



The Chartered Institute of  
Logistics & Transport  
Malta

**CONSOLIDATED BY-LAWS FOR  
THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT,  
MALTA**

**PREAMBLE**

WHEREAS the Institution of Transport was founded in London, England in 1919 and received its Royal Charter in 1926, becoming The Chartered Institute of Transport;

AND WHEREAS the objects of the Institute are to promote, encourage and coordinate the study and advancement of the science and art of transportation and logistics in all its branches;

AND WHEREAS the name of the Institute was changed in the year 2001 to The Chartered Institute of Logistics and Transport;

AND WHEREAS it is desirable to consolidate the by-laws for the Malta Section Council of the Institute in the pursuit of the same objects and goals as those of the international organisation based in London, England;

NOW THEREFORE the members of The Chartered Institute of Logistics and Transport in Malta, are pleased to enact the herein consolidated by-laws.

**CONSOLIDATED BY-LAWS FOR  
THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT,  
MALTA  
(hereinafter the “Institute”).**

**CORPORATE SEAL**

1. The seal, and impression whereof is stamped in the margin thereof, shall be the seal of The Chartered Institute of Logistics and Transport.

**CONDITIONS OF MEMBERSHIP**

2. Membership in the Institute shall be limited to persons interested in furthering the objects of the corporation and shall be anyone whose application for admission as a member has received the approval of the Chartered Institute of Logistics and Transport, International, consistent with the by-laws of The Chartered Institute of Logistics and Transport International.
3. Membership fees and dues shall be established by the Committee (“the Committee”) of the Institute.
4. Any member may be required to resign for cause by a vote of three-quarters (3/4) of the members of the Committee.

**HEAD OFFICE**

5. The head office of the Malta Branch shall be at the CILT Malta Section, c/o Malta Maritime Ports Directorate, Malta Maritime Authority, Marina Pinto, Valletta.

**CILT MALTA COMMITTEE**

6. a) The property and business of the Institute shall be managed by a Committee consisting of:
  - (i) one (1) member elected as the Chairperson of the Committee for a term of two (2) years, which term can be extended following an Annual General Meeting;
  - (ii) eight (8) members elected as Committee Members for a term of one (1) year;
  - (iii) one (1) member elected as Vice-Chairperson for a term of one (1) year;
  - (iv) the immediate past chairperson of the previous Committee for a term of two (2) years.
- b) All elected members are elected by the majority of the Institute’s members expressing their vote in person or by proxy submitted to the Hon. Secretary during the Annual General Meeting.
- d) Four (4) members of the Committee shall constitute a quorum.

- e) Candidates for election to the Committee shall be nominated by a least (2) members in good standing. Nominations shall be submitted to the Hon Secretary in advance of or during the Annual General Meeting.
7. The position of a Committee Member shall be vacated;
    - a) if a Committee Member resigns his office by delivering a written resignation to the Chairperson;
    - b) if at a special meeting of the Committee a resolution is passed by three quarters (3/4) of the members of the board dismissing the Member for cause; provided that if any vacancy shall occur for any reason in this paragraph contained, the Committee by majority vote, may, by appointment, fill the vacancy with another member of the Institute.
  8. Meetings of the Committee may be held at any time and place to be determined by the Committee provided that seven (7) clear days notice of such meeting shall be sent in writing to each Committee Member, provided there shall be at least one (1) meeting per year of the board of directors. Members may participate in such meeting in person or through electronic conference arrangement. No error or omission in giving notice of any meeting of the Committee or any adjourned meeting of the Committee shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
  9. Committee Members, as such, shall not receive any stated remuneration for their services, but, by resolution of the Committee, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Committee. Nothing herein contained shall be construed to preclude any Committee Member from serving the Institute as an officer or in any other capacity and receiving compensation therefore. The Committee Members shall serve as such without remuneration and no Committee Member shall directly or indirectly receive any profit from his position as such; provided that a Committee Member may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any Committee Member who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the corporation. All fees to be paid on submission of original invoices and related documentation.
  10. a) A retiring Committee Member shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted.
    - b) The succeeding Committee Member shall hold office until the next annual general meeting of members following the election or appointment.

11. The Committee may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the Committee.
12. The remuneration of all officers, agents and employees and committee members shall be fixed by the Committee by resolution.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

13. Every Committee Member or other person who has undertaken or is about to undertake any liability on behalf of the Institute or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Institute, except such costs, charges or expenses as are occasioned by own willful neglect or default, from and against;
  - a) all costs, charges and expenses whatsoever which such Committee Member, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted, in or about the execution of the duties of the office or in respect of any such liability;
  - b) all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof.

