



STATUTE OF THE AFRICAN PACKAGING ORGANISATION

(HEREAFTER REFERRED TO AS "APO")

1. FOUNDING PROVISIONS

- 1.1 This is the founding statute of the **African Packaging Organisation** and shall come into effect from the date of last signature of the founding members, as appear on the last pages hereof;
- 1.2 The African Packaging Organisation shall be regarded as a body corporate, and have an identity and existence distinct from its members and office bearers;
- 1.3 Consequently, and subject to clause 25 herein, the organisation shall have a continued existence notwithstanding changes in the composition of its membership or office bearers;
- 1.4 Members or office bearers shall have no rights in the property or other assets of the organisation solely by virtue of their being office bearers or members.

2. DEFINITIONS AND INTERPRETATION

- 2.1 APO means the African Packaging Organisation
- 2.2 Member or Members means those member organisations who are signatories to this Statute, or who subsequently apply for membership and are approved by a majority vote of the members.
- 2.3 General Secretary shall be that person or organisation appointed by the Members in terms of article 5.4 following.

3. JURISDICTION

The APO shall be entitled to conduct its business and to further its objectives primarily in the continent of Africa, although where this is in the interests of its members and consistent with its objectives, throughout the World.

4. OBJECTIVES

The objectives of the APO shall be to –

- 4.1 bring to the attention of African states the role that packaging can play in addressing some of the major development challenges facing the continent;
- 4.2 build packaging capability in Africa by promoting and maintaining the status and business of those engaged in packaging, and by the recognition of packaging as a profession, this to be achieved by international collaboration, and by establishing, publishing and disseminating educational standards and training information, examinations, and the awarding of bursaries and qualifications as may seem appropriate from time to time;
- 4.3 encourage the competitiveness of African exports by assisting where possible in the improvement of product presentation through effective packaging;
- 4.4 promote and support the packaging industry as represented by its members, and to serve as a forum for discussion and exchange of knowledge between its members and other organisations or persons interested in packaging;
- 4.5 seek to increase the collaboration among Members *inter alia* in the areas of packaging research, development, sustainability and the promotion of the role packaging plays in society.
- 4.6 inform the public of the benefits to be derived from effective packaging;
- 4.7 by invitation and subject to availability of resources, attempt to further the interests of packaging by assisting and supporting individual member organisations in their own countries in a manner and to an extent agreed, to -
 - 4.7.1 lobby their Governments to formulate policies and institutional frameworks;
 - 4.7.2 lobby their Governments to provide budgetary support;
 - 4.7.3 where unanimously agreed by the members, lobby regional and continental organizations i.e. AU, COMESA, ECOWAS, EAC, SADC.
- 4.8 hold conferences, exhibitions, seminars and other functions calculated to promote the interests of packaging;



- 4.9 affiliate or associate itself with other packaging organisations or federations having common interests and objectives, and through local and international co-operation, to exchange packaging knowledge and expertise in an attempt to foster and develop the packaging industry in Africa;
- 4.10 contribute in whatever means possible to the fostering of international trade;
- 4.11 commit itself to the promotion of environmental-friendly packaging and management of packaging wastes;
- 4.12 act in such other manner as the members may unanimously decide upon from time to time.

5. MANAGEMENT OF THE APO

- 5.1 For the purpose of the management of its affairs, the APO shall be managed by a Council comprised of one representative nominated by each paid up member assisted by the General Secretary;
- 5.2 The representative of any member in terms of clause 5.1 may be replaced at any time by the member concerned, by prior written notice to the President and General Secretary (who will advise the other members);
- 5.3 The members shall elect a President and Vice President as detailed in article 9 following, and these officials assisted by the General Secretary, shall be responsible for the daily management and conduct of APO affairs;
- 5.4 The General Secretary shall be nominated by the President for ratification by simple majority vote of the members.
- 5.4 Secretarial (and if need be accounting) services in regard to the daily administration of the APO shall be provided on a basis to be agreed by a person, persons or organisation, subject to his/her/it's acceptance for the time being of this duty. These services shall be directly controlled by the General Secretary.

