

MALTA FOOTBALL ASSOCIATION CODE OF ETHICS

2021 edition

MFA Ethics and Compliance Committee (as of May 2021):

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PREAMBLE

The Malta Football Association, being the largest and most followed sports organisation in Malta, acknowledges its responsibilities in particular in promoting and ensuring good governance.

The MFA is working on multiple fronts with the principal aim of embracing good conduct, good governance, and good ethical behaviour standards which are well regarded both locally and internationally. This Code of Ethics *inter alia* outlines and regulates the appropriate conduct of the Association's Officers, highlighting the most important core values for behaviour and conduct within the MFA as well as with external parties, including the media. The conduct of persons within the jurisdiction of this Code shall reflect the fact that such individuals embrace the objectives and principles of the MFA in every way, and refrain from anything that could be harmful to these aims and objectives. They shall respect the significance of their commitment and allegiance to the MFA, and whilst representing the Association at all times, even when not on Association's official duties, behave towards them honestly, worthily, respectably and with integrity. In addition, they shall respect and uphold the core value of fair play in every aspect of their functions.

DEFINITIONS

“Associated Club or Associated Clubs” shall mean those Clubs which are neither Member Clubs nor Registered Clubs, but which are nevertheless accepted by the Executive Board of the Association to take part in one or more competitions organised by the Association. These shall include those Clubs which are admitted by the Executive Board of the Association to take part in Youth and Women’s competitions organised by the Association.

“Board or the Board” shall mean the MFA Board of Ethics and Compliance.

“CAS” shall mean Court of Arbitration for Sports.

“Confidential Information” shall mean all information, knowledge or data related to the operation of the Association that is not in the public domain or otherwise publicly available, or that has been treated as confidential by the Association.

“Executive board” shall mean the entity which is defined by the Statute of the MFA as having *inter alia* the overall control and management of the Association, which shall include the officers of the Association, as well as the other board members elected or appointed to represent the various sectors of the Association.

“FIFA” shall mean Fédération Internationale de Football Association.

“General Assembly” – shall mean the meeting which is held by the Association once every year by not later than the seventh (7th) day of August.

“Harassment” shall mean systematic, hostile, and repeated acts intended to isolate or ostracize or harm the dignity of a person.

“Inappropriate content” or “Inappropriate comments” shall mean any content, comments or material containing: pornography, racial or religious slurs, gender-specific comments, information encouraging criminal skills or terrorism, or materials relating to cults, gambling and illegal drugs. This definition also covers any text or images or other media that could reasonably offend someone on the basis of: anti-fair play, race, age, sex, religious or political beliefs, national origin, disability, sexual orientation, or any other characteristic protected by law.

“Intermediary” shall mean a natural or legal person who, for a fee or free of charge, represents players and/or clubs in negotiations with a view to concluding an employment contract or represents clubs in negotiations with a view to concluding a transfer agreement.

“MFA or Association” shall mean the Malta Football Association.

“Member Club or Member Clubs” shall mean those Clubs which participate in the national league of the Association.

“Registered Club or Registered Clubs” shall mean those Clubs which are affiliated to a member Association.

“Related Party” shall mean any party related to persons bound by the Code who shall be considered a related party if they fulfil one or more of the following criteria:

- a) Representative and employee;
- b) spouse and domestic partner;
- c) individual sharing the same household, regardless of the personal relationship;
- d) other family member with whom they have a close relationship within a third degree;
- e) legal entity, partnership and any other fiduciary institution, if the person bound by this Code or the person receiving an undue advantage alternatively:
 - i. holds a management position within that entity, partnership or fiduciary institution;
 - ii. directly or indirectly controls the entity, partnership or fiduciary institution;
 - iii. is a beneficiary of the entity, partnership or fiduciary institution;
 - iv. performs services on behalf of such entity, partnership or fiduciary institution, regardless of the existence of a formal contract.

“Reputational Risk” shall mean potential for negative publicity, public perception or uncontrollable events to have an adverse impact on an Officer’s reputation, thereby affecting his or her standing in society.

“Officer or Officers” shall mean the Officers of the MFA as defined in article **tbc** of the MFA statute stating that the Officers of the Association are the President, the three (3) Vice-Presidents, but for the purpose of this Code, it shall also include the treasurer [or the equivalent] and the General Secretary.

“UEFA” shall mean Union of European Football Associations.

ANNEXES INDEX

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1. JURISDICTION & SUPREMACY

- 1.1** This Code shall have jurisdiction over all the Executive board members of the MFA as defined in article **tbc** of the MFA Statute, as well as the Treasurer, and the General Secretary of the Association.
- 1.2** If any clause of an MFA Regulation and/or any form of written direction by the MFA is inconsistent with this Code, this Code shall prevail and the other clause shall, to the extent of the inconsistency, be void. For all intents and purposes, the statute shall be deemed to be supreme over any other rule, regulation, directive and thus shall prevail.

2. VALUES

Whether being elected representatives of the Clubs, or nominated Officers, the persons defined in provision 1.1 of this Code shall be inspired, and their actions, decisions, and behavior shall be guided by the following values:

- 2.1 Fair Play** – They shall lead by example in promoting the fundamental principle of Fair Play and sportsmanship throughout all their engagements.
- 2.2 Integrity** – They shall consistently align their conduct to the highest standards in public life, and shall adhere to shared ethical values, principles and norms for upholding and prioritizing the MFA objectives and interests over private interests.
- 2.3 Diligence** – They shall keep abreast with the duties and obligations entrusted to them, with any standing orders and other Regulations governing the MFA operations, and abide by the provisions of this Code.
- 2.4 Transparency** – They shall be as open as possible about the decisions and actions that they take, and they shall give reasons for their decisions.
- 2.5 Accountability** – They shall be accountable to all Member Clubs, Registered Clubs and Associated Clubs, whilst nominated Officers shall be accountable to the MFA, and shall submit themselves to the necessary scrutiny to ensure this.
- 2.6 Objectivity** – They shall consider matters of policy, including appointments and contracts, objectively.
- 2.7 Honesty** – Throughout all their engagements, they shall be truthful.

