

VERŻJONI ELETTRONIKA

Suppliment tal-Gazzetta tal-Gvern ta' Malta, Nru. 20,725, 26 ta' Ottubru, 2021
Taqsim A

MALTA

ATT Nru LX tal-2021

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

ATT biex jemenda l-Att dwar il-Kumpaniji, Kap. 386.

ACT No. LX of 2021

AN ACT enacted by the Parliament of Malta.

AN ACT to amend the Companies Act, Cap. 386.

Nagħti l-kunsens tiegħi.

(L.S.)

GEORGE VELLA
President

26 ta' Ottubru, 2021

ATT Nru LX tal-2021

ATT biex jemenda l-Att dwar il-Kumpaniji, Kap. 386.

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

1. (1) It-titolu fil-qosor ta' dan l-Att hu l-Att tal-2021 li jemenda l-Att dwar il-Kumpaniji, u dan l-Att għandu jinqara u jinftiehem haġa waħda mal-Att dwar il-Kumpaniji, hawn iżjed 'il quddiem imsejjaħ "l-Att prinċipali".

Titolu fil-qosor u bidu fis-sehħ.

Kap. 386.

(2) Id-dispożizzjonijiet ta' dan l-Att għandhom jidhlu fis-sehħ f'dik id-data li l-Ministru responsabbli għar-registrazzjoni ta' soċjetajiet kummerċjali jista', b'avviż fil-Gazzetta, jistabbilixxi, u jistgħu jiġu hekk stabbiliti dati differenti għal dispożizzjonijiet differenti tal-Att.

2. L-artikolu 2 tal-Att prinċipali għandu jiġi emendat kif ġej:

Emenda tal-artikolu 2 tal-Att prinċipali.

(a) fis-subartikolu (1) tiegħu, minnufih wara t-tifsira "membru", għandha tiżdied it-tifsira ġdida li ġejja:

" "mezzi elettronici" tfisser tagħmir elettroniku użat għall-ipproċessar, inkluża l-kompressjoni diġitali, u l-ħażna ta' data, u li permezz tagħhom informazzjoni inizjalment tintbagħat lejn u tiġi riċevuta fid-destinazzjoni tagħha; hekk li dik l-informazzjoni tkun trasmessa, mibgħuta u riċevuta f'mod determinat mir-Registratur;"

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(b) is-subartikolu (5) tiegħu għandu jiġi sostitwit b'dan li ġej:

"(5) Għall-finijiet ta' dan l-Att, meta dokument li jkun jinhtieg li jkun konsenjat lir-Registatur għar-registrazzjoni jkollu jagħti l-isem u r-residenza jew l-indirizz għal notifikati ta' persuna, dan għandu jittqies li jehtieg ukoll id-data tat-twelid fil-każ ta' persuna fiżika jew meta uffiċjal jew azzjonist ikun korp ġuridiku, għandu jittqies li jirrikjedi n-numru ta' registrazzjoni tal-kumpanija."

Emenda tal-artikolu 69 tal-Att prinċipali.

3. Is-subartikolu (1) tal-artikolu 69 tal-Att prinċipali għandu jiġi emendat b'dan li ġej:

(a) il-paragrafu (b) tiegħu għandu jiġi sostitwit b'dan li ġej:

"(b) l-isem u r-residenza jew l-indirizz għal notifikati ta' kull wieħed mill-firmatarji;"

(b) il-paragrafu (d) tiegħu għandu jiġi sostitwit b'dan li ġej:

"(d) l-uffiċċju registri f'Malta u l-indirizz tal-posta elettronika tal-kumpanija;"

(ċ) il-paragrafu (g) tiegħu għandu jiġi sostitwit b'dan li ġej:

"(g) in-numru tad-diretturi, l-isem u r-residenza jew l-indirizz għal notifikati tal-ewwel diretturi u, fejn xi wieħed mid-diretturi jkun korp ġuridiku, l-isem u l-uffiċċju registri jew prinċipali tal-korp ġuridiku, il-mod kif għandha tkun eżerċitata r-rappreżentanza tal-kumpanija, u l-isem tal-ewwel persuna jew persuni li jkollhom dik ir-rappreżentanza;" u

(d) il-paragrafu (h) tiegħu għandu jiġi sostitwit b'dan li ġej:

"(h) l-isem u r-residenza jew l-indirizz għal notifikati tal-ewwel segretarju jew segretarji tal-kumpanija, jew fejn is-segretarju tal-kumpanija jkun korp ġuridiku, l-isem, numru ta' registrazzjoni u l-uffiċċju registri ta' dak il-korp ġuridiku;"

Żieda ta' artikolu ġdid fl-Att prinċipali.

