

EDIZZJONI STRAORDINARJA
EXTRAORDINARY EDITION



Gazzetta tal-Gvern ta' Malta

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NOTIFIKAZZJONIJIET TAL-GVERN

[Nru. 138]

Pubblikazzjoni ta' Abbozz ta' Ligi

Huwa avżat għall-informazzjoni ġenerali illi Abbozz ta' Ligi msejjaħ Att ta' l-1965 li jemenda l-Att dwar id-Dazzi ta' Importazzjoni huwa ippublikat fis-Suppliment li jinsab ma' din il-Gazzetta.

Is-27 ta' Frar, 1965.

[Nru. 139]

Lista tal-Kumitat tal-Kamra tal-Prokuraturi Legali għas-sena 1965

President: Is-Sur Giuseppe Pace Donello, L.P.

Vici-President: Is-Sur Robert Dingli, L.P.

Segretarju: Is-Sur Benedict Hadrian Dingli, L.P.

Teżorier: Is-Sur Mario Mifsud Bonnici, L.P.

Membri: Is-Sur Edwin J. Engerer, L.P., Is-Sur Joseph Gatt, L.P.

Is-27 ta' Frar, 1965.

GOVERNMENT NOTICES

[No. 138]

Publication of Bill in Supplement

It is notified for general information that a Bill entitled the Import Duties (Amendment) Act, 1965, is published in the Supplement to this Gazette.

27th February, 1965.

[No. 139]

List of the Committee of the Chamber of Legal Procurators for the year 1965

President: Giuseppe Pace Bonello Esq., L.P.

Vice-President: Robert Dingli Esq., L.P.

Secretary: Benedict Hadrian Dingli Esq., L.P.

Treasurer: Mario Mifsud Bonnici Esq., L.P.

Members: Edwin J. Engerer Esq., L.P., Joseph Gatt Esq., L.P.

27th February, 1965.

AVVIZI TAL-PULIZIJA**[Nru. 19]**

Bis-saħħa ta' l-artikolu 81 (1) tal-Kodici tal-Ligijiet tal-Pulizija (Kapitolu 13), il-Kummissarju tal-Pulizija b'dan igħarraf illi l-ingenji tas-sewqan ma jkunux jistgħu jgħaddu mit-toroq im-semmijin hawn taħt fid-data u bejn il-ħinijiet indikati minhabba festi religjużi.

HAZ-ZABBAR

Fis-7 ta' Marzu, 1965, bejn l-4 p.m. u s-6 p.m. minn Triq il-Knisja, Triq Bajada, Pjazza l-Prinċep ta' Wales, Pjazza San Ġakbu, Triq ix-Xghira sa tarf it-Triq is-Santwarju lura lejn il-knisja.

Is-27 ta' Frar, 1965.

V. de GRAY,
Kummissarju tal-Pulizija

POLICE NOTICES**[No. 19]**

In virtue of section 81 (1) of the Code of Police Laws (Chapter 13), the Commissioner of Police hereby notifies that the transit of vehicles through the streets mentioned hereunder will be suspended on the date and between the hours indicated in connection with religious festivities.

ZABBAR

On the 7th March, 1965 between 4 p.m. and 6 p.m. through Church Street, Bajada Street, Prince of Wales Square, St James Square, Xghira Street, to bottom of Sanctuary Street back to church.

27th February, 1965.

V. de GRAY,
Commissioner of Police.

DEPARTMENT OF TRADE**GRANT OF LETTERS PATENT**

Notice is hereby given for the purpose of Section 19 of the Industrial Property (Protection) Ordinance (Chapter 48) that Kingfisher Limited, a British Company of Charles Street, West Bromwich, Staffordshire, England, have filed an application for the grant of letters Patent for the sole use and advantage of an invention entitled **IMPROVEMENTS RELATING TO FURNITURE AND FITTINGS.**

The specification attached to the above application has been accepted, and in default of lawful opposition to be made within two months from the date of this notice, Letters Patent shall be granted to applicants with effect from the 19th September, 1963. (Patent No. 419).

26th February, 1965.

M. L. PETROCOCHINO,
Comptroller of Industrial Property.

GRANT OF LETTERS PATENT

Notice is hereby given for the purpose of Section 19 of the Industrial Property (Protection) Ordinance (Chapter 48) that C.F. Boehringer & Soehne G.m.b.H., a Body corporate organised under the laws of the Federal Republic of Germany of Mannhiem-Waldhof, Federal Republic of Germany have filed an application for the grant of letters Patent for the sole use and advantage of an invention entitled **NEW SULPHONAMIDES AND PROCESS OF MAKING SAME.**

The specification attached to the above application has been accepted, and in default of lawful opposition to be made within two months from the date of this notice, Letters Patent shall be granted to applicants with effect from the 14th July, 1964. (Patent No. 433).

26th February, 1965.

M. L. PETROCOCHINO,
Comptroller of Industrial Property.

DEPARTMENT OF TRADE**GRANT OF LETTERS PATENT**

Notice is hereby given for the purpose of Section 19 of the Industrial Property (Protection) Ordinance (Chapter 48) that C.F. Boehringer & Soehne G.m.b.H., a Body corporate organised under the laws of the Federal Republic of Germany of Mannhiem-Waldhof, Federal Republic of Germany have filed an application for the grant of letters patent for the sole use and advantage of an invention entitled **NEW BASIC ETHERS AND A PROCESS FOR THE PRODUCTION THEREOF.**

The specification attached to the above application has been accepted, and in default of lawful opposition to be made within two months from the date of this notice, Letters Patent shall be granted to applicants with effect from the 14th July, 1964. (Patent No. 434).

26th February, 1965.

M. L. PETROCOCHINO,
A/Comptroller of Industrial Property.

GRANT OF LETTERS PATENT

Notice is hereby given for the purpose of Section 19 of the Industrial Property (Protection) Ordinance (Chapter 48) that F. Hoffman-La Roche & Co. Aktiengesellschaft, of 124-184 Grenzacherstrasse, Basle, Switzerland, have filed an application for the grant of letters Patent for the sole use and advantage of an invention entitled **NOVEL BENZODIAZEPINE 4-OXIDES AND A PROCESS FOR THE MANUFACTURE THEREOF.**

The specification attached to the above application has been accepted, and in default of lawful opposition to be made within two months from the date of this notice, Letters Patent shall be granted to applicant with effect from the 12th October, 1964. (Patent No. 438).

26th February, 1965.

M. L. PETROCOCHINO,
A/Comptroller of Industrial Property.

GRANT OF LETTERS PATENT

Notice is hereby given for the purpose of Section 19 of the Industrial Property (Protection) Ordinance (Chapter 48) that F. Hoffman-La Roche & Co. Aktiengesellschaft, of 124-184 Grenzacherstrasse, Basle, Switzerland, have filed an application for the grant of letters Patent for the sole use and advantage of an invention entitled **PROCESS FOR THE MANUFACTURE OF 4-AMINO-2, 6-DICHLORO-PYRIMIDINE.**

The specification attached to the above application has been accepted, and in default of lawful opposition to be made within two months from the date of this notice, Letters Patent shall be granted to applicant with effect from the 12th October, 1964. (Patent No. 439).

26th February, 1965.

M. L. PETROCOCHINO,
A/Comptroller of Industrial Property.

DEPARTMENT OF TRADE**GRANT OF LETTERS PATENT**

Notice is hereby given for the purpose of Section 19 of the Industrial Property (Protection) Ordinance (Chapter 48) that F. Hoffman-La Roche & Co. Aktiengesellschaft, of 124-184 Grenzacherstrasse, Basle, Switzerland, have filed an application for the grant of letters Patent for the sole use and advantage of an invention entitled **PROCESS FOR THE MANUFACTURE OF A SULPHONAMIDE**.

The specification attached to the above application has been accepted, and in default of lawful opposition to be made within two months from the date of this notice, Letters Patent shall be granted to applicant with effect from the 12th October, 1964. (Patent No. 440).

26th February, 1965.

M. L. PETROCOCHINO,

Comptroller of Industrial Property.

* * *

GRANT OF LETTERS PATENT

Notice is hereby given for the purpose of Section 19 of the Industrial Property (Protection) Ordinance (Chapter 48) that F. Hoffman-La Roche & Co. Aktiengesellschaft, of 124-184 Grenzacherstrasse, Basle, Switzerland, have filed an application for the grant of letters Patent for the sole use and advantage of an invention entitled **PROCESS FOR THE MANUFACTURE OF 4-SULPHANILAMIDO-2, 6-DIMETHOXY-PYRIMIDINE**.

The specification attached to the above application has been accepted, and in default of lawful opposition to be made within two months from the date of this notice, Letters Patent shall be granted to applicant with effect from the 12th October, 1964. (Patent No. 441).

26th February, 1965.

M. L. PETROCOCHINO,

Comptroller of Industrial Property.

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GRANT OF LETTERS PATENT

Notice is hereby given for the purpose of Section 19 of the Industrial Property (Protection) Ordinance (Chapter 48) that F. Hoffman-La Roche & Co. Aktiengesellschaft, of 124-184 Grenzacherstrasse, Basle, Switzerland, have filed an application for the grant of letters Patent for the sole use and advantage of an invention entitled **A PROCESS FOR THE MANUFACTURE OF SULPHAPYRIMIDINE COMPOUNDS**.

The specification attached to the above application has been accepted, and in default of lawful opposition to be made within two months from the date of this notice, Letters Patent shall be granted to applicant with effect from the 12th October, 1964. (Patent No. 442).

26th February, 1965.

M. L. PETROCOCHINO,

Comptroller of Industrial Property.

AVVIZI TAL-QORTI — COURT NOTICES

[98]

Traduzzjoni.

BY MINUTE filed this day in Her Majesty's Commercial Court, Notary Dr Francis Micallef produced the following document for publication in accordance with and for the purposes of the Commercial Code:

Agreement made this 17th day of November, 1964.

Between Doctor Anthony Paul Demajo, son of the late Pasquale and of the late Concetta née Ellul, born in Saint Venera and residing at Ta' Xbiex, limits of Msida and Architect and Civil Engineer Edwin England Sant Fournier, son of the late Alfred Colbourne and of the late Mary née Sant Fournier, born in Sliema and residing at Saint Julians and Architect and Civil Engineer Richard Sant Fournier, son of Edwin England Sant Fournier and of the late Adelina née Cassar Desain, born in Sliema and residing at Saint Julians appearers Edwin England Sant Fournier and Richard England Sant Fournier appear on this instrument in the name for and on behalf of the Firm "England Sant Fournier and Son" of which they are the sole owners;

In virtue of which the said Doctor Anthony Paul Demajo and the Firm "England Sant Fournier & Son" form and constitute between them a Limited Liability Company for the objects, under the name and conditions laid down hereunder:—

1. The name of the Company shall be "Edrichton Development Co. Ltd."

2. The registered office of the Company shall be at number 26, Merchants Street, Valletta, or at any other address which the Board of Directors may determine from time to time.

3. The objects for which the Company is established are:—

(i) To purchase, take on lease, or in exchange, hire sell or otherwise acquire or dispose of any movable or immovable property for the purpose of commercial speculation or investment;

(ii) To hire furnished or unfurnished, accommodation whether as principals or agents.

(iii) To purchase, sell or in any way deal in shares, Treasury Bills and other securities for purposes of speculation or investment;

(iv) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit.

(v) To borrow or raise money in such manner as the Company shall think fit and to secure the repayment and guarantee the performance by the Company of any obligation or liability it may undertake in any matter whatsoever even by the hypothecation of the Company's property, present and future;

B'NOTA pprezentata l-lum fil-Qorti tal-Kummerç tal-Maestà Tagħha r-Reġina, in-Nutar Dr Francis Micallef gieb id-dokument hawn taht miktub biex jiġi pubblikat skond il-fehma u r-rieda tal-Kodiċi tal-Kummerç:

Ftehim magħmul il-lum 17 ta' Novembru, 1964.

Bejn Dottor Anthony Paul Demajo, bin il-mejjet Pasquale u l-mejta Concetta née Ellul, imwieled Santa Venera u joqghod Ta' Xbiex, limiti ta' l-Msida u l-Arkitett u Inġinier Civili Edwin England Sant Fournier, bin il-mejjet Alfred Colbourne u l-mejta Mary née Sant Fournier, imwieled tas-Sliema u joqghod San Giljan, u l-Arkitett u Inġinier Civili Richard England Sant Fournier, bin Edwin England Sant Fournier u l-mejta Adelina née Cassar Desain, imwieled tas-Sliema u joqghod San Giljan il-kumparenti Edwin England Sant Fournier u Richard England Sant Fournier qed jidhru fuq dan l-att għan-nom għal u fis-m id-ditta "England Sant Fournier and Son" li tagħha huma s-sidien wahdiena;

Li bis-saħha tiegħu l-istess Dottor Anthony Paul Demajo u d-ditta "England Sant Fournier & Son" iwaqqfu u jikkostitwixxu Soċjetà Anonima għall-iskopijiet u bl-isem u l-kondizzjonijiet hawn taht imnużzla:—

1. L-isem tas-Soċjetà ikun "Edrichton Development Co. Ltd."

2. L-uffiċċju registrat tas-Soċjetà ikun f'numru 26, Triq il-Merkant, il-Belt Valletta, jew f'dak l-indirizz ieħor li l-Board tad-Diretturi jista' minn żmien għal żmien jagħzel.

3. L-iskopijiet li għalihom is-Soċjetà qed tiġi mwaqqfa huma:

(i) Li tixtri, tiegħu b'ċens jew bi tpartit, tikri tbiegħ jew xort'ohra takkwista jew tiddisponi minn proprjetà mobbli jew immobbli għall-finijiet ta' spekulazzjoni jew investment kummerċjali;

(ii) Li tikri kumditajiet mobbili jew mhux mobbili sew bħala mandanti jew bħala agenti.

(iii) Li tixtri, tbiegħ jew b'kull mod tin-negozja f'azzjonijiet, Bills tat-Teżor u titoli oħra għall-finijiet ta' spekulazzjoni jew investment;

(iv) Li tbiegħ jew xort'ohra tiddisponi minn kull jew kull sehem min-negozju jew proprjetà tas-Soċjetà, f'daqqa jew f'porzjonijiet, għal dak il-korrispettiv li s-Soċjetà jista' jidhrilha sewwa.

(v) Li tissellef jew tipprokura flus b'dak il-mod li s-Soċjetà jidhrilha sewwa u li tassigura l-flus lura u tiggarrantixxi t-twertiq m's-Soċjetà ta' kull obligazzjoni li hi tista' tidhol għaliha f'kull haġa li tkun wkoll billi tipoteka l-proprjetà li s-Soċjetà għandha jew jista' jkollha.

(vi) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them;

(viii) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the shareholders of the Company is limited to the amount of shares held by each of them.

5. i) The authorised Capital of the Company is fifty thousand pounds (£50,000) divided into fifty thousand (50,000) Ordinary Shares of one pound (£1) each.

(ii) The initial issued capital of the Company is twenty thousand pounds (£20,000) and is made up of twenty thousand (20,000) Ordinary Shares of one pound (£1) each subscribed and allotted as follows—

Doctor Anthony Paul Demajo ... £10,000
England Sant Fournier and Son £10,000

(iii) The remaining thirty thousand (30,000) Ordinary Shares in the Capital of the Company shall be at the disposal of the Company in General Meeting who shall decide on their issue and allotment.

6. Except as otherwise expressly provided, the rights attached to any Ordinary Share shall be the same.

7. Unless otherwise provided in the terms of issue, each share carries the right to one vote at all General Meetings of the Company.

8. (1) Subject to the restrictions of these Articles, shares shall be transferable, provided that no part of a share may form the object of a transfer. Every transfer must be in writing and must be left at the registered office of the Company accompanied by the certificates of the shares to be transferred and such other evidence (if any) as the Board of Directors may require to prove the title of the intending transferor.

(2) The instrument of transfer of a share shall be signed both by the transferor and by the transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

9. (1) Where for any reason whatsoever a shareholder wishes to transfer his shares or any part thereof, such shares must first be offered at their fair value "pro rata" to all the shareholders of the Company.

(2) For the purposes of this Article "Fair Value" means the value of the shares assessed by the Auditors of the Company on the basis of the last audited accounts.

(vi) Li tmexxi kull xorta ta' negozju ieħor li jista' jiġi mmexxi b'vantaġġ f'konnessjoni ma' jew ancillari għall-iskopijiet tas-Socjetà jew uħud minnhom;

(vii) Li tagħmel dawk l-affarijiet kollha li huma incidentali jew li jwasslu biex jintlaħqu l-iskopijiet fuq imsemmija jew uħud minnhom.

4. Ir-responsabbiltà ta' l-azzjonisti tas-Socjetà hi limitata għall-ammont ta' azzjonijiet posseduti minn kull wieħed minnhom.

5. (i) Il-kapital awtorizzat tas-Socjetà hu ta' hamsin elf lira (£50,000) maqsum f'hamsin elf (50,000) Azzjoni Ordinarja ta' lira (£1) il-waħda.

(ii) Il-kapital maħruġ tal-bidu tas-Socjetà hu ta' għoxrin elf (£20,000) lira magħmul minn għoxrin elf (20,000) Azzjoni Ordinarja ta' lira (£1) il-waħda sottoskritti u mqassma kif ġej:

Dotter Anthony Paul Demajo ... £10,000
England Sant Fournier and Son ... £10,000.

(iii) It-tletin elf (30,000) Azzjoni Ordinarja li jifdal fil-kapital tas-Socjetà ikunu għad-disposizzjoni tas-Socjetà f'Laqgħa Ġenerali li għandha tiddeċidi dwar il-hruġ u tqassim tagħhom.

6. Hlief kif ikun xort'ohra espressament maħsub, id-drittijiet annessi ma' kull Azzjoni Ordinarja ikunu l-istess.

7. Jekk ma jkunx xort'ohra maħsub fil-kondizzjonijiet tal-hruġ, kull azzjoni tagħti dritt għal vot wieħed fil-Laqgħat Ġenerali kollha tas-Socjetà.