2.8 Leadership – They shall promote, support, and embrace these values and be inspired by them and engage in leading by example.

2.9 Respect – They shall treat each and every person with whom they engage in any manner with utmost respect in order to create and promote a positive work environment.

2.10 Justice – They shall have a special responsibility to observe and uphold the Laws of Malta and regulations governing the MFA, FIFA, UEFA, and CAS.

3. DUE DILIGENCE

3.1 The persons referred to in provision 1.1, prior to the appointment in the case of an appointed officer, or upon his/her candidature for any elected post, shall be submitted to a due diligence fit and proper test as defined in *Annex 1*;

3.2 Any person who following the due diligence fit and proper test as defined in sub-article 3.1 above results as not suitable for the appointment, shall be excluded from any electoral candidature or nomination for such appointment or removed from such position. Such conclusion shall be made in a written reasoned decision, which decision shall be notified to the person or candidate, who shall have a right of recourse within five (5) working days from the decision before the Board of Appeal of the Association. The decision of the board of appeal shall be final and binding;

3.3 Any person who following the due diligence fit and proper test as defined in sub-article 3.1 above, results suitable for the appointment, shall be accepted, and included for any electoral candidature or nomination for such appointment. Such conclusion shall be made in a written reasoned decision, which decision shall be notified to the person or candidate and considered as final and cannot be challenged.

3.4 The due diligence fit and proper test mentioned in sub-article 3.1 shall be valid for a period of four years, and thus the interested person shall ensure that the test is repeated every four (4) years, if applicable.

3.5 Provided that the interested person may be subject to a due diligence fit and proper test during the four years' timeframe if directed by the MFA or by the body appointed or the Ethics and Compliance Committee.

3.6 For the appointed person being submitted to the due diligence fit and proper test as mentioned in the last preceding sub-article, the result of such test or tests, sub-articles 3.2 and 3.3 shall apply.

4. CONFLICT OF INTEREST

4.1 Persons bound by this Code shall not perform their duties (in particular, preparing or participating in the taking of a decision) in situations in which an existing or potential conflict of interest might affect such performance. A conflict of interest arises if a person bound by this Code has, or appears to have, secondary interests that could influence his ability to perform his duties with integrity in an independent and purposeful manner. Secondary interests include, but are not limited to, gaining any possible advantage for the persons bound by this Code themselves or related parties as defined in this Code.

4.2 Before being elected, appointed, or employed, persons bound by this Code shall disclose any relations and interests that could lead to situations of conflicts of interest in the context of their prospective activities.

4.3 Persons bound by this Code shall not perform their duties (in particular, preparing, or participating in, the taking of a decision) in situations in which there is a danger that a conflict of interest might affect such performance. Any such conflict shall be immediately disclosed and notified to the Association.

4.4 When during his/her MFA duties, any person bound by this Code identifies an actual or potential conflict of interest, he/she shall report this in writing according to the conflict-of-interest policy as outlined in *Annex 2*.

4.5 The MFA shall keep a conflict of interest register as per *Annex 3*, where each and every reported conflict of interest is duly recorded.

5. BRIBERY, MISAPPROPRIATION OF FUNDS AND MATCH MANIPULATION

5.1 Persons bound by this Code shall not accept, give, offer, promise, receive, request or solicit any personal or undue pecuniary or other advantage in order to obtain or

retain business or any other improper advantage to or from anyone within or outside MFA. Such acts are prohibited regardless of whether carried out directly or indirectly through, or in conjunction with, third parties. In particular, persons bound by this Code shall not accept, give, offer, promise, receive, request or solicit any personal or undue pecuniary or other advantage for the execution or omission of an act that is related to their official activities and is contrary to their duties or falls within their discretion.

5.2 Persons bound by this Code shall not misappropriate funds of the MFA, the confederations, associations, leagues, or clubs, whether directly or indirectly through, or in conjunction with, third parties.

5.3 Persons bound by this Code are forbidden from being involved in the manipulation of football matches and competitions. Such manipulation is defined as the unlawful influencing or alteration, directly or, by an act or an omission, of the course, result or any other aspect of a football match or competition, irrespective of whether the behavior is committed for financial gain, sporting advantage or any other purpose. In particular, persons bound by this Code shall not accept, give, offer, promise, receive, request, or solicit any pecuniary or other advantage, on behalf of himself or a third party, in relation to the manipulation of football matches and competitions.

5.4 Persons bound by this Code shall immediately report to the MFA Integrity Unit and to the local authorities any approach in connection with activities and/or information directly or indirectly related with the possible manipulation of a football match or competition as described above.

5.5 Persons bound by this Code shall refrain from any activity or behavior that might give rise to the appearance or suspicion of a breach of this article.

6. COMPLIANCE WITH LEGISLATION

6.1 Persons bound by this Code shall comply with all national legislation in particular, and not limited to:

- Anti-Money Laundering and Financing of Terrorism Laws;
- Integrity (anti-bribery);
- Drug Related Legislation.
- Public Order in Sports Grounds Legislation;
- Other Criminal Laws.