6. MEMBERSHIP

- 6.1 Subject to 6.2 below, membership shall be open to any formally constituted organisation representing packaging interests, which represent the wide spectrum of the packaging industry in their countries, in any of the countries commonly accepted as being part of Africa. Where there is any doubt in this latter respect, the members will rule on the matter of eligibility for membership
- 6.2 It is clarified that membership is open only to representative packaging organisations and not to individual trading or profit making corporates or concerns or the like, who should be encouraged to join the representative organisations referred to in 6.1 preceding, in their home countries.
- 6.3 Membership shall cease in any one of the following circumstances –
 - 6.3.1 by written resignation being received from a member, the effective date being the date of receipt of that resignation;
 - 6.3.2 for continued non payment of any membership fee or levy due and payable as provided for in clause 16.1, thirty days (30) days after a final written demand for payment is served upon that defaulting member; provided that such final written demand may be served by means of electronic email to the last recorded email address of the member concerned;
 - 6.3.3 as provided for in clause 20 following, from the date of serving of a notice to that effect, and specifying the reasons therefore; provided that such notice may be issued as provided for in clause 6.3.2 preceding;
- 6.4 Any member aggrieved by the application of any of the provisions of clause 6.3 foregoing, shall have the right of appeal for reconsideration of the decision, by lodging the substance of that appeal in writing to the General Secretary within thirty days (30) days of notification of the decision made in terms of clause 6.3. The General Secretary shall then bring this to the attention of the members who will then decide whether or not to confirm, reverse, amend or mitigate the original decision. If necessary, the members may call upon the affected member's representative to appear before it to plead its case.
- 6.5 Any decision made by the members in terms of clause 6.4 shall be final and binding upon the member concerned.

7. LEGALITIES

- 7.1 The members will by majority vote decide upon the country in which the registered office of the APO will be situated, and steps will be taken to register the APO within that country in accordance with its laws. This *domicilium* may be amended from time to time, on the same voting basis;



- 7.2 It will furthermore be the responsibility of each and any member to ensure that there are no legal impediments in their own countries, to their membership of the APO.

8. POWERS

The APO shall have the powers that are reasonably necessary and within the constraints defined by the approved budget to enable it to carry out its objectives, including the following:

- 8.1 To invest money
- 8.2 To borrow money.
- 8.3 To lend money.
- 8.4 To open and conduct banking accounts and to perform all acts necessary in relation thereto.
- 8.5 To employ staff.
- 8.6 To sell, exchange, or otherwise deal in its assets as may be in its best interests from time to time.
- 8.7 To establish offices.
- 8.8 To enter into contracts.
- 8.9 To purchase and sell immovable property.

9. ELECTION OF OFFICE BEARERS

- 9.1 The members shall elect a President and a Vice President from amongst their number. In the event of a deadlock members shall be called upon, by secret written ballot, to cast a second vote. If necessary, this process will be repeated until such time as the deadlock is resolved;
- 9.2 The General Secretary shall conduct this procedure on each occasion upon the expiry of the term of office of the President and Vice President;
- 9.3 In the event of the position of President falling vacant before the expiry of his term of office, the Vice President shall assume that office for the remainder of the period contemplated in clause 10 following. The General Secretary shall act as provided herein for the election of a replacement Members member and a new Vice President.
- 9.4 The president will propose the appropriate structure of office bearers for his tenure for the approval of the members.

10. TENURE OF OFFICE BEARERS

- 10.1 The President and Vice President shall serve for a period of three years from date of original election, irrespective of whether or not the Vice president is elevated to the position of President in the circumstances contemplated in article 9.3 preceding;
- 10.2 In the circumstances contemplated in 9.3 a new Vice President shall be elected as provided for in that article for the remaining period of office of the original Vice President;
- 10.3 The President and Vice President may not serve more than two consecutive terms if re-elected.
- 10.4 The General Secretary shall be appointed on terms and conditions approved by the members.

