

MALTA

ATT Nru. XXIII ta' l-1994

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

ATT biex jagħmel dispożizzjonijiet speċjali applikabbli għal ċerti kumpanniji u biex jissupplimenta d-dispożizzjonijiet ta' l-Ordinanza dwar Soċjetajiet Kummerċjali, Kap. 168.

ACT No. XXIII of 1994

AN ACT enacted by the Parliament of Malta.

AN ACT to make special provisions applicable to certain companies and to supplement the provisions of the Commercial Partnerships Ordinance, Cap. 168.

Naghti l-kunsens tieghi,

(L.S.)

UGO MIFSUD BONNICI
President

13 ta' Settembru, 1994

ATT Nru. XXIII ta' l-1994

ATT biex jagħmel dispożizzjonijiet speċjali applikabbli għal ċerti kumpanniji u biex jissupplementa d-dispożizzjonijiet ta' l-Ordinanza dwar Soċjetajiet Kummerċjali, Kap. 168.

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

1. (1) Dan l-Att jista' jissejjah l-Att ta' l-1994 dwar Soċjetajiet Kummerċjali (Dispożizzjonijiet Speċjali).

Titolu fil-qosor
u bidu fis-schh.

(2) Dan l-Att għandu jibda jsehh f'dik id-data li l-Ministru responsabbli għall-finanzi jista' jistabbilixxi b'avviż fil-Gazzetta u dati differenti jistgħu jiġu hekk stabbiliti dwar dispożizzjonijiet differenti ta' dan l-Att u għal xorta u klassijiet differenti ta' kumpanniji.

Legislazzjoni
ohra.
Kap. 168

2. (1) Minkejja kull dispożizzjoni oħra li tinsab fl-Ordinanza dwar Soċjetajiet Kummerċjali jew f'xi liġi oħra, id-dispożizzjonijiet ta' dan l-Att għandhom japplikaw.

(2) Kull riferenza f'xi liġi għall-Ordinanza dwar Soċjetajiet Kummerċjali jew għall-Att ta' l-1994 dwar il-Kumpanniji, għandha titqies bħala riferenza għal dik l-Ordinanza dwar Soċjetajiet Kummerċjali kif tinqara flimkien ma' dan l-Att.

Tifsir.

3. F' dan l-Att, kemm-il darba r-rabta tal-kliem ma tehtiegx xort'ohra:

Kap. 204

"konvertibbli" għandha l-istess tifsira kif mogħti lilha fl-Att dwar il-Bank Ċentrali ta' Malta;

"liri" tfisser liri Maltin;

"Ministru" tfisser il-Ministru responsabbli għar-registrazzjoni ta' soċjetajiet kummerċjali;

Kap. 168

"Ordinanza" tfisser l-Ordinanza dwar Soċjetajiet Kummerċjali;

"Sigurtà" tinkludi azzjonijiet, obligazzjonijiet jew xi sigurtà oħra mahruġa minn kumpannija.

Kumpanniji ta'
investiment b'
kapital azzjonarju
varjabbli

4. (1) Kumpannija tista', billi thares id-dispożizzjonijiet ta' dan l-artikolu, tkun furmata bħala kumpannija ta' investiment b'kapital azzjonarju varjabbli.

(2) (a) Il-memorandum ta' kumpannija ta' investiment b'kapital azzjonarju varjabbli għandu, dwar il-kapital azzjonarju tal-kumpannija, jispeċifika minflok il-hwejjeġ speċifikati fil-paragrafu (e) ta' l-artikolu 69 ta' l-Ordinanza -

(i) li l-kapital azzjonarju tal-kumpannija jkun daqs il-valur għal dak iż-żmien tal-kapital azzjonarju mahruġ tal-kumpannija; u

(ii) it-tqassim ta' dak il-kapital azzjonarju f'numru speċifikat ta' azzjonijiet mingħajr ma jingħata ebda valur nominali għalihom; u

