

“IPI International Packaging Institute” Association Statutes

1. Name

The name "IPI International Packaging Institute" refers to an association in the sense of Article 60 ff of the Swiss Civil Code.

2. Location

The Association's physical and business location is in Schaffhausen.

3. Purpose

The Association's objectives are to promote graduate school and college studies in packaging technology at an academic level, to support pre-competitive research and practically relevant development services, as well as to organize and implement technical conferences and events.

In doing so, the Association functions as an international platform and acts as an interface for members of the packaging industry and between the packaging industry and scientific institutions.

The Association pursues an ideological purpose in its activities.

4. Membership

Members can be legal entities such as public sector organizations or institutions, companies in the packaging or packaging industries, as well as other interested institutions or companies. Association members from the industry profit from special benefits that the Association offers.

New members can be accepted at any time. Applications for membership must be forwarded to the Board of Directors, which will then make a final decision regarding acceptance.

The membership of legal entities ends with the loss of their legal personality. In addition, it is possible to withdraw from the Association at the end of the calendar year as long as the termination-notice period of 12 months is maintained. The notice of withdrawal must be submitted to the Board in writing.

The Board can deny membership if such membership would hurt the interests of the Association or cause long-term damage to the Association. Before such an exclusion is implemented, the member in question shall be given the right to be heard in each case.

5. Sponsors and Donors

Interested companies, institutions, and individuals who wish to support the Association idealistically and financially, but who do not want to be members, have the option of becoming sponsors or donors. Sponsors from the industry profit from special benefits that the Association offers.

6. Association Bodies

The bodies of the association are:

- The General Assembly
- The Board of Directors
- The Executive Board
- The Audit Committee
- The Scientific Board

7. The General Assembly

The General Assembly is the uppermost level body of the Association. It is responsible for the following:

- Approval of the meeting minutes from the last General Assembly
- Approval of the annual statement and the annual report
- Formal approval of the members of the board
- Election of the president and the other board members
- Election of the Audit Committee
- Determination of the annual membership and sponsor dues
- Changes in statutes
- Processing of membership applications
- The passing of a resolution regarding dissolution of the Association

The regular General Assembly takes place every year in the first half of the year.

The membership is invited to the General Assembly in writing, at least three weeks beforehand with the inclusion of the agenda. Membership petitions must be submitted to the board at least two weeks before the invitations are sent. Agenda items that are submitted late are usually handled in the next General Assembly.

A special General Assembly must be called by a board resolution. A special General Assembly must also be held if this is requested by the members and agreed by a minimum of 20% of the total membership voting rights, with the submission of the agenda item in writing.

Any properly convened General Assembly is capable of passing resolutions. The meeting is led by the president or, if the president is unable to attend, by his/her representative from the board. Minutes of the resolutions must be recorded for all negotiations at a minimum.

Every member has a voting right in the General Assembly; this voting right is determined in relation to the amount of member fees paid in the current year. Vote by proxy is possible. If

more than one person represents a member in the General Assembly, then the voting right can only be exercised by one person.

Resolutions in the General Assembly are passed by a simple majority of the votes. At the parity of votes, the president or his/her representative from the board has the right to make the final decision. Any resolutions involving a change in the statutes or dissolution of the association require a two thirds majority.

The resolution can also be passed in writing.

8. The Board of Directors

The Board of Directors is the uppermost level executive body of the association and has the following tasks and responsibilities:

- Determination of strategy including multi-year finance planning
- Determination of the organization
- Creation of the annual statement and the annual report
- Authorization of the budget including authorization of tuition fees and all other performance related receipts
- Appointment and removal of members of the Executive Board, supervision of the Executive Board
- Appointment and removal of persons entrusted to represent the Association and determination of their authority to sign
- Appointment and removal of members of the Scientific Board
- The passing of resolutions regarding the acceptance of new association members and exclusion from the association
- The passing of resolutions regarding acceptance of new sponsors
- Preparation for the General Assembly and execution of its resolutions

The Board of Directors delegates operative management duties to the Executive Board. It regulates Executive Board responsibilities in a set of Executive Board rules.

The Board of Directors consists of at least three and a maximum of seven members who are elected for a term of three years. Reelection is permitted. In the event of an early withdrawal of one of the members, the newly elected member will finish out the term of the predecessor. The president is elected by the General Assembly. Furthermore, the Board of Directors convenes itself.

The Board of Directors shall have meetings to the extent that this is required to take care of any business. Each member of the board has convening rights. A record is kept concerning the resolutions in the board meetings.

Each member of the board has one vote. Resolutions are passed with a simple majority of the votes cast. The board has the authority to pass resolutions if at least half of its members are present. In the event of a tie, the president or his/her representative has the deciding vote.

Resolutions can be passed with the circulation-letter method as long as no member is requesting verbal advice.

9. The Executive Board

The Executive Board is responsible for operative management tasks and consists of the business manager, the scientific manager as well as all other persons. Members of the Executive Board are appointed by the Board of Directors.

The Executive Board membership is partially or totally transferable to third parties.

The tasks and responsibilities of the individual executive-board members are to be specified in the set of rules for the Executive Board.

10. The Audit Committee

The Audit Committee consists of one or two independent individuals. A qualified legal entity can also be specified as the Audit Committee.

The Audit Committee is elected for a term of one year. The Committee may be re-elected.

The Audit Committee provides the General Assembly with the audit-committee report. The committee is allowed to conduct random audits of the Association's books during the year.

11. The Scientific Board

The Scientific Board consists of experts from universities and the industry.

The Scientific Board convenes itself and has the following tasks and responsibilities:

- Advises the scientific manager on technical issues in packaging technology
- Makes recommendations to the program based on the board's knowledge of trends in packaging technology
- Supports clustering knowledge via its technical network

12. Finances

The Association is financed by member fees, sponsor fees, donor fees, tuition fees or other receipts.

The annual membership fees and the annual sponsor fees are determined by the General Assembly. Donors pay fees in the amount of their choosing.

The Association's assets have sole liability for Association liabilities. Any other personal liability on the part of any association member is excluded.

13. Association year

The Association's year is identical to the calendar year.

14. Dissolution of the Association

If the Association is to be dissolved, any liquidated proceeds will exclusively be transferred to the Canton of Schaffhausen for the purposes of promoting professional training or to another institution with similar purposes, which is also excluded from VAT.

15. Legal force of the statutes

The present statutes were modified and ratified by the General Assembly on May 31st 2010. They replace the version of April 14th 2005.

These Association Statutes are referring to the German version of the Association Statutes. Only the German version of the Association Statutes is legally binding.