8. (1) Bla ħsara għar-restrizzjonijiet ta' dawn l-Artikoli, azzjonijiet ikunu jistgħu jiġu trasferiti, b'dana li ebda sehem minn azzjoni ma jista' jifforma l-oġġett ta' trasferiment. Kull trasferiment għandu jkun bil-miktub u għandu jiġi mħolli fl-uffiċċju registrat tas-Socjetà flimkien maċ-certifikati ta' l-azzjonijiet li jkunu se jiġu trasferiti u dik il-prova oħra (jekk ikun hemm) li l-Boerd tad-Diretturi jista' jeħtieġ biex jiġi pruvat it-titolu ta' min ikun biħsiebu jittrasferixxi.

(2) L-att tat-trasferiment ta' azzjoni għandu jiġi ffirmat miċ-ċedent u miċ-ċessjonarju u ċ-ċedent għandu jitqies li jibqa' l-possessur ta' l-azzjoni sakemm isem iċ-ċessjonarju jiġi mdaħħal fir-Registru tal-Membri dwarha.

9. (1) Meta għal xi raġuni li tkun azzjonist jixtieq jittrasferixxi l-azzjonijiet tiegħu jew xi sehem minnhom dawk l-azzjonijiet għandhom l-ewwel jiġu offeriti bil-valur ġust tagħhom "pro rata" lill-azzjonisti l-oħra tas-Socjetà.

(2) Għall-finijiet ta' dan l-Artikolu "Valur ġust" ifisser il-valur ta' l-azzjonijiet iffissat mill-Awdituri tas-Socjetà fuq il-bażi ta' l-aħħar kon-tijiet verifikati.

(3) The shares not acquired by the other shareholders may be transferred to third parties at any price.

(4) Upon the price being ascertained as aforesaid the Board of Directors shall give notice in writing to the other shareholders of the number and price of the shares to be sold and invite each of them to state in writing within thirty (30) days from date of the said notice whether he is willing to purchase any, and, in the affirmative what maximum number of the said shares.

At the expiration of the said 30 days the Board of Directors shall allocate the said shares to or amongst the member or members entitled, who shall have expressed his or their willingness to purchase as aforesaid, and, if more than one, so far as may be "pro rata" between them, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid.

10. (1) Any person becoming entitled to a share or shares on the death of a shareholder shall be recognised as a new shareholder if such person is a son, daughter, husband or wife of the deceased shareholder. Any person becoming so entitled shall have the right to the same dividend and other advantages formerly enjoyed by the deceased shareholder except that he shall not before registration exercise any right conferred by the Company.

(2) Where the person becoming entitled to the said shares or any part thereof is other than a son, daughter, husband or wife of the deceased shareholder, the other shareholders shall have the right to purchase the said shares or any part thereof in proportion to the number of shares they hold at the fair value. The mode and term for the purchase of said shares shall be the same as provided in Article 9 (4) above.

(3) Should the said shares or part thereof be not acquired by the other shareholders, then the Board of Directors shall be bound to redeem same at their fair value and the shares so redeemed shall then be cancelled and the share capital of the Company reduced accordingly.

(4) For the purpose of this Article "Fair Value" shall have the same meaning as defined in Article 9 (2) above.

11. (1) The Management and Administration of the Company's affairs are entrusted to a Board of Directors consisting (unless and until otherwise determined by the Company in General Meeting) of not less than two nor more than five Directors to be appointed by the Company in General Meeting.

(2) The Directors shall appoint from amongst their number a Managing Director;

(3) No person other than a shareholder may be a Director;

(3) L-azzjonijiet li ma jiġux akkwistati mill-azzjonisti l-oħra jistgħu jiġu trasferiti lil terzi b'kull prezz.

(4) Meta l-prezz jiġi aċċertat kif ingħad fuq il-Board tad-Diretturi għandu jagħti avviż bil-miktub lill-azzjonisti l-oħra tan-numru u l-prezz ta' l-azzjonijiet li jkunu se jinbiegħu u jistieden lil kull wiehied minnhom biex jgħid bil-miktub fi żmien tletin (30) ġurnata mid-data ta' dak l-avviż jekk ikunx irid jixtri minnhom, u, jekk iwa l-ikbar numru li jkun irid.

F'egħluq dawk it-30 ġurnata l-Board tad-Diretturi għandu jqassam dawk l-azzjonijiet lil jew fost il-membri jew membri li jkollhom dritt u li jkunu f'issu r-rieda tagħhom li jixtru kif inqas fuq, u, jekk ikunu iktar minn wiehied, kemm jista' jkun "pro rata" bejniethom, b'dana li ebda membru ma jkun obligat li jiehu iktar mill-ikbar numru ta' azzjonijiet notifikat minnu kif ingħad fuq.

10. (1) Persuna li jsir ikollha jedd għal azzjoni jew azzjonijiet meta jmut azzjonist għandha tiġi magħrufa bħala l-azzjonist il-ġdid jekk dik il-persuna tkun bin, bint, żewġ jew mart l-azzjonist il-mejjet. Persuna li jsir hekk ikollha jedd ikollha dritt għall-istess dividend u vantaġġi oħra li qabel kien igawdi l-azzjonist il-mejjet biss qabel ir-registrazzjoni ma thaddem ebda dritt mogħti mis-Socjetà.

(2) Meta l-persuna li jsir ikollha jedd għal dawk l-azzjonijiet jew xi sehem minnhom ma tkunx bin, bint, żewġ jew mart l-azzjonist il-mejjet, l-azzjonisti l-oħra jkollhom dritt jixtru dawk l-azzjonijiet jew kull sehem minnhom fil-proporzjon tan-numru ta' azzjonijiet li huma jkollhom bil-valur ġust tagħhom. Il-mod u ż-żmien tax-xiri ta' dawk l-azzjonijiet ikun l-istess bħal ma hu maħsub fl-Artikolu 9(4) ta' hawn fuq.

(3) Jekk dawk l-azzjonijiet jew xi sehem minnhom ma jiġux akkwistati mill-azzjonisti l-oħra, allura l-Board tad-Diretturi jkun obligat li jifdihom bil-valur ġust tagħhom u l-azzjonijiet hekk mifdija għandhom imbagħad jiġu imħassra u l-kapital f'azzjonijiet tas-Socjetà jiġi mnaqqas konformement.

(4) Għall-finijiet ta' dan l-Artikolu "Valur Ġust" għandu jkollu l-istess tifsir kif imfisser fl-Artikolu 9(2) ta' hawn fuq.

11. (1) It-tmexxija u l-amministrazzjoni ta' l-affarijiet tas-Socjetà huma fdati lil Board ta' Diretturi magħmul (jekk u sakemm ma jiġix xort'oħra deciz mis-Socjetà f'Laqgħa Generali) minn mhux inqas minn żewġ u mhux iktar minn hames Diretturi nominati mis-Socjetà f'Laqgħa Generali.

(2) Id-Diretturi għandhom jinnominaw Direttur Ġenerali minn fosthom;

(3) Hadd hlief azzjonist ma' jista' jkun Direttur;

(4) The Directors shall hold office for a period of three years from the date of nomination. A retiring Director shall be eligible for re-election.

12. The first Directors of the Company shall be Doctor Anthony Paul Demajo, Architect and Civil Engineer Edwin England Sant Fournier and Architect and Civil Engineer Richard England Sant Fournier.

The first Managing Director is Doctor Anthony Paul Demajo.

13. (1) The Board of Directors shall have the power to transact all business of whatsoever nature not expressly reserved by these Articles to be exercised by the Company in General Meeting and in particular they shall also have the power:—

(a) To borrow or raise money from time to time for the purposes of the Company and to secure the payment of such sums as they think fit;

(b) To buy or sell any movable or immovable property;

(c) To charge, even by way of hypothecation, the property of the Company as they may think fit for any debt, liability or obligation of the Company;

(2) The Board of Directors may vest in the Managing Director such of the powers hereby vested in the Directors as they think fit and such powers may be made exercisable upon such terms and conditions and subject to such limitations and restrictions as they may determine.

14. (1) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of the business of Directors shall be fifty per centum plus one of the number of Directors. Questions arising at any meeting shall be decided by majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote.

(2) Directors' Meetings shall be presided over by the Chairman; in his absence, the Directors present shall choose one of their number to act as chairman at that Meeting.

15.(1) The Board of Directors shall cause proper books of accounts to be kept according to law. The books of account shall be kept at the registered office of the Company or at such other place as the Board of Directors shall think fit and shall always be open to the inspection of the Directors.

(2) The Board of Directors shall also cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and of the attendance thereat, and all business transacted at such meetings, and such minute of any meeting if purport-

(4) Id-Diretturi għandhom jibqgħu fil-kariga għal żmien ta' iliet snin mid-data tan-nomina. Direttur li jkun se jirtira jista' jiġi mahtur mill-ġdid.

12. L-ewwel Diretturi tas-Socjeta' ikunu Dottor Anthony Paul Demajo, Arkitett u Inġinier Ċivili Edwin England Sant Fournier u l-Arkitett u Inġinier Ċivili Richard England Sant Fournier.

L-ewwel Direttur Generali ikun Dottor Anthony Paul Demajo.

13. (1) Il-Board tad-Diretturi jkollu s-setgħa li jagħmel kull xorta ta' negozju li mhux espressament imħolli b'dawn l-Artikoli biex isir mis-Socjeta' f'Laqgħa Generali u b'mod partikulari jkollu s-setgħa:

(a) li jissellef jew jipprokura flus minn żmien għal żmien għall-finijiet tas-Socjeta' u li jassigura l-hlas ta' dawk is-somom kif jidhirlu sewwa;

(b) Li jixtri jew ibiegħ proprjeta' mobbli jew immobbli;

(c) Li jgħabbi b'piz, ukoll b'ipoteka, il-proprjeta' tas-Socjeta' kif jista' jidhirlu sewwa għal kull dejn jew obbligazzjoni tas-Socjeta';

(2) Il-Board tad-Diretturi jista' jagħti lid-Direttur Generali dawk fost is-setgħat bil-prezenti mogħtija lid-Diretturi kif jidhirlu sewwa u dawk is-setgħat jistgħu jiġu mhaddma b'dawk il-pattijiet u kondizzjonijiet u bla hsara għal dawk il-limitazzjonijiet u restrizzjonijiet li hu jista' jid-decidi.

14.(1) Id-Diretturi jistgħu jiltaqgħu flimkien biex imexxu x-xogħol, jagġurnaw u xort'ohra jirregulaw il-laqqhat tagħhom kif jidhirlhom sewwa. Il-quorum meħtieġ biex ikun jista' jsir ix-xogħol tad-Diretturi jkun hamsin fil-mija tan-numru tad-Diretturi u wiehed. Kwistjonijiet li jinqalgħu f'laqgħa għandhom jiġu decizi bl-maġ-ġoranza tal-voti. Fil-każ li l-voti jiġu ndaqw, il-President ikollu vot ieħor jew casting vote.

(2) Il-Laqqgħat tad-Diretturi għandhom jiġu presjeduti mill-President: jekk ma jkunx hemm, id-Diretturi prezenti għandhom jgħazlu wiehed min fosthom biex jagħmilha ta' president f'dik il-laqqgħa.

15. (1) Il-Board tad-Diretturi għandu jara li jinżammu kotba tal-kontijiet sewwa skond il-liġi. Il-kotba tal-kontijiet għandhom jinżammu fl-uffiċċju reġistrat tas-Socjeta' jew f'dak il-post ieħor li l-Board tad-Diretturi jidhirlu sewwa u d-Diretturi jkunu jistgħu jarawhom f'kull żmien.

(2) Il-Board tad-Diretturi għandu jara wkoll li jsiru minuti sewwa tal-Laqqgħat Generali kollha tas-Socjeta' u wkoll ta' kull nomina ta' ufficijali u tal-proceduri tal-laqqgħat kollha tad-Diretturi u ta' l-attendenza fihom, u ta' kull xogħol li jsir f'dawk il-laqqgħat, u minuta bħal din ta' laqgħa jekk tkun tidher li giet iffirmata mill-President ta' dik

ing to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be conclusive evidence without further proof of the facts therein stated.

16. Documents purporting to bind the Company as well as cheques, promissory notes, bills of exchange and any other negotiable instruments shall be signed on behalf of the Company by the Managing Director or by any other person the Board of Directors may determine from time to time. Any one of the Directors may represent the Company in judicial proceedings.

17. A General Meeting of Shareholders shall be held at least once a year within six months of the closing of the annual accounts for the purpose of considering the Profit and Loss Account, the Balance Sheet of the Company and the Auditors Report as well as for sanctioning dividends. The said General Meeting shall be called Ordinary General Meeting; all other General Meetings shall be called Extraordinary General Meetings.

18. The Board of Directors may convene an Extraordinary General Meeting whenever they deem it to be in the interest of the Company so to be. The said Board shall also convene such a meeting on the receipt of a written request to that effect by any of the shareholders; such request shall specify the matter to be placed before the General Meeting. If the said Board fail to convene such meeting within one month of such request, the shareholder making the request shall himself have the right to convene the meeting.

19. A written notice of all General Meetings of shareholders shall be sent by registered post to each shareholder not less than fifteen (15) days before the date of the meeting; the said notice shall specify the date, time and place of the meeting and the business to be transacted thereat. No business other than that mentioned in the said notice may be transacted at a General Meeting.

20. No business shall be transacted at a General Meeting unless a quorum of members is present. The quorum shall consist of a number of shareholders present in person or by proxy holding between them at least 51% in paid-up value of the share Capital of the Company, provided that in no case may the number of shareholders present in person or by proxy be less than two.

21. The Managing Director shall preside at every General Meeting; in his absence, the members present shall choose some Director or if no Director be present, or if all the Directors present shall decline to take the chair, they shall choose some member present to be chairman of the Meeting.

22. Unless anything to the contrary is contained in this agreement, resolutions placed before a General Meeting shall be deemed to have been validly carried whenever they are consented to by a majority of votes of the Company.

il-laqgħa jew mill-President tal-laqgħa ta' wara għandha tkun prova konklużiva mingħajr htiegħa ta' prova oħra tal-fatti fiha msemmija.

16. Dokumenti li jkunu jidhru li jorbtu lis-Socjeta kif ukoll cheques, obligazzjonijiet, kambjali u titoli oħra negozjabbli għandhom jiġu ffirmati f'isem is-Socjeta mid-Direttur Generali jew minn persuna oħra li l-Board tad-Diretturi jista' minn żmien għal żmien jagħżel. Kull wieħed mid-Diretturi jista' jirrapprezenta lis-Socjeta fi proceduri ġudizzjarji.

17. Laqgħa Generali ta' l-Azzjonisti għandha ssir mill-anqas darba fis-sena fi żmien sitt xhur mill-egħluq tal-kontijiet tas-sena biex jiġu eżaminati l-Kont tal-Qliegħ u Telf, il-Karta Bilanċjali tas-Socjeta u r-Rapport ta' l-Awdituri kif ukoll biex jiġu approvati dividendi. Din il-Laqgħa Generali għandha tiġi msejja Laqgħa Generali Ordinarija; il-Laqgħat Generali l-oħra kollha jissejju Laqgħat Generali Straordinarij.

18. Il-Board tad-Diretturi jista' jsejjah Laqgħa Generali Straordinarija kull meta jidhirlu li jkun fi-interess tas-Socjeta li jagħmel hekk. L-istess Board għandu wkoll isejjah laqgħa bħal din meta jirċievi talba bil-miktub f'dak is-sens mill-azzjonisti: dik it-talba għandha ssemmi l-kwistjoni li tkun se titressaq quddiem il-Laqgħa Generali Jekk il-Board jonqos li jsejjah dik il-laqgħa fi żmien xahar minn dik it-talba, l-azzjonist li jagħmel it-talba jkollu dritt li jsejjah il-laqgħa hu stess.

19. Avviz bil-miktub tal-Laqgħat Generali kollha ta' l-azzjonisti għandu jintbagħat b'ittra registrata lil kull azzjonist mhux inqas minn hmistax-il (15) gurnata qabel id-data tal-laqgħa; dan l-avviz għandu jsemmi d-data, il-hin u l-post tal-laqgħa u x-xogħol li jkun se jsir fiha. Ebda xogħol hlief dak imsemmi fi-avviz ma jista' jsir f'Laqgħa Generali.

20. Ebda xogħol ma jista' jsir f'Laqgħa Generali jekk ma jkunx hemm quorum ta' membri preżenti. Il-quorum ikun magħmul minn numru ta' azzjonisti preżenti personalment jew bi prokura li jkollhom bejniethom mhux inqas minn 51% tal-valur imħallas tal-kapital f'azzjonijiet tas-Socjeta, b'dana li f'ebda każ ma jista' n-numru ta' azzjonisti preżenti personalment jew bi prokura ikun inqas minn tnejn.

21. Id-Direttur Generali għandu jippresjedi f'kull Laqgħa Generali; jekk ma jkunx hemm, il-membri preżenti għandhom jgħażlu jew jekk ebda Direttur ma jkun preżenti, jew jekk id-Diretturi kollha preżenti jirruftaw li jippresjedu, huma għandhom jgħażlu membru preżenti biex ikun president tal-Laqgħa.

22. Safejn ma hemm xejn kuntrarju f'dan il-ftehim, riżoluzzjonijiet imressqa quddiem Laqgħa Generali jitqiesu li jkunu ġew mgħoddija validament jekk jiġu approvati mill-maġġoranza tal-voti tas-Socjeta.

23. Any amendments, alterations and/or revocation of the articles of this agreement and any addition thereto shall be deemed to have been validly carried at a General Meeting if agreed to by a number of shareholders who between them are the holders of at least 75% in paid-up value of the share capital of the Company, having voting rights of the Company.

24. The accounts of the Company shall be prepared and made up to the 31st day of December of each year or such other date as the Board of Directors may from time to time determine.

25. The Accounts of the Company shall be examined by the Auditors of the Company who shall ascertain the correctness of the Balance Sheet and of the Profit and Loss Account. The Auditors' Report with the Statement of Accounts shall be laid before the shareholders at each Ordinary General Meeting of the Company.

