

" A "

Statute of the Association



Gozo Tourism Association

5, 'Ta' Mliet Court' Gorg Borg Olivier Street, Victoria, Gozo, VCT 111, Malta.
Tel/Fax (+356) 21 56 51 71 – email: gtagozo@onvoL.net - website : www.islandofgozo.org.

[Handwritten signatures and a circular notary seal]

DIOSIETE SPIEX
NOTARY PUBLIC AND COMMISSIONER

Today, the thirteenth day of September, of the year two thousand and seven (2007).

Number **128**
Enrollment
(Gozo)
17 / 09 / 2007
2074 / 2007

Before me **Notary Public Doctor Josette Spiteri Cauchi**, duly admitted and sworn, have personally appeared after I Notary, have ascertained the identity of the appearers according to Law by means of the herein mentioned official documents :-

- **Paul Scicluna** [holder of identity card number 55655G], chairperson, son of the late John and of Grace nee Attard, born in and residing in Victoria, Gozo; and
 - **Joseph Muscat** [holder of identity card number 35059G], secretary, son of Emanuel and of Angiolina nee Camilleri, born in and residing in Nadur, Gozo;
- who are appearing for and on behalf of the '**Gozo Tourism Association (G.T.A.)**' [having its registered office at flat number five (5), 'Ta' Mliet Court', Gorg Borg Olivier Street, Victoria, Gozo], and this as duly authorized in virtue of the Statute of the said Association; and in their capacities as chairperson and secretary of the said Association respectively; hereinafter referred to as the '**Appearers nomine**'.

And in virtue of this deed, the *Appearers nomine* are consigning to me, the undersigned Notary, to be enrolled in my records, a document consisting of thirteen (13) pages, being the Statute of the '**Gozo Tourism Association (G.T.A.)**', a copy of which is being hereto attached and marked as **Document letter 'A'**.

The *Appearers nomine* are hereby authorizing me, the undersigned Notary to register this deed of enrolment at the Public Registry of Gozo.

This deed has been by me Notary, done, read and published after I Notary have duly explained the importance hereof to the *appearers nomine*, according to Law, here in Gozo, Victoria, Gorg Borg Olivier Street, in an unnumbered block of buildings named 'Ta' Mliet Court', in an office internally numbered two (2).

Sgd: P. Scicluna J. Muscat

Dr. Josette Spiteri Cauchi, Notary Public, Malta.

This is a copy of the original

Today ... 13 / 09 / 2007

Dr. Josette Spiteri Cauchi LL.D.
NOTARY PUBLIC, MALTA



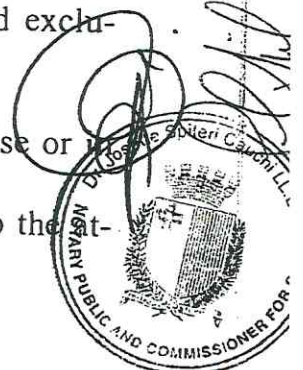
NAME AND OFFICE

- (i) The Association shall be called "Gozo Tourism Association (G.T.A)" hereinafter referred to as the "Association" and shall be deemed to be constituted for all effects and purposes of law.
- (ii) The registered office of the Association shall be at Flat 5, Ta' Mliet Court, Gorg Borg Olivier Street, Victoria Gozo or at such place as may from time to time be determined by the Council of the Association, herinafter to be called "the Council".

OBJECTS

The objects for which the Association is established are:

- (i) To unite all persons, companies, partnerships or associations operating in the tourism industry in Gozo in order to:
 - (a) promote Gozo as an all year tourist (both foreign and domestic) destination, separate and distinct from Malta.
 - (b) Secure, foster and promote the fullest co-operation of the members of the Association in dealing with all questions concerning or affecting the tourism industry.
 - (c) Protect and promote the interest of the members of the Association.
 - (d) Co-operate with and or become a member or associate member of any organization, international or otherwise, whose main objects are similar to those of the Association.
- (ii) To acquire by purchase, emphyteusis, lease, grant, commission, license or any other title valid at law, lands, building or any other property situated in the Maltese Islands and to develop same but solely and exclusively for the purpose of the above object,
- (iii) To borrow, raise or secure the payment of money for the purpose or in connection with the above objects
- (iv) To do all such other things which are incidental or conducive to the attainment of the above objects.



