Formola K (2) — wara l-ħatra ta' persuna b'ordni tal-qorti jew awtorità kompetenti, bħala l-amministratur tal-kumpanija, ir-rappreżentant legali jew bħala l-persuna de facto responsabbli għall-ġestjoni u l-amministrazzjoni tal-imsemmija kumpanija, il-persuna rispettiva għandha tinforma lir-Reġistratur b'tali ħatra fi żmien 14-il jum. L-istess formola għandha tiġi sottomessa meta tali persuna titneħħa jew tirriżenja minn tali rwol. It-terminu biex ir-Reġistratur jiġi nnotifikat f'każijiet bħal dawn huwa wkoll ta' 14-il jum. L-ebda penali amminstrattiva mhi qed tiġi preskritta f'sitwazzjonijiet bħal dawn.

Konklużjoni

L-uffiċjali tal-kumpaniji għandhom jiġu mgħarrfa bis-sħiħ dwar ir-Regolamenti tal-2025 li jemendaw ir-Regolamenti dwar Formoli taħt l-Att dwar il-Kumpanniji li qegħdin jemendaw ir-regolamenti prinċipali u jintroduċu l-formoli preskritti. Huwa rakkomandat li meta l-uffiċjali tal-kumpanija ma jkunux ċerti dwar l-obbligi tagħhom, huma jikkonsultaw avukat, accountant, jew awditur. In-nuqqas li jsiru l-preżentazzjonijiet meħtieġa jew li tittieħed l-azzjoni meħtieġa fil-perjodi ta' żmien mitluba jirriżulta fl-impożizzjoni ta' penali amministrattivi fuq il-kumpanija u l-uffiċjali tagħha. Il-penali amministrattivi jistgħu jiġu evitati jekk l-uffiċjali tal-kumpanija jkunu familjari mal-liġi u r-regolamenti Maltin dwar il-kumpaniji.

Għal aktar informazzjoni jekk jogħġbok ikkuntattja: (legal.enforcement@mbr.mt)/2258 2300

N.B. Dawn in-Noti ta' Spjegazzjoni mhumiex maħsuba biex ikunu deskrizzjoni eżawrjenti tal-istrument legali u lanqas sostitut tiegħu jew suppliment leġiżlattiv għall-istess. Dawn in-Noti ta' Spjegazzjoni mhumiex intiżi bħala deċiżjoni awtorevoli fuq l-interpretazzjoni tal-leġiżlazzjoni.

Is-16 ta' Mejju, 2025

No. 771

MALTA BUSINESS REGISTRY

Explanatory Notes[1]

Introduction

Title of Legislation	Companies Act (Forms)(Amendment) Regulations, 2025
Activity to be regulated	S.L. 386.01
Responsible entity	Malta Business Registry
Head of Legal Unit	Dr Damian Paul Cassar, Legal and Enforcement Unit

Summary and background

Aims and Objectives of the Legislation

These Explanatory Notes refer to the amendments which are to be carried out to the Companies Act (Forms) Regulations (hereinafter referred to as the "principal regulations") by the Companies Act (Forms) (Amendment) Regulations, 2025. The aims and objectives of these amendments are:

To reflect the regulatory changes brought about by the Companies (Amendment) Act, 2024 resulting in the introduction of two (2) statutory forms and to amend the existing forms K and K (1) for better reporting.

[1]These Explanatory Notes are for the purpose of and in accordance with article 3(2)(c) and Schedule III of Chapter 512 of the Laws of Malta.

Overview of the Structure of the Instrument

This legal instrument consists of two (2) new forms in the Schedule to the principal regulations, namely:

(a) Form F (3)
(b) Form K (2)

And an amendment to the existing Form K and Form K(1).

Commentary

Form F (3) – upon the appointment of an auditor in the cases stipulated in article 66(3) or article 151(9) of the Act, the company is to submit this new form to the Registrar, within 14 days from such an appointment. The form, indicating the appointed auditor's name and warrant number, serves as to notify the Registrar of every auditor's appointment taking place in a company. Failure to do so will result in liability of the company's officers to administrative penalties, as applicable under article 151(6) of the Companies Act.

Form K – to ensure legal certainty the English version of the Form K as contained in the Schedule to the principal regulations is being amended. The term "legal representation" is being replaced with "representation" to remove discrepancies between the English and Maltese texts. Furthermore, the wording in relation to the directors' consent and declaration in terms of law is being substituted to reflect better reporting and thus an amendment is being proposed to the Form K and the Form K(1), respectively.

Form K (2) – following the appointment of a person by an order of the court or competent authority, as the company's administrator, legal representative or as the person de facto responsible for the management and administration of the said company, the respective person is to inform the Registrar of such an appointment within 14 days. The same form is to be filed when such person is removed or resigns from such a role. The time-period to notify the Registrar in such cases is also of 14 days. No administrative penalties are being prescribed in such situations.

Conclusion

Officers of companies are to be made fully aware of the the Companies Act (Forms) (Amendment) Regulations, 2025 which are introducing the prescribed forms. It is advisable that when company officers are unsure about their obligations, they consult a lawyer, an accountant, or an auditor. Failure to make the necessary filings or take the necessary action within the requested time frames will result in administrative penalties being imposed on the company and officers of the company. Administrative penalties can be avoided if the company officers are familiar with Maltese company law and regulations.

For further information please contact info: (legal.enforcement@mbr.mt)/2258 2300

N.B. These Explanatory Notes are not intended to be an exhaustive description of the instrument nor a substitute thereof or a legislative supplement to it. These Explanatory Notes do not purport to be an authoritative ruling on the interpretation of the legislation.

16th May, 2025