26. The General Meeting shall have the power:—

(a) to approve the Balance Sheet, Profit and Loss Account and the Auditors' Report;

(b) to appoint the Directors and the Auditors Company;

(c) to increase or reduce the Capital of the Company;

(d) to declare dividends provided no dividend is to exceed the amount recommended by the Board of Directors;

(e) to amend, alter and/or revoke any Article hereincontained and to add any article hereto;

(f) and generally to decide on any matter which is expressly reserved for its decision or which the Board of Directors may place before it.

Provided that no decision taken by the General Meeting shall invalidate any prior act to the Board of Directors which would have been valid if that decision had not been taken.

27. The duration of the Company shall be for a period of ten (10) years reckoned from the day of signing of this agreement but shall be automatically renewed for further periods of ten (10) years each unless a resolution to the contrary agreed to by a number of shareholders holding between them not less than 75% in paid-up value of the share Capital of the Company having voting rights of the Company is taken at a General Meeting of the Company held at least six months before the termination of the original or of any of the renewed periods.

28. The Directors may before recommending any dividend set out of the profits of the Company such sums as they deem proper to a

23. Emendi, tibdil u/jew thassir ta' l-artikoli ta' dan il-ftehim u kull zjieda ghalihom ghandhom jitqiesu li jkun gaw mgħoddija validament f'Laqgħa Generali jekk jiġu approvati minn numru ta' azzjonisti li bejniethom ikollhom mill-anqas 75% tal-valur imhallas tal-kapital f'azzjonijiet tas-Socjetà li jagħti dritt għall-vot tas-Socjetà.

24. Il-kontijiet tas-Socjetà għandhom jitlestew u jsiru sal-31 ta' Diċembru ta' kull sena jew sa dik id-data oħra kif il-Board tad-Diretturi jista' minn żmien għal żmien jiddeċidi.

25. Il-kontijiet tas-Socjetà għandhom jiġu eżaminati mill-Awdituri tas-Socjetà li għandhom jivverifikaw il-korrettezza tal-Karta Bilanċjali u tal-Kont tal-Qliegħ u Telf. Ir-Rapport ta' l-Awdituri flimkien ma' l-Istqarrija tal-Kontijiet għandhom jiġu mqiegħda quddiem l-azzjonisti f'kull Laqgħa Generali Ordinarja tas-Socjetà.

26. Il-Laqgħa Generali jkollha s-setgħa

(a) li tapprova l-Karta Bilanċjali, il-Kont tal-Qliegħ u Telf u r-Rapport ta' l-Awdituri;

(b) li tnnomina d-Diretturi u l-Awdituri tas-Socjetà;

(c) li żżid jew tnaqqas il-Kapital tas-Socjetà;

(d) li tiddeċida dividendi b'dana li ebda dividend ma jkun ikbar mill-ammont rakkomandat mill-Board tad-Diretturi;

(e) li temenda, tbidel u/jew thassar l-Artikoli ta' dan il-ftehim u li żżid kull artikolu ghalihom;

(f) u in generali li tiddeċidi dwar kull kwistjoni li hi espressament imhollija għad-deċizjoni tagħha jew li l-Board tad-Diretturi jista' jressaq quddiemha.

B'dana li ebda deċizjoni meħuda mil-laqgħa generali ma thassar xi att li jkun sar qabel mill-Board tad-Diretturi li kien jkun validu li kieku dik id-deċizjoni ma kinetx ittiegħdet.

27. Iż-żmien tas-Socjetà ikun għal żmien ta' għaxar (10) snin mill-ġurnata tal-firma ta' dan il-ftehim iżda għandu jiġi mgħedd awtomatika għal żmenijiet oħra ta' għaxar (10) snin il-wiehed jekk riżoluzzjoni f'sens kuntrarju approvata minn numru ta' azzjonisti li jkollhom bejniethom mhux inqas minn 75% tal-valur imhallas tal-kapital f'azzjonijiet tas-Socjetà li jagħti dritt għall-vot tas-Socjetà ma tittehidx f'laqgħa generali tas-Socjetà li ssir mill-anqas sitt xhur qabel l-egħluq taż-żmien originali jew ta' xi wiehed miż-żmenijiet imġedda.

28. Id-Diretturi jistgħu qabel ma jirrikmandaw dividend iqiegħdu ghalihom mill-qliegħ tas-Socjetà dawk is-somom li huma jidhrilhom sew-

Reserve Fund or a Reserve Account which shall at their discretion be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied and pending such application may at their discretion either be employed in the business of the Company or be invested in such investments as the Directors may think fit.

29. A notice or any document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members.

30. In every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a member.

31. Notices of and other communications relating to any General Meeting of the Company which any member is entitled to receive shall be sent to the Auditors for the time being of the Company.

32. When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing pre-paying and posting the same, and to have been effected at the time when it was posted.

(Signed) R. England Sant Fournier
E. England Sant Fournier
Ant. P. Demajo

(Signed) Not. Francis Micallef
Witness to the signature and
identity.

(Signed) Ant. P. Demajo
Not. Francis Micallef

"True Copy" Quod Attestor of an instrument enrolled in my acts of the 17th day of November, 1964. Today, 19th of November, 1964.

(Signed) Not. Francis Micallef

Registry of Her Majesty's Superior Courts, this 19th day of November, 1964.

E. SAMMUT,
Dep. Registrar.

wa l'Fond ta' Rizerva jew Kont ta' Rizerva li, fid-diskrezzjoni tagħhom, ikunu jistgħu jiġu applikati għal li jista' jinqala' jew għal kull fini ieħor li għalih il-qliegħ tas-Socjetà jista' jiġi regolarment applikat u sakemm jiġu hekk applikati jistgħu fid-diskrezzjoni tagħhom jiġu impjegati fin-negozju tas-Socjetà jew jiġu investiti f'dawk l-investimenti kif id-Diretturi jista' jidhrilhom sewwa.

29. Avviż jew dokument jista' jiġi notifikat mis-Socjetà lil membru jew personalment jew billi jiġi mibgħut bil-posta f'itra imħallsa bil-quddiem u indrizzata lil dak il-membru fl-indrizzat tiegħu kif jidher fir-Registru tal-Membri.

30. F'kull avviż li jsejjaħ Laqgħa Generali tas-Socjetà għandha tidher bi prominenza raġonevoli stqarrija li membru li jkollu dritt jattendi u jivvota jkollu dritt jinnomina prokuratur biex jattendi u jivvota minflok, u li mhux meħtieġ li prokuratur ikun membru.

31. Avviżi u komunikazzjonijiet oħra dwar Laqgħa Generali tas-Socjetà li kull membru jkollu dritt jirċievi għandhom jintbagħtu lill-Awdituri fiż-żmien li jkun tas-Socjetà.

32. Meta avviż jintbagħat bil-posta, in-notifika ta' l-avviż titqies li tkun saret billi jiġi indrizzat u mħallas minn qabel u impustat regolarment u titqies li tkun saret fil-hin li jkun ġie impustat.

(Iffirmati) R. England Sant Fournier
E. England Sant Fournier
Ant. P. Demajo

(Iffirmat) Nut. Francis Micallef
xhud tal-firem u l-identità

(Iffirmati) Ant. P. Demajo
Nut. Francis Micallef

Kopja vera "quod attestor" ta' att imdahhal fl-atti tiegħi tas-17 ta' Novembru, 1964. Il-lum 19 ta' Novembru, 1964.

(Iffirmat) Nut. Francis Micallef

Registru ta'-Qrati Superjuri tal-Maestà Tagħha r-Regina, il-lum 19 ta' Novembru, 1964.

E. SAMMUT,
Dep. Registratur.

[99]

Traduzzjoni

BY MINUTE filed this day in Her Majesty's Commercial Court, Gius. Pace Bonello, L.P., produced the following document for publication in accordance with and for the purposes of the Commercial Code:

Agreement made this the 23rd day of the month of November, 1964.

Between Anthony Miceli Farrugia, a son of the late Marc'Antonio Miceli, residing at Ta' Xbiex of the first part, Luca Luigi Miceli, another son of the said late Marc'Antonio, residing at Sliema of the second part, and George Camilleri, son of the late Walter Camilleri, residing at Sliema, and Albert Camilleri, son of the late George Camilleri, residing at Balzan, in their respective capacities of Managing Director and Director respectively of Electro-Mechanical Equipment Company Limited for and on behalf of the said Company as authorised by a Resolution passed at an Extraordinary General Meeting of the said Company held on the 31st August, 1963, a copy of which Resolution is hereto annexed marked Enclosure "A", of the third part,

Whereby the said parties form and constitute between them a limited liability company for the objects, under the name and conditions hereunder mentioned:—

1. The name of the Company is Domestic Equipments Ltd.

2. The registered office of the Company shall be at number 55, Old Theatre Street, Valletta, or any other address as the Board of Directors may from time to time determine.

3. The objects for which the Company is established are:—

(A) To import, export, purchase, sell whether by wholesale or retail, exchange, instal, service or otherwise deal in any industrial or domestic apparatus, engine, plant and machinery.

(B) To carry on any other business of whatsoever nature which may seem to the Company capable of being conveniently and usefully carried on in connection with the above business or any of them or calculated to facilitate the objects of the Company or any of them or to enhance in any way the value of or render more profitable the property of the Company.

(C) To borrow or raise money in such manner as the Company shall think fit and to secure the repayment of any money so borrowed or raised by hypothecation, charge or lien upon the whole or any part of the Company's property or assets, including its uncalled capital, and also by a similar hypothecation, charge or lien to secure and guarantee the performance by the Company of any debt, liability or obligation it may undertake.

B'NOTA pprezentata l-lum fil-Qorti tal-Kummerç tal-Maestà Tagħha r-Regina, il-P.L. Gius. Pace Bonello gieb id-dokument hawn taħt mik-tub biex jiġi pubblikat skond il-fehma u r-rieda tal-Kodiċi tal-Kummerç:

Ftehim magħmul il-lum 23 tax-xahar ta' Novembru, 1964,

Bejn Anthony Miceli Farrugia, bin il-mejjet Marc'Antonio Miceli, joqgħod Ta' Xbiex, mill-ewwel naħa, Luca Luigi Miceli, iben ieħor ta' l-istess mejjet Marc'Antonio, joqgħod tas-Sliema, mit-tieni naħa, u George Camilleri, bin il-mejjet Walter Camilleri, joqgħod tas-Sliema, u Albert Camilleri, bin il-mejjet George Camilleri, joqgħod Ħal Balzan, fil-kwalità rispettiva tagħhom ta' Direttur Ġenerali u Direttur rispettivament ta' Electro-Mechanical Equipment Company Limited għal u f'isem l-istess Soċjetà kif awtorizzati b'Riżoluzzjoni mghoddija f'Laqgħa Ġenerali Straordinarja ta' l-istess Soċjetà li saret fil-31 ta' Awissu, 1963, kopja ta' liema Riżoluzzjoni tinsab hawn annessa markata "A", mit-tielet naħa,

Li bih il-partijiet imsemmija jwaqqfu u jikkostitwixxu bejniethom soċjetà anonima għall-iskopijiet, bl-isem u l-kondizzjonijiet hawn taħt imsemmija:

1. L-isem tas-Soċjetà hu Domestic Equipments Ltd.

2. L-uffiċċju registrat tas-Soċjetà ikun f'numru 55, Triq it-Teatru, il-Belt Valletta, jew f'dak l-indirizz ieħor li l-Board tad-Diretturi jista' minn żmien għal żmien jagħzel.

3. L-iskopijiet li għalihom is-Soċjetà qed tiġi mwaqqfa huma:

(A) Li timporta, tesporta, tixtri, tbiegħ sew bl-ingrossa kemm bl-innut, tpartat, tpoġġi fil-post, tieħu hsieb il-manutenzjoni ta' jew xort'ohra tinneogzja f'apparati, makni, impjanti u makkinarji industrijali jew domestiċi.

(B) Li tmexxi kull negozju ieħor ta' kull xorta li s-Soċjetà jista' jidhrilha tajjeb biex jiġi mmexxi b'mod li jaqbel u utili f'konnessjoni man-negozji fuq imsemmija jew uħud minnhom jew li jitqies li jiffacilita l-iskopijiet tas-Soċjetà jew uħud minnhom jew li b'xi mod ikabbar il-valur tal-proprjetà tas-Soċjetà jew jagħmilha thal-li iktar qliegħ.

(C) Li tissellef jew tipprokura flus b'mod li s-Soċjetà jidhrilha sewwa u li tassigura l-hlas lura ta' flus hekk misselfa jew prokurati b'ipoteca, piż jew dritt privilegġat fuq kull jew kull sehem mill-proprjetà jew attiv tas-Soċjetà, inkluz il-kapital mhux imsejjaħ tagħha, u wkoll li tassigura piż jew dritt privilegġat bħal dawn li tassigura u tigarantixxi t-tweġġat mis-Soċjeà ta' kull dejn jew obbligazzjoni li hi tista' tidhol għalihom.

(D) To sell, lease, charge, hypothecate or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit.

(E) To enter into any partnership or arrangement for sharing profits, union of interests or cooperation with any partnership, firm or person carrying on or proposing to carry on any business within the objects of the Company.

(F) To amalgamate with any other partnership, firm or enterprise having objects similar or identical with those of the Company.

(G) To do all or any of the above things in any part of the world and either as principals agents, contractors, brokers or otherwise and either by or through agents, sub-contractors or otherwise and either alone or in conjunction with others.

(H) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited in the case of each member to the amount, if any, unpaid on the share or shares in the Company which he holds.

5. (1) The share capital of the Company is Four thousand eight hundred pounds (£4,800) divided into Forty-eight (48) Ordinary Shares of One hundred pounds (£100) each, to be distinguished as follows:—

(a) Shares bearing numbers one to twenty-four inclusively shall be distinguished as "A" Shares;

(b) Shares bearing numbers twenty-five to forty-eight inclusively shall be distinguished as "B" Shares.

(2) The said 48 Ordinary Shares are subscribed for and have been fully paid up by the parties as follows:—

Anthony Miceli Farrugia — twelve Ordinary Shares of £100 each, namely those bearing numbers one to twelve inclusive

Luca Luigi Miceli — twelve Ordinary Shares of £100 each, namely those bearing numbers thirteen to twenty-four inclusive.

Electro-Mechanical Equipment Company Ltd. — twentyfour Ordinary Shares of £100 each, namely those bearing numbers twenty-five to forty-eight inclusive.

(3) Unless otherwise provided in the terms of issue, each share in the Company shall give right to one vote provided that no member shall be entitled to vote unless all calls payable by him and due from him in respect of his shares in the Company have been paid.

(D) Li tbiegh, tikri, tghabbi b'piż, tipote-ka jew xort'ohra tiddisponi mill-proprjetà, attiv jew imprizi tas-Socjetà jew minn kull sehem minnhom għal dak il-korrispettiv li s-Socjetà jista' jidhrilha sewwa.

(E) Li tidhol f'socjetà jew arrangament għall-qsim ta' qliegh, ghaqda ta' interessi jew ko-operazzjoni ma' kull Socjetà, ditta jew persuna li tkun tmexxi jew tkun bihsiebha tmexxi negozju li jaqa' taht l-iskopijiet tas-Socjetà.

(F) Li tamalgama ma' socjetà ditta jew impriza ohra li jkollha skopijiet li jixbhu jew li jixbhu għal kollox dawk tas-Socjetà.

(G) Li taghmel l-affarijiet kollha fuq imsemmija jew uħud minnhom f'kull parti tad-dinja sew bhala mandanti, agenti, kuntratturi, sensala jew xort'ohra u jew minn jew permezz ta' agenti, sub-kuntratturi jew xort'ohra u jew wehdha jew flimkien ma' ohrajn.

(H) Li taghmel dawk l-affarijiet kollha li jistghu jitqiesu incidentali jew li jwasslu biex jintlahqu l-iskopijiet fuq imsemmija jew uħud minnhom.

4. Ir-responsabbiltà tal-membri hi limitata fil-każ ta' kull membru għall-ammont, jekk ikun hemm, mhux imhallas dwar l-azzjoni jew azzjonijiet li hu jkollu fis-Socjetà.

5. (1) Il-kapital f'azzjonijiet tas-Socjetà hu ta' erbat elef u tmien mitt lira (£4,800) maqsum fi tmienja u erbghin (48) Azzjoni Ordinarja ta' mitt lira (£100) il-wahda, li għandhom jiġu klassifikati kif ġej:—

(a) Azzjonijiet li jġibu n-numri wiehed sa erbgha u ghoxrin jiġu klassifikati bhala Azzjonijiet "A";

(b) Azzjonijiet li jġibu n-numri hamsa u ghoxrin sa tmienja u erbghin jiġu klassifikati bhala Azzjonijiet "B".

(2) Dawn it-48 Azzjoni Ordinarja jinsabu sottoskritti u mħallsa għal kollox mill-partijiet kif ġej:

Anthony Miceli Farrugia — tnax-il Azzjoni Ordinarja ta' £100 il-wahda, jiġifieri dawk li jġibu n-numri wiehed sa tnax

Luca Luigi Miceli — tnax-il Azzjoni Ordinarja ta' £100 il-wahda, jiġifieri dwak li jġibu n-numri tlethtax sa erbgha u ghoxrin.

Electro-Mechanical Equipment Company Ltd — erbgha u ghoxrin Azzjoni Ordinarja ta' £100 il-wahda, jiġifieri dawk li jġibu n-numri hamsa u ghoxrin sa tmienja u erbghin.

(3) Jekk ma jkunx xort'ohra maħsub fil-kondizzjonijiet tal-hruġ, kull azzjoni fis-Socjetà tagħti dritt għal vot wiehed b'dana li ebda membru ma jkollu dritt jivvota jekk is-sejthat kollha li jkollhom jithallsu u jkunu dovuti minnu dwar l-azzjonijiet tiegħu fis-Socjetà ma jkunux ġew imħallsa.

(4) Except as otherwise expressly provided, the rights attached to any Ordinary Shares, irrespective of the letter by which they are distinguished, shall be the same.