6.2 If any person in the first or second degree of consanguinity with any person bound by this Code, or any person living in the same household is in breach of any

legislation listed and not limited to clause 6.1., it shall constitute as clear Reputational Risk as defined in this Code, for such person. In such cases, tangible and documented action from the person involved depending on the gravity of the risk, shall be immediately taken.

- 6.3** The Association shall provide relative training to ascertain that the persons bound by this Code are well aware of their obligations under these regulations, and other relevant laws and regulations.

7. INFORMATION MANAGEMENT

- 7.1** Persons bound by this Code shall support, establish, maintain, and defend the Association's intellectual property (included but not limited to patents, patent applications, trade names, trade secrets, trademarks, service marks, and copyrights) in a way that protects the highly sensitive nature of the information and its commercial value to the Association.

- 7.2** Persons bound by this Code shall at all times during their engagement with the Association hold in the strictest confidence, and not to use, except for the benefit of the Association, or to disclose any Confidential Information as defined in this Code. The obligation to respect confidentiality survives the termination of any relationship which makes a person subject to this Code.

- 7.3** Persons bound by this Code shall protect the privacy and integrity of personal information throughout all of their engagements. So far as it is legally permissible, persons bound by this Code may collect personal information, nonetheless, they will only collect such information for legitimate purposes and retain it only as is necessary or required by law. In addition, persons bound by this Code shall take precautions to uphold the security of personal information when it is processed, collected, controlled, stored, and transferred, and will provide notice and obtain consent prior to obtaining personal information, consistent with applicable laws and information.

8. OFFERING AND ACCEPTING OF GIFTS & COMMISSION

- 8.1** Persons bound by this Code may only offer or accept gifts or other benefits to and from persons within or outside the MFA, or in conjunction with intermediaries or related parties as defined in this Code, where such gifts or benefits:

- a) have a symbolic value;
- b) are not offered or accepted as a way of influencing persons bound by this Code to execute or omit an act that is related to their official activities or falls within their discretion.
- c) are not offered or accepted in contravention of the duties of persons bound by this Code.
- d) do not create any undue pecuniary or other advantage; and
- e) do not create a conflict of interest.

Any gifts or other benefits not meeting all of these criteria are prohibited.

8.2 If in doubt, gifts or other benefits shall not be accepted, given, offered, promised, received, requested, or solicited. In all cases, persons bound by this Code shall not accept, give, offer, promise, receive, request, or solicit from anyone within or outside the MFA, or in conjunction with intermediaries or related parties as defined in this Code, cash in any amount or form. If declining the gift or benefit would offend the giver on the grounds of cultural norms, persons bound by this Code may accept the gift or benefit on behalf of the Association and shall report it and hand it over, where applicable, immediately thereafter to the Association.

8.3 Unless covered by a genuine commercial agreement, persons bound by this Code shall not accept, give, offer, promise, receive, request, or solicit commission for themselves or third parties for negotiating deals or conducting other business in connection with their duties.

9. NON-DISCRIMINATION & PROTECTION OF PHYSICAL AND MENTAL INTEGRITY

9.1 Persons bound by this Code shall not offend the dignity or integrity of a country, private person, or group of people through contemptuous, discriminatory or denigratory words or actions on account of race, skin color, ethnicity, nationality, social origin, gender, disability, language, religion, political opinion or any other opinion, wealth, birth or any other status, sexual orientation, or any other reason.

9.2 Without prejudice to other regulations within the statutes and rules of the Association, persons bound by this Code are forbidden from making any public statements of a defamatory nature towards the MFA and/or towards any other person in the context of the MFA events.

9.3 Persons bound by this Code shall protect, respect, and safeguard the integrity and personal dignity of others.

9.4 Persons bound by this Code shall not use offensive gestures and language in order to insult someone in any way or to incite others to hatred or violence.

9.5 Harassment as defined in this Code and Sexual Harassment is forbidden.

9.6 Threats, the promise of advantages and coercion, are particularly prohibited.

10. BETTING, GAMBLING OR SIMILAR ACTIVITIES

10.1 Persons bound by this Code shall be forbidden from participating in, either directly or indirectly, betting, gambling, lotteries or similar events or transactions related to football matches or competitions and/or any related football activities.

10.2 Persons bound by this Code shall not have any interests, either directly or indirectly (through or in conjunction with third parties), in entities, companies, organisations, etc. that promote, broker, arrange or conduct betting, gambling, lotteries or similar events or transactions connected with football matches and competitions. Interests include gaining any possible advantage for the persons bound by this Code themselves and/or related parties.

10.3 Persons bound by this Code shall lead by example in promoting a culture in football which is against betting, gambling, lotteries or similar events or transactions connected with football matches and competitions.

11. OTHER RULES OF CONDUCT

11.1 Abuse of position - Persons bound by this Code shall not abuse their position in any way, especially to take advantage of their position for private aims or gains.

11.2 Neutrality - Persons bound by this Code, throughout all of their private and public engagements shall uphold a pristine image of neutrality, in particular refrain from any bias or the appearance of bias towards any particular Associated Club, Member Club, Registered Club, or any political party.

11.3 Political affiliation/involvement - Persons bound by this Code are strictly prohibited from having any direct or indirect affiliation or involvement in any political party.

