETING AND GENERAL MEETINGS

RULE EIGHT (8)

COUNCIL MUST MEET

AT LEAST ONCE A MONTH

1. The Council shall meet at least once every month. A meeting of the Council may be called by the President at any time or shall be convened on a request in writing signed by at least three (3) members of the Council, specifying the object of the Meeting, and deposited at the Registered Office of the Association. Whenever such a request is made the meeting shall be called within five (5) days of the receipt of the request unless the signatories there to agree to a later date.

QUORUM

2. Three members of the Council shall form a quorum.

MAJORITY VOTE

3. All decisions taken by the Council shall be a majority of votes of the members present. The President or other member presiding shall have a second or casting vote in case of equality of votes.

SECRECY OF VOTE

4. Voting shall be secret whenever a request to this effect is made.

COUNCIL MEMBER

DEBARRED FROM

ATTENDANCE

5. Whenever there is a discussion or voting on any matter in which a particular member of the Council has, directly or indirectly, a financial interest, this member shall declare his interest and shall not be present during this discussion or voting of this particular issue.

BUSINESS DESPITE

VACANCIES

6. The Council shall not be disqualified from the transaction of business by reason of any vacancy

or vacancies amongst its members, provided that the number of vacancies does not exceed four (4) members.

RULE NINE (9)

ANNUAL GENERAL MEETINGS

1. An Annual General Meeting shall take place each year not later than the end of February and at such time and place as the Council may determine in order to: -

- {i} Approve the Secretary General's Report.
- {ii} Approve the Financial Statement duly audited.
- {iii} Elect the members of the Council whenever an election should take place, that is every three (3) years.
- {iv} Appoint or confirm one or more auditors.
- {v} Discuss other matters specified in the Agenda.

EXTRAORDINARY GENERAL MEETINGS.

2. Extraordinary General Meetings shall be held at such time and place as shall be fixed by the Council and shall be called whether on the initiative of the Council or by requisition in writing of one third of the members of the Association.

NOTICE TO COUNCIL AND GENERAL MEETINGS.

3. Except in very urgent cases, notice of every meeting of the council and of every General Meeting shall be given to all members of the Council and of the Association, as the case may be, at least seven (7) days before the date fixed for the meeting; and such notice shall specify the matters to be discussed at the meeting and also the place, the day and the time fixed for the meeting.

VOTES.

4. At all Council Meetings and at all General Meetings of the Association each member of the Council or of the Association shall have one vote.

PROXY.

5. Members of the Association may exercise their rights to attend and vote at General Meetings either personally or in the case of member Firms or Partnerships through their recognized legal representatives, or their executive or senior management or by means of a proxy duly appointed in writing. No member shall hold more than one (1) proxy.

CASTING VOTE.

6. At all General Meetings the Chairman may only reserve his right to a casting vote in the event of equality of votes.

RESOLUTIONS.

7. Save as otherwise provided, the decisions of the General Meeting shall be taken by a majority of members present through an Ordinary resolution; provided that: -

{i} If within fifteen minutes from the time appointed for a General Meeting one third of the members of the Association are not present, the meeting is convened upon the Requisition of members shall be dissolved; in any other case it shall stand adjourned to fifteen minutes later or to such other time or to such other day, time and place as the members present may decide, and, a meeting so adjourned shall be held irrespective of the number of members present.

{ii} Any decision to revoke, alter or amend or add to these rules or to dissolve the Association shall be taken only at a General Meeting convened for the purpose, and provided the decision is taken by an extraordinary resolution carried by a majority of not less than two thirds of the members.

8. Together with the notice of the Annual General Meeting, the Secretary General will invite members to nominate candidates in terms of rule 7 paragraph 2, to sit as members of Council for the following term of three (3) years. Such nominations will be received on forms issued by the Secretariat of the Association, which must reach the registered office of the Association by not later than three (3) days before the date fixed for the Annual General Meeting. If more than seven (7) nominations are received an election will be held during the Annual General Meeting. If less than seven nominations are received, the members nominated within the time limit as aforesaid will be deemed to have been elected as members to sit on Council for the following year. In this case an election will be held at the Annual General Meeting to elect the remaining number of

members as to complete the number/requirement stipulated in rule 7 paragraph 1.

CHAPTER FIVE (5)

FINANCE

FUNDS.

1. The funds of the Association shall not be used for any purpose other than the attainment of the objects of the Association.

POWER OF COUNCIL IN CASE OF INSUFFICIENT FUNDS.

2. Should the funds of the Association be insufficient for the proper attainment of the object of the Association, the council shall have the power to raise the amount so required, including the subscription and/or annual fee, in any manner it shall be appropriate or levy such amount from the members.

INVESTING FUNDS.

3. Such amounts of the funds of the Association as the Council may deem expedient shall be placed or deposited with the bankers of the Association or otherwise invested in the name of the Association

BOOKS OF ACCOUNTS.

