

CONSTITUTION

of the european packaging design association – epda

A. BASIC INFORMATION

Section 1: Name and Domicile

The european packaging design association (hereinafter referred to as the “epda”), founded in 1991 as the Pan European Brand Design Association, is constituted as a non-profit organisation in accordance with Article 60 et seq. of the Swiss Civil Code and is domiciled in Switzerland: Grellingerstrasse 75, 4052 Basel.

Section 2: Mission and Objects

The epda is the designers’ association in Europe which informs, stimulates, and motivates its members in order to maximise the creativity, effectiveness and profitability of member agencies as well as the personal talents of their respective employees. The members of the epda are specialised in Packaging, Design and Branding. The success of the epda can be measured by the success of its members.

The epda wants to become the most respected and authoritative design association in Europe for the benefit of its members. In line with this mission, the objects of the epda are to encourage and to develop the European design industry by:

- providing an international forum for the exchange of information on professional aspects and technical expertise among design firms, managers, designers, technicians, customers, and all persons interested in the field of Packaging, Design and Branding;
- promoting the dialog between those involved in Packaging, Design and Branding and the public with the aim to improve the effectiveness and the overall quality of the design industry, the awareness of business managers and the general public, as well as the credit and the recognition of designers and their creative efforts; setting and maintaining high standards of professional ethics and practice by supporting and consulting national and European authorities in the conception and enactment of guidelines and regulations in the field of Packaging, Design and Branding;
- by offering guidance to design schools and colleges, and by encouraging and supporting those who are preparing to enter the field of Packaging, Design and Branding;
- and by contributing to a closer cooperation in the field of Packaging, Design and Branding and promoting relations and connections among its international Members.

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Section 3: **Financial Resources**

The funds of the epda are furnished by:

- 3.1 Members' subscriptions;
- 3.2 Voluntary contributions, donations and subsidies;
- 3.3 Sponsoring;
- 3.4 Proceeds on the assets of the epda.

B. MEMBERSHIP

Section 4: **Members**

Except for Honorary Members, all Members will be admitted by the Executive Committee based on their application and upon payment of the pro rata subscription for the year of the application. A special form will be provided for that purpose by the Executive Committee.

Each Member will pay the annual subscription fixed by the Ordinary General Meeting in accordance with Section 13.4 herein below. The annual subscription is due and payable in the currency specified by the Executive Committee 30 days from receipt of the respective invoice.

No Member can be obliged to further contribute to the expenses incurred in carrying out the objects of the epda or will be liable for the payment of any debts of the epda.

4.1 Ordinary Membership

The ordinary membership of the epda is open to companies engaged in Packaging, Design and Branding. Applications of other companies or individuals may be considered, provided that such applicant holds qualifications considered appropriate by the Executive Committee.

4.2 Honorary Membership

The Executive Committee may award Honorary Membership of the epda to individual persons of distinction. Agencies headed by a Honorary Member enjoy the same rights and obligations as Ordinary Members of the epda. Individual Honorary Members enjoy the same rights as Ordinary Members of the epda but are exempt from paying the annual subscription.

Section 5: **Resignation of Members**

Any Member is entitled to resign the membership by giving written notice of such intention to the President of the epda at least two months before the end of the year. The termination of membership can be considered only if the resigning Member's subscriptions through the year of the resignation have been settled. The annual subscription paid or payable for the year of the resignation is not refundable.

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Section 6: **Expulsion of Members**

The Executive Committee can expel Members who are considered to have acted in such manner as to bring discredit upon the epda, or who have failed to meet Members' obligations including payment of the annual subscription in due course. The grounds for such expulsion need not be disclosed. Members who are expelled by setting forth the reasons will, however, be entitled to appear before the Executive Committee and petition for restitution. If such petition is dismissed by the Executive Committee, the Member may have recourse to the next General Meeting which will decide in the last instance on that Member's restitution or expulsion.

Section 7: Effect of Resignation or Expulsion

Members who resign or are expelled from the epda lose all rights of membership and all rights over the common property of the epda. They continue to be liable to pay a proper proportion of their subscription according to the period of their membership.

C. ORGANISATION

Section 8: **Organs of the epda**

The organs of the epda are:

- 8.1 The General Meeting of the Members;
- 8.2 The Executive Committee
- 8.3 The Auditors

Section 9: **The General Meeting of the Members**

The General Meeting of the Members shall be the supreme organ of the epda. A General Meeting is summoned by the Executive Committee not less than thirty days before the date of the Meeting. The Members will be invited and informed of all motions for debate at the Meeting in writing by ordinary mail.

An Ordinary General Meeting is to be held every year. Extraordinary General Meetings will be summoned whenever a General Meeting or the Executive Committee so decide, or on the written demand, addressed to the Executive Committee and stating the purpose of such Meeting, of at least twenty percent of the Members. The Executive Committee informs the Members of such a request within fourteen days from its receipt.

A General Meeting shall convene at such place and occasion as the Executive Committee shall designate. It may be held by correspondence unless at least twenty percent of the Members demand the treatment of a subject in a regular Meeting.

