

ARTICLE 1 - DEFINITIONS

In this statute, unless otherwise stated, the following terms shall have the meaning shown below:

- (i) "The Statute" means the present Statute.
- (ii) "The Association" means GS1 MALTA.
- (iii) "Board of Directors" means the Board of Directors of GS1 MALTA.
- (iv) "Member" means a person, partnership, firm or company registered as member by the Board of Directors while he/she/it continues to be so registered.
- (v) "The System" means the GS1's integrated system of global standards, administered locally by GS1 Malta, on behalf of GS1 AISBL, that provides for the accurate identification and communications information regarding products, assets, services and locations.
- (vi) GS1 AISBL means GS1 Association Internationale Sans But Lucratif, a leading non-profit making global organisation based in Brussels, dedicated to the design and implementation of global standards to improve the efficiency and visibility of supply and demand chains globally and across sectors.

ARTICLE 2-NAME

The name of the Association is GS1 MALTA. The association is an independent and autonomous organisation registered as a Voluntary Organisation under Maltese Law and is accordingly non-profit and voluntary. No part of the income, capital and property must be available, directly or indirectly to any promoter, founder, member administrator or any other private interest, unless as expressly provided by the legislation regulating voluntary organisations.

ARTICLE 3 - REGISTERED OFFICE

The head office of the Association is at "IVY HOUSE" Cannon Road Sta Venera SVR 9034

ARTICLE 4 OBJECTIVES

1. The objectives and activities for which this Association is established, for the benefit, and a more efficient operation, of the manufacturing, wholesale, retail and services sectors are:
 - (i) To administer, uphold and promote the GS1 Integrated system of global standards system in Malta for a better identification and codification of manufactured and processed articles and to facilitate electronic commerce.
 - (ii) To control and co-ordinate the introduction and use of the GS1 Integrated system of global standards system in Malta.
 - (iii) To advise all sectors of trade and industry upon the application and use of the GS1 Integrated system of global standards system in Malta.
 - (iv) To carry out research, awareness and training and educational programmes in the fields of information and communications technologies in general and electronic business in particular.
 - (v) To cooperate with various agencies, consumer groups, ministries, trade associations, constituted bodies and other interested organisations,

both locally and abroad in conformity with its objectives and role.

- (vi) To cooperate with GS1 in promoting the GS1 INTEGRATED SYSTEM OF GLOBAL STANDARDS System worldwide.
- (vii) To organise, and participate in, international fora, meetings and other activities, conducive to the attainment of its objectives and role.
- (viii) To do all such other lawful things as are incidental or conducive to the attainment of the above objectives or any of them.

ARTICLE 5 - MEMBERSHIP

1. Membership is open to any officially licensed person/firm, or Company actively involved in the manufacturing, and/or processing, and/or distributing, and/or importing of products and/or the provision of services related to the GS1 System, Automatic Identification and Data Capture, Electronic Commerce and related information and communication technologies.
2. Members who are not individuals shall be represented in the activities of the Association and at General Meetings by a single individual duly appointed for the purpose in such form as the Board of Directors may from time to time prescribe.
3. Application for Membership shall be made in writing to the Board of Directors and shall be in such form as the Board of Directors may from time to time prescribe,
4. Application for membership implies a complete adherence to the Statute and Terms and Conditions of the Association.
5. It is in the discretion of the Board of Directors to accept or reject such application.
6. The Board of Directors may require additional information before a decision on any application is made.
7. The decision of the Board of Directors is final and cannot be appealed from.
8. The Board of Directors shall not be required to furnish any reason for rejecting an application.
9. The rights and privileges of every Member shall not be transferable or transmissible. For the purposes of this clause, a change in the beneficial ownership of a body corporate being a member of GS1 Malta shall be deemed to be a transfer.
10. Members may not have patrimonial rights to the assets of the association and are not entitled to any compensation on retirement or expulsion or winding up of GS1 Malta.

ARTICLE 6 - MEMBERSHIP CONTRIBUTIONS

1. Members are to pay their membership subscription or other periodic contributions in accordance with the regulations which the Board of Directors establishes from time to time. These contributions must be, at the very least, sufficient to render GS1 Malta a financially viable and independent entity and to fully meet the operational requirements of a GS1 Member Organisation as determined from time to time in GS1 Rules and Regulations in general and its Harmonisation and Quality Assessment Programmes in particular.
2. Membership fees are to be paid annually in advance.
3. Payment of annual subscriptions falls due on the 1st January of every year. The latest it may be paid is on the 31st of March.

