

MPMA LTD
METAL PACKAGING MANUFACTURERS ASSOCIATION

RULES OF MANAGEMENT

It is the policy of the Association as determined by the Council to operate within the Association's competition compliance programme to comply fully with UK and EU competition rules – annex 1.

1. **MEMBERSHIP**

i) **Members**

Membership may be granted to persons, firms or companies, who in Great Britain, Northern Ireland or the Republic of Ireland are solely or partly engaged in:-

- a) the manufacture of all type of lightweight containers having a maximum capacity of 25 litres, and/or components or parts thereof, from rolled sheet, coil or strip metals; and/or
- b) the manufacture of all types of metal closures; and/or
- c) metal printing, varnishing or lacquering; and/or
- d) other work in preparing sheet, coil or strip in conjunction with any of the above operations

and who are Members at the date the Rules are adopted or who shall hereafter be elected members as herein provided and who have agreed to abide by the Memorandum and Articles of Association of MPMA Ltd, and these Rules of Management.

ii) **Associate Members**

Associate membership may be granted to persons, firms, companies or organisations having interests related but not identical to those defined for Members.

Associate Members shall be entitled to engage in such Association activities and on such terms as Council shall from time to time decide.

iii) **Honorary Members**

The Council shall have power to elect, for such period as it may direct, Honorary Members of the Association any person who in its opinion has rendered distinguished serve to the Association and the industry.

Honorary Members shall be entitled to all privileges of membership, save that they shall not be eligible for election to Council or as an elected officer of the Association, nor shall they have the right to vote at meetings.

iv) Subsidiary and Associated Companies

A firm or company having subsidiary or associated firms or companies engaged in any of the activities listed above shall with such subsidiaries and/or associates be deemed to be one Member and shall be entitled to one vote, save that on the request of a Member or prospective Member, and at the discretion of Council, any person, firm or company having a separate identity may be elected an individual Member with all the rights and obligations attaching thereto. In the event of subsidiaries/associates being deemed as one Member, they shall only be entitled to receive one set of communications and benefits to one address.

v) Application for Membership

Applications for membership shall be submitted to the Secretariat and shall be considered by the Council at its next meeting. The decisions of Council on membership shall be final.

vi) Cessation of Membership

A Member/Associate Member shall cease to be a member if:-

- a) it/he ceases to be engaged in the business specified in clause 1. i/ii.
- b) it/he becomes a subsidiary/associate of another member, except as herein provided.
- c) it/he should have a receiving order made against it/him or makes any composition with its creditors.
- d) being a body corporate it should enter into voluntary or compulsory liquidation except for the purpose of amalgamation or reconstruction.
- e) it/he be requested to resign its/his membership based on a special resolution approved by at least three-quarters of those voting at an extraordinary General Meeting.
- f) he should die.
- g) he becomes of unsound mind.
- h) it/he becomes insolvent.
- i) it/he resigns from the Association by notice in writing send by post or delivered to the Secretariat at the office of the Association. Such notice shall be not less than three months and shall take effect from the date of expiry of such notice.
- j) any agreed contributions become six calendar months in arrear but, while such arrears remain a debt due and recoverable by the Association, the Council shall have power to reinstate such Member on such terms and conditions as the Council shall decide.

2. FUNDS AND SUBSCRIPTIONS

i) **Funds**

The Association is a non-profit making organisation and funds for its operation shall be raised by subscriptions payable by members, as decided from time to time by Council. No subscription shall fall below a minimum or exceed a maximum to be decided by Council.

If for any year the accounts of the Association show an excess of income over expenditure, the Council may resolve to return to Members such proportionate part of the respective subscriptions for that year as the Council shall decide to be appropriate, or carry over such part as an advance subscription for the following year. If the accounts for any year show an excess of expenditure over income, the Council may resolve that each Member shall be called upon to pay by way of additional subscription for that year such sum as may be necessary to reimburse the Association in respect of such expenditure. Every such additional subscription shall be payable within one month upon notification by the Secretariat to members or past Members who shall be liable.

A retiring Member shall have no right or title to any of the property of funds of the Association.

ii) **Section Funds**

In addition to subscriptions raised for the general operation of the Association, by agreement of Council, and for projects and/or other purposes approved by Council, groups of Members may together subscribe funds for such particular purposes. These funds will be accounted for separately by the Secretariat. It shall be the responsibility of those members involved in the particular project or activity to provide enough funds to cover all requirements, so that there shall be no liability on the membership at large.

iii) **Members Subscriptions**

The annual subscription of each Members shall relate to the turnover in goods and services as defined in clause 1.

Subscriptions shall be reviewed by the Council from time to time according to the requirements of the Association.

iv) **Associate Members Subscriptions**

The annual subscriptions payable by Associate Members and the basis of their calculation shall be determined from year to year by the Council.

v) **Due Date**

Subscriptions shall become due on receipt of a written application from the secretariat and shall be payable within one calendar month of such application.

vi) **New Members**

On joining the Association, a new Member shall be liable to pay a full year's subscription within one month, calculated on the basis of the scaled operating at that time. Council shall have the discretion to decide that a proportion of a year's subscription shall be due.

vii) **Cessation of Membership**

Resigning Members, for whatever reason, shall be liable for the payment in full of any unpaid subscription due for any period up to and including the year in which membership ceases.