4. Minnufih wara l-artikolu 123 tal-Att prinċipali għandu

jizzied l-artikolu ġdid li ġej:

"Reġistru tal-indirizzi tar-residenza ta' uffiċjali u azzjonisti.

123A. (1) Kull kumpanija għandha żżomm reġistru tal-indirizzi tar-residenza tal-uffiċjali u tal-azzjonisti tagħha u għandha tniżżel fih id-dettalji li ġejjin:

(a) l-ismijiet ta' kull wiehed mill-uffiċjali u azzjonisti tal-kumpanija;

(b) l-indirizz tas-soltu tar-residenza ta' kull wiehed mill-uffiċjali u azzjonisti tal-kumpanija:

Iżda jekk l-indirizz tas-soltu tar-residenza ta' uffiċjal jew ta' azzjonist hu l-istess bħall-indirizz għal notifika, ir-reġistru tal-indirizzi tar-residenza tal-uffiċjali u tal-azzjonisti tal-kumpanija jehtieg biss li jkollu notament f'dan ir-rigward:

Iżda wkoll l-indirizz għal notifika ta' uffiċjal jew azzjonist jista' jiġi dikjarat li hu l-uffiċċju reġistrat jew prinċipali tal-kumpanija, hekk iżda li f'tali każ il-proviso ta' qabel dan m'għandux japplika;

(ċ) l-indirizz tal-posta elettronika ta' kull wiehed mill-uffiċjali u azzjonisti tal-kumpanija.

(2) Id-diretturi u s-segretarju tal-kumpanija għandu jkollhom id-dmir li jikkonsenjaw lir-Registratur kopja tar-reġistru tal-indirizzi tar-residenza tal-uffiċjali u tal-azzjonisti tal-kumpanija u kull bidla li ssir fir-reġistru, fi żmien erbatax-il ġurnata wara d-data li fiha tiġi reġistrata l-bidla mal-kumpanija, flimkien mal-formula statutorja rilevanti kif prevista taht dan l-Att u kull leġiżlazzjoni sussidjarja magħmula tahtu:

Iżda r-Registratur għandu jaħżen u jżomm ir-records kif jinsabu fir-reġistru tal-indirizzi tar-residenza tal-uffiċjali u tal-azzjonisti tal-kumpanija liema reġistru għandu jintuża biss għal għanijiet regolatorji u ma jkunx miftuħ għall-ispezzjon mill-pubbliku.

(3) Jekk ikun hemm nuqqas fl-osservanza tad-dispożizzjonijiet tas-subartikolu (2), kull uffiċjal tal-kumpanija li jkun hekk naqas, sakemm tali inadempjenza ma tiġix rimedjata fi żmien xahar minn meta jkun irċieva avviż dwar dan in-nuqqas mibgħut mir-Registratur, jeħel penali, u għal kull gurnata li jibqa' jseħħ in-nuqqas, penali addizzjonali:

Iżda r-Registratur għandu wkoll jirrifjuta li jirreġistra bidla fl-uffiċjali jew fl-azzjonisti jekk l-informazzjoni meħtieġa b'dan l-artikolu ma tkunx giet sottomessa jew jekk ma jkunx sodisfatt li l-kumpanija tkun ipprovdiet informazzjoni preċiża u aġġornata dwar l-uffiċjali u l-azzjonisti tagħha kif meħtieġ bid-dispożizzjonijiet ta' dan l-Att."

Emenda tal-artikolu 139 tal-Att prinċipali.

5. L-artikolu 139 tal-Att prinċipali għandu jiġi emendat kif ġej:

(a) is-subartikoli (1) u (2) tiegħu għandhom jiġu sostitwiti b'dan li ġej:

"(1) Persuna ma tkunx tista' tiġi maħtura direttur ta' kumpanija kemm-il darba ma tkunx personalment iffirmit il-memorandum fejn turi l-kunsens tagħha li tagħmilha ta' direttur jew xort'oħra tkun iffirmit u kkonsenjat lir-Registratur għar-registrazzjoni kunsens bil-miktub biex hekk tagħmilha ta' direttur.