ARTICLE 7 - CESSATION OF MEMBERSHIP

1. A member is free to resign from the Association at any time, provided that this is done by means of a registered letter addressed to the Board of Directors.

However, any resignation which is received during the year, will not exempt the member from paying the subscription mentioned in Article 6.1 for the year within which the resignation is tendered.
2. A member who, notwithstanding having been notified by GS1 Malta after the 1st of June by means of a registered letter (or facsimile/email if registered mail is not received) that his membership subscription has fallen due, still fails to pay such a subscription within a month from notification thereof, will have his name removed from the Register of Members of GS1 Malta and this without prejudice to any arrears of any subscription owed by him to the Association as at the time of such removal of his name. Continued use of GS1 Malta's products and/or services after such removal shall be considered as a breach of the laws governing copyright and/or trademarks.

For the purpose of this clause, a registered letter (or facsimile/email if registered letter is not received) sent to the address or facsimile number or email address indicated by the member on the application form shall be deemed sufficient confirmation of notification.
3. In the case of use of barcoding, any member that decides to resign from the Association, shall ensure that no products featuring a barcode with a prefix issued by GS1 Malta is present in the market. Companies will be liable to pay GS1 Malta a fee equivalent to the annual Licence fee for the period that those products remain in the marketplace.

ARTICLE 8 - EXPULSION OF A MEMBER

1. A member may be expelled from the Association by a resolution of a majority of at least two-thirds of the members physically present at a General Meeting specifically convened for this purpose.
2. A member so expelled has no right to the Association's resources and cannot claim reimbursement of the money paid by him to the Association. He shall, however, remain liable to pay any arrears of subscription owed by him at the time of his expulsion.

ARTICLE 9 - ADMINISTRATION AND ELECTION OF THE BOARD

1. The administration of the Association is entrusted to a Board of Directors composed of not more than six Directors, appointed during the Annual General Meeting of the Association by means of a secret ballot, if so requested, held from amongst the members present, and provided that the composition of the Board should reflect a balance between Trade and Industry.
2. The Chairman and Vice-Chairman shall be appointed from amongst the Board members during the first Board Meeting.
3. GS1 Malta Board members must be directors, employees or shareholders of firms or companies who are paid-up members of GS1 Malta and/or GS1 Integrated system users who are members. The GS1 Malta Board should also reflect a balance between Trade and Industry.
4. The term of office of each member shall be five years.
5. The Board of Directors may delegate the management of the Association to a Chief Executive Officer who shall in all cases report directly on a regular basis to the Board.
 - a. The Chief Executive Officer shall attend, ex officio, except if the person is not also a director, the meetings of the Board of Directors and Annual and Extraordinary General Meetings but without the right to vote, except if the person is not also a director.
 - b. The Chief Executive Officer shall carry out all of the duties entrusted to him by the Board of Directors. The Chief Executive Officer shall ensure the day-to-day management of GS1 Malta.
 - c. The Chief Executive Officer shall be an ex-officio, if the person is not also a director, member of all special committees set up by the Board of Directors. He shall be responsible for convening the meetings of such committees and for the administrative duties related thereto.
 - d. The Chief Executive Officer shall assist the Chairman in representing GS1 Malta and for this purpose he may have specific responsibilities delegated to him.
6. A Director shall declare any potential or actual conflict of interest, as soon as he becomes aware of it under penalty of expulsion from the Board by a two-thirds majority decision of the Board.
7. The procedure for the election of up to six Board Directors during the Annual General Meeting shall be the following:
 - a. There will be an official call for nominations dispatched with the notification to members, 28 days prior to the meeting. This call shall remain open for 14 days.
 - b. Nominations from GS1 Malta members must be sent to the GS1 Malta Office within this fourteen-day period signed by one proposer. The candidate, the proposer and the seconder must be fully paid-up members of GS1 Malta. The Nomination will be submitted on an official form prepared by the Association, which shall contain:
 - i. The name of the candidate;
 - ii. His qualifications (if any);
 - iii. His Position within the GS1 Malta Member company he is representing;

