

**THE CONSTITUTION OF  
PACKAGING FORUM INCORPORATED**

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## **1. NAME**

1.1 The name of this Forum is **PACKAGING FORUM INCORPORATED**

1.2 The objectives of the Forum are outlined in clause 3.

## **2. INTERPRETATION:**

In this constitution unless a contrary interpretation appears.

2.1 **Annual General Meeting:** Shall mean the annual meeting of the Forum.

2.2 **Associate Member:** Shall mean any member of the Forum as constituted in Rule 5.4.

2.3 **Board:** Shall mean the Board of the Packaging Forum

2.4 **Chairperson:** Shall mean the persons elected by board members and Steering Committee members to Chair the Forum or a Scheme.

2.5 **Deputy Chairperson:** Shall mean the persons elected to Chair meetings of the Forum and Schemes when the Chairman is unavailable.

2.6 **Clear Day:** Shall mean all days excluding weekends and public holidays.

2.7 **Financial Year:** Shall mean the period commencing on 1<sup>st</sup> April and ending on 31<sup>st</sup> March of the following year.

2.8 **Forum:** Shall mean **PACKAGING FORUM INCORPORATED**.

2.9 **General Meeting:** Shall mean either an Annual General Meeting or a Special General Meeting.

- 2.10 **General Manager:** shall mean the chief administrator of the Forum appointed by the Board who may also be referred to as the Chief Executive Officer.
- 2.11 **Member:** Shall mean any member of the Forum as constituted in Rule 5.
- 2.12 **Resolution:** Shall mean, in respect of a General Meeting and subject to clause 11.1, any resolution passed at a General Meeting by a majority of the members present in person, or by proxy, and voting.
- 2.13 **Scheme:** Shall mean a voluntary product stewardship scheme which meets or seeks to meet the Waste Minimisation Act (2008) Part 2: Product Stewardship criteria which specifically encourage the people and organisations involved in the life of a product to share responsibility for ensuring there is effective reduction, reuse, recycling or recovery of the product; and managing any environmental harm arising from the product when it becomes waste.
- 2.14 **Scheme Manager:** The Scheme Manager shall mean the person responsible for the management of projects established and operating under a Scheme and in accordance with the Waste Minimisation Act (2008) shall be the contact person for an accredited scheme with the Ministry for the Environment.
- 2.15 **Special General Meeting:** Shall mean a meeting of the Forum convened in accordance with clause 6.3.
- 2.16 **Steering Committee:** Shall mean the management committee(s) of a Scheme as constituted in Rule 7.
- 2.17 **Steering Committee Meeting:** Shall mean the meetings of the Steering Committee.

### **3. PURPOSE AND OBJECTS**

- 3.1 The Forum shall address all matters relating to the environmental lifecycle of packaging including manufacture, filling, importing, selling and the subsequent collection of glass, paper, cans, plastic and other packaging

materials from consumers. The Forum will address the issue of uses for post-consumer / end of life packaging and any other activities that may be required to achieve the Forum's goals from time to time and to do anything necessary or helpful to achieve the above purposes.

3.2 **Objects:** The objects for which the Forum is established are

3.2.1 To promote and develop, a philosophy of "Product Stewardship" among those involved in the packaging industry.

3.2.2 To develop processes and programmes which utilise post-consumer packaging effectively and viably.

3.2.3 To provide a forum in which other stakeholders in the collection and subsequent utilisation of waste consumer packaging containers can work together to get best practise outcomes.

3.2.4 To promote the role of packaging in a modern society and ensure that the wider community has an accurate understanding of its benefits and limitations.

3.2.5 To form, promote and manage Schemes.

3.2.6 And any other packaging recycling activities deemed to be essential to the Forum from time to time.

#### 4. REGISTERED OFFICE

4.1 **Registered Office:** The registered office of the Forum shall be at 101 Cyril French Drive, Manukau initially and thereafter shall be at such a place as the Committee may from time to time determine.

#### 5. MEMBERSHIP

5.1 **Eligibility:** All persons who support the objectives of the Forum shall be eligible to become members. Those persons wishing to become members shall make application to the Forum and may become members of the Forum and, based on their materials to be stewarded, any voluntary Product

Stewardship Schemes which may be developed by the Forum for packaging materials including glass, paper, plastic, cans and compostable packaging. Membership will be subject to payment of any annual membership fee as recommended by the Board, and if members of a scheme, the respective Steering Committee and approved by the Board and ratified by members at an Annual General Meeting.