(2) Bla ħsara għad-dispożizzjonijiet tas-subartikolu (1), meta direttur bil-memorandum jew bl-istatut ta' kumpanija jkun meħtieġ li jkollu kwalifika partikolari ta' azzjonijiet, dan għandu jew jiffirma l-memorandum għal numru ta' azzjonijiet li ma jkunx inqas mill-kwalifika tiegħu jew jiffirma u jikkonsenja lir-Registratur għar-registrazzjoni obbligazzjoni bil-miktub li jieħu mingħand il-kumpanija, u jhallas għalihom, l-azzjonijiet ta' kwalifika tiegħu:

Iżda dan għandu jitlaq il-kariga tiegħu jekk ma jiksibx il-kwalifika fi żmien xahrejn mill-ħatra tiegħu, jew f'dak iż-żmien aqsar li jista' jkun iffissat mill-memorandum jew bl-istatut, jew jekk f'xi żmien wara ma jibqax ikollu l-kwalifika tiegħu; u ma jkunx jista' jerga' jiġi maħtur bħala direttur tal-kumpanija qabel ma jkun kiseb il-kwalifika tiegħu."; u

(b) minnufih wara s-subartikolu (4) tiegħu għandu jiżdied is-subartikolu ġdid li ġejj:

"(5) Malli tinħatar bħala direttur ta' kumpanija, tali persuna tkun meħtieġa tiddikjara lir-Registratur, fuq il-formula preskritta, jekk hi tafx b'xi ċirkostanzi li jistgħu jwasslu għal skwalifika mill-ħatra għal jew miż-żamma tal-kariga ta' direttur ta' kumpanija skont id-dispożizzjonijiet ta' dan l-Att jew f'xi Stat Membru ieħor."

6. Minnufih wara s-subartikolu (6) tal-artikolu 140 tal-Att prinċipali għandhom jiżdiedu s-subartikoli godda li ġejjin:

Emenda tal-artikolu 140 tal-Att prinċipali.

Kap. 529.

"(7) Jekk ir-Registratur isir konxju li uffiċjal ta' kumpanija hu skwalifikat jew ma jkollux liċenzja mahruġa taħt l-Att dwar Provdituri ta' Servizz lil Kumpaniji, meta din tkun meħtieġa jew kemm-il darba ma jkunx mod ieħor eżentat skont id-dispożizzjonijiet tal-imsemmi Att jew regolamenti magħmulin jew regoli mahruġin taħtu, ir-Registratur għandu jinforma lill-kumpanija u l-kumpanija għandha tipproċedi biex tneħhi d-direttur skont id-dispożizzjonijiet ta' dan l-artikolu u għandha, fi żmien erbatax (14)-il ġurnata mid-data tat-tneħhija, tissottometti lir-Registratur għar-registrazzjoni l-formula statutarja li tinnotifika t-tneħhija ta' dak l-uffiċjal.

(8) Jekk il-kumpanija tonqos milli tneħhi tali uffiċjal, ir-Registratur għandu jippreżenta rikors fil-qorti fejn jitlob it-tneħhija ta' tali uffiċjal mill-kariga.

(9) Il-qorti għandha, mingħajr dewmien, tiffissa s-smiġħ tar-rikors għal data bikrija, liema data ma għandha f'ebda każ tkun aktar tard minn tletin ġurnata mill-preżentata tar-rikors. Il-Qorti għandha tittratta r-rikors sal-konklużjoni tiegħu fi żmien hamest ijiem mid-data ffissata għas-smiġħ originali tar-rikors, u ma jingħata l-ebda differiment ħlief jew bil-kunsens taż-żewġ partijiet jew għal raġuni eċċezzjonali li għandha tiġi registrata mill-qorti, u tali data differita m'għandhiex tkun iktar tard minn dik ġustifikata skont tali raġuni. L-ispejjeż għandhom jithallsu mill-kumpanija."

7. L-artikolu 142 tal-Att prinċipali għandu jiġi emendat kif ġejj:

Emenda tal-artikolu 142 tal-Att prinċipali.