(b) il-memorandum tal-kumpannija ghandu wkoll jghid li l-ghan wahdieni tal-kumpannija huwa l-investment kollettiv tal-fondi taghha f'sigurtajiet u beni ohra mobbli u immobbli bil-ghan li tifrex ir-riskju ta' investment u taghti lill-membri tal-kumpannija l-benefiċċju tar-riżultati ta' l-amministrazzjoni tal-fondi taghha, u fit-twettieq ta' dak l-ghan tkun tista' taghmel kull att konness mieghu jew anċillari ghalih; u

(ċ) il-memorandum jew l-istatut tal-kumpannija ghandu jipprovdi -

(i) li l-valur attwali tal-kapital azzjonarju mhallas tal-kumpannija jkun f'kull żmien daqs il-valur ta' l-attiv ta' kull xorta ta' kumpannija wara li jitnaqqas il-passiv; u

(ii) li l-azzjonijiet tal-kumpannija ghandhom, fuq it-talba ta' xi wiehed mid-detenturi taghhom, jinxtraw mill-kumpannija direttament jew indirettament mill-attiv tal-kumpannija.

(3) Azzjoni li tittiehed mill-kumpannija biex tiżgura li l-valur ta' l-azzjonijiet taghha fuq il-borża ma jinbidilx mill-valur nett ta' l-attiv taghha b'iktar minn perċentwali speċifikat fl-istatut taghha, liema perċentwali ma jistax ikun iżjed minn hamsa fil-mija, titqies bhala azzjoni mehuda ghall-finijiet tas-sub-paragrafu (ii) tal-paragrafu (ċ) tas-subartikolu (2) ta' dan l-artikolu.

(4) Kumpannija ta' investment b'kapital azzjonarju varjabbli ma tistax tohroġ azzjonijiet imhallsin parzjalment.

(5) Ix-xiri minn kumpannija ta' investment b'kapital azzjonarju varjabbli ta' l-azzjonijiet taghha stess isir skond il-kondizzjonijiet u b'dak il-mod li jista' jkun provdut fl-istatut taghha.

(6) Azzjonijiet ta' kumpannija ta' investment b'kapital azzjonarju varjabbli li jkunu nxtraw mill-kumpannija nnifisha ghandhom ikunu kanċellati u l-ammont tal-kapital azzjonarju mahruġ tal-kumpannija ghandu jitnaqqas mill-prezz imhallas mill-kumpannija ghax-xiri ta' l-azzjonijiet u l-kumpannija ma tkunx mehtiega tohloq xi kont ta' riżerva.

(7) Bla hsara ghal xi htigiet li jistghu jkunu imposti fuq kumpannija b'kapital azzjonarju varjabbli skond xi ligi ohra, id-dispożizzjonijiet tas-subartikolu (1) ta' l-artikolu 70, l-artikoli 72, 78, 91, 92, 95, 96, is-subartikolu (1) ta' l-artikolu 97 u l-artikolu 100 ta' l-Ordinanza ma japplikawx ghal kumpannija bhal dik.

(8) Minkejja kull dispożizzjoni oħra ta' l-Ordinanza, kumpannija ta' investiment b'kapital azzjonarju varjabbli ma tkunx obligata li tagħti d-dettalji speċifikati fit-Taqsimiet 2 u 3 tal-formola tal-prospett annwali li hemm fir-Raba' Skeda li tinsab ma' l-Ordinanza.

(9) F'din l-Ordinanza, riferenza għal valur nominali ta' azzjoni mahruġa jew mogħtija, jew ta' kapital azzjonarju mahruġ jew mogħti, f'kumpannija għandha tiftiehem, fil-każ ta' kumpannija ta' investiment b'kapital azzjonarju varjabbli bhala riferenza għall-valur ta' l-attiv nett.

Isem
tal-kumpannija.

5. (1) Meta kumpannija tkun kumpannija ta' investiment b'kapital azzjonarju varjabbli, l-isem tal-kumpannija għandu jkollu warajh il-kliem "kumpannija ta' investiment b'kapital azzjonarju varjabbli" jew "SICAV" minflok il-kelma "limited" jew l-abbrevjazzjoni tagħha.