MEMBERSHIP

- (i) Membership shall be open to all licensed operators of:
- (a) Hotels, Guesthouses, Apart hotels and Holiday Complexes.
 - (b) Self-Catering Establishments and Real Estates.
 - (c) Restaurants, Bars, Pubs, Cafeteria and Confectionery.
 - (d) Diving Centers
 - (e) Tourist Agencies: DMC's, Tour Operators, Travel Agents, Handling Agents, Language Schools.
 - (f) Transport: Car Hire, Mini Buses, Coaches (unscheduled), Taxis, Ferry and Air Transport.
 - (g) Tourist Attractions: Museums, Audio/Visual Shows, Excursions Organizers, Pleasure Boats, Crafts Manufacture, Souvenir Shops, Night Clubs.
- (ii) Each operator shall be represented by not more than one person, who is either an owner, operator, manager or senior executive of, or Director or Partner in any company or partnership, owning or operating such establishment.
- (iii) 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, in such form and giving such particulars as the Council may decide from time to time and accompanied by the applicable enrolment and annual subscription fees as specified hereunder.
- (iv) The Council shall have the power to send one or more representatives to visit the establishment applying for or renewing membership to ascertain that it has the requisite standards, and complies with all other requirements, which the Council shall determine from time to time.
- (v) The Council shall have the power to accept or reject such application without the necessity of giving any reason, subject to the power of the Association in General Meeting to overrule any such decision of the Council by a simple majority of all the members of the Association present and voting.
- (vi) Each member shall on being admitted to membership pay such enrolment fee and annual subscription fee as may, from time to time, be recommended by the Council and approved at the Annual

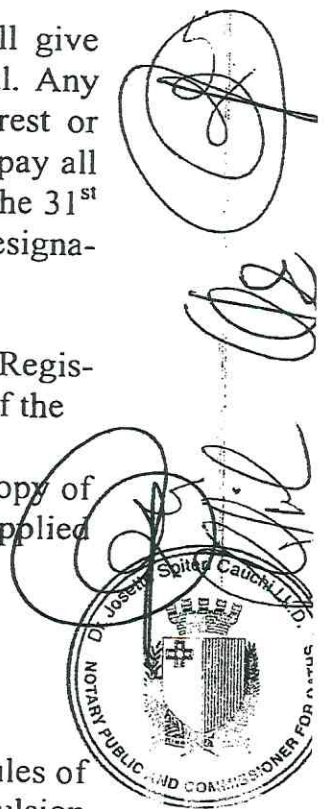


General Meeting of the Association by a simple majority vote of all members present and voting. The fees applicable of the Association shall be as per Schedule A attached hereto, unless otherwise revised by the Association as specified herein.

- (vii) Annual Subscription shall cover a calendar year. The said subscription shall be payable on or before the preceding 31st October. If a member is admitted to membership in any year at any time after the 1st January, the subscription fee payable by that member for the year shall be calculated pro rata for each month of membership, inclusive of the month in which membership is approved.
- (viii) If a member fails to pay his subscription fee within two months from the date on which it is due, he shall not be entitled to vote at any General Meeting held thereafter; and if he fails to pay within three (3) months from the date of the notice in writing given to him, he shall be struck off the Registrar of Member and forfeit all rights and privileges as a member of the Association, provided, however, that the validity of a decision taken at the 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.
- (ix) Any member wishing to resign from the Association shall give three (3) 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 shall have given notice of resignation.
- (x) The names and addresses of members shall be entered in a Register of Members which shall be kept at the registered office of the
- (xi) 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.

