

PALM PAPER STAFF ASSOCIATION (PPSA) RULES AND CONSTITUTION



Rule 1: Name

Rule 1.1 The Organisation (referred to in these rules as "the Association") is Palm Paper Staff Association (PPSA).

Rule 2: Head Office

Rule 2.1 PPSA's Head Office is at Poplar Avenue, Saddlebow Industrial Estate, Kings Lynn, Norfolk, PE34 3AL.

Rule 3: Objectives

Rule 3.1 The Association shall have the following objectives:

- Negotiation and representation of all Terms and Conditions and the interests of their members in all matters connected with their employment including but not exclusively the following:
 - The physical working conditions in which they are required to work.
 - Termination of employment of a member for disciplinary reasons.
 - Reductions and/or reorganisations in workforce for economic or other reasons.
 - Hours of work, rates of pay and benefits.
- Representation at disputes, grievance and disciplinary hearings between Members of the Association and the employer.
- To promote the welfare of the Association by such means as the Association Chairman and Executive Committee shall from time to time decide.
- To work for equal opportunities for all, actively opposing all forms of prejudice and discrimination on whatever grounds.
- Work to ensure that all members receive appropriate representation in relation to all work related matters not covered above.
- To provide assistance to members or member groups when in distressing circumstances, in cases of sickness and disablement and in trade disputes.
- To provide training facilities for further advancement of the Association.
- To spread knowledge and understanding in all aspects of the working environment.

Rule 4: Powers

Rule 4.1 The Association may complete incidental and conducive activities to achieve or support any of their objectives. This may include but is not limited to:

- Affiliation to relevant bodies.
- Co-operate with other organisations as considered appropriate.
- Invest and deal with all fiscal aspect of the Association.
- Indemnify members of the Association in respect of all demands made against them because of any authorised act done by them in the course of their duties or on behalf of the Association, to such an extent that such indemnity is not prevented by law.

Rule 5: Membership

Rule 5.1 The Association shall have the following levels of membership:

- Full Members
- Retired Members
- Honorary Life Members

Rule 6: Full Members

Rule 6.1 Upon acceptance of the offer of employment, all permanent employees of Palm Paper Limited, less Managing Directors, Human Resources Director and Production Director shall be eligible for Full Membership to the Association.

Rule 6.2 All candidates requesting admission as a member of the Association shall complete an Application Form for Membership in such terms as may from time to time be amended by the Association Chairman. The completed form is to be sent to the Association General Secretary at Head Office who will register the application.

Rule 6.3 The General Secretary shall determine whether to accept or reject the application and shall inform the candidate of the decision within 28 days of receipt of the application.

Rule 6.4 If the application of the candidate is rejected, they shall be informed of this and the reasons for this decision. The rejected candidate will be entitled to appeal against the decision, in writing to the Chairman of the Executive Committee. Furthermore the candidate will also be eligible to re-apply for membership by submitting a second application form, stating where appropriate any facts they believe may have influenced the initial decision or any change in circumstances arising since the last application. The Chairman's decision will be final, until such matters are resolved or until the situation changes which caused the initial rejection.

Rule 6.5 All Full Members shall provide, in writing to the General Secretary an address which will be used for all purposes.

Rule 6.6 It will be the duty of each member to notify the General Secretary in writing of any change of address.

Rule 7: Retired Members

Rule 7.1 **Qualification.** The qualification for retired membership is having been a full member until ceasing qualification for full membership under Rule 6.

Rule 7.2 **Entitlement.** Retired Members are not entitled to any rights or benefits of membership, apart from general advice and assistance.

Rule 8: Honorary Life Members

Rule 8.1 **Qualification.** The qualification for honorary life membership is having been a Full Member under Rule six and during such time made an outstanding contribution to the work of the Association during such time.

Rule 8.2 Honorary life membership may be granted to someone who qualifies under Rule 8.1, but only by the recommendation of :

- The Chairman of the Executive Committee.
- The Executive Committee.

Rule 8.3 **Entitlement.** Honorary life members are not:

- Required to pay a subscription.
- Entitled to vote.

Rule 9: Structure and Organisation.

