



STATUTE

of the

Malta Remote Gaming Council

Version 6

Prepared by the Management Board

10th December 2007

Statute of the Malta Remote Gaming Council

Article 1 – Name

The Council shall be known as the **MALTA REMOTE GAMING COUNCIL**, 'hereinafter referred to as MRGC'.

Article II – Address

The official address of the Council shall be:

42, Triq Santu Rokku, B'Kara, Malta

or at such other address as may be determined by the Management Board from time to time.

Article III - Principal Aims

The principal aims of the Council shall be:

1. To provide a forum for discussion within the Remote Gaming Industry in Malta, thereby enabling licensees to use their collective experience to meet new challenges;
2. The attainment of the highest possible levels of sustainable development within the Remote Gaming Industry;
3. To act as the voice of the industry and to provide input towards all issues relevant to the Remote Gaming Industry including regulatory matters, technical standards and benchmarking;
4. To promote fair and responsible gaming;
5. To establish and promote trade guidelines and practices that enhance consumer confidence;
6. To assist and make recommendations to the relative authorities in conducting arrangements involving the organisation of any programme or information campaign, with the aim of combating irresponsible or illegal gaming, or gaming by under aged persons;
7. To build credibility in the Remote Gaming Industry;
8. To generally promote and enhance the industry;

Article IV – Status and Powers

1. The Council shall be an autonomous body with a distinct legal personality and shall be capable of entering into contracts of any nature, of acquiring, holding and disposing of property whether movable or immovable by any title; with full borrowing powers and of doing all such things and entering into such obligations and transactions as are incidental and/or conducive to its proper functions.
2. The Council shall act on its own initiative.
3. The Council shall have power to set up standing and ad hoc committees and such committees shall be consulted by the Council on all those issues which the Council may, at its discretion, refer to them. Representative/s of the board will always form part of such committees and will chair the meetings.
4. The Council's activities shall include:
 - Representing the common interest of the Council members;
 - Lobbying;
 - Developing codes of practice;
 - Disseminating information of interest to the Council members.
5. Without prejudice to its autonomy, the Council may collaborate with other entities at a national or international level in furtherance of its aims and objectives.
6. The Council shall in general, subject to the provisions of the statute, regulate its own proceedings.
7. Other than to the extent and for the purposes laid down in this statute, the Council shall be legally and functionally independent of the relative authorities.
8. The Council shall be a non –profit organisation and any surplus funds shall be re-invested towards the better attainment of its objectives.
9. No surplus funds may be paid to any Council member although members providing a professional service to the Council may be paid for such services upon the production of a valid invoice.
10. Should, for any reason, the Council be disbanded, any assets of the Council shall be donated to such local philanthropic organisation to be decided upon by the members at the final general meeting.

Article V - Legal Representation

1. The legal representation of the Council shall be vested in the Chairperson and the General Secretary of the Board acting jointly or in such other person or persons as the Board may, from time to time determine.
2. The General Secretary shall be responsible for the day to day administration of the Council and shall act under the direction of the Board.

Article VI – Membership of the Council

1. All remote gaming operators having a Remote Gaming Licence, or companies holding a letter of intent under the Remote Gaming Regulations 2004, and any subsequent amendments of the law, and ancillary support services providers directly related to the remote gaming industry in Malta, can be members of the Council.
2. Every gaming operator and every support service provider shall be entitled to nominate one person to represent it on the Council.

There shall be two levels of memberships. Level 1 for operators and Level 2 for service providers. The membership fee for Level 1 shall be that of Lm300 for each member and Lm 200 for each member of Level 2.

The management board shall be empowered to establish a fund, the purpose of which would be to provide financial backing for actions supporting the objectives and causes of the gaming industry in Malta. Prior to establishing such a fund the management board shall present a white paper outlining a formal framework for the use and management of said fund and the actions envisaged to be financed by the fund. Once such a fund has been approved by an extraordinary general meeting the management board will be empowered to establish the necessary contribution from each member.

Once this contribution is established it will become a mandatory requirement of membership. The white paper as approved at the EGM will be a formal framework for the management and execution of the fund.”

Should a person who is a member of the board move or be transferred from an operator or service provider to another, it is at the Board’s discretion whether to allow such person to carry on in his/her term of office. However, if the Board allows such continuation of such person’s term, then the officers of the Board have to be re-nominated provided such person moves from level 1 (operators) to level 2 (service providers) and was himself an officer. In case such person moves from level 2 (service provider) to level 1 (operators) then the re-nomination of the Board shall not be necessary.

Should that person move from a company or organization to another company which is not a member or does not immediately become a member of the MRGC then his/her term of office will be terminated.”

3. The annual subscription shall be payable to coincide with the Council’s fiscal year. The first year subscription for new members shall be computed on a *pro rata* monthly basis from date of application to the end of the Council’s fiscal year.

4. Non payment of membership fees or fund contribution within a reasonable time shall be justification for dismissal of member from the Council. For the purposes of this sub clause a period of more than three (3) months is not considered reasonable.

5. Any member may resign his position within the Council through a notification in writing to the Council General Secretary.

6. The Management Board may nominate in a general meeting any individual who has or can make a significant contribution to the Remote Gaming Industry as Honorary Members. Such honorary members shall be invited to participate in the activities of the Council but shall have no voting rights.