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Section 10: **Proceedings at General Meetings**

The General Meetings will be chaired by the President or Vice President of the Executive Committee who will appoint a Secretary to keep minutes and an appropriate number of scrutineers. The General Meetings will be governed by regulations issued by the Executive Committee.

No business can be transacted at a General Meeting unless it is listed on the agenda. Notwithstanding this rule, a resolution on a motion put forward at a General Meeting for the calling of an Extraordinary General Meeting shall be permissible.

Requests for items to be placed on the agenda must be submitted to the Executive Committee in writing at least 60 days before the date of the meeting.

Section 11: **Quorum**

Business may be transacted at the General Meeting without regard to the number of Members present or represented, except as otherwise stipulated by compulsory provisions of the law or by the Constitution.

Resolutions will be passed by a simple majority of the votes cast by the Members present or represented at the General Meeting.

Any resolution to amend the Constitution must be adopted by two-thirds of the Members present or represented at the Meeting.

Section 12: **Resolutions and Elections**

Elections and resolutions will be passed by a show of hands unless a ballot is demanded by at least five percent of the Ordinary Members present at the Meeting. Each Member, whether corporate or individual, shall have one vote only.

Members of the Executive Committee and the Auditors of the epda are not entitled to vote on the discharge of the managing organs. No Member will further be allowed to vote on motions that relate to any transaction or legal proceedings between the epda of the one part and such Member, such Member's affiliated company, or, in the case of an individual Member, such Member's spouse or any of his ascendants or descendants in a direct line of the other part.

Section 13: **Power of the General Meetings**

The General Meeting decides on:

- 13.1 The election of the members of the Executive Committee and the Auditors;
- 13.2 The acceptance of the management report, the balance sheet and the profit and loss account of the epda as well as the report of the Auditors; the discharge of the managing organs;
- 13.3 The annual subscription to be paid by each Member;
- 13.4 The budget of the epda;
- 13.5 The amendments of the Constitution;
- 13.6 The winding up or merger of the epda;
- 13.7 All other affairs which by law, this Constitution, or decision of the Executive Committee or Auditors are reserved to the General Meeting;
- 13.8 Motions of Members which have been submitted to the Executive Committee at least sixty days before the date of the Meeting.

Section 14: **The Executive Committee**

The Executive Committee will be composed of at least four members: the President, the Vice President, the Treasurer, and the Secretary. The term of office will be two years. Any member of the Executive Committee may be re-elected.

In case a member of the Executive Committee resigns during the term of office, the President shall appoint a new Executive Committee member to fill the vacancy until the date of the next General Meeting.

The Executive Committee shall elect one of its members to be President. The President shall assign the functions of vice president, treasurer, secretary and any further functions he deems necessary to the other members of the Executive Committee.

Section 15: **Meetings of the Executive Committee**

The Executive Committee shall meet upon invitation by the President as often as the affairs of the organisation may require. Any member of the Executive Committee may, on stating the grounds for so doing, request the immediate convening of a meeting by the President.

Resolutions of the Executive Committee shall be adopted by a simple majority of the votes cast. The President shall have a casting vote. Decisions may be taken by means of written resolution unless a member demands oral discussion.

Proceedings and resolutions of meetings of the Executive Committee shall be recorded in minutes which shall, upon approval, be signed by the President of the meeting and/or the secretary.

Section 16: Powers of the Executive Committee

The Executive Committee may decide all matters not expressly reserved to the General Meeting by law or by this Constitution.

The Members of the Executive Committee have the right and are under the duty:

- 16.1 to manage all affairs of the epda which are not specifically assigned to the General Meeting, and especially to safeguard the interests of the epda in general;
- 16.2 to execute the resolutions passed by the General Meeting;
- 16.3 to represent the epda; each member of the Executive Committee is entitled to sign jointly with the President or the Vice President or individually if special powers of attorney have been given by the Executive Committee;
- 16.4 to summon the General Meeting;
- 16.5 to organise the activities of the epda within the scope set forth in the Constitution or in resolutions of the General Meeting;
- 16.6 to draw up the rules and regulations necessary for the conducting of the affairs of the epda. The Executive Committee may delegate specific work or tasks to one or more of its members, to Members of the epda, or to third parties.

Section 17: The Auditors

One or two professional Auditors will be appointed by the General Meeting for a term of office of two years, at the expiration of which they will be re-eligible. The Auditors control and verify the books and assets of the epda. They report to the General Meeting in writing about the result of their audit.

Section 18: Closing of Accounts

The financial year of the epda begins on the 1st of January and ends on the 31st of December of the same year.

D. VARIOUS PROVISIONS

Section 19: **Winding Up**

A General Meeting at which at least half the Members are present or represented may pass a resolution on the winding up of the epda, or on a merger of the epda with another organisation, provided that at least a two-thirds majority of the Ordinary Members present is in favour of such resolution.

Section 20: **Effective Date**

This Constitution has been adopted by General Assembly 2012 and shall be effective retrospectively as from January 1, 2012.



Anna Lukanina
epda President



Frank Swolfs
epda Secretary

Date: 1 February 2012

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