(2) Persuna jew persuni li jinnegożjaw jew li jmexxu negozju jew attivita' oħra taħt isem jew titolu li jispiċċa bil-kliem "kumpannija ta' investiment b'kapital azzjonarju varjabbli" jew "SICAV" jew tqassir jew imitazzjoni tagħhom, meta l-persuna jew persuni ma humiex kumpannija ta' investiment b'kapital varjabbli, jistgħu jehlu penali ta' hames mitt lira Maltin, u, għal kull jum li matulu jkompli n-nuqqas, penali oħra ta' hamsin lira Maltin.

(3) Il-pieni imsemmija f'dan l-artikolu jingabru mir-Registratur tas-Socjetajiet skond id-dispożizzjonijiet ta' l-Ordinanza daqslikieku dawk il-pieni kienu imposti bl-Ordinanza.

Kontijiet ta'
kumpannija
ta' investiment
b'kapital
azzjonarju
varjabbli.

6. (1) Kumpannija ta' investiment b'kapital azzjonarju varjabbli għandha thejji l-kontijiet tagħha skond il-htigijiet murija fl-Iskeda li tinsab ma' dan l-Att.

(2) Ir-rapport tad-diretturi ta' kumpannija ta' investiment b'kapital azzjonarju varjabbli għandu jagħti tagħrif li jkun biżżejjed sabiex investituri jkun jistgħu jieħdu deċiżjoni nformata dwar l-iżvilupp ta' l-attivitajiet tal-kumpannija u dwar kif tkun sejra finanzjarjament.

(3) Dwar kull haġa oħra, il-kontijiet annwali u r-rapport tad-diretturi ta' kumpannija ta' investiment b'kapital azzjonarju varjabbli għandhom jithejjew skond id-dispożizzjonijiet li japplikaw għal kumpanniji b'mod ġenerali sal-limitu li dawn ma jkunux inkonsistenti mad-dispożizzjonijiet tas-subartikoli ta' qabel ta' dan l-artikolu u ta' l-Iskeda li tinsab ma dan l-Att.

7 (1) Kemm il-darba ma jkunx provdut xort' ohra fl-istatut, ebda kumpanija registrata f'Malta ma tkun obligata li tirrikonoxxi xi *trust* barrani dwar azzjoni jew obligazzjoni mahruġa minnha, u l-kumpanija ma tkunx marbuta b'xi, jew tkun b'xi mod obligata li tirrikonoxxi, ukoll jekk ikollha avviż dwar dan xi interess f'dik l-azzjoni jew obligazzjoni jew sigurta' ohra jew xi interess f'xi parti frazzjonali ta' dik l-azzjoni jew obligazzjoni jew sigurta' ohra hlief il-jedd assolut tad-detentur registrat għall-interita' tagħha.

Trustees
u *nominees*.

(2) Kull proċedimenti tal-qorti kontra detentur registrat ta' sigurta' mill-persuni li jkollhom il-jedd benefiċjarju għall-sigurta' taht *trust* jinstemghu *in camera* jekk id-detentur registrat ikun *nominee* registrat skond kif imfisser fl-Att dwar iċ-Centru ta' Malta għal Servizzi Finanzjarji.

Kap. 330.

8. (1) Il-kapital azzjonarju ta' kumpanija jista' jkun denominat f'kull munita li tkun munita konvertibbli.

Kapital
azzjonarju
f'munita
konvertibbli.

(2) Kumpanija tista' b'rizoluzzjoni straordinarja tibdel il-munita li fiha jkun espress il-kapital azzjonarju tagħha.

(3) Għall-finijiet ta' l-applikazzjoni tad-dispożizzjonijiet ta' l-Ordinanza dwar l-inqas kapital azzjonarju, kapital azzjonarju espress f'munita li ma tkunx liri għandu jkun kalkolat fuq il-bażi ta' l-ekwivalenti f' liri fid-data -

(a) tar-registrazzjoni tal-memorandum; jew

(b) tar-registrazzjoni tar-risoluzzjoni straordinarja msemmija fis-subartikolu (2) ta' dan l-artikolu; jew

(c) ir-registrazzjoni tar-risoluzzjoni straordinarja li tohloq it-tnaqqis tal-kapital azzjonarju mahruġ, fil-każ li kumpanija tnaqqas il-kapital azzjonarju mahruġ tagħha.