11. POWER TO CO-OPT

The members may co-opt additional individuals or organisations as it sees fit, but such persons will not be regarded as substantive members.

12. SUB COMMITTEES

The President shall have the power to create sub-committees for special purposes as necessary from time to time with such objectives and powers as the Council may approve. The duration of operation of each such sub-committee shall be at the Council's discretion.



13. MEMBERS PROCEDURES AND MEETINGS

- 13.1 The Council created in terms of this Statute, shall –
- 13.1.1 meet on a regular basis and at a venue, by electronic or by any other means as determined by the members, from time to time;
 - 13.1.2 record its decisions in Minutes of Meeting;
 - 13.1.3 be called upon to meet by the General Secretary on not less than 30 days' notice;
 - 13.1.4 have a quorum consisting of not less than one half plus one of its voting members;
 - 13.1.5 have an agenda circulated to members at the time of giving notice of meeting;
 - 13.1.6 be presided over by the President who shall have a casting vote;
 - 13.1.7 decide any matter placed before it on a simple majority of votes of those present.
- 13.2 A meeting will be constituted and held when there is a quorum;
- 13.3 Where travel and accommodation costs are likely to be incurred respect of any Members member(s) attending the meetings contemplated, this shall be at the expense of those members, and not the APO;
- 13.4 The provisions of clauses 13.1, 13.2 and 13.3 shall also apply to each and any sub committee.

14. AD HOC CHAIRMAN

Should the President or the Chairman of any committee be absent from any of its meetings the elected Vice-President or Vice Chairman (as the case may be) shall serve as President /Chairman. In the absence of both officers, those members present shall elect an Ad Hoc President / Chairman to serve during the course of that meeting.

15. BYE LAWS

- 15.1 The Members shall have the power to create (and subsequently delete) Bye-Laws for the purposes of governing its day-to-day activities, provided that those rules are consistent with this Statute.
- 15.2 A record shall be kept by the General Secretary of such Bye Laws and the date upon which each new Bye-Law was first created, or was deleted.
- 15.3 The Members shall ensure that any Bye-Laws created in terms of this Article are recorded, circulated to members, and made available to them on demand.

16. FUNDING OF THE APO

- 16.1 An annual budget will be presented by the Secretariat and approved by the Members before the commencement of each financial year.
- 16.2 Notwithstanding the provisions of Article 16.3 the APO shall seek funding by activities and events and by way of sponsorship or financial aid from any other acceptable source, upon agreement of the Members;
- 16.3 The funding of the APO and its activities will be supported by way of an annual membership fee imposed upon members by unanimous agreement (including the amount thereof) of the Members;
- 16.4 The General Secretary shall be responsible for the recording of the financial activities of the APO, and for the circulation of financial reports to the members at a frequency as determined by the Members;
- 16.5 For this purpose, the financial year of the APO shall be taken as the 12 months period commencing on 1 January of every year;
- 16.6 The members shall require any such annual financial statements to be reported upon, in their professional capacity, by a firm of Chartered Accountants or Registered Auditors appointed by them;
- 16.7 The APO's financial transactions shall be conducted by means of a banking account, and the authorised signatories shall be that number of persons required in terms of the Bank concerned, and those persons approved by the Members, provided that those approved signatories may authorise the General Secretary to attend to the daily operation of authorised transactions from said bank account alone via Internet Banking means;
- 16.8 The funds of the APO shall be used only in pursuance of its stated objectives or for the remuneration of individuals employed by it or for services rendered to it or on its behalf, upon approval in principle of the President and within the limitation imposed by the budget.