(5) The shares are issued in the holder's name and are numbered consecutively. In respect of a share held jointly by several persons, the name of only one of such persons shall be entered in the Register of Members: such person shall be nominated by the joint holders and shall for all intents and purposes be deemed to be the holder of the share so held.

(6) A register of Members containing the names and addresses of the members and a statement of the shares held by each shall be kept at the registered office of the Company.

6. The term of duration of the Company is limited to a period of five (5) years as from the date of signing of this Agreement, but shall be automatically renewed for further periods of five years each unless a resolution to the contrary to be agreed to by a number of members of the Company representing at least seventy-five per centum (75%) in paid up value of the share capital having voting rights of the Company is taken at a General Meeting to be held at least six months before the termination of the original or of any of the renewed periods.

7. The number of members of the Company is limited to fifty (50): provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this Article, be treated as a single member.

8. Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

9. Subject to the restrictions of these Articles shares shall be transferable, provided that no part of a share may form the object of a transfer. Every transfer must be in writing and must be left at the registered office of the Company accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

10. (1) Any "A" Ordinary Shares may be transferred to any other holder of an "A" Ordinary Share and "B" Ordinary Shares to any other holder of a "B" Ordinary Share.

(2) Any share may also be transferred at any time by a holder thereof without the prior approval of the Board of Directors to a son, daughter, wife or husband of such holder.

(3) (a) The member proposing to transfer shares (hereinafter called "the proposing transferor") to any person, other than those mentioned in sub-article (1) and (2) of this Article, shall give notice in writing (hereinafter referred to as

(4) Flief kif ikun xort'ohra espressament mahsub, id-drittijiet annessi ghal Azzjonijiet Ordinarji, id-drittijiet annessi ghal ihm hm hmmm dinarji, irrispettivament mill-ittra li biha jkunu maghrufa, ghandhom ikunu l-istess.

(5) L-azzjonijiet jinharġu f'isem il-possessor u jiġu numerati wara xulxin. Dwar azzjoni posseduta minn diversi persuni flimkien, l-isem ta' wiehed biss minn dawk il-persuni għandu jiġi mdaħħal fir-Registru tal-Membri: dik il-persura għandha tiġi nominata mill-ko-possessuri u għandha għall-finijiet u effetti kollha titqies li tkun il-possessor ta' l-azzjoni hekk posseduta.

(6) Regjistru tal-Membri li jkun fih l-ismijiet u l-indirizzi tal-membri u stqarrija ta' l-azzjonijiet posseduti minn kull wiehed għandu jinzamm fl-uffiċċju registrat tas-Socjetà.

6. Iż-żmien tas-Socjetà hu limitat għal hames (5) snin mid-data tal-firma ta' dan il-Ftehim, iżda għandu jiġi mgedded awtomatikament għal żmenijiet oħra ta' hames snin il-wiehed jekk riżoluzzjoni f'sens kuntrarju approvata minn numru ta' membri tas-Socjetà li jirrapprezentaw mill-anqas hamsa u sebghin fil-mija (75%) tal-valur imħallas tal-kapital f'azzjonijiet li jagħti dritt għal-vot tas-Socjetà ma tittehidx f'Laqgħa Ġenerali li ssir mill-anqas sitt xhur qabel l-eġhluq taż-żmien originali jew ta' xi wiehed miż-żmenijiet imġedda.

7. In-numru tal-membri tas-Socjetà hu limitat għal hamsin (50): b'dan li jekk tnejn jew iktar persuni jippossjedu flimkien azzjoni waħda jew iktar fis-Socjetà, huma għandhom, għall-finijiet ta' dan l-Artikolu, jitqiesu bħala membru wiehed.

8. Ma tista' ssir ebda stedina lill-pubbliku biex jissottoskrivi azzjonijiet jew debentures tas-Socjetà.

9. Bla hsara għar-restrizzjonijiet ta' dawn l-Artikoli l-azzjonijiet jistgħu jiġu trasferiti, b'dara li ebda sehem minn azzjoni ma jista' jiffirma l-oġġett ta' trasferiment. Kull trasferiment għandu jsir bil-miktub u għandu jithallas fl-uffiċċju registrat tas-Socjetà flimkien maċ-ċertifikat ta' l-azzjonijiet li jkunu se jiġu trasferiti u dik ix-xhieda oħra (jekk ikun hemm) li d-Diretturi jistgħu jeħtieġu biex jiġi pruvat it-titolu ta' min ikun bihsiebu jittrasferixxi.

10. (1) Azzjonijiet Ordinarji "A" jistgħu jiġu trasferiti lil possessor ieħor ta' Azzjoni Ordinarja "A" u Azzjonijiet Ordinarji "B" lil possessor ieħor ta' Azzjoni Ordinarja "B".

(2) Azzjoni tista' tiġi trasferita wkoll f'kull żmien mill-possessor tagħha mingħajr approvazzjoni minn qabel tal-Board tad-Diretturi lil bin, bint, mart jew żewġ dak il-possessor.

(3) (a) Il-membri li jkunu bihsiebu jittrasferixxi azzjonijiet (minn hawn 'il quddiem imsejjaħ "min ikun bihsiebu jittrasferixxi") lil persuna, li ma tkunx waħda minn dawk imsemmija fis-sub-artikolu (1) u (2) ta' dan l-Artikolu, għan-

“the Transfer Notice”) to the Company of his intention. Such notice shall constitute the Company his agent for the sale of the shares to any member of the Company at a price to be fixed by the Auditors for the time being of the Company, whose decision shall be final and binding on all parties. The Transfer Notice shall not be revocable except with the sanction of the Board of Directors.

(b) The shares specified in the Transfer Notice given to the Company as aforesaid shall be offered by the Company at the price so fixed as aforesaid in the first place to all the members of the Company holding the same class of shares as those included in the Transfer Notice and each member shall be invited to state in writing within 14 days from the date of the said notice whether he is willing to purchase any, and, if so, what maximum number of the said shares. At the expiration of the said 14 days the Board of Directors shall allocate the said shares to or amongst the member or members entitled who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be “pro rata” according to the number of similar class of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid.

(c) Any shares included in any offer so made which are not accepted shall then be offered at the price so fixed to the members holding any other of shares in the Company and each member of such other class of shares shall be invited to state in writing within 14 days from from the date of the said notice whether he is willing to purchase any, and, if so, what maximum number of the said shares. The Board of Directors shall then proceed to allocate the said shares to or amongst the member or members entitled who shall have expressed his or their willingness to purchase as aforesaid in accordance with what is provided in sub-article (3)(b) of this Article.

(d) The Company shall give notice to the proposing transferor of the acceptance of any offer so made and thereupon the proposing transferor shall be bound upon payment of the price to transfer the shares to the purchaser and if in any case the proposing transferor makes default in transferring the shares, the Company may receive the purchase money, and may authorise some person to execute a transfer of the shares in favour of the purchaser and shall thereupon cause the name of the purchaser to be entered in the Register of Members as the holder of the shares, and shall hold the purchase money by title of deposit for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name shall have been entered in the said Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

du jaghti avviz bil-miktub (minn hawn 'il quddiem imsejjah “l-Avviz ta' Trasferiment”) tal-hsieb tieghu lis-Socjeta. Dan l-avviz jikkostitwixxi lis-Socjeta l-agent tieghu ghall-bejgh ta' azzjonijiet lil membru tas-Socjeta bi prezz li jigi ffixsat mill-Awdituri taz-zmien li jkun tas-Socjeta, li d-decizjoni taghhom tkun finali u torbot lill-partijiet kollha. L-Avviz ta' Trasferiment ma jkun jista' mhassar hlief bil-permess tal-Board tad-Diretturi.

(b) L-azzjonijiet speċifikati fl-Avviz ta' Trasferiment mogħti lis-Socjeta kif ingħad fuq għandhom jigu offerti mis-Socjeta bil-prezz iffissat kif ingħad fuq l-ewwelnett lill-membri kollha tas-Socjeta li jipposjedu l-istess kategorija ta' azzjonijiet bħal dawk inklużi fl-Avviz ta' Trasferiment u kull membru għandu jigi mistieden biex jgħid bil-miktub fi żmien 14-il gurnata mid-data ta' dak l-avviz jekk hu jkun irid jixtri azzjonijiet, u, jekk iva, l-ikbar numru li jkun irid jixtri minnhom. F'egħluq dawk l-14-il gurnata il-Board tad-Diretturi għandu jqassam dawk l-azzjonijiet lil jew fost il-membri jew membri li jkollhom dritt u li jkunu fssru r-rieda taghhom li jixtru kif ingħad fuq, u (jekk iktar minn wiehed) kemm jista' jkun “pro rata” skond in-numru ta' azzjonijiet ta' l-istess kategorija ġa posseduti minnhom rispettivament, b'dana li ebda membru ma jkun marbut li jiehu iktar mill-akbar numru ta' azzjonijiet li hu jkun avża kif ingħad fuq.

(c) Azzjonijiet inklużi f'offerta hekk magħmula li ma jgħux aċċettati għandhom imbagħad jigu offerti bil-prezz hekk ffixsat lill-membri li jipposjedu azzjonijiet ta' kategorija oħra fis-Socjeta u kull membru ta' dik il-kategorija oħra ta' azzjonijiet għandu jigi mistieden biex jgħid bil-miktub fi żmien 14-il gurnata mid-data ta' l-istess avviz jekk hu jkun irid jixtri minnhom, u jekk iva, l-ikbar numru li jkun irid. Il-Board tad-Diretturi mbagħad għandu jgħaddi biex iqassam dawk l-azzjonijiet lil jew fost il-membri jew membri li jkollhom dritt u li jkunu fssru r-rieda taghhom li jixtru kif ingħad fuq skond dak li hemm maħsub fis-sub-artikolu (3)(b) ta' dan l-Artikolu.

(d) Is-Socjeta għandha tagħti avviz lil min ikun bihsiebu jittrasferixxi ta' l-aċċettazzjoni ta' offerta hekk magħmula u minnufih min ikun bihsiebu jittrasferixxi jkun marbut mal-hlas tal-prezz li jittrasferixxi l-azzjonijiet lix-xerrej u jekk f'xi każ min ikun bihsiebu jittrasferixxi jonqos li jittrasferixxi l-azzjonijiet, is-Socjeta tista' tirċievi il-flus tax-xiri, u tista' tawtorizza lil xi persuna biex tesegwixxi trasferiment ta' l-azzjonijiet lix-xerrej u wara dan tara li l-isem tax-xerrej jigi mdahhal fir-Registru tal-Membri bħala l-possessor ta' l-azzjonijiet, u żzomm il-flus tax-xiri b'titolu ta' depositu għal min ikun bihsiebu jittrasferixxi. L-irċevuta tas-Socjeta għall-flus tax-xiri tkun kwittanza biżżejjed lix-xerrej, u wara li ismu jkun ġie mdahhal f'dak ir-Registru bi thaddim tas-setgħa fuq imsemmija hadd ma jkun jista' jqajjem kwistjoni dwar il-validità tal-proċeduri.

(e) In the event of the whole of the said shares not being sold under the preceding provisions of this sub-article of this Article, the proposing transferor shall at any time within six (6) months beginning on the date of the Transfer Notice be at liberty to sell and transfer the shares to any person approved by the Board of Directors and at any price.

11. The instrument of transfer of a share shall be signed both by the transferor and by the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

12. (1) The Directors may, in their discretion, refuse to register the transfer of any share to any person (other than a member or a person referred to in sub-article (2) of Article 10 hereof) whom it shall in their opinion be undesirable in the interests of the Company to admit to membership and shall not be bound to state a reason for so doing.

(2) Should the Directors refuse to register the transfer of any shares, then they shall be bound to redeem such shares at a price to be assessed by the Auditors for the time being of the Company on the basis of the last audited account and the share so redeemed shall then be cancelled and the share capital of the Company reduced accordingly.

13. In the event of the death of a member, the person becoming entitled to his share or shares shall be registered as the holder thereof, and in case more than one person become so entitled, the said person shall appoint a person from amongst their number in whose name the shares will be registered and such person shall for all intents and purposes be deemed to be the holder of the shares so held.

14. A person entitled to a share by transmission shall be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of or to attend or vote at meetings of the Company, or to exercise any of the rights or privileges of a member, unless and until he shall have become a member in respect of the share or shares.

15. (1) The administration and management of the Company's affairs are entrusted to a Board of Directors consisting of four (4) Directors, namely two (2) to be elected by the holders of the "A" Ordinary Shares and two (2) to be elected by the holders of the "B" Ordinary Shares. A Director need not be a member of the Company.

(2) The Directors shall hold office for a period of two years from the date of nomination. A retiring Director shall be eligible for re-election.

(e) Fil-każ li dawk l-azzjonijiet kollha ma jiġux mibjugha taht id-disposizzjonijiet ta' qabel ta' dan is-sub-artikolu ta' dan l-Artikolu, min ikun bihsiebu jittrasferixxi għandu f'kull żmien fi żmien sitt (6) xhur mid-data ta' l-Avviz ta' Trasferiment ikun hieles li jbiegħ u jittrasferixxi l-azzjonijiet lil persuna approvata mill-Board tad-Diretturi u b'kull prezz.

11. L-att ta' trasferiment ta' azzjoni għandu jiġi ffirmat kemm miċ-ċedent u miċ-ċessjonarju, u iċ-ċedent jitqies li jibqa' il-possessor u l-azzjoni sakemm l-isem taċ-ċessjonarju jiġi mdaħhal fir-Registru tal-Membri dwarha.

12. (1) Id-Diretturi jistgħu, fid-diskrezzjoni tagħhom, jirruftaw li jirreġistraw it-trasferiment ta' azzjoni lil persuna (li ma tkunx membru jew persuna imsemmija fis-sub-artikolu (2) ta' l-Artikolu 10 ta' dan il-Ftehim) li fil-fehma tagħhom ma jkunx ta' min jixtieq fl-interessi tas-Socjetà li tiġi mdaħhla membru u ma jkunux obligati jgħidu għaliex jagħmlu hekk.

(2) Jekk id-Diretturi jirruftaw li jirreġistraw it-trasferiment ta' azzjonijiet, allura huma jkunu obligati li jifdu dawk l-azzjonijiet bi prezz iffissat mill-Awdituri fiż-żmien li jkun tas-Socjetà fuq il-baži ta' l-aħhar kontijiet verifikati u l-azzjoni hekk mifdiya għandha tiġi mhassra u l-kapital f'azzjonijiet tas-Socjetà jiġi mnaqqas konformement.

13. Fil-każ ta' mewt ta' membru, il-persuna li jsir ikollha jedd għall-azzjoni jew azzjonijiet tiegħu għandha tiġi registrata bħala l-possessor tagħhom, u f'każ li iktar minn persuna waħda isir hekk ikollhom jedd, dawk il-persuni għandhom jinnominaw persuna minn fosthom biex f'isimha jiġu registrati l-azzjonijiet u dik il-persuna għandha għall-finijiet u effetti kollha titqies li tkun il-possessor ta' l-azzjonijiet hekk posseduti.

14. Persuna li jkollha jedd għal azzjoni b'moġħdija jkollha dritt tircievi u tista' tagħti kwittanza għal dividendi jew flus oħra li jkollhom jithallsu dwar dik l-azzjoni, iżda ma jkollhiex dritt dwarha li tircievi avvizi ta' jew li tattendi jew tivvota f'laqgħat tas-Socjetà, jew li thaddem xi drittijiet jew privileġġi bħala membru, jekk u sakemm ma tkunx saret membru dwar dik l-azzjoni jew azzjonijiet.

15.(1) L-amministrazzjoni u tmexxija ta' l-affarijiet tas-Socjetà huma fdati lil Board ta' Diretturi magħmul minn erba' (4) Diretturi, jiġifieri tnejn (2) maħtura mill-possessori ta' l-Azzjonijiet Ordinarji "A" u tnejn (2) maħtura mill-possessori ta' l-Azzjonijiet Ordinarji "B". Mhux meħtieġ li Direttur ikun membru tas-Socjetà.

(2) Id-Diretturi għandhom jibqgħu fil-kariga għal żmien sentejn mid-data tan-nomina. Direttur li jkun se jirtira jkun jista' jiġi maħtur mill-ġdid.

16. (1) Subject to what is contained in sub-article (3) of this Article, the Board of Directors shall elect from amongst its members a Chairman, a Managing Director and a Technical Director.

(2) The first Directors of the Company shall be Anthony Miceli Farrugia, Luca Luigi Miceli, George Camilleri and Albert G. Camilleri.

(3) Anthony Miceli Farrugia, George Camilleri and Albert G. Camilleri shall be the Company's first Chairman, Managing Director and Technical Director respectively.

(4) The Board of Directors may appoint a Secretary for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board. The Secretary may be appointed from amongst the members of the Board of Directors.

17. A Director may at any time authorise, either generally or for a specified time, any person to be his Alternate Director; the person so authorised shall have the right to attend and vote for him in his absence at any Board Meeting or Meetings. The person so authorised shall have a vote as a Director for each Director by whom he is so authorised.

Any such authority must be in writing and must be deposited at the registered office of the Company before the time appointed for the holding of the first meeting at which it is intended to be acted upon.

18. A vacancy created by the removal, death, resignation, incapacity of a Director shall be filled by the members by whom he has been appointed and a person appointed Director in his place shall be treated, for the purpose of determining the time at which he is to retire, as if he had become a Director on the day on which the person in whose place he is appointed was last appointed a Director.

19. (1) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be three. Questions arising at any Meeting shall be decided by a majority of votes: in case of an equality of votes, the Chairman shall have a second or casting vote.

(2) Directors' Meetings shall be presided over by the Chairman: in his absence, the Directors present shall choose one of their number to act as Chairman at that Meeting.

20. The Board of Directors shall have the power:—

(a) to bind the Company in favour of third parties and third parties in favour of the Company in all matters not expressly reserved for the decision of a General Meeting;

16. (1) Bla hsara għal dak li fih is-sub-artikolu (3) ta' dan l-Artikolu, il-Board tad-Diretturi għandu jahtar President, Direttur Ġenerali u Direttur Tekniku minn fost il-membri tiegħu.

