

MALTA

ATT Nru. XXVI ta' l-1978

ATT mahruġ b'ligi mill-Parlament ta' Malta.

ATT biex jipprovdi minflok l-Ordinanza ta' l-1946 dwar ix-Xirkiet Kooperativi, għat-twaqqif, registrazzjoni u kontroll ta' għaqdiet kooperativi u għal hwejjeġ li għandhom x'jaqsmu magħhom jew ancillari għalihom.

ACT No. XXVI of 1978

AN ACT enacted by the Parliament of Malta.

AN ACT to provide, in place of the Co-operative Societies Ordinance, 1946, for the constitution, registration and control of co-operative societies and for matters connected therewith or ancillary thereto.

**ATT TA' L-1978 DWAR L-GHAQDIET KOPERATIVI
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Nagħti l-kunsens tiegħi.

Anton Gatt

President

8 Diċembru, 1978

ATT Nru. XXVI ta' l-1978

ATT biex jipprovi, minflok l-Ordinanza ta' l-1946 dwar ix-Xirkiet Koperativi, għat-twaqqif, reġistrazzjoni u kontroll ta' għaqdiet koperativi u għal hwejjeġ li għandhom x'jaqsmu magħhom jew anċillari għalihom.

IL-PRESIDENT, bil-parir u l-kunsens tal-Kamra tad-Deputati, imlaqqgħa f'dan il-Parlament, u bl-awtorità ta' l-istess, hareġ b'ligi dan li ġej: —

TAQSIMA I

Preliminari

Titolu fil-qosor
u bidu fis-schh.

1. (1) Dan l-Att jista' jissejjaħ l-Att ta' l-1978 dwar l-Għaqdiet Koperativi.

(2) Dan l-Att għandu jibda jsehh f'dik id-data li l-Ministru jista', b'avviż fil-Gazzetta, jistabbilixxi, u dati differenti jistgħu jiġu hekk stabbiliti għal disposizzjonijiet differenti u għal għanijiet differenti ta' dan l-Att.

Tifsir.

2. (1) F'dan l-Att, kemm-il darba r-rabta tal-kliem ma tehtiegħ xort'oħra —

“allowance” tfisser ir-rimunerazzjoni li tithallas lill-president, segretarju jew tezorier ta' għaqda bħala kumpens għas-servizzi volontarji tagħhom mogħtija lill-għaqda fuq bażi regolari *part-time*;

“Bord” tfisser il-Bord tal-Koperativi mwaqqfa taħt l-artikolu 3 ta' dan l-Att, u tinkludi kull persuna li tkun qed teżerċita dawk is-setgħat tal-Bord li jkunu mogħtija lilha mill-Bord;

“bord ta' sorveljanza” tfisser il-bord ta' sorveljanza elett mill-laqqgħa ġenerali tal-membri skond u għall-għanijiet ta' l-artikoli mis-76 sat-78 u disposizzjonijiet oħra rilevanti ta' dan l-Att;

"Chairman" tfisser iċ-Chairman tal-Bord;

"delegat" —

(a) fil-każ ta' għaqda primarja fejn il-laqgħa ġenerali tal-membri tkun sostitwita b'laqgħa tad-delegati, tfisser ir-rappreżentant ta' numru speċifikat ta' membri individwali elett jew mahtur biex jattendi u jivvota f'laqgħa tad-delegati;

u

(b) fil-każ ta' għaqda li hi nnifisha hi membru ta' għaqda oħra, ir-rappreżentant ta' l-għaqda msemmija l-ewwel elett jew mahtur biex jattendi u jivvota f'laqgħat ta' l-għaqda msemmija wara;

"dividend" tfisser sehem mir-residwu nett li jinqasam bejn il-membri fil-proporzjon tal-kapital ta' l-ishma mħallas miżmum minnhom fl-għaqda;

"Fond Ċentrali tal-Koperativi" tfisser il-Fond imwaqqaf bl-artikolu 86 ta' dan l-Att;

"għaqda" tfisser għaqda koperativa reġistrata jew reġistrata provviżorjament taht dan l-Att u tinkludi għaqda primarja, għaqda sekondarja u organizzazzjoni *apex*;

"għaqda primarja" tfisser soċjetà li fiha l-membri kollha huma individwi;

"għaqda sekondarja" tfisser għaqda li fiha l-membri kollha jkun huma nnifishom għaqdiet primarji;

"kumitat ta' formazzjoni" dwar għaqda proposta tfisser il-kumitat ta' formazzjoni elett skond l-artikolu 12 ta' dan l-Att;

"kumitat tat-tmexxija" tfisser il-korp ta' tregija ta' għaqda li jkun responsabbli għat-tmexxija xierqa ta' l-affarijiet ta' l-għaqda;

"membru" dwar għaqda reġistrata, tinkludi persuna jew għaqda li tikkwalifika bħala membru f'għaqda koperativa li tkun iffirmit il-minuti ta' l-ewwel laqgħa u r-regoli proposti u li isimha jkun jidher fl-applikazzjoni għar-reġistrazzjoni (f'dan l-Att ukoll imsejjaħ "membru oriġinali"), u persuna jew għaqda mdaħħla bħala membru wara r-reġistrazzjoni tal-għaqda;

"Ministru" tfisser il-Ministru li minn żmien għal żmien ikun responsabbli għall-għaqdiet koperativi;

"onorarju" tfisser sehem mir-residwu nett ta' għaqda li jinqasam bejn il-membri kollha jew uħud mill-membri tal-kumitat tat-tmexxija jew tal-bord ta' sorveljanza bħala kumpens għas-servizzi tagħhom li ma jirċevux xort'oħra kumpens dwarhom;

"organizzazzjoni *apex*" tfisser organizzazzjoni mwaqqfa biex thaffef ix-xogħol ta' l-għaqdiet koperativi primarji u sekondarji kollha f'Malta;

"patronage refund" għandha l-istess tifsir kif mogħti lilha bl-artikolu 88 ta' dan l-Att;

"reġistrata" tfisser reġistrata taht dan l-Att;

"Regolamenti" tfisser Regolamenti magħmula taht dan l-Att;

“regoli” tfisser ir-regoli reġistrati ta’ soċjetà u tinkludi emenda reġistrata għal dawk ir-regoli;

“residwu” tfisser ir-riżultatj ekonomiċi ta’ għaqda kif jidhru fid-dikjarazzjonijiet finanzjarji verifikati ta’ dik l-għaqda, li jirrapprezentaw l-eċċess tad-dhul fuq l-infiq fit-tmiem ta’ sena finanzjarja;

“residwu nett” tfisser il-parti li tibqa’ mir-residwu wara li jkun gie provdut b’mod xieraq għal deprezzament, *bad debts*, fond ta’ riżerva u għall-Fond Ċentrali tal-Koperativi;

“uffiċjal” tinkludi l-president, il-viċi-president, id-direttur, is-segretarju, l-assistent segretarju, it-teżorier, l-assistent teżorier, membru tal-kumitat tat-tmexxija, membru tal-bord ta’ sorveljanza u l-*manager* ta’ għaqda u tinkludi wkoll kull impjegat jew persuna oħra li għandha s-setgħa taħt dan l-Att, ir-Regolamenti jew ir-regoli ta’ l-għaqda li tagħti direttivi dwar ix-xogħol ta’ għaqda jew li tissorvelja dak ix-xogħol;

“uffiċjal ta’ l-imghoddi” dwar xi obbligu mpost b’dan l-Att, tfisser persuna li f’xi żmien qabel ma jkun inholoq l-obbligu kienet, jew kienet taqdi d-dmirijiet ta’ uffiċjal;

“uffiċjal tal-koperativa” tfisser membru tal-persunal ta’ l-Uffiċċju tal-Bord tal-Koperativi.

(2) Kull riferenza f’dan l-Att għal tħaris, jew ksur, ta’ dan l-Att jew ta’ xi waħda mid-disposizzjonijiet tiegħu, jew għal xi haġa li tkun sugġetta għal, jew li tkun skond, dan l-Att jew xi waħda mid-disposizzjonijiet tiegħu, u kull riferenza ekwivalenti, jinkludu riferenza għal tħaris ta’ u għal ksur ta’ kull regolament magħmul taħt dan l-Att u għal li l-haġa tkun sugġetta għal jew tkun skond kull regolament bħal dak.

TAQSIMA II

Twaqqif, Funzjonijiet u Għamla tal-Bord tal-Koperativi

Twaqqif u
funzjonijiet
tal-Bord tal-
Koperativi

3. (1) Għandu jkun hemm Bord, li jkun magħruf bhala l-Bord tal-Koperativi, li l-funzjonijiet tiegħu jkunu —

(a) li jirreġistra u li jeżerċita l-kontroll fuq għaqdiet koperativi skond id-disposizzjonijiet ta’ dan l-Att;

(b) li jagħti pariri lill-Ministru fuq kull haġa li għandha x’taqsam ma’ għaqdiet koperativi, u b’mod partikolari dwar kull għajjuna, finanzjarja jew xort’oħra, li tista’ tkun meħtieġa mill-għaqdiet koperativi;

(ċ) li jhegġeg it-twaqqif ta’ għaqdiet koperativi fis-setturi kollha ta’ l-ekonomija u li jghin lill-għaqdiet koperativi biex iżidu l-effiċjenza tagħhom;

(d) li jaqdi dawk id-dmirijiet l-oħra li huma mogħtija lillu b’dan l-Att jew bis-sehh tiegħu jew kif jistgħu jiġu mogħtija lillu mill-Ministru.

(2) Il-Bord jista’, bla hsara għad-disposizzjonijiet ta’ dan l-Att u għal kull direttiva ġenerali jew speċjali tal-Ministru, jiddelega kull waħda mill-funzjonijiet tiegħu taħt dan l-Att.

(3) Il-Bord ikun korp imwaqqaf b'ligi li jkollu personalità ġuridika distinta u, bla ħsara għad-disposizzjonijiet ta' dan l-Att, ikun jista' jagħmel kuntratti, iħarrek u jiġi mħarrek, u jkun jista' jagħmel kull haġa u jidhol għal dawk in-negozji kollha li huma incidentali jew li jwasslu għall-eżerċizzju tal-funzjonijiet tiegħu taħt dan l-Att:

Iżda l-Bord ma jkollux is-setgħa li jissellef jew li jislef xi flus ħlief bl-awtorità bil-miktub tal-Ministru li tingħata wara konsultazzjoni mal-Ministru responsabbli għall-finanzi.

4. (1) Il-Bord tal-Koperativi jkun magħmul minn *Chairman* u minn mhux inqas minn żewġ u mhux iżjed minn sitt membri oħra. Il-membri tal-Bord, magħdud iċ-*Chairman*, ikunu maħtura mill-Ministru minn fost persuni li, fil-fehma tiegħu kellhom esperjenza ta', u wrew hila fi, hwejjeġ li għandhom x'jaqsmu ma' koperativi, agrikoltura, industrja, organizzazzjoni ta' haddiema, kummerċ, finanzji, jew amministrazzjoni.

Għamla tal-Bord tal-Koperativi.

(2) Kull membru tal-Bord ikun maħtur għall-perijodu ta' mhux iktar minn ħames snin, għandu jzomm u jħalli l-kariga skond id-disposizzjonijiet tal-hatra tiegħu, u mat-tmiem tal-hatra tiegħu jkun jista' jiġi maħtur mill-ġdid:

Iżda membru tal-Bord jista' f'kull żmien, b'avviż bil-miktub lill-Ministru, jirriżenja mill-kariga tiegħu.

(3) Ebda persuna ma tiġi maħtura jew tibqa' membru tal-Bord jekk:

- (a) tkun membru tal-Kamra tad-Deputati, jew
- (b) tkun uffiċjal ta' għaqda primarja jew sekondarja.

(4) Meta l-kariga taċ-*Chairman* tal-Bord tkun battala jew iċ-*Chairman* ikun nieqes minn Malta jew bil-vaganzi, jew meta ma jkunx jista' jaqdi l-funzjonijiet tal-kariga tiegħu, il-Ministru jista' jahtar lil kull persuna oħra, ukoll jekk dik il-persuna ma tkunx membru tal-Bord, biex tagħmilha ta' *Chairman* matul dik il-vakanza, nuqqas, vaganzi jew inkapaċità; u l-persuna hekk maħtura għandha teżerċita l-jeddijiet u l-funzjonijiet kollha taċ-*Chairman* tal-Bord sakemm iddum dik il-hatra.

(5) Membru tal-Bord jista' jitneħħa mill-kariga mill-Ministru jekk fil-fehma tal-Ministru dak il-membru jkun ħati ta' imġieba ħażina ħafna fil-qadi ta' dmirijietu. Il-Ministru jista' jneħħi wkoll mill-kariga membru tal-Bord jekk fil-fehma tiegħu dak il-membru ma jkollux il-hila li jaqdi dmirijietu, jew jonqos mill-laqgħat tal-Bord, mingħajr raġuni xierqa, għal dak in-numru ta' laqgħat li l-Ministru jidhirlu li jkun iż-żejjed.

(6) Il-Ministru għandu wkoll jahtar Segretarju tal-Bord.

(7) Membru tal-Bord jithallas dik ir-rimunerazzjoni li l-Ministru, bi ftehim mal-Ministru responsabbli għall-finanzi, jistabilixxi minn żmien għal żmien.

5. Ir-rappreżentanza ġuridika tal-Bord tkun vestita fiċ-*Chairman*:

Rappreżentanza tal-Bord.

Iżda l-Bord jista' jahtar wiehed jew aktar mill-membri l-oħra, jew mill-uffiċjali jew l-impjegati l-oħra tal-Bord, jew lil xi persuna li tkun qed taqdi dmirijiet għall-Bord, biex tidher f'isem u għall-Bord f'kull proċediment ġudizzjarju, u f'kull att, kuntratt, kitba jew kuntratt ieħor ikun li jkun.

Uffiċċju tal-Bord tal-Koperativi.

6. (1) Ghandu jkun hemm uffiċċju tal-Bord tal-Koperativi li jkun immexxi u li jkollu dak il-persunal skond id-disposizzjonijiet ta' dan l-Att.

Uffiċċju tal-Bord tal-Koperativi.

(2) Bla hsara għad-disposizzjonijiet ta' dan l-Att u għal kull direttivi tal-Bord, l-amministrazzjoni u t-tmexxija ta' l-Uffiċċju tal-Bord u l-kontroll amministrattiv tal-persunal tiegħu, ikun ir-responsabbiltà ta' *Chairman*.

(3) L-Uffiċċju tal-Bord ghandu jinkludi, fost il-persunal tiegħu, persuni bi kwalifiki speċjali għall-promozzjoni u l-iżvilupp ta' koperativi. Il-persunal ta' l-Uffiċċju tal-Bord ikun magħmul minn dawk l-uffiċjali u mpjegati tal-Bord, jew minn dawk l-impjegati fis-servizz tal-Gvern li jistgħu jitqabbdu fuq dmirijiet mal-Bord, jew minn dawk iż-żewġ kwalitajiet ta' uffiċjali u mpjegati.

(4) Il-pattijiet u l-kondizzjonijiet ta' l-impieg ta' kull uffiċjali jew impjegati tal-Bord għandhom ikunu paragonabbli ma' dawk ta' l-impjegati fis-servizz tal-Gvern u jiġu stabbiliti mill-Bord bi qbil mal-Ministru.

Proċedura tal-Bord.

7. (1) Il-Bord jista' jaġixxi minkejja kull vakanza fost il-membri tiegħu barra minn vakanza fil-kariga ta' *Chairman*.

(2) Il-*quorum* fil-laqgħat kollha tal-Bord ikun ta' mhux inqas minn nofs in-numru tal-membri tal-Bord. Fin-nuqqas ta' *Chairman* il-membri l-oħra għandhom jeleġġu wiehed minn fosthom biex jaġmilha ta' *Chairman* għal dik il-laqgħa.

(3) Id-deċiżjoni tal-Bord tkun b'maġġoranza tal-voti tal-membri preżenti u li jivvotaw. Iċ-*Chairman* tal-Bord jew tal-laqgħa, skond il-każ, ikollu vot oriġinali u, fil-każ ta' voti ndaqs, ikollu wkoll vot deċiżiv minbarra l-vot oriġinali tiegħu.

(4) Kull dokument li juri li hu kitba magħmula jew mahruġa mill-Bord u li jkun iffirmit miċ-*Chairman* f'isem il-Bord jitqies bħala prova u, sakemm ma jiġix ippruvat kuntrarju, jitqies li hu kitba magħmula jew mahruġa mill-Bord.

(5) Kull membru tal-Bord li jkollu xi nteress dirett jew indirett, hliet bħala membru tal-Bord jew flimkien mal-membri l-oħra kollha tal-Bord, f'xi kuntratt jew ftehim magħmul jew propost li jsir mill-Bord, ghandu jiddikjara x-xorta ta' l-interess tiegħu fl-ewwel laqgħa tal-Bord.

(6) Kull dikjarazzjoni magħmula taħt il-paragrafu ta' qabel dan għandha titnizzel fil-minuti tal-Bord u l-membru li jkun għamel dik id-dikjarazzjoni ghandu jirtira mill-laqgħa waqt li l-kuntratt jew il-ftehim ikun qed jiġi diskuss jew deċiż mill-Bord.

(7) Bla hsara għad-disposizzjonijiet ta' dan l-Att, il-Bord jista' jirregola l-proċedura tiegħu stess.

8. (1) Il-Ministru jista', dwar kull haġa li fil-fehma tiegħu tkun tolgot l-interess pubbliku, minn żmien għal żmien jagħti lill-Bord direttivi ta' xorta ġenerali fuq il-*policy* li l-Bord għandu jimxi fuqha fil-qadi tal-funzjonijiet tiegħu taht dan l-Att; u l-Bord għandu, kemm jista' jkun malajr, jagħti seħħ lil kull direttiva bħal dik.

Setgħat tal-Ministru dwar il-Bord ta' l-Għaqdiet Koperativi.

(2) Il-Bord għandu jagħti lill-Ministru, b'dak il-mod u f'dawk iż-żminijiet li hu jehtieg, kull faċilità li jkseb u jivverifika tagħrif li għandu x'jaqsam mal-hidma tal-Bord u għandu jagħti lill-Ministru dawk il-prospetti u dak it-tagħrif ieħor li jkun jehtieg.

9. (1) L-ispejjeż tal-Bord, barra mill-ispejjeż li għandhom jithallsu mill-Fond Ċentrali tal-Koperativi, għandhom jithallsu mill-fondi pubbliċi kif jista' jiġi provdut f'Att ta' Appropriazzjoni jew skond xi liġi li tawtorizza l-infieq mill-Fond Konsolidat:

Disposizzjonijiet finanzjarji dwar il-Bord.

Iżda matul kull perijodu li dwaru ma jkunx hemm provvedimenti għal dak l-infieq, kull somma meħtieġa mill-Bord għall-eżerċizzju xieraq tal-funzjonijiet tiegħu taht dan l-Att u approvata mill-Ministru bi ftehim mal-Ministru responsabbli għall-finanzi, tkun għall-karigu tal-Fond Konsolidat mingħajr appropriazzjoni oħra barra dan l-Att.

(2) Il-Bord għandu, kemm jista' jkun malajr, iżda mhux iktar tard minn tliet xhur wara li tispicċa kull sena kalendarja, jisottometti lill-Ministru prospett tal-kontijiet verifikati kif imiss mid-Direttur tal-Verifika u rapport tal-hidma tiegħu dwar is-sena finanzjarja ta' qabel, u għandu jibgħat kopja ta' kull prospett u rapport bħal dawk lill-Ministru responsabbli għall-finanzi.

(3) Id-dhul tal-Bord għandu jithallas fil-Fond Ċentrali tal-Koperativi imwaqqaf taht l-artikolu 86 ta' dan l-Att.

10. (1) Il-Bord tal-Koperativi, jew uffiċjal tal-koperativi msemmi għal hekk mill-Bord għandu, fuq it-talba ta' persuni li jkunu nteressati jiffurmaw għaqda proposta, jibgħat dak it-tagħrif dwar il-prinċipji, il-prattika u t-tmexxija ta' kooperativi li jkun jista' jgħinhom biex jistabilixxu kemm ikun jaqbel li jagħmlu dik l-għaqda u biex iheffu r-registrazzjoni.

Servizzi konsultattivi provduti mill-Bord.

(2) Il-Bord tal-Koperativi, jew uffiċjal tal-koperativi kif intqal qabel għandu jipprovdi, jew jiehu hsieb li jiġu provduti, spezzjon u tagħrif u pariri tekniċi u xort'oħra, dwar dak li għandu x'jaqsam ma' għaqda li jkunu meħtieġa biex ighinu lill-uffiċjali u lill-membri tagħha li jharsu d-disposizzjonijiet ta' dan l-Att, u sabiex jilhqu l-għanijiet ta' l-għaqda fuq bażi ta' kooperativa.

(3) L-imsemmija għajnuna għandha, bla hsara għall-ġeneralità tad-disposizzjonijiet ta' qabel, tinkludi l-abbozzar ta' regoli jew ta' emendi ta' regoli kif meħtieġa mill-għaqda jew mill-għaqda proposta.

(4) Meta organizzazzjoni *apex* tkun giet registrata taht dan l-Att b'għanijiet li jinkludu li jiġu provduti servizzi edukattivi u konsultattivi dwar l-impiegi u l-iżvilupp ta' kooperativi, il-Bord tal-Koperativi jista' jitlob lil dik l-organizzazzjoni *apex* biex tagħtih dak it-tagħrif dwar prinċipji, Prattika u tmexxija ta' kooperativi li għandhom jingħataw skond is-subartikolu (1) ta' dan l-artikolu, jew jista' jagħmel arrangamenti ma' l-uffiċjali ta' l-organizzazzjoni *apex* biex jipprovdu dak it-tagħrif jew dawk il-pariri tekniċi jew xort'oħra dwar it-tmexxija ta' għaqda li tkun membru ta' organizzazzjoni *apex*, li jkunu meħtieġa biex ighinu lill-uffiċjali u lill-membri ta' l-għaqda jilhqu l-għanijiet u l-iskopijiet tagħha.

TAQSIMA III

Formazzjoni u Registrazzjoni ta' Għaqdiet

Għaqdiet li
jistghu jigu
registrati.

11. (1) Bla hsara għad-disposizzjonijiet ta' dan l-Att, għaqda li jkollha bhala l-għan ewlieni tagħha l-promozzjoni ta' l-interessi ekonomiċi tal-membri tagħha skond il-prinċipji koperativi, jew għaqda mwaqqfa bl-għan li tħaffef ix-xogħol ta' għaqdiet bħal daww, tista' tiġi registrata bhala għaqda koperativa taħt dan l-Att.

(2) Għall-għanijiet tas-subartikolu (1) ta' dan l-artikolu, il-prinċipji koperativi jinkludu —

- (a) sħubija miftuħa u volontarja;
- (b) il-provvediment ta' servizzi prinċipalment għall-membri ta' l-għaqda;
- (ċ) kontroll demokratiku tas-soċjetà;
- (d) tqasim xieraq u ġust tal-frott ekonomiku li jirrizulta mix-xogħol ta' l-impriza koperativi;
- (e) indivizibbiltà ta' fondi ta' riżerva;
- (f) promozzjoni ta' l-educazzjoni fi hwejjeġ tal-koperativi;
- (g) koperazzjoni bejn l-għaqdiet koperativi f'livelli lokali, nazzjonali u internazzjonali.

Laqgħa tal-bidu
u elezzjoni
tal-kumitat ta'
formazzjoni.

12. (1) Il-persuni li jkunu jixtiequ li jiffurmaw għaqda koperativa għandhom jiltaqgħu sabiex jeleggu l-kumitat tal-formazzjoni. Fuq it-talba ta' daww il-persuni uffiċjal tal-koperativi jista' jgħinhom fil-formazzjoni ta' l-għaqda proposta.

(2) Meta l-għaqda proposta tkun għaqda primarja, il-kumitat tal-formazzjoni għandu jkun magħmul minn għall-anqas seba' minnies li jkunu jikkwalifikaw bhala membri ta' għaqda primarja skond l-artikolu 45 ta' dan l-Att.

(3) Meta l-għaqda proposta tkun għaqda sekondarja, il-kumitat ta' formazzjoni għandu jkun magħmul minn għall-anqas ha-mes membri individwali eletti f'laqgħa tar-rappreżentanti ta' l-għaqdiet interessati li jkunu jikkwalifikaw bhala membri ta' għaqda sekondarja skond l-artikolu 45 ta' dan l-Att.

(4) Kumitat ta' formazzjoni għandu jeleggi president u segretarju u għandu jzomm notament tal-provvedimenti tiegħu.

Funzjonijiet ta'
kumitat ta'
formazzjoni.

13. Il-funzjonijiet ta' kumitat ta' formazzjoni elett skond l-artikolu 12 ta' dan l-Att ikunu —

- (a) li jikkonsidra x-xorta ta' għaqda li għandha tiġi ffurmata u li jlesti l-għanijiet tagħha;
- (b) jikkalkola kemm x'aktarx ser ikun hemm membri u x'volum ta' kummerċ se jkun hemm;
- (ċ) jagħmel, b'konsultazzjoni ma' uffiċjal tal-koperativi, studju tal-possibilitajiet ekonomiċi u prattiċi tal-hidma li tkun se ssir mill-għaqda proposta;

(d) ihejji, fuq il-baži ta' l-istudju msemmi fil-paragrafu (c) ta' dan l-artikolu u f'dik il-forma li l-Bord tal-Koperativi jista' japprova, dikjarazzjoni ta' vijabbiltà biex tiġi sottomessa lill-Bord;

(e) jaġġmel lista ta' membri prospettivi u notament tal-kontribuzzjonijiet li x'aktarx ikun hemm għall-kapital f'għamla ta' azzjonijiet;

(f) jorganizza laqgħat edukattivi u ċirkoli ta' studju u jid-diskuti l-għaqda proposta, ix-xogħol tagħha u x'benefiċċji jkollha għall-membri tagħha;

(g) ihejji, b'konsultazzjoni ma' l-uffiċjal tal-koperativi, regoli xierqa għall-għaqda proposta; u

(h) jaġġmel dak kollu u kull haġa li jkunu meħtieġa sabiex issir applikazzjoni għar-registrazzjoni ta' l-għaqda proposta.

14. Ebda għaqda m'għandha tiġi registrata taħt dan l-Att kemm-il darba —

Kondizzjonijiet
għal
registrazzjoni.

(a) fil-każ ta' għaqda primarja, ma tkunx magħmula minn għall-anqas seba' minn nies li kull wieħed minnhom ikun jikkwalifika bħala membru skond l-artikolu 45 ta' dan l-Att;

(b) fil-każ ta' għaqda sekondarja, ma tkunx magħmula minn żewġ għaqdiet jew iktar li jkunu jikkwalifikaw bħala membri skond l-imsemmi artikolu 45.

15. (1) Ebda għaqda ma tkun registrata f'isem li fil-fehma tal-Bord tal-Koperativi ma jkunx mixtieq.

Isem ta'
l-għaqdiet.

(2) Kull għaqda għandu jkollha —

(a) il-kelma "koperativa" bħala parti minn isimha; u

(b) il-kelma "limitata" fit-tarf ta' isimha.

16. (1) Meta l-Bord tal-Koperativi jkun iċċertifika li l-ħtiġiet ta' l-artikolu 13 ta' dan l-Att ikunu ġew imħarsa, għandha ssir il-laqgħa tal-ftuh tal-persuni li jkollhom il-ħsieb li jiffurmaw l-għaqda proposta sabiex jiġu diskussi u approvati r-regoli proposti.

Il-laqgħa tal-ftuh
ta' l-għaqda

(2) Il-persuni preżenti għall-laqgħa tal-ftuh għandhom jeleg-ġu kumitat provvizorju ta' tmexxija u l-membri hekk eletti għandhom iservu sakemm tkun saret l-elezzjoni ta' l-ewwel kumitat tat-tmexxija.

(3) Il-persuni eletti biex iservu fuq il-kumitat provvizorju għandhom, mar-registrazzjoni ta' l-għaqda, jitqiesu li jkollhom is-setgħat u d-dmirijiet kollha ta' kumitat tat-tmexxija kif provdut fl-artikolu 67 ta' dan l-Att.

17. (1) Kull applikazzjoni għar-registrazzjoni għandha tiġi ppreżentata lill-Bord tal-Koperativi fil-forma murija fit-Taqsima I ta' l-Ewwel Skeda li tinsab ma' dan l-Att u għandu jkun fiha t-tagħrif speċifikat fit-Taqsima II ta' dik l-Skeda. Din għandha tkun iffirmata —

Applikazzjoni
għal
registrazzjoni

(a) fil-każ ta' għaqda primarja, minn għall-anqas seba' minn nies li kollha jikkwalifikaw bħala membri ta' għaqda primarja; u

(b) fil-każ ta' għaqda sekondarja, minn tnejn min-nies awtorizzati kif imiss għal hekk minn mhux inqas minn żewġ għaqdiet li jikkwalifikaw bħala membri ta' għaqda sekondarja.

(2) L-applikazzjoni għandu jkollha magħha —

(a) tliet kopji tar-regoli proposti ta' l-għaqda, iffirmati mill-applikanti;

(b) il-minuti tal-laqgħa tal-ftuh, iffirmati mill-persuni kollha preżenti u li riedu jsiru membri ta' l-għaqda proposta; u

(c) kopja tad-dikjarazzjoni ta' vijabbiltà msemmija fil-paragrafu (d) ta' l-artikolu 13 ta' dan l-Att.

Htiġiet qabel
reġistrazzjoni

18. (1) Il-Bord tal-Koperativi jista' jeħtieġ lill-applikanti li jagħtuh dak it-tagħrif l-ieħor dwar l-għaqda kif jidherlu xieraq magħduda —

(a) il-ħtieġa ekonomika jew xort'oħra għall-formazzjoni ta' l-għaqda;

(b) ix-xogħol edukattiv u konsultattiv li għandu x'jaqsam ma' prinċipji u ħidma ta' koperativi li diġà qed isiru fost l-applikanti għar-reġistrazzjoni u l-membri prospettivi;

(c) jekk hemmx kapital biżżejjed biex jibda x-xogħol; u

(d) jekk hemmx uffiċjali li għandhom il-ħila meħtieġa għad-direzzjoni u t-tmexxija ta' l-affarijiet ta' l-għaqda u li jzommu dawk in-notamenti u kontijiet għall-għaqda kif il-Bord jista' jeħtieġ.

(2) Jekk fuq il-bażi tat-tagħrif provdut lilu taħt is-subartikolu (1) ta' l-artikolu 17 ta' dan l-Att u tas-subartikolu (1) ta' dan l-artikolu, il-Bord tal-Koperativi jkun tal-fehma li l-applikanti għar-reġistrazzjoni u persuni oħra li jkunu mistennija li jsiru membri jkunu jinħtieġu aktar xogħol edukattiv u konsultattiv, jew ikun jidher li n-numru tal-membri jkun żgħir wisq biex ix-xogħol jibda jaħdem b'mod sodisfaċenti, jew ikun meħtieġ iktar żmien biex jingabar il-kapital meħtieġ, jew li jkun aħjar jekk persuni li jkunu mistennija li jsiru uffiċjali ta' l-għaqda jkollhom aktar taħriġ, il-Bord jista' —

(a) jagħti direttivi għall-aktar xogħol edukattiv u konsultattiv, jew għal aktar żmien biex jingabar il-kapital, jew għal aktar taħriġ, skond il-każ; jew

(b) provvizorjament jirreġistra l-għaqda proposta taħt l-artikolu 19 ta' dan l-Att.

Reġistrazzjoni
provvizorja.

19. (1) Meta l-Bord tal-Koperativi ma jkunx sodisfatt li għaqda proposta għandha tiġi reġistrata taħt dan l-Att meta ssir l-applikazzjoni għar-reġistrazzjoni, dan jista', jekk ikun tal-fehma li passi jistgħu jittieħdu u jkunu se jittieħdu b'diligenza mill-persuni li minnhom jew f'isimhom issir l-applikazzjoni għar-reġistrazzjoni biex jitharsu l-kondizzjonijiet kollha tar-reġistrazzjoni, jirreġistra provvizorjament l-għaqda proposta għal dak il-perjodu li ma jkunx itwal minn tliet snin, u sugġett għat-tħaris ta' dawk il-pattijiet u l-kondizzjonijiet, li l-Bord jista' jistabbilixxi.

(2) Għaqda li tkun giet reġistrata provvizorjament ikollha, bla ħsara għal dan l-artikolu u għal kull patt u kondizzjoni impost mill-Bord tal-Koperativi taħt is-subartikolu (1) ta' dan l-artikolu, il-jedd li taħdem b'ħala għaqda reġistrata, u fil-waqt li jkollha dak il-jedd li taħdem ikollha l-istat u s-setgħat ta' għaqda reġistrata.

(3) Ghaqda li hi registrata provvizorjament taht dan l-artikolu ghandha tiehu hsieb li l-fatt li hi registrata provvizorjament jin-ghad b'ittri li jinqraw fuq il-kontijiet, il-karti ta' l-ittri, l-avviżi, ir-reklami u l-pubblikazzjonijiet ufficjali l-oħra ta' l-ghaqda u b'mod iktar partikolari fuq tabella li titqiegħed f'post fejn jidher sewwa barra kull post fejn tkun taħdem.

(4) Il-Bord tal-Koperativi jista' f'kull żmien iħassar ir-registrazzjoni provvizorja ta' ghaqda b'avviż bil-miktub indirizzat lill-ghaqda u dak it-tħassir ikollu seħħ daqs rifjut li l-ghaqda tiġi registrata, u l-ghaqda għandha mid-data tan-notifika ta' l-avviż tispicċa milli tkun ghaqda registrata.

(5) Meta ghaqda tispicċa milli tkun ghaqda registrata taht is-subartikolu (4) ta' dan l-artikolu, il-Bord tal-Koperativi jista' jahtar persuna kompetenti biex tkun il-likwidatur ta' l-ghaqda; iżda l-validità ta' kull negozju li jkun sar mill-ghaqda jew magħha matul iż-żmien li kienet registrata provvizorjament ma tiġix milquta minhabba f'hekk.