17. SPECIAL MEETINGS

- 17.1 Notwithstanding the provisions of article 13, any member wishing to raise an *urgent* matter shall in the first instance correspond with the General Secretary and members in an attempt to resolve that issue informally;
- 17.2 If the matter remains unresolved the President will call upon the General Secretary to conduct a postal vote on the issue, which shall be presided over by the General Secretary, and be subject to verification by the President if need be. The General Secretary will similarly cause the outcome of this vote to be notified to members in writing;
- 17.3 If after acting in terms of article 17.1 and 17.2 the matter remains unresolved, and depending upon its gravity and urgency then the President shall cause the General Secretary to call a special general meeting for the purpose of resolving the issue in question.
- 17.4 The General Secretary shall ensure that each member of the Members is given reasonable notice of the meeting in question and that it is advised of its agenda and of each issue to be discussed at the meeting.
- 17.5 A quorum for the meeting aforesaid shall consist of not less than one half plus one of the members.

GENERAL PROVISIONS

18. INDEMNITY

- 18.1 The APO hereby indemnifies each and any office bearer elected, nominated, appointed or employed in terms of this Statute against any loss or damages which he/she may suffer as a result of going about the APO's affairs in a proper and reasonable manner.
- 18.2 The intention is to ensure that the members have limited liability and a suitable structure will be created to provide this limited liability for the members.

19. VOTING IN COMMITTEE

Notwithstanding anything herein contained, the following general rules shall apply -

- 19.1 No member who is in arrears in excess of a 120 day period in the payment of any membership fee or levy imposed in terms of Article 16, shall be entitled to any vote in terms of this Statute, nor may the member take part in any proceedings, until such time as the arrear payments have been settled;
- 19.2 Save as may be otherwise provided for in this Statute every vote conducted in terms hereof shall be decided by a simple majority;
- 19.3 Subject to 19.4 following, each Members member shall have no more than one vote;
- 19.4 In the event of a deadlock, the President shall have a casting vote.

20. REMOVAL FROM OFFICE OR MEMBERSHIP

- 20.1 The members may, at any time by a two-thirds majority, call upon a member organisation to remove its representative and to replace that person;
- 20.2 The members may likewise, at any time by a two-thirds majority, call upon a member to withdraw from membership of the APO, with the forfeiture of any membership fee paid;
- 20.3 The Members may, at any time by a two-thirds majority, remove from office any office bearer;
- 20.4 This action shall be as a result of a breach of trust or an act of dishonesty or conduct likely to result in the bringing into disrepute of the APO, or for other reason (including those contemplated in clause 6.3), which in its opinion are considered sufficient;
- 20.5 Provided that the member or person so affected shall have a right of appeal utilizing the procedure as laid down in clauses 6.4 and 6.5 preceding, suitably amended / interpreted if necessary where an individual may be involved.

21. OFFICIAL LANGUAGE

The official language of the APO in all its dealings shall be English.



22. INTERPRETATION

Should any dispute arise as to the interpretation of this Statute then the matter shall be referred to attorneys nominated by majority agreement of the members, and those attorney's decision shall be final and binding.

23. NOT FOR GAIN

Except as reasonable compensation for services rendered, the APO will not be permitted to distribute any of its income, property or profits or gains to any person or organisation but will utilise its funds solely for investment or the objectives for which it has been established; it shall not engage in any trading activities, nor will it participate in any business, profession or occupation of its members, nor will it provide any financial assistance (other than bursaries in terms of article 4.2) or any premises or continuous services or facilities to its members for the purpose of carrying on of any non-APO related business, profession or occupation for reward.

24. AMENDMENT

This Statute may be amended at any time at a Members meeting provided:

- 24.1 that notice of the proposed amendment and the reasons therefore, and its intended effect, have been notified to the General Secretary in writing, and by him/her to the members similarly in writing, prior to the meeting;
- 24.2 that no less than two thirds of the total members vote in favour of the amendment.