11.4 Social Media - Persons bound by this Code although not prohibited from having personal profiles/accounts on social media platforms, are duty bound to use social media responsibly and safely. They shall ensure that nothing published or shared on their personal social media profiles shall contain Inappropriate Content as defined in this Code or can reasonably be perceived by the general public or any person/s involved with MFA to be discriminatory, abusive, oppressive, bullying, harassing, offensive, victimizing or in any way incompatible with the principles, values, and any other direction spelled in this Code.

11.5 MFA E-Mail use - Persons bound by this Code shall endeavor to use the MFA supplied email address in performing their MFA official functions. Wheresoever they perform their official MFA functions by means of an alternative email, they will be bound to provide a copy of the relative email exchanges to the Ethics and Compliance Committee, if so requested. Furthermore, they shall not use the MFA E-Mail:

- for matters of a personal nature and any other matters which are not related with their MFA engagements or any other matters which in any way are in breach of this Code;
- write or send e-mails that might be defamatory or incur liability;
- to create or distribute any inappropriate content or material;
- for any illegal or criminal activities;
- by sending offensive or harassing e-mails to others;
- by sending messages or material that could damage the Association's image or reputation;
- without proper E-Mail etiquette as indicated in *Annex 4*.

11.6 Media Interventions – Throughout all media interventions, persons bound by this Code shall uphold a pristine image of neutrality, in particular refrain from any comments transpiring bias or the appearance of bias towards any particular Associated Club, Member Club, Registered Club, or any other entity outside of the MFA. In addition, the Officers shall not pass Inappropriate Comments as defined in this Code.

11.7 Professional Development - Persons bound by this Code whilst being under the obligation to execute all of their tasks with the highest professional skill, commitment, selflessness, and care, shall strive and take all necessary steps in order to sustain their own professional development and promote and sustain a professional image of the Association and its employees.

12. The Ethics and Compliance Committee

12.1 The Committee – There shall be a committee of the Association, to be known as the “The Ethics and Compliance Committee”. The committee shall be appointed by and be answerable to the General Assembly. In any case, the committee shall be established in the manner defined within the statute of the Association.

12.2 The Composition – The composition of the committee shall be appointed by the General Assembly. The committee shall be headed by a Chairperson, and be composed of six (6) other ordinary members. If the Chairperson is unavailable, the most senior member shall be appointed as chairperson for the session. Finally, the committee shall be assisted by a secretary, as appointed by the General Assembly.

The committee members shall be appointed for a period of two (2) years, and shall be eligible for re-appointment to the same position after such term. No member of the committee may be removed from the position, unless it is shown to the satisfaction of the General Assembly that there are grave and serious reasons to do so.

12.3 The Functions – The functions of the committee shall be the following:

12.3.1 To determine if any of the persons bound by this Code breached any of the ethics provisions, in accordance with the review procedure, hereunder in provision 12.4;

12.3.2 To report on an annual basis to the general assembly, about the workings of the committee;

12.3.3 To propose amendments to this Code and/or make general recommendations to the general assembly, in relation to better the ethical standards within the Association;

12.3.4 To refer any matter to any other board or committee within the Association for their consideration;

12.3.5 To review and certify the due diligence fit and proper test mentioned in sub-article 3.1, or any other provision within this Code;

12.3.6 To do anything else which it is mandated to do by any other provision, rule or regulation of the Association;

12.4 The Review Procedure – Upon a complaint by an interested person, or upon a referral by the General Secretary of the Association or on its own motion, the Ethics and Compliance Committee shall hear and determine if any of the persons bound by this Code on a *prima facie* basis breached any of the provisions of this Code;

Whilst respecting the principles of fair hearing, the board shall determine its own procedure;

For the purposes of this provision, an “interested person” shall mean a person that has a direct and substantial interest in the determination of the proceedings before the Ethics and Compliance Committee;

Any alleged breach of ethics shall be brought against persons bound by this Code by not later than two (2) years from the happening of the event, following which its shall be barred by prescription and no action may be instituted;

Following the review procedure, as per provision 12.4, the Ethics and Compliance Committee, may:

- Determine that the person or persons bound by this Code, as the case may be, has/have on a prima facie basis, breached the Code and shall refer the matter to the Ethics, Disciplinary and Integrity Panel [or its equivalent] to hear and determine the matter under review, or
- Determine that the person or persons bound by this Code, as the case may be, did not on a prima facie basis breach the Code, and thereby determine dismiss the any action brought against the person.

12.5 The Sanctions – The Ethics, Disciplinary and Integrity Panel, whilst ensuring that the principles of fair hearing are well enshrined within its procedure, it shall proceed to either dismiss the case and thus acquit the person or persons concerned or determine that the breach is either ‘minor’ or ‘major’;

If the breach is minor, it shall apply any one or more of the following sanctions:

- Reprimand and admonition; or
- Fine the official an amount not exceeding €1,000;

If the breach is major, it shall apply any one or more of the following sanctions:

- Suspension from any football activity for a period not exceeding one (1) month; or
- Dismissal from the position of an officer of the Association;
or
- Exclusion from holding any future position within the Association or any other affiliated entity for a period or for life;

The applicable sanctions may be cumulative and be applied simultaneously;

Any decision of the Ethics, Disciplinary and Integrity Panel may be appealed by the person or persons bound by this Code before the Board of Appeal of the Association, within thirty (30) days from the decision date. The decision of the

Board of Appeal may eventually be referred by any aggrieved party to the Court of Arbitration [CAS] in Lausanne within thirty (30) days from the decision date, which shall be authorized to hear and determine the appeal in accordance with the rules herein defined and any other regulation of the Malta Football Association. The decision of CAS shall be final and binding.

