THE INTERNATIONAL FRAGRANCE ASSOCIATION – UNITED KINGDOM

ACTIVITIES AND CONSTITUTION

Secretariat:

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1. **ASSOCIATION TITLE**

The title of the Association is the International Fragrance Association – United Kingdom, otherwise known as IFRA UK.

2 PURPOSE

The purpose of the Association is to serve and advance the collective interests of the fragrance industry in the UK in order to protect the consumer and the environment.

3. DEFINITIONS

3.1 Fragrance Ingredient

Any substance used in the manufacture of fragrance materials for its odorous, odour-enhancing or blending properties. Fragrance ingredients may be obtained by chemical synthesis or biotechnology from synthetic, fossil or natural raw materials or by physical operations from natural sources. Fragrance ingredients comprise, but are not limited to, aroma chemicals, essential oils, natural extracts, distillates and isolates, oleoresins, etc.

3.2 Fragrance Compound

A blend of fragrance ingredients, representing a specific fragrance formula.

4. ACTIVITIES

The objectives for which the Association is established are: -

4.1 To promote and protect the interests of IFRA UK Members.

4.2 To encourage members to maintain high standards in the conduct of their business dealings, being both responsible and ethical and in particular to adhere to the IFRA Standards and guidelines of the Association which are a condition of membership.

4.3 To actively participate as a stakeholder within IFRA.

4.4 To appropriately promote, support or oppose legislation affecting the industry or its members.

4.5 To co-operate with Government departments and other bodies interested in or having association with the industry.

4.6 To collect and disseminate technical, statistical and other information relating to the industry.

4.7 To promote the interests of the industry.

5. MEMBERSHIP

Membership of the Association is open to businesses with commercial activity in the United Kingdom and Eire in the following categories:

5.1 Membership Categories

5.1.1 Full Membership

Open to companies producing fragrance compounds or fragrance ingredients.

5.1.2 Associate Membership

Open to companies providing supporting services to Full Members, or to businesses active in the fragrance industry not covered by 5.1.1.

5.1.3 Consultant Membership

Open to individuals acting as consultants to companies fulfilling the criteria of 5.1.1 or 5.1.2.

5.2 Application, Suspension, Expulsion and Resignation from the Association

5.2.1 Application

Applications should be completed on the current application form and submitted to the Secretariat. Applications for Consultant Membership should be supported by a Full Member. Completed applications will be considered by the Executive Committee which will confirm the category of membership.

Applicants are required to confirm that they will adhere to the IFRA Code of Practice and Standards. Membership commences on payment of the first subscription invoice, calculated pro-rata for the subscription year with a minimum of six months, as appropriate.

Any refusal by the IFRA UK Executive Committee to accept an application for IFRA UK Membership shall be duly communicated without delay to the applicant with a justification for the refusal. The applicant shall not be barred from reapplying at a later date. Upon receipt of the refusal, the applicant shall have the right to request a review of this decision by the Executive Committee.

5.2.2 Suspension

The Executive Committee may at any time suspend a Member from membership of the Association for reasons of non-compliance with this Constitution or the IFRA Code of Practice and Standards that are binding upon Members, pending consideration at a General Meeting, to be held with reasonable speed, of a motion removing that Member from membership. The member in question shall always have the right to present its defence prior to such action.

5.2.3 Expulsion

Any Member may be removed from membership by vote of the Association in General Meeting, for reasons of non-compliance with this Constitution or the Code of Practice and Standards of IFRA that are binding upon Members. Such a Member shall not be entitled to any refund of any subscription paid. The reasons for an expulsion shall be stated and the member in question shall have the right to present its defence prior to the vote. Members have a right to appeal.

A member who leaves the Association by expulsion shall have no claim on the funds of the Association but shall remain liable for its subscription for the current calendar year.

5.2.4 Resignation

Resignations of Full and Associate and Members should be given in writing to the Secretariat by 30th September and will take effect at the end of the current calendar year. Resignations of Consultant Members should be given in writing to the Secretariat by 30th November and will take effect at the end of the current calendar year. Resignations received after these dates will take effect at the end of the following calendar year.

A member who leaves the Association by resignation, or for any other reason shall have no claim on the funds of the Association but shall remain liable for its subscription until the resignation takes effect.

5.2.5 Acquisition

Members who are subject to an acquisition who wish to withdraw from the Association must give their resignation to the Secretary in line with 5.2.4.

A member who leaves the Association by acquisition shall have no claim on the funds of the Association but shall remain liable for its subscription for the current calendar year.

6. FINANCE

6.1 Funds and Financial Year

6.1.1 Funds

The funds of the Association shall be applied solely to the promotion of the purpose and activities of the Association.

6.1.2 Financial Year

The financial year of the Association is in line with the Calendar year, i.e. 1st January to 31st December.

6.2 Subscriptions

6.2.1 Fees

The subscription fees shall be based on objective criteria and membership category, with separate consideration for any Regular Member of IFRA which pay its fees directly to IFRA.

The annual subscription for each category of membership will be determined by the Executive Committee in line with the budget set at the previous year's AGM.

Full Member subscriptions are based on relevant turnover, as defined by the Executive Committee.

6.2.2 Turnover Declarations

Turnover declarations for the most recent financial year shall be supplied to the Secretariat by Full Members, in confidence, by 30th September for calculation of the following year's subscription.

In the absence of a turnover declaration, the subscription will be calculated on the declaration from the previous year, plus 10%.

6.2.3 Payment

The payment term of invoices issued by the Association is 30 days.

6.2.4 Non-Payment

Non-payment of the subscription six months after the invoice date will result in suspension and subsequent expulsion as per article 5.2.2 and 5.2.3.

6.3. Accounts

Accounts of all sums of money received or expended by the Association shall be kept by the Secretariat.