(6) Jekk, f'xi żmien matul il-perijodu ta' registrazzjoni provvizorja, il-Bord tal-Koperativi jkun sodisfatt li l-ghaqda tħares il-ħtiġiet u l-kondizzjonijiet kollha għal registrazzjoni, hu jista' jirregistra lill-ghaqda taht l-artikolu 20 ta' dan l-Att, u malli jsir dan dik l-ghaqda titqies li giet hekk registrata fid-data tar-registrazzjoni provvizorja, u dan l-artikolu ma jkomplix japplika għal dik l-ghaqda.

(7) Meta ghaqda tikser xi waħda mid-disposizzjonijiet tas-subartikolu (3) ta' dan l-artikolu, tkun hatja ta' reat u teħel meta tinsab hatja multa ta' mhux iżjed minn ħamsin lira, u fil-każ ta' reat permanenti multa ta' mhux iżjed minn għaxar liri għal kull ġurnata li matulha jkompli r-reat.

20. (1) Meta l-Bord tal-Koperativi jkun sodisfatt li ghaqda tkun ħarset id-disposizzjonijiet ta' dan l-Att, li r-regoli proposti tagħha b'ebda mod ma jkunu jmorru kontra dawk id-disposizzjonijiet u li l-impriza ta' l-ghaqda x'aktarx tirnexxi, hu għandu jirregistra lill-ghaqda u r-regoli tagħha.

Registrazzjoni
ta' ghaqdiet.

(2) Mar-registrazzjoni jew mar-registrazzjoni provvizorja ta' ghaqda, il-Bord tal-Koperativi għandu jibgħat lill-ghaqda, mingħajr hlas —

(a) Ċertifikat ta' Registrazzjoni;

(b) kopja tar-regoli ta' l-ghaqda kif approvata minnu, u firmata f'ismu biex jiġi muri li kien hemm dik l-approvazzjoni;

(c) kopja ta' l-Att u tar-Regolamenti dwar il-Koperativi;

u għandu jiehu hsieb li l-fatt tar-registrazzjoni jiġi pubblikat fil-Gazzetta tal-Gvern.

(3) Kull rifjut mill-Bord tal-Koperativi biex jirregistra ghaqda jew xi waħda mir-regoli tagħha, għandu jintbagħat lill-applikanti u dik il-komunikazzjoni għandu jkun fiha r-raġunijiet għar-rifjut.

(4) Appell kontra r-rifjut tal-Bord li jirregistra ghaqda proposta jista' jsir lill-Ministru fi żmien xahrejn mid-data tal-komunikazzjoni ta' dak ir-rifjut lill-applikanti, u d-deċiżjoni tal-Ministru dwar dan tkun finali.

Prova ta' registrazzjoni.

21. Certifikat ta' registrazzjoni ffirmat f'isem il-Bord tal-Koperativi jkun prova konklużiva li l-għaqda msemmija fih hi registrata jew hi registrata provviżorjament kif għandu jkun, kemm-il darba ma jiġix ippruvat li r-registrazzjoni jew ir-registrazzjoni provviżorja ta' l-għaqda tkun giet imħassra jew mitmuma.

TAQSIMA IV

Privileġġi u Dmirijiet ta' Għaqdiet

Għaqdiet ikunu korp magħqud.

22. Mar-registrazzjoni, għaqda tkun korp magħqud li jkun magħruf bl-isem li tahtu tkun registrata li jkollu s-setgħa li jzomm proprjetà mobbli u immobbli, li jagħmel kuntratti, li jharrek u li jiġi mharrek u li jagħmel dak kollu li jkun meħtieġ għall-għanijiet li għalihom ikun giet mwaqqaf.

Atti ta' għaqdiet ma jiġux invalidati minhabba ċerti difetti.

23. Att ta' għaqda jew ta' kumitat ta' tmexxija jew ta' uffiċjal ta' l-għaqda ma jitqiesx li hu invalidu minhabba biss li jkun hemm xi difett fil-kostituzzjoni ta' l-għaqda jew tal-kumitat ta' tmexxija jew fil-hatra jew fl-elezzjoni ta' uffiċjal jew minhabba li dak l-uffiċjal ikun skwalifikat għall-hatra tiegħu.

Setgħa ta' l-għaqdiet li jingħaqdu.

24. (1) Għaqdiet jistgħu jiffurmaw għaqdiet sekondarji u organizzazzjoni *apex*.

(2) L-għan ta' għaqdiet sekondarji jkun li jhaffef ix-xogħol ta' għaqdiet primarji.

(3) L-organizzazzjoni *apex*, meta tkun iffurmata u registrata, għandha ttiprovdi, torganizza u tissorvelja servizzi effettivi centralizzati għall-moviment koperativ u għal tagħlim u taħriġ fuq koperativi, u dawk is-servizzi l-oħra li jkunu meħtieġa jew spedjenti għall-membri.

Regoli ta' l-għaqdiet.

25. (1) Ir-regoli ta' kull għaqda għandhom, bla ħsara għal kull emenda li tkun saret u giet registrata skond dan l-Att, ikunu dawk approvati u registrati mill-Bord tal-Koperativi.

(2) Ir-regoli ta' kull għaqda għandhom jinkludu disposizzjoni dwar dak li hu msemmi fit-Tieni Skeda li tinsab ma' dan l-Att, bil-mod u safejn hu meħtieġ b'dik l-Iskeda.

Emenda ta' regoli u registrazzjoni tagħhom.

26. (1) Kull għaqda tista', bla ħsara għad-disposizzjonijiet ta' dan l-Att, temenda r-regoli tagħha.

(2) Emenda li tibdel l-isem ta' l-għaqda ma tolqot ebda dritt jew obbligu ta' l-għaqda u ebda membru jew membru passat, u kull proċedimenti legali li jkunu pendenti jistgħu jtkomplew mill-għaqda jew kontra l-għaqda taht isimha l-gdid.

(3) Emenda għal regola ta' għaqda ma jkollhiex effett qabel tkun giet registrata mill-Bord tal-Koperativi.

(4) Il-Bord m'għandux jirregistra emenda għar-regoli ta' għaqda kemm-il darba —

(a) riżoluzzjoni biex temenda r-regoli ma tkunx għaddiet minn mhux inqas minn tliet kwarti tal-membri prezenti u li jivvotaw f'laqgħa ġenerali msejja kif imiss għal hekk; u

(b) ma jkunx inghata avviz lill-membri ta' mhux inqas minn hmistax-il jum dwar l-emenda u l-laqgħa.

(5) Tliet kopji ta' kull emenda għar-regoli ta' l-għaqda mgħoddija kif imiss kif intqal qabel għandhom jinghataw lill-Bord tal-Koperativi flimkien ma' applikazzjoni għar-registrazzjoni ta' l-emenda. Dik l-applikazzjoni għandha tkun iffirmita mill-president u minn żewġ membri tal-kumitat ta' tmexxija ta' l-għaqda u għandu jkun fiha dak it-tagħrif li l-Bord tal-Koperativi jista' jeħtieġ.

(6) Il-Bord tal-Koperativi għandu jirreġistra emenda għar-regola biss jekk ikun sodisfatt li l-emenda b'ebda mod ma tikser xi waħda mid-disposizzjonijiet ta' dan l-Att.

(7) Jekk il-Bord jirrifjuta li jirreġistra emenda għal regola dan għandu jnizzel bil-miktub ir-raġunijiet għar-rifjut tiegħu u għandu jgħarraf lill-għaqda bid-deċiżjoni tiegħu.

(8) Jista' jsir appell lill-Ministru minn kull rifjut tal-Bord li jirreġistra emenda għar-regoli ta' għaqda fi żmien xahrejn minn meta l-Bord jikkomunika d-deċiżjoni tiegħu lill-għaqda, u d-deċiżjoni tal-Ministru dwar hekk tkun finali.

(9) Meta l-Bord tal-Koperativi jirreġistra emenda għar-regoli ta' għaqda, dan għandu jibgħat kopja ta' l-emenda lill-għaqda flimkien ma' ċertifikat tar-registrazzjoni tagħha u għandu jieħu hsieb li l-fatt ta' l-emenda għar-regoli jiġi ppubblikat fil-Gazzetta tal-Gvern.

27. (1) Ir-regoli ta' għaqda, meta jkunu registrati, jorbtu lill-għaqda u lill-membri tagħha daqslikieku kienu ffirmiti minn kull wieħed mill-membri u daqslikieku kien fihom rabtiet għal kull wieħed mill-membri għalih innifsu u għas-successuri tiegħu li jharsu d-disposizzjonijiet kollha ta' dawk ir-regoli.

Ir-regoli jorbtu lill-membri.

(2) Membru ta' għaqda m'għandux, jekk qabel ma jkunx inkiseb il-kunsens tiegħu bil-miktub, ikun marbut b'xi emenda tar-regoli ta' l-għaqda li jkunu ġew registrati wara li hu jkun sar membru, jekk u safejn dik l-emenda tkun teħtieġ li huwa jieħu jew jissottoskrivi għal aktar ishma minn dak in-numru miżmum minnu fid-data tar-registrazzjoni ta' l-emenda, jew li jhallas fuq l-ishma hekk miżmuma xi somma ta' flus li tkun iżjed mill-ammont li jkun għadu mhux imhallas fuqhom f'dik id-data, jew b'xi mod tiżdied ir-responsabbiltà ta' dak il-membri biex jikkontribwixxi għall-kapital ta' l-ishma jew għall-kapital ta' self ta' l-għaqda.

(3) Kull kwistjoni li tinqala' dwar it-tifsir ta' regola għandha tintbagħat lill-Bord tal-Koperativi għad-deċiżjoni tiegħu u d-deċiżjoni tal-Bord tkun finali.

28. (1) Kull għaqda għandu jkollha indirizz registrat skond dan l-Att li fih għandhom jintbagħtu l-avviżi u l-komunikazzjonijiet kollha.

Indirizz ta' l-għaqda.

(2) L-indirizz dikjarat fl-applikazzjoni għar-registrazzjoni għandu jiġi registrat bhala l-indirizz registrat sakemm jiġi mibdul skond dan l-Att.

(3) Kull bdil ta' indirizz għandu jiġi avżat lill-Bord tal-Koperativi u lil dawk il-persuni mhux membri li jkunu kredituri ta' l-għaqda. Il-Bord għandu jieħu hsieb li l-indirizz il-ġdid jiġi registrat bhala l-indirizz ta' l-għaqda.

Reġistru tal-membri u ishma.

29. (1) Kull għaqda għandha żżomm reġistru tal-membri, u reġistru ta' l-ishma miżmum minn kull membru.

(2) Ir-reġistru tal-membri u ta' l-ishma jkun *prima facie* prova ta' kull wiehed mill-partikolaritajiet li ġejjin imniżżlin fih —

(a) id-data li fiha isem xi persuna jkun imniżżel f'dak ir-reġistru bħala membru;

(b) id-data li fiha xi persuna bħal dik ma tkunx baqgħet membru; u

(c) in-numru ta' ishma miżmuma minn membru.

Kopja tar-regoli u l-lista tal-membri tkun miftuha għal spezzjon.

30. Kull għaqda għandha żżomm kopja tar-regoli tagħha u lista tal-membri tagħha miftuha għal spezzjon, mingħajr hlas, fil-hinijiet kollha xierqa fl-indirizz registrat ta' l-għaqda. Kull għaqda għandha wkoll iżżomm għad-disposizzjoni tal-membri biex jistgħu jirreferu għalihom, mingħajr hlas, flimkien ma' kopja tar-regoli tagħha, kopja ta' dan l-Att u ta' kull regolamenti magħmula bis-saħħa tiegħu kif minn żmien għal żmien emendati.

Kuntratti mal-membri.

31. (1) Għaqda li jkollha bħala wiehed mill-għanijiet tagħha l-bejgħ ta' xi oġġett prodott jew miksub bix-xogħol jew bil-hidma tal-membri tagħha, sew jekk ikun prodott ta' artigjanat, agrikoltura, trobbija ta' l-annimali, sajd jew xort'ohra, tista' tipprovdi fir-regoli tagħha jew tista' xort'ohra tagħmel kuntratt mal-membri tagħha —

(a) li kull membru bħal dak li jipproduci xi oġġett kif intqal qabel għandu jiddisponi minn dak l-oġġett kollu jew minn xi ammont jew proporzjon speċifikat minnu jew deskrizzjoni tiegħu lil jew permezz ta' l-għaqda; u

(b) li kull membru li jiġi ppruvat jew li jiġi ġudikat, skond id-disposizzjonijiet ta' dan l-Att u b'dak il-mod li jiġi preskritt bir-regoli, li jkun hati ta' ksur tar-regoli jew ta' kuntratt għandu jhallas lill-għaqda bħala danni likwidati somma li tiġi stabbilita jew likwidata b'dak il-mod li jiġi preskritt bir-regoli.

(2) Il-validità ta' kull regola magħmula jew ta' kull kuntratt li jkun sar mill-għaqda kif provdut f'dan l-artikolu m'għandhiex tkun milquta minhabba l-fatt biss li jkun jikkostitwixxi kuntratt li jrażżan il-kummerċ.

Impożizzjoni ta' multi fuq membri.

32. (1) Ir-regoli ta' għaqda jistgħu jipprovdu għall-impożizzjoni ta' penali fuq il-membri tiegħu għal kull ksur tar-regoli, iżda ebda penali bħal dik ma tiġi mposta fuq xi membru qabel jingħata avviz bil-miktub tal-hsieb li tiġi mposta l-penali u r-raġuni għaliha jiġi mogħti lill-membru u dan jingħata l-opportunità li jinstema' jew jagħti r-raġuni għaliex il-penali m'għandhiex tiġi mposta.

(2) Ebda penali li tkun 'il fuq minn £100 m'għandha tiġi mposta hlief bl-approvazzjoni bil-miktub tal-Bord tal-Koperativi.

(3) Kull penali bħal dik tkun tista' tingabar mill-għaqda bħala dejn kummerċjali li jkollu jithallas lill-għaqda.

Privileġġi speċjali favur għaqdiet.

33. (1) Bla hsara għal xi liġi ohra dwar il-preċedenza ta' dejn, meta għaqda tkun —

(a) ipprovdiet lil xi membru jew membru ta' l-imghoddi xi għodod jew makkinarju industrijali għall-manifattura jew bini,

jew xi żrieragh, fertilizzanti, annimali, għalf ta' l-annimali jew għodod agrikoli; jew

(b) tkun tat xi servizzi lil xi membru jew membru ta' l-imghoddi; jew

(c) tkun silfet flus lil xi membru jew membru ta' l-imghoddi sabiex dan ikun jista' jixtri dawk l-oġġetti li ssemew qabel jew biex jikseb xi servizzi bħal dawk, l-għaqda jkollha privileġġ speċjali fuq dawk l-oġġetti jew, skond il-każ, fuq kull prodott, annimal jew oġġett industrjali jew agrikolu prodott magħhom jew minn-hom jew bl-għajjnuna ta' dawk il-flus jew servizzi, u dak il-privileġġ ikollu preċedenza sew sew wara l-privileġġi msemmija fl-artikolu 2113 tal-Kodiċi Ċivili.

Kap. 23.

(2) Ebda persuna ma għandha tittrasferixxi xi proprjetà li tkun sugġetta għal privileġġ taht is-subartikolu (1) ta' dan l-artikolu hlief bil-permess miktub bil-quddiem ta' l-għaqda li lilha jkollu jithallas id-dejn:

Iżda ebda haġa li tinsab hawnhekk ma tolqot id-dritt ta' xi xerrej jew akkwirent in *bona fide* mingħajr avviż.

(3) Għaqda jkollha privileġġ speċjali fis-sehem jew interess iehor fil-kapital u fid-depożiti ta' membru jew membru ta' l-imghoddi jew membru li jkun miet u f'kull *dividend*, *patronage refund*, jew xi somma oħra li jkollha tithallas lil membru jew lil membru ta' l-imghoddi jew lill-werrieta ta' membru mejjet dwar xi dejn dovut lill-għaqda mingħand dak il-membru, membru ta' l-imghoddi jew werrieta, u tista' tpaċi kull dejn bħal dak minn kull somma akkreditata jew li jkollha tithallas lil membru jew lil membru ta' l-imghoddi jew lill-werrieta ta' membru kif intqal qabel. Dak il-privileġġ ikollu l-istess preċedenza bħall-privileġġ imsemmi fil-paragrafu (a) ta' l-artikolu 2113 tal-Kodiċi Ċivili.

Kap. 23.

34. (1) Bla ħsara għad-disposizzjonijiet tas-subartikolu (3) ta' l-artikolu 33 u tas-subartikolu (2) ta' dan l-artikolu, is-sehem jew interess iehor ta' membru fil-kapital ta' għaqda ma jkunx jista' jiġi maqbud jew mibjugħ b'ebda digriet jew ordni tal-qorti dwar xi dejn jew responsabbiltà li jkollu xi membru bħal dak, u la l-kuratur tiegħu fil-falliment l-anqas haddiehor li jkollu hatra ekwivalenti ma jkollu d-dritt għal, jew pretensjoni fuq, dak is-sehem jew interess iehor.

Ishma u
interess iehor
ma jistax jiġi
maqbud jew
mibjugħ
b'ordni.

(2) Is-subartikolu (1) ta' dan l-artikolu ma japplikax dwar responsabbiltajiet għal taxxi jew somom oħra dovuti lill-Gvern.

35. (1) Mal-mewt ta' membru, għaqda tista' tittrasferixxi s-sehem jew l-interess l-iehor tal-membru mejjet lill-persuna li jkollha dritt għal dak is-sehem jew interess skond il-liġi jew li thallas lil dik il-persuna somma li tirrappreżenta l-valur tas-sehem jew l-interess ta' dak il-membru li tiġi stabbilita skond ir-regolamenti jew regoli li japplikaw għall-każ:

Trasferiment ta'
ishma jew
interess iehor
mal-mewt jew
ma' l-insanità
permanenti ta'
membru.

Iżda meta —

(a) bl-aħħar testment ta' membru mejjet is-sehem tiegħu fl-għaqda jkun thalla lill-persuna msemmija fih u li għandha l-kwalifiki skond dan l-Att u taht ir-regoli ta' l-għaqda li tkun membru ta' l-għaqda; jew

(b) fin-nuqqas ta' thollija kif intqal qabel il-persuni kollha li jkollhom dritt ghas-sehem jew l-interess tal-membru l-mejjet japplikaw, fi zmien sitt xhur wara l-mewt ta' dak il-membru, ghat-trasferiment ta' dak is-sehem jew interess ta' persuna msemmija fl-applikazzjoni u dik il-persuna tkun kwalifikata skond dan l-Att u r-regoli ta' l-għaqda li tkun membru ta' dik l-għaqda; dak is-sehem jew interess għandu jiġi trasferit lil dik il-persuna.

(2) Għaqda għandha thallas il-flus l-oħra kollha dovuti lill-membru mejjet mingħand l-għaqda lill-persuna li jkollha dritt għall-hom skond il-liġi.

(3) It-trasferimenti u l-ħlasijiet kollha magħmula minn għaqda skond id-disposizzjonijiet ta' dan l-artikolu jkunu validi u effettivi dwar kull talba li ssir lill-għaqda minn xi persuna oħra.

(4) Ebda haġa f'dan l-artikolu ma tolqot it-thaddim ta' l-Att ta' l-1973 dwar it-Taxxa tal-Mewt u tad-Donazzjoni.

Prova ta' regjistrazzjoni fil-kotba ta' l-għaqda.

36. (1) Kopja ta' kull regjistrazzjoni fi ktieb ta' għaqda miżmum regolament fil-kors tan-negozju, għandu, jekk ikun ċertifikat kif imiss kif provdut fis-subartikolu (2) ta' dan l-artikolu, jkun prova *prima facie* f'kull proċediment legali, ċivili jew kriminali, ta' l-eżistenza ta' dik ir-regjistrazzjoni u tal-ħwejjeġ, negozji u kontijiet registrati li f'kull każ meta, u bl-istess mod kif, regjistrazzjoni oriġinali tkun hi stess ammissibbli.

(2) Kopja bħal dik ta' regjistrazzjoni fil-ktieb ta' għaqda għandha tiġi ċertifikata b'dikjarazzjoni bil-miktub fuq in-naħa t'isfel ta' dik il-kopja fejn jingħad li hi kopja vera ta' dik ir-regjistrazzjoni u li l-ktieb li fih dik ir-regjistrazzjoni għadu taħt il-kustodja ta' l-għaqda; dik id-dikjarazzjoni għandu jkun fiha data u tkun iffirmata mill-president u mis-segretarju ta' l-għaqda.

(3) Ebda uffiċjal ta' għaqda ma għandu, f'xi proċediment legali li fih l-għaqda jew il-likwidatur ta' l-għaqda ma jkunx parti, ikun imġiegħel jipproduċi xi kotba ta' l-għaqda, li l-kontenut tagħhom jista' jiġi ppruvat skond is-subartikolu (1) ta' dan l-artikolu jew li jidher bħala xhud biex jipprova xi ħwejjeġ, negozji jew kontijiet li jkunu registrati fih, kemm-il darba l-qorti ma tordnax hekk għal raġunijiet speċjali.

Negozji minn għaqda ma' persuni mhux membri.

37. (1) In-negozji ta' għaqda ma' persuni li ma jkunux membri huma suġġetti għad-disposizzjonijiet ta' dan l-Att u għal dawk il-projbizzjonijiet u restrizzjonijiet li jiġu preskritti bir-regoli ta' l-għaqda.

(2) Meta għaqda tinnegozja ma' persuni mhux membri li jikkwalifikaw bħala membri (hawnhekk iżjed 'il quddiem imsejha "utilisti") dawk in-negozji m'għandhomx ikunu iżjed mill-perċentaġġ tan-negozju kollu ta' l-għaqda speċifikat fir-regoli tagħha. Dawk l-utilisti jkollhom dritt li jużaw is-servizzi ta' l-għaqda għal zmien ta' mhux iktar minn tliet snin iżda ma jkollhomx dritt li jeżerċitaw xi drittijiet oħra ta' membri.

(3) Kull meta tispicċa sena finanzjarja l-għaqda għandha takkredita f'kont speċjali l-ammont li kien ikun dovut bħala *patronage refund* għan-negozju li jsir mill-utilista ma' l-għaqda li kieku dak l-utilista kien membru.

(4) Jekk, fi żmien tliet snin minn meta jkun beda negozji ma' l-għaqda, l-utilista japplika biex jidhol membru skond ir-regoli ta' l-għaqda, il-flus kollha akkreditati fil-kont ta' l-utilista jistgħu, malli hu jsir membru, jintużaw għall-ħlasijiet li hu jkollu jhallas lill-għaqda biex isir membru.

(5) Jekk utilista ma japplikax biex jidhol membru fi żmien tliet snin minn meta jsir utilista, jew ma jkunx ġie mdaħħal bħalla membru meta tkun saret applikazzjoni bħal dik, il-flus akkreditati fil-kont ta' l-utilista jitqiegħdu fil-fond ta' riżerva statutorju ta' l-għaqda u l-għaqda għandha tieqaf milli tinnegozja aktar ma' dik il-persuna mhux membru.

38. Kull uffiċjal, aġent, impjegat jew membru ta' għaqda li jkun meħtieġ mill-Bord tal-Koperativi, jew minn uffiċjal tal-Koperativi awtorizzat bil-miktub mill-Bord biex hekk jagħmel, għandu, f'dak il-post u hin li l-Bord tal-Koperativi jew l-uffiċjal tal-koperativi jordna, jipproduċi l-flus, il-garanzija, il-kotba, il-kontijiet u d-dokumenti kollha ta' dik l-għaqda jew li jirreferu għall-ħwejjeġ tagħha li jkunu fil-kustodja ta' dak l-uffiċjal, aġent, impjegat jew membru jew li jkunu taħt il-kontroll tiegħu, u għandu jibgħat dak it-tagħrif dwar il-ħwejjeġ ta' l-għaqda li l-Bord tal-Koperativi jew l-uffiċjal tal-koperativi awtorizzat minnu jeħtieġ.

Produzzjoni ta' flus u kotba ta' l-għaqda.

39. (1) Il-kontijiet ta' kull għaqda għandhom jiġu verifikati għall-anqas darba fis-sena minn persuna kwalifikata biex tinħatar uditur ta' kumpannija skond il-liġi minn żmien għal żmien applikabbli u li tkun fis-seħħ u li tkun awtorizzata għal hekk mill-Bord tal-Koperativi, b'awtorità bil-miktub ġenerali jew speċjali, biex tivverifika l-kontijiet ta' għaqdiet koperativi.

Verifika ta' għaqdiet.

(2) Kull għaqda għandha taħtar, u tiegħu hsieb li f'kull hin ikun hemm maħtura, persuna kwalifikata u awtorizzata kif intqal qabel biex tkun uditur ta' l-għaqda.

40. (1) Għaqda għandha, kemm jista' jkun malajr iżda mhux iktar tard minn erba' xhur wara l-egħluq ta' kull sena finanzjarja, tibgħat lill-Bord tal-Koperativi rapport annwali dwar il-ħidma tagħha matul is-sena, flimkien ma' żewġ kopji ċertifikati bħala veri tad-dikjarazzjonijiet finanzjarji verifikati ta' l-għaqda u r-rapport ta' l-uditur għal dik is-sena.

Rapport annwali kontijiet u dikjarazzjonijiet finanzjarji.

(2) L-għaqda għandha iżomm kontijiet u registrazzjoni xierqa tan-negozji u l-affarijiet tagħha u għandha tagħmel kull ma jkun meħtieġ sabiex tiżgura li l-ħlasijiet kollha li jsiru mill-flus tagħha jsiru b'mod korrett u jkunu awtorizzati kif imiss u li jkun qed jinżamm kontroll xieraq fuq l-attiv ta' l-għaqda, jew li jkun taħt il-kustodja tagħha, u fuq kull infieq li jsir mill-għaqda.

(3) L-għaqda għandha, kemm jista' jkun malajr iżda mhux iktar tard minn xahrejn wara l-egħluq ta' kull sena finanzjarja, thejji u tissottometti d-dikjarazzjonijiet finanzjarji dwar dik is-sena lill-uditur li għandu jivverifikahom u jirraporta dwarhom.

41. (1) L-uditur ta' għaqda għandu jispezzjona u jivverifika l-kontijiet u r-records l-oħra rilevanti ta' l-għaqda u għandu minnufih jiġbed l-attenzjoni tal-Bord tal-Koperativi u ta' l-għaqda dwar kull

Dmirijiet ta' l-uditur.

irregolarità li tinkixef bl-ispezzjon u bil-verifika li, fil-fehma ta' l-uditur, tkun ta' importanza biżżejjed biex tiġġustifika li jagħmel hekk. Id-dikjarazzjonijiet finanzjarji mhejjija mill-għaqda wara l-eghluq ta' sena finanzjarja għandhom jiġu verifikati u jsir rapport dwarhom mill-uditur.

(2) L-uditur għandu jirrapporta —

(a) jekk id-dikjarazzjonijiet finanzjarji jurux b'mod ġust in-negozji finanzjarji u l-qagħda ta' l-għaqda; u

(b) dawk il-ħwejjeġ l-oħra li jinqalghu mill-verifika kif jidhirlu li għandu jiġi rapportat.

(3) L-uditur għandu jiddikjara fir-rapport tiegħu jekk —

(a) inżammux kontijiet u *records* ohra kif għandu jkun;

(b) id-dħul, l-infiq u l-investment ta' flus u l-akkwist u t-tneħħija ta' attiv mill-għaqda matul is-sena kenux skond ir-regoli ta' l-għaqda u d-disposizzjonijiet ta' dan l-Att,

inkella le.

(4) L-uditur jista' f'kull żmien iehor jirrapporta lill-Bord tal-Koperativi u lill-għaqda fuq kull haġa li tinqala' mill-qadi tad-dmirijiet ta' verifika.

(5) Il-verifika tal-kontijiet ta' għaqda għandha tinkludi eżami ta' u rapport fuq djun li jmisshom thallsu, jekk ikun hemm, u eżami ta' u rapport fuq il-valur ta' l-attiv u tal-passiv ta' l-għaqda.

Setgħa ta' l-uditur fuq kwistjonijiet ta verifika.

42. Uditur approvat mill-Bord tal-Koperativi skond l-artikolu 39 ta' dan l-Att ikollu l-istess setgħat kif mogħtija lill-Bord tal-Koperativi taht l-artikolu 96 ta' dan l-Att.

Drittijiet għal verifika.

43. Kull għaqda għandha thallas dawk id-drittijiet għal verifika li l-Bord tal-Koperativi japprova.

TAQSIMA V

Drittijiet u Obbligi ta' Membri

Membri ta' għaqda.

44. (1) Il-persuni li isimhom jidher fl-applikazzjoni għar-registrazzjoni ta' għaqda proposta u li jkunu ffirmaw il-minuti tal-laqqgħa tal-ftuh u r-regoli proposti jitqiesu li jkunu aċċettaw li jsiru membri ta' l-għaqda u mar-registrazzjoni ta' l-għaqda isimhom jinnizzel fir-registru tal-membri.

(2) Membri ġodda jiġu mdahhla mill-kumitat tat-tmexxija fuq applikazzjoni li ssir għal hekk:

Iżda jekk l-applikazzjoni tiġi rifjutata mill-kumitat, dik il-persuna tista' tappella lill-laqqgħa ġenerali tal-membri u f'dak il-każ dik il-persuna tista' tidhol bħala membru b'rizoluzzjoni mġhoddiva minn mhux inqas minn żewġ terzi tal-membri preżenti u li jivvutaw f'dik il-laqqgħa.

Kwalifika għal membri.

45. (1) Persuna tikkwalifika bħala membru f'għaqda primarja jekk tkun individwu li —

(a) ikun laħaq l-età ta' 18-il sena u jkun mentalment f'saħħtu;

(b) ikun ċittadin ta' Malta jew jekk ikun ċittadin barrani, bil-permess tal-Ministru;

(c) jissodisfa dawk il-htigiet l-oħra dwar residenza, impieg, professjoni jew haġ'ohra li jkunu preskritti bir-regoli; u

(d) ma jkunx fallut mhux rijabilitat.

(2) Kull persuna li tapplika għad-dhul bħala membru ta' għaqda, barra mill-membri oriġinali, għandha tiffirma dokument fuq formola preskritta mill-Bord tal-Koperativi, li bih tintrabat li tħares ir-regoli jekk tidhol membru. Il-formola għandha tinkludi dikjarazzjoni mill-applikant biex jidhol membru li hu jaf sewwa d-disposizzjonijiet li jinsabu fir-regoli ta' l-għaqda.

(3) Membri f'għaqdiet sekondarji jistgħu jkunu biss għaqdiet primarji reġistrati taħt dan l-Att.

(4) Membri f'organizzazzjoni *apex* jistgħu jkunu biss għaqdiet primarji u sekondarji reġistrati taħt dan l-Att.

(5) Kull persuna li f'xi żmien tkun skwalifikata milli tkun membru għal xi waħda mir-raġunijiet imsemmija f'dan l-artikolu għandha tiġi mhassra mir-reġistru tal-membri mill-kumitat tat-tmexxija u għandha malli jsir dan tispicċa minn membru ta' l-għaqda.

46. Membru ta' għaqda m'għandu jeżerċita ebda wieħed mid-drittijiet ta' membru kemm-il darba ma jkunx għamel dak il-hlas lill-għaqda bħala membru, jew jekk ma jkunx kiseb dawk l-ishma jew interess fl-għaqda, kif ikun preskritta taħt dan l-Att jew bir-regoli ta' l-għaqda.

Membri ma jeżerċitawx id-drittijiet sakemm isir il-hlas dovut.

47. Hlief bil-kunsens tal-Bord tal-Koperativi, ebda persuna ma tista' tkun membru ta' iktar minn għaqda waħda li jkollhom l-istess għanijiet jew għanijiet li jixxiebhu.

Restrizzjoni ta' membri fiktur minn għaqda waħda.

48. (1) Kull membru ta' għaqda primarja jkollu vot wieħed biss fit-tmexxija ta' l-għaqda, ikun x'ikun in-numru ta' ishma li jkollu, u dawk il-voti għandhom jiġu eżerċitati personalment u mhux bi prokura.

Voti tal-membri.

(2) F'għaqda sekondarja jew fl-organizzazzjoni *apex* kull għaqda li tkun membru jkollha dak in-numru ta' voti kif ikun provdut bir-regoli ta' l-għaqda sekondarja jew ta' l-organizzazzjoni *apex*, u tista', bla ħsara għal dawk ir-regoli, taħtar kull numru ta' delegati, li ma jkunx ikbar min-numru ta' dawk il-voti, biex teżerċita s-setgħa tagħha li tivvota.

49. Ebda membru, barra minn għaqda, ma jista' jkollu iktar minn kwint tal-kapital ta' l-ishma ta' xi għaqda.

Restrizzjoni ta' tiżmim ta' ishma.

50. (1) It-trasferiment jew l-assogġettament għall-piż tas-sehem jew ta' l-interess ieħor ta' membru jew membru ta' l-imghoddi jew membru mejjet fil-kapital ta' għaqda jkun sugġett għal dawk il-kondizzjonijiet dwar l-akbar numru ta' ishma li wieħed jista' jkollu stabilit fl-artikolu 49 ta' dan l-Att jew li jiġu preskritti bir-regoli ta' l-għaqda.

Restrizzjoni ta' trasferiment ta' ishma jew interessi oħra.

(2) Ebda membru ta' għaqda ma għandu jittrasferixxi xi sehem jew interess li jkollu fil-kapital ta' l-għaqda jew xi parti minnu jekk —

(a) is-sehem jew interess ma jkunx ilu ghandu ghal mhux inqas minn sena; u

(b) it-trasferiment jew l-assoġġentament għall-piż ikun favur l-għaqda, membru ta' l-għaqda jew persuna oħra li l-applikazzjoni tagħha biex tidhol membru tkun ġiet aċċettata mill-kumitat tat-tmexxija ta' l-għaqda.