7. Any member, being a licence or letter of intent holder issued by the LGA, shall lose his membership rights if such licence or letter of intent is suspended for a period exceeding six months or revoked for any reason by the Authority. Other members may be suspended if, in the opinion of the Board, they are considered to have discredited in any way, the Remote Gaming Industry. Any suspended member may request that his case be reviewed at the next Council meeting and the decision of the Council shall be final.

Article VII – Management of the Council

1. The day to day management of the Council shall be entrusted to a Management Board to be composed of seven members, five of which shall be remote gaming licence holders, and a maximum of two from the service providers to the remote gaming industry in Malta.

2. The positions within this Board shall include:

- Chairperson
- Deputy Chairperson
- General Secretary
- Treasurer
- Three members

3. The board shall be elected by the members of the Council, from amongst its members, at the Annual General Meeting and shall serve for a period of 24 months. Resigning members shall be eligible for re-election.

4. The Chairperson of the Management Board as well as all other positions shall be elected by the members of the board themselves at their first meeting after the election date. They shall serve for the duration of the Management Board unless they resign or are removed through a decision passed with a majority of at least 4 members of the same Board.

5. The Chairperson of the board may not hold office for more than two consecutive terms, but shall be able to be re-elected to such position after an absence of at least one term.

6. The Management Board shall convene at least once every two months and shall regulate its proceedings as it deems fit.

7. Four members of the board present in person shall form a quorum.

8. All decisions shall be adopted by a simple majority of the Board members present at the meeting.

9. In the case of an equality of votes, the Chairperson shall be entitled to a casting vote.

10. Board members who fail to attend for three consecutive regular meetings of the Board shall be considered to have resigned and the Management board will be entitled to nominate another Council member in his place to sit until the next Annual General Meeting.

11. Decisions taken by the Board using e-mail, facsimile or the web site forum shall be considered as validly carried out as if they have been taken at a duly convened Management Board meeting provided that they are confirmed at the next board meeting.

Article VIII – Amendments to Statute

1. Decisions to change this statute must be taken at the Annual General Meeting or at an Extra Ordinary General meeting called for this purpose.

2. Amendments to this statute must be proposed by members of the Council and seconded by at least two other members. Such proposals must reach the Management board in writing at least seven working days in advance of the meeting wherein they will be decided.

3. On receiving such proposal, the Management Board shall circulate to all members the proposals made within three working days so as to give all members enough time for their consideration.

Article IX -Proceedings at General Meetings

1. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A member or a number of members present in person or by proxy carrying between them at least 25% of the right to attend and vote at General Meetings of the Council shall constitute a quorum. In the case where there is no quorum, the meeting shall be automatically postponed without notice by two calendar weeks and will be held at the same place and at the same time. It shall be construed that members present at the second meeting shall be deemed to constitute a quorum.

2. All members of the Council have a right to attend and vote at General Meetings. The failure, for any reason, by a member of receiving notice of any such meeting shall not invalidate the proceedings of that meeting.

3. Members who have outstanding membership subscriptions shall be disqualified from their voting rights.

4. Voting at General Meetings shall be taken by a show of hands, unless at least 5 members present request that a secret vote be taken.

5. General Meetings shall be chaired by the Chairman of the Board, unless 5 members present request that another Chairperson be elected from amongst those present.

6. All resolutions proposed at general meetings shall be carried if approved by at least 51% of the members present with the exception to amendments to statute which require a majority of 75% of members present at the meeting.

7. At any General Meeting the licence and letter of intent holders present can never have less voting rights than the service providers present. This means that if the number of licence and letter of intent holders attending the meeting is less than the number of the service providers, then, the voting right of each of the licence and letter of intent holders present shall be increased by a multiple equal to the ratio of service providers present to licence and letter of intent holders present.

Article X -General Meetings

1. The Board shall call a meeting of the members at least once every twelve calendar months. Such meeting shall be called the **ANNUAL GENERAL MEETING**. No more than 15 months may pass between one such meeting and the next.

2. At the Annual General Meeting the following matters shall be put on the agenda;

- Report of the Chairperson
- Report of the General Secretary
- Financial Report
- Report of the Auditors
- Appointment of Auditors
- Amendments to statute
- Election of the next board.
- Other matters

3. An Extra Ordinary General Meeting (EGM) may be called by the Management Board at any time during the year, either at its own initiative or if so requested to do in writing by at least 10 per cent of the membership.

4. All meetings shall be called by at least 14 working days notice in writing to all members of the Council who are entitled to attend and vote at General Meetings.

Article XI – Finance

1. The Council will be responsible for meeting its own financial requirements and for this purpose may impose any annual subscription on its members as it may from time to time deem necessary.

2. The finances as well as the assets of the Council shall be the responsibility of the Treasurer who will maintain proper accounting records of all financial transactions undertaken by him.
3. The financial year end shall be 31st December of each year.
4. The financial records of the Council shall be subject to an annual audit in line with the requirements of the International Standards on Auditing and are to be submitted to the members at each annual general meeting for their approval.
5. Funds belonging to the Council shall be deposited into a local bank account. Access to this account shall be restricted to two signatories from amongst the Management Board's members, one of whom will be the treasurer.
6. Funds not immediately required for the operations of the Council, may be invested in gilt edged securities or term deposit accounts with a reputable bank.

END