(4) Bla hsara għad-dipożizzjonijiet ta' l-artikolu 78 ta' l-Ordinanza, kopja tar-risoluzzjoni straordinarja msemmija fis-subartikolu (2) ta' dan l-artikolu għandha tiġi konsenjata lir-Registratur għar-registrazzjoni u ma tibdix issehh sakemm ma tkunx hekk registrata.

(5) Ir-rata tal-kambju li għandha tintuża tkun il-medja bejn ir-rata tax-xiri u r-rata tal-bejgħ li jkunu jipprevalu fid-data tar-registrazzjoni msemmija fis-subartikolu (3) ta' dan l-artikolu.

(6) Kumpanija ghandha taghmel il-kontijiet taghha fl-istess munita bhal dik tal-kapital azzjonarju taghha.

(7) Meta l-kontijiet ta' kumpanija jsiru f'munita li ma tkunx liri, ghandu jinghad fuq il-karta tal-bilanċ tal-kumpanija r-rata tal-kambju bejn il-munita wżata u l-liri fid-data tal-karta tal-bilanċ u dik ir-rata tkun il-medja bejn ir-rata tax-xiri u r-rata tal-bejgh kif tkun f'dik id-data.

Setgħa ta'
għemil ta'
regolamenti.

9. Il-Ministru jista' jagħmel regolamenti biex b'mod ġenerali jipprovdi dwar kif għandhom isiru l-kontijiet u *r-records* tal-kumpaniji b'kapital azzjonarju muri f'munita li ma jkunux liri, u b'mod partikolari dawk ir-regolamenti għandhom jipprovdu għal regoli speċjali li jirregolaw il-kontijiet u *r-records* ta' dawk il-kumpaniji meta jsir tibdil fil-munita li fiha jkun espress il-kapital azzjonarju tagħhom.

SKEDA

(Artikolu 6)

KONTIJET U RAPPORT TAD-DIRETTURI TA' KUMPAĊĊIJA TA' INVESTIMENT B'KAPITAL AZZJONARJU VARJABBLI

Bla hsara ghal kull htigiet stabbiliti mill-Awtorita' Kompetenti taht l-Att dwar is-Servizzi ta' l-Investment, il-kontijiet ta' kumpanija ta' investimenti b'kapital azzjonarju varjabbli ghandhom ghall-inqas juru dan li ġej -

1. Dikjarazzjonijiet ta' attiv u passiv:
 - Sigurtajiet
 - Dokumenti dwar dejn
 - Bilanċi tal-Bank
 - Attiv iehor
 - Attiv totali
 - Passiv
 - Valur nett ta' l-attiv
2. Numru ta' unitajiet fiċ-ċirkolazzjoni.
3. Valur nett ta' l-attiv kull unita'.
4. Kif ikun magħmul il-*portfolio*, fejn għall-anqas issir distinzjoni bejn:
 - (a) sigurtajiet trasferibbli li jkunu imdahhlin fil-lista ufficjali tal-borża
 - (b) sigurtajiet trasferibbli negozjati fuq suq iehor regolat
 - (c) sigurtajiet trasferibbli li jkunu għadhom kemm hargu
 - (d) sigurtajiet trasferibbli mhux inkluzi hawn fuq
 - (e) dokumenti dwar dejn mhux inkluzi hawn fuq
 - (f) investimenti ohra kif applikabbli

Riferenzi fis-sub-paragrafu (c) ghal sigurtajiet trasferibbli li jkunu ghadhom kemm hargu huma ghal sigurtajiet li mal-kondizzjonijiet tal-hruġ taghhom tkun inkluża garanzija li tkun se ssir applikazzjoni ghad-dhul fil-lista uffiċjali tal-borża jew f'xi suq iehor regolat .