(2) L-ewwel Diretturi tas-Socjetà ikunu Anthony Miceli Farrugia, Luca Luigi Miceli, George Camilleri u Albert G. Camilleri.

(3) Anthony Miceli Farrugia, George Camilleri u Albert G. Camilleri ikunu l-ewwel President, Direttur Ġenerali u Direttur Tekniku rispettivament tas-Socjetà.

(4) Il-Board tad-Diretturi jista' jinnomina Segretarju għal dak iż-żmien, b'dak il-kumpens u b'dawk il-kondizzjonijiet li jista' jidhirlu sewsa u Segretarju hekk nominat jista' jiġi mneħhi mill-Board. Is-Segretarju jista' jiġi nominat minn fost il-membri tal-Board tad-Diretturi.

17. Direttur jista' f'kull żmien jawtorizza, b'mod ġenerali jew għal żmien speċifikat, persuna biex tkun id-Direttur Alternattiv tiegħu: il-persuna hekk awtorizzata jkollha jedd tattendi u tivvota għalih meta hu jkun nieqes minn Laqgħa jew Laqgħat tal-Board. Il-persuna hekk awtorizzata jkollha vot bħala Direttur għal kull Direttur għal kull Direttur li jkun hekk awtorizzaha.

Awtorizzazzjoni bħal din għandha tkun bil-miktub u għandha tiġi depositata f'uffiċċju reġistrat tas-Socjetà qabel il-hin iffissat biex tinzamm l-ewwel laqgħa li fiha jkun hemm il-hsieb li jsir użu minnha.

18. Kariga li titbatta minhabba tneħħija, mewt, riżenja, inkapaċità ta' Direttur għandha tiġi mimlija mill-membri li kienu nnominawh u persuna nominata Direttur minflok għandha titqies, biex jiġi deċiż iż-żmien meta għandha tirtira, bħallikieku saret Direttur fil-ġurnata li fiha l-persuna li tiġi nominata minflokha kienet giet l-aħħar nominata Direttur.

19. (1) Id-Diretturi jistgħu jiltaqgħu flimkien biex imexxu x-xogħol, jaġġornaw u xort'ohra jirregulaw il-laqgħat tagħhom kif jidhrihom sewwa. Il-quorum meħtieġ biex jista' jsir xogħol ikun ta tlieta. Kwistjonijiet li jinjalghu f'Laqgħa għandhom jiġu deċiżi bil-maġġorana tal-voti: fil-każ li l-voti jiġu ndaqs, il-President ikollu vot ieħor jew casting vote.

(2) Il-Laqgħat tad-Diretturi għandhom jiġu presjeduti mill-President: jekk ma jkunx hemm, id-Diretturi preżenti għandhom jagħzlu wiehed minn fosthom biex jagħmilha ta' President f'dik il-Laqgħa.

20. Il-Board tad-Diretturi jkollu s-setgħa:—

(a) li jorbot lis-Socjetà mat-terzi u lit-terzi mas-Socjetà f'kull haġa li mhix espressament imħollija għad-deċiżjoni tal-Laqgħa Ġenerali;

(b) to call upon members for the payment of any moneys unpaid on their shares;

(c) to convene at any time a General Meeting of the Company;

(d) to recommend the payment of dividends;

(e) to borrow or raise or secure the payment of money and in conjunction with and independently therefrom to hypothecate or charge the property of the Company or any part thereof for any debt liability or obligation of the Company;

(f) in general, to negotiate and agree to the terms of any contract on the Company's behalf and to transact all business, sign all deeds and generally exercise all the powers vested in the Company and to represent the Company in all matters excepting such as are expressly reserved for the decision of the General Meeting.

21. The Board of Directors from time to time, and at any time, may entrust to and confer upon the Managing Director such of the powers, authorities and discretions for the time being vested in the Directors and may confer such powers, authorities and discretions for such time and to be exercised for such objects and purposes and upon such terms and with such restrictions as they think fit; and they may confer such powers, authorities and discretions either collaterally with or to the exclusion of and in substitution for all or any of the powers, authorities and discretions of the Directors in that behalf and may from time to time revoke withdraw alter and vary all or any of such powers, authorities and discretions.

22. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Board duly convened, held and constituted.

23. (1) The Board of Directors shall cause:—

(a) proper minutes to be made of all General Meetings of the Company and of all proceedings of all Meetings of Directors and of the attendance thereat;

(b) Proper books of account to be kept according to law.

(2) The said Minutes and books of account shall be kept at the registered office of the Company or at such place or places in Malta as the Board of Directors may decide from time to time.

24. (1) Deeds of whatsoever nature engaging the Company and all other documents purporting to bind the Company, including Bank documents, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two Directors, of whom one is to be a Di-

(b) li jagħmel sejhat lill-membri għall-flus ta' flus mhux imhallsa fuq l-azzjonijiet tagħhom;

(c) li jsejjah f'kull żmien Laqgħa Generali tas-Socjeta';

(d) li jirrikmanda l-flus ta' dividendi;

(e) li jissellef jew jipprokkura jew jassigura l-flus ta' flus u flimkien ma' u indipendentement minn dan li jipoteka jew jgħabbi b'piz il-proprietà tas-Socjeta' jew kull sehem minnha għal kull dejn jew obligazzjoni tas-Socjeta';

(f) in general, li jittratta jiftiehem dwar il-kondizzjonijiet ta' kull kuntratt f'isem is-Socjeta' u li jagħmel kull negozju, jiffirma kull att u in generali jhaddem is-setgħat kollha mogħtija lis-Socjeta' u li jirrapprezenta lis-Socjeta' f'kull haġa minbarra dawk espressament imħollija għad-deċiżjoni tal-Laqqgħa Generali.

21. Il-Board tad-Direttur minn żmien għal żmien, u f'kull żmien, jista' jafda u jagħti lid-Direttur Ġenerali dawk is-setgħat, awtorizzazzjonijiet u diskrezzjonijiet fiż-żmien li jkun mogħtija lid-Diretturi u jista' jagħti dawk is-setgħat, awtorizzazzjonijiet u diskrezzjonijiet għal dak iż-żmien u biex jiġu mhaddma għal dawk l-iskopijiet u finijiet u b'dawk il-kondizzjonijiet u restrizzjonijiet li hu jista' jidhirlu sewwa; u huma jstgħu jagħtu dawk is-setgħat, awtorizzazzjonijiet u diskrezzjonijiet sew kollateralment ma' jew b'eskluzjoni ta' u mnflok is-setgħat, awtorizzazzjonijiet u diskrezzjonijiet tad-Diretturi f'dak is- jistgħu minn żmien għal żmien iħassru jirtiraw ibiddlu u ivarjaw dawk is-setgħat, awtorizzazzjonijiet u diskrezzjonijiet jew uħud minnhom.

22. Riżoluzzjoni bil-miktub iffirmata mid-Diretturi kollha għandu jkollha effett għall-finijiet kollha bħal riżoluzzjoni mgħoddija f'laqgħa tal-Board imsejha, miżmuma u kostitwita kif għandu jkun.

23. (1) Il-Board tad-Diretturi għandu jara li:—

(a) isiru minuti sewwa tal-Laqqgħat Ġenerali kollha tas-Socjeta' u tal-proċeduri kollha tal-Laqqgħat tad-Diretturi u ta' l-attendenza fihom;

(b) jinżammu kotba tal-kontijiet sewwa skond il-liġi,

(2) Dawn il-minuti u kotba tal-kontijiet għandhom jinżammu fl-uffiċċju registrat tas-Socjeta' jew f'dak il-post jew postijiet f'Malta kif il-Board tad-Diretturi jista' jiddeċidi minn żmien għal żmien.

24. (1) Atti ta' kull xorta li jorbtu lis-Socjeta' u kull dokument iehor li jkun jidher li jorbot lis-Socjeta', inklużi dokumenti tal-Bank, cheques, obligazzjonijiet, tratt, kambjali u titoli oħra negozjabbli u kull riċevuta għal flus imhallsa lis-Socjeta' għandhom jiġu ffirmati, maħruġa, aċċettati, ġirati jew xort'oħra esegwiti, skond il-każ, minn żewġ Diretturi, li wiehed minnhom għandu jkun Direttur maħtur mill-possessuri ta'

rector elected by the holders of the "A" Ordinary Shares and the other is to be a Director elected by the holders of the "B" Ordinary Shares.

(2) Any Director shall represent the Company in judicial proceedings: provided that no proceedings may be instituted by the Company without the Board's authority.

25. An annual General Meeting shall be held once in every year within six months from the closing of the annual accounts for the purpose of considering the Profit and Loss Account, the Balance Sheet and the Auditors' Report, as well as for sanctioning dividends. All other General Meetings shall be called Extraordinary General Meetings.

26. The Directors may call an Extraordinary General Meeting whenever they consider it in the interest of the Company so to do and the Directors must call such meetings if a written request is made to them by any member of the Company. The said request must specify the matter to be placed before the General Meeting. If the Board of Directors fail to convene the General Meeting within twenty-one days of being required to do so, the requisitioner may himself convene the meeting and such meeting shall be convened in the same manner as that in which meetings are to be convened by the Directors.

27. (1) Fourteen days' notice in writing shall be given to members of the holding of a General Meeting. The said notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be discussed.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

28. No business shall be transacted at any General Meeting other than that stated in the notice convening it and unless a quorum of members is present when the meeting proceeds to business. Two members present in person or by proxy holding between them not less than fifty-one per centum of the issued share capital of the Company having voting rights shall be a quorum. The instrument appointing a proxy shall be in writing. A proxy need not be a member of the Company and in no case may a member of the Company appoint more than one proxy.

29. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the Meeting.

l-Azzjonijiet Ordinarji "A" u l-iehor Direttur mahtur mill-possessuri ta' l-Azzjonijiet Ordinarji "B".

(2) Direttur ghandu jirrapprezenta lis-Socjeta' fi proceduri gudizzjarji: b'dana li ebda proceduri ma jistghu jinbdeu mis-Socjeta' minghajr l-awtorita' tal-Board.

25. Laqgħa Ġenerali tas-Sena għandha ssir darba fis-sena fi żmien sitt xhur mill-egħluq tal-kontijiet tas-sena biex jiġu eżaminati l-Kont tal-Qliegħ u Telf. il-Karta Bilanċjali u r-Rapport ta' l-Awdituri, kif ukoll biex jiġu approvati dividendi. Il-Laqqgħat Ġenerali l-oħra kollha għandhom jissejju Laqqgħat Ġenerali Straordinarji.

26. Id-Diretturi jistgħu jsejju Laqgħa Ġenerali Straordinarja kull meta jidhrilhom li jkun fi-interess tas-Socjeta' li jagħmlu hekk u d-Diretturi għandhom isejju laqgħa bħal din fuq talba bil-miktub magħmula lilhom minn membru tas-Socjeta'. Din it-talba għandha ssemmi l-kwistjoni li tkun se titressaq quddiem il-Laqgħa Ġenerali. Jekk il-Board tad-Diretturi jonqos li jsejjaħ Laqgħa Ġenerali fi żmien wieħed u ghoxrin gurnata minn meta jiġi mitlub jagħmel hekk, min jagħmel it-talba jista' jsejjaħ il-laqgħa hu stess u dik il-laqgħa għandha tiġi msejja b'istess mod li bih il-laqgħat għandhom jiġu msejja mid-Diretturi.

27. (1) Erbatax-il gurnata qabel għandu jinġata lill-membri avviz bil-miktub li tkun se ssir Laqgħa Ġenerali. Dan l-avviz għandu jsemmi l-post, il-gurnata u l-hin tal-laqgħa u x-xorta ġenerali tax-xogħol li jkun se jiġi diskuss.

(2) In-nuqqas aċċidentali li jinġata avviz ta' laqgħa lil, jew il-fatt li avviz ta' laqgħa ma jiġix riċevut minn, persuna li jkollha dritt tirċievi avviz ma jhassarx il-proċeduri ta' dik il-laqgħa.

28. Ma għandu jsir ebda xogħol f'Laqgħa Ġenerali h'ief dak imsemmi fi-avviz li jsejhillha u jekk ma jkunx hemm quorum ta' membri preżenti meta' l-laqgħa tgħaddi biex tibda x-xogħol. Żewġ membri preżenti personalment jew bi prokura li jippossjedu bejniethom mhux inqas minn wieħed u hamsin fil-mija tal-kapital f'azzjonijiet mahruġa tas-Socjeta' li jagħti dritt għal vot jiffur-maw quorum. L-att li jinnomina prokuratur għandu jkun bil-miktub. Mhux meħtieġ li prokuratur ikun membru tas-Socjeta' u f'ebda każ ma jista' membru tas-Socjeta' jinnomina iktar minn prokuratur wieħed.

29. Il-President tal-Board tad-Diretturi għandu jippresjedi kull Laqgħa Ġenerali, iżda jekk f'xi laqgħa hu ma jkunx preżenti fi żmien h'mis-tax-il minuta wara l-hin iffissat biex tinzamm il-laqgħa, il-membri preżenti għandhom jgħażlu Direttur, jew jekk ebda Direttur ma jkun preżenti, jew jekk id-Diretturi kollha preżenti jirruftaw li jippresjedu, huma għandhom jgħażlu membru preżenti biex ikun president tal-Laqqgħat.

30. Decisions upon the following matters shall be taken by a General Meeting of the Company:—

(a) Approval of the Annual Balance Sheet and Profit and Loss Account and the Auditors Report;

(b) Declaration of dividends which however must in no case exceed the amount, if any, recommended by the Board of Directors;

(c) Alterations, revocations and additions to any of the Articles of this Agreement;

(d) Increase or reduction of capital;

(e) Appointment and removal of the Auditors of the Company;

(f) Fixing of the remuneration payable to the Directors and to the Auditors of the Company;

(g) In general, the decision on all matters which in terms of this Agreement are reserved to the General Meeting of the Company or which the Board of Directors may place before it; ; Provided that no decision taken by the General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that decision had not been taken.

31. Unless anything to the contrary is contained in this Agreement, resolutions placed before a General Meeting shall be deemed to have been validly carried if consented to by a majority of the voting rights of the Company.

32. Amendments, alterations and/or revocations of any of the Articles of this Agreement and any addition thereto shall be deemed to have been validly carried at a General Meeting if agreed to by a number of members, whose combined holdings represent at least seventy-five per centum (75%) in paid-up value of the share capital having voting rights of the Company.

33. At least once in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet and Profit and Loss Account ascertained by the Auditors of the Company. A Profit and Loss Account shall be made out each year ending thirty-first December or such other date as may be approved and laid before the Annual General Meeting together with the Balance Sheet and there shall be attached thereto the Auditors' Report and the Board of Directors' Statement as to the amount, if any, which they recommend should be paid as dividend and the amount, if any, which they have decided to carry to a Reserve Fund.

34. The Board of Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a Reserve Fund which shall, at the

30. Deciżjionijiet dwar il-kwistjonijiet li ġejjin għandhom jittiehdu minn Laqgħa Ġenerali tas-Socjeta':—

(a) Approvazzjoni tal-Karta Bilanċjali tas-Sena u tal-Kont tal-Qliegħ u Telf u tar-Rapport ta' l-Awdituri;

(b) Dikjarazzjoni ta' dividendi li iżda f'ebda każ ma għandhom ikunu ikbar mill-ammont, jekk ikun hemm, rakkomandat mill-Board tad-Diretturi;

(c) Tibdil, thassir u żjidiet għall-Artikoli ta' dan il-Ftehim;

(d) żjieda jew tnaqqis fil-kapital;

(e) Nomina u tneħhija ta' l-Awdituri tas-Socjeta';

(f) Fissar tal-kumpens li għandu jithallas lid-Diretturi u l-Awdituri tas-Socjeta';

(g) In ġenerali, id-deciżjoni dwar kull haġa li skond dan il-ftehim hi mħollija għal-Laqqgħa Ġenerali tas-Socjeta' jew li l-Board tad-Diretturi jista' jressaq quddiemha; B'dana li ebda deciżjoni mehuda f'Laqqgħa Ġenerali ma thassar xi att li jkun sar qabel mill-Board tad-Diretturi li kien ikun validu li kieku dik id-deciżjoni ma kinetx ittiehdet.

31. Safejn ma hemm xejn kuntrarju f'dan il-Ftehim, riżoluzzjonijiet imressqa quddiem Laqqgħa Ġenerali għandhom jitqiesu li jkunu ġew mgħoddija validament jekk jiġu approvati mill-maġġoranza tad-drittijiet tal-vot tas-Socjeta'.

32. Emendi, tibdil u/jew thassir ta' l-Artikoli ta' dan il-Ftehim u kull żjieda għalih jitqiesu li jkunu ġew mgħoddija validament f'Laqqgħa Ġenerali jekk jiġu approvati minn numru ta' membri, li l-azzjonijiet posseduti minnhom flimkien jirrappreżentaw mill-anqas hamsa u sebgħin fil-mija (75%) tal-valur imħallas tal-kapital f'azzjonijiet li jagħti dritt għall-vot tas-Socjeta'.

33. Għall-inqas darba fis-sena il-kontijiet tas-Socjeta' għandhom jiġu eżaminati u l-korrettezza tal-Karta Bilanċjali u tal-Kont tal-Qliegħ u Telf verifikata mill-Awdituri tas-Socjeta'. Kont tal-Qliegħ u Telf għandu jsir kull sena li tagħlaq fil-wieħed u tletin ta' Diċembru jew f'dik id-data oħra li tista' tiġi approvata u jiġi mqiegħed quddiem il-Laqqgħa Ġenerali tas-Sena flimkien mal-Karta Bilanċjali u l-Istqarrija tal-Board tad-Diretturi dwar l-ammont, jekk ikun hemm, li huma jirrikmandaw biex jiġi mħallas bhala dividend u l-ammont, jekk ikun hemm, li huma jistgħu jkunu ddecidew li jgħaddu għal Fond ta' Riżerva

34. Il-Board tad-Diretturi jista', qabel ma jirrikmanda dividend, iqiegħed għalihom mill-qliegħ tas-Socjeta' dawk is-somom li hu jista' jidhirlu sewwa bhala Fond ta' Riżerva li, fid-diskrezzjo-

discretion of the said Board, be applicable for any purpose to which the profits of the Company may be properly applied, and, pending such application, may be employed or invested in any way the Board of Directors shall deem fit.