(3) Ebda trasferiment ta' sehem jew interess ieħor ma jkun validu u effettiv kemm-il darba u sakemm dak it-trasferiment u l-isem tal-persuna li lilha jkun sar it-trasferiment ma jkunux ġew registrati fuq ordni tal-kumitat tat-tmexxija.

Responsabbiltà ta' membru.

51. (1) Hlief kif provdut fis-subartikolu (2) ta' dan l-artikolu, ir-responsabbiltà ta' membru, preżenti jew ta' l-imghoddi, ta' għaqda, tkun limitata għall-ammont, jekk ikun hemm, li jkun għadu mhux imħallaṡ fuq l-ishma miżmuma minnu, u r-responsabbiltà tiegħu tkun magħrufa bħala responsabbiltà limitata bl-ishma.

(2) Meta fir-regoli ta' għaqda l-ammont tar-responsabbiltà ta' membru jkun espress bħala ikbar mill-valur nominali ta' l-ishma miżmuma minnu u dak l-ammont ikun dikjarat espressament, allura r-responsabbiltà ta' dak il-membru tkun twassal sa dak l-ammont akbar, u r-responsabbiltà tiegħu tkun magħrufa bħala responsabbiltà limitata b'garanzija.

Responsabbiltà ta' membru ta' l-imghoddi u tal-werrieta ta' membru mejjet għal djun ta' l-għaqda.

52. (1) Ir-responsabbiltà ta' membru ta' l-imghoddi għad-djun ta' l-għaqda tkun limitata għad-djun li kien hemm fid-data li fiha ma baqax membru u tispicċa meta jghaddu sentejn minn dik id-data.

(2) Ir-responsabbiltà tal-werrieta ta' membru mejjet tkun limitata għad-djun ta' l-għaqda li kien hemm fid-data tal-mewt tal-membru u tispicċa malli jghaddu sentejn minn dik id-data.

Dritt ta' membru li jirtira minn għaqda.

53. Membru jista' jirtira minn għaqda bla ħsara għal dawk il-kondizzjonijiet, u billi jagħti lill-għaqda dak l-avviż, li jkunu preskritti bir-regoli:

Iżda fil-każ ta' għaqda primarja dak l-avviż m'għandux ikun ta' iktar minn sentejn u fil-każ ta' għaqda sekondarja jew ta' l-organizzazzjoni apex dak l-avviż m'għandux ikun ta' iktar minn tliet snin.

Tkeċċija ta' membru.

54. (1) Membru li jikser xi wahda mid-disposizzjonijiet ta' dan l-Att jew ta' xi regolamenti magħmula bis-saħħa tiegħu jew ta' xi regoli ta' l-għaqda, u kull membru li jaġixxi b'mod li jkun ta' ħsara għall-interessi ta' l-għaqda, jista' jitkeċċa mill-għaqda.

(2) Għaqda tista' bir-regoli tagħha tipprovdi għal proċedura għat-tkeċċija ta' membri, iżda dawk ir-regoli għandhom fil-każijiet kollha jipprovdu li jingħata avviż xieraq ta' l-akkuża u opportunità biex isiru sottomissjonijiet dwar l-akkuża.

(3) Fil-każ li dawn ir-regoli ma jipprovdux għal din il-proċedura, membru jista' jitkeċċa b'vot ta' mhux inqas minn żewġ terzi tal-membri preżenti u jivvutaw f'laqgħa ġenerali fuq akkuża li jiġi mġarraf biha bil-miktub mill-kumitat ta' tmexxija għall-inqas ġimgħa qabel il-laqgħa u li dwarha hu jingħata l-opportunità li jindirizza jew xort'oħra jaġmel sottomissjonijiet dwar l-akkuża.

TAQSIMA VI

Organizzazzjoni u Amministrazzjoni ta' Għaqdiet

55. (1) L-awtorità suprema ta' għaqda tkun vestita fil-laqgħa ġenerali tal-membri tagħha. Laqgħa ġenerali

(2) Bla hsara għad-disposizzjonijiet ta' dan l-Att, kull membru jkollu d-dritt li jattendi u jivvota fil-laqgħat ġenerali kollha ta' l-għaqda.

56. (1) Bla hsara għad-disposizzjonijiet ta' l-artikolu 55 ta' dan l-Att, għaqda primarja li jkollha iktar minn elfejn membru tista' tipprovdi bir-regoli ta' l-għaqda li minflok laqgħa ġenerali tal-membri tagħmel laqgħa tad-delegati, li fiha kull delegat jirrappreżenta numru speċifikat ta' individwi; u f'kull każ bħal dan id-disposizzjonijiet kollha ta' dan l-Att li jirreferu għal laqgħat ġenerali għandhom jinkludu riferenza għal laqgħat tad-delegati. Laqgħa tad-delegati.

(2) Kull individwu li hu membru ta' l-għaqda, barra minn uffiċjal ta' l-għaqda, jista' jiġi elett bħala delegat.

(3) Il-laqgħat tad-delegati għandhom ikunu magħmula minn mhux inqas minn hamsin delegat, eletti minn fost il-membri. Id-delegati ma jistgħux jivvotaw bi prokura.

(4) Bla hsara għad-disposizzjonijiet ta' qabel ta' dan l-artikolu, laqgħa tad-delegati titmexxa skond ir-regoli ta' l-għaqda li għandhom b'mod partikolari jirregolaw il-mod ta' l-elezzjoni tad-delegati u jispeċifikaw in-numru ta' membri individwali li jkun rappreżentati minn kull delegat u għal kemm żmien tkun il-hatra tad-delegati.

57. (1) Kull għaqda għandha fi żmien tliet xhur minn meta tircievi ċ-ċertifikat tar-reġistrazzjoni, jew f'dak iż-żmien l-iehor li l-Bord tal-Koperativi jaċċetta, tagħmel l-ewwel laqgħa tal-membri tagħha. L-ewwel laqgħa.

(2) Ix-xogħol ta' l-ewwel laqgħa għandu jinkludi l-elezzjoni ta' l-uffiċjali li jkollhom iservu sakemm issir l-ewwel laqgħa ġenerali annwali.

58. (1) Kull għaqda għandha tipprovdi fir-regoli tagħha li tis-sejjah laqgħa ġenerali annwali mill-kumitat tat-tmexxija u li din issir malajr kemm jista' jkun, iżda mhux iktar tard minn hames xhur wara t-tmiem ta' kull sena finanzjarja, u tista' wkoll tipprovdi għal laqgħat ġenerali oħrajn. Laqgħa ġenerali annwali.

(2) Avviż ta' kull laqgħa ġenerali għandu jingħata bil-miktub lil kull membru jew delegat li jkollu dritt jattendi għall-laqgħa. Dak l-avviż għandu jingħata għall-anqas hmistax-il ġurnata shaħ qabel id-data tal-laqgħa jew dak iż-żmien l-iehor, li ma jkunx inqas minn sebat ijiem, li jkun speċifikat fir-regoli:

Izda f'każijiet ta' urġenza laqgħa ġenerali, barra minn laqgħa ġenerali annwali jew laqgħa ġenerali li jkollha fuq l-aġenda emenda għar-regoli, tista' tis-sejjah b'avviż ta' mhux inqas minn tliet ijiem.

(3) Kull avviż għall-laqgħa ġenerali għandu juri l-kwistjonijiet li jkunu se jiġu diskussi u r-risoluzzjonijiet li jkunu se jiġu proposti, u ebda sugġett ieħor m'għandu jiġi diskuss mingħajr il-kunsens tal-maġġoranza tal-membri preżenti u li jivvotaw f'dik il-laqgħa ġenerali.

(4) In-nuqqas aċċidentali li jingħata avviż ta' laqgħa lil, jew jekk ma jiġix riċevut l-avviż ta' laqgħa minn, xi persuna li għandha dritt tirċievi avviż, m'għandux jinvalida il-proċeduri ta' dik il-laqgħa.

Funzjonijiet ta' laqgħa ġenerali annwali.

59. Il-funzjonijiet ta' laqgħa ġenerali annwali ta' għaqda huma —

(a) li tikkonsidra u tikkonferma l-minuti tal-laqgħa ġenerali annwali ta' qabel u ta' kull laqgħa ġenerali oħra li kien hemm bejniethom u li ma jkunux għa approvati f'laqgħa ġenerali oħra;

(b) li tikkonsidra r-rapport ta' l-uditur, ir-rapporti tal-kumitat tat-tmexxija u tal-bord ta' sorveljanza, u kull rapport magħmul mill-Bord tal-Koperativi;

(ċ) li tapprova d-dikjarazzjonijiet finanzjarji;

(d) li tikkonsidra u tirriżolvi l-mod li bih xi residwu nett li jista' jkun hemm jista' jitqassam jew jiġi investit bla hsara għad-disposizzjonijiet ta' dan l-Att u tar-regoli;

(e) li tikkonsidra u tadotta kull emenda għar-regoli;

(f) li telegġi l-membri tal-kumitat tat-tmexxija u tal-bord ta' sorveljanza;

(g) li tahtar l-udituri ta' l-għaqda;

(h) li tiddeċiedi appelli ta' persuni li ma jkunux ġew mil-qugħa bhala membri mill-kumitat tat-tmexxija;

(i) li tikkonsidra u tiddeċiedi l-ogħla ammont li l-għaqda tista' tissejlef;

(j) li tisma' u tiddeċiedi kull ilment li jitqanqal minn membri li jhossuhom aggravati b'deċiżjoni tal-kumitat, kemm-il darba dak l-avviż tal-hsieb li daww l-ilmenti jingiebu quddiem il-laqgħa jkun ingħata lis-segretarju jew lill-*manager* għall-anqas jumejn qabel il-laqgħa;

(k) li tagħmel kull xogħol ġenerali ieħor ta' l-għaqda li dwaru jkun ingħata avviż kif imiss lill-membri.

Laqgħa ġenerali straordinarja.

60. (1) Laqgħa straordinarja ta' għaqda tista' tissejjah f'kull żmien mill-kumitat tat-tmexxija ta' l-għaqda.

(2) Laqgħa ġenerali straordinarja ta' l-għaqda tissejjah mill-kumitat tat-tmexxija —

(a) malli jirċievi talba għal dik il-laqgħa ffirmata minn għall-anqas wieħed minn hamsa tal-membri jew tad-delegati jew minn għoxrin membru jew delegat ta' l-għaqda, skond liema jkun l-inqas, li turi l-għanijiet tal-laqgħa;

(b) malli jirċievi talba mill-bord ta' sorveljanza li turi l-għanijiet tal-laqgħa.

(3) Jekk il-kumitat tat-tmexxija jonqos li jsejjah laqgħa skond is-subartikolu (2) ta' dan l-artikolu fi żmien xahar minn meta jirċievi t-talba għal laqgħa, il-membri jew il-bord ta' sorveljanza, skond il-każ, li jagħmlu t-talba jkollhom is-setgħa li jsejhu l-laqgħa huma stess b'avviż lill-membri kollha ta' l-għaqda fejn jiġu murija l-għanijiet tal-laqgħa u l-fatt li l-kumitat tat-tmexxija jkun naqas li jsejjah il-laqgħa.

(4) Il-Bord tal-Koperativi jista' f'kull żmien isejjaħ laqgħa ġenerali speċjali ta' l-għaqda u jista' wkoll jordna l-ħwejjeġ li għandhom jiġu diskussi f'dik il-laqgħa.

61. (1) Ma jista' jsir ebda xogħol f'laqgħa ġenerali kemm-il darba ma jkunx hemm *quorum* tal-membri jew tad-delegati preżenti. Il-*quorum* meħtieġ biex jibda x-xogħol ikun ta' kwart tal-membri jew delegati kollha jew għoxrin membru jew delegat li jkollhom il-jedd għall-vot, skond liema jkun l-inqas.

Quorum fil-laqgħat ġenerali.

(2) Jekk tletin minuta wara l-ħin stabbilit għal laqgħa ġenerali l-membri jew id-delegati preżenti ma jkunux biżżejjed biex jiffurmaw *quorum*, dik il-laqgħa titqies li hi xolta jekk din tissejjaħ fuq it-talba tal-membri jew tad-delegati; fil-kazijiet l-oħra kollha tibqa' aġġornata għall-istess ġurnata tal-ġimgħa ta' wara fl-istess ħin u fl-istess post u avviz f'dan is-sens għandu jintbagħat bil-posta mis-segretarju fi żmien tmienja u erbgħin siegħa mill-aġġornament; u jekk fil-laqgħa aġġornata ma jkunx hemm *quorum* preżenti sa tletin minuta mill-ħin stabbilit għall-laqgħa, il-membri jew id-delegati preżenti jiffurmaw *quorum*:

Iżda laqgħa ġenerali bi *quorum* imnaqqas ma jkollhiex is-setgħa li temenda r-regoli.

62. (1) Hlief kif provdut xort'oħra f'dan l-Att jew fir-regoli, kull kwistjoni li titqiegħed quddiem il-membri jew id-delegati preżenti f'laqgħa ġenerali tiġi deċiża b'maġġoranza tal-voti.

Votazzjoni f'laqgħa ġenerali.

(2) F'kull laqgħa ġenerali rizzoluzzjoni li titqiegħed għall-votazzjoni tiġi deċiża billi jittellgħu l-idejn kemm-il darba ma jintalabx minn għall-anqas hames membri preżenti li l-votazzjoni ssir billi jissejju l-ismijiet jew b'dikjarazzjoni ta' vot sigriet:

Iżda għall-elezzjoni ta' uffiċjali l-votazzjoni għandha fil-kazijiet kollha tkun b'votazzjoni sigrieta.

(3) Fil-kaz ta' voti ndaqs il-mozzjoni titqies li ma gietx mill-qugħa. Il-president ma jkollux vot deċiżiv.

63. (1) Il-minuti tal-laqgħat ġenerali għandhom jitnizzlu fil-ktieb tal-minuti u għandu jkun fihom —

Minuti ta' laqgħa ġenerali.

(a) in-numru ta' membri jew delegati preżenti fil-laqgħa u l-isem tal-president li jippresjedi;

(b) il-ħin li fih tkun bdiet u spiċċat il-laqgħa;

(c) ir-rizzoluzzjonijiet u d-deċiżjonijiet kollha li jkunu ttieħdu fil-laqgħa.

(2) Il-minuti ta' kull laqgħa ġenerali għandhom jinqraw fil-laqgħa ġenerali ta' wara, u meta tkun iffirmata mill-president ta' dik il-laqgħa u mis-segretarju, jew wara konferma jew emendi, dawn ikunu prova ta' kull haġa li tkun tinsab fihom.

64. (1) Kull għaqda jkollha kumitat ta' tmexxija li jkun magħmul minn mhux inqas minn tliet membri iżda mhux iktar minn disgħa kif jiġi provdut bir-regoli tagħha.

Kumitat ta' tmexxija.

(2) Bla hsara għas-subartikolu (3) ta' dan l-artikolu u ta' l-artikolu 112 ta' dan l-Att, membri tal-kumitat tat-tmexxija jiġu eletti, sospiżi jew imneħħija biss b'maġġoranza tal-membri jew delegati preżenti u li jivvotaw f'laqgħa ġenerali ta' l-għaqda.

(3) Jekk matul iż-żmien tal-ha'ra ta' kumitat tat-tmexxija jkun hemm vakanza fil-kumitat, il-kumitat jista', u jekk in-numru ta' membri jinżel għal anqas minn tlieta għandu, jagħzel membru ta' l-għaqda biex iservi fuq il-kumitat tat-tmexxija sakemm issir il-laqgħa ġenerali li jkun imiss ta' l-għaqda.

Eligibbiltà għal
membri
fil-kumitat
tat-tmexxija

65. Bla hsara għad-disposizzjonijiet ta' l-artikolu 79 ta' dan l-Att, ebda persuna ma tista' tkun membru tal-kumitat tat-tmexxija ta' għaqda jew tibqa' membru ta' dak il-kumitat jekk —

- (a) ma tkunx membru ta' l-għaqda;
- (b) ma tkunx ċittadin ta' Malta, hlief bl-approvazzjoni tal-Ministru;
- (c) tirċievi xi rimunerazzjoni, salarju jew hlas ieħor min-għand l-għaqda, hlief kif provdut fl-artikolu 70 ta' dan l-Att;
- (d) tiegħu sehem, direttament jew indirettament u sew fuq bażi permanenti kemm fuq bażi okkażjonali, f'xi hidma li tkun tikkompeti ma' dik ta' l-għaqda;
- (e) tkun persuna falluta mhux rijabilitata;
- (f) tkun giet misjuba hatja ta' xi delitt li jolqot il-fiduċja pubblika jew serq jew frodi jew li xjentement irċeviet proprjetà miksuba b'serq jew bi frodi;
- (g) tkun giet imkeċċija mill-impieg tagħha ma xi għaqda;
- (h) ikollha xi dejn li għadu ma tħallasx ma' l-għaqda f'egħ-luq is-sena finanzjarja ta' l-għaqda barra milli dwar self li jkun sar taħt ir-regoli rilevanti ta' l-għaqda;
- (i) fil-każ ta' għaqda primarja, tkun diġà membru ta' kumitat tat-tmexxija ma' għaqda primarja oħra.

Zmien fil-kawża
ta' kumitat
tat-tmexxija.

66. (1) Fl-ewwel laqgħa ġenerali annwali ta' għaqda primarja jew sekondarja l-membri kollha tal-kumitat tat-tmexxija għandhom jirtiraw mill-kariga, u fil-laqgħa annwali ġenerali f'kull sena ta' wara terz mill-membri ta' dak iż-żmien, jew jekk in-numru tagħhom ma jkunx tlieta jew multiplu ta' tlieta, in-numru l-eqreb lejn terz, għandhom jirtiraw mill-kariga.

(2) Il-membri li jirtiraw f'kull sena kif provdut fis-subartikolu (1) ta' dan l-artikolu jkunu dawk li jkun ilhom l-aktar fil-kariga minn meta l-aħhar ġew eletti, iżda bejn persuni li jkunu saru diretturi fl-istess ġurnata jirtiraw dawk li tgħid ix-xorti (sakemm ma jiftehmux xort'oħra bejniethom).

(3) Direttur li jirtira jista' jerga' jiġi elett.

(4) Iż-żmien fil-kariga tal-membri ta' kumitat tat-tmexxija ta' organizzazzjoni *apex* jiġi regolat bir-regoli tagħha.

67. (1) Il-kumitat tat-tmexxija jkun vestit bit-tmexxija u bid-direzzjoni ta' l-affarijiet u tan-negozju ta' l-għaqda u, bla ħsara għal kull restrizzjonijiet li jinsabu fir-regoli jew f'xi riżoluzzjoni li tittieħed f'laqgħa ġenerali tal-membri, il-kumitat tat-tmexxija jista' jeżercita s-setgħat kollha meħtieġa biex jiġu żgurati amministrazzjoni u direzzjoni sħaħ u xierqa ta' l-affarijiet, negozju u proprjetà ta' l-għaqda, barra minn dawk is-setgħat riżervati għall-laqgħa ġenerali tal-membri. Il-kumitat tat-tmexxija jkollu wkoll ir-rappreżentanza legali u ġuridika ta' l-għaqda quddiem l-awtoritajiet kompetenti kollha u f'kull trattattivi u negozji ma' terzi persuni:

Funzjonijiet tal-kumitat tat-tmexxija.

Iżda att ġudizzjarju jista' jiġi ppreżentat f'kull qorti minn jew kontra l-president tal-kumitat f'isem l-għaqda jew billi jissemma isem il-president jew billi tisemma isem il-kariga tiegħu, u iżda wkoll, bla ħsara għad-disposizzjonijiet ta' dan l-Att u tar-regoli ta' l-għaqda, il-kumitat tat-tmexxija jista' jiddelega lil kull wieħed jew iktar mill-membri tiegħu kull waħda mis-setgħat jew funzjonijiet taħt dan l-Att:

Iżda wkoll iċ-ċekkijiet kollha u kambjali oħra għandhom ikunu ffirmati minn wieħed mill-membri tal-kumitat tat-tmexxija u mis-segretarju jew *manager* ta' l-għaqda.

(2) Mingħajr ma tiġi limitata l-ġeneralità tad-disposizzjonijiet tas-subartikolu (1) ta' dan l-artikolu, il-funzjonijiet tal-kumitat tat-tmexxija jinkludu s-setgħat u d-dmirijiet li ġejjin:

(a) li jikkunsidra u japprova jew, bla ħsara għad-disposizzjonijiet ta' l-artikolu 44 ta' dan l-Att, jiċċad applikazzjonijiet għal dħul ta' membri fl-għaqda;

(b) jitlob u jeżamina rapporti regolari mingħand persuni mpjegati mill-għaqda bil-għan li tkun magħrufa l-qagħda vera ta' l-għaqda, ix-xogħol tagħha u l-kondizzjonijiet finanzjarji tagħha;

(c) li jiftaħ u jhaddem kontijiet bankarji;

(d) li jaħtar sotto-kumitati;

(e) li jzomm il-membri mgħarrfa bil-progress ta' l-għaqda, biex iħeġġeg l-interess u sens ta' proprjetarji minn naħa tal-membri u li jagħmel xogħol edukattiv u konsultattiv fost il-membri dwar il-prinċipji koperativi u l-għanijiet ta' l-għaqda;

(f) li jhejji u jipprezenta lill-laqgħa ġenerali annwali ta' l-għaqda proposta għat-tqassim ta' xi residwu nett li jkun hemm mis-sena finanzjarja ta' qabel skond dan l-Att u r-regoli ta' l-għaqda;

(g) li jagħmel rapport lill-laqgħa ġenerali annwali fuq ix-xogħol tal-kumitat tat-tmexxija matul is-sena finanzjarja ta' qabel u li jkun fih dawk ir-rakkomandazzjonijiet li jkunu meħtieġa biex jinżamm jew jittejbu s-servizzi provduti mill-għaqda lill-membri tagħha;

(h) li jiehu passi immedjati biex jiġu korretti żbalji jew Prattiki ħżiena li jinkixfu mir-rapporti tal-bord tas-sorveljanza, mill-Bord tal-Koperativi jew mill-uditor.

(3) Għandu jinżamm *record* sħiħ u korrett tal-proċedimenti kollha tal-kumitat tat-tmexxija fil-qadi ta' dmirijietu, u r-records ikunu jistgħu jiġu spezzjonati mill-bord tas-sorveljanza, mill-Bord tal-Koperativi u mill-uditor.

(4) Il-kumitat tat-tmexxija jista' jahtar, fuq dawk il-pattijiet u l-kondizzjonijiet li jidhirlu xierqa, *manager* biex jamministra u jmexxi l-affarijiet ta' l-għaqda u jista' jimpjega lil dawk il-persuni l-oħra li l-kumitat jidhirlu meħtieġa biex iġinu lill-*manager* fil-qadi ta' dmirijietu. Il-Kumitat tat-tmexxija għandu jgħarraf lill-Bord tal-Koperativi bl-isem tal-*manager* hekk maħtur.

(5) Il-kumitat jista' f'kull żmien jissospendi lis-segretarju, it-teżorier jew lill-*manager* għal xi irregolarità fil-qadi ta' dmirijietu. Dik is-sospensjoni għandha tiġi rapportata mingħajr dewmien lill-Bord tal-Koperativi.

(6) Fil-każ tas-sospensjoni tas-segretarju, tat-teżorier jew tal-*manager*, il-kumitat għandu jahtar sostitut biex iżomm il-kariga matull il-perijodu ta' dik is-sospensjoni u għandu jirrapporta l-isem tas-sostitut lill-Bord tal-Koperativi.

Laqgħat
tal-kumitat
tat-tmexxija.

68. (1) Il-kumitat għandu jiltaqa' spiss kemm ikun meħtieġ fix-xogħol u f'ebda każ inqas minn darba fix-xahar.

(2) Il-*quorum* għal laqgħa tal-kumitat tat-tmexxija jkun ta' nofs in-numru tal-membri tiegħu.

(3) Id-deċizzjonijiet għandhom jittiehdu b'maġġoranza sempliċi tal-voti u l-president ma jkollux vot deċiżiv.

(4) Il-minuti tal-laqgħat tal-kumitat għandhom jiġu reġistrati mis-segretarju fil-ktieb tal-minuti u għandhom jinkludu —

(a) in-numru u l-ismijiet ta' dawk preżenti;

(b) l-isem tal-president tal-laqgħa;

(c) reġistrazzjoni fil-qosor tax-xogħol li jkun sar u tad-deċizzjonijiet li jkunu ttiehdu, u dikjarazzjoni dwar kull deċiżjoni jekk din tkunx ittiehdet unanimament jew b'maġġoranza.

(5) Kull membru tal-kumitat tat-tmexxija li, mingħajr raġuni xierqa, jonqos li jattendi tliet laqgħat konsekuttivi tal-kumitat tat-tmexxija jitqies li halla l-kariga tiegħu li, malli jiġri dan, għandha timtela' kif provdut fis-subartikolu (3) ta' l-artikolu 64.

Responsabbiltà
tal-membri
tal-kumitat
tat-tmexxija.

69. (1) Fit-tmexxija ta' l-affarijiet ta' l-għaqda l-membri tal-kumitat tat-tmexxija għandhom jeżerċitaw il-prudenza u d-diliġenza li soltu jeżerċitaw negozjanti u jkunu responsabbli *in solidum* għal kull telf li jiġġarrab minhabba nuqqas min-naħa tagħhom li jeżerċitaw dik il-prudenza u diliġenza jew minhabba xi għemil li jmur kontra d-disposizzjonijiet ta' dan l-Att jew xi Regolamenti magħmula bis-saħħa tiegħu, jew tar-regoli ta' l-għaqda jew ta' xi direttiva ta' xi laqgħa ġenerali.

(2) Meta l-kumitat tat-tmexxija jkun impjega *manager* biex jamministra u jmexxi l-affarijiet ta' l-għaqda, dik il-ħatra ma tneħħix minn fuq il-kumitat ir-responsabbiltà li jkollu għat-tmexxija xierqa ta' l-affarijiet ta' l-għaqda.

Restrizzjonijiet
dwar il-membri
tal-kumitat
tat-tmexxija.

70. (1) Ebdha membru tal-kumitat tat-tmexxija ma għandu iżomm xi kariga bi qliegħ ma' l-għaqda.

(2) Membru tal-kumitat tat-tmexxija jista' jirċievi onorarju jew, jekk ikun president, segretarju jew teżorier, jista' jirċievi *allowance* mingħand l-għaqda:

Izda ebda onorarju jew *allowance* ma titħallas kemm-il darba ma tkunx għet awtorizzata b'riżoluzzjoni f'dak is-sens meħuda f'laqgħa ġenerali ta' l-għaqda jew sa fejn l-ammont ta' onorarju jew *allowance* ikun iżjed minn dik is-somma li tiġi stabbilita minn żmien għal żmien mill-Bord tal-Koperativi.

(3) Uffiċjal li jkun qed jirċievi *allowance* ma jkollux jedd li jirċievi xi onorarju bhala membru tal-kumitat tat-tmexxija, hliel bl-approvazzjoni tal-Bord tal-Koperativi.

(4) Il-membri tal-kumitat tat-tmexxija jkollhom jedd li jieħdu lura dawk l-ispejjeż li jagħmlu minn buthom, approvati bil-quddiem b'mod ġenerali fil-prinċipju mill-kumitat tat-tmexxija, li huma jagħmlu dwar xogħol li jsir minnhom għal jew f'isem l-għaqda u sa dawk l-ammonti li jiġu speċifikament approvati mill-kumitat tat-tmexxija fuq kontijiet li jsiru minn żmien għal żmien.

71. (1) Kull għaqda jkollha president u viċi-president, eletti mill-kumitat tat-tmexxija minn fost il-membri tagħha.

Uffiċjali ta' l-għaqda.

(2) Il-kumitat tat-tmexxija għandu jeleġgi wkoll segretarju u teżorier minn fost il-membri tiegħu:

Izda meta kumitat tat-tmexxija jahtar persuna bhala *manager full-time*, kull wieħed mid-dmirijiet ta' segretarju jew ta' teżorier jew tat-tnejn jista' bil-kunsens bil-miktub tal-Bord tal-Koperativi jiġi delegat lil dak il-*manager*, u meta d-dmirijiet kollha tas-segretarju jew teżorier jew tat-tnejn ikunu hekk delegati l-għaqda tista' tmexxi mingħajr ma teleggi segretarju jew teżorier jew it-tnejn.

(3) Il-karigi ta' segretarju u ta' teżorier jistgħu jinżammu mill-istess persuna.

72. (1) Il-president għandu jippresjedi fil-laqgħat ġenerali kollha u fil-laqgħat kollha tal-kumitat tat-tmexxija. Fin-nuqqas tal-president il-funzjonijiet tiegħu jsiru mill-viċi-president, u fin-nuqqas kemm tal-president kemm tal-viċi-president minn xi laqgħa, minn dik il-persuna l-oħra li tiġi eletta mill-maġġoranza ta' dawk prezenti u li jivvotaw.

Dmirijiet ta' president.

(2) Il-president ikollu d-drittijiet mogħtija lilu bir-regoli u b'mod partikolari li jordna l-egħluq ta' diskussjoni u li jqiegħed il-kwistjoni għall-votazzjoni.

73. (1) Meta l-kumitat tat-tmexxija jeleġgi segretarju, dan għandu jservi lill-għaqda fuq bażi regolari, ukoll jekk ma jagħtix is-servizzi kollha tiegħu lill-għaqda.

Dmirijiet ta' segretarju.

(2) Id-dmirijiet tas-segretarju jkunu kif speċifikati fir-regoli ta' l-għaqda, u għandhom jinkludu d-dmir —

(a) li jzomm, b'mod korrett u aġġornat ir-*records*, il-karti u r-*registri* kollha ta' l-għaqda;

(b) li jzomm inventarju tal-proprjetà ta' l-għaqda;

(c) li jiffirma f'isem il-kumitat tat-tmexxija u jieħu hsieb il-korrispondenza;

(d) li jsejjaħ u jattendi l-laqqgħat ġenerali tal-kumitat tat-tmexxija u li jirreġistra l-proċedimenti ta' dawk il-laqqgħat fil-ktieb tal-minuti;

(e) li jieħu hsieb ix-xogħol ordinarju ta' l-għaqda u jaqdi d-dmirijiet kollha mogħtija lilu mill-kumitat.

Dmirijiet ta' teżorier.

74. (1) Meta l-kumitat tat-tmexxija jeleggi teżorier dan għandu jservi lill-għaqda fuq bażi regolari, ukoll jekk ma jagħtix is-servizzi kollha tiegħu lill-għaqda.

(2) Id-dmirijiet tat-teżorier ikunu kif speċifikati fir-regoli ta' l-għaqda u għandhom jinkludu d-dmir —

(a) li jkun responsabbli għan-negozji finanzjarji kollha ta' l-għaqda, magħduda l-flejjes kollha riċevuti mill-għaqda mingħand bank, mingħand il-membri u mingħand persuni oħra, u li jagħmel l-infiq skond id-direttivi tal-kumitat tat-tmexxija;

(b) li jhejji jew jieħu hsieb li jithejjew ir-riċevuti, il-*vouchers* u d-dokumenti kollha meħtieġa bir-regoli jew li jintalbu mill-kumitat tat-tmexxija;

(c) li jkun responsabbli għat-tizimim xieraq u puntwali tal-kontijiet u tal-kotba tal-kontijiet kollha ta' l-għaqda.

Dmirijiet ta' manager.

75. (1) Id-dmirijiet tal-*manager* ikunu kif speċifikati fir-regoli ta' l-għaqda, u jinkludu d-dmir —

(a) li jamministra n-negozju u l-proprjetà ta' l-għaqda;

(b) li jattendi l-laqqgħat ta' l-għaqda u tal-kumitat tat-tmexxija u li jwettaq l-istruzzjonijiet kollha tal-kumitat;

(c) sa fejn prattikabbli li jkun preżenti fl-uffiċċju ta' l-għaqda matul il-ħinijiet tax-xogħol; u

(d) li jirreġistra jew jieħu hsieb li jiġu reġistrati n-negozji kollha ta' l-għaqda fil-kotba preskritti għal hekk.

(2) Meta jiġi maħtur *manager*, id-dmirijiet tas-segretarju jew tat-teżorier jew tat-tnejn jistgħu jiġu modifikati jew miġdula skond id-dmirijiet mogħtija mill-kumitat lill-*manager*.

Kostituzzjoni tal-bord ta' sorveljanza.

76. (1) Kull għaqda jkollha bord ta' sorveljanza li jkun magħmul minn mhux inqas minn tlieta u mhux iżjed minn sitt membri kif jiġi preskritt bir-regoli tagħha. Il-membri tal-bord ta' sorveljanza għandhom jiġu eletti fil-laqqgħa ġenerali annwali wara l-elezzjoni tal-membri tal-kumitat tat-tmexxija.

(2) Ebda membru tal-kumitat tat-tmexxija ma jista' jkun membru tal-kumitat ta' sorveljanza.

(3) Il-membri tal-bord ta' sorveljanza għandhom iservu għal perijodu ta' tliet snin iżda għandhom jirtiraw b'rotazzjoni bl-istess

mod kif provdut fl-artikolu 66 ta' dan l-Att dwar il-membri tal-kumitat tat-tmexxija; u dawn ikunu jistgħu wkoll, bl-istess mod, jerġgħu jiġu eletti.

(4) Meta membru tal-bord ta' sorveljanza jirriżenja waqt iż-żmien tal-kariga tiegħu l-bord ta' sorveljanza jkollu s-setgħa li jdaħħal minn fost il-membri ta' l-għaqda persuna biex isservi għall-bqija taż-żmien tal-kariga.

(5) Il-membri tal-bord ta' sorveljanza għandhom preferibbilment jintagħzlu minn fost persuni li jkunu jafu l-proċeduri ta' *accounting*, verifika u finanzi u li jistgħu ma jkunux minn fost il-membri ta' l-għaqda.