- 5.2 **Fees:** The fees may vary according to the membership fee structure of the Forum and any Scheme. The fees payable by members of the Forum and any Scheme will be set out in the respective Scheme membership brochures. While the Financial Year is 1 April to 31 March the board in consultation with the Steering Committee (s) may determine from time to time that those joining during the year pay on a “pro rata” basis.
- 5.3 **Registered Members:** The Forum shall keep a register of members which shall show their full names and addresses and the date on which they joined the Forum. Details about members shall be confidential, but the member’s name will be published. A member may be registered for more than one Scheme under one membership.
- 5.4 **Associate Membership:** Members of any affiliated group as defined in Rule 12 hold associate membership provided that the affiliated group has paid an annual membership fee. Associate members have the same rights as registered members but have no voting rights and are not eligible to be represented on a Steering Committee or the Board.
- 5.5 **Cessation of Membership:**
- 5.5.1 **Resignation from a Scheme:** A member may resign from one or more of the Forum’s Schemes by giving the Scheme Manager not less than one calendar months’ notice in writing prior to the due date for payment of membership fees and shall pay all monies due to the Forum to the date of resignation.
- 5.5.2 **Resignation from the Forum:** A member may resign from the Forum by giving the General Manager notice in writing prior to their membership fee renewal date and shall pay all monies due to the Forum to the date of resignation. If the member is also a member of a Scheme their membership of such Scheme will cease at the date of resignation of the Forum.

- 5.5.3 **Expulsion due to default in Fees:** Any member, who has defaulted for more than three months in payment when due of any membership fees, a may be expelled from membership by the Forum in consultation with the Steering Committee and in that case the Board shall give five (5) clear days written notice of expulsion to that Member. The expulsion shall be effective as from the end of the notice period.

## 6. MEETINGS

### 6.1 Board and Steering Committee Meetings:

- 6.1.1 **Timing:** The time, date and place of all meetings shall be fixed by the Board or the Steering Committee as the case may be.
- 6.1.2 **Chairperson:** In the absence of the Chairperson, the Board or the Steering Committee shall elect a member to act as its Chairperson for that meeting.
- 6.1.3 **Quorum:** The quorum for the meetings of the Board and the Steering Committee(s) shall be four. Members linked to a meeting by conference telephone or video shall be deemed to be present for the purposes of a quorum and to be rightfully present in terms of being entitled to vote on any motion before such meeting. Any written proposal which has been sent to members of the Board and/ or Steering Committees and returned to the General Manager with an affirming signature, either in hard copy or electronic means shall become a decision of the Board and/ or Steering Committee, when the required number of affirmations and lesser number or absence of objections has been confirmed so as to comply with these Rules. Such decisions shall be recorded in the minutes of the next board or Steering Committee meeting.
- 6.1.4 **Voting:** At all board and Steering Committee meetings each member of the Board or committee, shall have one vote provided that in the situation where the vote is split equally then the chairperson shall have the casting vote. Resolutions of the Board or the Steering Committee shall be passed by majority.

Notwithstanding any contrary provision in this Constitution, a resolution in writing signed by all of the Board or the Steering Committee members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Board or the Steering Committee duly convened and constituted. Such resolution in writing may consist of several documents (including documents sent by facsimile or similar means of communication) in like form, each signed or assented to by one or more members of the Board or the Steering Committee as the case may be.

## **6.2 Annual General Meeting:**

- 6.2.1 **Timing:** The Forum shall hold an Annual General Meeting as soon as practicable after the end of the financial year (being 31 March in each year) at such time, date and place as decided by the Committee.
- 6.2.2 **Notice:** Notice of the Annual General Meeting shall be given to members in writing, with an agenda, at least twenty (20) clear days before such meeting. In addition, notice may be given by such other medium as is considered desirable.
- 6.2.3 **Motions:** Notices of motion and nominations for Steering Committee members to be brought before the Annual General Meeting shall be given in writing to the General Manager not less than ten (10) clear days before the date of such meeting.
- 6.2.4 **Purpose:** Ten Members entitled to vote shall constitute a quorum for any General Meeting. If after one hour of time fixed for the holding of the meeting a quorum is not present, no meeting shall be held.
- 6.2.5 **Purpose:** The primary purposes of the Annual General Meeting shall be:
- (a) Presentation and consideration of annual reports, audited annual balance sheets and a statement of accounts.
  - (b) Election or removal of such officers as may be necessary or considered desirable by the members.
  - (c) Appointment of auditors for the ensuing year.
  - (d) Any other business as may be deemed necessary or appropriate.