35. The Company's financial year shall commence on the first January and end on the thirty-first December each year except that the first financial year shall cover the period from the date of this Agreement until the thirty-first December 1965.

36. No dividend shall bear interest against the Company.

37. Every member shall specify his address. The posting by the Company of a registered letter to that address will be deemed sufficient notice to him for all intents and purposes.

38. In every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a member.

39. Notices of and other communications relating to any General Meeting, which any member is entitled to receive shall be sent to the Auditors for the time being of the Company.

In Witness whereof the said parties have hereunto set their hands in Valletta, Malta, on the day, month and year first above written.

(Signed) Ant. Miceli Farrugia
L.L. Miceli
George Camilleri
A.G. Camilleri

Witness to the above signatures and identity

(Signed) Av. F. Cremona
(Signed) F. Cremona
Not. Francis Micallef

True copy Quod attestor of an instrument enrolled in my act of the 23rd day of November, 1964.

To-day the 25th day of November, 1964.

(Signed) Not. Francis Micallef

Registry of Her Majesty's Superior Courts, this 30th day of November, 1964.

VIC. APAP,
Dep. Registrar.

ni ta' l-istess Board, ikunu jistghu jigu applikati ghal kull fini li ghalih il-qliegħ tas-Socjeta' jista' jigi regolarment applikat, u, sakemm jigu hekk applikati, jista' jigu mpjegati jew investiti b'kull mod li l-Board tad-Diretturi jidhirlu sewwa.

35. Is-sena finanzjarja tas-Socjeta' tibda fl-ewwel ta' Jannar u tispicca fil-wiehed u tletin ta' Dicembru ta' kull sena biss l-ewwel sena finanzjarja ghandha tkopri z-zmien mid-data ta' dan il-ftehim sal-wiehed u tletin ta' Dicembru 1965.

36. Ebdha dividend ma jghaddi bl-imghax kontra s-Socjeta'.

37. Kull membru ghandu jispecifica l-indirizz tiegħu. Il-fatt li s-Socjeta' timposta ittra registrata f'dak l-indirizz jitqies avviz bizzejjed lilu għal-finijiet u effetti kollha.

38. F'kull avviz li jsejjaħ Laqgħa Generali tas-Socjeta' ghandha tidher bi prominenza ragonevoli stqarrija li membru li jkollu dritt jattendi u jivvota ghandu dritt jinnomina prokuratur biex jattendi u jivvota minflok, u li mhux mehtieg li prokuratur ikun ukoll membru.

39. Avvizi ta' u komunikazzjonijiet oħra dwar Laqgħa Generali, li membru jkollu dritt jircievi għandhom jintbagħtu lill-Awdituri li fiż-żmien li jkun ikunu tas-Socjeta'.

B'xiehda ta' dan il-partijiet imsemmija iffiraw fil-Belt Valletta, Malta, fil-gurnata, xahar u sena fuq miktuba.

(Iffirmati) Ant. Miceli Farrugia
L. L. Miceli
George Camilleri
A. G. Camilleri

Xhud tal-firem u ta' l-identita'

(Iffirmat) F. Cremona, Av.
(Iffirmati) F. Cremona
Nut. Francis Micallef

Kopja vera, quod attestor, ta' att imdahhal fl-atti tiegħi tat-23 ta' Novembru, 1964.

Il-lum 25 ta' Novembru, 1964.

(Iffirmat) Nut. Dr Francis Micallef

Registru tal-Qrati Superjuri tal-Maesta' Tagħha r-Regina, il-lum 30 ta' Novembru, 1964.

VIC. APAP,
Dep. Registratur.

BY MINUTE filed this day in Her Majesty's Commercial Court, Notary Dr Paul Pullicino produced the following document for publication in accordance with and for the purposes of the Commercial Code:

By these presents the undersigned Joseph Christopher Berry, in business, son of the late Joseph Herbert George, born in Clapham, London, England and residing at Floriana, Doctor of Laws Philip Attard Montaldo Advocate, son of the Noble Doctor Joseph, born at Ta' Xbiex and residing at Rabat, Malta and Josuph Hurst, Company Director, son of Abduraman, born at Tirana, Albania and residing at London form and constitute between them a limited liability company for the objects and under the name and conditions hereinafter stipulated, namely:—

1. The name of the Company is "Trans Mediterranean Properties Limited".

2. The registered Office of the Company shall be at number sixty three (63) Kingsway, Valletta, Malta or at any other address as the Board of Directors may from time to time determine.

3. The Objects for which the Company is being established are:—

(a) In general to promote, finance and to organize and effect development and operation of properties in Malta and Gozo.

(b) To acquire by purchase, emphyteusis, lease, grant, concession, licence or otherwise, any lands or other properties situate in Malta and Gozo and to develop same.

(c) To sell, transfer, lease or in any manner and under any title to dispose of property.

(d) To borrow, raise or secure the payment of money for the purpose of or in connection with the Company's business.

(e) To hypothecate and charge all or any of the immovable or movable property and assets of the Company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, hypothecs, debentures and collaterally or further to secure any debt, liability or obligation of the Company.

(f) To amalgamate with any other partnership or enterprise having objects similar or identical with those of the Company.

(g) To do all or any of the above things as principals, agents, contractors, brokers or otherwise and either alone or in conjunction with others and either by or through agents.

(h) To do all such things as may be considered to be incidental or conducive to the attainment of above objects or any of them.

Traduzzjoni

B'NOTA pprezentata l-lum fil-Qorti tal-Maestà Tagħha r-Reġina, in-Nutar Dr Paul Pullicino gieb id-dokument hawn taht miktub biex jiġi pubblikat skond il-fehma u r-rieda tal-Kodiċi tal-Kummerċ:

Bil-preżenti l-hawn taht iffirmati Joseph Christopher Berry, fil-kummerċ, bin il-mejjet Joseph Herbert George, imwieled Clapham, l-Ingilterra u joqghod il-Furjana, Duttur tal-Liġi Philip Attard Montalto Avukat, bin in-Nobbli Duttur Joseph, imwieled Ta' Xbiex u joqghod ir-Rabat, Malta u Josuph Hurst, Direttur ta' Soċjetà, bin Abduraman, imwieled Tirana, l-Albanija u joqghod Londra, iwaqqfu u jikkostitwixxu bejniethom soċjetà anonima għall-iskopijiet u bl-isem u l-kondizzjonijiet hawn aktar "il quddiem stipulati, jiġifieri:—

1. L-isem tas-Socjetà hu "Trans Mediterranean Properties Limited".

2. L-uffiċċju registrat tas-Socjetà ikun f'numru tlieta u sittin (63) Triq Irjali, il-Belt Valletta, Malta, jew f'dak l-indirizz iehor li l-Board tad-Diretturi jista' minn żmien għal żmien jagħzel.

3. L-iskopijiet li għalihom is-Socjetà qed tiġi mwaqqfa huma:

(a) In ġenerali li tippromwovi, tiffinanzja u torganizza u tteffetta l-isvilupp u thaddim ta' proprjetajiet f'Malta u Għawdex.

(b) Li takkwista b'xiri, enfitewsi, kiri, għoti, konċessjoni, liċenza jew xort'ohra, artijiet u proprjetajiet ohra f'Malta w Għawdex u li tisviluppahom.

(c) Li tbiegħ, tittrasferixxi, tikri jew li b'kull mod u b'kull titolu tiddisponi minn proprjetà.

(d) Li tissellef, tipprokura jew tassigura l-hlas ta' flus għall-finijiet ta' jew f'konnessjoni man-negozju tas-Socjetà.

(e) Li tipoteka u tghabbi b'piz kull jew kull sehem mill-proprjetà immobbli jew mobbli u attiv tas-Socjetà u li tohrog bil-par jew bi premium jew bi skont u għal dak il-korrispettiv u bi u sugġetti għal dawk id-drittijiet, setghat, privileggi u kondizzjonijiet kif jista' jinthaseb sewwa, ipoteki, debentures u kollateralment jew b'żjieda li tassigura kull dejn jew obbligazzjoni tas-Socjetà.

(f) Li tamalgama ma' kull soċjetà ohra jew impriza li jkollha skopijiet li jixbhju jew jixbhu għal kollox dawk tas-Socjetà.

(g) Li tagħmel l-affarijiet kollha fuq imsem-mija jew uhud minnhom bhala mandanti, agenti, kuntratturi, sensala jew xort'ohra u jew wehidha jew flimkien ma' oħrajn u minn jew permezz ta' agenti.

(h) Li tagħmel dawk l-affarijiet kollha li jistgħu jitqiesu li jkunu incidental jew li jwasslu biex jintlaħqu l-iskopijiet fuq imsem-mija jew uhud minnhom.

4. The liability of the members of the Company is limited in the case of each member to the amount, if any, unpaid on the share or shares in the Company which he holds.

5. The authorised capital of the Company is £1,000 divided into 1,000 shares of £1 each subscribed and fully paid up and allotted as follows:

Joseph Christopher Berry	450 shares	£450
Dr P. Attard Montalto	450 shares	£450
Josuph Hurst	100 shares	£100

6. Unless otherwise provided in the terms of issue, each share in the Company shall give the right to one vote provided that no member shall be entitled to vote unless all calls payable by him and due from him in respect of his shares in the Company have been paid.

7. A register of members containing the names and addresses of members and a statement of the shares held by each shall be kept at the Registered Office of the Company.

8. The term of duration of the Company is limited to a period of five years as from this day but shall be renewed for further periods of one year each automatically unless a resolution to the contrary to be agreed to by a number of members of the Company representing at least 75% of the paid up value of the share capital is taken at a General Meeting of the Company to be held at least six months before the termination of the original or of any of the renewed periods.

9. The number of members of the Company is limited to 50, provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this article be treated as a single member.

10. Any invitation to the public to subscribe for any shares in the Company is prohibited.

11. In respect of a share held jointly by several persons, the name of only one of such persons shall be entered in the register of members, such person shall be nominated by the joint holders and shall for all intents and purposes be deemed to be the holder of the share so held.

12. All shares are transferable, provided that no part of a share may form the object of a transfer. Transfers are to be made in writing and are to be notified to the Board of Directors by the transferor.

13. Should any member wish to transfer all or part of his shares, it shall be his duty in the first place to offer them at their fair value to all the other members of the Company who shall have the right to take them up between them in whole or in part 'pro rata'.

4. Ir-responsabbiltà tal-membri tas-Socjetà hi limitata fil-każ ta' kull membru għall-ammont, jekk ikun hemm, mhux imħallas fuq l-azzjoni jew azzjonijiet li hu jkollu fis-Socjetà.

5. Il-kapital awtorizzat tas-Socjetà hu ta' £1,000 maqsum f'1,000 azzjoni ta' £1 il-wahda sottoskritti u mħallsa għal kollox u mqasma kif ġej:

Joseph Christopher Berry	450 azzjoni	£450
Dr P. Attard Montalto	450 azzjoni	£450
Josuph Hurst	100 azzjoni	£100

6. Jekk ma jkunx xort'ohra maħsub fil-kon-dizzjonijiet tal-hruġ, kull azzjoni fis-Socjetà tagħti dritt għall-vot wieħed b'dana li ebda membru ma jkollu dritt jivvota jekk is-sejhat kollha li jkollhom jiħallsu u jkunu dovuti minnu dwar l-azzjonijiet tiegħu fis-Socjetà ma jkunux ġew imħallsa.

7. Reġistru tal-membri li jkun fih l-ismijiet u l-indirizzi tal-membri u stqarrija dwar l-azzjonijiet posseduti minn kull wieħed għandu jinżamm fil-Uffiċċju Reġistrat tas-Socjetà.

8. Iż-żmien tas-Socjetà hu limitat għal hames snin mil-lum iżda għandu jiġi mġedded għal żmienijiet ohra ta' sena l-wieħed awtomatikament jekk riżoluzzjoni f'sens kuntrarju approvata minn numru ta' membri tas-Socjetà li jirrapprezentaw mill-anqas 75% tal-valur imħallas tal-kapital f'azzjonijiet ma tittehidx f'Laqgħa Generali tas-Socjetà li ssir mill-anqas sitt xhur qabel l-egħluq taż-żmien originali jew ta' xi wieħed miż-żmienijiet imġedda.

9. In-numru tal-membri tas-Socjetà hu limitat għal 50, b'dana li meta tnejn jew iktar persuni jippossedu flimkien azzjoni waħda jew iktar fis-Socjetà, huma għandhom għall-finijiet ta' dan l-artikolu jitqiesu bħala membru wieħed.

10. Ma tista' ssir ebda stedina lill-pubbliku biex jissottoskrivi azzjonijiet tas-Socjetà.

11. Dwar azzjoni posseduta minn diversi persuni flimkien, l-isem ta' wieħed biss minn dawk il-persuni għandu jiġi mdahhal fir-reġistru tal-membri, liema persuna għandha tiġi nominata mill-ko-possessuri u għandha għall-finijiet u effetti kollha titqies li tkun il-possessor ta' l-azzjoni hekk posseduta.

12. L-azzjonijiet kollha jistgħu jiġu trasferiti, b'dana li ebda sehem minn azzjoni ma jista' jifforma l-oġġett ta' trasferiment. Trasferimenti għandhom isiru bil-miktub u għandhom jiġu notifikati lill-Board tad-Diretturi miċ-ċedent.

13. Jekk membru jkun jixtieq jittrasferixxi l-azzjonijiet tiegħu jew xi sehem minnhom, ikun dmir tiegħu l-ewwelnett li joffrihom bil-valur ġust tagħhom lill-membri l-oħra kollha tas-Socjetà li jkollhom dritt jieħduhom kollha jew sehem minnhom pro rata bejniethom.

The said offer is to be made by registered post addressed to each member, who shall validly exercise the right to purchase the shares by notifying the offerer by means of a registered letter within fifteen days from the receipt of the offer.

The shares not taken up by the other members may be transferred to third parties at any price.

For the purposes of this article 'fair value' means the value of the shares as assessed by the Auditors of the Company on the basis of the last audited accounts.

Until any transfer is registered with the Company and the name of the transferee be entered in the Register of Members, the transferor shall be deemed to be the holder of the shares transferred by him.

14. The administration and management of the Company's affairs shall be entrusted to a Board of Directors consisting of not more than five and not less than two Directors to be elected by the members at a general meeting of the Company.

15. A director must be a member of the Company.

16. The Board of Directors shall elect from amongst its members a Chairman and a Secretary.

17. The first Directors of the Company shall be the said Joseph Christopher Berry and Doctor Philip Attard Montalto, and the first Chairman and Managing Director shall be the said Joseph Christopher Berry.

18. The Directors of the Company shall hold office for a period of one year from the date of nomination. A retiring Director shall be eligible for re-election.

19. A vacancy created by the removal resignation, death or incapacity of a Director shall be filled by the members at a general meeting of the Company and the person appointed Director in his stead shall be treated, for the purposes of determining the time at which he is to retire, as if he had become a Director on the day on which the person in whose place he is appointed was last appointed a Director.

20. (a) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit. The quorum necessary for the transaction of the business of the Directors shall be two. Questions arising at any meeting shall be decided by a majority of votes; in case of equality of votes the Chairman shall have a second or casting vote.

(b) Directors' Meetings shall be presided over by the Chairman; in his absence the Directors present shall choose one of their members to act as Chairman at that Meeting.

Din l-offerta ghandha ssir b'ittra registrata indirizzata lil kull membru, li ghandu jhaddem validament id-dritt li jixtri l-azzjonijiet billi jinnotifika lill-offerent b'ittra registrata fi żmien ħmista-il gurnata minn meta jirċievi l-offerta.

Dawk l-azzjonijiet li ma jittieħdux mill-membri l-oħra jistgħu jiġu trasferiti lil terzi b'kull prezz.

Għall-finijiet ta' dan l-artikolu "valur ġust" ifisser il-valur ta' l-azzjonijiet kif iffissat mill-Awdituri tas-Socjetà fuq il-bażi ta' l-aħħar kontijiet verifikati.

Sakemm trasferiment jiġi registrat mis-Socjetà u l-isem ta' ċessjonarju jiġi mdaħħal fir-Registru tal-Membri, iċ-ċedent għandu jitqies li jkun il-possessur ta' l-azzjonijiet minnu trasferiti.

14. L-amministrazzjoni u tmexxija ta' l-affarijiet tas-Socjetà għandhom jiġu fdati lil Board ta' Diretturi magħmul minn mhux iktar minn ħames u mhux inqas minn żewġ Diretturi mahtura mill-membri f'laqgħa generali tas-Socjetà.

15. Direttur jehtieg ikun membru tas-Socjetà.

16. Il-Board tad-Diretturi għandu jahtar President u Segretarju minn fost il-membri tiegħu.

17. L-ewwel Diretturi tas-Socjetà ikunu l-imsemmija Joseph Christopher Berry u Dottor Philip Attard Montalto, u l-ewwel President u Direttur Generali ikun l-istess Joseph Christopher Berry.

18. Id-Diretturi tas-Socjetà għandhom jibqgħu fil-kariga għal żmien sena mid-data tan-nomina. Direttur li jkun se jirtira jista' jiġi mahtur mill-gdid.

19. Kariga li titbattal bit-tneħhija, rizenja, mewt jew inkapaċità ta' Direttur għandha tiġi mimlija mill-membri f'laqgħa generali tas-Socjetà u l-persuna nominata Direttur minflokha għandha titqies, biex jiġi deċiż iż-żmien li fihi għandha tirtira, bħallikieku saret Direttur fil-gurnata li fiha l-persuna li hi tiġi nominata minflokha kienet giet l-aħħar nominata Direttur.