77. (1) Il-bord ta' sorveljanza għandu jeleġgi wiehed mill-membri tiegħu biex ikun president. Laqgħat tal-bord ta' sorveljanza.

(2) Il-bord ta' sorveljanza għandu jiltaqa' spiss kemm ikun b'żonn sabiex ikun jista' jaqdi b'mod xieraq il-funzjonijiet u d-dmirijiet tiegħu u f'kull każ mhux inqas spiss minn darba fix-xahar.

(3) Il-*quorum* għal laqgħa tal-bord ta' sorveljanza jkun mhux inqas minn nofs in-numru tal-membri tiegħu.

(4) Id-deċiżjonijiet għandhom jittiehdu b'maġġoranza sempliċi tal-voti. Il-president ma jkollux vot deċiżiv.

(5) Il-bord ta' sorveljanza għandu wkoll jahtar wiehed mill-membri tiegħu biex ikun segretarju tal-bord u dak l-uffiċjal għandu jirreġistra l-proċedimenti tal-laqgħa fi ktieb tal-minuti u jaqdi dawk il-funzjonijiet l-oħra li jkun mogħtija lilu mill-bord ta' sorveljanza.

78. (1) Il-bord ta' sorveljanza jkun responsabbli lejn il-membri ta' l-għaqda biex jiżgura li l-affarijiet ta' l-għaqda jtmexxew skond id-disposizzjonijiet ta' dan l-Att kif ukoll skond ir-regoli ta' l-għaqda u skond id-deċiżjonijiet u riżoluzzjonijiet adottati f'laqgħat ġenerali jew f'laqgħat tal-kumitat. Il-funzjonijiet tiegħu jinkludu d-dmir li — Setgħat u dmirijiet tal-bord ta' sorveljanza.

(a) jissorvelja l-egħmil tal-kumitat tat-tmexxija, u ta' l-uffiċjali u l-impjegati ta' l-għaqda;

(b) jara li jkun hemm awtorità biex isir infieq;

(c) jeżamina l-kontijiet ta' l-għaqda f'intervalli regolari ta' mhux inqas minn darba fix-xahar;

(d) jiżgura li n-negozji kollha ta' l-għaqda jkun mdaħħlin tajjeb fid-diversi kotba tal-kontijiet u fid-dokumenti;

(e) jiġbed l-attenzjoni tal-kumitat tat-tmexxija għal xi differenzi jew diskrepanzi li jistgħu jeżistu;

(f) jiżgura l-validità u l-eżattezza tal-karta tal-bilanċ u ta' dikjarazzjonijiet u prospetti oħra annwali jew perjodiċi li l-Bord tal-Koperativi jippreskrivi minn żmien għal żmien;

(g) jippreżenta għal laqgħa ġenerali annwali rapport speċifiku fuq it-tmexxija u l-qagħda finanzjarja ta' l-għaqda magħduda każijiet meta l-kumitat tat-tmexxija jkun naqas li jaġixxi skond il-htigiet tar-regoli; u

(h) japprova self mill-għaqda lil membri tal-kumitat tat-tmexxija.

(2) Il-membri tal-bord ta' sorveljanza għandu jkollhom aċċess liberu f'kull hin għall-kotba, karti u dokumenti kollha ta' l-għaqda u l-kumitat tat-tmexxija u l-uffiċjali kollha għandhom, meta jkunu mitluba, jagħtu kont jew taġrif lill-bord ta' sorveljanza u jipproduċu l-flus fl-idejn u l-attiv l-ieħor ta' l-għaqda għall-ispezzjon tiegħu.

(3) Il-bord ta' sorveljanza jista' f'kull żmien jehtieg lill-kumitat tat-tmexxija li jsejjaħ laqgħa ġenerali straordinarja kull meta jidhirlu li l-membri għandhom jiġu mgħarrfa minnufih bil-qagħda ta' l-għaqda u jkollu s-setgħa wkoll li jsejjaħ hu nnifsu laqgħa ġenerali straordinarja jekk il-kumitat jonqos li jagħmel hekk fi żmien xahar minn meta jirċievi t-talba.

Membru speċjali
mahtur
mill-Bord
tal-Koperativi.

79. (1) Minkejja kull disposizzjoni oħra ta' dan l-Att, kull meta għaqda tkun qed tirċievi għajjnuna finanzjarja mingħand il-Gvern, il-Bord tal-Koperativi jista' jahtar membru wieħed speċjali għall-kumitat tat-tmexxija u membru speċjali għall-bord ta' sorveljanza ta' dik l-għaqda.

(2) Għall-finijiet ta' dan l-artikolu għaqda titqies li tkun qed tirċievi għajjnuna finanzjarja mingħand il-Gvern —

(a) jekk f'xi żmien matul it-tliet snin li jiġu minnufih qabel l-għaqda tkun irċeviet għotja ta' flus mingħand il-Gvern;

(b) jekk xi flus ikunu ġew mislufa lill-għaqda mill-Gvern u s-self ikun għadu ma tħallasx; jew

(ċ) jekk xi self mogħti lill-għaqda jkun ġie garantit mill-Gvern u jew il-garanzija tkun għadha hemmhekk jew il-garanzija tkun ġiet onorata mill-Gvern u l-għaqda ma tkunx hallset lill-Gvern is-somma kollha (magħdud l-imghax, jekk il-każ, fuqhom) imħallsa mill-Gvern minħabba l-garanzija.

(3) Membru speċjali mahtur għal kumitat tat-tmexxija jew għall-bord ta' sorveljanza taht is-subartikolu (1) ta' dan l-artikolu għandu jibqa' membru tal-kumitat tat-tmexxija jew tal-bord ta' sorveljanza sakemm il-hatra tiegħu tiġi mitmuma mill-Bord tal-Koperativi. Dan ikollu s-setgħat kollha bħal membri l-oħra tal-kumitat tat-tmexxija jew tal-bord ta' sorveljanza, bilieft is-setgħa li jivvota.

TAQSIMA VII

Proprietà u Fondi ta' Għaqdiet

Kif jinholqu
l-fondi.

80. (1) Il-kapital ta' għaqda jista' jingabar, bla ħsara għad-disposizzjonijiet ta' dan l-Att, b'kull wieħed jew iktar mill-modi li ġejjin —

(a) drittijiet għal dħul;

(b) sottoskrizzjoni u hlas ta' ishma;

(ċ) depożiti ta' tiffidil magħmula mill-membri tagħha;

(d) depożiti jew self minn mhux membri;

(e) residwu li jitqiegħed f'fondi ta' rizerva.

(2) Ir-regoli li ġejjin għandu jkollhom effett dwar il-mod tal-ġbir ta' kapital speċifikat fis-subartikolu (1) ta' dan l-artikolu, jiġifieri —

(a) ebda dritt għal dħul ma jiġi mħallas lura jekk mhux għax tkun giet miċhuda applikazzjoni għal dħul ta' membru;

(b) ebda sehem ma jista' jiġi mifdi hlief skond ir-regoli ta' l-għaqda u ebda regola ta' l-għaqda li tħalli li jsir dijk il-fidwa ma jkollha effett kemm-il darba ma jkunx speċifikament provdut ukoll f'dawk ir-regoli l-inqas numru ta' ishma li membru għandu jkollu fil-waqt li jkun membru;

(c) depożiti ta' tiffdil jistgħu jkunu jew obbligatorji u regolari jew volontarji: depożitu regolari u obbligatorju għandu jsir skond ir-regoli ta' l-għaqda u ma jstax jiġi rtirat hlief għal għanijiet u skond kondizzjonijiet speċifikati fir-regoli, jew matmiem ta' membru, izda jista' jservi bħala garanzija għal self li jittiehed minn membru jew għal garanzija li hu jagħti; depożiti volontarji jistgħu jiġu rtirati, bla ħsara għal dawk il-kondizzjonijiet u restrizzjonijiet li jkunu speċifikati fir-regoli;

(d) depożiti jew self minghand mhux membri jkunu sugġetti għad-disposizzjonijiet ta' dan l-Att u tar-regoli ta' l-għaqda;

(e) Fond ta' riżerva għandu jinżamm u jiġi wżat skond id-disposizzjonijiet ta' dan l-Att u tar-regoli ta' l-għaqda.

(3) Għaqda ma tistax toħroġ *bonds* jew *debentures* mingħajr l-awtorità tal-Bord tal-Koperativi u għandha, f'kull hruġ bħal dan, thares kull kondizzjoni preskritta mill-Bord.

81. (1) Għaqda m'għandhiex tislef jew tagħti xi kreditu lil xi persuna jekk din ma tkunx membru:

Restrizzjonijiet fuq għoti ta' self.

Izda bil-kunsens bil-miktub tal-Bord tal-Koperativi, għaqda tista' tislef lil għaqda oħra:

Izda wkoll, sugġetta għar-regoli tagħha, għaqda tista', bil-kunsens bil-miktub tal-Bord tal-Koperativi u taħt dawk il-kondizzjonijiet li l-imsemmi Bord jista' jimponi minn żmien għal żmien tagħti kreditu għan negozju normali lil persuni *bona fide* li lilhom il-Għaqda tkun bieghet oġġetti jew tat servizzi.

(2) Hlief bil-permess tal-Bord tal-Koperativi, għaqda m'għandhiex tislef flus fuq il-garanzija ta' xi proprjetà mobbli hlief prodott jew oġġetti li fihom l-għaqda tkun awtorizzata tinnegozja.

(3) Il-Ministru jista', b'ordni ġenerali jew speċjali, jipprojbixxi jew jirrestringi s-self ta' flus minn xi għaqda jew klassi ta' għaqdiet fuq il-garanzija ta' proprjetà immobbli.

82. (1) Għaqda tista' tirċievi depożiti u self minghand membri u minghand persuni li ma jkunux membri biss jekk tkun hekk awtorizzata bir-regoli tagħha u biss sa dak il-limitu u taħt dawk il-kondizzjonijiet li jkunu stabbiliti jew preskritti bir-regoli tagħha jew taħt id-disposizzjonijiet li ġejjin ta' dan l-artikolu.

Restrizzjonijiet biex tisseslef.

(2) Għaqda li skond ir-regoli tagħha jkollha s-setgħa li tisseslef flus għandha tistabbilixxi minn żmien għal żmien f'laqgħa ġenerali, l-oghla responsabbiltà li tista', fil-limiti preskritti bir-regoli tagħha, tidhol fiha bħala self jew depożiti minghand membri jew persuni li m'humiex membri magħdud *overdraft* tal-bank, u għandha tgħarraf lil-Bord tal-Koperativi bil-massimu hekk stabbilit.

(3) Il-massimu hekk stabbilit ikun sugġett għall-approvazzjoni tal-Bord tal-Koperativi li jista', f'kull żmien, inaqqas il-massimu jew jimponi dawk il-kondizzjonijiet li jidhiru meħtieġa; u d-deċizzjonijiet tiegħu jkunu finali.

Investiment ta' fondi.

83. Għaqda tista' tinvesti jew tiddepożita l-fondi tagħha —

- (a) fil-Bank ta' Tifdil tal-Gvern ta' Malta;
- (b) f'dawk l-investimenti u obbligazzjonijiet li jkunu għal dak iż-żmien approvati għal dan l-għan mill-Bord tal-Koperativi;
- (c) f'kull bank registrat taħt l-Att ta' l-1970 dwar il-Kummerċ Bankarju;
- (d) fl-ishma ta' kull għaqda approvata għal hekk mill-Bord tal-Koperativi;
- (e) fix-xiri jew kiri ta' art jew bini jew fil-kostruzzjoni ta' bini meħtieġ biex jitmexxa n-negozju tagħha, kemm-il darba dak l-akkwist isir bil-kunsens bil-quddiem tal-Bord tal-Koperativi; jew
- (f) b'kull mod ieħor li jista' jiġi approvat bil-miktub mill-Bord tal-Koperativi jew b'mod ġenerali jew f'xi każ partikolari:

Iżda għaqda li tkun irċeviet self mingħand il-Gvern jew mingħand xi bank kummerċjali għandha tohloq fond ta' ammortizzament b'dak il-mod li l-Bord tal-Koperativi jista' japprova għall-fidi ta' dak is-self.

Fond ta' rizerva.

84. (1) Kull għaqda li tista' jkollha residwu mill-hidma tagħha għandha żżomm fond ta' rizerva, u dak il-fond għandu jintuza esklużivament biex jagħmel tajjeb għal telf li jiġġarrab mill-għaqda u li jkun muri fil-karta tal-bilanċ verifikata u approvata.

(2) Il-fond ta' rizerva għandu jinżamm f'forma ta' attiv likwidu.

(3) Kull għaqda għandha thallas fil-fond ta' rizerva għall-anqas għoxrin fil-mija ta' residwu li jibqa' mill-hidma ta' l-għaqda matul sena finanzjarja:

Iżda l-htieġa ta' dan is-subartikolu m'għandhiex tapplika f'xi sena li fiha l-fond ta' rizerva jkun daqs it-total tal-kapital ta' l-ishma mhallas u għoxrin fil-mija tal-kapital li l-għaqda tkun issselfet kif jidher mill-karta tal-bilanċ verifikata u approvata fis-sena finanzjarja ta' qabel.

Fond ta' provvidenza ta' l-impjegati.

85. (1) Għaqda tista' tistabbilixxi fond ta' provvidenza kontributorju għall-benefiċċju ta' l-impjegati tagħha li fih jiġu kreditati l-kontribuzzjonijiet kollha li jsiru mill-impjegati u l-għaqda skond ir-regoli ta' l-għaqda.

(2) Fond ta' provvidenza kontributorju stabbilit minn għaqda registrata taħt is-subartikolu (1) ta' dan l-artikolu —

- (a) m'għandux jintuza għan-negozju ta' l-għaqda;
- (b) ma jkunx parti mill-attiv ta' l-għaqda; u
- (c) ma jkunx jista' jiġi maqbud jew ikun sugġett għal xi proċediment ieħor ta' xi qorti jew awtorità oħra.

86. (1) Ghandu jkun hemm Fond Ċentrali tal-Koperativi li jkun amministrat b'dak il-mod li l-Ministru jista' jippreskrivi b'regolamenti magħmula taħt dan l-Att. Fond Ċentrali tal-Koperativi.

(2) Il-Fond Ċentrali tal-Koperativi għandu jintuża biex jinġiebu 'l quddiem l-edukazzjoni koperativa, it-taħriġ, ir-riċerki, il-verifika u l-iżvilupp ġenerali tal-moviment tal-koperativi f'Malta.

(3) Kull għaqda għandha tikkontribwixxi hamsa fil-mija tar-residwu li jibqa' mill-hidma tagħha matul kull sena finanzjarja lill-Fond Ċentrali tal-Koperativi.

87. (1) Dak li jibqa' minn kull residwu li jirriżulta mill-hidma ta' għaqda matul sena finanzjarja wara li jsiru l-kontribuzzjonijiet għall-fond ta' rizerva u għall-Fond Ċentrali tal-Koperativi skond l-artikoli 84 u 86 ta' dan l-Att jista' jitqassam fost il-membri bhal *dividend* jew b'kull mod awtorizzat b'dan l-Att jew bir-regoli ta' l-għaqda jew jintużaw biex jithallsu onorarji lill-uffiċjali ta' l-għaqda, u jistgħu wkoll jiġu allokati għal xi fondi oħra ta' l-għaqda sa dak il-limitu u taħt dawk il-kondizzjonijiet li jistgħu jiġu preskritti taħt dan l-Att jew bir-regoli ta' l-għaqda. Tqassim tar-residwu nett.

(2) Ebda għaqda m'għandha thallas *dividend* fuq ishma li jkun iżjed mill-oghla rata speċifikata mill-Ministru minn żmien għal żmien f'regolamenti magħmula taħt dan l-Att.

(3) Għaqda tista' tuża ammont li ma jkunx iżjed minn għaxra fil-mija tar-residwu nett annwali għal kull għan ta' karità, edukazzjoni jew għan ieħor pubbliku.

88. (1) Għaqda tista' tqassam kull parti li jibqa' minn residwu nett tagħha bhala *patronage refund*. Patronage refund.

(2) *Patronage refund* tfisser it-tqassim tar-residwu nett ta' għaqda mħallas fost il-membri tagħha fi proporzjon tal-volum ta' xogħol li huma jkun għamlu ma' l-għaqda u li minnu jkun inkiseb ir-residwu li jkun se jitqassam.

89. (1) Għaqda tista' tqassam kull parti tar-residwu nett tagħha fost il-membri tagħha f'għamla ta' ċertifikati *bonus* jew ishma *bonus*. Ċertifikati ta' bonus u ishma bonus.

(2) Ċertifikat *bonus* jagħti l-jedd lid-detentur tiegħu li jitlob il-hlas tas-somma li għallha jkun inħareġ iċ-ċertifikat mill-fondi ta' l-għaqda f'data speċifikata fiċ-ċertifikat li tkun data mhux qabel hames snin mill-jum li fih ikun ħareġ iċ-ċertifikat *bonus*. Ebda imgħax jew *dividend* ma jithallas fuq dawk iċ-ċertifikati.

(3) Sehem *bonus* ma jistax jiġi rtirat jew trasferit qabel ma jgħaddu għaxar snin mid-data tal-hruġ tiegħu kemm-il darba d-detentur tas-sehem *bonus* ma jispiċċax minn membru.

TAQSIMA VIII

Amalgamazzjoni u Trasferiment

Amalgamazzjoni
ta' ghaqdiet.

90. (1) Bla hsara għad-disposizzjonijiet ta' dan l-Att, żewġ ghaqdiet jew iktar jistgħu b'att bil-miktub jamalgamaw f'għaqda waħda jekk kull waħda minn dawk l-ghaqdiet tkun hekk iddeċidiet, b'maġġoranza ta' tliet kwarti tal-membri preżenti u li jivvotaw, f'laqgħa ġenerali straordinarja li ssir għal dan l-ghan u li dwarha avviz bil-miktub, li jkollu fih ir-riżoluzzjoni u d-data u l-post tal-laqgħa, ikun ingħata għall-anqas hmistax-il jum qabel ma ssir il-laqgħa.

(2) L-għaqda l-ġdida ffurmata kif intqal qabel tista' tapplika biex tiġi registrata taħt l-artikolu 17 u tista' tiġi registrata taħt l-artikolu 20 ta' dan l-Att.

(3) Sakemm u jekk l-għaqda l-ġdida ma tkunx hekk registrata, l-att ta' l-amalgamazzjoni ma jkollu ebda effett.

Trasferiment
ta' attiv, passiv
lil għaqda oħra

91. (1) Bla hsara għad-disposizzjonijiet ta' dan l-Att, għaqda li tkun hekk awtorizzata b'riżoluzzjoni mghoddija kif provdut fis-subartikolu (1) ta' l-artikolu 90 ta' dan l-Att, tista', b'att bil-miktub tittrasferixxi lil għaqda oħra awtorizzata li taċċetta t-trasferiment b'riżoluzzjoni mghoddija bl-istess mod, l-attiv u l-passiv kollu tagħha mingħajr eċċezzjoni.

(2) L-att li jagħmel dak it-trasferiment għandu jkun registrat mal-Bord tal-Koperativi, u ma jkollux effett jekk ma jkunx hekk registrat.

Effett ta'
amalgamazzjoni
jew trasferiment.

92. (1) L-amalgamazzjoni ta' ghaqdiet u t-trasferiment ta' l-attiv u l-passiv ta' għaqda lill-għaqda oħra m'għandux isir u l-att relatattiv m'għandux jiġi ffirmat qabel ma jgħaddu tliet xhur mill-pubblikazzjoni fil-Gazzetta tar-riżoluzzjonijiet meħtieġa bid-disposizzjonijiet ta' qabel ta' din it-Taqsima ta' dan l-Att.

(2) Matul l-imsemmi perijodu ta' tliet xhur kull kreditur ta' l-ghaqdiet li jkollhom x'jaqsmu jista' joġġezzjona għall-amalgamazzjoni jew għat-trasferiment propost, u jekk dan hekk joġġezzjona b'avviz bil-miktub lill-għaqda, l-amalgamazzjoni jew it-trasferiment ma jsirx sakemm jithallas id-dejn dovut lil dak il-kreditur.

(3) Kull membru ta' għaqda li tkun se tiġi amalgamata jew ta' għaqda li tkun se tittrasferixxi jista' minkejja kull regola għall-kuntrarju, b'avviz bil-miktub mogħti lill-għaqda li tagħha jkun membru mhux iktar tard minn xahrejn mid-data tar-riżoluzzjoni rilevanti mghoddija minn dik l-għaqda, jiddikjara l-hsieb tiegħu li ma jidholx membru ta' l-għaqda l-ġdida jew ta' l-għaqda li lilha jsir it-trasferiment, skond il-każ, u malli jagħti dak l-avviz dan jispiċċa minn membru.

(4) Ir-registrazzjoni ta' għaqda ġdida kif provdut fis-subartikolu (3) ta' l-artikolu 90 ta' dan l-Att, jew ir-registrazzjoni ta' l-att li jittrasferixxi l-attiv u l-passiv ta' l-għaqda lill-għaqda oħra kif provdut fis-subartikolu (2) ta' l-artikolu 91 ta' dan l-Att, ikun trasferiment biżżejjed ta' l-attiv u l-passiv kollu ta' l-ghaqdiet li jamalgamaw lill-għaqda l-ġdida jew, skond il-każ, mingħand l-għaqda li tittrasferixxi għall-għaqda li lilha jkun qed isir it-trasferiment; l-għaqda l-ġdida jew l-għaqda li lilha jsir it-trasferiment tissuċċiedi f'dawk id-drittijiet u l-obbligazzjonijiet kollha u fl-atti pubbliċi, il-kuntratti, l-atti u d-dokumenti l-oħra kollha jkollhom effett u jinqraw skond hekk.

TAQSIMA IX

Dmirijiet u Setgħat tal-Bord tal-Koperativi

93. (1) Il-Bord tal-Koperativi għandu jzomm jew jieħu hsieb li jinżamm fl-uffiċċju tiegħu Reġistru ta' Għaqdiet Koperativi u dawk ir-reġistri l-oħra, u dik l-istatistika jew dokumentazzjoni oħra fuq għaqdiet li minn żmien għal żmien jidhirlu xieraq u kif il-Ministru jista' minn żmien għal żmien jordna.

Reġistru ta' għaqdiet.

(2) Id-dhul originali kollu fir-Reġistru ta' Għaqdiet Koperativi għandu jsir minn, jew taħt id-direttivi ta', iċ-*Chairman* tal-Bord tal-Koperativi u għandu jkun iffirmat minnu.

(3) Kull tibdil, interlinear jew tħassir fir-Reġistru ta' l-Għaqdiet Koperativi għandu jkun inizzjalat miċ-*Chairman* tal-Bord tal-Koperativi.

(4) Ir-Reġistru ta' l-Għaqdiet tal-Koperativi, ir-regoli reġistrati ta' kull għaqda b'kull emenda reġistrata tagħhom, għandhom ikunu miftuħa għal spezzjon mill-pubbliku fil-hinijiet xierqa kollha, mal-hlas ta' dawk id-drittijiet li l-Ministru jista' minn żmien għal żmien jippreskrivi b'regolamenti taħt dan l-Att.

94. (1) Il-Bord tal-Koperativi għandu jipprovdi servizzi ta' uffiċjali tal-koperativi mharrġa b'mod speċjali biex igħinu fil-formazzjoni, organizzazzjoni u thaddim ta' għaqdiet u biex jagħtu pariri tekniċi lil kull xorta ta' għaqda koperativa reġistrata taħt dan l-Att.

Għajnuna fi-organizzazzjoni ta' għaqdiet u pariri tekniċi.

(2) Il-Bord tal-Koperativi jista' jiddelega d-dmirijiet tiegħu ta' promozzjoni u pariri, f'parti jew għal kollha, lil organizzazzjoni *apex* tal-koperativi malli dik l-organizzazzjoni *apex* tiġi reġistrata u timpjega persunal kompetenti biex jieħdu huma dawn id-dmirijiet.

(3) Meta d-dmirijiet ta' promozzjoni u pariri jkunu ġew delegati lil organizzazzjoni *apex* tal-koperativi, il-Bord tal-Koperativi għandu jzomm dak in-numru iżgħar ta' uffiċjali tal-koperativi mharrġa kif ikun meħtieġ biex jinqdew id-dmirijiet imsemmija fl-artikoli 12, 13, 79 u 96 ta' dan l-Att b'kollaborazzjoni ma' l-organizzazzjoni *apex* tal-koperativi.

95. Il-Bord tal-Koperativi, jew kull persuna awtorizzata minnu bil-miktub għal hekk, għandu jkollu l-jedd li f'kull hin xieraq jispezzjona l-kotba, il-kontijiet, il-karti, il-flus fl-idejn u t-titoli kollha ta' għaqda u kull uffiċjal, aġent, impjegat jew membru ta' l-għaqda għandu jagħti dak it-tagħrif dwar in-negozji u x-xogħol ta' l-għaqda kif il-persuna li tagħmel dak l-ispezzjon tista' teħtieġ.

Setgħa tal-Bord tal-Koperativi li jispezzjona l-kotba ta' l-għaqdiet.

96. (1) Il-Bord tal-Koperativi għandu jissorvelja l-verifika ta' kull għaqda sabiex jiżgura li l-verifika tkun qed issir effettivament u skond id-disposizzjonijiet ta' dan l-Att.

Setgħa tal-Bord tal-Koperativi li jissorvelja l-verifika ta' għaqdiet.

(2) Il-Bord tal-Koperativi, u kull uditur approvat minnu taħt l-artikolu 39 ta' dan l-Att, u kull persuna awtorizzata minn dak l-uditur, ikollha is-setgħa —

(a) li f'kull hin xieraq ikollhom aċċess f'ieles għar-records kollha ta' kontijiet u hwejjeġ oħra li għandhom x'jaqsmu direttament jew indirettament man-negozji finanzjarji ta' l-għaqda;

(b) li jeħtieġu l-produzzjoni ta' kull ktieb jew dokument li għandu x'jaqsmu ma' l-affarijiet ta', jew xi flus jew titoli li huma proprjetà ta', l-għaqda, minn kull uffiċjal, aġent, impjegat jew membru ta' l-għaqda li jkollu fil-pussess tiegħu jew taħt il-kontroll tiegħu dak il-ktieb, dokumenti, flus jew titoli;

(ċ) li jeħtieġu lil kull uffiċjal, aġent, impjegat jew membru ta' l-għaqda li jagħti kull tagħrif materjali dwar kull negozju ta' l-għaqda jew it-tmexxija ta' l-affarijiet tagħha;

(d) li jieħdu kopji ta' jew estratti minn kull records ta' kontijiet jew ta' hwejjeġ oħra.

(3) Meta organizzazzjoni apex tal-koperativi tkun giet reġistrata u tkun stabbiliet fergħa tal-verifika approvata mill-Bord tal-Koperativi, dak il-Bord għandu japprova wkoll dik il-fergħa tal-verifika bħala l-uditur ta' l-għaqdiet imsieħba ma' l-organizzazzjoni apex.

Inkjesta mill-Bord tal-Koperativi.

97. (1) Il-Bord tal-Koperativi jista', fuq mozzjoni tiegħu stess, u għandu, fuq applikazzjoni tal-maġġoranza tal-membri tal-kumitat tat-tmexxija ta' għaqda, jew tal-maġġoranza tal-membri tal-bord ta' sorveljanza ta' għaqda, jagħmel inkjesta jew iġieġhel li ssir inkjesta dwar il-kostituzzjoni, xogħol u qagħda finanzjarja ta' l-għaqda; u l-uffiċjali, l-impjegati u l-membri kollha ta' l-għaqda għandhom jipproduċu dawk il-kotba, kontijiet, flus, karti u titoli ta' l-għaqda u għandhom jagħtu dak it-tagħrif dwar l-affarijiet ta' l-għaqda li l-Bord tal-Koperativi jew il-persuna li tmexxi l-inkjesta tista' teħtieġ.

(2) Il-Bord tal-Koperativi għandu jikkomunika r-rizultati ta' kull inkjesta bħal dik lill-għaqda li tkun saret inkjesta fl-affarijiet tagħha.

Eżami ta' kotba ta' għaqda li jkollha dejn.

98. (1) Il-Bord tal-Koperativi għandu, fuq l-applikazzjoni ta' kreditur ta' l-għaqda, jeżamina jew iġieġhel li jiġu eżaminati l-kotba ta' l-għaqda, jekk l-applikant —

(a) jipprova għas-sodisfazzjon tal-Bord li somma ta' flus speċifikata għandha tithallas lura lilu u li hu talab il-ħlas tagħha u għadu ma rċevix sodisfazzjon fi żmien xieraq; u

(b) jiddepożita mal-Bord tal-Koperativi dik is-somma bħala garanzija għall-ispejjeż ta' l-eżami mitlub kif il-Bord jista' jeħtieġ.

(2) Il-Bord tal-Koperativi għandu jikkomunika r-rizultati ta' kull eżami bħal dak lill-kreditur u lill-għaqda li l-kotba tagħha jkunu ġew eżaminati.

Komunikazzjoni ta' difetti fil-ħidma ta' għaqdiet.

99. (1) Jekk xi verifika, inkjesta jew eżami ta' kotba li jsir taħt dan l-Att jikxef xi difetti fil-ħidma ta' għaqda, il-Bord tal-Koperativi għandu jiġbed l-attenzjoni ta' l-għaqda għal dawk id-difetti u jekk l-għaqda tkun imsieħba ma' għaqda sekondarja jew organizzazzjoni apex, jiġbed ukoll l-attenzjoni ta' dik l-għaqda l-oħra.

(2) Il-Bord tal-Koperativi jista' jagħmel ordni fejn jordna lil dik l-ghaqda jew lil kull uffiċjal biex jiehu dawk il-passi li jiġu speċifikati fl-ordni fiż-żmien hemmhekk speċifikat sabiex jirrimedja d-difetti mikxufa fil-verifika, inkjesta jew eżami tal-kotba.

100. (1) Meta ssir inkjesta skond l-artikolu 97 jew eżami skond l-artikolu 98 ta' dan l-Att, il-Bord tal-Koperativi jista', jagħti deċiżjoni dwar kif jinqas l-ispejjeż, jew dik il-parti ta' l-ispejjeż li jidhirlu xieraq, bejn l-ghaqda, il-membri jew il-kreditur li jitlob l-inkjesta jew l-eżami u l-uffiċjali jew l-uffiċjali ta' l-imghoddi ta' l-ghaqda; u d-deċiżjoni tal-Bord tal-Koperativi tkun finali.

Spejjeż ta' l-inkjesta u eżami.

(2) Kull somma li tiġi deċiża bħala spejjeż taħt is-subartikolu (1) ta' dan l-artikolu tista' tingabar bħal dejn ċivili u d-deċiżjoni mogħtija mill-Bord taħt dak is-subartikolu tkun titlu eżekuttiv bl-istess mod daqslikieku kienet inkluża fost it-titli eżekuttivi li jinsabu fl-artikolu 251 tal-Kodiċi ta' Organizzazzjoni u Proċedura Ċivili.

101. (1) Jekk il-Bord tal-Koperativi, wara li jagħmel inkjesta taħt l-artikolu 97 jew wara li jagħmel eżami taħt l-artikolu 98, jew malli jirċievi applikazzjoni magħmula minn tliet kwarti tal-membri ta' l-ghaqda preżenti u li jivvotaw f'laqgħa ġenerali straordinarja im-sejha għalhekk, ikun tal-fehma li dik l-ghaqda għandha tiġi likwidata, hu jista' johroġ ordni fejn jordna li din għandha tiġi likwidata.

Xoljiment ta' għaqdiet

(2) Il-Bord tal-Koperativi jista', fuq mozzjoni tiegħu stess, jagħmel ordni għall-likwidazzjoni dwar għaqda li tkun għadha ma bdiex taħdem jew tkun waqfet mix-xogħol jew li l-membri tagħha jkun qas għall-inqas min-numru minimu ta' membri meħtieġ bl-artikolu 14 ta' dan l-Att.

(3) Ebda għaqda ma tiġi likwidata hlief b'ordni tal-Bord tal-Koperativi.

(4) Kull membru ta' l-ghaqda jista', fi żmien xahrejn mid-data ta' ordni ta' likwidazzjoni taħt is-subartikolu (1) jew (2) ta' dan l-artikolu, jappella kontra dak l-ordni lill-Ministru u d-deċiżjoni tal-Ministru dwar hekk tkun finali.

(5) Meta jagħmel ordni ta' likwidazzjoni taħt is-subartikolu (1) jew (2) ta' dan l-artikolu, il-Bord tal-Koperativi jista' jaħtar likwidatur għall-għanijiet tal-likwidazzjoni.

(6) Likwidatur m'għandux jillikwida għaqda qabel ma jgħaddu xahrejn bid-data ta' l-ordni tal-likwidazzjoni jew, jekk ikun sar appell taħt is-subartikolu (4) ta' dan l-artikolu, sakemm tingħata d-deċiżjoni tal-Ministru fuq dak l-appell.

(7) L-ispejjeż tal-likwidazzjoni, magħduda r-rimunerazzjoni tal-likwidatur, għandha tithallas mill-attiv ta' l-ghaqda qabel kull dejn ieħor.

102. (1) Bla hsara għad-disposizzjonijiet ta' kull ordni magħmul mill-Bord tal-Koperativi taħt l-artikolu 103 ta' dan l-Att, likwidatur mahtur mill-Bord ikollu s-setgħa li —

Setgħat ta' likwidatur.