- (e) Setting of annual membership fees, if any, after considering any recommendation of the Committee in that regard.

### 6.3 **Special General Meeting:**

6.3.1 **Calling of:** A Special General Meeting of the Forum shall be called within forty (40) clear days by resolution of the Board or on receipt of a written requisition signed by at least fifteen (15) members of the Forum.

6.3.2 **Notice of:** At least ten (10) clear days' notice shall be given to members of any Special General Meeting and the only business to be discussed at the Special General Meeting will be:

- (a) To pass a resolution of no confidence in the Board.
- (b) To consider any business included in the written requisition which led to the convening of the Special General Meeting.

## 7. MANAGEMENT COMMITTEE

### 7.1 **Steering Committee**

7.1.1 **Members:** The management and control of the affairs of each Scheme shall be governed by a Steering Committee which shall consist of a minimum of five (5) Members and a maximum of ten (10) members. Such members will, unless they have agreed with the Committee to serve for a shorter period, hold office for two years from the date of their appointment, until the Annual General Meeting two (2) years after their appointment, at which time each member shall retire but shall be eligible for re-election subject to compliance with the provisions of 6.2.3.

7.1.2 **Eligibility:** Membership of each Steering Committee shall be open to all members of the Scheme from which nominations are sought. No member in arrears as defined in 5.6 shall be competent to nominate or be eligible to be nominated for any office.



- 7.1.3 **Chairperson:** Subject to Rule 7.2.3 the Steering Committee shall elect a Chairperson from their number at their first meeting following election at the Annual General Meeting.
- 7.1.4 **Vacancies:** Positions on the Steering Committee which are or become vacant between Annual General Meetings shall, if considered necessary by 75% of the remaining members of the committee, be filled by co-option for the balance of the term.
- 7.1.5 **Co-Option:** The Steering Committee may co-opt members for special projects and members so co-opted (who shall not be counted for the purposes of establishing a quorum) shall stand down at the next Annual General Meeting following their co-option or at an earlier date if requested by a majority of the members of the committee.
- 7.1.6 The Steering Committee may delegate its powers to a Scheme Manager to manage projects established and operating under a Scheme.

## 7.2 **Governance:** The Board

- 7.2.1 **Composition:** The overall management and control of the affairs of the Forum shall be governed by a Board which shall consist of a minimum of six (6) and a maximum of ten (10) members. Such members will, unless they have agreed with the Board to serve a shorter period, hold office from the date of their appointment for two years until the Annual General Meeting at which time each member shall retire but shall be eligible for re-election subject to compliance with the provisions of 6.2.3. The Board may appoint a person who is not a member and is not interested in any Scheme to act as an independent Chairperson and may award that person an honorary fee.
- 7.2.2 **Eligibility:** Membership of the Board shall be open to all Steering Committee members of each Scheme. Members shall be nominated by the Steering Committee to which they belong. The Board shall consist of a minimum of two (2) and a maximum of three (3) representatives from each Scheme. Positions on the Board which are

vacant shall be filled with representatives from new Schemes as these Schemes are developed. Members are not eligible if:-

- a) They are in arrears as defined in 5.6.
- b) They do not belong to Schemes which the Board believes they might reasonably be expected to belong given the nature of the Member's business and their use of packaging materials.

7.2.3 **Chairperson:** The Board shall elect a Chairperson and a Deputy Chairperson from their number at their first meeting following election at the Annual General Meeting. Members shall not act as Chairperson or Deputy Chairperson of more than one Steering Committee or of the Board and any Steering Committee at the same time. The Chairperson may be a member or person appointed under Rule 7.2.1.

7.2.4 **Vacancies:** Positions on the Board which are or become vacant between Annual General Meetings shall, if considered necessary by 75% of the remaining members of the Board, be filled by co-option for the balance of the term.