Rule 9.1 The Association shall have an Executive Committee which will be formed from Full Members of the Association in accordance with rule 10.

Rule 9.2 The Association Committee will be elected in accordance with Rule 19.

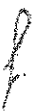
Rule 10: Composition of the Executive Committee

Rule 10.1 The Executive Committee shall be constituted as follows:

- The Chairman
- The General Secretary (Who also acts as Treasurer)
- The Committee shall be based on 5% of the total workforce; including the Chairman and General Secretary, and broken down as follows:
 - Production – 2 Members
 - Logistics – 1 Member
 - Maintenance – 2 Members
 - Sales & Administration – 1 Member

Rule 10.2 The Executive Committee shall meet monthly to decide the policy and management of the Association.

Rule 10.3 The quorum necessary for the transaction of business shall be five members.



- Rule 10.4 In the event that any member of the Executive Committee other than the Chairman or the General Secretary, is unable to attend a meeting of the Executive Committee they may appoint a member to represent them at the meeting. This representative will fully partake in the meeting and vote on any issue which a vote is called.
- Rule 10.5 Questions arising from the Executive Committee meeting shall be decided by the majority of votes cast and the Chairman of the meeting shall in addition to the Chairman's ordinary vote have a casting vote if required.
- Rule 10.6 The Chairman will preside at all meetings of the Executive Committee. If there is no such Chairman or if the Chairman is not present within 10 minutes from the appointed time, then the members present shall choose one of their members to act as Chairman at such meetings.
- Rule 10.7 The Executive Committee has full power to act in the name of the Association and exercise all such powers of the Association and do so on behalf of the Association everything it is legally entitled to do and which is not by the rules of the Association required to be exercised or done by the Association at a general meeting. The Executive Committee shall maintain and keep records of:
- The appointment, resignation and removal of members of the Executive Committee.
 - The names of members present at each meeting of the Executive Committee.
 - All orders resolutions and proceedings of general meetings and meetings of the Executive Committee.
- Rule 10.8 The General Secretary shall be responsible to the Association for the supervision and administration of the Association and its officers and staff. The General Secretary shall in all matters act in accordance with the instructions of the Executive Committee.
- Rule 10.9 The General Secretary's duties shall be:
- To Convene and attend delegate conferences of the Association or Executive Committee.
 - To arrange for minutes of all delegates' conferences and meetings of the Executive Committee.
 - To supervise the general accounts of the Association and if so authorised countersign cheques with the Chairman and settlement of any accounts presented to the General Secretary.
 - To arrange for the conduct of the Association correspondence including preservation of all documents, books and papers received by the General Secretary and for the preparation of memoranda, circulars, rules and membership cards and other documents as required for issue as necessary to members of the Association and to others.
 - To maintain a register of members.
 - To maintain adequate organising and publicity arrangements.

- To supervise preparation of the agenda for delegates' conference of the Association and preparation of adequate reports for delegates' conference for the Association of the business conducted on behalf of the Association since the previous annual delegates' conference including therein audited statements of the accounts of the Association's funds.
- To engage such staff as may be necessary to conduct the work of the Association as directed by the Chairman of the Executive Committee.
- To uphold and propagate the policies and actions of the Association as pronounced by the delegates conference of the Association or by the Executive Committee.
- Make all returns and supply such information as required by the Certification Officer.

Rule 11: Election

Rule 11.1 The Association members will elect:

- A Chairman - 4 year term
- The General Secretary - 5 year term
- The Executive Committee Members - 3 year term
- The Executive Committee will be responsible for deciding when elections shall be held in line with the terms of tender detailed above. In so doing the Committee will ensure, so far as is possible that the elections are staggered. This may require a member of the Executive Committee to serve more than 3 years providing that no one serves more than 5 years without being re-elected.

Rule 11.2 If a vacancy occurs on the Executive Committee between elections:

- The members of the Committee will elect a replacement.
- The person elected will serve a new term as from the date of election.

Rule 11.3 All elections for the post of Chairman or General Secretary will be by secret ballot. Only Full Members who have provided an address in accordance with Rule 6.2 will be entitled to vote and shall be elected in accordance with Rule 19.

