

the UK flavour association

CONSTITUTION AND RULES

1. NAME

The name of the Association shall be the UK Flavour Association.

2. OBJECTIVES OF THE ASSOCIATION

- To proactively promote and protect the interests of the Flavour industry and Association members.
- To be the trusted voice of the UK Flavour industry.
- To monitor, co-ordinate and where necessary, define, industry best practice in regulatory, safety, technical, and scientific issues.
- To create networks and alliances with stakeholders.
- To provide coordination and communication between members.

3. CONSTITUTION

The Association shall consist of persons, firms or bodies corporate who are actively engaged in the flavouring industry and who are qualified for membership under Rule 4.

Flavourings are defined as concentrated preparations with or without solvents or carriers used exclusively to impart flavour. They are not intended to be consumed as such.

4. MEMBERSHIP

a. Qualification of Full Membership

Any person, firm or body corporate established in the UK who sells and or manufactures flavourings, flavourings substances or essential oils either in the UK or overseas and who sells the said flavourings to another person, firm or body corporate may be eligible for full membership.

b. Qualification of Associate Members

Any person, firm or body corporate that are substantial manufacturers within the UK of flavourings for processing and use in their own products but not for re-sale may be admitted to associate membership.

c. Observer members

Companies providing supporting services to those fulfilling the criteria of 4 a) or b) and in clear need of regulatory information regarding flavourings may be admitted to observer membership

- d. Consultant members
Persons who offers consulting services to companies fulfilling the criteria of 4 a), b) or c) may be admitted to consultant membership. Membership should not be seen as an endorsement of their services.
- e. Admission of Members
Application for membership shall be made to the Secretary in writing and shall be proposed and seconded by members of the Association. The Executive Committee shall, by a simple majority, with the Chairman having a casting vote, decide whether or not an applicant shall be admitted and decide the appropriate grade of membership.
- f. Condition of membership
All members must comply with the EFFA and IOFI constitution and statutes. Failure to do so will result in expulsion from the Association.

5. ANNUAL SUBSCRIPTION

- a) The Annual Subscription for all members shall be agreed by the Executive Committee in line with a budget agreed at the Annual General Meeting. A supplementary graduated subscription apportioned by the Secretary based on the Company's relevant turnover shall be levied on full members to meet those special needs of the Association, which have been approved at the Annual General Meeting.
- b) For the purpose of determining the relevant turnover of a Company, sales of flavourings, flavour substances, flavouring essential oils, colours, preservatives and the miscellaneous products sold with food flavourings to the food, animal feeds, beverage, pharmaceutical, tobacco and similar trades shall be included at their full value; sales of fruit juice compounds shall be included at 25% of their sales value.
- c) A member who leaves the Organization by resignation, expulsion or for any other reason shall have no claim on the funds of the Association but shall remain liable for its subscription for the current year.
- d) If any Member fails to pay his subscription for any year within two months of the subscription becoming due, the Secretary shall notify him of that fact and advise them that suspension of membership (including distribution of documents) will follow if the invoice is not paid within one month. If the subscription is not paid within one further month the Secretary has the authority to suspend membership immediately. The Executive Committee may at their discretion expel the Member if an invoice has not been paid within six months.

6. GENERAL MEETINGS

a. Full Members

- i. One Month's notice of any general meeting shall be given.

Attendance at these meetings shall be restricted to principals or Directors of full member firms or such other accredited representatives having full powers to act or vote for their companies on any questions submitted.

- ii. The Annual General Meeting shall be convened to:

- (1) Receive a report on the year from the Chairman of the Executive Committee.
- (2) Receive and approve the annual accounts of the previous year.
- (3) Approve the budget estimates of the current year.
- (4) Elect any new members to the Executive Committee.
- (5) Alter the rules and Constitution of the Association.
- (6) Transact any other business.

b. Associate, Observer and Consultant Members

Associate, Observer and Consultant Members may attend to express views at the Annual General Meeting, but have no voting rights.

Associate, Observer and Consultant Members shall be entitled to receive a copy of the annual statement of accounts of the Association and of all communications issued generally to members relating to Government regulations affecting manufacture of flavourings, and any such other general communications to members as the Executive Committee may decide.

7. EXTRAORDINARY GENERAL MEETINGS

Extraordinary General Meetings may be arranged by or cancelled at the discretion of the Executive Committee or by the written request of not less than four Full Members. Extraordinary General Meetings may take place electronically, with a quorum reached when a minimum of one third of full members has replied.