OBLIGATIONS OF THE MEMBERS

All members shall agree to conform to and be bound by the rules of the Association and in default they shall be liable to expulsion from membership of the Association as specified in section 5



paragraph (i) below.

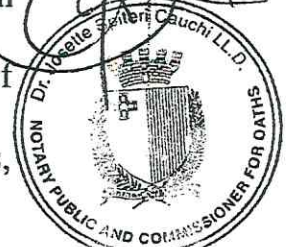
CONDUCT OF MEMBERS

- (i) If any member commits any breach of the rules of the Association or declines to comply with any decision or directive of the Council or of the Association taken in conformity with those rules or acts in a manner which, in the opinion of the Council, is prejudicial to the interest 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 be heard at a Council meeting called for this purpose, and subject to any decision taken by a simple majority of all members present and voting in a General Meeting of the Association.
- (ii) No member shall, without the consent of the Association, knowingly employ any person who is on strike against any other member or is locked out from the services of any other member.
- (iii) No member of the Association shall pay a commission of any nature whatsoever, in cash or in kind, except to authorized travel agents or tour operators.

MANAGEMENT

- (i) The affairs of the Association shall be conducted by Council which shall consists of at least six members elected as specified hereunder at the Annual General Meeting as follows:
- (a) Three members representing the Hotels, Guesthouses, Apart hotels and Holiday Complexes Section of the Association by a Special Election.
 - (b) Three members representing the Self Catering Establishments and Real Estates Section of the Association by a Special Election.
 - (c) Three members representing the Restaurants, Bars, Pubs, Cafeterias and Confectionery Section of the Association by a Special Election.
 - (d) One member representing the Diving Centers section of the Association by a Special Election.
 - (e) One member representing the Tourist Agencies: DMC's,

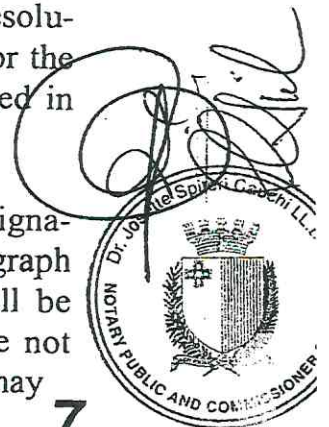
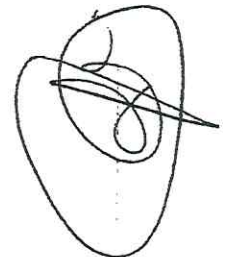
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Dr. Jovete S. Cauchi L.L.D.
NOTARY PUBLIC AND COMMISSIONER FOR OATHS

Tour Operators, Travel Agents, Handling Agents, Language Schools Section of the Association by a Special Election.

- (f) One member representing the Transport: Car Hire, Mini Buses, Coaches (unscheduled), Taxis, Ferry and Air Transport Section of the Association by a Special Election.
 - (g) One person representing the Tourist Attractions: Museums, Audio/Visual Shows, Excursions Organisers, Pleasure Boats, Craft Manufacture, Souvenir Shops and Night Clubs Section of the Association by a Special Election.
 - (h) One member by a General Election.
 - (i) A Secretary General or Chief Executive.
- (ii) The Chief Executive of the Association shall be appointed by the Council under such terms and conditions as the Council may determine provided that the person so appointed shall not be an eligible member of the Association and shall not have a direct financial interest in the tourism sector.
- (iii) With the exception of the Chief Executive the members of the Council must be either individual members of the Association or recognized legal representatives of members. Council members shall cease to be members of the Council if they personally cease to represent the establishment they had hitherto represented, or if the establishment itself represented by such member ceases to be a member of the Association.
- (iv) 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.
- (v) The members of the Council shall hold office until the election of the new Council at the next 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.
- (vi) Any vacancy on the Council which may occur from resignation or other cause, including that envisaged under paragraph (v) above during the said member's term of office shall be filled by that member who had most votes among those not elected in the General or Special Elections, as the case may



be, returning the retiring member of the Council. If no such "runner up" exists, a bye-election shall be held.

