

STATUTES

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INTRODUCTION

Given the development of bottling and packaging techniques, and also the new constraints associated with the environment, the traceability, the hygiene and the security of the products, it is proving necessary to develop contacts between the different national and international organisations to participate in the preparation of standardisation and the edition of referenced technical documents affecting the whole of packaging field.

To this end, the members of Cetie decided to update the statutes of the Centre, pointing out that the International Technical Centre for Bottling and Packaging (Cetie) was set up in 1960.

ARTICLE 1. FOUNDING

A non-profit-making association called Centre Technique international de l'Embouteillage et du Conditionnement, (International Technical Centre for Bottling and Packaging). Cetie for short, is set up in accordance with French legislation in the field, and in particular the law of 1901. Its headquarters is located in Paris, 112-114 rue La Boétie (8^e arrondissement). The association's headquarters may be transferred to any other address at the decision of the Board of Directors.

ARTICLE 2. AIMS

The association's aims are:

- to establish cooperation between the members in order to exchange technical, administrative and regulatory information, in a spirit of partnership, and to resolve jointly the basic problems of packing, bottling and packaging ;
- to study the problems arising internationally with respect of the packing of food and other products, in liquid, powder, paste and solid form, and, to this end, to promote meetings and exchanges between experts ;
- to undertake all studies and research concerning the equipment, materials and supplies best suited to the requirements of the packing and retail industries, so as to prepare their standardisation with the European and international organisations.

ARTICLE 3. DURATION

The Centre shall be set up for an unlimited period.

ARTICLE 4. MEMBERSHIP

Any undertaking, person or any other organisation whose activity relates to bottling and packaging and who or which exercises a national, European or international activity may be a member of Cetie. Applications for membership shall be sent to the Chair of the Centre and shall include an undertaking to comply with the provisions of these statutes, the Board of Directors reserving the right to accept or reject any application for membership, without being required to justify its decision.

The Board of Directors may confer the title of Honorary Member on all persons who provide or have provided Cetie with recognised services. This title confers the right to

- attend the General Meeting
- participate in the study committees

without, however, being either entitled to vote or to stand for election, and without their having to pay membership fees.

The status of member of Cetie is forfeited through resignation or non-payment of the membership fees. It may also be lost in case of serious misconduct, by decision of the Board of Directors, by a majority of the serving Board members, without the Board being required to justify its decision.

An appeal to the Ordinary General Meeting against this decision may be made, by registered letter addressed to the Chair, and at least twenty days before the date scheduled for the Meeting.

ARTICLE 5. MEMBERSHIP FEE

Each undertaking or person shall pay a basic membership fee, which shall be proposed annually by the Board of Directors and submitted to the General Meeting for ratification.

Organisations/associations/federations grouping several companies shall pay a membership fee made up of several basic fees, the number of which shall be determined in relation to their size and/or the number of companies so represented in the Rules of Procedure.

ARTICLE 6. MEANS OF MANAGEMENT

The Centre's means of action and management shall be determined by the Board of Directors

It shall be responsible for specifying the administrative and technical staff and determining their conditions of appointment, remuneration and powers.

ARTICLE 7. BOARD OF DIRECTORS

Composition and mode of operation of the Board

Cetie shall be administered by a Board of Directors, consisting of a maximum of 25 members, who shall be appointed by the ordinary General Meeting for a term of office of three years and may be re-elected indefinitely.

Nominations shall be sent, in writing, to the Chair, 30 days before the date scheduled for the holding of the Ordinary General Meeting.

Individual persons appointed to the Board of directors, either in their own name or as the permanent representative of a legally registered entity who is a member, shall be in possession of all rights as a citizen and be members of the Centre.

Any Board Member who fails to attend three consecutive meetings without reasons considered by the Board as acceptable shall be deemed to have resigned.

The Board of Directors shall be entitled to complete its numbers at any time and, in the event of a vacancy, to replace its members, up to the maximum limit set above, subject to ratification by the General Meeting.

Should an appointment made in this way not be ratified, the decisions which the member or members concerned might have taken or in which they might have been involved would remain valid.

The Board of Directors shall appoint a Chair from among its members for a two-year period; the Chair may be re-elected for one or more further terms of office.

Meetings of the Board of Directors shall be convened by its Chair or at the request of at least three of its members. Invitations to the meetings will be sent at least 15 days beforehand.

At least half the members of the Board shall be present in person or represented for the proceedings to be valid. Decisions shall be taken by a majority of at least 2/3 of the members present in person or represented

In the event of parity of votes, the vote of the Chair shall be decisive.

Minutes of the meetings shall be drawn up. The minutes shall be signed by the Chair and the Secretary ; they shall be entered in a register, kept at the Association's headquarters.

Any Board Member may be represented by another Board member of his choice or by a person who is a member of his undertaking or organisation and who has been duly authorised in writing to do so
The duties of member of the Board of Directors shall not be remunerated.

Powers of the Board

The Board, acting by a 2/3 majority of the members present in person or represented, shall be invested with the most extensive powers to represent the Centre and to carry out or authorise all acts and operations within its remit.