Rule 11.4 **Eligibility.** Candidates for election as Chairman or General Secretary must be:

- Full Members of the Association who are willing to stand.
- Nominated by two members to the General Secretary in writing in accordance with Rule 19.6.

Rule 11.5 An Executive Committee Member:

- May retain office if promoted or transferred to another department or establishment at the recommendation of the Non Executive Committee.

• Ceases to be an Executive Committee member automatically upon ceasing to be a Full Member of the Association.

Rule 12: Committee Organisation

Rule 12.1 The Association Executive Committee as defined in Rule 9.3 shall have a Chairman and Secretary who will be elected in accordance with Rule 19.

Rule 12.2 The members of the Executive Committee will protect and promote the interest of the members of the Association, including but not limited to:

- Appoint one of the Committee members as a Treasurer to be responsible for the administration and finances of the Association.
- Recruiting and retaining members, and assisting the Executive Committee and General Secretary in carrying out the rules and objectives of the Association.
- Keep written attendance records of the names of Committee members and the numbers of members present at each meeting.
- Keeping written minutes of all resolution passed by the Executive Committee.
- Send signed copies of the minutes to the General Secretary.
- Furnishing any returns of information required from time to time by the General Secretary or Treasurer/Finance Officer.

Rule 12.3 The Executive Committee will meet monthly. Additional Meetings may be called:

- On written request by at least one third of the members represented.
- At the request of the Executive Committee.
- By the Committee Chairman.

Rule 12.4 The quorum for a Committee meeting shall be decided by the Executive Committee provided always that the quorum shall be more than 70% of members of the Executive Committee.

Rule 13: Subscriptions

Rule 13.1 **Full Members.** Full Members will pay a monthly subscription at levels which will be determined by Conference from time to time and notified in writing to the membership.

Rule 13.2 Each member must pay the appropriate monthly subscription in arrears by the eighth working day of each month, by:

- Deduction from salary
- Direct Debit

If a member wishes to pay by cheque he or she shall pay the annual subscription in two instalments, in advance of the 8th of January and the 8th of July each year.

Rule 13.4 Subscriptions may be waived at the discretion of the Executive Committee.

Rule 14: Lapse, Cessation and Resignation of Membership

Rule 14.1 If a member's subscription is unpaid for at least two months, membership automatically lapses. A lapsed member will be entitled to rejoin the Association upon payment of any unpaid subscriptions due from the date their membership lapsed.

Rule 14.2 A lapsed member is not entitled to any membership rights or benefits until any subscription and arrears have been paid.

Rule 14.3 The Executive Committee has the discretion to allow a member or lapsed member to repay arrears of subscription payments by monthly instalments of double the usual subscription if the Committee confirms that they would otherwise suffer financial hardship.

Rule 14.4 The Membership of a person shall cease if:

- A member gives one month's prior written notice of resignation to the General Secretary
- Expulsion under Rule 20.6.
- The member being in arrears of contributions amounting to a sum equal to six months contributions. This is subject to the discretion of the Executive Committee as set out rules at 14.3.
- The member being employed in a post which in the opinion of the Executive Committee makes continuing membership of the Association inappropriate. In the event of the Executive Committee exercising the powers under this Rule then the decision of the Executive Committee to expel a member shall be by two-thirds majority.

Rule 15: Funds:

Rule 15.1 The Association will maintain:

- A General Fund.
- A Provident Benefit Fund.

Rule 15.2 **General Fund.** The General Fund may be used for any lawful purpose of the Association.

Rule 15.3 **Provident Benefit Fund.** Only the following may be paid from the Provident Benefit Fund:

- Expenses incurred in providing educational courses or materials for members.
- General administrative expenses in providing provident benefits.

Rule 15.4 Allocation of Funds. Allocated funds may only be used for the purpose of the Association in accordance with the signatory regulations.

Rule 15.5 All subscriptions will be paid into the General Fund. The Treasurer may transfer money from the General to the Provident Benefit Fund.

Rule 15.6 All investment income and capital gains of the Association will be paid into the General Fund.

Rule 15.7 No more than £200.00 will be held in petty cash at any one time.

Rule 16: Accounts

Rule 16.1 The financial year of the Association will end on the 31st December each year.