Provided that if a vacancy occurs in a seat vacated by a Council Member returned in a General Election, the "runner up" in that General Election, even though he has been elected in a Special Election at the same General Meeting, shall have the option to fill the seat so vacated, and on doing so, he shall be deemed to have vacated the seat for which he was elected in a Special Election, which seat shall in turn be filled by the "runner up" in the Special Election. If no runner-up exists in that Special Election, a bye- election shall be held.

- (vii) Council members shall also forfeit their seat on the Council if they absent themselves from three (3) consecutive Council meetings without cause to the satisfaction of the Council. It's the council decision to fill or not this vacancy.
- (viii) The Council shall appoint from among its members a Chairman, Vice-Chairman, a Secretary and a Treasurer. 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.
- (ix) The judicial representation of the Association shall be vested in any member nominated by the Council.
- (x) The Council may delegate all or any of its powers and shall appoint other officials to assist the Council for such period and such salary and on such conditions 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.
- (xi) 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.
- (xii) The Council may appoint sub-Committees and 'ad hoc' Committees, as it may consider necessary. Persons appointed member of such committees need not necessarily be members of the Council.



- (xiii) Any two persons nominated by the Council shall sign and execute all deeds, documents and other instruments purporting to bind the Association or do all matters and things required or deemed necessary to comply with the requirements of the law.
- (xiv) The Chairman and Secretary and in their absence any other member nominated by the Council shall be vested with the legal representation of the Association.
- (xv) The Council shall have power to make by-laws not inconsistent with these rules to regulate its own proceedings and the proceedings of General Meetings and to provide for any matter not covered by these rules provided that such by-laws are subsequently approved by a simple majority vote of all members present and voting at a General Meeting of the Association.
- (xvi) No person shall stand as a candidate for the General Election of the Maltese Islands and Local Councils as long as he/she is a member of the Council.

COUNCIL MEETING AND GENERAL MEETING

- (i) The Council shall meet at least once every month. A meeting of the Council may be called by the Chairman at any time. It shall also be convened on a request in writing, signed by at least three (3) members of the Council, specifying the objects of the Meetings, and deposited at the Registered office of the Association. Whenever such a request is made, the meeting shall be called within (5) days of the receipt of the request unless the signatories thereto agree to a later date.
- (ii) An Annual General Meeting shall take place each year, not later than the end of February of each year and at such time and place as the Council may determine, in order to:
 - (a) Approve the Secretary General's Report
 - (b) Approve the Financial Statements by the Treasurer duly audited.
 - (c) Elect the members of the Council for the following year.
 - (d) Appoint or confirm one or more auditors.
 - (e) Revise or confirm the enrolment and the annual subscription fees applicable for the calendar year in which the Annual

The page contains several handwritten signatures in black ink. One signature is a large, stylized loop. Another is a more complex scribble. A circular official stamp is located in the bottom right corner, featuring a coat of arms in the center and the text 'MALTA' at the top, 'Dr. Joselle Sallieri Mauchi LL.M.' around the inner edge, and 'MALTESE ISLANDS AND LOCAL COUNCILS COMMISSION' around the outer edge.

General Meeting is held.

- (f) Discuss other matters specified in the agenda.
- (iii) Extraordinary General Meetings shall be held at such time and place as shall be fixed by the Council; and shall be called either on the initiative of the Council or by request in writing of one fifth of the members of the Association.

The request shall state the objects of the meeting and shall be signed by the persons making it and deposited with the Secretary General or at the Registered Office of the Association.