(a) jiehu pussess immedjat ta' l-attiv kollu ta' l-għaqda u tal-kotba, *records* u dokumenti oħra kollha tan-negozju tagħha;

(b) ikompli x-xogħol ta' l-għaqda safejn ikun meħtieġ sabiex jillikwida l-affarijiet tagħha b'avantaġġ, iżda għal dan l-għan hu ma jkun jista' johroġ ebda self;

(c) jistabbilixxi b'avviz pubblikat fil-Gazzetta l-jum li qablu l-kredituri jkollhom jipprezentaw it-talbiet tagħhom sabiex ikunu jistgħu jiġu aċċettati għal xi tqassim;

(d) jibgħat kull kwistjoni għal arbitraġġ u jagħmel u jiddefendi kawżi u proċedimenti legali oħra f'isem l-għaqda;

(e) jagħti dawk id-direttivi dwar il-ġbir u r-realizzazzjoni ta' attiv kif ikun meħtieġ waqt il-likwidazzjoni ta' l-għaqda;

(f) jistħarreg it-talbiet kollha kontra l-għaqda u, bla ħsara għad-disposizzjonijiet ta' dan l-Att, jiddeċiedi b'ordni kwistjonijiet dwar jekk jintlaqgħux jew le talbiet u l-preċedenza bejn min jagħmel it-talbiet;

(g) iħallas talbiet li jsiru kontra l-għaqda (magħdud kull imgħax li jkollu jithallas sad-data ta' l-ordni tal-likwidazzjoni) skond il-preċedenza rispettiva tagħhom, jekk ikun hemm, għal kollox jew sal-limitu li jippermetti l-attiv ta' dik l-għaqda;

(h) jasal fi ftehim dwar xi talba favur jew kontra l-għaqda, kemm-il darba tinkiseb bil-quddiem l-approvazzjoni tal-Bord tal-Koperativi;

(i) isejjah dawk il-laqgħat tal-membri kif ikun meħtieġ għat-tmexxija xierqa tal-likwidazzjoni, wara li jagħti avviz ta' mhux inqas minn himstax-il jum shaħ għal kull laqgħa bħal dik;

(j) bla ħsara għal kull regola li tillimita r-responsabbiltà tal-membri u bla ħsara għad-disposizzjonijiet ta' l-artikoli 51 u 52 ta' dan l-Att, b'ordni jiddeċiedi l-kontribuzzjonijiet li għandhom isiru lill-attiv ta' l-għaqda minn membri, membri ta' l-imgħoddi jew mill-werrieta ta' membri mejta ta' l-għaqda;

(k) jiehu ħsieb it-tqassim ta' l-attiv ta' l-għaqda b'mod konvenjenti meta skema għal tqassim tkun giet approvata mill-Bord tal-Koperativi; u

(l) jordna minn liema persuni u b'liema proporzjonijiet għandhom jinqasmu l-ispejjeż tal-likwidazzjoni.

(2) Kull persuna aggravata b'xi ordni tal-likwidatur magħmul taħt id-disposizzjonijiet tal-paragrafi (f), (j) jew (l) tas-subartikolu (1) ta' dan l-artikolu tista' tappella bil-miktub lill-Bord tal-Koperativi fi żmien tletin jum mid-data ta' dak l-ordni.

(3) Kull persuna aggravata b'deċiżjoni tal-Bord tal-Koperativi taħt id-disposizzjonijiet tas-subartikolu (2) ta' dan l-artikolu tista' tappella bil-miktub lill-Ministru fi żmien tletin jum minn dik id-deċiżjoni; u d-deċiżjoni tal-Ministru tkun finali u konkluziva.

(4) Likwidatur għandu jiddepożita l-fondi u l-attiv l-ieħor ta' għaqda xolta li jkunu miġbura minnu jew li jiġu fil-pussess tiegħu bħala likwidatur b'dak il-mod u f'dak il-post li minn żmien għal żmien jista' jiġi stabbilit mill-Bord tal-Koperativi.

(5) Likwidatur għandu, kull tliet xhur, jissottometti lill-Bord tal-Koperativi rapport fejn jagħti l-progress magħmul fil-likwidazzjoni ta' l-affarijiet ta' l-għaqda, u għandu malli jispicċaw l-proċedimenti tal-likwidazzjoni, jissottometti rapport finali u jikkonsenja lill-Bord tal-Koperativi l-kotba, reġistri u kontijiet oħra dwar dawk il-proċedimenti li jkun żamm hu.

(6) Kull likwidatur maħtur taħt dan l-Att ikollu, safejn dawk is-setgħat ikunu meħtieġa għall-qadi ta' l-għanijiet ta' dan l-artikolu, is-setgħa li jħarrek u jiżgura l-attendenza ta' partijiet u xhieda u li jgiegħel li jiġu prodotti dokumenti bil-mezzi u, safejn jista' jkun, bl-istess mod bħall-Qorti tal-Maġistrati tal-Pulizija Ġudizzjarja.

103. Likwidatur għandu jeżerċita s-setgħat tiegħu sugġett għall-kontroll u sorveljanza tal-Bord tal-Koperativi, li jista' —

Setgħa tal-Bord tal-Koperativi li jikkontrolla likwidazzjoni.

(a) iħassar jew jibdel kull ordni magħmul minn likwidatur u jagħmel kull ordni ġdid hekk kif jidhirlu xieraq;

(b) ineħhi likwidatur mill-kariga u jahtar ieħor ġdid;

(c) jitlob kull kotba, dokumenti u attiv ta' l-għaqda;

(d) b'ordni bil-miktub jillimita s-setgħat ta' likwidatur taħt l-artikolu 102 ta' dan l-Att;

(e) jitlob li jingħatawlu kontijiet mill-likwidatur;

(f) jikseb il-verifika tal-kontijiet tal-likwidatur;

(g) jawtorizza t-tqassim ta' l-attiv ta' l-għaqda;

(h) jistabbilixxi r-rimunerazzjoni tal-likwidatur;

(i) jibgħat kull kwistjoni bejn il-likwidatur u kull terza persuna għal arbitraġġ, jekk dik il-parti tagħti l-kunsens tagħha bil-miktub li tintrabat bid-deċiżjoni ta' l-arbitru.

104. (1) Id-deċiżjoni ta' arbitru dwar kull kwistjoni li tintbagħat lilu taħt l-artikolu 103 ta' dan l-Att torbot lill-partijiet u tkun tista' tiġi nfużata bl-istess mod bħal ordni magħmul mill-Bord tal-Koperativi taħt dak l-artikolu.

Eżekuzzjoni ta' ordni.

(2) Ordni magħmul minn likwidatur jew minn Bord tal-Koperativi taħt l-artikolu 102 jew l-artikolu 103 ta' dan l-Att jista' jiġi nfużat mill-Qorti tal-Kummerċ jew mill-Qorti tal-Maġistrati għall-Gżejjer ta' Ghawdex u ta' Kemmuna fil-ġurisdizzjoni superjuri kummerċjali tagħha daqslikieku kienet deċiżjoni ta' dik il-Qorti, u d-disposizzjonijiet tas-subartikolu (3) ta' l-artikolu 108 ta' dan l-Att japplikaw għall-finijiet kollha ta' dan is-subartikolu kif japplikaw għad-disposizzjonijiet ta' dak is-subartikolu.

105. Hlief kif espressament provdut xort'oħra f'dan l-Att u minkejja kull liġi oħra, ebda qorti ma jkollha xi ġurisdizzjoni dwar xi haġa li tirreferi għall-likwidazzjoni u x-xoljiment ta' għaqda taħt dan l-Att, u ebda talba ma tista' ssir lil xi qorti dwar ordni tal-likwidatur jew tal-Bord tal-Koperativi.

Limitazzjoni ta' ġurisdizzjoni ta' qorti ċivili.

106. Meta għaqda tiġi likwidata, l-attiv, magħdud il-fond ta' rizerva, għandu l-ewwel jintuza għall-ispejjeż tal-likwidazzjoni, imbagħad biex jithallas il-passiv ta' l-għaqda, imbagħad biex jithallas il-kapital ta' l-ishma jew il-kapital sottoskritt, u wara, jekk ir-regoli ta' l-għaqda

Tneħhija ta' attiv ma' likwidazzjoni

jippermettu, biex jithallas *dividend* jew *patronage refund* b'rata ta' mhux iktar minn dik speċifikata fir-Regolamenti magħmula taht dan l-Att jew ir-regoli ta' l-għaqda għal xi perijodu li matulu fil-fatt ma jkun tħallas ebda *dividend* jew *patronage refund*.

Thassir ta'
reġistrazzjoni

107. (1) Meta l-affarijiet ta' għaqda jkunu ġew likwidati jew, meta ebda likwidatur ma jkun ġie maħtur, wara xahrejn mill-ordni ta' likwidazzjoni magħmul taht l-artikolu 101 ta' dan l-Att, jew mal-konferma ta' dak l-ordni fuq appell, il-Bord tal-Koperativi għandu jagħmel ordni li jhassar ir-reġistrazzjoni ta' dik l-għaqda u l-għaqda tiġi xolta u ma tibqax iktar teżisti bħala korp b'seħħ mid-data ta' dak l-ordni. Avviż ta' ordni bħal dak għandu jiġi pubblikat fil-Gazzetta.

(2) Talba ta' xi kreditur ta' l-għaqda li ma jkunx irċieva dak li haqqu taht l-iskema approvata tat-tqassim tkun preskritta malli jgħaddu sentejn mid-data ta' l-ordni li jhassar ir-reġistrazzjoni ta' l-għaqda.

(3) Kull flejjes li jibqgħu wara li jintużaw il-fondi għall-għan speċifikat fl-artikolu 106 ta' dan l-Att u kull somma li tibqa' ma ssirx talba dwarhom matul il-perijodu msemmi fis-subartikolu (2) ta' dan l-artikolu, m'għandhomx jitqassmu bejn il-membri, hlief fil-każ ta' likwidazzjoni ta' għaqda sekondarja jew organizzazzjoni *apex* tal-koperativi, iżda għandhom jitqiegħdu f'Kont ta' Likwidazzjoni ta' Għaqdiet Koperativi miżmuma mill-Bord tal-Koperativi.

(4) Kull somma li titqiegħed fil-Kont ta' Likwidazzjoni ta' Għaqdiet Koperativi għandha tinzamm f'dak il-kont għal għall-anqas sentejn. Mill-Kont ta' Likwidazzjoni ta' Għaqdiet Koperativi daww is-somom jistgħu jiġu trasferiti lill-Fond Ċentrali tal-Koperativi kif il-Ministru jista' jistabbilixxi minn żmien għal żmien.

Setgħat tal-Bord
tal-Koperativi
f'każijiet ta'
ksur ta'
fiduċja, eċċ.

108. (1) Meta, waqt il-verifika ta' għaqda li ssir skond id-disposizzjonijiet ta' l-artikoli 39 jew 96 ta' dan l-Att jew waqt inkjesta fl-affarijiet ta' għaqda li ssir skond l-artikolu 97, jew fil-każ ta' eżami tal-kotba li jsir skond l-artikolu 98, jew waqt il-likwidazzjoni ta' għaqda jkun jidher li xi persuna li tkun hadet sehem fl-organizzazzjoni jew fit-tmexxija ta' dik l-għaqda jew xi uffiċjal ta' l-imgħoddi jew uffiċjal preżenti ta' l-għaqda jkun għamel użu hażin jew żamm jew irrenda ruħu responsabbli għal xi flus jew proprjetà ta' dik l-għaqda jew kien mexa hażin lejn l-għaqda jew kien hati ta' ksur ta' fiduċja dwar dik l-għaqda, il-Bord tal-Koperativi jista', fuq mozzjoni tiegħu stess, jew fuq talba ta' likwidatur jew ta' xi kreditur jew kontributor, jagħmel inkjesta jew iġieghel li ssir inkjesta dwar l-imġieba ta' dik il-persuna.

(2) Malli tispicċa dik l-inkjesta, il-Bord tal-Koperativi jista' jagħmel ordni li jeħtieġ lill-persuna li tkun is-sugġett ta' l-inkjesta li tħallas lura jew li tirrestitwixxi l-flus jew il-proprjetà, jew xi parti minnha, b'imghax b'dik ir-rata li l-Bord jidhirlu xieraq, jew li jikkontribwixxi dik is-somma għall-attiv ta' dik l-għaqda bħala kumpens kif il-Bord jidhirlu xieraq biex tagħmel tajjeb għal dak l-użu hażin, tiżmim, eġmilit hażin, dizonestà jew ksur ta' fiduċja kif jirriżulta mill-inkjesta.

(3) Kull ordni magħmul taht is-subartikolu (2) ta' dan l-artikolu jiġi esegwit mill-Qorti tal-Kummerċ, jew mill-Qorti tal-Maġis-

trati għall-Gzejjer ta' Ghawdex u ta' Kemmuna fil-ġurisdizzjoni superjuri kummerċjali tagħha, daqslikieku kienet deċizzjoni ta' dik il-Qorti. Dak l-eżekuzzjoni, u kull mandat kawtelatorju jew eżekuttiv jew xorta oħra ta' eżekuzzjoni, għandhom isiru fuq rikors magħmul jew mill-Bord tal-Koperativi jew mill-Kumitat tat-tmexxija ta' l-għaqda li favur tagħha jsir l-ordni.

(4) Dan l-artikolu xorta japplika minkejja li dak l-egħmil ikun wieħed li għalih min jagħmlu jkun responsabbli kriminalment.

(5) Kull persuna li ttošsha aggravata b'xi ordni tal-Bord tal-Koperativi magħmul taht is-subartikolu (2) ta' dan l-artikolu tista' tappella lill-Ministru fi żmien xahrejn mid-data ta' l-ordni, u d-deċizzjoni tal-Ministru tkun finali u konkluziva.

109. (1) Jekk tinqala' xi kwistjoni dwar il-kostituzzjoni ta' għaqda, l-elezzjoni ta' l-uffiċjali tagħha u t-tmexxija tal-laqgħat ġenerali tagħha, jew it-tmexxija jew ix-xogħol ta' għaqda —

Soluzzjoni ta' kwistjonijiet.

(a) bejn il-membri, membri ta' l-imghoddi u l-aventi kawza ta' membri, membri ta' l-imghoddi jew membri mejta; jew

(b) bejn membru, membru ta' l-imghoddi jew membru mejjet, u l-għaqda, il-kumitat tat-tmexxija, il-bord ta' sorveljanza tagħha, jew xi uffiċjal ta' l-għaqda; jew

(c) bejn l-għaqda jew il-kumitat tat-tmexxija tiegħu jew il-bord ta' sorveljanza u xi uffiċjal ta' l-għaqda; jew

(d) bejn l-għaqda u xi għaqda oħra,
dik il-kwistjoni għandha tintbagħat lill-Bord tal-Koperativi għad-deċizzjoni:

Izda dan l-artikolu ma japplikax għall-kwistjonijiet bejn għaqda u l-impjegati tagħha dwar dak li għandu x'jaqsam mal-kuntratti tax-xogħol tagħhom.

(2) Bla ħsara għall-ġeneralità tas-subartikolu (1) ta' dan l-artikolu —

(a) talba minn għaqda għal xi dejn jew xi haġ'ohra dovuta lilha minn membru, membru ta' l-imghoddi jew il-werrieta ta' membru, sew jekk dak id-dejn jew haġ'ohra tkun ammessa jew le; u

(b) talba minn membru kontra membru ieħor li tinqala' mill-ħlas li jsir minnu bhala garanti ta' self mogħti lill-membru l-ieħor mill-għaqda, għall-ħlas lura ta' l-ammont minn min jissellef lill-garanti,

jitqiesu li huma kwistjonijiet li għandhom x'jaqsmu max-xogħol ta' l-għaqda skond kif imfisser fis-subartikolu (1) ta' dan l-artikolu.

(3) Kwistjoni tista' tintbagħat lill-Bord tal-Koperativi jew mill-kumitat tat-tmexxija, jew mill-bord ta' sorveljanza, jew mill-għaqda b'rizoluzzjoni meħuda f'laqgħa ġenerali jew minn xi parti fil-kwistjoni, jew jekk il-kwistjoni tkun dwar somma ta' flus dovuta minn membru tal-kumitat tat-tmexxija jew tal-bord ta' sorveljanza ta' l-għaqda, minn kull membru.

(4) Kull tqegħid ta' kwistjoni quddiem il-Bord kif intqal qabel, għandu jsir bil-miktub, għandu jiġi ndirizzat lill-Bord tal-Koperativi u għandu —

(a) jkun datat;

(b) jispeċifika l-kwistjoni bid-dettall u jaghti l-ammont li qed jintalab jew li dwaru tkun qed tintalab deċiżjoni; u

(ċ) jkun iffirmit mill-persuna li tagħmlu.

(5) Il-Bord tal-Koperativi għandu, malli jirċievi t-tqeghid tal-kwistjoni quddiemu skond is-subartikolu (1) ta' dan l-artikolu u meta jkun sodisfatt li hemm kwistjoni —

(a) jiddeċiedi l-kwistjoni hu nnifsu; jew

(b) jibgħatha lil arbitru; jew

(ċ) jibgħatha lil tliet arbitri mahtura minnu li minnhom wiehed ikun nominat minn kull waħda mill-partijiet fil-kwistjoni u t-tielet wiehed ikun mahtur mill-Bord tal-Koperativi, li jkun iċ-chairman. Jekk xi parti fil-kwistjoni tonqos li tinnomina arbitru fi żmien hmistax-il jum mit-talba għal dik in-nomina, il-Bord tal-Koperativi jista' huwa stess jagħmel in-nomina.

(6) Il-Bord tal-Koperativi jista' jirtira dak li jkun bagħat taħt il-paragrafi (b) jew (ċ) tas-subartikolu (5) ta' dan l-artikolu f'kull stadju tal-proċedimenti u jiddeċiedi l-kwistjoni hu nnifsu.

(7) Kull parti aggravata b'deċiżjoni ta' arbitru jew ta' arbitri tista' tappella fi żmien tletin jum mid-data tad-deċiżjoni lill-Bord tal-Koperativi, fejn tispeċifika dik it-taqsimha tad-deċiżjoni li tkun qed tappella kontriha u jaghti fid-dettall ir-raġuni għall-appell.

(8) Il-Bord tal-Koperativi, fuq mozzjoni tiegħu stess, jew meta jerga' jara l-kwistjoni mill-ġdid, jew fuq appell taħt is-subartikolu (7) ta' dan l-artikolu, jista' jikkonferma, jibdel jew iħassar deċiżjoni mogħtija minn arbitru jew arbitri.

(9) Il-Bord tal-Koperativi, u kull arbitru jew arbitri mahtura minnu skond dan l-artikolu, ikollhom għall-finijiet ta' kull proċediment skond dan l-artikolu, is-setgħa li jagħtu ġuramenti, li jeħtieġu l-attendenza tal-partijiet kollha li jkollhom x'jaqsmu mal-każ, kif ukoll il-produzzjoni tal-kotba u tad-dokumenti kollha li jkollhom x'jaqsmu mal-kwistjoni, b'taħrika notifikata bl-idejn jew miġbħuta bil-posta registrata fl-aħħar indirizz magħruf tal-persuna mħarrka; u jkollhom ukoll is-setgħa li jiddeċiedu l-ispejjeż tal-kwistjoni u li jordnaw li dawn jithallsu jew mill-fondi ta' l-għaqda jew minn dik il-parti jew dawk il-partijiet fil-kwistjoni, skond kif jidhrilhom xieraq.

(10) F'kull proċediment li jsir skond dan l-artikolu, ebda parti ma tista' tkun rappreżentata minn xi avukat blief bil-permess tal-Bord tal-Koperativi jew ta' l-arbitru jew l-arbitri, skond il-każ, u dak il-permess jingħata biss f'każijiet eċċezzjonali.

(11) Kull persuna aggravata bid-deċiżjoni tal-Bord tal-Koperativi mogħtija taħt il-paragrafu (a) tas-subartikolu (5) jew taħt is-subartikolu (7) ta' dan l-artikolu tista', fi żmien tletin jum mid-data ta' dik id-deċiżjoni, tappella lill-Ministru, li jkollu s-setgħa li jikkonferma, jibdel jew iwaqqa' d-deċiżjoni tal-Bord u jibgħat il-kwistjoni lill-Bord b'dawk id-direttivi li jidhirlu xierqa biex jingħata effett lid-deċiżjoni tiegħu.

(12) Bla hsara għad-disposizzjonijiet ta' dan l-artikolu, kull deċiżjoni mogħtija minn arbitru jew minn arbitri u kull deċiżjoni mogħtija mill-Bord tal-Koperativi jew mill-Ministru tkun finali u ma tista' tingieb quddiem ebda qorti ebda kwistjoni dwarha.

(13) Id-deċiżjoni ta' arbitru jew arbitri jew id-deċiżjoni tal-Bord tal-Koperativi jew tal-Ministru, skond il-każ, tkun tista' tiġi esegwita, fuq rikors tal-parti li favur tagħha tkun ingħatat, mill-Qorti Kummerċjali jew mill-Qorti tal-Maġistrati għall-Gzejjer ta' Għawdex u ta' Kemmuna fil-ġurisdizzjoni superjuri kummerċjali tagħha bl-istess mod daqslikieku d-deċiżjoni kienet sentenza ta' dik il-Qorti.

110. (1) Minkejja kull haġa li tinsab fid-disposizzjonijiet ta' l-artikolu 109 ta' dan l-Att, il-Bord tal-Koperativi jew il-Ministru jista', qabel ma jagħti deċiżjoni f'xi proċediment quddiemu skond dan l-Att, jibgħat kull kwistjoni ta' liġi li tkun rilevanti għall-kwistjoni quddiemu lill-Qorti ta' l-Appell.

Tintbagħat
quddiem Qorti
ta' l-Appell.

(2) Il-Qorti ta' l-Appell għandha tikkunsidra u tiddeċiedi kull kwistjoni ta' liġi hekk mibgħuta lilha, u d-deċiżjoni ta' l-imsem-mija Qorti fuq dik il-kwistjoni tkun finali u torbot lill-Bord tal-Koperativi u lill-Ministru.

111. Bla hsara għal kull setgħa oħra taħt dan l-Att, il-Bord tal-Koperativi jkollu s-setgħa li —

Setgħat
mixxellanji
tal-Bord tal-
Koperativi.

(a) jippreskrivi l-kontijiet u l-kotba li għandhom jinżammu minn għaqda;

(b) jippreskrivi l-prospetti li għandhom jintbagħtu minn għaqda lill-Bord u l-forma kif għandhom jintbagħtu dawk il-prospetti;

(c) jippreskrivi kull formola li għandha tintuża għal xi wiehed mill-għanijiet ta' dan l-Att;

(d) jattendi laqgħat ġenerali u laqgħat tal-kumitat ta' għaqda u jeħtieġ lil kull għaqda li tibgħatlu, fil-hin xieraq, avviz u agenda ta' kull laqgħa, u l-minuti u l-komunikazzjonijiet kollha dwar dan.

112. (1) Jekk il-Bord tal-Koperativi jkun sodisfatt, wara li jagħmel inkjesta dwar dan jew wara li jġieghel li ssir dik l-inkjesta li kumitat tat-tmexxija ta' xi għaqda ma jkunx qed jaqdi d-dmirijiet tiegħu b'mod xieraq, jista' b'ordni pubblikat fil-Gazzetta —

Setgħat speċjali
tal-Bord tal-
Koperativi meta
jaġixxi hażin
kumitat
tat-tmexxija.

(a) jissospendi l-hidma kollha jew parti minnha ta' l-għaqda, għal dak il-perijodu li jispeċifika bl-ordni; jew

(b) ineħhi l-kumitat tat-tmexxija ta' l-għaqda u jordna li x-xogħol ta' l-għaqda jitmexxa u jiġi amministrat minn kumitat ta' mhux inqas minn żewġ persuni u *manager* kollha maħtura mill-Bord, għall-perijodu ta' mhux iżjed minn sena (li jista' jiġi mtawwal mill-Bord għall-perijodu ieħor ta' sena) u li l-*allowances* u s-salarji tagħhom jithallsu mill-fondi ta' l-għaqda.

(2) Is-setgħat mogħtija bis-subartikolu (1) ta' dan l-artikolu ma jiġux eżerċitati qabel ma tingħata opportunità xierqa lill-kumitat tat-tmexxija biex ighid għaliex m'għandhiex tittiehed azzjoni taħt dak l-artikolu u qabel ma jiġu meqjusa sewwa l-oġġezzjonijiet tal-kumitat tat-tmexxija.

(3) Il-persunji mahtura taht il-paragrafu (b) tas-subartikolu (1) ta' dan l-artikolu, ghandhom qabel id-data li fiha tispicca l-hatra taghhom, jiehd u hsieb biex issir elezzjoni ta' kumitat tat-tmexxija gdid skond ir-regoli ta' l-ghaqda.

(4) Jista' jsir appell lill-Ministru minn kull ordni tal-Bord tal-Koperativi skond is-subartikolu (1) ta' dan l-artikolu fi zmien xah-rejn mid-data tal-pubblikazzjoni fil-Gazzetta ta' l-ordni li dwaru jsir l-appell u d-decizjoni tal-Ministru fuq kull appell bhal dak tkun finali u ma tista' tingieb quddiem ebda qorti ebda kwistjoni dwarha.

(5) Bla hsara ghad-decizjoni u kontroll generali tal-Bord tal-Koperativi, kull persuna mahtura taht il-paragrafu (b) tas-subartikolu (1) ta' dan l-artikolu biex tiehu fuqha l-funzjonijiet tal-kumitat tat-tmexxija ta' xi ghaqda jkollha s-setghat u d-dmirijiet kollha ta' kumitat tat-tmexxija ta' l-ghaqda kostitwit kif imiss.

TAQSIMA X

Mixxellanji

Setgha tal-Ministru li jaghmel regolamenti.

113. (1) Il-Ministru jista' jaghmel regolamenti sabiex jinghata sehh u effett lil kull wahda mid-disposizzjonijiet ta' dan l-Att.

(2) B'mod partikolari, izda bla hsara ghall-generalita' tas-setgha moghtija bis-subartikolu (1) ta' dan l-artikolu, ir-regolamenti jistghu —

(a) jippreskrivu f'liema ghamla u taht liema kondizzjonijiet il-Gvern jista' jaghti ghajnuna finanzjarja lill-ghaqdiet;

(b) jipprovdu ghall-amministrazzjoni u l-uzu tal-Fond Centrali tal-Koperativi u tal-Fond ta' Likwidazzjoni ta' Ghaqdiet Koperativi;

(c) jippreskrivu l-oghla rata ta' *dividend* fuq kapital ta' l-ishma li tista' tithallas minn ghaqdiet;

(d) jippreskrivu jew xort'ohra jipprovdu ghal kull haga li ghandha jew li tista' tigi preskritta jew provduta b'regolamenti taht dan l-Att.

(3) Il-Ministru jkollu wkoll is-setgha, b'regolamenti magh-mula taht dan l-artikolu, li jemenda l-Iskedi li jinsabu ma' dan l-Att.

Gbir ta' somom dovuti lill-Gvern.

114. (1) Is-somom kollha li jkollhom jithallsu minn ghaqda jew minn ufficjal jew minn ufficjal ta' l-imghoddi jew minn membru jew membru ta' l-imghoddi ta' ghaqda lill-Gvern jistghu jingabru bil-mod provdut ghall-gbir ta' dejn dovut lill-Gvern taht il-ligi li ghal dak iz-zmien tkun fis-sehh.

(2) Somom dovuti minn ghaqda lill-Gvern u li jingabru taht is-subartikolu (1) ta' dan l-artikolu jistghu jingabru lewwelnett mill-proprjeta' ta' l-ghaqda u, jekk diik il-proprjeta' ma tkunx bizzejjed, minghand il-membri ta' l-ghaqda sal-limitu tar-responsabbilita' taghhom.

115. (1) Ebda persuna barra minn għaqda m'għandha tmexxi kummerċ jew negozju jew xort'oħra taħdem f'xi qasam taħt xi isem jew titolu li minnu tkun tagħmel parti l-kelma "Koperativa" mingħajr l-awtorizzazzjoni bil-miktub tal-Bord tal-Koperativi.

Projbizzjoni ta' l-użu tal-kelma "Koperativa".

(2) Kull persuna li taġixxi bi ksur tad-disposizzjonijiet tas-subartikolu (1) ta' dan l-artikolu tkun hatja ta' reat u tehel meta tinsab hatja multa ta' mhux iżjed minn mitt lira u fil-każ ta' reat kontinwu multa oħra ta' mhux iżjed minn ħames liri għal kull jum li matulu jkompli r-reat.

116. (1) Ikun reat taħt dan l-Att jekk —

Piena għal nuqqas ta' tharis ta' dan l-Att.

(a) għaqda jew uffiċjal jew membru taġħha volontarjament jitraskura jew jirrifjuta li jagħmel xi haġa jew li jagħti xi tagħrif meħtieġ għall-finijiet ta' dan l-Att mill-Ministru, mill-Bord tal-Koperativi jew minn xi persuna awtorizzata kif imiss għal hekk mill-Ministru jew mill-Bord tal-Koperativi, skond il-każ; jew

(b) għaqda jew uffiċjal jew membru taġħha volontarjament jagħmel dikjarazzjoni falza jew jagħti tagħrif falz; jew

(c) xi persuna volontarjament jew mingħajr raġuni xierqa ma tobdux xi taħrika, ħtieġa jew ordni legittimu bil-miktub maħruġa jew mitluba taħt id-disposizzjonijiet ta' dan l-Att jew ma tagħti xi tagħrif meħtieġ mingħandha legittimament minn persuna awtorizzata biex tagħmel hekk taħt id-disposizzjonijiet ta' dan l-Att; jew

(d) kull persuna li taġixxi jew li tidher li tkun qed taġixxi bħala membru tal-kumitat tat-tmexxija jew tal-bord ta' sorveljanza meta ma jkollhiex jedd li tagħmel hekk; jew

(e) għaqda jew uffiċjal jew membru taġħha, volontarjament jagħmel xi haġa li tkun teħtieġ il-kunsens jew l-approvazzjoni tal-Bord tal-Koperativi mingħajr ma qabel jikkseb dak il-kunsens jew dik l-approvazzjoni; jew

(f) għaqda jew uffiċjal jew membru taġħha volontarjament jonqos li jagħmel xi haġa jew li jġieghel li ssir xi haġa li hi b'dan l-Att jew taħtu hi meħtieġa li ssir jew li tkun imġieghla li ssir; jew

(g) għaqda jew uffiċjal jew membru taġħha volontarjament jagħmel jew iġieghel li ssir xi haġa li b'dan l-Att jew taħtu hi projbita li ssir.

(2) Kull għaqda, uffiċjal jew membru ta' għaqda jew kull persuna oħra hatja ta' reat taħt dan l-artikolu tehel meta tinsab hatja multa ta' mhux iżjed minn ħames mitt lira u fil-każ ta' reat kontinwu multa oħra ta' mhux iżjed minn għaxar liri għal kull jum li matulu jkompli r-reat.

117. Id-disposizzjonijiet ta' l-Ordinanza ta' l-1962 dwar Soċjetajiet Kummerċjali, u ta' kull liġi oħra li jissostitwuha, ma japplikawx għal għaqdiet.

Certi Atti ma japplikawx għal għaqdiet.

118. (1) L-Ordinanza ta' l-1946 dwar Xirkiet Koperativi hi b'dan imħassra.

Thassir u rizerva.

(2) Kull ghaqda li minnufih qabel it-thassir ta' l-imsemmija Ordinanza kienet registrata taht id-disposizzjonijiet ta' dik l-Ordinanza ghandha, mallajr kemm jista' jkun wara, tigi registrata mill-Bord tal-Koperativi taht l-artikolu 19 ta' dan l-Att u ghandha titqies daqslikieku kienet hekk registrata minnufih wara l-imsemmi thassir.

(3) F'dak iz-żmien li l-Bord tal-Koperativi jstabbilixxi, li ma jkunx inqas minn sena u mhux iżjed minn sentejn, ghaqda registrata kif provdut fis-subartikolu (2) ta' dan l-artikolu ghandha tizgura harsien ghal kollox mad-disposizzjonijiet ta' dan l-Att u, b'mod partikolari, tadotta r-regoli taghha skond hekk; u, bla hsara ghas-setghat tal-Bord dwar ghaqda registrata taht l-artikolu 20 ta' dan l-Att, ir-registrazzjoni provvizorja moghtija kif provdut f'dan l-artikolu tigi mhassra jekk l-ghaqda tonqos li thares xi waħda mid-disposizzjonijiet ta' dan l-artikolu.

SKEDI

L-EWWEL SKEDA

Artikolu 17(1)

TAQSIMA I

Applikazzjoni ghal Registrazzjoni ta' Ghaqda Koperativa

1. Ahna, hawn taht iffirmati

.....
 (dahhal l-isem, l-età, l-indirizz u l-okkupazzjoni ta' għall-anqas seba' persuni, jew ta' għall-anqas żewġ persuni awtorizzati kif imiss għal hekk minn kull waħda mill-ghaqdiet (jekk l-applikazzjoni ssir minn ghaqdiet)) nixtiequ li niffurmaw ghaqda koperativa skond l-Att ta' l-1977 dwar Ghaqdiet Koperativi u qed hawnhekk napplikaw ghal registrazzjoni.

2. L-isem ta' l-ghaqda proposta jkun

.....
 (dahhal l-isem propost).

3. L-uffiċċju registrat ta' l-ghaqda proposta jkun

.....
 (dahhal l-indirizz propost) u l-indirizz postali taghha jkun

.....
 4. Flimkien ma' din l-applikazzjoni hemm tliet kopji tar-regoli proposti, li jspecifikaw l-għanijiet ta' l-ghaqda, il-minuti tal-laqgħa tal-ftuh u kopja ta' dikjarazzjoni ta' vijabbiltà.

5. Ir-regoli proposti ġew approvati minn persuni li jridu jkunu membri f'laqgħa tal-ftuh li saret
 fil-..... 19

3. *Raġunijiet*

Agħti raġunijiet dettaljati għall-formazzjoni ta' l-għaqda

.....

.....

4. *Min se jkunu l-membri*

Iddeskrivi fil-qosor l-okkupazzjoni jew l-impieg ewlieni, jew fejn joqogħdu, jew rabta oħra ta' assoċjazzjoni jew okkupazzjoni tan-nies mistennija li jkunu membri

.....

.....