Rule 16.2 The Associations accounts will be examined annually by a registered auditor appointed by the Executive Committee. The auditor will prepare:

- A Statement of Account.
- Provide any comments or recommendations he or she believes should be communicated to the members.

Rule 17 Trustees

Rule 17.1 The Association will have two managing trustees who will be the Chairman, the General Secretary and one member of the Executive Committee.

Rule 17.2 Functions. All real or personal property acquired on behalf of the Association will be vested in, and managed by the trustees subject to the direction of the Executive Committee.

Rule 17.3 The managing trustees have a duty to preserve the assets of the Association and must:

- Act diligently and prudently.
- Seek appropriate advice before taking any investment decisions.
- Ensure that proper accounts are kept.
- Not derive any profitable benefit from their position as managing trustees.

Rule 17.4 Funds of the Association may be invested as if they were being invested by a sole beneficial owner, but subject to:

- Instructions from the Executive Committee.
- The authority of the managing trustees in accordance with the provision of Rule 17.2.

Rule 18 Expenses and Grants

Rule 18.1 When on authorised Association business Executive Committee members, officials and members of the Association are entitled to expenses and allowances in accordance with regulations determined from time to time by the Executive Committee.

Rule 18.2 If the Executive Committee or any individual member of the Executive Committee shall invite a member or request the presence of a member at any venue, travelling expenses and subsistence will be paid subject to a maximum determined from time to time by the Executive Committee.

Rule 18.3 If a member should attend without prior invitation, any meeting of the Association, be it formal or informal and without the prior approval of a member of the Executive Committee then they shall not be entitled to receive travelling expenses or subsistence. Unless the member satisfies the Executive Committee the reason for doing such was of extreme gravity or urgency.

Rule 19: Elections and Secret Ballot

Rule 19.1 **Elections.** The following officers of the Association should be elected to the office to which they hold:

- The Chairman.
- The General Secretary.
- Members of the Executive Committee.

Rule 19.2 Every member shall be entitled to vote in the election of the Chairman and the General Secretary.

Rule 19.3 Members of the Executive Committee shall be elected by those they will represent.

Rule 19.4 The procedure for an election shall be in accordance with Rule 19.6 below.

Rule 19.5 In the case of all elections under these rules not less than 3 months before the fixed date for the annual delegate's conference next following, or on such shorter notice as the Executive Committee shall determine. The Executive Committee shall draw up and publish to all members a timetable:

- For seeking and receiving nominations
- For checking and approving nominations by the Executive Committee.
- For compilation of and circulation of election addresses.
- For printing, distribution and return of voting papers.
- For the counting of votes and for the declaration of the results.
- For the receipt and resolution of any complaints, alleging breach of election procedure.

Rule 19.6 Nominations shall be made in writing and shall be signed by the candidate, the nominator and the seconder. The completed nomination shall be sent to the General Secretary at the head office and thereafter shall be checked and approved by the Executive Committee. The General Secretary shall in an election for the Chairman draw up a list of properly nominated candidates. The Chairman shall in an election for the General Secretary, draw up a list of properly nominated candidates. Candidates for election must have been a Full

member of the Association for at least 6 months from the date the election is called.

Rule 19.7 The General Secretary, the Chairman and any person elected a member of the Executive Committee shall take up office for the period commencing with determination of the annual delegates' conference at which their success in the ballot is announced and terminating at the termination of the annual conference next following the expiry of their term of office, unless reappointed following successful re-election in a second or subsequent elections.

Rule 20: Discipline

Rule 20.1 Breaches of Discipline. Subject to any statutory restrictions in force at the time, any member may be disciplined who:

- Acts against the interests of the Association or its membership.
- Behaves in a manner which can be construed as unacceptable – by word, act or omission.

Rule 20.2 Disciplinary Committee. The Association will form a disciplinary Committee consisting of three members of the Association who are not part of the Executive Committee to form the Disciplinary Committee. The Disciplinary Committee may act on:

- A Report from the Executive Committee.
- A Report from the General Secretary
- A recommendation from an Association Member

Rule 20.3 If a member makes a complaint to the General Secretary which is believed to constitute a breach of Rule 20.1 the General Secretary will:

- Report in writing to the Disciplinary Committee.
- If the alleged breach is by an Executive Committee Member notify the Disciplinary Committee in writing that such a report has been raised.
- If the report relates to a member of the Disciplinary Committee disqualify that member from office during the investigation period and appoint another person to be a member of the Disciplinary Committee during the period of investigation.