Il-*portfolio* ghandu jkun analizzat fuq bazi ekonomika, geografika, monetarja jew kriterji xierqa ohra meta titqies il-*policy* ta' investiment tal-kumpanija. Dik l-analiżi ghandha turi l-valur ta' kull kategorija ta' investiment bhala perċentwali ta' l-attiv nett u bhala perċentwali ta' l-attiv totali tal-kumpanija.

Kull tibdil materjali fil-kompożizzjoni tal-*portfolio* ta' l-investiment magħmul matul is-sena finanzjarja ghandu jkun dikjarat.

5. Dikjarazzjoni jew dikjarazzjonijiet ta' l-iżviluppi dwar l-attiv tal-kumpanija li jkunu saru matul is-sena finanzjarja u inkluż dan li ġej:

- Dhul minn investimenti
- Dhul iehor
- Spejjeż ta' direzzjoni
- Spejjeż tad-depożitarji
- Flasijiet u taxxi ohra
- Dhul nett
- Tqassim u dhul investit mill-ġdid
- Tibdil fil-kont kapitali
- Apprezzament jew deprezzament fil-valur ta' l-investimenti
- Tibdil iehor li jolqot il-valur ta' l-attiv u l-passiv tal-kumpanija

6. Tabella komparattiva li tkopri l-ahhar tliet snin finanzjarji u li tinkludi, ghal kull sena finanzjarja, fit-tmiem ta' dik is-sena:

- il-valur ta' l-attiv nett totali tal-kumpanija; u
- il-valur ta' l-attiv nett kull unita'.

Matul l-ewwel, it-tieni u t-tielet sena finanzjarja taghha, kumpanija ghandha turi t-taghrif ta' hawn fuq ghas-snin finanzjarji kollha mir-registrazzjoni taghha.

7. Dettalji, ta' l-ammont li jirrizulta mill-obbligu, skond il-kategorija tat-transazzjonijiet.

Riferenzi f'dan il-paragrafu ghal obbligi huma għall-obbligi li jirrizultaw mill-użu ta' teknika u mezzi għall-fini ta' l-amministrazzjoni effiċjenti ta' *portfolio*, maghduda harsien mir-riskji tal-kambju.

Mghoddi mill-Kamra tad-Deputati fis-Seduta Nru. 303 ta' l-20 ta' Lulju, 1994

LAWRENCE GONZI
Speaker

RICHARD J. CAUCHI
Skrivan tal-Kamra tad-Deputati.

I assent,

(L.S.)

UGO MIFSUD BONNICI
President

13th September, 1994

ACT No. XXIII of 1994

AN ACT to make special provisions applicable to certain companies and to supplement the provisions of the Commercial Partnerships Ordinance, Cap. 168.

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

Short title and commencement.

1. (1) This Act may be cited as the Commercial Partnerships (Special Provisions) Act, 1994.

(2) This Act shall come into force on such date as the Minister responsible for finance may appoint by notice in the Gazette and different dates may be so appointed in relation to different provisions of this Act and in relation to different types and classes of companies.

2. (1) The provisions of this Act shall apply notwithstanding anything to the contrary contained in the Commercial Partnerships Ordinance or in any other law.

Other enactments.

Cap. 168

(2) Any reference in any law to the Commercial Partnerships Ordinance or to the Companies Act, 1994, shall be deemed to be a reference to the said Commercial Partnerships Ordinance read together with this Act.

3. In this Act, unless the context otherwise requires:

Interpretation.

"convertible" has the same meaning as is assigned to it by the Central Bank of Malta Act;

Cap. 204

"liri" means Maltese liri;

"Minister" means the Minister responsible for the registration of commercial partnerships;

"Ordinance" means the Commercial Partnerships Ordinance;

Cap. 168

"security" includes shares, debentures or any other security issued by a company.

4. (1) A company may, by complying with the provisions of this section, be formed as an investment company with variable share capital.

Investment companies with variable share capital.