7.2.5 **Appointment:** The Board shall have the power to appoint and remove a General Manager to manage the affairs of the Forum.

7.2.6 **Co-Option:** The Board may co-opt members for special projects or advice and members so co-opted shall stand down at the next Annual General Meeting following their co-option or at an earlier date if requested by a majority of the Board.

### 7.3 **Procedures, Powers and Duties**

7.3.1 **Frequency of Meetings:** The Board and the Steering Committee(s) shall meet as often as the business of the Forum may require with reasonable notice being provided.

7.3.2 **Powers:** The Board may exercise any powers vested in the Forum that are not required by those rules to be exercised by the Forum in an Annual General Meeting or Special General Meeting, and may

delegate any of its powers to Steering Committees or sub-committees or the General Manager.

- 7.3.3 **Delegates:** The Board shall have power to appoint and to instruct delegates or representatives to bodies with which the Forum is affiliated or which have provisions for representation of the Forum at their meetings. The Board may delegate its respective powers to the General Manager as it deems fit.
- 7.3.4 **Employees:** The Board shall have power to employ and dismiss staff or contractors on such terms and conditions as the Board considers necessary or desirable.
- 7.3.5 **Temporary Appointments:** The Board shall have power to appoint a person to temporarily fulfil the duties of any officer of the Forum during such period as such officer is unable to fulfil his/her duties.
- 7.3.6 **Communication:** The Board shall have the power to prescribe and promulgate a policy memorandum or manual regarding media and other enquires and communications which will be followed and complied with by the Schemes and all members.
- 7.3.7 **Scheme Managers:** The Board shall have the power to appoint Scheme Managers on such terms and conditions as it determines.
- 7.3.8 **Audit and Risk Committee:** The Board may form an Audit and Risk Committee and determine its terms of reference. Each Steering Committee shall appoint one or more (as determined by the Board) of its number to sit on the Audit and Risk Committee. The Chairperson will be appointed by the Board and while holding such office will not also be a Chairperson or Deputy of the Board, or any Steering Committee.
- 7.3.9 **General Powers:** The Board may do any act or thing which may be incidental or conducive to the attainment of the objects of the Forum.
- 7.3.10 **Obligations of Members:** All members (including the Board and committee members) shall act in the best interests of the Forum and shall promote the purposes and objects of the Forum and shall do nothing to bring the Forum into disrepute.

## 8. VOTING AT GENERAL MEETINGS

- 8.1 **Method:** Each member present at a General Meeting either in person, by email or by proxy shall be entitled to one vote provided that if any member is in default in payment of any annual membership fees such member shall not be entitled to vote. For the avoidance of doubt a member which is an incorporated body may appoint a proxy or may be represented by one of its directors or other officers. Voting shall be by a show of hands or a poll, in accordance with the following.
- 8.2 **Declaration:** Unless a poll is specifically requested, a declaration by the chairperson that the Resolution has been passed shall be considered conclusive proof that it was.
- 8.3 **Casting Vote:** In the case of equality of votes the chairperson at the meeting shall be entitled to a second or casting vote.
- 8.4 **Chairperson:** The Chairperson at the meeting shall be the Chairperson or if he is absent, then such person as may be present and elected by Resolution before the commencement of other business.
- 8.5 **Proxies:** To be effective, a proxy vote must be recorded in writing, signed by the member and lodged at the registered office of the Society or delivered to the Secretary prior to the relevant General Meeting.

## 9. FINANCE

- 9.1 **Authorisation:** The Board is authorised:
- 9.1.1 **Bank Accounts:** To open and operate an account/accounts. The signatories of any account shall be any two of three persons as designated by a General Meeting of the Society.
- 9.1.2 **Annual Fees:** To recommend to members the appropriate annual membership fees, if any, to apply from time to time.