20. (a) Id-Diretturi jistgħu jiltaqgħu flimkien biex imexxu x-xogħol, jaġġurnaw u xort'oħra jirregulaw il-laqgħat tagħhom kif jidhrilhom sewwa. Il-quorum meħtieġ biex ikun jista' jsir xogħol mid-Diretturi jkun ta' tnejn. Kwistjonijiet li jinqalgħu f'laqgħa għandhom jiġu deċiżi bil-maġġoranza tal-voti; fil-każ li l-voti jiġu ndaqs il-President ikollu vot ieħor jew casting vote.

(b) Il-Laqqgħat tad-Diretturi għandhom jiġu presjeduti mill-President; jekk ma jkunx hemm id-Diretturi preżenti għandhom jgħażlu wiehed minnhom biex jagħmilha ta' President f'dik il-Laqqgħa.

21. The Board of Directors shall have the power:—

(a) to bind the Company in favour of third parties and third parties in favour of the Company in all matters not expressly reserved for the decision of a General Meeting.

(b) to call upon members for the payment of any monies unpaid on their shares.

(c) to convene at any time a General Meeting of the Company.

(d) to recommend the payment of dividends.

(e) In general, to transact all business, sign all deeds and generally exercise all powers vested in the Company and to represent the Company in all matters excepting such as are expressly reserved for the decision of the General Meeting.

22. The Board of Directors shall cause proper books of account to be kept according to Law. The books of account shall be kept at the registered office of the Company or at such place or places in Malta as the Directors may decide from time to time.

23. Deeds of whatsoever nature engaging the Company and all other documents purporting to bind the Company including Bank documents, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by the Secretary and any one of the Directors.

24. Any one Director shall represent the Company in judicial proceedings provided that no judicial proceedings may be instituted by the Company without the Board's authority.

25. An annual General Meeting shall be held once in every year and within three months of the closing of the annual accounts for the purpose of considering the Profit and Loss Accounts, the Balance Sheet and the Auditor's Report, as well as for sanctioning dividends. All other General Meetings shall be called Extraordinary General Meetings.

26. The Directors may call an Extraordinary General Meeting whenever they consider it in the interest of the Company so to do and the Directors must call such meeting if a written request is made to them by a number of members of the Company holding between them not less than one third of the paid up capital of the Company. The said request must specify the matter to be placed before the General Meeting. If the Board of Directors fail to convene the General Meeting within fourteen days of being required to do so, the requisitioner may himself convene the meeting and such meeting shall be convened in the same manner as that in which meeting are to be convened by the Directors.

27. Seven days' notice in writing shall be given to members of the holding of a General

21. Il-Board tad-Diretturi jkollu s-setgħa:

(a) li jorbot lis-Socjetà mat-terzi u lit-terzi mas-Socjetà f'kull haġa li mhix espressament imhollija għad-deċiżjoni ta' Laqgħa Generali.

(b) li jagħmel sejħat lill-membri għall-hlas ta' flus mhux imħallsa fuq l-azzjonijiet tagħhom.

(c) li jsejjaħ f'kull żmien Laqgħa Generali tas-Socjetà.

(d) li jirrikmanda l-hlas ta' dividendi.

(e) In ġenerali, li jagħmel kull negozju, jif-firma kull att u in ġenerali li jhaddem is-setgħat kollha mogħtija lis-Socjetà u li jirrappreżenta lis-Socjetà f'kull haġa li mhix espressament imhollija għad-deċiżjoni tal-Laqgħa Generali.

22. Il-Board tad-Diretturi għandu jara li jinżammu kotba tal-kontijiet sewwa skond il-liġi. Il-kotba tal-kontijiet għandhom jinżammu f'uffiċċju registrat tas-Socjetà jew f'dak il-post jew postijiet f'Malta kif id-Diretturi jistgħu minn żmien għal żmien jiddeċidu.

23. Atti ta' kull xorta li jorbtu lis-Socjetà u kull dokument ieħor li jkun jidher li jorbot lis-Socjetà inklużi dokumenti tal-Bank, cheques, obligazzjonijiet, tratti, kambjali u titoli oħra negozjabbli u kull riċevuti għal flus imħallsa lis-Socjetà għandhom jiġu ffirmati, mahruġa, aċċetati, ġirati, jew xort'oħra esegwiti skond il-każ mis-Segretarju u minn wieħed mid-Diretturi.

24. Direttur għandu jirrappreżenta lis-Socjetà fi proċeduri ġudizzjarji b'dana li ebda proċeduri ġudizzjarji ma jistgħu jinbdew mis-Socjetà mingħajr l-awtorità tal-Board.

25. Għandha ssir Laqgħa Generali tas-sena kull sena u fi żmien tliet xhur mill-egħluq tal-kontijiet tas-sena biex jiġu eżaminati l-Kontijiet tal-Qliegħ u Telf, il-Karta Bilanċjali u r-Rapport ta' l-Awdituri, kif ukoll biex jiġu approvati dividendi. Il-Laqgħat Generali l-oħra kollha għandhom jissejju Laqgħat Generali Straordinarji.

26. Id-Diretturi jistgħu jsejju Laqgħa Generali Straordinarja kull meta jidhrilhom li jkun f'interess tas-Socjetà li jagħmlu hekk u d-Diretturi għandhom isejju laqgħa bħal din jekk issirilhom talba bil-miktub minn numru ta' membri tas-Socjetà li jippossedu bejniethom mhux inqas minn terz tal-kapital imħallas tas-Socjetà. Din it-talba għandha ssemmi l-kwistjoni li tkun se titressaq quddiem il-Laqgħa Generali. Jekk il-Board tad-Diretturi jonqsu li jsejjaħ il-Laqgħa Generali fi żmien erbatax-il gurnata minn meta jiġi mitlub biex jagħmel hekk, min jagħmel it-talba jista' jsejjaħ il-laqgħa hu stess u dik il-laqgħa għandha tiġi msejjaħ bil-istess mod li bih il-laqgħat għandhom jiġu msejjaħ mid-Diretturi.

27. Sebat ijiem qabel għandu jinġhata lill-membri avviz bil-miktub li tkun se ssir Laqgħa

Meeting. The said notice shall specify the place, the day and the hour of meeting and the general nature of the business to be discussed.

28. No business shall be transacted at a General Meeting other than that stated in the notice convening it and unless a quorum of shareholders is present when the meeting proceeds to business. Until such time as the members of the Company shall not be more than three, two members present personally or by proxy shall be a quorum. If the members of the Company are more than three, half the number of the members plus one present personally or by proxy shall be a quorum.

29. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for the holding of same, the members present shall choose another Director to preside at the Meeting.

30. Decisions upon the following matters shall be taken by a General Meeting of the Company:—

(a) Approval of the Annual Balance Sheet and Profit and Loss Account and the Auditors' Report.

(b) Declaration of Dividends which however must in no case exceed the amount, if any, recommended by the Board of Directors.

(c) Alterations, revocations and additions to any of the Articles of this Agreement.

(d) Increase or reduction of capital.

(e) Appointment and removal of the Directors and Auditors of the Company.

(f) Fixing the remuneration payable to the Directors and to the Auditors of the Company.

(g) In general the decision on all questions which in terms of this Agreement are reserved to the General Meeting of the Company or which the Board of Directors may place before it.

Provided that no decision taken by the General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that decision had not been taken.

30. Unless anything to the contrary is contained in this Agreement resolutions placed before a General Meeting shall be deemed to have been validly carried if consented to by a majority of the voting rights of the Company; in case of an equality of votes, the Chairman shall have a second or casting vote.

31. Amendments, alterations and/or revocations of any of the Articles of this Agreement and any addition thereto shall be deemed to have been validly carried at a General Meeting if agreed to by a number of members whose combined holdings represent at least two thirds of the subscribed capital of the Company.

Generali. Dan l-avviż għandu jsemmi l-post, il-gurnata u l-hin tal-laqgħa u x-xorta ġenerali tax-xogħol li jkun se jiġi diskuss.

28. Ebda xogħol ma jista' jsir f'Laqgħa Ġenerali hliet dak imsemmi fl-avviż li jsejnhilha u jekk ma jkunx hemm quorum ta' azzjonisti preżenti meta l-laqgħa tgħaddi biex tibda x-xogħol. Sakemm il-membri tas-Socjetà ma jkunux iktar minn tlieta, żewġ membri preżenti personalment jew bi prokura jiffurmaw quorum. Jekk il-membri tas-Socjetà ikunu iżjed minn tlieta, nofs in-numru tal-membri u wiehed preżenti personalment jew bi prokura jiffurmaw quorum.

29. Il-President tal-Board tad-Diretturi għandu jippresjedi kull Laqgħa Ġenerali, iżda jekk f'xi laqgħa il-President ma jkunx preżenti fi żmien hmistax-il minuta wara l-hin fissat biex tinżamm il-laqgħa, il-membri preżenti għandhom jgħażlu Direttur ieħor biex jippresjedi f'dik il-laqgħa.

30. Deċiżjonijiet dwar il-kwistjonijiet li ġejjin għandhom jittiehdu minn Laqgħa Ġenerali tas-Socjetà;

(a) Approvazzjoni tal-Karta Bilanċjali tas-Sena u tal-Kont tal-Qliegħ u Telf u tar-Rapport ta' l-Awdituri.

(b) Dikjarazzjoni ta' dividendi li iżda f'ebda każ ma jistgħu jkunu ikbar mill-ammont, jekk ikun hemm, rakkomandat mill-Board tad-Diretturi.

(c) Tibdil, thassir u zjidiet għall-Artikoli ta' dan il-Ftehim.

(d) Żjieda jew tnaqqis fil-kapital.

(e) Nomina u tnehhija tad-Diretturi u Awdituri tas-Socjetà.

(f) Fissar tal-kumpens li għandu jithallas lid-Diretturi u l-Awdituri tas-Socjetà.

(g) In ġenerali d-deċiżjoni dwar kull kwistjoni li skond dan il-Ftehim hi mħollija għal-Laqgħa Ġenerali tas-Socjetà jew li l-Board tad-Diretturi jista' jressaq quddiemha.

B'dana li ebda deċiżjoni mehuda mil-Laqgħa Ġenerali ma thassar xi att li jkun sar qabel mill-Board tad-Diretturi li kien ikun validu li kieku dik id-deċiżjoni ma kinetx ittiehdet.

30. Safejn ma hemm xejn kuntrarju f'dan il-Ftehim riżoluzzjonijiet mressqa quddiem Laqgħa Ġenerali għandhom jitqiesu li jkunu ġew mgħoddija validament jekk jiġu approvati bil-maġġoranza tad-drittijiet tal-voti tas-Socjetà; fil-każ li l-voti jiġu ndaqs, il-President ikollu vot ieħor jew casting vote.

31. Emendi, tibdil u/jew thassir ta' l-Artikoli ta' dan il-Ftehim u kull żjieda għalih għandhom jitqiesu li jkunu jew mgħoddija validament f'Laqgħa Ġenerali jekk jiġu approvati minn numru ta' membri li l-azzjonijiet posseduti minnhom flimkien jirrapprezentaw mill-anqas żewġ terzi tal-kapital sottoskritt tas-Socjetà.

32. At least once in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet and Profit and Loss Account ascertained by the Auditors of the Company.

33. The Bankers of the Company shall be Messrs B. Tagliaferro & Sons and/or any other Bankers as the Directors may from time to time determine.

In witness whereof the said parties have hereunto set their hands in Valletta, Malta on this tenth day of November, 1964.

(Signed) J. C. Berry,
Philip Attard Montalto,
Joseph Hurst.

(Signed) Not Dr P. Pullicino,
Witness to signature of J. C. Berry
and Dr P. Attard Montalto.

(Signed) E. Borg,
Notary Dr P. Pullicino.

Certified true copy of the original enrolled in my Records on the 2nd day of December, 1964.

This 9th day of December, 1964.

(Signed) Paul Pullicino,
Notary Public, Malta.

Registry of Her Majesty's Superior Courts, this 10th day of December, 1964.

ANT. TONNA,
Dep. Registrar.

32. Għall-inqas darba fis-sena l-kontijiet tas-Socjetà għandhom jiġu eżaminati u l-korrettezza tal-Karta Bilanċjali u tal-Kont tal-Qliegħ u Telf verifikata mill-Awdituri tas-Socjetà.

33. Il-Bankiera tas-Socjetà ikunu Messrs B. Tagliaferro & Sons u/jew Bankiera oħra kif id-Diretturi jistgħu minn żmien għal żmien jiddeċidu.

B'xiehda ta' dan l-istess partijiet iffirmax fil-Belt Valletta, Malta, il-lum għaxra ta' Novembru, 1964.

(Iffirmati) J.C. Berry,
Philip Attard Montalto,
Joseph Hurst.

(Iffirmati) Not. Dr P. Pullicino xhud tal-firm ta' J.C. Berry u Dr P. Attard Montalto.

(Iffirmati) E. Borg,
Nutar Dr P. Pullicino.

Kopja vera ta' l-original imdahhal fl-att, tiegħi tat-2 ta' Diċembru, 1964.

Il-lum 9 ta' Diċembru, 1964.

(Iffirmati) Paul Pullicino,
Nutar Pubbliku, Malta.

Registru tal-Qrati Superjuri tal-Maestà Tagħha r-Regina, il-lum 10 ta' Diċembru, 1964.

ANT. TONNA,
Dep. Registratur.

{ 101 }

Traduzzjoni

BY MINUTE filed this day in Her Majesty's Commercial Court, Notary Dr George Cassar produced the following document for publication in accordance with and for the purposes of the Commercial Code:

This 7th day of November, 1964.

By virtue of this instrument under private signature, which is being entered into for all intents and purposes of Law:

1. Philip Oreste Gatt, son of Paul and Maryanne née Micallef.

2. Adrian Busietta, son of William and Evelyn née Casolani.

3. Lawrence Cassar Desain, son of the late Marquis James and Evelyn née Cassar Torreggiani.

4. Gerard Joseph Wirth, son of Edgar and Dolores née Debono.

form and constitute between the a Limited Liability Company under the Laws of Malta, and under the terms and conditions hereunder stipulated:—

B'NOTA pprezentata l-lum fil-Qorti tal-Kummerċ tal-Maestà Tagħha, in-Nutar Dr George Cassar għieb id-dokument hawn taht miktub biex jiġi pubblikat skond il-fehma u r-rieda tal-Kodiċi tal-Kummerċ:

Il-lum 7 ta' Novembru, 1964.

Bis-saħħa ta' din il-kitba privata, li qed issir għall-finijiet u effetti kollha tal-liġi:

1. Philip Oreste Gatt, bin Paul u Maryanne née Micallef,

2. Adrian Busietta, bin William u Evelyn née Casolani,

3. Lawrence Cassar Desain, bin il-mejjet Markiż James u Evelyn née Cassar Torreggiani,

4. Gerard Joseph Wirth, bin Edgar u Dolores née Debono,

iwaqqfu u jikkostitwixxu bejniethom Socjetà Anonima skond il-liġijiet ta' Malta, u bil-pattijiet u kondizzjonijiet hawn taht stipulati:

1. The name of the Company shall be "Real Estates (Malta) Limited".

2. The registered office of the company shall be situated in Malta at 35 South Street, Valletta or any other place or address as the Board of Directors may from time to time determine.

3. The object for which the Company is being constituted are:—

(a) To promote investment and commercial enterprise and speculation in immovable property;

(b) To purchase, take on lease, and acquire under whatsoever title, moveable and immovable property for purposes of investment, capital and commercial speculation as well as to sell or dispose of such property under whatsoever title for the same purpose.

(c) To carry on business in general as may in the opinion of the Board of Directors be conducive to or ancillary to the objects of this company.

(d) To develop any site or property acquired by the company, for purposes of investment or commercial speculation.

(e) To borrow and secure the payment of money in such a manner as the Board of Directors deem fit for the attainment of the objects as well as hypothecate or mortgage the property of the company.

(f) To do all such other things as are incidental or conducive to the attainment of these objects.

4. The liability of the shareholders is limited to the amount of shares allotted to everyone of them.

5. The share capital of the company is £10,000 (ten thousand pounds), divided into 10,000 ordinary shares of £1 (one pound) each.

(a) The initial issued capital of the company is £400 (four hundred pounds), divided into four hundred shares of £1 (one pound) each, ordinary shares of which are being issued, allotted and subscribed for by the under signed as follows

Philip Oreste Gatt	...	...	100 Shares.
Adrian Busietta	...	...	100 Shares.
Lawrence Cassar Desain	...	...	100 Shares.
Gerard Joseph Wirth	...	...	100 Shares.

(b) Any original shares for the time being unissued, and any new shares from time to time to be created, shall before they are issued, be offered to the undersigned in proportion as nearly as may be, to the number of shares held by each. Such offer shall be made by a notice in writing specifying the period within which the offer is to be accepted. The Directors shall be free to dispose of such shares which are offered, either on refusal by the particular member of the offer, or after the expiry of the period mentioned in the notice.

1. L-isem tas-Socjetà ikun "Real Estates (Malta) Limited.

2. L-uffiċċju registrat tas-socjetà ikun f'Malta f'35 Triq Nofsinar, il-Belt Valletta jew f'kull post jew indirizz ieħor kif il-Board tad-Diretturi jista' minn żmien għal żmien jiddecidi.

3. L-iskopijiet li għalihom qed tiġi mwaqqfa s-Socjetà huma:

(a) Li tippromwovi investiment, impriża kummerċjali u spekulazzjoni fi proprjetà immobili;

(b) Li tixtri, tieħu b'ċens u takkwista b'kull titolu, proprjetà mobbli u immobbli għall-finijiet ta' investiment, kapital u spekulazzjoni kummerċjali kif ukoll li tbiegħ jew tiddisponi minn dik il-proprjetà b'kull titolu għall-istess fini.

(c) Li tmexxi negozju in ġenerali li jista' fil-fehma tal-Board tad-Diretturi jkun iwassal jew ancillari għall-iskopijiet ta' din is-socjetà.

(d) Li tisviluppa kull art jew proprjetà akkwistata mis-socjetà, għall-finijiet ta' investiment jew spekulazzjoni kummerċjali.