3. COUNCIL

i) **Composition**

the Council shall comprise up to twenty-two elected persons; these elected persons, together with the appointed Director (if any), the Hon. Vice-chairman (if any), and up to three co-opted persons shall together constitute the Council of the Association.

Representatives of Associate Members may be co-opted to Council.

Election to Council shall be of persons employed by Members of the Association, or of persons who are individual owners or directors of Members; nothing shall prevent more than one representative of a Member joining Council at the same time.

A person shall cease to be a Councillor if:-

- a) the Member he represents ceases to be a member of the Association
- b) he ceases to be actively connected with the Member he represents
- c) he should become of unsound mind or die
- d) the Member he represents notifies the Association that he shall no longer represent them.

ii) **Election of Councillors**

Six Councillors shall retire at the AGM. The six retiring Councillors shall be those who have been longest in office, if two or more have served simultaneously, they shall retire alphabetically according to surname. A retiring Councillor shall be eligible for re-election; it shall not be necessary for him to be nominated to fill the vacancy caused by his own retirement.

At least six weeks before the AGM, the Secretariat shall advise all members of the retiring Councillors indicating those who are willing to offer themselves for re-election, and calling for nominations for the vacancies arising. Nominations shall be made within fourteen days from the date of such notice. Each Member shall have the right to nominate not more than two candidates, and shall ascertain that his nominee(s) are willing to serve if elected. Nominations need not be seconded.

On expiry of the notice period, the Secretariat shall circulate a list of nominations including those retiring and offering themselves for re-election. If the number of candidates exceeds the vacancies,

a postal ballot shall be taken, with each Member entitled to as many votes as there are vacancies on the Council. Completed ballot papers are to be returned to the Secretariat within fourteen days of the date of issue.

Co-opted Councillors shall serve for so long as Council shall decide, except that each person so co-opted shall automatically resign before each AGM.

In the event of a casual vacancy arising during the year, this shall be filled by nomination, and if need be, ballot procedures as for annual election.

iii) Meetings of Council

The Council shall meet at intervals decided by the Chairman, who shall preside at such meetings. A quorum for Council meetings shall consist of five elected Councillors.

Councillors unable to attend meetings may be represented by alternates.

iv) Basis of Decisions

Council decisions shall be made on the basis of a simple majority of those present and voting; each elected Councillor having one vote. The Chairman shall have a casting vote.

v) Powers of Council

The Council is responsible for the overall direction of the policies and the affairs for the Association. It has the power to appoint committees for such purposes and with such terms of reference as it may from time to time decide. The Council may delegate any of its powers to committees consisting of such persons as it may decide. Any such committee shall, in the exercise of powers so delegated, conform to any regulations imposed by Council.

The Council shall cause proper minutes to be taken of all meetings and decisions of the Council, together with records of all appointments of officer, elected or appointed.

4. ADMINISTRATION AND MANAGEMENT

i) Executive Officers

The offices of Chairman, Deputy Chairman and Honorary Treasurer shall be filled by election from elected Councillors only, at the Council meeting next after each AGM. Vacancies for any reason at any time may be filled by the council. Retiring officers shall be eligible for re-election; in the case of the Chairman and Deputy-Chairman for not more than two years beyond the first.

ii) Honorary Vice-Chairman

The Council shall have the power to elect, for such period as it may direct, as Honorary Vice-Chairman, any former elected executive officer of the Association who has rendered distinguished service to the Association. Honorary Vice-Chairmen are ex-officio, non-voting additional members of the Council.

iii) Executive Officers (Appointed)

The Council shall if they think fit, appoint as executive officers of the Association a person or persons who may be given the title of Director and/or Secretary. These appointments may be made for such term, at such remuneration, and upon such conditions as the Council may from time to time decide, and any such appointed officer may be removed by them. Any appointed executive officer shall be under the control and direction of Council and shall undertake such duties in connection with the affairs of the Association as the Council shall decide. Subject to the direction of Council, the senior appointed officer shall make all necessary arrangements for the employed staff and accommodation. The Council may combine any of the offices under this heading, or leave them vacant as they may consider expedient. The Council shall determine whether any of the appointed officers shall be directors for the purposes of the Companies Acts.

In the event of the appointment of more than one person with the title of Director, the Council may appoint the senior of them as Director-General.

iv) Board of Directors

The Board of Directors, appointed for the purposes of the Companies Acts, shall comprise elected and appointed officers as determined from time to time by the Council. The Council may remove any Director appointed by them. The first Board of Directors shall comprise the Chairman, the Deputy-Chairman and the Honorary Treasurer, together with the appointed Director of the Association.

v) Secretariat

The Association shall employ paid staff to arrange the administration of the Association's affairs. The staff shall be engaged on such terms as the Council may from time to time agree, and shall be under the control of the senior appointed officer of the Association.

18.04.79