It shall delegate its powers to the Chair, who shall represent the association in all acts of civil life.. The Chair authorises expenditure and convenes General Meetings and meetings of the Board of Directors. He or she may in particular make all payments, draw, sign, endorse, negotiate and receipt all notes, bills, cheques and other negotiable instruments, and open and operate all current, deposit, and other accounts. The Chair may delegate powers subject to conditions which will be laid down by the rules of procedure.

The Board, again acting by a 2/3 majority, may terminate this delegation of powers, stating the reasons on which the decision is based, these being recorded in the minutes of the meeting.

Appointment of Officers

Each year, at the end of the Ordinary General Meeting, the Board of Directors shall appoint its officers among the directors, who shall comprise :

The Chair

A Vice-Chair, who may be re-elected

A Treasurer, who may be re-elected

A Secretary, who shall automatically be the Secretary General of Cetie

ARTICLE 8. GENERAL ASSEMBLY

Provisions common to Ordinary and Extraordinary General Assemblies

All members may attend ordinary General Assemblies and Extraordinary General Assemblies and shall be entitled to vote and to stand for election. The agenda shall be decided by the Chair, on a proposal from the Secretary-General.

General Assemblies may be held at a venue other than the headquarters, if so proposed by the Board. General Assemblies shall be chaired by the Chair-in-Office of the Board of Directors or, in his absence, by a Board Member delegated by the Board.

The duties of the two scrutineers shall be performed by two members present, elected by the General Assembly.

An attendance sheet shall be drawn up, enabling the total number of votes corresponding to the members present in person or represented, in relation to the total number of votes of all the members, to be determined. This sheet shall be signed by the members present in person or represented and certified by the officers.

The proceedings of General Assemblies shall be recorded in minutes in a special register and signed by the Chair, the scrutineers and the Secretary. Copies of extracts from these minutes, to be produced wherever may be necessary, shall be signed by the Chair of the Board or by two Board Members.

Ordinary General Assembly

Every year, members shall be invited by the Board of Directors to attend an Ordinary General Assembly, during the six months following the end of the financial year.

Individual invitations to the assembly shall be sent out to the identified principle contact of each member, 30 days in advance.

Ordinary General Assemblies shall

- approve the accounts for the preceding financial year
- grant discharge to the Chair for the management of the association for the preceding year
- adopt the budget
- determine the unit adhesion fee and the arrangements for its payment
- appoint Board Members
- discuss any other item on the agenda

The proceedings of Ordinary General Assemblies shall be valid when the total number of votes corresponding to the members present in person or represented amount to half of the total votes of members, the voting rights being calculated as given below:

If there is not a quorum, the Meeting shall be reconvened in the same way, and its decisions shall be adopted by a simple majority of the members present.

Decisions of the Ordinary Meetings shall be taken by a qualified majority of the votes cast, each member being entitled to as many votes as his contribution includes multiples of the unit membership fee. In the event of parity of votes, the vote of the Chair shall be decisive.

Extraordinary General Assembly

Extraordinary General Assemblies may be convened by the Board of Directors at any time of the year, whenever the latter deems it necessary, and in particular to make amendments to the Statutes. Invitations shall be sent out as for ordinary Meetings. The proceedings of Extraordinary General Assemblies shall be valid when the total number of votes of the members present or represented amount to half of the total votes of members, these votes being calculated as stated below.

If the quorum is not reached an Extraordinary General Assembly shall be reconvened, in the same way, and its decisions shall be adopted by a simple majority of the members present.

With the exception of a winding-up decision, which shall be taken by a 3/4 majority (see Article 12), decisions of Extraordinary General Meetings shall be taken by a 2/3 majority of the votes of the members present or represented, each member being entitled to as many votes as his contribution includes multiples of the basic contribution fixed.

In the event of parity of votes, the vote of the Chair shall be decisive.

ARTICLE 9. COMMITTEES

Committees and Groups of Experts may be set up, with the approval of the Secretary General who informs the Board. They shall be standing, temporary or "ad hoc". The approval of the Board is however required for creating expert groups in a new field of activity.

The Committees and Groups of Experts shall elect their chairs, unless they are appointed by the Board of Directors or the Secretary General is assigned this task.

The Board of Directors is regularly informed on the progress of the works and studies made by these committees and groups of experts, and validate the results once a year.

ARTICLE 10. SECRETARIAT

A Secretariat is hereby set up which shall be responsible for the day-to-day management of the Association, for implementation of the decisions taken by the General Assembly and by the Board of directors and the execution of the tasks assigned by these bodies.

The Secretariat shall be supervised by a Secretary-General, appointed by the Board of Directors, to which he shall be responsible.

The Secretary-General shall attend the meetings of the Board of Directors and the General Meeting in an advisory capacity.

ARTICLE 11. RULES OF PROCEDURE

The Board of Directors shall adopt rules governing relations between the Association and its members.

After ratification by the General Meeting these rules shall be binding on all members.

ARTICLE 12. WINDING UP OF THE ASSOCIATION

The Association may only be wound up following a decision by 3/4 of the members present in person or represented at a specially convened Extraordinary General Assembly.

In the event of winding-up, the Extraordinary General Meeting shall appoint one or more liquidators, responsible for liquidating the Association's assets.

It shall allot the net assets to associations with a similar stated aim or to any public or private establishments of its choice recognized as acting for public benefit.