- iv. The Name of the GS1 Malta member Company;
 - v. The signature of the candidate;
 - vi. The signature of the seconder;
 - vii. The name of the seconder;
 - viii. The Name of the seconder's GS1 Malta member company;
 - ix. The Name of the proposer;
 - x. The Name of the proposer's GS1 Malta member company;
 - xi. The signature of the proposer;
 - xii. The date.
- c. A list of the nominated candidates will be sent to all members together with the Agenda of the Annual General Meeting as per Art 12.6.
 - d. Voting may only take place during the Annual General Meeting.
 - e. In the event that the number of nominated candidates should be six or less the candidates so nominated shall be deemed to be elected unopposed.
 - f. In the event that less than six candidates are nominated, the Meeting's Chairman shall call for further nominations from the floor and elections shall be held during the Meeting to fill the vacancies.
 - g. In the case of two or more candidates securing an equal number of votes the election shall be decided by the drawing of lots during the Meeting.
 - h. Should a vacancy occur in the Board, the person with the next highest number of votes at the last annual election shall fill the vacancy for the remaining period of the term.
 - i. If the number of directors, after the Annual General Meeting, remains below six in number, the Board shall function normally as long as it has quorum (ref article 11.2). It is however recommended that the directors try to co-opt members to have the full complement of directors on the Board. If the Board does not constitute a quorum, the first objective of the elected directors will be to co-opt members to the Board to be able to constitute a quorum and thus be able to function normally. The co-opted members must be eligible as per article 9 paragraph 3. Any member entitled to vote shall have the right to propose or second any number of eligible candidates for the election to the Board of Directors
- 8. Any member entitled to vote shall have the right to propose or second any number of eligible candidates for the election to the Board of Directors
 - a. Eligible candidates shall be persons, as mentioned in paragraph 9 (3) above who will have joined the Association at least six months prior to the election.
 - b. Eligibility to the Board is forfeited by Board members of the preceding year who have failed, other than for illness or for absence on GS1 Malta business or for a just cause approved by the Board, to achieve at least 45% attendance at Board meetings during the preceding year.
 - c. Only one person representing the same member can sit on the Board of Directors of GS1 Malta.

ARTICLE 10 - POWERS OF THE BOARD OF DIRECTORS

1. The Board of Directors has the most extensive powers in the direction and management of the affairs of the Association. In addition to the powers and authority expressly conferred upon it by the Articles of this Statute, the Board of Directors may exercise all such powers and do all such acts and things as may be exercisable or done by the Association and are not hereby expressly reserved to be exercised or done by the Association in General Meetings.
2. Without prejudice to the powers conferred upon the Board of Directors as mentioned in Article 10.1, the Board shall have the following powers:
 - (i) To appoint any person or persons for temporary or permanent employment as from time to time they think fit and to determine their powers and duties.
 - (ii) To institute, conduct, defend or abandon any legal proceedings by or against the Association or concerning the affairs of the Association.
 - (iii) To invest, place on deposit and deal with any of the funds of the Association not immediately required for the purposes thereof, upon real securities or in the purchase or lease of any movables or immovables that are necessary for the attainment of the Objectives for which the Association was established.
 - (iv) To set up any other body or subsidiary that may be entrusted with the carrying out of all or part of the functions of the Association in the attainment of the objectives for which it was set up.
 - (v) The board may co-opt other members to form part of the board as deemed fit. The co-opted members shall have the right to attend meetings of the Board but shall not be considered as members of the Board purpose of meeting quorum and shall not have the right to vote or to occupy any post within the Board.

ARTICLE 11 - PROCEEDINGS OF THE MEETING OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet at least three times a year or at any time the Chairman deems necessary. The other Directors are to be notified of such meeting by post, seven days before. Provided always that the Chairman shall always have the power to convene a meeting at any time in case of urgency at not less than 24 hours' notice.
2. The Quorum necessary in every meeting of the Board shall be four. Should no quorum be present at the appointed time, the Chairman shall postpone the meeting for fifteen minutes, following which, the quorum shall stand at three.
3. In the case that a meeting is not held due to lack of quorum, as per article 11.2, three directors may call another meeting, provided that all the other directors have been informed of the meeting as per article 11.1.
4. Questions arising at any meeting shall be determined by a majority of votes.
5. The method of voting shall be by a show of hands. However, if so requested by two or more members, voting shall be conducted through a secret vote.
6. Every Director has the right to one vote. In the case of an

equality of votes, the Chairman shall have a second or casting vote.