25. DISSOLUTION

- 25.1 The APO may at any time by unanimous agreement of the members be dissolved from a date to be decided upon;
- 25.2 In the event of the APO's dissolution the Members shall apply its funds:

- 25.2.1 firstly, in payment of its creditors;
- 25.2.2 secondly, by the transfer of any assets remaining to another non-profit organisation, having similar objectives, as the Members may approve.

**THIS STATUTE IS AGREED BY THE FOUNDING MEMBERS ON 29th June 2012
AT THE INANDA CLUB, SANDTON, SOUTH AFRICA
WHOSE REPRESENTATIVES AND WITNESSES HAVE SIGNED AS FOLLOWS.**



SIGNATURE OF FOUNDING MEMBERS TO THE ADOPTION OF THE FOREGOING STATUTE

COUNTRY	SOUTH AFRICA
NAME OF ORGANISATION	PACKAGING COUNCIL
REPRESENTED BY (NAME OF)	A.M. MATHURINSEN
SIGNATURE	<i>[Signature]</i>
DATE	29/6/12

COUNTRY	TANZANIA
NAME OF ORGANISATION	TANZANIA INSTITUTE OF PACKAGING (TIP)
REPRESENTED BY (NAME OF)	SACHINDRA SHETTY
SIGNATURE	<i>[Signature]</i>
DATE	29/6/12

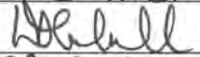
COUNTRY	GHANA
NAME OF ORGANISATION	INSTITUTE OF PACKAGING, GHANA (IOPG)
REPRESENTED BY (NAME OF)	FRENZEE MANIE
SIGNATURE	<i>[Signature]</i>
DATE	29 th JUNE 2012

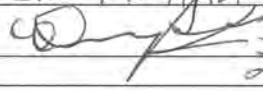
COUNTRY	KENYA
NAME OF ORGANISATION	INSTITUTE OF PACKAGING PROFESSIONALS KENYA
REPRESENTED BY (NAME OF)	JOSEPH WANDALA NYONGESA
SIGNATURE	<i>[Signature]</i>
DATE	29 th JUNE 2012

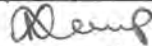
COUNTRY	NIGERIA
NAME OF ORGANISATION	INSTITUTE OF PACKAGING NIGERIA
REPRESENTED BY (NAME OF)	AHMED ALEX OMANI
SIGNATURE	<i>[Signature]</i>
DATE	29 - JUNE - 2012

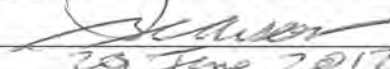
COUNTRY	SOUTH AFRICA
NAME OF ORGANISATION	IPSA
REPRESENTED BY (NAME OF)	KISHAN SINGH
SIGNATURE	<i>[Signature]</i>
DATE	29/06/2012

SIGNATURE OF WITNESSES TO THE ADOPTION OF THE FOREGOING STATUTE

MEMBER COUNTRY	SOUTH AFRICA
NAME OF ORGANISATION	INSTITUTE OF PACKAGING (SOUTH AFRICA)
REPRESENTED BY (NAME OF	BILL MARSHALL
SIGNATURE	
DATE	29 JUNE 2012

MEMBER COUNTRY	SOUTH AFRICA
NAME OF ORGANISATION	INSTITUTE OF PACKAGING (SA)
REPRESENTED BY (NAME OF	ROGER MICHAEL CARY SMITH
SIGNATURE	
DATE	29 June 2012

MEMBER COUNTRY	KENYA
NAME OF ORGANISATION	KENYA BUREAU OF STANDARDS
REPRESENTED BY (NAME OF	PETER NAMUTALA WAMONYI
SIGNATURE	
DATE	29.06.12

MEMBER COUNTRY	SOUTH AFRICA
NAME OF ORGANISATION	WORLD PACKAGING ORGANISATION
REPRESENTED BY (NAME OF	KEITH ALFRED PEDERSEN
SIGNATURE	
DATE	29 June 2012