(e) Li tissellef u tassigura l-hlas ta' flus b'dak il-mod li l-Board tad-Diretturi jidherlu sewwa biex jintlahqu l-iskopijiet kif ukoll li tipoteka jew tirhan il-proprjetà tas-socjetà.

(f) Li tagħmel dawk l-affarijiet oħra kollha li huma incidentali jew li jwasslu biex jintlahqu dawn l-iskopijiet.

4. Ir-responsabbiltà ta' l-azzjonisti hi limitata għall-ammont ta' l-azzjonijiet imqasma lil kull wieħed minnhom.

5. Il-kapital f'azzjonijiet tas-socjetà, hu ta' £10,000 (għaxart elef lira), maqsum f'10,000 azzjoni ordinarja ta' £1 (lira) il-wahda.

(a) Il-kapital mahruġ tal-bidu tas-Socjetà hu ta' £400 (erba' mitt lira), maqsum f'erba' mitt azzjoni ta' £1 (lira) il-wahda, azzjonijiet ordinarji li qed jiġu mahruġa, mqasma lil u sottokritti minn l-hawn taht iffirmati kif ġej:

Philip Oreste Gatt	...	...	100 Azzjoni.
Adrian Busietta	...	...	100 Azzjoni.
Lawrence Cassar Desain	...	...	100 Azzjoni.
Gerard Joseph Wirth	...	...	100 Azzjoni.

(b) Azzjonijiet oriġinali fiż-żmien li jkun mhux mahruġa, u azzjonijiet godda li minn żmien għal żmien jinholqu, għandhom qabel ma jinharġu jiġu offerti lill-hawn taht iffirmati kemm jista' jkun fil-proporzjon tan-numru ta' azzjonijiet li kull wieħed minnhom ikollu. Dik l-offerta għandha ssir b'avviż bil-miktub li jsemmi ż-żmien li fih l-offerta għandha tiġi aċċettata. Id-Diretturi jkunu hielsa li jiddisponu minn dawk l-azzjonijiet li jiġu offerti, wara li l-offerta tiġi rifjutata minn membru partikulari jew f'egħluq iż-żmien imsemmi fl-avviż.

(c) Shares are transferable on death of the shareholders in terms of law; if there is more than one heir, the Company may insist that the relative heirs appoint one person to represent their interests in the Company, and until such is done they shall not be recognised individually as shareholders, but the shares shall be considered as appertaining to the estate of the deceased.

(d) Shares may be transferable inter vivos only with the consent of the Board of Directors, who shall first offer such shares as stated in para. (b) of this section to the shareholders, and shall be divided equally between those who accept to acquire such shares, either at the price quoted or at one to be fixed by independent auditors who shall base their assessment on the last audited yearly accounts of the Company. If none of the shareholders agree to acquire the said shares, then, the shareholder intending to dispose of his shares may do so to third parties, and the Directors may not in this case withhold their consent.

6. The company is being formed for an initial period of ten years, automatically renewable unless the Company in general meeting otherwise decides in a meeting to be held for that purpose at least three months prior to the expiration of the initial period.

7. The business of the company shall be transacted, managed, and directed by a Board of Directors, which until otherwise determined by the Company in general meeting, shall consist of not less than three and not more than ten Directors.

8. The Directors shall be elected to the Board at the annual general meeting of the Company, or at any other general meeting called for the purpose in case of vacancy of the Board for whatever reason, and shall hold office for a period of two years and are eligible for re-election after that period.

9. The Board of Directors shall have the power, subject to para. (b) of this article:—

(a) To appoint from amongst them a Managing Director to look after the interests of the company, and who shall have all such powers as may be delegated to him by the Board of Directors, who in fact may delegate to him all the powers entrusted to the Board by this agreement or the general meeting.

(b) To bind the Company in favour of third parties, and third parties in favour of the Company, for the attainment of the objects of the Company, in all such matters which are not expressly reserved for the decision of a general meeting by these articles.

(c) To call upon members for payment of any monies unpaid on their shares under such conditions as they deem necessary, provided thirty (30) days notice at least is given of each Call.

(c) Meta jmut azzjonist l-azzjonijiet jiġu trasferiti skond il-liġi; jekk ikun hemm iżjed minn werriet wiehed is-Socjeta' tista' tinsisti li l-werrieta relattivi jinnominaw persuna biex tirrappreżenta l-interessi tagħhom fis-Socjeta', u sakemm dan isir huma ma jiġux magħrufa individwalment bhala azzjonisti, iżda l-azzjonijiet jitqiesu li jappartjenu għall-patrimonju tal-mejjet.

(d) Azzjonijiet jistgħu jiġu trasferiti inter vivos biss bil-kunsens tal-Board tad-Diretturi, li għandu l-ewwel joffri dawk l-azzjonijiet kif jingħad fil-para. (b) ta' dan l-artikolu lill-azzjonisti, u għandhom jiġu mqasma ndaqs bejn dawk li jaċċettaw li jakkwistaw dawk l-azzjonijiet, jew bil-prezz mitlub jew bi prezz iffissat minn awdituri indipendenti li għandhom jibbażaw il-valutazzjoni tagħhom fuq l-aħħar kontijiet tas-sena verifikati tas-Socjeta'. Jekk ħadd mill-azzjonisti ma jaqbel li jakkwista dawk l-azzjonijiet, allura, l-azzjonist li jkun biħsiebu jiddisponi mill-azzjonijiet tiegħu jista' jiddisponi minnhom lil terzi, u d-Diretturi ma jistgħux f'dan il-każ wa jagħtux il-kunsens tagħhom.

6. Is-socjeta' qed tiġi mwaqqfa għal żmien tal-bidu ta' għaxar snin, li jiġgedded awtomatikament sakemm is-Socjeta' f'laqgħa ġenerali ma tiddeċidix xort'ohra f'laqgħa li ssir għaldaqshekk mill-anqas tliet xhur qabel l-eġhluq taz-żmien tal-bidu.

7. In-negozju tas-socjeta' għandu jsir, jiġi mmexxi u dirett mill-Board tad-Diretturi, li sakemm jiġi xort'ohra deċiż mis-Socjeta' f'laqgħa ġenerali, ikun magħmul minn mhux inqas minn tliet u mhux iktar minn għaxar Diretturi.

8. Il-membri tal-Board tad-Diretturi għandhom jiġu maħtura fil-laqgħa ġenerali tas-sena tas-Socjeta', jew f'laqgħa ġenerali msejja għaldaqshekk fil-każ li għal xi raġuni li tkun ikun hemm kariga battala fil-Board, u għandhom jibqgħu fil-kariga għal żmien sentejn u wara dak iż-żmien ikunu jistgħu jiġu maħtura mill-ġdid.

9. Il-Board tad-Diretturi jkollu s-setgħa, bla hsara għall-para. (b) ta' dan l-artikolu:—

(a) Li jinnomina minn fost il-membri tiegħu Direttur Ġenerali biex jiehu hsieb l-interessi tas-socjeta', u li jkollu dawk is-setgħat kollha li jistgħu jiġu delegati lill-Board tad-Diretturi, li fil-fatt jista' jiddelegalu s-setgħat kollha f'dati lill-Board b'dan il-ftehim jew mill-laqgħa ġenerali.

(b) Li jorbot lis-Socjeta' mat-terzi u lit-terzi mas-Socjeta', biex jintlaħqu l-iskopijiet tas-Socjeta', f'kull haġa li mhux b'dawn l-artikoli espressament imħollija għad-deċiżjoni ta' laqgħa ġenerali.

(c) Li jagħmel sejhat lil-membri għall-flus ta' flus mhux imħallsa fuq l-azzjonijiet tagħhom b'dawk il-kondizzjonijiet li hu jidhirlu sewwa, b'dana li jingħata avviz ta' kull sejha mill-anqas tletin (30) gurnata qabel.

(d) To convene at any moment a general meeting of the Company.

(e) To recommend the payment of dividends which can never exceed the net profits of the Company.

(f) To represent legally the Company in all its interests.

(g) The Managing Director of the Company shall represent the Company in all judicial proceedings.

10. The Directors are to meet at least once a month, when prepared minutes of the meeting are to be kept and signed by all Directors present.

11. The quorum at Board meetings shall be of three Directors. Each Director is entitled to one vote and decisions shall be arrived at on a majority of votes; in case of equality the Chairman has also the casting vote.

12. Documents purporting to bind the Company as well as deeds, Bank documents, cheques, promissory notes as well as other negotiable instruments shall be signed by the Managing Director or any other person or persons as the Board of Directors may from time to time determine.

13. The first Board of Directors of the Company shall be:—

Adrian Busietta	Chairman.
Philip Oreste Gatt	Managing Director.
Lawrence Cassar Desain	Secretary.
Gerard Joseph Wirth	Director.

14. A general meeting of shareholders shall be held at least once a year on the 31st March or within a month of this date, for purpose of considering the Profit and Loss Account, Balance Sheet, Auditors' Report, as well as consideration and determination of dividends as recommended by the Board. A notice of any general meeting shall be given to all shareholders including an agenda to be transacted, at least fifteen days prior to the holding of such meeting.

15. A quorum at general meetings shall be of a number of shareholders representing at least 60% of the share capital of the Company.

16. Each share shall carry one vote at general meetings and all decisions not affecting the amendment or alteration of this instrument, or not concerning the renewal or non-renewal of the Company's duration, shall be carried by a majority of votes of shareholders legally present or represented.

17. Each shareholder may appoint a proxy to represent him at general meetings or at the Board meetings if he happens to be a member of the Board of Directors, with powers in vote.

(d) Li jsejjah f'kull żmien laqgħa ġenerali tas-Socjetà.

(e) Li jirrikmanda l-flas ta' dividendi li qatt ma jistgħu jkunu ikbar mill-qliegħ nett tas-Socjetà.

(f) Li jirrapprezenta legalment lis-Socjetà fil-interessi kollha tagħha.

(g) Id-Direttur Ġenerali tas-Socjetà għandu jirrapprezenta lis-Socjetà fil-proċeduri ġudizzjarji kollha.

10. Id-Direturi għandhom jiltaqgħu mill-anqas darba fix-xahar, meta għandhom jinżammu minuti tal-laqgħa u jiġu ffirmati mid-Diretturi kollha preżenti.

11. Il-quorum tal-laqgħat tal-Board ikun ta' tliet Diretturi. Kull Direttur ikollu dritt għal vot wiehed u decizjonijiet għandhom jittiehdu bil-maġġoranza tal-voti; fil-każ li l-voti jiġu ndaq il-President ikollu wkoll casting vote.

12. Dokumenti li jkunu jidhru li jorbtu lis-Socjetà kif ukoll atti, dokumenti tal-Bank, cheques, obligazzjonijiet kif ukoll titoli oħra negozjabbli għandhom jiġu iffirmati mid-Direttur Ġenerali jew minn kull persuna jew persuni oħra kif il-Board tad-Direturi jista' minn żmien għal żmien jiddecidi.

13. L-ewwel Board tad-Diretturi tas-Socjetà ikun:

Adrian Busietta	President
Philip Oreste Gatt	Direttur Ġenerali
Lawrence Cassar Desain	Segretarju
Gerard Joseph Wirth	Direttur.

14. Laqgħa ġenerali ta' l-azzjonisti għandha ssir mill-anqas darba fis-sena fil-31 ta' Marzu jew fi żmien xahar minn din id-data, biex jiġu eżaminati l-Kont tal-Qliegħ u Telf, il-Karta Bilanċjali, ir-Rapport ta' l-Awdituri, kif ukoll biex jiġu eżaminati u decizi d-dividendi kif rakkomandati mill-Board. Avviż ta' laqgħa ġenerali li jinkludi agenda tax-xogħol li jkun se jsir fiha għandu jingħata lill-azzjonisti kollha mill-anqas hmistax-il ġurnata qabel ma tinżamm il-laqgħa.

15. Quorum fil-laqgħat ġenerali jkun numru ta' azzjonisti li jirrapprezentaw mill-anqas 60% tal-kapital f'azzjonijiet tas-Socjetà.

16. Kull azzjoni tagħti dritt għal vot wiehed fil-laqgħat ġenerali u d-decizjonijiet kollha li ma jġibux emenda jew tibdil f'dan l-att, jew li ma għandhomx x'jaqsmu mat-tigdid jew le taż-żmien tas-Socjetà, għandhom jiġu mgħoddija b'maġġoranza tal-voti ta' l-azzjonisti legalment preżenti jew rappreżentanti.

17. Kull azzjonist jista' jinnomina prokuratur biex jirrapprezentah f'laqgħa ġenerali jew fil-laqgħat tal-Board jekk hu jinzerta jkun membru tal-Board tad-Diretturi, b'setgħa li jivvota.

18. Any amendment, alteration, addition or revocation of any of the articles to this agreement shall be deemed to be validly carried at a general meeting, if agreed to by a number of shareholders representing at least 75% of the issued share capital of the Company.

19. Proper books of account shall be kept and all accounts shall be closed on the 31st March of each year, and which accounts shall be regularly audited by the Company's auditors.

20. On winding up of the Company a liquidator shall be appointed by the Directors, to dispose of the assets, and pay creditors, of the Company to the best advantage of the shareholders. Any surplus to be divided among the shareholders according to the number of shares held by each.

21. For other conditions not contemplated in this agreement the parties make express reference to Ordinance No. X of 1962 which regulates commercial partnerships, and in so far as it applies to Limited Liability Companies.

22. The Company reserves the right to become a Public Limited Liability Company in future, if so decided by the number of shareholders representing 75% of the issued share capital, in a general meeting convened for the purpose.

23. A number of shareholders representing 40% of the issued capital may at any time demand the calling of a general meeting to discuss a particular item which they shall put down in writing. Such demand is to be made to the Board of Directors, who shall call such meeting within fifteen days from the receipt of such demand.

(Signed) Philip O. Gatt
G. J. Wirth
L. C. Desain
Adrian Busietta.

7th November, 1964.

(Signed) Jos. M. Fenech
Not. George Cassar

This is a true copy of the original enrolled in a deed in my records of the 21st November, 1964. This 23rd day of November, 1964.

(Signed) Notary George Cassar.

Registry of Her Majesty's Superior Courts, this 28th day of November, 1964.

J. BRIMMER,
Dep. Registrar.

18. Emendi, tibdil, żjdidiet jew thassir ta' l-artikoli ta' dan il-ftehim għandhom jitqiesu li jkun għew mgħoddija validament f'laqgħa ġenerali, jekk jiġu approvati minn numru ta' azzjonisti li jirrappreżentaw mill-anqas 75% tal-kapital f'azzjonijiet mahruġa tas-Socjetà.

19. Għandhom jinżammu kotba tal-kontijiet sewwa u l-kontijiet kollha għandhom jingħalqu fil-31 ta' Marzu ta' kull sena, u għandhom jiġu regolarment verifikati mill-awdituri tas-Socjetà.

20. Meta jsir stralc tas-Socjetà għandu jiġi nominat stralcjarju mid-Diretturi biex jiddisponi mill-attiv u jhallas il-kredituri tas-Socjetà għall-aħjar vantaġġ ta' l-azzjonisti. Kull ma jibqa' żejjed għandu jiġi mqassam fost l-azzjonisti skond in-numru ta' azzjonijiet li kull wiehed ikollu.

21. Għall-kondizzjonijiet oħra mhux kontemplati f'dan il-ftehim il-partijiet jagħmlu riferenza espressa għall-Ordinanza Nru. X ta' l-1962 li tirregula s-socjetajiet kummerċjali u safejn tapplika għas-socjetajiet anonimi.

22. Is-Socjetà tirrizerva d-dritt li 'l quddiem issir Socjetà Anonima Pubblika, jekk jiġi hekk deċiż minn numru ta' azzjonisti li jirrappreżentaw il-75% tal-kapital f'azzjonijiet mahruġ f'laqgħa ġenerali msejha għaldaqshek.

23. Numru ta' azzjonisti li jirrappreżentaw l-40% tal-kapital mahruġ jistgħu f'kull żmien jitolbu li tiġi msejha laqgħa ġenerali biex tiġi diskussa xi kwistjoni partikulari li huma għandhom isemmu bil-miktub. Din it-talba għandha ssir lill-Board tad-Diretturi li għandhom isejhu l-laqgħa fi żmien hmistax-il gurnata minn meta jircievu dik it-talba.

(Iffirmati) Philip O. Gatt
G. J. Wirth
L. C. Desain
Adrian Busietta.

7 ta' Novembru, 1964.

(Iffirmati) Jos. M. Fenech
Nut. George Cassar.

Kopja vera ta' l-original imdahhal fl-atti tiegħi tal-21 ta' Novembru, 1964. Il-lum 23 ta' Novembru, 1964.

(Iffirmat) Nut. George Cassar.

Registru tal-Qrati Superjuri tal-Maestà Tagħha r-Regina, il-lum 28 ta' Novembru, 1964.

J. BRIMMER,
Dep. Registratur.

RIVEDUT—JANNAR, 1965

REVISED—JANUARY, 1965

DIPARTIMENT TA' L-INFORMAZZJONI — MALTA
DEPARTMENT OF INFORMATION—MALTA

PUBBLIKAZZJONIJIET UFFIĊJALI
OFFICIAL PUBLICATIONS

Air Transport Licensing Authority —Verbatim Report of Inquiry into application by Malta Met- ropolitan Airlines Ltd, Oc- tober 1963	£5 5s 0d	Labour Government Progress Report 1955 (English)	6d
Approved Estimates 1962/63	8s 0d	Labour Government Progress Report 1955 (Maltese)	6d
Approved Estimates 1963-64	8s 0d	Labour Government Progress Report 1956/57	1s 0d
Approved Estimates 1964-65	8s 0d	Malta Financial Report 1962/63	8s 0d
Carriageway Markings	3d	Malta Financial Report 1962/63	8s 0d
Colonial Regulations, Part I	1s 6d	Malta Police Salaries Commission 1961	1s 6d
Colonial Regulations, Part II	3s 6d	Medical Services Commission, Re- port of (1957)	3s 3d
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