7. The deliberations of the meetings of the Board of Directors shall be minuted.

ARTICLE 12 - GENERAL MEETINGS

1. An Annual General Meeting shall be held once in every calendar year at such time being not later than the 30th June in any year as may be determined by the Board of Directors. All other General Meetings shall be called Extraordinary General Meetings.
2. The General Meeting has the power to establish or ratify any action relating to the Objectives of the Association. It also has the power to:
 - (i) Amend, substitute or delete any Article of this Statute, provided a proper balance is always kept between the Manufacturing and Distributive and Retail Sectors.
 - (ii) Deliberate and decide on any matters put forward by the Board of Directors.
 - (iii) Decide on the dissolution of the Association as mentioned in Article IS.
3. The convening of an Annual General Meeting shall be notified to all members of the Association not less than twenty eight days prior to the Meeting. The Notice of the Meeting shall also contain the Call for Nominations for new Board members for the election of the Board of Directors as per Article 9.7. Notification can be made by email or post.
4. The business of the Annual General Meeting shall be to elect new members for the Board of Directors if due, consider the accounts and the reports of the Board of Directors and of the Auditors and any motions or amendments proposed.
5. Any proposals to be discussed at the Annual General Meeting are to be seconded and signed by at least five members and are to be sent in writing to the Board of Directors, twenty one days before the date of the Meeting.
6. The Agenda for the Annual General Meeting, including any proposals submitted in terms of Article 12.5, as well as the List of Candidates submitted for election to the Board of Directors as per Art. 9.7, shall be sent to all members not later than seven days prior to the meeting.
7. The Annual and Extraordinary General Meetings shall be presided by the Chairman of the Board of Directors.
8. The quorum of a General Meeting shall be 10% of members personally present and entitled to vote.
9. If within half an hour following the time appointed for the General Meeting a quorum is not present, the members present shall be considered to form a quorum and may transact the business for which the Meeting was called.
10. Every question submitted to a General Meeting shall be decided by a show of hands. Each Director and each member has one vote. If a request for a secret vote is made by more than two members, then this voting procedure is to be adopted. In the case of an equality of votes, the Chairman of the Meeting shall have a casting vote in addition to the vote to which he is entitled.

11. Extraordinary General Meetings are held whenever the Board of Directors deems it so necessary in the interests of the Association, or whenever there is a special request made to the Chairman of the Board of Directors by no less than 30 members of the Association. In the latter case, such request must state the specific subjects of the Meeting and must be signed by the requisitions and deposited at the office of the Association.
12. Not less than twenty-one days' notice of every Extraordinary General Meeting specifying the place, day and hour of the Meeting shall be given to the members by post. The Notice should also specify the general nature of the business to be transacted,
13. The minutes of the General Meetings are to be signed by the Chairman and the Vice Chairman of the Board of Directors. The Register of the Minutes is kept at the office of the Association and may be seen by any member.

ARTICLE 13 - ANNUAL ACCOUNTS

1. Unless otherwise determined by the Association in a General Meeting, the fiscal year of the Association shall run from the 1st January to the 31st December in each year.
2. During the Annual General Meeting, as mentioned in Article 12.4, the Board of Directors shall present to the members present proper accounts of the preceding year signed by the Chairman and the Vice Chairman and certified by the Auditor.
3. For this purpose, the Association shall at each Annual General Meeting, appoint an independent certified Auditor to hold office until the next Annual General Meeting. The Auditor shall during an Annual General Meeting be entitled to make any statement or explanation he desires with respect to the Accounts.
4. The Audited Accounts shall always be open to the inspection of any member of the Association.

ARTICLE 14 - REGISTER OF MEMBERS

A Register of members containing the names, addresses, nature of business, and the date of election of each member is to be kept. As mentioned in Article 7, a member who, for some reason or other, ceases to be a member shall have his name removed from the Register.

ARTICLE 15 - DISSOLUTION OF THE ASSOCIATION

1. Dissolution of the Association shall be decided by a resolution having the support of at least three-fourths of the members present at the General Meeting convened for the purpose.
2. A notice of the dissolution on the Agenda must be sent by Registered Mail (Acknowledgement Due) and given twenty-one dear days' notice.
3. In case of dissolution, the funds which the Association possesses at the time shall be given to another local body having an objective as similar as possible to the Association's.

GS1 Malta Member Details:

I, holder of Identity Card number _____
and residing at _____

acting on behalf of the below mentioned company as duly authorised/acting on my own personal capacity, declare that I am authorised to bind the Company/bind myself, to abide with the Statute and Terms and Conditions of GS1 Malta as well as any amendments thereto that may occur from time to time following approval at a General Meeting of the same GS1 Malta.

Company Name: _____

Signature: _____

Name in block letters: _____

Date: _____