7. OFFICERS AND COMMITTEES

7.1 Appointment of Secretariat

The Secretariat of the Association shall be appointed by the Executive Committee.

7.2 Election of Executive Committee

7.2.1 Election

An Executive Committee, consisting of up to thirteen Full Company Members, shall be elected by the Association at its Annual General Meeting

7.2.2 Term

A company shall hold a place on the Executive Committee for a three-year term and shall be eligible for re-election at the end of the term.

7.2.3 Attendance

Companies elected to the Executive Committee are required to maintain an annual Executive meeting attendance rate of 50% either by the nominated representative or their deputy. Should a company be unable to maintain the required attendance rate during its term, the position will become vacant and available for election at the next AGM.

7.2.4 Nomination

Full Members may stand for election should they wish by notifying the Secretariat no later than one week before the AGM.
Nominated representatives should be a director or partner, or a person holding senior administrative or executive status in the Member Company.

7.2.5 Co-opted Members

The Executive Committee may co-opt a Full Member of the Association, or such other person(s) as they deem fit, to serve on the Committee or on Sub-Committee(s), but such co-opted Members shall have no voting power. Such co-opted Committee members shall only hold office on the Executive Committee until the next Annual General Meeting.

7.3 Chairperson of the Executive Committee

7.3.1 Election

The Chairperson and Vice Chairperson of the Association shall be elected from the Executive Committee representatives at the Annual General Meeting.

7.3.2 Term
The normal term of a Chairperson and Vice Chairperson is two years; however, he or she can be eligible for re-election.

7.3.3 Chairing Meetings

The Chairperson, or in his absence, the Vice-Chairperson, shall preside at all Meetings of the Executive Committee, but if neither is present the Committee shall elect a Chairperson from among those present for that Meeting.

7.4 Role of the Executive Committee

7.4.1 Role

The Management of the Association shall be vested in the Executive Committee which shall have powers to conduct the affairs of the Association and to undertake all business other than that which this Constitution specifically require to be done by the Association in General Meetings.

7.4.2 Decisions

Decisions of the Executive Committee can be made during a physical meeting or via electronic communication. Any decisions made via electronic communication will be noted on the minutes of the subsequent physical meeting.

7.4.3 Vote

Where a vote is required to agree on an issue, a majority is needed to pass the proposal. In the case of equality, the Chairperson of the Meeting shall have an original and a casting vote.

7.4.5 Quorum

A quorum of three is required at all Executive Committee Meetings.

7.5 Technical Advisory Group (TAG)

7.5.1 Role

A selected group of experts, chaired by the Technical Chairperson, will meet at least four times a year and act as an expert group for the IFRA UK Secretariat, providing advice on technical and legislative issues affecting the industry

7.5.2 Chairing Meetings

In the event of Technical Chairperson or Vice Chairperson not being in attendance, the Technical Director will chair the meeting.

7.5.3 Participation

TAG members will also assist in updating the membership at large at information days.

7.6 Chairperson of the Technical Advisory Group

7.6.1 Appointment

The Chairperson and Vice Chairperson of the TAG shall be appointed from the TAG Membership by the Executive Committee.

7.6.2 Term

The normal term of the TAG Chairperson and Vice Chairperson is two years; however, he or she can be eligible for reappointment.

7.7 Appointment of Sub-Committees

The Executive Committee shall have authority to appoint other Sub-Committees, Task Forces and Working Groups and to delegate to such groups such powers as

it may think appropriate.

8 ANNUAL GENERAL MEETING

8.1 Annual General Meeting

An Annual General Meeting of the Association shall be held each calendar year to:

8.1.1 Elect a Chairperson and Vice-Chairperson of the Executive Committee
8.1.2 Elect members to the Executive Committee
8.1.3 Receive the Executive Committee's report upon the proceedings of the year
8.1.4 Receive a statement of accounts for the prior year and set a budget for the following year.
8.1.5 Approve any changes to this Constitution of Activities and Rules.

8.2 Convening of General Meetings

8.2.1 Notice

Seven days' notice of all General Meetings shall be given in writing to Members, stating the business to be considered. However, with the consent of all the Full Members, meetings may be convened by such notice and in such manner as the Members agree.

8.2.2 Convening

Other General Meetings may be convened when needed by the Chairperson, or be convened by a requisition signed by at least six Members, requesting that a General Meeting be held and stating the purpose for which the Meeting is requisitioned. This should be delivered to the Secretary.

8.3 Activities taken at General Meetings

8.3.1 Decisions

Urgent decisions may be taken via an Electronic Extraordinary General Meeting. Any decision made electronically will be minuted and distributed to the Membership.

8.3.2 Chairing Meetings

The Chairperson, Vice Chairperson or in their absence, the Director, shall preside at all General Meetings. If neither is present, a Chairperson shall be elected from among those Executive Committee Members present for that meeting.

8.3.3 Voting

Questions at General Meetings shall be decided upon by a show of hands by a majority of the Members present, each Full Member being entitled to one vote. Other Members are not entitled to vote.
Proxy votes shall be allowed and received at least 48 hours before the meeting.

8.3.4 Changes to the Constitution

No resolution relating to the adoption, amendment or revocation of this

Constitution will be valid unless seven days' notice is given of the proposed changes and it is adopted by a majority of at least two thirds of the Full Members present and voting.

9 MINUTES

Minutes of the proceedings of every meeting of the Association shall be kept. The minutes of all General Meetings shall be open to inspection by all members upon reasonable notice to the Secretariat.

10. MEMBERSHIP OF IFRA

IFRA UK is a member of IFRA and as such, it is mandatory upon Members that they abide by the rules of that Association. Compliance with the IFRA Code of Practice and IFRA Standards is compulsory for all Members.