5. *Attitudini lejn proġetti tal-komunità*

In-nies imsemmija fil-partita 4 jaħdmu flimkien fi proġetti volontarji għall-benefiċċju tal-komunità jew ta' l-area fejn iġixu, jew ta' l-okkupazzjoni, impieg jew grupp ieħor li minnu jagħmilu parti?

.....

.....

6. *Membri mistennija*

- (a) Numru ta' persuni li lesti li jidhlu issa.
 - (b) Stima ta' numru ta' persuni mistennija li jidhlu fi żmien l-ewwel sena ta' xogħol
-

7. *Mexxejja*

Hemm xi persuni fil-grupp li hu mixtieq li jiġu organizzati li huma lesti li jagħtu s-servizzi tagħhom b'xejn biex tibda l-għaqda u biex iġininu fix-xogħol tagħha? (Agħti lista ta' whud minnhom)

.....

.....

8. *Uffiċjali*

Il-persuni msemmija fil-partita 7 huma lesti li jagħmiluha ta' membri tal-kumitat tat-tmexxija u jifhem x'se jkunu d-dmirijiet tagħhom?

.....

.....

9. *Tmexxija*

Jekk l-għaqda tiġi registrata, se jkun hemm servizzi ta' *manager* (jew segretarju, teżorier jew segretarju-teżorier) kompetenti?

- (a) Isem
- (b) Esperjenza u taħriġ
- (c) Dan ikun jista' jzomm jew jissorvelja t-tizim ta' kotba u *records* preċiżi?
-

10. *Sehem finanzjarju tal-membri*

(a) Il-membri se jipprovdu kapital ta' l-ishma jew fondi oħra biex tibda l-għaqda u biex ikomplu jagħtu l-għajjnuna finanzjarja wara li jibda x-xogħol?

.....

(b) Valur ta' kull sehem liri. Total mistenni li jithallas fuq l-ishma u/jew sottoskrizzjonijiet meta jibda x-xogħol liri.

(c) Total ta' drittijiet ta' membri mistennija li jithallsu meta jibda x-xogħol liri. Total ta' drittijiet ta' dħul li jithallsu meta jibda x-xogħol liri.

(d) Minn fejn il-membri se jipprovdu l-kapital meħtieġ?

..... (e.g. salarji, pagi, negozju, eċċ.).

11. *Laqgħat edukattivi*

Saru laqgħat edukattivi biex tiġi diskussa l-għaqda proposta, ix-xogħol tagħha u l-benefiċċju tal-membri jekk jissieħbu magħha?

- (a) Jekk iva, semmi kemm?
- (b) Numru bejn wieħed u ieħor ta' *attendenza*?
- (c) Kelliema

12. *Gruppi ta' diskussjoni*

Gew organizzati gruppi ta' studju biex jieħdu sehem u jiġu mgħarrfa nies li jixtiequ jsiru membri?

- (a) Jekk iva, semmi kemm?
- (b) Kemm ilhom li bdew?
- (c) Gew diskussi xi regolamenti li fuqhom wieħed jista' jimxi?
- (d) Il-mexxejja tal-gruppi ta' diskussjoni
-

13. *Spazju għal uffiċċju*

Jekk spazju għal uffiċċju, bini jew tagħmir ikun meħtieġ għall-ghanijiet ta' l-għaqda, kif dawn se jinkisbu u kif se jithallsu?

14. *Pariri tekniċi u dwar ippjanar*

Inkisbu pariri dwar jekk l-ippjanar għall-għaqda proposta huwiex biżżejjed u dwar jekk jidhirx li se jkun hemm prospetti ta' suċċess jekk il-membri jipparteċipaw?

Jekk iva, semmi minn fejn ittiehdu l-pariri

15. *Konsultazzjoni ma' uffiċjal tal-koperativa*

Gie kkonsultat l-Uffiċċju tal-Bord ta' Għaqdiet Koperativi fuq il-htieġa għall-għaqda proposta u t-thejjija meħtieġa għall-organizzazzjoni (agħti dettalji)

IT-TIENI SKEDA

Artikolu 25(2)

Hwejjeġ li għandhom jidhlu fir-regoli ta' l-Għaqda Koperativa

1. L-isem ta' l-għaqda.
2. Il-post u l-indirizz postali ta' l-uffiċċju registrat tagħha.
3. L-ghanijiet ta' l-għaqda.
4. L-area ġeografika tax-xogħol ta' l-għaqda.
5. L-ghanijiet li għalihom jistgħu jintużaw il-fondi ta' l-għaqda.
6. Il-valur ta' kull sehem, jekk l-għaqda tkun iffurmata b'kapital ta' l-ishma, jew l-anqas ammont ta' hlasijiet fix-xahar.
7. Il-kwalifiki għal membri, il-kondizzjonijiet għal dħul ta' membri, id-drittijiet li jithallsu għal dħul jew shubija, jekk il-każ, u l-mod għal dħul.
8. Il-mod li jingabar il-kapital ta' l-ishma, jekk il-każ, u fondi oħra u l-kondizzjonijiet għal irtir jew trasferiment ta' ishma u/jew kapital ta' sottoskrizzjoni.
9. Il-jeddijiet u l-obbligi ta' membri u l-limitu tar-responsabbiltà tal-membri għal dejn ta' l-għaqda.
10. Il-kondizzjonijiet li taħthom membru jista' jirtira minn membru.
11. Il-mod kif jissejhu u jitmexxew laqgħat u l-jeddijiet għal vot.

12. Is-setgħat u d-dmirijiet ta' laqgħat ġenerali, tal-kumitat ta' tmexxija jew bord tad-diretturi, ta' l-uffiċjali u tal-bord ta' sorveljanza (meta applikabbli).

13. Il-mod ta' l-elezzjoni, ħatra, sospensjoni u tneħħija tal-kumitat tat-tmexxija jew tal-bord tad-diretturi, tal-bord ta' sorveljanza (meta applikabbli), u ta' l-uffiċjal ta' l-għaqda.

14. L-awtorizzazzjoni ta' uffiċjal jew uffiċjali li jfirmaw dokumenti u li xort'ohra jaġixxu f'isem l-għaqda.

15. Il-mod ta' twaqqif, thaddim u allokkazzjoni tal-fond ta' riżerva u l-ammont jew il-mod kif jiġi stabbilit l-ammont li jiġi kontribwit għalih.

16. X'isir mir-residwu nett annwali.

17. L-*honoraria* jew *allowance* jekk il-każ, li jithallsu lill-uffiċjali ta' l-għaqda.

18. Restrizzjonijiet ta' negozji ma' persuni barra minn membri, jekk il-każ.

19. Fil-każ ta' għaqda li l-għanijiet tagħha jinkludu li jinholqu fondi biex jissellfu lill-membri, regoli addizzjonali dwar dan li ġej:

(a) il-kondizzjonijiet li taħthom jista' jsir self lill-membri, magħduda —

(i) l-oghla imghax;

(ii) l-itwal żmien li jingħata għall-hlas lura ta' self;

(iii) l-estensjoni taż-żmien u tiġdid ta' self;

(iv) l-għanijiet li għalihom jista' jingħata self; u

(v) il-garanzija meħtieġa għall-hlas lura.

(b) il-konsegwenzi għal nuqqas ta' hlas ta' somma li jkollha tithallas akkont ta' ishma, sottoskrizzjonijiet, depożiti jew self u l-konsegwenza ta' nuqqas ta' użu ta' self għall-għan li għalih ikun ingħata;

(c) l-okkupazzjoni jew residenza ta' persuni li jistgħu jsiru membri; u

(d) il-kondizzjonijiet li taħthom self u depożiti jistgħu jiġu riċevuti minn membri u minn mhux membri u l-limitu li l-għaqda tista' tissellef minghand membri u minghand mhux membri.

20. Fil-każ ta' għaqda sekondarja jew organizzazzjoni *apex*, il-metodu ta' rappreżentanza ta' membri f'laqgħat ġenerali, it-tneħħija ta' delegati u l-mod ta' kif jivvotaw id-delegati.

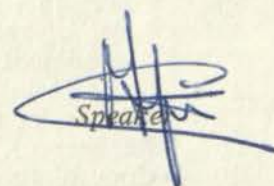
21. Fil-każ ta' għaqda primarja meta minflok il-laqgħa ġenerali tal-membri ssir laqgħa tad-delegati, il-metodu ta' l-elezzjoni ta' delegati u d-deputati tagħhom, in-numru ta' membri individwali li jiġu rappreżentati minn kull delegat, u l-kondizzjonijiet għall-eliġibbiltà tad-delegati u l-kondizzjonijiet tal-kariga tagħhom.

22. Regoli dwar kull haġ'ohra inċidentali għat-tmexxija tax-xogħol ta' l-għaqda.

Mgħoddi mill-Kamra tad-Deputati fis-Seduta Nru. 219 tal-4 ta' Dicembru, 1978.



Skrivan tal-Kamra tad-Deputati



CO-OPERATIVE SOCIETIES ACT, 1978
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I assent.

Anton Gattipieri
President

8 December, 1978

ACT No. XXVI of 1978

AN ACT to provide, in place of the Co-operative Societies Ordinance, 1946, for the constitution, registration and control of co-operative societies and for matters connected therewith or ancillary thereto.

BE IT ENACTED by the President, by and with the advice and consent of the House of Representatives, in this present Parliament assembled, and by the authority of the same, as follows:—

PART I

Preliminary

Short title and commencement.

1. (1) This Act may be cited as the Co-operative Societies Act, 1978.

(2) This Act shall come into force on such date as the Minister may, by notice in the Gazette, appoint, and different dates may be so appointed for different provisions and different purposes of this Act.

Interpretation.

2. (1) In this Act, unless the context otherwise requires —

“allowance” means the remuneration paid to the chairman, secretary or treasurer of a society in consideration of their voluntary services rendered to the society on a regular part-time basis;

“apex organisation” means an organisation established to facilitate the operations of all primary and secondary co-operative societies in Malta;

“Board” means the Co-operatives Board established under section 3 of this Act, and includes any person exercising such powers of the Board as may have been conferred upon him by the Board;

“Central Co-operative Fund” means the Fund established by section 86 of this Act;

“Chairman” means the Chairman of the Board;

“committee of management” means the governing body of a society which is responsible for the proper management of the affairs of the society;

“co-operative officer” means a member of the staff of the Office of the Co-operatives Board;

“delegate” —

(a) in the case of a primary society in which the general meeting of members is substituted by a meeting of delegates, means the representative of a specified number of individual members elected or appointed to attend and vote at a meeting of delegates; and

(b) in the case of a society which is itself a member of another society, the representative of the former elected or appointed to attend and vote at meetings of the latter society;

“dividend” means a share of the net surplus of a society divided among the members in proportion to the paid up share capital held by them in the society;

“formation committee” in relation to a proposed society means a formation committee elected under section 12 of this Act;

“honorarium” means a share of the net surplus of a society divided among some or all of the members of the committee of management or supervisory board in consideration of their services which would not otherwise be remunerated;

“member” in relation to a registered society, includes a person or society qualifying for membership in a co-operative society, who has signed the minutes of the inaugural meeting and the proposed rules and whose name appears in the application for registration (in this Act also referred to as “original member”), and a person or society admitted to membership after the registration of the society;

“Minister” means the Minister for the time being responsible for matters relating to co-operative societies;

“net surplus” means the remaining portion of the surplus after adequate provisions have been made for depreciation, bad debts, the reserve fund and the Central Co-operative Fund;

“officer” includes a chairman, vice-chairman, director, secretary, assistant secretary, treasurer, assistant treasurer, member of committee of management, member of supervisory board and manager of a society and includes also any employee or other person empowered under this Act, the Regulations or the rules of the society to give directives in regard to the business of a society or to supervise such business;

“past officer” in relation to any obligation imposed under this Act, means a person who at any time before the occurrence of the obligation was, or performed the duties of, an officer;

“patronage refund” has the meaning assigned to it by section 88 of this Act;

“primary society” means a society in which all members are individual persons;

“registered” means registered under this Act;

“Regulations” means Regulations made under this Act;

“rules” means the registered rules of a society and includes a registered amendment to those rules;

“secondary society” means a society in which all members are themselves primary societies;

“society” means a co-operative society registered or provisionally registered under this Act and includes a primary society, secondary society and apex organisation;

“surplus” means the economic results of a society as shown in the audited financial statements of that society, representing the excess of income over expenditure at the end of a financial year;

“supervisory board” means the supervisory board elected by the general meeting of members in accordance with and for the purposes of sections 76 to 78 and other relevant provisions of this Act.

(2) Any reference in this Act to compliance with, or contravention of, this Act or any of the provisions thereof, or to any matter being subject to, or being in accordance with, this Act or any of the provisions thereof, and any equivalent reference, shall include a reference to compliance with or contravention of any regulations made under this Act and to the matter being subject to or in accordance with any such regulations.

PART II

Constitution, Functions and Composition of Co-operatives Board

Establishment
and functions
of the
Co-operatives
Board.

3. (1) There shall be a Board, which shall be known as the Co-operatives Board, whose functions shall be —

(a) to register and to exercise control over co-operative societies in accordance with the provisions of this Act;

(b) to advise the Minister on any matter relating to co-operative societies, and in particular in respect of any assistance, financial or otherwise, which may be required by co-operative societies;

(c) to encourage the establishment of co-operative societies in all sections of the economy and to help co-operative societies to increase their efficiency;

(d) to perform such other duties as are assigned to it by or under this Act or as may be assigned to it by the Minister.

(2) The Board may, subject to the provisions of this Act and to any general or special directions of the Minister, delegate any of its functions under this Act.

(3) The Board shall be a statutory body having a distinct legal personality and, subject to the provisions of this Act, shall be capable of entering into contracts, of suing and being sued, and doing all such things and entering into all such transactions as are incidental or conducive to the exercise of its functions under this Act:

Provided that the Board shall not have the power to borrow or lend any money except with the authority in writing of the Minister given after consultation with the Minister responsible for finance.

4. (1) The Co-operatives Board shall consist of a Chairman and of not less than two and not more than six other members. The members of the Board, including the Chairman, shall be appointed by the Minister from among persons who, in his opinion have had experience of, and shown capacity in, matters relating to co-operatives, agriculture, industry, organisation of workers, trade, finance, or administration.

Composition of
the Co-operatives
Board.

(2) Every member of the Board shall be appointed for a period not exceeding five years, shall hold and vacate office in accordance with the provisions of this Act and with the terms of his appointment, and shall on termination of appointment be eligible for re-appointment:

Provided that a member of the Board may at any time, by prior notice in writing to the Minister, resign his office.

(3) No person shall be appointed or shall remain a member of the Board who:

- (a) is a member of the House of Representatives, or
- (b) is an officer of any primary or secondary society.

(4) When the office of the Chairman of the Board is vacant or the Chairman is absent from Malta or on vacation, or is incapacitated from performing the functions of his office, the Minister may appoint any other person, even if such a person is not a member of the Board, to act as Chairman during such vacancy, absence, vacation or incapacity; and the person so appointed shall exercise all the rights and functions of the Chairman of the Board for the duration of such appointment.

(5) A member of the Board may be removed from office by the Minister if in the opinion of the Minister such member is guilty of serious misconduct in the performance of his duties. The Minister may also remove from office a member of the Board if in his opinion such a member is incapable of carrying out his duties, or is absent from the meetings of the Board, without reasonable cause, for such number of meetings as the Minister may consider excessive.

(6) The Minister shall also appoint a Secretary to the Board.

(7) A member of the Board shall be paid such remuneration as the Minister, with the concurrence of the Minister responsible for finance, may from time to time determine.

5. The judicial representation of the Board shall be vested in the Chairman:

Representation
of the Board.

Provided that the Board may appoint any one or more of the other members, or of the officers or servants of the Board, or any person performing duties for the Board, to appear in the name and on behalf of the Board in any judicial proceedings, and in any act, contract, instrument or other contract whatsoever.

6. (1) There shall be an Office of the Co-operatives Board which shall be managed and staffed in accordance with the provisions of this Act.

Office of the
Co-operatives
Board.

(2) Subject to the provisions of this Act and to any directives of the Board, the management and conduct of the Office of the Board and the administrative control of its staff, shall be the responsibility of the Chairman.

(3) The Office of the Board shall include, among its staff, persons with special qualifications for co-operative promotion and development. The staff of the Office of the Board shall consist of such officers and servants of the Board, or of such employees in the service of the Government as may be detailed for duty with the Board, or of both such officers and servants and employees.

(4) The terms and conditions of employment of any officers or servants of the Board shall be comparable with those of employees in the service of the Government and shall be established by the Board with the concurrence of the Minister.

Procedure of the Board

7. (1) The Board may act notwithstanding any vacancy among its members other than a vacancy in the office of Chairman.

(2) The quorum at all meetings of the Board shall be not less than half the number of the members of the Board. In the absence of the Chairman the other members shall elect one of them to act as Chairman for that meeting.

(3) The decision of the Board shall be by a majority of the votes of the members present and voting. The Chairman of the Board or of the meeting, as the case may require, shall have an original vote and, in any case where the votes are equally divided, he shall also have a casting vote in addition to his original vote.

(4) Every document purporting to be an instrument made or issued by the Board and which is signed by the Chairman on behalf of the Board may be received in evidence and shall, until the contrary is proved, be deemed to be an instrument made or issued by the Board.

(5) Any member of the Board who is directly or indirectly interested, otherwise than as a member of the Board or in common with all the other members of the Board, in any contract or agreement made or proposed to be made by the Board, shall disclose the nature of his interest at the first meeting of the Board.

(6) Any disclosure made under the preceding paragraph shall be recorded in the minutes of the Board and the member who has made such disclosure shall withdraw from the meeting while the contract or agreement is discussed or decided upon by the Board.

(7) Subject to the provisions of this Act, the Board may regulate its own procedure.

Powers of the Minister in relation to the Co-operative Societies Board.

8. (1) The Minister may, in relation to matters that appear to him to affect the public interest, from time to time give to the Board directions of a general character on the policy to be followed by the Board in carrying out its functions under this Act; and the Board shall, as soon as practicable, give effect to all such directions.

(2) The Board shall afford to the Minister, in such manner and at such times as he may require, every facility for obtaining and verifying information connected with the activities of the Board and shall furnish the Minister with such further returns and information as he may require.

9. (1) The expenses of the Board, other than expenses properly chargeable to the Central Co-operative Fund, shall be borne out of public funds as may be provided in an Appropriation Act or in accordance with any law authorising expenditure out of the Consolidated Fund:

Financial provisions with respect to the Board.

Provided that during any period in which no provision for such expenditure is in force, any sum required by the Board for the proper exercise of its functions under this Act and approved by the Minister with the concurrence of the Minister responsible for finance, shall be a charge on the Consolidated Fund without further appropriation than this Act.

(2) The Board shall as soon as practicable, but not later than three months after the end of each financial year, submit to the Minister a statement of accounts duly audited by the Director of Audit and a report of its activities in respect of the previous financial year, and shall forward a copy of any such statement and report to the Minister responsible for finance.

(3) The revenue of the Board shall be paid into the Central Co-operative Fund established under section 86 of this Act.

10. (1) The Co-operatives Board, or a co-operative officer designated for the purpose by the Board shall, at the request of persons interested in the formation of a proposed society, furnish such information regarding co-operative principles, practices and management as will assist them in determining the feasibility of such society and facilitate registration.

Advisory services provided by the Board.

(2) The Co-operatives Board, or a co-operative officer as aforesaid shall provide, or cause to be provided, such inspection and technical or other information and advice, regarding the affairs of a society as may be necessary to assist its officers and members in complying with the provisions of this Act, and in achieving the objects and purposes of the society on a co-operative basis.

(3) The assistance aforesaid shall, without prejudice to the generality of the foregoing provisions, include the drafting of rules or of amendments to rules as required by a society or proposed society.

(4) Where an apex organisation has been registered under this Act with objects which include the provision of educational and advisory services relating to co-operative enterprises and development, the Co-operatives Board may request such apex organisation to furnish information regarding co-operative principles, practices and management required to be given under subsection (1) of this section, or may arrange with the officers of the apex organisation to provide such technical or other information and advice regarding the management of a society which is a member of the apex organisation, as may be necessary to assist the officers and members of the society in achieving its objects and purposes.

PART III

Formation and Registration of Societies

11. (1) Subject to the provisions of this Act, a society which has as its primary object the promotion of the economic interests of its members in accordance with co-operative principles, or a society established with the object of facilitating the operations of such societies, may be registered as a co-operative society under this Act.

Societies which may be registered.

(2) For the purposes of subsection (1) of this section, co-operative principles shall include —

- (a) open and voluntary membership;
- (b) the provision of services mainly for the members of the society;
- (c) democratic control of the society;
- (d) fair and just distribution of the economic results arising out of the operations of the co-operative enterprise;
- (e) indivisibility of reserve funds;
- (f) promotion of education in co-operative matters;
- (g) co-operation among co-operative societies at local, national and international levels.

Initial meeting and election of formation committee.

12. (1) Persons desirous of forming a co-operative society shall meet for the purpose of electing a formation committee. At the request of such persons a co-operative officer may assist them in the formation of the proposed society.

(2) Where the proposed society is a primary society, the formation committee shall consist of at least seven individuals qualifying for membership in a primary society in accordance with section 45 of this Act.

(3) Where the proposed society is a secondary society, the formation committee shall consist of at least five individuals elected at a meeting of representatives of interested societies qualifying for membership in a secondary society in accordance with section 45 of this Act.

(4) A formation committee shall elect a chairman and a secretary and shall maintain a record of its proceedings.

Functions of a formation committee.

13. The functions of a formation committee elected in accordance with section 12 of this Act shall be —

- (a) to consider the type of society to be formed and to draw up its objects;
- (b) to assess the probable membership and expected volume of business;
- (c) to undertake, in consultation with a co-operative officer, a feasibility study into the economic and practical aspects of the activities to be carried out by the proposed society;
- (d) to prepare, on the basis of the study referred to in paragraph (c) of this section and in such form as the Co-operatives Board may approve, a viability statement for submission to that Board;
- (e) to compile a list of prospective members and a record of the probable capital contributions in the form of shares;
- (f) to organize educational meetings and study circles and to discuss the proposed society, its operations and its benefits to members;
- (g) to prepare, in consultation with a co-operative officer, appropriate rules for the proposed society; and
- (h) to do all such acts and things as may be necessary for the purpose of making an application for the registration of the proposed society.

14. No society shall be registered under this Act unless — Conditions of registration.
- (a) in the case of a primary society, it consists of at least seven individuals each of whom is qualified for membership under section 45 of this Act;
- (b) in the case of a secondary society, it consists of two or more societies qualifying for membership under the said section 45.
15. (1) No society shall be registered by a name which in the opinion of the Co-operatives Board is undesirable. Name of societies.
- (2) Every society shall have —
- (a) the word "co-operative" as part of its name; and
- (b) the word "limited" at the end of its name.
16. (1) When the Co-operatives Board has certified that the requirements of section 13 of this Act have been complied with, an inaugural meeting of the persons interested in forming the proposed society shall be held for the purpose of discussing and adopting the proposed rules. Inaugural meeting of a society.
- (2) The persons present at the inaugural meeting shall elect a provisional committee of management and the members so elected shall serve until the election of the first committee of management.
- (3) The persons elected to serve on the provisional committee shall, upon the registration of the society, be deemed to have all the powers and duties of a committee of management as provided in section 67 of this Act.
17. (1) Every application for registration shall be submitted to the Co-operatives Board in the form set out in Part I of the First Schedule to this Act and shall contain the information specified in Part II of that Schedule. It shall be signed — Application for registration.
- (a) in the case of a primary society, by at least seven individuals all of whom qualify for membership of a primary society; and
- (b) in the case of a secondary society, by individuals duly authorised in that behalf by not less than two societies qualifying for membership of a secondary society.
- (2) The application shall be accompanied by —
- (a) three copies of the proposed rules of the society, signed by the applicants;
- (b) the minutes of the inaugural meeting, signed by all persons present and willing to become members of the proposed society; and
- (c) one copy of the viability statement referred to in paragraph (d) of section 13 of this Act.
18. (1) The Co-operatives Board may require the applicants to furnish such additional information in regard to the society as it thinks fit, including — Requirements before registration.
- (a) the economic or other need for the formation of the society;

(b) the educational and advisory work pertaining to co-operative principles and practices already being carried on among the applicants for registration and prospective members;

(c) the availability of sufficient capital for the commencement of operations; and

(d) the availability of officers capable of directing and managing the affairs of the society and of keeping such records and accounts for the society as the Co-operatives Board may require.

(2) If on the basis of the information provided to it under subsection (1) of section 17 of this Act and of subsection (1) of this section, the Co-operatives Board is of the opinion that the applicants for registration and other persons expected to become members require more educational and advisory work, or the expected membership appears too small for the satisfactory commencement of operations, or more time is necessary to raise the required capital, or that more training is advisable for persons expected to become officers of the society, it may —

(a) give directions for more educational and advisory work, or more time to raise capital, or more training, as the case may be; or

(b) provisionally register the proposed society under section 19 of this Act.

Provisional registration.

19. (1) Where the Co-operatives Board is not satisfied that a proposed society ought to be registered under this Act at the time of the application for registration, it may, if it is of the opinion that steps can and will be taken with diligence by the persons by whom or on whose behalf the application for registration is made to comply with all the conditions for registration, provisionally register the proposed society for such a period not exceeding three years, and subject to its compliance with such terms and conditions, as the Board may determine.

(2) A society which has been provisionally registered shall, subject to this section and to any terms and conditions imposed by the Co-operatives Board under subsection (1) of this section, be entitled to operate as a registered society, and while so entitled to operate shall have the status and powers of a registered society.

(3) A society which is provisionally registered under this section shall cause the fact that it is provisionally registered to be stated in legible letters in all billheads, letter papers, notices, advertisements and other official publications of the society and more particularly on a signboard placed in a conspicuous position outside every premises in which it operates.

(4) The Co-operatives Board may at any time cancel the provisional registration of a society by a notice in writing addressed to the society and such cancellation shall operate as a refusal to register the society, and the society shall from the date of service of the notice cease to be a registered society.

(5) Where a society ceases to be a registered society under subsection (4) of this section, the Co-operatives Board may appoint a competent person to be the liquidator of the society; but the validity of any transaction entered into by or with the society while it was provisionally registered shall not be affected thereby.

(6) If, at any time during the period of provisional registration, the Co-operatives Board is satisfied that the society complies with all requirements and conditions for registration, it may register the society under section 20 of this Act, and thereupon such society shall be deemed to have been so registered on the date of its provisional registration, and this section shall cease to apply to such society.

(7) Where a society contravenes any of the provisions of subsection (3) of this section, it shall be guilty of an offence and shall be liable on conviction to a fine (*multa*) not exceeding fifty pounds, and in the case of a continuing offence to a fine (*multa*) not exceeding ten pounds for every day during which the offence continues.

20. (1) Where the Co-operatives Board is satisfied that a society has complied with the provisions of this Act, that its proposed rules in no way contravene those provisions and that the proposed undertaking of the society is likely to be viable, it shall register the society and its rules.

Registration
of societies.

(2) Upon the registration or provisional registration of a society, the Co-operatives Board shall forward to the society, free of charge —

(a) a Certificate of Registration;

(b) a copy of the rules of the society as approved by it, and signed on its behalf to signify such approval;

(c) a copy of the Co-operatives Act and Regulations; and shall cause the fact of registration to be published in the Government Gazette.

(3) Any refusal by the Co-operatives Board to register a society or any of its rules, shall be communicated to the applicants and such communication shall contain the reasons for the refusal.

(4) An appeal against the refusal of the Board to register a proposed society shall lie to the Minister within two months from the date of the communication of such refusal to the applicants, and the Minister's decision thereon shall be final.

21. A certificate of registration signed on behalf of the Co-operatives Board shall be conclusive evidence that the society therein mentioned is duly registered or provisionally registered, unless it is proved that the registration or provisional registration of the society has been cancelled or has terminated.

Evidence of
registration.

PART IV

Privileges and Duties of Societies

22. A society shall, on registration, be a body corporate to be known by the name under which it is registered having power to hold movable and immovable property, to enter into contracts, to sue and be sued and to do all things necessary for the purposes for which it is constituted.

Societies to be
bodies corporate.

Acts of societies not to be invalidated by certain defects.

23. An act of a society or of a committee of management or of an officer of the society shall not be deemed to be invalid by reason only of the existence of some defect in the constitution of the society or of the committee of management or in the appointment or election of an officer or on the ground that such officer was disqualified for his appointment.

Power of societies to federate.

24. (1) Societies may form secondary societies and an apex organisation.

(2) The object of secondary societies shall be to facilitate the operation of primary societies.

(3) The apex organisation, when formed and registered, shall provide, organise and supervise effective centralized services for the co-operative movement and for co-operative education and training, and such other services as may be necessary or expedient for its members.

Rules of societies.

25. (1) The rules of any society shall, subject to any amendment made and registered in accordance with this Act, be those approved and registered by the Co-operatives Board.

(2) The rules of every society shall include provision in respect of the matters mentioned in the Second Schedule to this Act, in manner and to the extent required by that Schedule.

Amendment of rules and registration thereof.

26. (1) Any society may, subject to the provisions of this Act, amend its rules.

(2) An amendment which changes the name of the society shall not affect any right or obligation of the society or any of its members or past members, and any legal proceedings pending may be continued by or against the society under its new name.

(3) An amendment to a rule of a society shall not have effect until it has been registered by the Co-operatives Board.

(4) The Board shall not register an amendment to the rules of a society unless —

(a) a resolution to amend the rules has been passed by not less than three-fourths of the members present and voting at a general meeting duly convened for that purpose; and

(b) not less than fifteen days' notice of the proposed amendment and of the meeting has been given to the members.

(5) Three copies of any amendment to the rules of a society duly passed as aforesaid shall be submitted to the Co-operatives Board accompanied by an application for the registration of the amendment. Such application shall be signed by the chairman and two members of the committee of management of the society and shall contain such information as the Co-operatives Board may require.

(6) The Co-operatives Board shall register an amendment to the rule only if it is satisfied that the amendment in no way contravenes any of the provisions of this Act.

(7) If the Board refuses to register an amendment to a rule it shall record in writing the reasons for its refusal and shall inform the society of its decision.

(8) From any refusal of the Board to register an amendment to the rules of a society an appeal shall lie to the Minister within two months from the communication of the Board's decision to the society, and the Minister's decision thereon shall be final.

(9) Where the Co-operatives Board registers an amendment to the rules of a society, it shall forward a copy of the amendment to the society together with a certificate of its registration and shall cause the fact that the rules are amended to be published in the Government Gazette.

27. (1) The rules of a society shall, when registered, bind the society and the members thereof to the same extent as if they were signed by each member and contained covenants on the part of each member for himself and his successors to observe all the provisions of those rules.

Rules to bind members.

(2) A member of a society shall not, without his consent in writing having been first obtained, be bound by any amendment of the society's rules registered after he became a member, if and so far as that amendment requires him to take or to subscribe for more shares than the number held by him at the date of registration of the amendment, or to pay upon the shares so held any sum exceeding the amount unpaid upon them at that date, or in any other way increases the liability of that member to contribute to the share or loan capital of the society.

(3) Any dispute arising out of the interpretation of a rule shall be referred to the Co-operatives Board for decision and the decision of the Board shall be final.

28. (1) Every society shall have an address registered in accordance with this Act to which all notices and communications shall be sent.

Address of society.

(2) The address declared in the application for registration shall be registered as the registered address until it is changed in accordance with this Act.

(3) Every change of address shall be notified to the Co-operatives Board and to any non-members who are creditors of the society. The Board shall cause the new address to be registered as the registered address of the society.

29. (1) Every society shall maintain a register of members, and a register of shares held by each member.

Register of members and shares.

(2) The register of members and of shares shall be *prima facie* evidence of any of the following particulars entered therein —

(a) the date at which the name of any person was entered in such register as a member;

(b) the date at which any such person ceased to be a member; and

(c) the number of shares held by a member.

30. Every society shall keep a copy of its rules and a list of its members open to inspection, free of charge, at all reasonable times at the registered address of the society. Every society shall also keep available for reference by its members, free of charge, together with a copy of its rules, a copy of this Act and of any regulations made thereunder as from time to time amended.

Copy of rules and list of members open to inspection.

Contracts with
members.

31. (1) A society which has as one of its objects the sale of any article produced or obtained by the work or industry of its members, whether it is the produce of handicraft, agriculture, animal husbandry, fisheries or otherwise, may provide in its rules or may otherwise contract with its members —

(a) that every such member who produces any such article shall dispose of the whole or any specified amount, proportion or description thereof to or through the society; and

(b) that any member who is proved or adjudged, in accordance with the provisions of this Act and in such manner as may be prescribed by the rules, to be guilty of a breach of the rules or contract shall pay to the society as liquidated damages a sum ascertained or assessed in such manner as may be prescribed by the rules.

(2) The validity of any rule made or of any contract entered into by a society as provided in this section shall not be affected by reason only that it constitutes a contract in restraint of trade.

Imposition of
fines upon
members.

32. (1) The rules of a society may provide for the imposition of fines on its members for any infringement of the rules, but no such fine shall be imposed upon any member until written notice of the intention to impose the fine and the reason therefor has been served on him and he has had an opportunity of being heard or otherwise of showing cause why the fine should not be imposed.

(2) No fine exceeding £100 shall be imposed except with the written approval of the Co-operatives Board.

(3) Any such fine shall be recoverable by the society as a commercial debt due to the society.

Special privileges
in favour of
societies.

33. (1) Without prejudice to any other enactment as to the priority of debts, where a society has —

(a) supplied to any member or past member any industrial implements or machinery or materials for manufacture or building, or any seeds, fertilizer, animals, feeding stuffs or agricultural implements; or

(b) rendered any services to any member or past member;
or

(c) lent money to any member or past member to enable him to buy any such things as aforesaid or to obtain any such services,

the society shall have a special privilege upon such things or, as the case may be, upon any industrial or agricultural produce, animals or articles produced therewith or therefrom or with the aid of such money or services, and such privilege shall rank immediately after the privileges mentioned in section 2113 of the Civil Code.