12.6 Transitory Provisions – This Code of ethics shall regulate any sitting or past officer of the Association;

ANNEX 1

Fit and Proper Due Diligence Test for Officers of the MFA

1. Fit and Proper Requirements

- 1.1** The MFA shall ensure that all persons bound by this Code are at all times “fit and proper” persons. In deciding whether a person is “fit and proper” the MFA shall be satisfied that all persons bound by this Code:
- a.** have the personal characteristics, including that of being of good repute and integrity (proper);
 - b.** has the professional qualifications, and possesses the adequate level of competence, knowledge and experience (fit), required to enable such person to carry out his duties and perform his or her key function effectively and to enable sound and prudent management of the MFA.

2. Criteria of Fitness and Properness

- 2.1** Fit and proper controls are a means of raising public confidence in the integrity of the MFA administration. The “fit and proper” test is one which the persons concerned shall satisfy on a continuing basis.
- 2.2** Section 2 of this *Annex* does not attempt to define what constitutes fitness and properness of a person concerned. The fit and proper test is not an absolute standard but one which relates to the position a person holds, or will hold, or the key function he performs or will perform, with the MFA. Each case is assessed on the basis of the relevant circumstances.
- 2.3** The onus of proving that a person concerned who is an individual is a fit and proper person for the type of position the person holds, or will hold, or the key function he will perform, with MFA to ensure sound and prudent management is exclusively on an impartial and independent entity, Executive Board appositely tasked for the matter.
- 2.4** The competent approach when determining whether a person concerned is fit and proper is cumulative. It may decide that a person concerned who is an individual has failed to meet the fitness and properness criteria on the basis of considering several situations, each of which on its own merit would not lead to that conclusion. An open and honest relationship with the MFA is thus essential. When arriving at its decision as to whether a person concerned who is an individual has met the fitness and properness criteria, the deciding independent entity will take account of all material facts, whether such facts are disclosed or otherwise. It should be noted that if a person provides information or makes statements which are inaccurate, false, or misleading shall be immediately declared as failing such test.

2.5 In general terms, the “fit and proper” test which a person shall meet includes the following criteria:

- i. Honesty, integrity, and reputation;
- ii. Competence and capability; and
- iii. Sound Financial standing.

The degree of satisfaction of the above listed criteria, particularly relating to competence and good financial acumen, may vary depending on the type of operation as well as to the function within the proposed regulated activity.

i) Honesty, Integrity and Reputation

The person should be of high repute, integral and honest. In determining the latter criteria regard shall be given to all matters that may have arisen relating but not limited to:

- a. Whether the person has been or has reason to believe that he/she may be investigated for a criminal offence or any other proceedings by a competent authority;
- b. Whether the person has been charged for any crime excluding involuntary offences
- c. Whether the person has been convicted of any crime excluding involuntary offences;
- d. Whether the person has been the subject of any civil suit in relation to any debt that remained outstanding or is still pending, which has or might have a substantial bearing on the financial position of the person;
- e. Whether the person has a tainted regulatory performance record with any competent authority whether in Malta or overseas;
- f. Whether the person has been publicly criticised for any function;
- g. Whether the person has been made to resign or has been dismissed during any past employment;

ii) Competence and Capability

Relevant persons who are entrusted with the management and oversight of the MFA need to have appropriate skills, knowledge, and experience as well as to act with honesty and integrity. To this effect the MFA must ensure that persons bound by this Code who are placed in positions of responsibility are fit and proper.

In determining whether persons bound by this Code are competent for the function being applied or nominated for, it shall be considered whether the person has:

- a. past experience;
- b. any relevant qualifications and training received;
- c. the time at hand to perform such functions;
- d. any other requirement deemed necessary in the light of such function.

iii) Sound Financial Standing

In determining whether an applicant or a nominee enjoys good financial standing regard shall be given to the current financial position, financial background, and business reputation of such persons particularly –

- a. any civil suit in relation to any debt that remained outstanding or is still pending, which has or might have a substantial bearing on the financial position of the person;
- b. any bankruptcy proceedings;
- c. any repayment plans and financial exposure which is substantial, and which could influence in any manner any decision taken by the Officer;
- d. any freezing/attachment/investigation orders or other measures.

3. Fit and Proper Individuals

3.1 A fit and proper person is a person who is competent, honest, and experienced. Such person is a person of integrity, has a good record of business and the requisite knowledge and ability for the position the person holds or proposes to hold. Conversely, a person who is incompetent, dishonest, and inexperienced is an unfit and improper person.

3.2 It must be clear that there is nothing in a person's present state or past record that would make the person unfit for the position such person holds or proposes to hold. Testing for unfitness is carried out by examining a person's integrity in response to a range of standardized requirements set out in the Personal Questionnaire that are highly relevant to fitness. Requirements set out in the Personal Questionnaire contained in Section 4 to this *Annex* are *inter alia* about a person's experience and qualifications; about a person's own business interests; about events which may cast doubts on a person's reputation and character including convictions, bankruptcy proceedings and regulatory actions against the person. All information is to be submitted in writing and signed by the person concerned.

3.3 On application or nomination, the person being submitted to the test is to disclose in writing any potential conflict of interest according to the Conflict-of-Interest Policy as outlined in *Annex 2*.

3.4 On application or nomination, the person being submitted to the test is to produce his/her police conduct certificate and, from time to time, the person may be required to produce an updated certificate.