4. The Council shall cause proper books of Accounts to be kept giving a true and fair view of the state of the Association's affairs.

AUDITOR.

5. Once at least in every year the Accounts of the Association shall be examined, and the correctness of the balance sheet certified by the Auditor or Auditors of the Association.

FINANCIAL STATEMENT.

6. The Secretary General shall each year prepare a Financial Statement duly audited and lay it before the Association at its Annual General Meeting.

CHEQUES.

7. All cheques and similar bank Documents shall be signed by a person chosen by the Council.

INSPECTION.

8. It is provided that the books and names of members of the Association are open for inspection by every person who has an interest in the funds of the Association, provided reasonable due notice is given to the Secretary General.

TREASURER.

9. Council may appoint from among its members a Treasurer and assign to him certain duties relating to the books of the Association.

CHAPTER SIX (6)

WINDING UP.

The decision to wind up the Association can only be taken at a General Meeting called for this purpose and provided such a decision is passed by not less than two thirds of its members.

Every member undertakes to contribute to the assets of the Association pro rata to membership in the event of the Association being wound up during the time he is a member, or within one (1) year afterwards, for payment of debt on liabilities.

AMENDMENTS TO THE STATUTE OF THE RENT-A-CAR ASSOCIATION PROPOSED BY COUNCIL AT ITS MEETING HELD AT THE REGISTERED OFFICE ON THE 17th November 2018.

1. After paragraph numbered 1.r in rule two (2) of the statute the following object clause indicated as paragraph 1.s should be added: -

1.s To organize seminars, educationals and symposiums for the car rental industry in general with a view to improve the standards of service provided by its members.

2. After paragraph 1.s added above, a new paragraph indicated as 1.t should be added, which reads as follows:

1.t To approve a code of ethics incorporating a set of rules and regulations intended to establish and enhance service standards as well as any other matter which the Association shall deem fit to include.

3. The existing paragraph indicated as 1.s should now be indicated as paragraph 1.u.

4. In paragraph four (4) entitled "**TERM OF OFFICE**", in chapter three (3) rule seven (7) entitled "**Management**" after the words "shall hold office" the words "**for a term of two (2) years**" shall be added. The words "at the next Annual General Meeting" shall be substituted by the words "**at an Annual General Meeting**"

5. In paragraph five (5) entitled "**VACANCIES**" in chapter three (3) rule seven (7) entitled "**Management**" the words "the year" in line three (3) of the said paragraph shall be deleted and substituted with "**the period of two years**".

6. In paragraph seven (7) entitled "**APPOINTMENT OF PRESIDENT AND SENIOR VICE PRESIDENT**" in chapter three (3) in rule seven (7) entitled "**Management**" the words "**who shall hold office for a period of two (2) years until the election of a new Council at an Annual General Meeting**" shall be added after the words "and a Vice President" in line three (3) of the said paragraph".

7. In paragraph one (1) {iii} entitled "**ANNUAL GENERAL MEETINGS**" in rule nine (9), the words "for the following year", shall be deleted and substituted by the words "**whenever an election should take place, that is every two (2) years**".

8. In paragraph five (5) entitled "**PROXY**" in rule nine (9) after the words "or by means of a proxy duly appointed in writing." the following sentence should be added "**No member shall hold more than one (1) proxy.**"

9. In paragraph eight (8) entitled "**RESOLUTIONS**" the words "the following year" in line six (6) of the said paragraph shall be deleted and substituted by the words "**the following term of two (2) years**".

**AMENDMENTS TO THE STATUTE OF THE RENT-A-CAR ASSOCIATION PROPOSED
BY COUNCIL AT ITS MEETING HELD AT THE REGISTERED OFFICE ON THE 7th
December 2021.**

1. Change in Name of the Association

In rule one (1) in the in paragraph numbered 1 under the short title **NAME**, the words "Rent-A-Car Association" shall be deleted and substituted by the word "**Malta Vehicle Rental & Leasing Association**"

2. Any reference to "Rent-A-Car Association" shall be renamed to "**Malta Vehicle Rental & Leasing Association**" and in short "**MVRLA**"



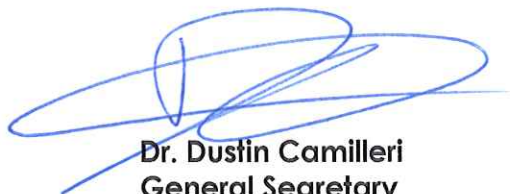
Mr. Simon Gatt Baldacchino
President



Mr. Toni Meli
Vice President



Mr. Gordon Farrugia
Treasurer



Dr. Dustin Camilleri
General Secretary



Mr. John Refalo
Member



Mr. Mario Gauci Jr.
Member



Mr. Mario Fenech
Member