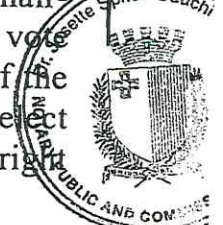
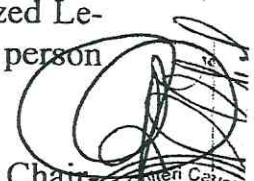
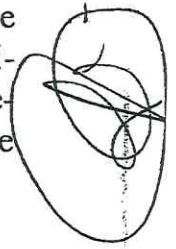
If the Council fails within fourteen (14) days from the date of the deposit of the request to call a meeting, the signatories thereof may themselves convene a meeting in the same manner, as near as possible to that in which General Meetings are ordinarily convened.

- (iv) 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. It is, however, provided that the accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.

- (v) 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.

Members of the Association may exercise their right to attend and vote at General Meetings either personally, or in the case of member Firms or Partnerships through their recognized Legal Representatives, or by means of a proxy being any person duly appointed in writing.

- (vi) At all Council Meetings and at all General Meetings, the Chairman of the Council may only reserve his right to a casting vote in the event of equality of votes, but in case a member of the Association is acting as Chairman of the meeting he may elect either to exercise his vote as a member or to reserve his right



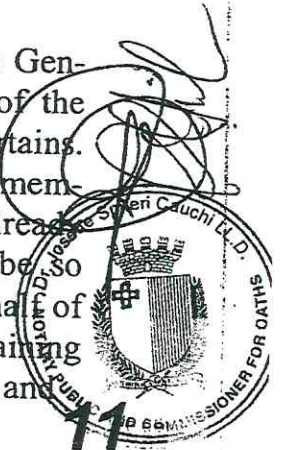
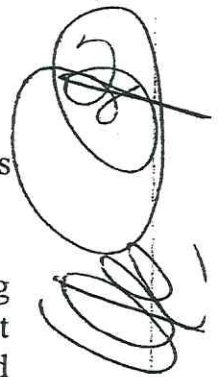
to a casting vote in the event of equality of votes.

- (vii) Save as otherwise provided the decisions of the Council and of the General meeting shall be taken by a majority of the members present that is by an Ordinary resolution provided that:
- (a) In the case of a Council Meeting, the quorum necessary for the transaction of business shall be of six members.
 - (b) In the case of a General Meeting, if within fifteen minutes from the time appointed, one fifth of the members of the Association are not present, the meeting if convened upon the request 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.
 - (c) Any decision to revoke, alter, amend or add to these rules or to dissolve the Association shall be taken only at a General Meeting convened for the purposes, and provided the decision is taken by an extraordinary resolution carried by a majority of not less than two thirds of the members present and voting.

GENERAL ELECTIONS

The procedure for the General Election of Council Members shall be as follows:

- (i) The Secretary General shall appoint (2) tellers from among members not contesting any election at that meeting, to assist the him/her in receiving nominations and in the counting and checking of the ballot papers.
- (ii) The Secretary General shall call for nomination for the General Elections from all members present, irrespective of the category to which the establishment they represent appertains. All nominations have to be duly seconded by any other member. Any number of members from among those not already entitled to sit on the Council for another year, may be so nominated without any limitations or restrictions. One half of the number of candidates specified in Section 6(i)(g) obtaining the highest number of votes shall be declared elected and



shall hold office on the Council for two successive years.

- (iii) In alternate years the Council Member so elected, whose two (2) year term of office has expired, will stand down but may be re-elected.

9.

SPECIAL ELECTIONS

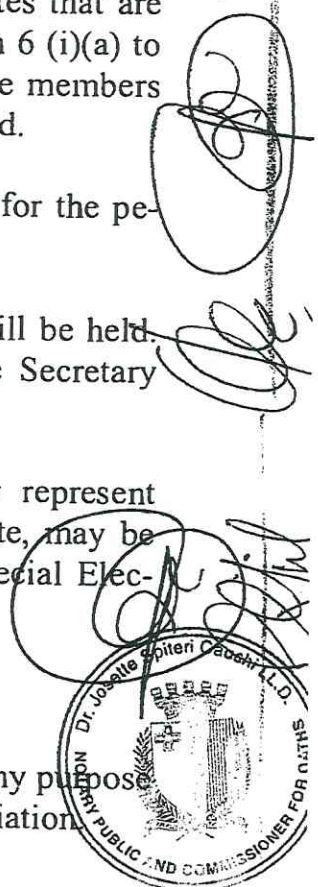
The procedure for the Special Election of Council Members shall be as follows:-