3.5 On application or nomination, the person being submitted to the test is to produce the following documentation:

- a. Certified Copy of passport details and all other pages;
- b. Certified Copy of Maltese ID card;
- c. Compliance Certificate from the Commissioner for Revenue

3.6 On application or nomination, the following searches shall be conducted on the person being submitted to the test:

- a. Google search;
- b. AML/KYC search.

4. Personal Questionnaire

To be filled and submitted by any person being tested in accordance with clause 2 of this Code.

Section 1

Personal Details

1.1 *Individual's full name*

| | |
|--------------------|----------------|
| <i>Title</i> | <i>Surname</i> |
| Mr./Mrs./Ms. etc. | |
| <i>Forename(s)</i> | |
| | |

1.2 *Former Names (if any)*

| |
|--|
| |
|--|

Date of Change of Name (if any)

| | | | | | |
|------------|--|--------------|--|-------------|--|
| <i>Day</i> | | <i>Month</i> | | <i>Year</i> | |
|------------|--|--------------|--|-------------|--|

1.3 *Date of Birth*

| | | | | | |
|------------|--|--------------|--|-------------|--|
| <i>Day</i> | | <i>Month</i> | | <i>Year</i> | |
|------------|--|--------------|--|-------------|--|

1.4 *Place of Birth*

| | | | |
|---------|--|-----------|--|
| Country | | City/Town | |
|---------|--|-----------|--|

1.5 *Nationality*

| |
|--|
| |
|--|

1.6 *Private Address*

| |
|--|
| |
|--|

Have you been at this address for less than six months?

| | | | |
|------------|--|-----------|--|
| YES | | NO | |
|------------|--|-----------|--|

1.7 *If you answered yes to Question 1.6 above, please provide previous address(es) below.*

| |
|--|
| |
|--|

1.8 *Passport*

| | | | | | | |
|------------------|-----|--|-------|--|------|--|
| Passport Number: | | | | | | |
| Place of Issue: | | | | | | |
| Expiry Date: | Day | | Month | | Year | |

1.9 *Please state below the proposed or applied position to be held by the applicant:*

| |
|--|
| |
|--|

1.10 *Are you currently or were you previously approved by the MFA Ethics & Compliance Committee?*

| | | | |
|------------|--|-----------|--|
| YES | | NO | |
|------------|--|-----------|--|

If yes, please provide the details below:

| | |
|----------------------|-------------|
| Position Held | Date |
|----------------------|-------------|

| | |
|--|-----------------|
| | approved |
| | |
| | |
| | |

1.11 *Are you currently or were you previously approved by any financial services regulator?*

| | | | |
|-------------|--|-----------|--|
| YES* | | NO | |
|-------------|--|-----------|--|

If yes, please provide the details below:

| Name of Regulator | Country | Position Held | Name of Entity | Date approved | Date approval ceased |
|--------------------------|----------------|----------------------|-----------------------|----------------------|-----------------------------|
| | | | | | |
| | | | | | |
| | | | | | |

1.12 *Have you ever been refused approval by a financial services regulator?*

| | | | |
|------------|--|-----------|--|
| YES | | NO | |
|------------|--|-----------|--|

If yes, please provide the details below:

| Name of Regulator | Country | Name of Entity | Position Sought | Date of Refusal |
|--------------------------|----------------|-----------------------|------------------------|------------------------|
| | | | | |
| | | | | |

Section 2

Experience

2.1 Employment History

All applicants must provide a **CV setting out full employment details.**

2.2 Qualifications and Memberships

Please give the following details of any qualifications you have acquired, including memberships of professional associations:

| Nature of qualification/ membership | Name of awarding institution/ professional association | Country | Date obtained (mm/yyyy) |
|-------------------------------------|--|---------|-------------------------|
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

2.3 Relevant Training

Please give similar details in relation to any other training received that may be relevant to the proposed position:

| Nature of Training | Name institution/ professional association | Country | Duration of training (months) | Date obtained (mm/yyyy) |
|--------------------|--|---------|-------------------------------|-------------------------|
| | | | | |
| | | | | |
| | | | | |

Section 3

Good Reputation and Character

The following questions should be answered by entering a tick (✓) in the appropriate box. In any case where the response to a question is YES, full details should be given on a separate sheet and referenced to the appropriate question.

| | | YES | NO |
|-----|--|-----|----|
| 3.1 | Have you been convicted of any offence involving fraud, dishonesty, breach of trust, tax offences or of aiding and abetting tax evasion in the State or elsewhere, including any conviction related to financial crime? | | |
| 3.2 | Have you been a director or manager of an entity that was, during your period as a director or manager, convicted of an offence involving fraud, dishonesty, breach of trust, tax offences or of aiding and abetting tax evasion in the State or elsewhere, including any conviction related to financial crime? | | |
| 3.3 | Have you at any time, in the State or elsewhere, been declared bankrupt, or entered into any compromise with creditors related to bankruptcy or insolvency or are you currently the subject of bankruptcy proceedings? Are you aware of any such proceedings pending? | | |
| 3.4 | Have you at any time failed to satisfy a judgement debt under a Court Order made in the State or elsewhere within one year of the making of the Order? | | |
| 3.5 | Have you ever been disqualified or restricted, in the State or elsewhere, by a Court from acting as a public servant, director of a company, or from acting in the management or conduct of the affairs of any company, partnership or unincorporated association? | | |
| 3.6 | Have you ever resigned from a professional or regulatory body in the State or elsewhere? | | |
| 3.7 | Have you ever been refused entry to any profession or been dismissed or compelled to resign from any office or employment, or from any fiduciary office or position of trust, whether or not remunerated? | | |