Rule 20.4 Neither the Association or its officials are responsible for any expenses incurred by a member in relation to disciplinary proceedings.

Rule 20.5 Where practical, a member must exhaust all stages of the disciplinary procedure before applying to any court, tribunal, outside agency or outside official for redress.

Rule 20.6 Duties of the Disciplinary Committee. If a member is subject to action under Rule 20.1 and the Disciplinary Committee so determines, the Committee has the power to do one or more of the following:

- Censure the member

- Ban the member from holding any office in the Association for up to five years.
- Deprive the member temporarily of some or all the rights and facilities of membership for a time and extent fixed by the Disciplinary Committee but in any event not to exceed six months
- Suspend the member for up to one year.
- Expel the member.

Rule 20.7 **Proceedings.** Upon receipt of a complaint the Disciplinary Committee will give at least 21 days written notice to the member by registered or recorded delivery post to the members last known home address; or work address if no home address is known. Stating:

- Briefly why it is alleged that the member is subject to action.
- The date, time and place when the Disciplinary Committee will investigate the complaint and hear representations from the member and their witnesses.
- The member's rights to present written submissions in advance of the meeting, make representations to the meeting before and during the meeting, to call and cross examine witnesses, and to be represented throughout by a friend who is a member of the Association.

Rule 20.8 At the conclusion of the meeting the Disciplinary Committee will consider whether it believes the charge against the member is proved to their satisfaction and if so decide upon what sanction should be imposed.

Rule 20.9 The Disciplinary Committee will give written notice of the outcome of all investigations and any such sanction which is imposed:

- To the member by registered or recorded delivery post to the members last known home address; or work address if no home address is known.
- The General Secretary.

Rule 20.10 **Appeal.** A member who has been subjected to investigation by the Disciplinary Committee and against whom a finding is made and sanctions imposed may appeal in writing to the General Secretary within 14 days of receiving notice of the decision of the Disciplinary Committee in which case:

- Any sanction which has been imposed will not take effect until after the appeal has been determined.
- If the member is an Executive Committee member, the appeal will be determined by conference.
- In all other cases the decision will be determined by the Executive Committee.

Rule 20.11 **Appeal Procedure.** The General Secretary will give at least 28 days written notice to the member by registered or recorded delivery post to the members last known home address; or work address if no home address is known.

Informing them of the date upon which the appeal will be heard and the date by which any written submissions must be received, which will be at least 14 days prior to the date of the appeal hearing?

Rule 20.12 Upon receipt of the written submissions from the member the General Secretary shall ensure that copies of such written submissions are circulated to the members of the Executive Committee without delay.

Rule 20.13 At the hearing of the appeal the member shall be entitled to attend the Executive Committee for the purpose of the appeal, although they shall do so on their own expense.

Rule 20.14 At the conclusion of the determination of the appeal the General Secretary shall give written notice to the member of the decision of the Executive Committee.

Rule 20.15 All disciplinary proceedings excluding any appeal to Conference under Rule 20.10 will be completed within 6 months from the date on which the Disciplinary Committee gave notice of the disciplinary changes to the member unless.

- The member charged shall consent to an extension of this time limit.
- The Executive Committee shall determine that it has been impracticable to complete the disciplinary procedure within the time specified for reasons outside the control of the Disciplinary Committee or the Executive Committee and shall give notice to the member of such an extension.

Rule 21 Rules

Rule 21.1 Amendments to the Rules. These rules and constitution may only be amended by two thirds majority of votes cast at conference.

Rule 21.2 Motions for the amendments of the rules will only be considered at annual conferences every three years from date of establishment, unless the Executive Committee decides otherwise on grounds of urgency or expediency.

Rule 21.3 Implementation of the Rules. The headings are of convenience only and do not affect the interpretation of the rules.