- (i) The Secretary General shall appoint two (2) tellers from among members not contesting any election at that meeting, to assist the him/her in receiving nominations and in the counting and checking of the ballot papers.
- (ii) The Secretary General shall thereafter call for nominations for the Special Elections. Members representing establishments in any of the five categories specified in section 6(i) (a) and (g) above shall nominate candidates from among members of their category. Members within each category will vote to elect the candidates so nominated who will represent each category on the Council. The number of candidates that are eligible from each category, as specified in Section 6 (i)(a) to (g), obtaining the highest number of votes from the members of the respective categories, shall be declared elected.
- (iii) The thirteen members so elected shall hold office for the period up to the following Annual General Meeting.
- (iv) In all cases, in the event of a tie, a bye-election will be held. Results will be announced to the Meeting by the Secretary General.
- (v) Only those members, whose establishments they represent have settled in full all membership fees due to date, may be nominated to contest both the General and the Special Elections.

10.

FINANCE

- (i) The funds of the Association shall not be used for any purpose other than the attainment of the objects of the Association.



- (ii) Should the funds of the Association be insufficient for the proper attainment of the objects of the Association the Council shall have the power to raise the amount so required, including the subscription annual fee, in any manner it shall deem appropriate or levy such amount from the members.
- (iii) Such amount of the funds of the Association as the Council may deem expedient shall be placed on deposit with the Bankers of the Association or otherwise invested in the name of the Association.
- (iv) 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.
- (v) Once at least in every year the Accounts of the Association shall be examined and the correctness of the said accounts certified by the Auditor or Auditors of the Association.
- (vi) The Treasurer shall each year prepare a Financial Statement duly audited and lay it before the Association at its Annual General Meeting.
- (vii) All cheques and similar Bank Documents shall be signed by any two (2) members chosen by the Council.
- (viii) All books and registers of the Association shall be kept at its Registered Office and shall be opened to the inspection of the members or their duly authorized representatives free of charge at all reasonable times.

11.

WINDING UP

Every member undertakes to contribute to the assets of the Association pro rata to the annual membership fees 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 all the debt and liabilities of the Association contracted before the time he ceased to be a member and the costs charged and expenses of winding up the same. Any surplus of assets over liabilities shall be distributed in the same manner.

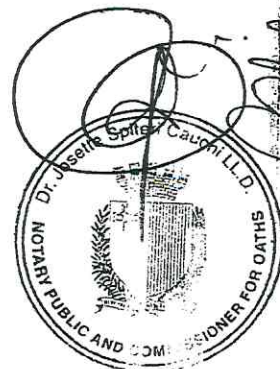


GOZO TOURISM ASSOCIATION (G.T.A)
Schedule A

**SCHEDULE OF ENROLMENT AND ANNUAL
SUBSCRIPTION FEES**

	Category from 2007	Enrolment Fee *	Subscription Fee
1.	Hotels	Lm15	Lm20
2.	Guesthouses	Lm15	Lm20
3.	Apart Hotels	Lm15	Lm20
4.	Holiday Complexes	Lm15	Lm20
5.	Self Catering Est.	Lm15	Lm20
6.	Real Estates	Lm15	Lm20
7.	Restaurants	Lm15	Lm20
8.	Bars/Pubs	Lm15	Lm20
9.	Cafeteria	Lm15	Lm20
10.	Confectionery	Lm15	Lm20
11.	Diving Centers	Lm15	Lm20
12.	Tourist Agencies	Lm15	Lm20
13.	Transport	Lm15	Lm20
14.	Tourist Attractions	Lm15	Lm20

* **The membership fee incorporates a link between the GTA website and the individual paying member website.**



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