(a) fis-subparagrafu (vi) tal-proviso għall-paragrafu (d) tas-subartikolu (1) tiegħu, minflok il-kliem "li l-persuna tkun ingħatat." għandhom jidhlu l-kliem "li l-persuna tkun ingħatat"; u minnufih wara għandu jiżdied il-paragrafu ġdid li ġej:

Kap. 529. "(e) tali persuna jkollha tali kariga bħala provditur ta' servizz lil kumpanija skont l-Att dwar Provdituri ta' Servizz lil Kumpaniji mingħajr ma kisbet l-awtorizzazzjoni meħtieġa mill-Awtorità għas-Servizzi Finanzjarji ta' Malta biex tipprovdi tali servizz."; u

(b) minnufih wara s-subartikolu (5) tiegħu għandu jiżdied is-subartikolu ġdid li ġej:

"(6) Minbarra l-iskwalifiki mill-ħatra għal jew iż-żamma tal-kariga ta' direttur ta' kumpanija taħt id-dispożizzjonijiet ta' dan l-Att, għandha tingħata kunsiderazzjoni għal kull skwalifika li tkun fis-seħħ jew informazzjoni rilevanti għal skwalifika fi Stat Membru ieħor u r-Registratur jista' jirrifjuta l-ħatra ta' persuna bħala direttur fejn, f'dak iż-żmien, tali persuna kienet tkun skwalifikata milli tagħmilha ta' direttur fi Stat Membru ieħor.".

Emenda tal-artikolu 146 tal-Att prinċipali.

8. Is-subartikolu (1) tal-artikolu 146 tal-Att prinċipali għandu jiġi sostitwit b'dan li ġej:

"(1) B'żieda mal-ħtiġiet stipulati fl-artikolu 123A, kull kumpanija għandha tibgħat lir-Registratur għar-registrazzjoni prospett li juri kull tibdil fost id-diretturi tagħha, is-segretarju tagħha jew fir-rappreżentanza tal-kumpanija, li juri d-data tat-tibdil, flimkien mal-isem u r-residenza jew l-indirizz għal notifiki, jew l-isem, uffiċċju registrat u numru ta' registrazzjoni, skont il-każ, ta' kull direttur ġdid jew segretarju tal-kumpanija ġdid, fi żmien erbatax-il gurnata minn dik il-bidla:

Iżda r-Registratur jista', qabel ma jirregistra l-prospett, jieħu dawk il-passi u jitlob dak it-tagħrif li hu jidhirlu li jkun meħtieġ biex jiżgura l-korrettezza tal-prospett u biex jistabbilixxi jekk id-dispożizzjonijiet ta' dan l-Att ikunux ġew imħarsa.".

Emenda tal-artikolu 401 tal-Att prinċipali.

9. L-artikolu 401 tal-Att prinċipali għandu jiġi emendat kif ġej:

(a) fil-paragrafu (i) tas-subartikolu (1) tiegħu minflok il-kliem "bis-saħħa ta' dik it-Tieni Skeda." għandhom jidhlu l-

kliem "bis-saħħa ta' dik it-Tieni Skeda;" u minnufih wara għandhom jiżdiedu l-paragrafi ġodda li ġejjin:

"(j) qabel ma jirreġistra kumpanija ġdida jew prospett, li jieħu dawk il-passi u jitlob tali informazzjoni jew dokumentazzjoni hekk kif tista' titqies meħtieġa biex tiġi aċċertata l-identifikazzjoni tal-individwu jew il-korrettezza tal-informazzjoni li tkun ġiet sottomessa lilu;

(k) li jipprovdi lill-awtoritajiet kompetenti u lil persuni suġġetti, kif imfissra fir-
L.S. 373.01 Regolamenti kontra *Money Laundering* u Finanzjar ta' Terroriżmu, aċċess sħiħ għas-sit tal-web miżmum mir-Registratur, inkluż, iżda mhux limitat għal, aċċess permezz ta' *interface* tal-programm ta' applikazzjoni;

(l) li jittratta ma' kull aspett ta' formazzjoni ta' kumpaniji *online*, reġistrazzjoni ta' fergħat *online* u preżentata ta' dokumenti u informazzjoni *online*; u

(m) li joħroġ, jekk hekk jidhirlu xieraq, proċeduri u gwida, wara konsultazzjoni mal-Ministru, lil kumpaniji u, jew l-uffiċjali tagħhom skont ma jista' jkun meħtieġ biex jingħata seħħ lid-dispożizzjonijiet ta' dan l-Att u kull leġiżlazzjoni sussidjarja magħmula taħtu, u li jkunu vinkolanti fuq kumpaniji u l-uffiċjali tagħhom."; u