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(2) No person shall transfer any property which is subject to a privilege under subsection (1) of this section except with the previous permission in writing of the society to whom the debt is due:

Provided that nothing herein contained shall affect the rights of any *bona fide* purchaser or transferee without notice.

(3) A society shall have a special privilege upon the share or other interest in the capital and on the deposits of a member or past member or deceased member and upon any dividend, patronage refund, or other sum payable to a member or past member or to the estate of a deceased member in respect of any debt due to the society from such member or past member or estate, and may set off any such debt against any sum credited or payable to a member or past member or estate of a deceased member as aforesaid. Such privilege shall rank concurrently with the privilege mentioned in paragraph (a) of section 2113 of the Civil Code.

34. (1) Subject to the provisions of subsection (3) of section 33 and of subsection (2) of this section, the share or other interest of a member in the capital of a society shall not be liable to attachment or sale under any decree or order of a court in respect of any debt or liability incurred by such member, and neither his curator in bankruptcy nor other equivalent duly appointed shall be entitled to, or have any claim on, such share or other interest.

Shares or other interest not liable to attachment or forced sale.

(2) Subsection (1) of this section shall not apply with respect to liabilities for taxes or other sums due to the Government.

35. (1) On the death of a member, a society may transfer the share or other interest of the deceased member to the person entitled to such share or interest according to law or pay to such person a sum representing the value of such member's share or interest ascertained in accordance with any regulations or rules applicable to the case:

Transfer of shares or other interest on death or permanent insanity of a member.

Provided that where —

(a) by the last will and testament of a deceased member his share in the society has been bequeathed to a person named therein and qualified under this Act and under the rules of the society to be a member of the society; or

(b) in the absence of any bequest as aforesaid all the persons entitled to the share or interest of a deceased member apply, within six months after the death of such member, for the transfer of such share or interest to a person indicated in the application and such person is qualified under this Act and the rules of the society to be a member of such society;

such share or interest shall be transferred to such person.

(2) A society shall pay all other moneys due to the deceased member from the society to the person entitled thereto according to law.

(3) All transfers and payments made by a society in accordance with the provisions of this section shall be valid and effectual against any demand made upon the society by any other person.

(4) Nothing in this section shall affect the operation of the Death and Donation Duty Act, 1975.

36. (1) A copy of any entry in a book of a society regularly kept in the course of business, shall, if duly certified as provided in subsection (2) of this section, be *prima facie* evidence in any legal proceedings, civil or criminal, of the existence of such entry and of the matters, transactions and accounts therein recorded in every

Proof of entries in books of society.

case where, and to the same extent as, the original entry itself is admissible.

(2) Such copy of an entry in the book of a society shall be certified by a declaration in writing at the foot of such copy stating that it is a true copy of such entry and that the book containing the entry is still in the custody of the society; such declaration shall be dated and signed by the chairman and the secretary of the society.

(3) No officer of any society shall, in any legal proceedings to which the society or the liquidator of the society is not a party, be compelled to produce any of the society's books, the contents of which can be proved under subsection (1) of this section or to appear as witness to prove any matters, transactions or accounts therein recorded, unless the court for special reasons so directs.

Transactions by a society with non-members.

37. (1) The transactions of a society with persons other than members shall be subject to the provisions of this Act and to such prohibitions and restrictions as may be prescribed by the rules of the society.

(2) Where a society transacts business with non-members who qualify for membership (hereinafter referred to as "users") such transactions shall not exceed the percentage of the total business of the society specified in its rules. Such users shall be entitled to use the services of the society for a period not exceeding three years but shall not be entitled to exercise any other rights of membership.

(3) At the end of every financial year the society shall credit to a special account the amount which would have been due as patronage refund for the business transacted by the user with the society had such user been a member.

(4) If, within a period of three years from the time of entering into transactions with the society, the user applies for membership in accordance with the rules of the society, all money credited to the user's account may, upon his admission to membership, be used for payments due by him to the society in respect of membership.

(5) If a user does not apply for membership within a period of three years from the time of becoming a user, or has not been admitted as a member on any application so made, the moneys credited to the user's account shall be carried to the statutory reserve fund of the society and the society shall cease to do business with such non-member.

Production of moneys and books of society.

38. Any officer, agent, employee or member of a society who is required by the Co-operatives Board, or by a co-operative officer authorised in writing by the Board, so to do, shall, at such place and time as the Co-operatives Board or the co-operative officer may direct, produce all moneys, securities, books, accounts and documents belonging to or relating to the affairs of such society which are in the custody of such officer, agent, employee or member or which are under his control, and shall furnish such information relating to the affairs of the society as the Co-operatives Board or the co-operative officer authorised by it may require.

Audit of societies.

39. (1) The accounts of every society shall be audited once at least in every year by a person qualified for appointment as auditor of a company in accordance with the applicable enactment from

time to time in force and authorized for the purpose by the Co-operatives Board, by general or special authority in writing, to audit the accounts of co-operative societies.

(2) Every society shall appoint, and cause to have at all times appointed, a person qualified and authorized as aforesaid to be the auditor of the society.

40. (1) A society shall, as soon as practicable but not later than four months after the close of each financial year, submit to the Co-operatives Board an annual report on its activities during the year, together with two certified true copies of the audited financial statements of the society and the audit report for that year.

Annual report, accounts and financial statements.

(2) The society shall keep proper accounts and records of its transactions and affairs and shall do all things necessary to ensure that all payments out of its moneys are correctly made and properly authorized and that adequate control is maintained over the assets of, or in the custody of, the society and over the expenditure incurred by the society.

(3) The society shall, as soon as practicable but not later than two months after the close of each financial year, prepare and submit the financial statements in respect of that year to the auditor who shall audit and report on them.

41. (1) The auditor of a society shall inspect and audit the accounts and other relevant records of the society and shall forthwith draw the attention of the Co-operatives Board and of the society to any irregularity disclosed by the inspection and audit that is, in the opinion of the auditor, of sufficient importance to justify his so doing. The financial statements prepared by the society after the close of the financial year shall be audited and reported on by the auditor.

Duties of the auditor.

(2) The auditor shall report —

- (a) whether the financial statements show fairly the financial transactions and the state of affairs of the society; and
- (b) such other matters arising from the audit as he considers should be reported.

(3) The auditor shall state in his report whether or not —

- (a) proper accounting and other records have been kept;
- (b) the receipt, expenditure and investment of moneys and the acquisition and disposal of assets by the society during the year have been in accordance with the rules of the society and with the provisions of this Act.

(4) The auditor may at any other time report to the Co-operatives Board and to the society upon any matters arising out of the performance of the audit.

(5) The audit of the accounts of a society shall include an examination of and a report on overdue debts, if any, and an examination of and a report on the valuation of the assets and liabilities of the society.

42. An auditor approved by the Co-operatives Board under section 39 of this Act shall have the same powers as are conferred upon the Co-operatives Board under section 96 of this Act.

Power of auditor on audit matters.

Audit fees.

43. Every society shall pay such audit fees as the Co-operatives Board may approve.

PART V

Rights and Liabilities of Members

Membership of a society.

44. (1) The persons whose names appear in the application for the registration of a proposed society and who have signed the minutes of the inaugural meeting and the proposed rules shall be deemed to have agreed to become members of the society and on registration of the society their names shall be entered in the register of members.

(2) New members are admitted by the committee of management on an application made for that purpose:

Provided that if a person's application is refused by the committee, such person may appeal to the general meeting of members and in such case he may be admitted as a member by a resolution passed by not less than two-thirds of the members present and voting at such a meeting.

Qualification for membership.

45. (1) A person shall qualify for membership in a primary society if he is an individual person who —

(a) has attained the age of 18 years and is of sound mind;

(b) is a citizen of Malta or if he is a citizen of a foreign country, with the permission of the Minister;

(c) satisfies such other requirements with regard to residence, employment, profession or other matter as may be prescribed by the rules; and

(d) is not an undischarged bankrupt.

(2) Every person applying for admission to membership of a society, other than the original members, shall sign an undertaking, on a form prescribed by the Co-operatives Board, to comply with the rules if admitted to membership. The form shall include a declaration by the applicant for membership that he is fully cognizant of the provisions contained in the rules of the society.

(3) Membership in secondary societies shall be restricted to primary societies registered under this Act.

(4) Membership in an apex organisation shall be restricted to primary and secondary societies registered under this Act.

(5) Any person who is at any time disqualified for membership for any of the reasons mentioned in this section shall be struck off the register of members by the committee of management and shall thereupon cease to be a member of the society.

Members not to exercise rights until due payment is made.

46. No member of a society shall exercise any of the rights of a member unless he has made such payment to the society in respect of membership, or has acquired such shares or other interest in the society, as may be prescribed under this Act or by the rules of the society.

47. Except with the consent of the Co-operatives Board, no person shall be a member of more than one society having the same or similar objects.

Restriction of membership in more than one society.

48. (1) Each member of a primary society shall have one vote only in the affairs of the society, irrespective of the number of shares he holds, and such votes shall be exercised in person and not by proxy.

Votes of members.

(2) In a secondary society or in the apex organisation each society which is a member shall have as many votes as may be provided by the rules of the secondary society or apex organisation, and may, subject to such rules, appoint any number of delegates, not exceeding the number of such votes, to exercise its voting power.

49. No member, other than a society, shall hold more than one-fifth of the share capital of any society.

Restriction on shareholding.

50. (1) The transfer or charge of the share or other interest of a member or past member or deceased member in the capital of a society shall be subject to such conditions as to maximum holding as are laid down in section 49 of this Act or as may be prescribed by the rules of the society.

Restriction on the transfer of shares or other interests.

(2) No member of a society shall transfer any share held by him or his interest in the capital of the society or any part thereof unless —

(a) he has held such share or other interest for not less than one year; and

(b) the transfer or charge is in favour of the society, a member of the society or a person whose application for membership has been accepted by the committee of management of the society.

(3) No transfer of a share or other interest shall be valid and effective unless and until such transfer and the name of the transferee has been registered on the direction of the committee of management.

51. (1) Except as provided in subsection (2) of this section, the liability of a member, present or past, of a society, shall be limited to the amount, if any, unpaid on the shares held by him, and his liability shall be known as liability limited by shares.

Liability of a member.

(2) Where in the rules of a society the amount of the liability of a member is expressed to be greater than the nominal value of the shares held by him and such amount is expressly stated, then the liability of such member shall extend to such greater amount, and his liability shall be known as liability limited by guarantee.

52. (1) The liability of a past member for the debts of a society shall be limited to those which existed on the date on which he ceased to be a member and shall cease on the expiration of two years commencing on that date.

Liability of past member and estate of deceased member for debts of society.

(2) The liability of the estate of a deceased member shall be limited to the debts of the society as they existed on the date of the death of the member and shall cease on the expiration of two years commencing on that date.

Right of member to withdraw from society.

53. A member may withdraw from a society subject to such conditions, and by giving to the society such notice, as may be prescribed by the rules:

Provided that in the case of a primary society such notice shall not exceed two years and in the case of a secondary society or the apex organisation such notice shall not exceed three years.

Expulsion of member.

54. (1) A member who contravenes any of the provisions of this Act or of any regulations made thereunder or of any of the rules of the society, and any member who acts in any way detrimental to the interests of the society, may be expelled from the society.

(2) A society may by its rules provide for procedure for the expulsion of members, but such rules shall in all cases provide for reasonable notice of the charge and an opportunity for making representations concerning the charge.

(3) In the event that no provision is made in the rules of the society for such a procedure a member may be expelled by a vote of not less than two-thirds of the members present and voting at a general meeting upon a charge of which he is informed in writing by the committee of management at least one week before the meeting and in respect of which he is given the opportunity to address or otherwise make representations to the meeting.

PART VI

Organisation and Management of Societies

General meeting.

55. (1) The supreme authority of a society shall vest in the general meeting of its members.

(2) Subject to the provisions of this Act, every member shall have the right to attend and vote at all general meetings of the society.

Meeting of delegates.

56. (1) Notwithstanding the provisions of section 55 of this Act, in a primary society which has more than two thousand members provision may be made by the rules of the society to substitute the general meeting of members by a meeting of delegates, each delegate representing a specified number of individual members; and in any such case all the provisions of this Act referring to general meetings of members shall include a reference to meetings of delegates.

(2) Every individual who is a member of a society, other than an officer of the society, may be elected as a delegate.

(3) The meeting of delegates shall consist of not less than fifty delegates, elected from among the members. The delegates may not vote by proxy.

(4) Subject to the foregoing provisions of this section, a meeting of delegates shall be governed by the rules of the society which shall in particular regulate the method of electing the delegates and specify the number of individual members to be represented by each delegate and the term of office of the delegates.

First meeting.

57. (1) Every society shall within three months after the receipt of the certificate of registration, or within such further time as the Co-operatives Board may allow, hold a first meeting of its members.

(2) The business of the first meeting shall include the election of the officers who are to serve until the first annual general meeting.

58. (1) Every society shall provide in its rules for an annual general meeting to be convened by the committee of management and to be held as soon as practicable, but not later than five months after the end of each financial year, and may also provide for other general meetings. Annual general meeting.

(2) Notice of every general meeting shall be given in writing to each member or delegate entitled to attend the meeting. Such notice shall be given at least fifteen clear days prior to the date of the meeting or such other period, being not less than seven days, as may be specified in the rules:

Provided that in cases of urgency a general meeting, other than an annual general meeting or a general meeting having on the agenda an amendment of the rules, may be called by a notice of not less than three days.

(3) Every notice of a general meeting shall state the matters for discussion and the resolutions to be proposed, and no other subject shall be discussed without the consent of the majority of the members present and voting at such general meeting.

(4) 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 at that meeting.

59. The functions of the annual general meeting of a society are — Functions of annual general meeting.

(a) to consider and confirm the minutes of the previous annual general meeting and of any other intervening general meeting not previously approved at another general meeting;

(b) to consider the auditor's report, the reports of the committee of management and the supervisory board, and any report made by the Co-operatives Board;

(c) to approve the financial statements;

(d) to consider and resolve the manner in which any available net surplus shall be distributed or invested subject to the provisions of this Act and the rules;

(e) to consider and adopt any amendments to the rules;

(f) to elect members of the committee of management and of the supervisory board;

(g) to appoint the auditors of the society;

(h) to decide appeals of persons whose application for membership has been rejected by the committee of management;

(i) to consider and determine the maximum amount the society may borrow;

(j) to hear and decide upon any complaints brought by members aggrieved by a decision of the committee, provided that notice of the intention to bring such complaints before the meeting has been given to the secretary or manager at least two days prior to the meeting;

(k) to transact any other general business of the society of which due notice has been given to members.

Extraordinary
general meeting.

60. (1) An extraordinary meeting of a society may be convened at any time by the committee of management of the society.

(2) An extraordinary general meeting of a society shall be convened by the committee of management —

(a) on receipt of a requisition for such a meeting signed by at least one-fifth or twenty of the members or delegates of the society, whichever is the less, stating the objects of the meeting;

(b) on receipt of a requisition from the supervisory board stating the objects of the meeting.

(3) If the committee of management fails to convene a meeting in accordance with subsection (2) of this section within one month of receiving the requisition for the meeting, the members or the supervisory board, as the case may be, making the requisition shall have power to convene the meeting themselves by notice to all members of the society stating the objects of the meeting and the fact that the committee of management has failed to convene the meeting.

(4) The Co-operatives Board may at any time convene a special general meeting of a society and may also direct what matters shall be discussed at that meeting.

Quorum at
general meetings.

61. (1) No business shall be transacted at any general meeting unless a quorum of members or delegates is present. The quorum necessary for the transaction of business shall be one-fourth or twenty of all members or delegates qualified to vote, whichever is the less.

(2) If within thirty minutes after the time fixed for a general meeting the members or delegates present are not sufficient to form a quorum, such meeting shall be considered as dissolved if it is convened on the requisition of members or of delegates; in all other cases it shall stand adjourned to the same day in the next week at the same time and place and a notice to this effect shall be posted by the secretary within forty-eight hours of the adjournment; and if at the adjourned meeting a quorum is not present within thirty minutes from the time fixed for the meeting the members or delegates present shall form a quorum:

Provided that a general meeting with such reduced quorum shall not have power to amend the rules.

Voting at
general meetings.

62. (1) Except as otherwise provided in this Act or in the rules, any question referred to the members or delegates present at a general meeting shall be decided by a majority of votes.

(2) At any general meeting a resolution put to vote shall be decided by a show of hands unless voting by call of names or by ballot is demanded by at least five of the members present:

Provided that for the election of officers the voting shall in all cases be by ballot.

(3) In the case of an equality of votes the motion shall be held to be rejected. The chairman shall have no casting vote.

Minutes of
general meeting.

63. (1) Minutes of the general meetings shall be entered in the minute book and shall contain —

- (a) the number of members or delegates present at the meeting and the name of the chairman who presided;
- (b) the time the meeting commenced and ended;
- (c) all resolutions and decisions taken at the meeting.

(2) The minutes of each general meeting shall be read at the next following general meeting, and when signed by the chairman of that meeting and the secretary, whether following confirmation or amendments, they shall be evidence of anything contained therein.

64. (1) Every society shall have a committee of management consisting of not less than three and not more than nine members as may be provided by its rules.

Committee of management.

(2) Subject to subsection (3) of this section, and to section 112 of this Act, members of the committee of management shall be elected, suspended or removed only by a majority of members or delegates present and voting at a general meeting of the society.

(3) If during the term of office of a committee of management a vacancy occurs in the committee, the committee may, and if the number of members falls below three shall, co-opt a member of the society to serve on the committee of management until the next general meeting of the society.

65. Saving the provisions of section 79 of this Act, no person shall be eligible for membership of the committee of management of a society or remain a member of such committee if —

Eligibility of membership of committee of management.

- (a) he is not a member of the society;
- (b) he is not a citizen of Malta, except with the approval of the Minister;
- (c) he receives any remuneration, salary or other payment from the society, except as provided in section 70 of this Act;
- (d) he takes part, directly or indirectly, and whether on a permanent or occasional basis, in any activity which is competitive with that of the society;
- (e) he is an undischarged bankrupt;
- (f) he has been convicted of any crime affecting public trust or of theft or of fraud or of knowingly receiving property obtained by theft or a fraud;
- (g) he has been dismissed from employment with any society;
- (h) he has any outstanding debt owing to the society at the end of the society's financial year other than in respect of a loan made under the relevant rules of the society;
- (i) in the case of a primary society, he is already a member of a committee of management of another primary society.

66. (1) At the first annual general meeting of a primary or secondary society all the members of the committee of management shall retire from office, and at the annual general meeting in every subsequent year one-third of the members for the time being, or if their number is not three or multiple of three, then the number nearest one-third shall retire from office.

Term of office of committee of management.

(2) The members to retire in every year as provided in subsection (1) of this section shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(3) A retiring member shall be eligible for re-election.

(4) The term of office of the members of the committee of management of an apex organisation shall be regulated by its rules.

Functions of
the committee
of management.

67. (1) The committee of management shall be vested with the conduct and management of the affairs and business of the society and, subject to any restrictions contained in the rules or in any resolution taken at a general meeting of members, the committee of management may exercise all the powers required to ensure the full and proper administration and management of the affairs, business and property of the society, except those powers reserved to the general meeting of members. The committee of management shall also have the legal and judicial representation of the society before all competent authorities and in all dealings and transactions with third parties:

Provided that a written pleading may be filed in any court by or against the chairman of the committee on behalf of the society either by the designation of the name of the chairman or by the designation of his office, and provided further that, subject to the provisions of this Act and to the rules of the society, the committee of management may delegate to any one or more of its members any of its powers or functions under this Act:

Provided further that all cheques and other bills of exchange shall be signed by one of the members of the committee of management and by the secretary or the manager of the society.

(2) Without limiting the generality of the provisions of subsection (1) of this section, the functions of the committee of management include the following powers and duties:

(a) to consider and approve or, subject to the provisions of section 44 of this Act, reject applications for membership of the society;

(b) to call for and examine regular reports from persons employed by the society with the object of disclosing the true position of the society, its operations and financial conditions;

(c) to open and operate banking accounts;

(d) to appoint sub-committees;

(e) to keep members informed of the progress of the society, to encourage interest and a sense of ownership on the part of the members and to carry out educative and advisory work among the members with respect to co-operative principles and the objects of the society;

(f) to prepare and present to the annual general meeting of the society a proposal for the distribution of any net surplus accrued during the preceding financial year in accordance with this Act and the rules of the society;

(g) to make a report to the annual general meeting on the work of the committee of management during the preceding financial year and containing such recommendations as they deem necessary to maintain or improve the services provided by the society to its members;

(h) to take immediate action to correct mistakes, errors or malpractices which are disclosed in the reports of the supervisory board, the Co-operatives Board or the auditor.

(3) A full and correct record shall be kept of all proceedings of the committee of management in carrying out their duties, and the records shall be available for inspection by the supervisory board, by the Co-operatives Board and by the auditor.

(4) The committee of management may appoint, on such terms and conditions as it thinks fit, a manager to administer and manage the affairs of the society and may employ such other persons as the committee considers necessary to assist the manager in the discharge of his duties. The committee of management shall report to the Co-operatives Board the name of the manager so appointed.

(5) The committee may at any time suspend the secretary, treasurer or manager for any irregularity in the performance of his duties. Such suspension shall be reported without delay to the Co-operatives Board.

(6) In the event of the suspension of the secretary, treasurer or manager the committee shall appoint a substitute to hold office during the period of such suspension and shall report the name of the substitute to the Co-operatives Board.

68. (1) The committee shall meet as often as the business of the society may require and in any case not less frequently than once in every month.

Meetings of the committee of management.

(2) The quorum for a meeting of the committee of management shall be half the number of its members.

(3) Decisions shall be taken by a simple majority of votes and the chairman shall have no casting vote.

(4) Minutes of committee meetings shall be recorded by the secretary in the minute book and shall include —

(a) the number and names of those present ;

(b) the name of the chairman of the meeting;

(c) a brief record of the business done and the decisions taken, and a statement with respect to each decision whether it has been taken unanimously or by a majority.

(5) Any member of the committee of management who, without due excuse, fails to attend three consecutive meetings of the committee of management shall be deemed to have vacated his office which shall thereupon be filled as provided by subsection (3) of section 64.

69. (1) In the conduct of the affairs of a society the members of the committee of management shall exercise the prudence and diligence of ordinary men of business and shall be jointly and severally liable for any losses sustained through failure on their part to exercise such prudence and diligence or through any act which is

Liability of members of committee of management.

contrary to the provisions of this Act or of any Regulations made thereunder, or to the rules of the society or to any direction of any general meeting.

(2) Where the committee of management has employed a manager to administer and manage the affairs of the society, such appointment shall not absolve the committee from its responsibility for the proper direction of the affairs of the society.

Restrictions relating to members of committee of management.

70. (1) No member of a committee of management shall hold any office of profit under the society.

(2) A member of a committee of management may receive an honorarium or, if he is a chairman, secretary or treasurer, he may receive an allowance from the society:

Provided that no honorarium or allowance shall be paid unless it has been authorised by a resolution to that effect passed by a general meeting of the society or in so far as the amount of the honorarium and allowance exceeds such sum as may be fixed from time to time by the Co-operatives Board.

(3) An officer who is in receipt of an allowance shall not be entitled to receive any honorarium as a member of the committee of management, except with the approval of the Co-operatives Board.

(4) Members of the committee of management shall be entitled to recover such out of pocket expenses generally approved in principle beforehand by the committee of management, as may have been incurred in connection with work performed for or on behalf of the society and in such amounts as may be specifically approved by the committee of management on account rendered from time to time.

Officers of society.

71. (1) Every society shall have a chairman and a vice-chairman, elected by the committee of management from among its members.

(2) The committee of management shall also elect a secretary and a treasurer from among its members:

Provided that where a committee of management appoints a person as a full-time manager, any of the duties of the secretary or of the treasurer or of both may with the written consent of the Co-operatives Board be delegated to such manager, and where all the duties of the secretary or of the treasurer or of both are so delegated the society may operate without electing a secretary or a treasurer or both.

(3) The offices of secretary and of treasurer may be held by one and the same person.

Duties of chairman.

72. (1) The chairman shall preside at all general meetings and at all meetings of the committee of management. In the absence of the chairman his functions shall be carried out by the vice-chairman, and in the absence of both the chairman and the vice-chairman at any meeting, by any other person elected by a majority of those present at that meeting.

(2) The chairman shall have the rights conferred upon him by the rules and in particular the right to order the closure of a discussion and to put a matter to the vote.

73. (1) Where the committee of management elects a secretary, he shall serve the society on a regular basis, even if he does not devote all his services to the society. Duties of secretary.

(2) The duties of the secretary shall be as specified in the rules of the society, and shall include the duty —

(a) to maintain, correctly and up-to-date all the society's records, papers and registers;

(b) to keep an inventory of the property belonging to the society;

(c) to sign on behalf of the committee of management and conduct its correspondence;

(d) to summon and attend the general meetings of the committee of management and to record the proceedings of such meetings in a minute book;

(e) to conduct the ordinary business of the society and perform all the duties entrusted to him by the committee.

74. (1) Where the committee of management elects a treasurer he shall serve the society on a regular basis, even if he does not devote all his services to the society. Duties of treasurer.

(2) The duties of the treasurer shall be as specified in the rules of the society and shall include the duty —

(a) to take charge of all financial transactions of the society, including all moneys received by the society from a bank, from members and from other persons, and to make disbursements in accordance with the directions of the committee of management;

(b) to prepare or cause to be prepared all the receipts, vouchers and documents required by the rules or called for by the committee of management;

(c) to be responsible for the proper and punctual keeping of all the society's accounts and account books.

75. (1) The duties of the manager shall be as specified in the rules of the society, and shall include the duty — Duties of manager.

(a) to manage the business and property of the society;

(b) to attend the meetings of the society and of the committee of management and to carry out all the instructions of the committee;

(c) as far as practicable to be present at the society's office during the hours of business; and

(d) to record or cause to be recorded the whole of the transactions of the society in the books prescribed for that purpose.

(2) When a manager is appointed, the duties of the secretary or of the treasurer or of both may be modified or altered by the committee of management in accordance with the duties assigned by the committee to the manager.

76. (1) Every society shall have a supervisory board consisting of not less than three and not more than six members as may be prescribed by its rules. The members of the supervisory board shall be elected at the annual general meeting after the election of the members of the committee of management. Constitution of supervisory board.

(2) No member of the committee of management may be a member of the supervisory board.

(3) The members of the supervisory board shall serve for a period of three years and they shall retire in rotation in the same manner as provided in section 66 of this Act with respect to the members of the committee of management; and they shall also, in the same manner, be eligible for re-election.

(4) Where a member of the supervisory board resigns during his term of office the supervisory board shall have power to co-opt from among the members of the society a person to serve for the remaining part of the term.

(5) The members of the supervisory board shall preferably be chosen from persons having knowledge of accounting, auditing and financial procedures and who may not be members of the society.

Meetings of
the supervisory
board.

77. (1) The supervisory board shall elect one of its members to be the chairman.

(2) The supervisory board shall meet as often as may be necessary for the proper exercise of its functions and duties and in any case not less frequently than once in every month.

(3) The quorum of a meeting of the supervisory board shall not be less than half the number of its members.

(4) Decisions shall be taken by a simple majority of votes. The chairman shall have no casting vote.

(5) The supervisory board shall also appoint one of its members to be the secretary to the board and such officer shall record the proceedings of the meetings in a minute book and perform such other functions as may be assigned to him by the supervisory board.

Powers and
duties of the
supervisory
board.

78. (1) The supervisory board shall be responsible to the members of the society for ensuring that the affairs of the society are conducted in accordance with the provisions of this Act as well as in accordance with the rules of the society and with the decisions and resolutions adopted at general meetings or committee meetings. Its functions shall include the duty to —

(a) supervise the actions of the committee of management, and of the officers and employees of the society;

(b) ascertain the authority of expenditure;

(c) examine the accounts of the society at regular intervals of not less than once every month;

(d) ensure that all transactions of the society are properly entered in the various account books and documents;

(e) draw the attention of the committee of management to any differences or discrepancies which may exist;

(f) ensure the validity and accuracy of the balance sheet and other annual or periodical statements and returns which the Co-operatives Board may prescribe from time to time;

(g) present to the annual general meeting a specific report on the management and financial position of the society including cases in which the committee of management has failed to act in accordance with the requirements of the rules; and

(h) approve loans from the society to members of the committee of management.

(2) The members of the supervisory board shall at all times have free access to all books, papers and documents of the society and the committee of management and all the officers of the society shall, whenever called upon, render an account or supply information to the supervisory board and produce the cash in hand and other assets of the society for their inspection.

(3) The supervisory board may at any time require the committee of management to summon an extraordinary general meeting whenever they consider that the members should be informed immediately of the position of the society and shall also have the power to summon themselves an extraordinary general meeting if the committee fails to do so within one month from receiving the request.

79. (1) Notwithstanding any other provision of this Act, whenever a society is in receipt of financial assistance from the Government, the Co-operatives Board may appoint one special member to the committee of management and one special member to the supervisory board of that society.

Special members
appointed by
Co-operatives
Board.

(2) For the purposes of this section a society shall be deemed to be in receipt of financial assistance from the Government —

(a) if at any time during the immediately preceding three years the society has received any grant of money from the Government;

(b) if any money has been lent to the society by the Government and the loan has not been repaid; or

(c) if any loan made to the society has been guaranteed by the Government and either the guarantee is still outstanding or the guarantee has been honoured by the Government and the society has not paid to the Government all sums (including interest, if any, thereon) paid by the Government under the terms of the guarantee.

(3) A special member appointed to a committee of management or to a supervisory board under subsection (1) of this section shall remain a member of the committee of management or supervisory board until his appointment is terminated by the Co-operatives Board. He shall have all the powers of an ordinary member of that committee of management or supervisory board, except the power to vote.

PART VII

Property and Funds of Societies

80. (1) The capital of a society may be raised, subject to the provisions of this Act, in any one or more of the following manners —

Creation of
Funds.

- (a) admission fees;
- (b) subscription and payment of shares;
- (c) savings deposits made by its members;
- (d) deposits or loans from non-members;
- (e) surplus carried to reserve funds.

(2) The following rules shall have effect with respect to the manners of raising capital specified in subsection (1) of this section, that is to say —

(a) no admission fee shall be refundable unless an application for membership has been rejected;

(b) no share may be redeemed except in accordance with the rules of the society and no rule of the society allowing such redemption shall have effect unless provision is also made by those rules specifying the minimum number of shares a member shall hold while he is a member;

(c) savings deposits may be either obligatory and regular or voluntary: a regular and obligatory deposit shall be made in accordance with the rules of the society and may not be withdrawn except for purposes and in accordance with conditions specified in the rules, or on termination of membership, but may serve to secure loans taken by or guarantees given by a member; voluntary deposits may be withdrawn, subject to any conditions or restrictions specified in the rules;

(d) deposits or loans from non-members shall be subject to the provisions of this Act and of the rules of the society;

(e) a reserve fund shall be kept and used in accordance with the provisions of this Act and of the rules of the society.

(3) A society may not issue bonds or debentures without the authority of the Co-operatives Board and shall, in any such issue, comply with any conditions prescribed by the Board.

Restrictions on loans.

81. (1) A society shall not make a loan or allow any credit to any person other than a member:

Provided that with the written consent of the Co-operatives Board, a society may make loans to another society:

Provided further that, subject to its rules, a Society may, with the written consent of the Co-operatives Board and under the conditions which the said Board may from time to time impose, allow normal business credit to *bona fide* persons to whom goods have been sold or services rendered by the society.

(2) Except with the permission of the Co-operatives Board, a society shall not lend money on the security of any movable property other than produce or goods in which the society is authorised to deal.

(3) The Minister may, by general or special order, prohibit or restrict the lending of money by any society or class of societies on the security of immovable property.

Restrictions on borrowing.

82. (1) A society may receive deposits and loans from members and from persons who are not members only if so authorised by its rules and only to such extent and under such conditions as may be determined or prescribed by its rules or under the following provisions of this section.

(2) A society which under its rules has power to borrow money shall determine from time to time at a general meeting, the maximum liability which it may, within the limits prescribed by its rules, incur in loans or deposits from members and non-members including bank-overdrafts, and shall notify the Co-operatives Board of the maximum so fixed.

(3) The maximum so fixed shall be subject to the approval of the Co-operatives Board which may, at any time, reduce the maximum or impose such conditions as it may deem necessary; and its decisions shall be final.

83. A society may invest or deposit its funds —
- (a) in the Government Savings Bank;
 - (b) in such investments and securities as are for the time being approved for this purpose by the Co-operatives Board;
 - (c) with any bank registered under the Banking Act, 1970;
 - (d) in the shares of any other society approved for this purpose by the Co-operatives Board;
 - (e) in the purchase or leasing of land or buildings or in the construction of buildings necessary for the conduct of its business, provided such acquisition is made with the previous consent of the Co-operatives Board; or
 - (f) in any other manner which may be approved in writing by the Co-operatives Board either generally or in any particular case:

Investment of funds.

Provided that a society which has received a loan from the Government or from any commercial bank shall establish a sinking fund in such manner as the Co-operatives Board may approve for the redemption of such loan.

84. (1) Every society which can make a surplus out of its operations shall maintain a reserve fund, and such fund shall be used exclusively to cover losses incurred by the society and shown in the audited and approved balance sheet.

Reserve Fund.

(2) The reserve fund shall be kept in the form of liquid assets.

(3) Every society shall pay into the reserve fund at least twenty per cent of the surplus resulting from the operations of the society during a financial year:

Provided that the requirement of this subsection shall not apply in any year in which the reserve fund is equal to the total of the paid-up share capital and of twenty per cent of the borrowed capital of the society as shown in the audited and approved balance sheet of the preceding financial year.

85. (1) A society may establish a contributory provident fund for the benefit of its employees to which shall be credited all contributions made by the employees and the society in accordance with the rules of the society.

Employees' provident fund.