(2) (a) The memorandum of an investment company with variable share capital shall, in respect of the share capital of the company, state in lieu of the matters specified in paragraph (e) of section 69 of the Ordinance -

(i) that the share capital of the company shall be equal to the value for the time being of the issued share capital of the company; and

(ii) the division of that share capital into a specified number of shares without assigning any nominal value thereto; and

(b) the memorandum of the company shall further state that the sole object of the company shall be the collective investment of its funds in securities and other movable and immovable property with the aim of spreading investment risk and giving shareholders of the company the benefit of the results of the management of its funds, and in the fulfilment of that object, it shall be entitled to do any act which is connected with or ancillary thereto; and

(c) the memorandum or articles of the company shall provide -

(i) that the actual value of the paid up share capital of the company shall be at all times equal to the value of the assets of any kind of the company after the deduction of its liabilities; and

(ii) that the shares of the company shall, at the request of any of the holders thereof, be purchased by the company directly or indirectly out of the company's assets.

(3) Action taken by a company to ensure that the stock exchange value of its shares does not deviate from its net asset value by more than a percentage specified in its articles, which deviation shall not be greater than five per cent, shall be regarded as action taken for the purposes of subparagraph (ii) of paragraph (c) of subsection (2) of this section.

(4) An investment company with variable share capital shall not issue partly paid up shares.

(5) The purchase by an investment company with variable share capital of its own shares shall be on such terms and in such manner as may be provided by its articles.

(6) Shares of an investment company with variable share capital which have been purchased by the company itself shall be cancelled and the amount of the company's issued share capital shall be reduced by the amount of the consideration paid by the company for the purchase of the shares, and the company shall not be required to create any reserve account.

(7) Without prejudice to any requirements that may be imposed on an investment company with variable share capital pursuant to any other enactment, the provisions of subsection (1) of section 70, sections 72, 78, 91, 92, 95, 96, subsection (1) of section 97 and section 100 of the Ordinance shall not apply to such a company.

(8) Notwithstanding any provisions of the Ordinance, an investment company with variable share capital shall not be obliged to give any of the details specified in Parts 2 and 3 of the form of annual return set out in the Fourth Schedule to the Ordinance.

(9) Any reference in the Ordinance to the nominal value of an issued or allotted share in, or of the issued or allotted share capital of, a company shall be construed, in the case of an investment company with variable share capital, as a reference to the net asset value.

5. (1) Where a company is an investment company with variable share capital, the name of the company shall be followed by the words "investment company with variable share capital" or by "SICAV" in place of the word "limited" or its abbreviation. ^{Name of company.}

(2) A person or persons trading or carrying on business or other activity under a name or title which ends with the words "investment company with variable share capital" or "SICAV" or a contraction or imitation thereof when the person or persons are not an investment company with variable share capital shall be liable to a penalty of five hundred Maltese liri, and, for every day during which the default continues, to a further penalty of fifty Maltese liri.

(3) The penalties referred to in this section shall be recoverable by the Registrar of Partnerships in accordance with the provisions of the Ordinance as if such penalties were imposed by the Ordinance.

Accounts
of investment company
with variable share
capital.

6. (1) An investment company with variable share capital shall prepare its accounts in accordance with the requirements set out in the Schedule to this Act.

(2) The directors' report of an investment company with variable share capital shall provide information sufficient to enable investors to make an informed judgment on the development of the company's activities and its financial performance.

(3) In all other respects, the annual accounts and directors' report of an investment company with variable share capital shall be prepared in accordance with the provisions applicable to companies generally to the extent that they are not inconsistent with the provisions of the preceding subsections of this section and the Schedule to this Act.

Trustees and
nominees.

7. (1) Unless otherwise provided in its articles, no company registered in Malta shall be obliged to recognise any trust in relation to any security issued by it, and the company shall not be bound by or be compelled in any way to recognise, even when having notice thereof, any interest in such security or any interest in any fractional part of such security or any other rights in respect of such security except an absolute right of the registered holder to the entirety thereof.