### **POWERS OF COMMITTEE MEMBERS**

14. The Committee Members may administer affairs of the Institute in all things and make or cause to be made for the Institute, in its name, any kind of contract which the Institute may lawfully enter into and, save as hereinafter provided generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
15. The Committee Member shall have power to authorise expenditures on behalf of the Institute from time to time and may delegate by resolution to an officer or officers of the Institute the right to employ and pay salaries to employees. The Committee Members shall have the power to employ and pay salaries to employees. The Committee Members shall have the power to make expenditures for the purpose of furthering the objects of the corporation. The Committee Members shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT, MALTA in accordance with such terms as the Committee Members may prescribe.
16. The Committee Members shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants,

settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

### **COMMITTEE MEMBERS**

17. The Committee Members shall be a:
  - a) Chairperson,
  - b) Vice-chairperson,
  - c) Honorary Secretary
  - d) Hon Treasurer
  - e) Any such other officers as the Committee may by by-law determine including, but without restricting the foregoing, a Chief Executive Officer.
18. The Chairperson shall be elected Chairperson. Officers other than the Chairperson of the Institute shall be appointed by resolution of the Committee at the first meeting of the Committee following each annual meeting of the members.
19. The Committee Members, other than the CEO, shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead. The CEO shall hold office in accordance with the contract approved by the Committee.
20. The Chief Executive Officer shall be an ex-officio member of the Committee and other committees established by the Committee, but without voting rights.

### **DUTIES OF COMMITTEE MEMBERS**

21. All Committee Members, except the Chief Executive Officer, shall cease to be Committee Members if they cease to be Committee Members or if they are removed by a majority of the Committee.
22. The Chairperson shall preside at all meetings of the Institute and of the Committee and shall see to the general and active management of the affairs of the Institute, ensuring that all orders and resolutions of the Committee are carried into effect.
23. The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed by the Committee.
24. The Hon Treasurer shall be responsible to the Committee for the finances of the Institute, and in particular, shall have the custody of the funds and securities of the Institute and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Institute in the books belonging to the Institute. The Hon Treasurer shall also perform such other duties as may from time to time be directed by the Committee.

25. The Hon Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose; shall give or cause to be given notice of all meetings of the members and of the Committee; and shall perform such other duties as may from time to time be prescribed by the Committee. The Hon Secretary shall be custodian of the seal of the Institute, which shall be delivered only when authorised by a resolution of the Committee to do so and to such person or persons as may be named in the resolution.
26. The Chief Executive Officer shall report and be accountable to the Committee for the management of the affairs of the Institute in accordance with the statement of duties approved by the Committee and included in the Chief Executive Officer's contract. The Chief Executive Officer shall advise and assist the Committee in developing policies, strategic and financial plans, and shall coordinate the implementation of the corporation's activities and programs to achieve end policies. The Chief Executive Officer is responsible to the Committee for the day to day administration of the corporation and shall also perform such other duties as may from time to time be directed by the Committee.
27. The duties of all other officers of the Institute shall be such as the terms of their engagement call for or the Committee requires of them.

## **EXECUTION OF DOCUMENTS**

28. Contracts, documents or any instruments in writing requiring the signature of the Institute, shall be signed by any two Committee Members, one being the Chairperson and all contracts, documents and instruments in writing so signed shall be binding upon the Institute without any further authorisation or formality. The Committee Members shall have power from time to time by resolution to appoint an officer or officers on behalf of the Institute to sign specific contracts, documents and instruments in writing. The Committee Members may give the Institute's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the Institute when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Committee Member.

## **MEETINGS**

29. The annual or any other general meeting of the members shall be held may be held at any time and place to be determined by the Committee provided that seven (7) clear days notice of such meeting shall be sent in writing to the members of the Institute,. The annual general meeting shall be held during the last quarter of the calendar year.

30. At every annual meeting, in addition to any other business that may be transacted, the report of the Hon Secretary, the report of the Hon Treasurer shall be presented, and Committee Members elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Committee Members or the Chairperson or Vice-Chairperson shall have power to call, at any time, a general meeting for the members of the Institute. A special meeting shall also be called upon the written request of at least one quarter (1/4) of all members in good standing.
31. Thirty (30) days prior written notice shall be given to each member of any annual or special general meeting of members. Members present in person at a meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one (1) vote.
32. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purposes of sending notice to any member, Committee Member or officer for any meeting or otherwise, the address of the member, Committee Member or officer shall be the last address recorded on the books of the corporation.

#### **MINUTES OF THE COMMITTEE**

33. The minutes of the Committee or shall remain under the custody of the Hon Secretary and shall be available to the Committee Members, each of whom shall receive a copy of such minutes. A copy of such minutes shall be made available to any member of the Institute upon written request.

#### **VOTING OF MEMBERS**

34. At all meetings of members of the Institute every question shall be determined by a majority of votes, including proxies, unless otherwise specifically provided by statute or by these by-laws.

#### **FINANCIAL YEAR**

35. Unless otherwise ordered by Committee, the fiscal year-end of the corporation shall be September 30<sup>th</sup>.

#### **AMENDMENT OF BY-LAWS**

36. The by-laws of the corporation may be repealed or amended by a by-law proposed by a majority of Committee Members and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members in good standing, present at the

next annual general meeting, or at a special general meeting called for this very purpose, including proxy votes submitted to the Hon Secretary.

## **AUDITORS**

37. a) The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation to hold office until the next annual meeting provided that the Committee Members may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.
- b) The Hon Treasurer shall submit the auditor's report to the members of the Institute.

## **BOOKS AND RECORDS**

38. The Committee Members shall see that all necessary books and records of the Institute required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

## **RULES AND REGULATIONS**

39. The Committee may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Institute as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Institute when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

## **INTERPRETATION**

41. In these by-laws and in all other by-laws of the Institute hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Signed

Charles Schembri FCILT  
Chairperson

Annie Falloon CMILT  
Hon Secretary

27<sup>th</sup> October 2006