8. QUORUM AND VOTING

At all General Meetings one third of Full Members shall form a quorum. Except for alterations to the constitution and rules, resolutions may be passed by a simple majority of the Full Members present, each Member company having one vote or proxy statement, the Chairman having a casting vote. Alterations to the Constitution and rules require approval by not less than 80% of the Full Members present, or by proxy.

9. THE EXECUTIVE COMMITTEE

- a. The business of the Association shall be managed by the Executive Committee of not less than five or more than twelve persons elected at the Annual General Meeting.

Four members shall form a quorum. At the end of each year two members of the Executive Committee shall retire by rotation, but shall be eligible for re-election.

- b. Only Directors, Partners, Proprietors or Full Executive Officers of Full Member firms shall be eligible to serve on the Executive Committee. Each company shall not have more than one vote.
- c. The Executive Committee shall elect a Chairman and a Vice-Chairman from its members. The persons so elected shall be Chairman and Vice-Chairman respectively of the Association for the ensuing two years.

If voted by the Executive Committee, the Chairman and Vice-Chairman shall be invited to extend their term to a third year. However, no single term of office will extend for more than three consecutive years.

A member who has served a period as Chairman may not be re-elected within a period of two years

If a Chairman is unable to continue in office, the Vice Chairman will take over as Chairman, until the next Annual General Meeting. He will then be eligible to be voted for, as Chairman, for the full period of two years.

If a Chairman is unable to continue in office and a Vice Chairman is not available, the Executive Committee will select and vote for a new Chairman, at the earliest opportunity, at least within one month of the unavailability of the Chairman.

Any member of the Executive Committee shall have power to nominate in writing a fully accredited substitute from his own firm. Failure of a nominated representative, or deputy, to attend four consecutive

Executive meetings will result in their position on the Executive Committee being made vacant at the next AGM. The Member will not be barred from seeking re-election.

- d. The Executive Committee shall form a Technical Sub-Committee and such other Committees as are deemed necessary. The sub-committee so formed shall have as its Chairman a member or co-opted member of the Executive Committee. The sub-committee will report to the Executive Committee and not to third parties without the Executive Committee's authority.
- e. The Executive Committee shall have power to co-opt any accredited representative of a Full Member firm. Co-opted members shall be appointed for a period of one year and shall cease to be co-opted at the following Annual General Meeting, but shall be eligible for re-appointment. Co-opted members other than the Chairman of the Technical Committee shall not be entitled to vote at a meeting of the Executive Committee unless as the voting nominee of the elected member under sub-clause (d). The Technical Committee Chairman has full voting rights.
- f. The Executive Committee will appoint delegates to represent the Association at other meetings.
- g. The Executive Committee will appoint a Chairman and Vice-Chairman of the Technical Committee for the ensuing two years, and may extend this appointment for a further year. No person may be re-elected to the position of Chairman of the Technical Committee for a period of two years after having served in that position.

10. SECRETARY

- a. Shall be an Executive Officer appointed by the UK Flavour Association, and responsible to the direction of the Executive Committee and shall:
 - i. Present balance of accounts and budget estimates.
 - ii. Circulate Government and other papers relative to the Association.
 - iii. Send out notices and attend meetings of the Association and of the Executive Committee and the sub-committees of the Association and shall keep minute books in which shall be recorded the business done at such meetings.
 - iv. Provide information to Associate, Consultant and Observer Members according to rule 6b.

11. RESIGNATION

Any member that wishes to resign from the Association must give at least three months notice before the end of the financial year, i.e., 31 December.

12. EXPULSION

Any resolution for the expulsion of a member recommended by the Executive Committee shall be effective if carried by 80% of the Full Member companies present or voting by proxy at a General Meeting especially convened for the purpose.

Rule 5 amended 9 May 1978

Rules 6b, 9a and 9I amended 23 May 1979

Rules 3, 4, 11 & 12 amended 15 May 1983

Rule 9a amended 12 May 1988

Rule 9c amended 24 April 1991

Rule 9I amended 24 April 1991

Rule 4b, 4c, 6aii2, 6iii, 8, 9b, 9d, 9f, 10aiii, 10aiv, 11 amended 19 May 1993

Rule 4a, 4c, 5, 6aii, 7, 8, 9c, 9d, 9e (deleted), 9f, 9g, 9i, 10a, 10a iv (deleted), 11, and 12 amended 22nd May 2001.

Rule 4a amended 27th May 2004

Rule 9c and 9h amended 26th May 2005

Rule 4d added 24th May 2007

Rule 1, 2, 3, 4, 5, 6, 7, 9, and 10 amended 7th July 2011.

Rule 5 amended 20th November 2014

Rule 4c amended 22nd November 2017

Rule 2 amended 14th December 2021