(2) Any court proceedings against a registered holder of a security by the persons beneficially entitled to the security under a trust shall be heard in camera if the registered holder is a licensed nominee within the meaning of the Malta Financial Services Centre Act.

Cap. 330

8. (1) The share capital of a company may be denominated in any currency which is a convertible currency.

Share capital in a convertible currency.

(2) A company may by extraordinary resolution change the currency in which its share capital is expressed.

(3) For the purposes of applying the provisions of the Ordinance relating to minimum share capital, share capital expressed in a currency other than in liri shall be calculated on the basis of the liri equivalent at the date of -

- (a) the registration of the memorandum; or
- (b) the registration of the extraordinary resolution referred to in subsection (2) of this section; or
- (c) the registration of the extraordinary resolution effecting a reduction of the issued share capital, in the case where a company reduces its issued share capital.

(4) Without prejudice to the provisions of section 78 of the Ordinance, a copy of the extraordinary resolution referred to in subsection (2) of this section shall be delivered to the Registrar for registration and shall not be effective until it is so registered.

(5) The exchange rate to be used shall be the average of the buying and selling rates prevailing at the date of registration referred to in subsection (3) of this section.

(6) A company shall draw up its accounts in the same currency as that of its share capital.

(7) Where the accounts of a company are drawn up in a currency other than liri, there shall be stated on the balance sheet of the company the exchange rate between the currency used and liri on the balance sheet date and such rate shall be the average of the buying and selling rates prevailing on such date.

Power to make regulations.

9. The Minister may make regulations generally providing for the manner in which accounts and records of companies with share capital denominated in currencies other than liri are to be drawn up, and in particular such regulations may provide for special rules governing the accounts and records of such companies upon the change of currency in which their share capital is expressed.

SCHEDULE

(Section 6)

**ACCOUNTS AND DIRECTORS' REPORT
OF AN INVESTMENT COMPANY WITH VARIABLE SHARE
CAPITAL**

Without prejudice to any requirements laid down by the Competent Authority under the Investment Services Act, 1994, the accounts of an investment company with variable share capital shall disclose at least the following:-

1. Statement of assets and liabilities:
 - Securities
 - Debt instruments
 - Bank balances
 - Other assets
 - Total assets
 - Liabilities
 - Net asset value
2. Number of units in circulation
3. Net asset value per unit
4. The composition of the portfolio, distinguishing at least between:
 - (a) transferable securities admitted to official stock exchange listing
 - (b) transferable securities dealt in on another regulated market
 - (c) recently issued transferable securities
 - (d) transferable securities not included in the above
 - (e) debt instruments not included in the above
 - (f) other investments as applicable

References in sub-paragraph (c) to recently issued transferable securities are to securities the terms of issue of which include an undertaking that application will be made for admission to official stock exchange listing or to another regulated market.

The portfolio shall be analysed on the basis of economic, geographic, currency or other appropriate criteria having regard to the investment policy of the company. Such analysis shall show the value of each category of investment as a percentage of net assets and as a percentage of total assets of the company.

Any material changes in the composition of the investment portfolio made during the financial year shall be stated.

5. Statement or statements of the developments concerning the assets of the company during the financial year and including the following:

- Income from investments
- Other income
- Management charges
- Depository's charges
- Other charges and taxes
- Net income
- Distributions and income reinvested
- Changes in capital account
- Appreciation or depreciation in value of investments
- Other changes affecting the value of the assets and liabilities of the company

6. A comparative table covering the last three financial years and including, for each financial year, at the end of such year:

- the total net asset value of the company; and
- the net asset value per unit.

During its first, second and third financial years, a company shall show the above information for all financial years since its registration.

7. Details, by category of transaction, of the resulting amount of commitments.

References in this paragraph to commitments are to the commitments resulting from the use of techniques and instruments for the purposes of efficient portfolio management, including protection against exchange risks.

Passed by the House of Representatives at Sitting No. 303 of the 20th July, 1994.

LAWRENCE GONZI
Speaker

RICHARD J. CAUCHI
Clerk to the House of Representatives