- 9.1.3 **Policies and Procedures:** All financial activities and transactions to comply with the 'Packaging Forum Inc. Finance & Risk Management Policies & Procedures' manual.
- 9.1.4 **Financial Policies:** To prescribe and promulgate a Finance and Risk Management Policies and Procedures Manual. Such policies and procedures will be complied with by the Forum, Schemes, the Board, Steering Committees, Officers, members, employees and contractors. Should there be any conflict or inconsistency between this constitution and the Finance and Risk Management Policies and Procedures Manual the terms, conditions and provisions of this constitution will prevail.
- 9.1.5 **Contributions:** To determine in its sole discretion on an annual basis the level of contributions payable by the Schemes to the Forum to fund its operations, activities and expenditure. Such contribution shall be payable by the Schemes upon receipt of notice in writing from the Board or the Chairperson on its behalf.
- 9.2 **Pecuniary Gain:**
- 9.2.1 **No Pecuniary Gain:** No member shall receive or obtain any pecuniary gain (except in the form of salary) from the property or operations of the Forum provided that this rule shall not prevent the reimbursement of costs to members, employees and contractors of the Forum in accordance with Rule 14 and as may be reasonable and proper.
- 9.2.2 **Exclusion of Interested Member:** No member or person associated with a member shall participate in or materially influence any decision made by the Forum in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 9.2.3 **Disclosure by Interested Member:** Any member who is or may be in any other capacity whatever, interested or concerned, directly or indirectly, in any property or undertaking in which the Forum is or may be in any way concerned or involved, shall disclose the nature and extent of that member's interests to the Board, Steering Committees or to the Forum in General Meeting (as the case may be)

and shall not take any part whatever in any deliberations or voting of the Board, Steering Committees or of the Forum in General Meeting (as the case may be) concerning any matter in which that member is or may be interested other than as a committee member or member.

9.2.4 **Arm's Length:** Any such payment made by the Forum to a member, whether directly or indirectly, shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

9.2.5 **Entrenchment:** The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## 10.COMMON SEAL

10.1 **Location:** The common seal shall be kept at the registered office of the Society.

10.2 **Witnessing:** The common seal shall not be fixed to a document, instrument, deed, writing, paper or other thing unless pursuant to a resolution of the Board and in the presence of two (2) members of the Board who shall sign the said document, instrument, deed, writing paper or other thing as witnesses.

## 11.ALTERATIONS OF RULES

11.1 **Procedure:** This Constitution may be altered only by a resolution passed at an Annual General Meeting or Special General Meeting altering, adding or rescinding any of the rules of the constitution of the Forum where the proposed alteration, addition or rescission does not affect or detract from the exclusively charitable nature of the Society. Any such resolution must be proposed by at least two (2) members in writing signed by them and delivered to the Forum at least **ten (10)** clear days prior to such meeting. Such resolution must be carried by a two thirds majority of those members present and voting to be effective.

## 12.AFFILIATED GROUPS

12.1 **Affiliated Groups:** Any co-operative or specific interest group may start or be started under the auspices of the Forum provided that:

12.1.1 **Consultation:** It shall be started in consultation with the Board and any of the Board's directives adhered to;

12.1.2 **Eligibility:** The Society's membership be eligible to join that co-operative or group.

12.1.3 **Consistency:** Such a co-operative or group shall as far as practicable follow the provisions of this Constitution.

## 13.WINDING UP

13.1 **Procedures:** If at an Annual General Meeting or Special General Meeting a Resolution is passed to wind up the Forum all members shall be notified and a further Special General Meeting will be held not earlier than thirty (30) days after the day of the meeting at which the Resolution was passed, to confirm or reject such Resolution. If such a Resolution is confirmed by a further Resolution of the Members at the further Special General Meeting, the Forum will be wound up and all surplus assets after payment of all costs, and liabilities of the Forum shall be re-distributed to the members proportionate to their membership fees paid.

## 14.INDEMNITY

14.1 **Indemnity:** Every officer of the Forum or employee of the Forum shall be indemnified out of the funds of the Forum to pay all costs, losses and expenses which any such officer or employee may incur or become liable for by reason of any contract entered into or act or thing done by them as an officer or employee of the Forum acting in good faith and within his or her actual authority, including travelling expenses and reasonable out of pocket expenses.

## **15.INTERPRETATION OF THE CONSTITUTION**

- 15.1 **Substantial Compliance:** Substantial compliance with this Constitution whether as to form, time, number or any other matter in all cases shall be good and sufficient and no regulation, resolution, decision, election, appointment, notice or other matter or thing shall be invalidated by reason only of a failure to comply exactly with these rules. In particular, the accidental omission to give notice to, or the non-receipt of notice by, any member or member of the committee shall not invalidate the proceedings at any meeting to which the notice relates.