| | | | |
|------|--|--|--|
| 3.8 | Have you ever been prohibited, suspended or refused the right, in the State or elsewhere, to carry on any trade, business or profession for which a specific licence, registration or other authority is required? | | |
| 3.9 | In the last ten years, have you been the director of an entity, in the State or elsewhere, which has gone into liquidation, receivership or examinership and, in such circumstances, entered into any arrangements with its creditors which gave rise to a loss to the creditors either while you were a director or within one year of your ceasing to be a director? | | |
| 3.10 | Has any entity with which you were associated as a Director, Manager or Shareholder (holding 20% or more of the share capital of the entity) during the last ten years been compulsory wound up either whilst you were associated with it or within one year after you ceased to be associated with it? | | |
| 3.11 | Have you ever been concerned with the management or conduct of affairs of any entity that, by reason of any matter relating to a time when you were so concerned, has been censured, disciplined or publicly criticised, by any enquiry, by any governmental or statutory authority, by any professional body or by a similar body overseas? | | |
| 3.12 | Have you ever been concerned with the management or conduct of affairs of any entity which applied for regulatory approval in respect of any financial services business in the State or in any other jurisdiction and, by reason of any matter relating to a time when you were so concerned, was refused the application or had the approval subsequently withdrawn? | | |
| | | | |

Section 4

Business Interests in Financial Entities and Other Firms

- 4.1 Give details of any current interests in financial entities, i.e.:
- ownership or beneficial ownership of shares specifying % holding
 - directorships held
 - management positions

Please note, if you are providing a list of interests in a separate attachment, full details (i.e. the four columns below) must be completed.

| The Name of the Entity | Current interest in the entity (see categories above) | Principal Activities of the entity | Relationship of the entity, if any, to the proposing entity |
|------------------------|--|------------------------------------|---|
| | | | |
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- 4.2 Give details, if you have, or have had in the last 10 years, interests in any other business, whether a financial entity or otherwise, i.e.:
- ownership or beneficial ownership of more than 10% of the business
 - directorships held
 - management positions

Please note, if you are providing a list of interests in a separate attachment, full details (i.e. the four columns below) must be completed.

| The Name of the Entity | Interest in the entity (See categories above) | Principal Activities of the entity | Relationship of the entity, if any, to the proposing entity |
|------------------------|--|------------------------------------|---|
| | | | |

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|--|--|--|--|
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4.3 State whether you have or have had any other business interest involving a personal liability in the last 10 years.

| The Name of the Entity | Interest in the entity | Principal Activities of the entity | Relationship of the entity, if any, to the proposing entity |
|------------------------|------------------------|------------------------------------|---|
| | | | |
| | | | |
| | | | |

Section 5

DECLARATIONS BY PROPOSED PERSON/ APPLICANT

DECLARATION

I, **(name of individual)** declare that:

- (i) To the best of my knowledge, information, and belief, I have truthfully and fully answered each question in this Questionnaire, and have disclosed any and all other information, which might reasonably be considered relevant to this application.
- (ii) I will promptly notify the MFA of any changes in the information which I have provided and confirm that I will inform the Board in writing of the details of such changes and any other relevant/material information of which I may become aware at any time after the date of this Declaration.
- (vi) This application includes any and all information relevant and material to my application for authorisation.
- (vii) I acknowledge that the MFA may process any personal data relevant to me for the purposes of performing the Board's statutory functions.
- (viii) I am aware that it may be:
 - a. an offence and/or
 - b. grounds for refusal of my application and/or
 - c. grounds for revocation of an authorisation granted on foot of the within application and/or for me to knowingly or recklessly:
 - provide false or misleading information and/or to make a false or misleading statement (which, I acknowledge, may include the withholding by me of relevant information) in this application for authorisation;
 - fail to inform and/or withhold from the MFA details of any change in circumstances/new information which is relevant and/or material to my status as an approved person.

| | | |
|------------------------------------|---------------|-----------|
| <i>Dated this</i> | <i>day of</i> | <i>20</i> |
| <i>Signed:</i> | | |
| <i>Position/Proposed Position:</i> | | |

ANNEX 2

Conflict of Interest Policy

CONFLICT OF INTEREST POLICY

1. Purpose and scope

Persons bound by this Code may face both actual and potential conflicts of interest on a regular basis. This policy sets forth the organisational and administrative guide to identify and prevent or manage actual and potential Conflicts of Interest when performing other their duties at MFA. All such persons who are bound by this Code, are also subject to this policy. Additionally, this policy shall serve as a guide for the interpretation and recommendations by any independent and impartial entity. (the persons subject to this policy are those defined in article 1.1 of the Code of Ethics.

2. Definitions

“Coincidental Conflict of Interest” means a situation which occurs unexpectedly with regard to a single event (e.g. a transaction, the selection of service provider, etc.) and which can usually be managed with a one-off measure;

“Conflict of Interest” means a situation in which different parties have interests that conflict with each other. Such conflicts may arise between MFA and its customers / management bodies / board members / Employees / suppliers and business partners, between different functions, units and/or entities within MFA (including managers, employees and tied agents, or any person directly or indirectly linked to them by control) and also between MFA's customers. A conflict of interest might exist in situations which may not result in actual conflicts of interest but create the perception of a conflict of interest.

“Permanent Conflict of Interest” means a situation where a conflict of interest persists and needs to be managed permanently.

