

EXPRA

RULES OF GOVERNANCE AND CODE OF ETHICS

The mission of EXPRA (the “Alliance”) is to be the umbrella organisation of not-for-profit producer responsibility organisation dealing with used, mainly household packaging which are owned by the obliged industry. It aims to act as the authoritative voice and common policy platform representing the interests of its member organizations, and to run a network for the exchange of best practices within its members. Finally, it is the promoter of the EPR Manifesto and works on the implementation of these golden rules into European and national legislation.

This code (“Code”) is a concise outline of the ethical principles, values and the rules of governance by which the Alliance’s management and also its member organisations should be guided both in their internal role within the Alliance as in relations between the Alliance and the different stakeholders associated with it: shareholders, companies, public administrations, suppliers, employees and the general public.

For purposes of this Code, the “*Alliance’s management*” shall be deemed to encompass all (individual) members of management, all members of the board of directors as well as any other permanent or temporary committee or working group appointed from time to time as well as other advisory bodies.

In so far the ethical principles, values and the rules of governance set out in this Code apply to the board of directors, this Code forms part of the rules of governance for the board of directors in the meaning of article 15 of the Alliance’s articles of association.

The Alliance undertakes to periodically revise and adapt this Code, and more in general undertakes to make any changes or amendments to this Code in any case so required by the circumstances.

I. Ethical principles and values

1. The Alliance’s management and the member organisations accept the ethical principles and values set out below:
 - (i) abide by the Alliance's rules and procedures;
 - (ii) commitment to the environment and contribution to achieving the environmental goals set out in European, national and international legislation;
 - (iii) promoting the minimisation of the environmental impact of the Alliance’s activities and sustainable use of the Alliance’s resources;
 - (iv) non-discrimination;

- (v) a strong spirit of collaboration and teamwork in order to achieve the Alliance's goals;
 - (vi) provide safe and healthy conditions in the workplace;
 - (vii) the Alliance shall not support or make economic contributions to political or religious causes;
 - (viii) the Alliance actively collaborates with public administrations, especially with the European Commission, the European Parliament and the European Council in developing legislation for packaging waste that are efficient from an economic and environmental point of view and promotes greater public awareness of this.
2. The Alliance's management and the member organisations shall more in general strive to protect the Alliance's interest and good name.

II. Rules of governance

1. The Alliance's management accepts the rules of governance set out in this Code.
2. The Alliance's management shall obey current laws and regulations, especially taking into account all applicable anti-trust and competition rules. The chairman of each meeting will remind the participants in the beginning of each meeting to obey these rules.
3. The Alliance's management will place the general interests of the Alliance over its private interests or over the interests of the member organisations it represents in the advisory / executive committee.
4. The Alliance's management undertakes to make appropriate use of any information to which it has access due to its position.
5. The members of the Alliance's management:
 - (i) act professionally, impartially and independently and shall have no interest whatsoever in a competitor of the Alliance. In the event of a conflict of interest the relevant member has an obligation to report it to the Executive Committee;
 - (ii) share their networks and relations with the Alliance;
 - (iii) ensure the transfer of experience and knowledge;
 - (iv) are responsible for evaluating their own objectivity and independency at regular intervals;

- (v) shall, before accepting a mandate as a member of the Alliance's management, consider whether it is sufficiently competent and has sufficient time to fulfil this mandate properly;
- (vi) are well prepared for the meetings they attend and actively participate in the discussions and the decision making;
- (vii) are bound by confidentiality obligations and shall keep confidential all information gained by virtue of their mandate, both during and after the term of their mandate.

III. Rules for the member organisations

1. All member organisations of the Alliance have to sign these rules of governance before starting to be active and engaged within the Alliance.
2. Member organisations that dedicate own personnel to the Alliance for a certain project, conference or any other task, commit themselves to:
 - (i) provide competent personnel to the Alliance; and
 - (ii) make sure that such personnel has enough availability needed to properly fulfil the required task(s) on behalf of the Alliance, especially with regard to the necessary timing resources.
3. The personnel so dedicated to the Alliance by a member organisation will be allowed and asked to place the general interests of the Alliance over the interests of the organisation it usually works for as long as they are dedicated to and act on behalf of the Alliance.
4. All shareholders as well as all other member organisations commit themselves to support the work of the Alliance as far as possible, depending on their financial means and available personnel, and shall provide the Alliance with all necessary information and data, taking into account any applicable legal restrictions.

IV. Relations with the EU institutions and their Members

In relations with the EU institutions and their Members, officials and other staff, registrants every representative of EXPRA shall:

1. always identify themselves by name and by the entity or entities they work for or represent; declare the interests, objectives or aims promoted and, where applicable, specify the clients or members whom they represent;
2. not obtain or try to obtain information, or any decision, dishonestly, or by use of undue pressure or inappropriate behaviour;

3. not claim any formal relationship with the EU or any of its institutions in their dealings with third parties, nor misrepresent the effect of registration in such a way as to mislead third parties or officials or other staff of the EU;
4. not sell to third parties copies of documents obtained from any EU institution;
5. not induce Members of the EU institutions, officials or other staff of the EU, or assistants or trainees of those Members, to contravene the rules and standards of behaviour applicable to them;
6. if employing former officials or other staff of the EU or assistants or trainees of Members of the EU institutions, respect the obligation of such employees to abide by the rules and confidentiality requirements which apply to them;
7. observe any rules laid down on the rights and responsibilities of former Members of the European Parliament and the European Commission;
8. inform whomever they represent of their obligations towards the EU institutions;
9. comply strictly with the provisions of Rule 9 of, and Annex X and the second paragraph of Article 2 of Annex I to, the European Parliament's Rules of Procedure;
10. satisfy themselves that any assistance provided in the context of Article 2 of Annex I to the European Parliament's Rules of Procedure is declared in the appropriate register;

V. Compliance

1. The Board of Directors is responsible for implementing and consolidating the ethical principles, values and the rules of governance set out in this Code.
2. The Board of Directors will take appropriate measures to ensure that all members of the Alliance's management and all member organisations are familiar with the content of this Code and understand its scope, so that they can follow it in their work and actions.
3. Any breaches of the Code shall be corrected immediately through action of the Board of Directors.
4. In order to guarantee compliance with the Code, the Board of Directors will:
 - (i) ensure the dissemination of and familiarity with the Code;
 - (ii) promote compliance with the Code;
 - (iii) handle any reports on non-compliance / breach of any provision of the Code;
 - (iv) interpret the content of the Code;
 - (v) propose corrective measures in case of non-compliance / breach of any provision of the Code.



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5. The Board of Directors shall have its own internal regulations and may act on its own initiative or if any person or entity reports a breach of the Code or submits suggestions about it.
6. No action may be taken against any person or entity who honestly reports a breach of the Code.