(2) A contributory provident fund established by a registered society under subsection (1) of this section —

- (a) shall not be used for the business of the society;
- (b) shall not form part of the assets of the society; and
- (c) shall not be liable to attachment or be subject to any other process of any court or other authority.

86. (1) There shall be a Central Co-operative Fund which shall be administered in such manner as the Minister may prescribe by regulations made under this Act,

Central Co-operative fund.

(2) The Central Co-operative Fund shall be used in furtherance of co-operative education, training, research, audit and for the general development of the co-operative movement in Malta.

(3) Every society shall contribute five per cent of the surplus resulting from its operations during any financial year to the Central Co-operative Fund.

Distribution of net surplus.

87. (1) The remainder of any surplus resulting from the operations of a society during a financial year after contributions are made to the reserve fund and to the Central Co-operative Fund in accordance with sections 84 and 86 of this Act may be divided among the members by way of dividend or in any manner authorised by this Act or by the rules of the society or used to pay honoraria to officers of the society, and may also be allocated to any other funds of the society to such extent and under such conditions as may be prescribed under this Act or by the rules of the society.

(2) No society shall pay a dividend on shares in excess of a maximum rate specified by the Minister from time to time in regulations made under this Act.

(3) A society may apply an amount not exceeding ten per cent of the annual net surplus for any charitable, educational or other public purpose.

Patronage refund.

88. (1) A society may distribute any part of the remainder of its net surplus by way of patronage refund.

(2) Patronage refund means the distribution of the net surplus of a society paid among its members in proportion to the volume of business done by them with the society and from which the surplus to be distributed is derived.

Bonus certificate and bonus shares.

89. (1) A society may distribute any part of its net surplus among its members in the form of bonus certificates or bonus shares.

(2) A bonus certificate shall entitle the holder to claim payment of the sum for which the certificate is issued out of the society's funds on a date specified in the certificate being a date not earlier than five years from the day when the bonus certificate was issued. No interest or dividend shall be paid on such certificates.

(3) A bonus share may be withdrawn or transferred before the expiration of ten years from the date of its issue unless the holder of the bonus share has ceased to be a member.

PART VIII

Amalgamation and Transfer

Amalgamation of societies.

90. (1) Subject to the provisions of this Act, any two or more societies may by instrument in writing amalgamate into a single society if each of such societies has so resolved, by a three-fourths majority of the members present and voting, at an extraordinary general meeting held for the purpose and for which a notice in writing, containing the resolution and giving the date and place of the meeting, has been given at least fifteen days before the meeting is held.

(2) The new society formed as aforesaid may apply for registration under section 17 and may be registered under section 20 of this Act.

(3) Until and unless the new society is so registered, the instrument of amalgamation shall have no effect.

91. (1) Subject to the provisions of this Act, a society which is so authorized by a resolution passed as provided in subsection (1) of section 90 of this Act, may, by instrument in writing, transfer to another society authorised to accept the transfer by a resolution similarly passed, all its assets and liabilities without exception.

Transfer of assets, liabilities to another society.

(2) The instrument effecting such transfer shall be registered with the Co-operatives Board, and shall not have effect until it is so registered.

92. (1) The amalgamation of societies and the transfer of the assets and liabilities of a society to another society shall not be effected and the relative instrument shall not be signed before the expiration of three months from the publication in the Gazette of the resolutions required by the foregoing provisions of this Part of this Act.

Effect of amalgamation or transfer.

(2) During the aforesaid period of three months any creditor of the societies involved may object to the proposed amalgamation or transfer, and if he so objects by notice in writing to the society, the amalgamation or transfer shall not take place until the debt due to such creditor is satisfied.

(3) Any member of an amalgamating society or of a transferor society may, notwithstanding any rule to the contrary, by notice in writing given to the society of which he is a member not later than two months from the date of the relevant resolution passed by that society, declare his intention not to become a member of the new society or of the transferee society, as the case may be; and upon giving such notice he shall cease to be a member.

(4) The registration of a new society as provided in subsection (3) of section 90 of this Act, or the registration of the instrument effecting the transfer of the assets and liabilities of a society to another society as provided in subsection (2) of section 91 of this Act, shall be a sufficient conveyance of all the assets and liabilities of the amalgamating societies to the new society or, as the case may require, from the transferor to the transferee society; the new society or the transferee society shall succeed to all such rights and liabilities and all deeds, contracts, instruments and other documents shall have effect and be construed accordingly.

PART IX

Duties and Powers of the Co-operatives Board

93. (1) The Co-operatives Board shall keep or cause to be kept at its office a Register of Co-operative Societies and such other registers, statistics or documentation on societies as it may deem appropriate and as the Minister may from time to time direct.

Register of societies.

(2) All original entries in the Register of Co-operative Societies shall be made by, or under the direction of, the Chairman of the Co-operatives Board and shall be signed by him.

(3) Every alteration, interlineation or erasure in the Register of Co-operative Societies shall be initialled by the Chairman of the Co-operatives Board.

(4) The Register of Co-operative Societies, the registered rules of every society with any registered amendments thereof, shall be open to inspection by the public at all reasonable time, against payment of such fees as the Minister may from time to time prescribe by regulations under this Act.

Assistance in organisation of societies and technical advice.

94. (1) The Co-operatives Board shall provide services of specially trained co-operative officers to assist in the formation, organisation and operation of societies and to give technical advice to all kinds of societies registered under this Act.

(2) The Co-operatives Board may delegate its promotional and advisory duties partly or totally to a co-operative apex organisation as soon as such co-operative apex organisation is registered and employs competent staff to take over these duties.

(3) Where the promotional and advisory duties have been delegated to a co-operative apex organisation, the Co-operatives Board shall maintain such reduced staff of trained co-operative officers as may be required to carry out the duties mentioned in sections 12, 13, 79 and 96 of this Act in collaboration with the co-operative apex organisation.

Power of the Co-operatives Board to inspect the books of societies.

95. The Co-operatives Board, or any person authorised by it in writing for the purpose, shall be entitled at all reasonable times to inspect all books, accounts, papers, cash in hand and securities of a society and every officer, agent, employee or member of the society shall furnish such information in regard to the transactions and working of the society as the person making such inspection may require.

Power of the Co-operatives Board to supervise the audit of societies.

96. (1) The Co-operatives Board shall supervise the auditing of every society so as to ensure that the audit is conducted effectively and in accordance with the provisions of this Act.

(2) The Co-operative Board, and any auditor approved by it under section 39 of this Act, and any person authorised by such auditor, shall have power —

(a) to have at all reasonable time free access to all accounting and other records relating directly or indirectly to the financial transactions of the society;

(b) to require the production of any book or document relating to the affairs of, or any cash or securities belonging to, the society, by any officer, agent, employee or member of the society who is in possession of or has control over such book, documents, cash or securities;

(c) to require any officer, agent, employee or member of the society to furnish any material information in regard to any transactions of the society or the management of its affairs;

(d) to make copies of or extracts from any accounting and other records.

(3) Once a co-operative apex organisation has been registered and has established an audit section approved by the Co-operatives Board, such Board shall also approve such audit section as auditors of the societies affiliated to the apex organisation.

97. (1) The Co-operative Societies Board may, on its own motion, and shall, on the application of a majority of the members of the committee of management of a society, or of a majority or the members of the supervisory board of a society, hold an inquiry or cause an inquiry to be held into the constitution, working or financial condition of a society; and all officers, employees and members of the society shall produce such books, accounts, cash, papers and securities of the society and shall furnish such information in regard to the affairs of the society as the Co-operatives Board or the person conducting the inquiry may require.

Inquiry by the
Co-operatives
Board.

(2) The Co-operatives Board shall communicate the results of any such inquiry to the society into whose affairs the inquiry is made.

98. (1) The Co-operatives Board shall, on the application of a creditor of the society, examine or cause to be examined the books of the society, if the applicant —

Examination of
books of
indebted society.

(a) proves to the satisfaction of the Board that a specified sum of money is then due to him and that he has demanded payment thereof and has not received satisfaction within a reasonable time; and

(b) deposits with the Co-operatives Board such sum as security for the costs of the proposed examination as the Board may require.

(2) The Co-operatives Board shall communicate the results of any such examination to the creditor and to the society the books of which are examined.

99. (1) If any audit, inquiry or examination of books made under this Act discloses any defects in the working of a society, the Co-operatives Board may bring such defects to the notice of the society and if the society is affiliated to a secondary society or apex organisation, also to the notice of that other society.

Communication
of defects in
the working of
societies.

(2) The Co-operatives Board may make an order directing such society or any officer to take such action as may be specified in the order within the time mentioned therein in order to remedy the defects disclosed in the audit, inquiry or examination of books.

100. (1) Where an inquiry is held under section 97 or an examination is made under section 98 of this Act, the Co-operatives Board may, make an award apportioning the costs, or such part of the costs as it may think right, between the society, the members or creditor demanding the inquiry or examination and the officers or past officers of the society; and the decision of the Co-operatives Board shall be final.

Costs of inquiry
and examination.

(2) Any sum awarded by way of costs under subsection (1) of this section shall be recoverable as a civil debt and the award made by the Board under that subsection shall be an executive title in like manner as if it were included among the executive titles contained in section 251 of the Code of Organisation and Civil Procedure.

101. (1) If the Co-operatives Board, after holding an inquiry under section 97 or after making an examination under section 98, or on receipt of an application made by three-fourths of the members of a society present and voting at an extraordinary general meeting convened for the purpose, is of the opinion that such

Dissolution of
societies.

society ought to be wound up, it may issue an order directing it to be wound up.

(2) The Co-operatives Board may, on his own motion, make a winding-up order in respect of a society which has not commenced operations or has ceased to operate or the membership of which is reduced to less than the minimum membership required by section 14 of this Act.

(3) No society shall be wound up save by an order of the Co-operatives Board.

(4) Any member of a society may, within two months from the date of a winding-up order under subsection (1) or (2) of this section, appeal against such order to the Minister and the decision of the Minister thereon shall be final.

(5) When making a winding-up order under subsection (1) or (2) of this section, the Co-operatives Board may appoint a liquidator for the purposes of winding-up.

(6) A liquidator shall not wind up a society before the expiration of two months from the date of the winding-up order, or, if an appeal has been lodged under subsection (4) of this section, until the decision of the Minister on such an appeal has been given.

(7) The costs of the liquidation, including the remuneration of the liquidator, shall be payable out of the assets of the society in priority to all other claims.

Powers of liquidator.

102. (1) Subject to the provisions of any order made by the Co-operatives Board under section 103 of this Act, a liquidator appointed by the Board shall have power to —

(a) take immediate possession of all assets belonging to the society and of all books, records and other documents pertaining to the business thereof;

(b) carry on the business of the society so far as may be necessary for winding up its affairs beneficially, provided that he shall not for this purpose be entitled to issue any loan;

(c) fix by notice published in the Gazette the day before which creditors must present their claims in order that they may be admitted to any distribution;

(d) refer any dispute to arbitration and institute and defend suits and other legal proceedings on behalf of the society;

(e) give such directions in regard to the collection and realization of assets as may be necessary in the course of winding up the society;

(f) investigate all claims against the society and, subject to the provisions of this Act, decide by order questions of admissibility of claims and of priority between claimants;

(g) pay claims against the society (including interest payable up to the date of the winding-up order) according to their respective priorities, if any, in full or to such extent as the assets of such society permit;

(h) compromise any claim by or against the society, provided that the approval of the Co-operatives Board has first been obtained;

(i) call such meetings of members as may be necessary for the proper conduct of the liquidation, giving not less than fifteen clear days notice of every such meeting;

(j) subject to any rule limiting the liability of members and subject to the provisions of sections 51 and 52 of this Act, decide by order the contributions to be made to its assets by members, past members or by the estates of deceased members of the society;

(k) arrange for the distribution of the assets of the society in a convenient manner when a scheme of distribution has been approved by the Co-operatives Board; and

(l) order by what persons and in what proportions the cost of the liquidation are to be borne.

(2) Any person aggrieved by any order of the liquidator made under the provisions of paragraphs (f), (j) or (l) of subsection (1) of this section may appeal in writing to the Co-operatives Board within thirty days from the date of such order.

(3) Any person aggrieved by a decision of the Co-operatives Board under the provisions of subsection (2) of this section may appeal in writing to the Minister within thirty days of such decision; and the decision of the Minister shall be final and conclusive.

(4) A liquidator shall deposit the funds and other assets of a dissolved society which are collected by him or which come into his possession as liquidator in such manner and in such place as may from time to time be determined by the Co-operatives Board.

(5) A liquidator shall, every three months, submit to the Co-operatives Board a report stating the progress made in winding up the affairs of the society, and shall on completion of the liquidation proceedings, submit a final report and hand over to the Co-operatives Board all books, registers and accounts relating to such proceedings kept by him.

(6) Any liquidator appointed under this Act shall in so far as such powers are necessary for carrying out the purposes of this section have power to summon and enforce the attendance of parties and witnesses and to compel the production of documents by the means and, so far as may be, in the same manner as a Court of Magistrates of Judicial Police.

103. A liquidator shall exercise his powers subject to the control and supervision of the Co-operatives Board, which may —

(a) rescind or vary any order made by a liquidator and make any new order it may deem appropriate;

(b) remove a liquidator from office and appoint a new one;

(c) call for all books, documents and assets of the society;

(d) by order in writing limit the powers of a liquidator under section 102 of this Act;

(e) require accounts to be rendered to it by the liquidator;

(f) procure the auditing of the liquidator's accounts;

(g) authorize the distribution of the assets of the society;

(h) determine the remuneration of the liquidator;

(i) refer any dispute between a liquidator and any third party to arbitration, if that party has consented in writing to be bound by the decision of the arbitrator.

Power of the
Co-operatives
Board to control
liquidation.

Enforcement of order.

104. (1) The award of an arbitrator on any matter referred to him under section 103 of this Act shall be binding upon the parties and shall be enforceable in like manner as an order made by the Co-operatives Board under that section.

(2) An order made by a liquidator or by the Co-operatives Board under section 102 or section 103 of this Act shall be enforceable by the Commercial Court or by the Court of Magistrates for the Islands of Gozo and Comino in its superior commercial jurisdiction as if it were a judgement of that Court, and the provisions of subsection (3) of section 108 of this Act shall apply for the purposes of this subsection as they apply for the purposes of that subsection.

Limitation of jurisdiction of civil court.

105. Save in so far as expressly provided in this Act and notwithstanding any other enactment, no court shall have any jurisdiction in respect of any matter relating to the winding up and the dissolution of a society under this Act, and no recourse shall lie to any court from any order of the liquidator or of the Co-operatives Board.

Disposal of assets on liquidation.

106. Upon the winding up of a society, the assets, including the reserve fund, shall be applied first to the costs of liquidation, then to the discharge of the liabilities of the society, then to the payment of the share capital or subscription capital, and thereafter, if the rules of the society permit, to the payment of a dividend or patronage refund at a rate not exceeding that specified in Regulations made under this Act or in the rules of the society for any period during which no dividend or patronage refund was in fact paid.

Cancellation of registration.

107. (1) When the affairs of society have been wound up or, where no liquidator has been appointed, after two months from the making of a winding-up order under section 101 of this Act, or after confirmation of such order on appeal, the Co-operatives Board shall make an order cancelling the registration of such society and the society shall be dissolved and shall cease to exist as a body corporate from the date of such order. A notice of such an order shall be published in the Gazette.

(2) The claim of any creditor of the society who has not received what is due to him under the approved scheme of distribution shall be barred by prescription on the expiration of two years from the date of the order cancelling the registration of the society.

(3) Any moneys remaining after the application of the funds to the purpose specified in section 106 of this Act and any sums unclaimed during the period mentioned in subsection (2) of this section, shall not be divided among the members, except in the case of the liquidation of a secondary society or a co-operative apex organisation, but shall be carried to the Co-operative Societies Liquidation Account kept by the Co-operatives Board.

(4) Any sum carried to the Co-operative Societies Liquidation Account shall be kept in this account for at least two years. Out of the Co-operative Societies Liquidation Account such sums may be transferred to the Central Co-operative Fund as the Minister may determine from time to time.

108. (1) Where, in the course of an audit of a society held under the provisions of sections 39 or 96 of this Act, or in the course of an inquiry into the affairs of a society held under section 97, or in the case of an examination of books under section 98, or in the course of the winding up of a society it appears that any person who has taken part in the organisation or management of such society or any past or present officer of the society has misapplied or retained or become liable or accountable for any money or property of such society or has been guilty of misfeasance or breach of trust in relation to such society, the Co-operatives Board may, on its own motion, or on a request of the liquidator or any creditor or contributor, inquire or cause an inquiry to be held into the conduct of such person.

Powers of
Co-operatives
Board in cases
of breach of
trust etc.

(2) On the conclusion of any such inquiry, the Co-operatives Board may make an order requiring the person who was the subject of such inquiry to repay or restore the money or property, or any part thereof, with interest at such rate as the Board thinks just, or to contribute such sum to the assets of such society by way of compensation as the Board may deem appropriate to make good for the misapplication, retainer, misfeasance, dishonesty or breach of trust resulting from the inquiry.

(3) Any order made under subsection (2) of this section shall be enforceable by the Commercial Court, or by the Court of Magistrates for the Islands of Gozo and Comino in its superior commercial jurisdiction, as if it were a judgement of that Court. Such enforcement, and any appropriate precaution or executive warrant or other form of execution, shall be effected on application made either by the Co-operatives Board or by the Committee of Management of the society in whose favour the order is made.

(4) This section shall apply notwithstanding that the act is one for which the offender may be criminally responsible.

(5) Any person aggrieved by any order of the Co-operatives Board made under subsection (2) of this section may appeal to the Minister within two months from the date of the order, and the decision of the Minister shall be final and conclusive.

109. (1) If any dispute concerning the constitution of a society, the election of its officers or the conduct of its general meetings, or the management or business of the society, arises —

Settlement of
disputes.

(a) among members, past members and persons claiming through members, past members and deceased members; or

(b) between a member, past member or deceased member, and the society, its committee of management, its supervisory board, or any officer of the society; or

(c) between the society or its committee of management or its supervisory board and any officer of the society; or

(d) between the society and any other society,

such dispute shall be referred to the Co-operatives Board for decision:

Provided that this section shall not apply to dispute between a society and its employees in matters concerning their contracts of service.

(2) Without prejudice to the generality of subsection (1) of this section —

(a) a claim by a society for any debt or other thing due to it from a member, past member or the heirs of a deceased member, whether such debt or other thing is admitted or not; and

(b) a claim by a member against another member arising from a payment made by him as guarantor of a loan made to the other member by the society, for the repayment of the amount by the borrower to the guarantor,

shall be deemed to be disputes concerning the business of the society within the meaning of subsection (1) of this section.

(3) Reference of a dispute may be made to the Co-operatives Board either by the committee of management, or by the supervisory board, or by the society by resolution at a general meeting, or by any party to the dispute, or if the dispute concerns a sum due from a member of the committee of management or supervisory board to the society, by any member.

(4) Any such reference as aforesaid shall be made in writing, shall be addressed to the Co-operatives Board and shall —

(a) be dated;

(b) specify the dispute in detail and state the amount claimed or the decision sought; and

(c) be signed by the person making it.

(5) The Co-operatives Board shall, on receipt of a reference under subsection (1) of this section and on being satisfied that a dispute exists —

(a) decide the dispute itself; or

(b) refer it to an arbitrator; or

(c) refer it to three arbitrators appointed by it of whom one shall be nominated by each of the parties to the dispute and a third shall be nominated by the Co-operatives Board, who shall be the chairman. If any party to the dispute fails to nominate an arbitrator within fifteen days from a request for such nomination, the Co-operatives Board may itself make the nomination.

(6) The Co-operatives Board may withdraw any reference made under paragraph (b) or (c) of subsection (5) of this section at any stage of the proceedings and decide the dispute itself.

(7) Any party aggrieved by an award of an arbitrator or arbitrators may appeal within thirty days from the date of the award to the Co-operatives Board, specifying that part of the award against which it is appealing and stating in detail the grounds of the appeal.

(8) The Co-operatives Board, of its own motion, or on review, or on appeal under subsection (7) of this section, may confirm, vary or quash the award made by the arbitrator or arbitrators.

(9) The Co-operatives Board, and any arbitrator or arbitrators appointed by it under this section, shall, for the purposes of any proceedings under this section, have power to administer oaths, to require the attendance of all the parties concerned and of any witnesses, as well as the production of all books and documents relating to the matter of the dispute, by a summons served by hand or sent by registered post to the last known address of the person summoned; and shall further have power to determine the costs of the

dispute and to order their payment to be paid either out of the funds of the society or by such party or parties to the dispute, as it may think just.

(10) In any proceedings held under this section, no party shall be represented by any legal practitioner except with the permission of the Co-operatives Board or the arbitrator or arbitrators, as the case may be, and such permission shall be given only in exceptional cases.

(11) Any person aggrieved by the decision of the Co-operatives Board under paragraph (a) of subsection (5) or under subsection (7) of this section may within thirty days from the date of such decision appeal to the Minister, who shall have power to confirm, vary or rescind the decision of the Board and to remit the matter to the Board with such directions as he thinks fit for giving effect to his decision.

(12) Subject to the provisions of this section, any award made by an arbitrator or arbitrators and any decision given by the Co-operatives Board or the Minister shall be final and may not be called in question in any court.

(13) The award of an arbitrator or arbitrators or the decision of the Co-operatives Board or Minister, as the case may be, shall, on the application of the party in whose favour it is given be enforced by the Commercial Court or by the Court of Magistrates for the Islands of Gozo and Comino in its superior commercial jurisdiction in the same manner as if the award or decision were a judgement of that Court.

110. (1) Notwithstanding anything contained in section 109 of this Act, the Co-operatives Board or the Minister may, before reaching a decision in any proceedings pending before them under this Act, refer any question of law that may be relevant to the dispute before them to the Court of Appeal.

Reference to
Court of
Appeal.

(2) The Court of Appeal shall consider and determine any question of law so referred to it, and the decision of the said Court on such question shall be final and binding on the Co-operatives Board and on the Minister.

111. Without any prejudice to any other power under this Act, the Co-operatives Board shall have power to —

Miscellaneous
powers of the
Co-operatives
Board.

(a) prescribe the accounts and books to be kept by a society;

(b) prescribe the returns to be submitted by a society to the Board and the form in which such returns shall be submitted;

(c) prescribe any form to be used for any purpose under this Act;

(d) attend general meetings and committee meetings of a society and to require every society to send to it, at the proper time, notice and agenda of every meeting, and all minutes and communications in respect thereof.

Special powers of the Co-operatives Board in case a committee of management acts improperly.

112. (1) If the Co-operatives Board is satisfied, after due inquiry carried out or caused to be carried out by it that the committee of management of any society is not performing its duties properly, it may by order published in the Gazette —

(a) suspend all or any of the activities of the society, for such period as it shall in the order specify; or

(b) remove the committee of management of the society and order that the affairs of the society be managed and administered by a committee of not less than two persons and a manager, all appointed by it, for a period not exceeding one year (which may be extended by the Board for a further period of one year) and whose allowances and salary shall be payable out of the funds of the society.

(2) The powers conferred by subsection (1) of this section shall not be exercisable before a reasonable opportunity is given to the committee of management to show cause why action under that section should not be taken and before due consideration is given to the objections of the committee of management.

(3) The persons appointed under paragraph (b) of subsection (1) of this section, shall prior to the date on which their appointment ceases to have effect, arrange for the election of a new committee of management in accordance with the rules of the society.

(4) An appeal shall lie to the Minister from any order made by the Co-operatives Board under subsection (1) of this section within two months from the date of the publication in the Gazette of the order appealed against and the decision of the Minister on any such appeal shall be final and may not be called in question in any court.

(5) Subject to the general direction and control of the Co-operatives Board, any person appointed under paragraph (b) of subsection (1) of this section to assume the functions of the committee of management of any society shall have all the powers and duties of a duly constituted committee of management of the society.

PART X

Miscellaneous

Power of the Minister to make regulations.

113. (1) The Minister may make regulations for the purpose of carrying out and giving effect to any of the provisions of this Act.

(2) In particular, but without prejudice to the generality of the power conferred by subsection (1) of this section, the regulations may —

(a) prescribe in which form and under what conditions the Government may give financial assistance to societies;

(b) make provision for the administration and use of the Central Co-operative Fund and of the Co-operative Societies Liquidation Fund;

(c) prescribe the maximum rate of dividend on share capital which may be paid by societies;

(d) prescribe or otherwise provide for any matter which is to be or may be prescribed or provided for by regulations under this Act.

(3) The Minister shall also have power, by regulations made under this section, to amend the Schedules to this Act.

114. (1) All sums due from a society or from an officer or past officer or member or past member of a society to the Government may be recovered in the manner provided for the recovery of debts due to the Government under the law for the time being in force.

Recovery of sums due to the Government.

(2) Sums due from a society to the Government and recoverable under subsection (1) of this section shall be recoverable in the first place from the property of the society and, if such property is insufficient, from the members of the society, subject to the limit of their liability.

115. (1) No person other than a society shall trade or carry on business or otherwise operate in any field under any name or title of which the word "Co-operative" is a part without the written authorization of the Co-operatives Board.

Prohibition of the use of the word "Co-operative".

(2) Every person who acts in contravention of the provisions of subsection (1) of this section shall be guilty of an offence and shall on conviction be liable to a fine (*multa*) not exceeding one hundred pounds and in the case of a continuing offence to a further fine (*multa*) not exceeding five pounds for each day on which the offence continues.

116. (1) It shall be an offence under this Act if —

Penalty for non-compliance with this Act.

(a) a society or an officer or member thereof wilfully neglects or refuses to do any act or furnish any information required for the purposes of this Act by the Minister, the Co-operatives Board or any person duly authorised in that behalf by the Minister or the Co-operatives Board as the case may be; or

(b) a society or an officer or member thereof wilfully makes a false return or furnishes false information; or

(c) any person wilfully or without reasonable excuse disobeys any summons, requisition or lawful written order issued under the provisions of this Act or does not furnish any information lawfully required from him by a person authorized to do so under the provisions of this Act; or

(d) any person acts or purports to act as a member of a committee of management or supervisory board when not entitled to do so; or

(e) a society or an officer or member thereof, wilfully performs any act which requires the consent or approval of the Co-operatives Board without first having obtained such consent or approval; or

(f) a society or an officer or member thereof wilfully omits to do or to cause to be done an act or thing which is required by or under this Act to be done or to be caused to be done; or

(g) a society or an officer or member thereof wilfully does or causes to be done any act or thing prohibited by or under this Act.

(2) Every society, officer or member of a society or other person guilty of an offence under this section shall on conviction be liable to a fine (*multa*) not exceeding five hundred pounds and in the case of a continuing offence to a further fine (*multa*) not exceeding ten pounds for each day during which the offence continues.

Certain Acts not to apply to societies.

117. The provisions of the Commercial Partnership Ordinance, 1962, and of any enactment replacing it, shall not apply to societies.

Repeal and Saving.

118. (1) The Co-operative Societies Ordinance, 1946, is hereby repealed.

(2) A society which immediately before the repeal of the Ordinance aforesaid was registered under the provisions of that Ordinance shall, as early as practicable thereafter, be registered by the Co-operatives Board under section 19 of this Act, and shall be treated as if it had been so registered immediately after the repeal aforesaid.

(3) Within such period as the Co-operatives Board may determine, being not less than one year and not more than two years, a society registered as provided in subsection (2) of this section shall ensure full compliance with the provisions of this Act and, in particular, adapt its rules accordingly; and, without prejudice to the powers of the Board with respect to a society registered under section 20 of this Act, the provisional registration granted as provided by this section shall be cancelled if the society fails to comply with any of the provisions of this section.

SCHEDULES

FIRST SCHEDULE

Section 17 (1)

PART I

Application for Registration of a Co-operative Society

1. We, the undersigned

(insert name, age, address and occupation of at least seven persons, or of at least two persons duly authorized in this behalf of each society (if the application is made by societies)) desire to form a co-operative society under the Co-operative Societies Act, 1977 and hereby apply for registration.

2. The name of the proposed society shall be

(insert name proposed).

3. The registered office of the proposed society shall be at (insert proposed address) and its postal address shall be

4. Enclosed are three copies of the proposed rules, specifying the objects of the society, the minutes of the inaugural meeting and one copy of the viability statement.

5. The proposed rules were approved by
persons willing to become members at an inaugural meeting held at
..... on 19

6. The persons undersigned are now willing to become members and have made the payments necessary for admission to membership as provided in the enclosed rules.

7. Enclosed is also the additional information that may assist the Co-operatives Board in considering this application.

Dated at
the day of 19

Names and signatures of original members:

.....
.....
.....
.....
.....
.....

8. We, the undersigned, have been elected to serve on the formation committee and have consented to manage the affairs of the proposed society and otherwise perform the functions of such committee in accordance with the Co-operative Societies Act, 1978 until our successors are elected at the first general meeting held after registration of the society.

..... Provisional Chairman Provisional Secretary
.....
..... Members of Formation Committee
.....

PART II

Additional information about proposed society

1. *Location of proposed society*

Give location and approximate site of area in which the proposed society will provide services to members (if other societies are to be members, give their names and location)

.....
.....

2. *Kind of co-operative society required*

Describe briefly the main purpose for which the society is to be organised

.....
.....

3. *Reasons*

Give detailed reasons for forming the society

4. *Source of membership support*

Briefly describe the main occupation or employment, or residential area, or other bond of association or occupation of the people expected to become members

5. *Attitude towards community projects*

Do the people referred to in item 4 work together in voluntary projects to benefit the community or area in which they live, or the occupational, employment or other group to which they belong?

6. *Expected membership*

(a) Number of persons ready to join now.

(b) Estimated number of persons expected to join within the first year of operation

7. *Leadership*

Are there persons in the group desiring to organise who are prepared to give gratuitous services to start the society and to assist in its operations? (List a few of them)

8. *Officers*

Are the persons mentioned in item 7 prepared to act as members of the committee of management and do they understand what their duties will be?

9. *Management*

If the society is registered, will the services of a competent manager (or secretary, treasurer or secretary-treasurer) be available?

(a) Name

(b) Experience and training

(c) Will he be able to keep or supervise the keeping of accurate books or records?

10. *Financial participation by members*

(a) Will members provide share capital or other funds to start the society and continue to give it financial support after operations commence?

(b) Value of each share pounds. Total expected to be paid on shares and/or subscriptions when operations commence pounds.

(c) Total paid-up membership fees expected when operations commence pounds. Total entrance fees to be paid when operations commence pounds.

(d) From what source of income will members provide the capital required?
(e.g. salaries, wages, business, etc.)

11. *Educational meetings*

Have educational meetings been held to discuss the proposed society, its operations and its benefits to members if they support it?

(a) If so, how many?

(b) Average number of attendance?

(c) Speakers

12. *Discussion groups*

Have study and discussion groups been organised to involve and inform people who wish to become members?

(a) If so, how many?

(b) How long have they been in operation?

(c) Have model rules been discussed?

(d) Discussion group leaders

13. *Office space*

If office space, a building or equipment is required for the purposes of the society, how will this be obtained and financed?
.....
.....

14. *Planning and Technical Advice*

Has advice been obtained on whether planning of the proposed society seems adequate and whether it has reasonable prospects of success if the members give it their support?

If so, give the source of such advice

15. *Consultation with co-operative officer*

Has an officer of the Office of the Co-operative Societies Board been consulted on the need for the proposed society and necessary preparations for organisation? (give details)

.....
.....

SECOND SCHEDULE

Section 25 (2)

Matters required to be included in the rules of a Co-operative Society

1. The name of the society.
2. The place and postal address of its registered office.
3. The objects of the society.
4. The geographical area of operation of the society.
5. The purposes to which the society's fund may be applied.
6. The value of each share, if the society is formed with share capital, or the minimum amount of monthly subscriptions.
7. The qualifications for membership, the terms of admission of members, the entrance or affiliation fees, if any, payable, and the mode of admission.
8. The manner of raising share capital, if any, and other funds and the terms of withdrawal or transfer of shares and/or subscription capital.
9. The rights and obligations of members and the extent of the liability of members for debts of the society.
10. The conditions in which a member may withdraw from membership.
11. The mode of summoning and conducting meetings, and the rights of voting.
12. The powers and duties of general meetings, committee of management or board of directors, officers, and supervisory board (where applicable).
13. The mode of election, appointment, suspension and removal of the committee of management or board of directors, the supervisory board (where applicable), and officers of the society.
14. The authorization of an officer or officers to sign documents and otherwise act on behalf of the society.
15. The method of constituting, operating and allocating the reserve fund and the amount or method of fixing the amount to be contributed thereto.
16. The disposal of the annual net surplus.
17. The *honoraria* or allowances, if any, to be paid to officers of the society.
18. Restrictions of transactions with persons other than members, if any.
19. In the case of a society the objects of which include the creation of funds to be lent to the members, additional rules in respect of the following matters:
 - (a) the conditions on which loans may be made to members, including —
 - (i) the maximum rate of interest;
 - (ii) the maximum period allowed for the repayment of a loan;
 - (iii) the extension of the term and renewal of a loan;
 - (iv) the purposes for which a loan may be granted; and
 - (v) the security required for repayment.

(b) the consequences of default in payment of any sum due on account of shares, subscriptions, deposits or loans and the consequence of failure to use a loan for the purpose for which it was granted;

(c) the occupation or residence of persons which may become members; and

(d) the conditions on which loans and deposits may be received from members and non-members and the extent to which the society may borrow from members and non-members.

20. In the case of a secondary society or apex organisation, the method of representation of members at general meetings, the removal of delegates and the manner of voting of delegates.

21. In the case of a primary society where the general meeting of members is replaced by a meeting of delegates, the method of electing delegates and their deputies, the number of individual members to be represented by each delegate, and the conditions for the eligibility of the delegates and their terms of office.

22. Rules in respect of any other matter incidental to the management of the society's business.

Passed by the House of Representatives at Sitting No. 219 of the 4th December, 1978.



Clerk to the House of Representatives



Speaker