3. Identification of Conflicts of Interest

Persons bound by the Code of Ethics shall identify potential or actual Conflicts of Interest before or when they arise as part of their normal day to day business, taking into account the size and organisation of MFA and the nature, scale and complexity of its engagements. In all their activities, persons bound by the Code of Ethics shall act in the best interests of all the persons engaging with MFA, and act honestly, fairly, and professionally. Persons bound by the Code of Ethics shall ensure that all MFA Employees have the sufficient skills and awareness of

what constitutes a Conflict of Interest and what measures are required when a Conflict of Interest has been identified. In addition, persons bound by the Code of Ethics shall ensure that relevant training on Conflicts of Interest is provided on a regular basis. Below are some examples of situations where Conflicts of Interest may arise and where particular attention is required.

4. Conflicts of Interest within MFA's Organisation

Conflicts of Interest relating to MFA's internal organisation can be broadly described as scenarios where an Officer's interest in the outcome of a particular activity differs from the interests of MFA or any persons bound by the Code of Ethics favours its interest over another person within MFA which is inconsistent with the best interest of MFA.

Below are some examples of practical activities in which a Conflict of Interest may potentially arise:

- The person bound by this Code (or, where applicable, a family member or close personal relationship) receives a financial or other significant benefit as a result of the Officer's position in MFA that is inappropriate in nature.
- An existing financial, or other interest, or previous engagement, in an activity or relationship with another person, impairs or could impair his or her judgment or objectivity in carrying out his or her duties and responsibilities to MFA.
- Performing or taking part in external engagement, entails a risk on the persons' ability to perform his/her work in MFA is affected.
- Having the opportunity to influence MFA, granting business or making administrative and other material decisions in a manner that leads to personal gain or advantage for the Officer or a family member or close personal relationship.
- Personal or professional relationship with an external stakeholder (e.g. material suppliers, consultancies or other service providers) impairs or could impair his or her judgment or objectivity in carrying out his or her duties and responsibilities to MFA.
- Economic interests (e.g. shares, other ownership rights and memberships, financial holdings and other economic interests in commercial customers,

intellectual property rights, loans granted by MFA to a company owned by staff, membership in a body or ownership of a body or entity with conflicting interests) causes a Conflict of Interest to occur;

- a Conflict of Interest arises because of any other employment or previous employment within the recent past (e.g. five years); and
- a Conflict of Interest arises because of any political influence or political relationships.

5. Conflicts of Interest Relating to Persons Engaged with MFA

Conflicts of Interest relating to persons engaged with MFA can be broadly described as scenarios where an officer:

- is likely to make a financial gain or avoid a financial loss to the potential detriment of the person engaged with MFA;
- has an interest in the outcome of the service provided to the person engaged with MFA or of a transaction carried out on behalf of the person engaged with MFA, which is different from the interest of the person engaged with MFA;
- has a financial or other incentive to favour the interest of another person engaged with MFA or group of persons engaged with MFA over the interests of the initial person engaged with MFA;
- conducts the same type of business as the person engaged with MFA; or
- receives or will receive from a person engaged with MFA an inducement in relation to the service provided to the person engaged with MFA in the form of monetary or non-monetary benefits or services other than the standard commission or fee for the service in question.

6. Managing Conflicts of Interests

When an actual or potential Conflicts of Interest has been identified the Officer must properly assess, manage and report the Conflict of Interest to avoid adverse effects on other persons

and on the MFA. A materiality assessment shall be carried out, and appropriate mitigating measures shall be actioned if necessary.

6.1 Remuneration

Remuneration arrangements in the MFA shall not give rise to conflicts of interests. The remuneration of an employee or function shall not be directly linked to the performance of another employee or function that is engaging in activities where a potential conflict can arise between these activities.

6.2 Outsourcing

Outsourcing its business never releases MFA from accountability. MFA shall have in place risk-based systems and controls to assess whether vendors meet the requirements from the legislator and the financial supervisory authorities regarding identification and managing of Conflicts of Interest.

Details of the connected person:

Details of connection: _____

Name and Surname: _____

Identification number: _____

Address: _____

Contact details: _____

Signed: _____

Dated: _____

ANNEX 3

Conflict of Interest Register

CONFLICTS OF INTEREST REGISTER

| DATE | NAME OF EMPLOYEE | DESCRIPTION OF INTEREST | Does the interest relate to the employee or a person closely connected to the employee? | Is the interest current? |
|-------------|-------------------------|--------------------------------|--|---------------------------------|
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ANNEX 4

E-Mail Etiquette Guidelines

E-Mail Etiquette Guidelines

Email is often used to communicate with other entities, partners, and other important contacts. Although a relatively informal medium, employees should be aware that each email they send does affect the Associations' image and reputation.

It's a good idea to follow rules of good email etiquette. Users must:

- Not forward on chain emails or 'humorous' messages. These clogs up people's in-boxes and some topics are not appropriate for the workplace;
- Always use a meaningful subject line rather than leaving it blank or using a single word like 'hello';
- Only use the 'important message' setting sparingly, for messages that really are important;
- Never ask recipients to send a 'message read' receipt. Many people find these annoying and not all email services support them;
- Do not use ALL CAPITAL LETTERS in messages or subject lines. This can be perceived as impolite;
- Be sparing with group messages, only adding recipients who will find the message genuinely relevant and useful;
- Use the 'CC' (carbon copy) field sparingly. If someone really needs to receive a message, they should be included in the 'to' field;
- Use the 'BCC' (blind carbon copy) field to send group messages where appropriate. It stops an email recipient seeing who else was on the email.