Rule 21.4 Interpretation of these rules is vested in:

- Conference when it is in session.
- The Executive Committee when it is in session and conference is not.
- The Executive Committee Chairman and General Secretary, acting together when neither conference nor the Executive Committee is in session and after all reasonable attempts to contact and consult with the remaining members of the Executive Committee have been exhausted.

Rule 22 Delegates' Conferences.

Rule 22.1 The Association shall in each year hold a delegates' Conference calling it The Annual Delegates' Conference of the Association. The Conference shall be held annually in such time and place as the Executive Committee shall appoint,

provided that the Executive Committee gives three months notice of the date of the Conference.

- Rule 22.2 In addition to the annual delegate's conference of the Association, the Executive Committee may at any time convene an extraordinary delegate's conference of the Association and must convene an extraordinary delegate's conference of the Association if requisitioned to do so in writing, for a stated purpose by at least one third of the membership of the Association. Any such conference will be convened within two months of receipt by the General Secretary.
- Rule 22.3 A delegate's conference of the Association shall be convened by the giving of at least two months' notice in writing from the General Secretary to every delegate. Such notice shall specify the place, day and the hour of the meeting and the general nature of the business of that meeting.
- Rule 22.4 No business shall be transacted at any delegate's conference unless a quorum of delegates is present at the time when the meeting proceeds to business and:
- 50% +1 of the delegates entitled to attend and vote at a meeting shall be a quorum.
 - If within half an hour from the time appointed for the meeting a quorum is not present then the meeting shall be adjourned to such a day, time and place as the Executive Committee may determine or cancelled.
 - The Executive Committee of the Association shall preside at every delegate's conference.
- Rule 22.5 In the absence of the Executive Committee Chairman the delegate's conference shall elect a Chairman from the Executive Committee Members present.
- Rule 22.6 The Chairman of the meeting may with the consent of the conference adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- Rule 22.7 The business of delegate's conferences shall be conducted in accordance with these rules and such standing orders from time to time determined provided that:
- At any delegate's conference a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chairman or by any one half of the delegates present in person having the right to vote at the meeting.
 - Unless a secret ballot is so demanded declaration by the Chairman of the meeting that a resolution has on a show of hands been carried shall be conclusive evidence of that fact.
 - If a secret ballot is duly demanded it shall be taken in such a manner as the Chairman directs.

to exercise a casting vote.

- In the case of equality of votes whether on a show of hands or on a secret ballot the Chairman of the Executive Committee shall be entitled to exercise a casting vote.

- At any delegate's conference no proposition may be debated unless the proposition has been notified to the General Secretary in writing or it is agreed by at least two thirds of those present and voting at the annual delegate's conference to admit the proposition for debate and a vote.

Rule 22.8 Prior to the day appointed for the commencement of the annual delegate's conference the following procedure shall apply:

- The Executive Committee shall publish to delegates its reports and statement of accounts for the year not less than two weeks before the day fixed for the commencement of the annual delegate's conference.
- Any delegate desiring to put any proposition before the annual delegate's conference shall notify the General Secretary in writing not less than four weeks before of such proposition. Each proposition shall deal with one subject.

Rule 22.9 No proposition shall be debated by the Association at a delegate's conference unless it is seconded by another delegate.

Rule 22.10 Any delegate attending a delegate's conference who conducts himself in a disorderly manner may be expelled from the meeting upon a majority vote of those attending the meeting and so entitled to vote.

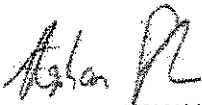
Rule 22.11 The annual delegate's conference shall select a standing orders committee of three members; of which only one may be a member of the Executive Committee, who shall be responsible for arranging a timetable and order of business for the annual delegate's conference and shall determine its own rules and procedures.

Rule 23: Dissolution and Amalgamation

Rule 23.1 The Association may not be dissolved or its fund divided except with the consent of at least five sixths of the votes cast by members voting by postal ballot.

Rule 23.2 The Association may not amalgamate with any other organisation except with the consent of at least two thirds of the votes cast by members voting by postal ballot.

Signed:



Joint Chairman – Managing Director Production

Date: 3rd May 2013



PPSA Chairman

Date: 30 APRIL 2013