(b) minnufih wara s-subartikolu (17) tiegħu għandu jiżdied is-subartikolu ġdid li ġej:

"(18) Meta r-Registratur, fil-kompetenza tiegħu bħala kontrollur tad-*data*, jipproċessa *data* personali għall-finijiet ta' dan l-Att, hu għandu josserva l-prinċipji li jirrigwardaw l-ipproċessar ta' *data* personali konformement mal-Artikolu 5 tar-Regolament (UE) 2016/679 tal-Parlament Ewropew u tal-Kunsill tas-27 ta' April 2016 dwar il-protezzjoni tal-persuni fiżiċi fir-rigward tal-ipproċessar ta' *data* personali u dwar il-moviment liberu ta' tali *data*, u li jhassar id-Direttiva 95/46/KE (Regolament Ġenerali dwar il-Protezzjoni tad-*Data*), u japplika miżuri xierqa tekniċi u organizzativi biex jiżgura li jkun hemm livell ta' sigurtà xieraq għar-riskju li jinholoq, u li jintegra s-salvagwardji neċessarji fl-ipproċessar, sabiex jipproteġi d-drittijiet u l-libertajiet tas-

A 1512

sugġetti tad-*data*."

Emenda tas-
Seba' Skeda li
tinsab mal-Att
prinċipali.

10. Is-Seba' Skeda li tinsab mal-Att prinċipali għandha tiġi emendata kif ġej:

(a) minflok il-kliem:

"1. *Indirizz*

(*Indirizz tal-uffiċċju registrat tal-kumpanija*)"

għandhom jidhlu l-kliem:

"1. *Indirizz*

(*Indirizz tal-uffiċċju registrat u indirizz tal-posta elettronika tal-kumpanija*)"; u

(b) minflok il-kliem:

"2. *Sommarju tal-Kapital Azzjonarju*"

għandhom jidhlu l-kliem:

"2. *Qasam Prinċipali tal-Attività Kummerċjali u Sommarju tal-Kapital Azzjonarju*".

Emenda tal-
Hdax-il Skeda li
tinsab mal-Att
prinċipali.

11. Fil-Hdax-il Skeda li tinsab mal-Att prinċipali minnufih wara l-partita:

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123(4)	Nuqqas ta' uffiċjali ta' kumpanija li jharsu d-dispożizzjonijiet dwar registru tal-membri	€465.87	€23.29
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għandha tizzied il-partita ġdida li ġejja:

"

123A	Nuqqas tal-uffiċjali tal-kumpanija li josservaw id-dispożizzjonijiet rigward ir-registru ta' indirizzi ta' residenza ta' uffiċjali tal-kumpanija u azzjonisti	€465.87	€23.29
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Mgħoddi mill-Kamra tad-Deputati fis-Seduta Nru 500 tal-20 ta' Ottubru, 2021.

ANĠLU FARRUGIA
Speaker

RAYMOND SCICLUNA
Skrivan tal-Kamra tad-Deputati

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I assent.

(L.S.)

GEORGE VELLA
President

26th October, 2021

ACT No. LX of 2021

AN ACT to amend the Companies Act, Cap. 386.

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.

Cap. 386.

1. (1) The short title of this Act is the Companies (Amendment) Act, 2021, and this Act shall be read and construed as one with the Companies Act, hereinafter referred to as "the principal Act".

(2) The provisions of this Act shall come into force on such date as the Minister responsible for the registration of commercial partnerships may, by notice in the Gazette, establish, and different dates may be so established for different provisions of the Act.

Amendment of article 2 of the principal Act.

2. Article 2 of the principal Act shall be amended as follows:

(a) in sub-article (1) thereof, immediately after the definition "EEA State", there shall be added the following new definition:

" "electronic means" means electronic equipment used for the processing, including digital compression, and the storage of data, and through which information is

initially sent and received at its destination; that information being entirely transmitted, conveyed and received in a manner to be determined by the Registrar;"

(b) sub-article (5) thereof shall be substituted by the following:

"(5) For the purposes of this Act, where a document required to be delivered to the Registrar for registration is required to state the name and residence or service address of a person, it shall be deemed to require further the date of birth in the case of a natural person or, where an officer or shareholder is a body corporate, it shall be deemed to require the company registration number."

3. Sub-article (1) of article 69 of the principal Act shall be amended by the following:

Amendment of article 69 of the principal Act.

(a) paragraph (b) thereof shall be substituted by the following:

"(b) the name and residence or service address of each of the subscribers thereto;"

(b) paragraph (d) thereof shall be substituted by the following:

"(d) the registered office in Malta and the electronic mail address of the company;"

(c) paragraph (g) thereof shall be substituted by the following:

"(g) the number of the directors, the name and residence or service address of the first directors and, where any one of the directors is a body corporate, the name and registered or principal office of the body corporate, the manner in which the representation of the company shall be exercised, and the name of the first person or persons vested with such representation;" and

(d) paragraph (h) thereof shall be substituted by the following:

"(h) the name and residence or service address of the first company secretary or secretaries, or where a company secretary is a body corporate, the name, registration number and registered office of that body

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corporate;".

Addition of new article to the principal Act.

4. Immediately after article 123 of the principal Act there shall be added the following new article:

"Register of officers' and shareholders' residential addresses.

123A. (1) Every company shall keep a register of the residential addresses of its officers and shareholders and shall enter therein the following particulars:

(a) the names of each of the company's officers and shareholders;

(b) the usual residential address of each of the company's officers and shareholders:

Provided that if an officer's or shareholder's usual residential address is the same as the service address, the register of the residential addresses of the company's officers and shareholders need only contain an entry to that effect:

Provided further that an officer's or shareholder's service address may be stated to be the company's registered or principal office, so however that in such case the foregoing proviso shall not apply;

(c) the electronic mail address of each of the company's officers and shareholders.

(2) It shall be the duty of the directors and of the company secretary to deliver to the Registrar a copy of the register of the residential addresses of the company's officers and shareholders and any changes thereto, within fourteen days after the date on which the change is recorded with the company, accompanied by the relevant statutory form as provided under this Act and the subsidiary legislation made thereunder:

Provided that the Registrar shall store and keep the records as contained in the register of residential addresses of the company's officers and shareholders and which register shall only be used for regulatory purposes and shall not be open for public inspection.

(3) If default is made in complying with the provisions of sub-article (2), every officer of the company who is in default shall, unless such default is remedied within one month from the receipt of notice of such default sent by the Registrar, be liable to a penalty, and for every day during which the default continues, to a further penalty:

Provided that the Registrar shall also refuse to register the change in officers or shareholders if the information required by this article was not submitted or if he is not satisfied that the company has provided accurate and up to date information of its officers and shareholders as required by the provisions of this Act."

5. Article 139 of the principal Act shall be amended as follows:

Amendment of article 139 of the principal Act.

(a) sub-articles (1) and (2) thereof shall be substituted by the following:

"(1) A person shall not be capable of being appointed director of a company unless he has personally signed the memorandum indicating his consent to act as a director or has otherwise signed and delivered to the Registrar for registration a consent in writing to act as such director.

(2) Without prejudice to the provisions of sub-article (1), where a director is by the memorandum or articles of a company required to hold a specified share qualification, he shall either sign the memorandum for a number of shares not less than his qualification or sign and deliver to the Registrar for registration an undertaking in writing to take from the company and pay for his qualification shares:

Provided that he shall vacate his office if he fails to obtain his qualification within two months after his appointment, or such shorter time as may be fixed by the memorandum or articles, or if at any time thereafter he ceases to hold his qualification; and he shall be incapable of being re-appointed director of the company until he has obtained his qualification."; and

(b) immediately after sub-article (4) thereof there shall be added the following new sub-article:

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"(5) Upon being appointed director of a company, such person shall be required to declare to the Registrar, in the prescribed form, whether he is aware of any circumstances which could lead to a disqualification from appointment or to hold office as a director of a company under the provisions of this Act or in another Member State."

Amendment of article 140 of the principal Act.

6. Immediately after sub-article (6) of article 140 of the principal Act there shall be added the following new sub-articles:

Cap. 529.

"(7) Where the Registrar becomes aware that an officer of a company is disqualified or does not hold a licence issued under the Company Service Providers Act, where so required or unless otherwise exempt in terms of the said Act or any other regulations made or rules issued thereunder, the Registrar shall inform the company and the company shall proceed to remove the director in accordance with the provisions of this article and shall, within fourteen (14) days from the date of removal, submit to the Registrar for registration the statutory form notifying the removal of such officer.

(8) If the company fails to remove such officer, the Registrar shall file an application in court requesting the removal of such officer from office.

(9) The court shall, without delay, set down the application for hearing at an early date, which date shall in no case be later than thirty days from the date of the filing of the application. The court shall hear the application to a conclusion within five working days from the date fixed for the original hearing of the application, and no adjournment shall be granted except either with the consent of both parties or for an exceptional reason to be recorded by the court, and such adjourned date shall not be later than that justified by any such reason. The expenses shall be borne by the company."

Amendment of article 142 of the principal Act.

7. Article 142 of the principal Act shall be amended as follows:

(a) in sub-paragraph (vi) of the proviso to paragraph (d) of sub-article (1) thereof, for the words "would have been awarded." there shall be substituted the words "would have been awarded;", and immediately thereafter there shall be added the

following new paragraph:

Cap. 529. "(e) such person is holding such office as a company service provider in terms of the Company Service Providers Act without having obtained the necessary authorisation by the Malta Financial Services Authority to provide such service."; and

(b) immediately after sub-article (5) thereof there shall be added the following new sub-article:

"(6) Apart from the disqualifications for appointment or to hold office of a director of a company under the provisions of this Act, any disqualification that is in force or information relevant for disqualification in another Member State shall be taken into account and the Registrar may refuse the appointment of a person as a director of a company where, at the time, such person would be disqualified from acting as a director in another Member State."

8. Sub-article (1) of article 146 of the principal Act shall be substituted by the following:

Amendment of article 146 of the principal Act.

"(1) In addition to the requirements stipulated in article 123A, every company shall send to the Registrar for registration a return of any change among its directors, or company secretary or in the representation of the company, specifying the date of the change, together with the name and residence or service address, or name, registered office and registration number, as the case may be, of any new director or company secretary, within fourteen days from the happening thereof:

Provided that the Registrar may, before registering the return, take such steps and require such information as he may deem necessary to ascertain the correctness of the return and to determine whether the provisions of this Act have been complied with."

9. Article 401 of the principal Act shall be amended as follows:

Amendment of article 401 of the principal Act.

(a) in paragraph (i) of sub-article (1) thereof, for the words "as authorised by the said Second Schedule." there shall be substituted the words "as authorised by the said Second Schedule"; and immediately thereafter there shall be added the

following new paragraphs:

"(j) before registering a new company or return, to take such steps and require such information or documentation as it may be deemed necessary to ascertain the individuals' identification and correctness of the information submitted to him;

S.L. 373.01 (k) to provide competent authorities and subject persons, as defined in the Prevention of Money Laundering and Funding of Terrorism Regulations, with full access to the website maintained by the Registrar, including, but not limited to, access by an application programming interface;

(l) to deal with any aspect of online formation of companies, online registration of branches and online filing of documents and information; and

(m) to issue, if he so deems fit, procedures and guidance, after consultation with the Minister, to companies and, or their officers as may be required for the carrying into effect of the provisions of this Act and any subsidiary legislation made thereunder, and which shall be binding on companies and their officers."; and

(b) immediately after sub-article (17) thereof there shall be added the following new sub-article:

"(18) Where the Registrar, in his capacity of a data controller, processes personal data for the purposes of this Act, he shall comply with the principles relating to the processing of personal data pursuant to Article 5 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation), and apply appropriate technical and organisational measures to ensure a level of security appropriate to the risk posed, and to integrate the necessary safeguards into the processing, in order to protect the rights and freedoms of data subjects."

(a) for the words:

"1. Address

(Address of the registered office of the company)"

there shall be substituted the words:

"1. Address

(Address of the registered office and electronic mail address of the company)"; and

(b) for the words:

"2. Summary of Share Capital"

there shall be substituted the words:

"2. Principal Area of Trading Activity and Summary of Share Capital".

11. In the Eleventh Schedule to the principal Act immediately after the item:

Amendment of the Eleventh Schedule to the principal Act.

"

123(4)	Failure of officers of company to comply with provisions as to register of members	€465.87	€23.29
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"

there shall be added the following new item:

"

123A	Failure of company officers to comply with provisions as to register of residential addresses of company officers and shareholders	€465.87	€23.29
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VERŻJONI ELETTRONIKA

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Passed by the House of Representatives at Sitting No. 500 of the
20th October, 2021.

ANĠLU FARRUGIA
Speaker

RAYMOND SCICLUNA
Clerk of the House of Representatives