

EFFA Statutes

SECTION ONE - TITLE, PURPOSE, REGISTERED OFFICE, DURATION

ARTICLE 1

- 1.1 The official name of the Association is: **European Flavour Association** (*referred to in these Statutes as "EFFA" or the "Association"*).
- 1.2 **The registered office of the Association** is located at 6, Avenue des Arts, 1210 Brussels, located in the legal district of Brussels. The registered office may be moved to any other place within the Brussels Region by a decision of the General Assembly, to be published in the Annexes to the Belgian Official Gazette.
- 1.3 All deeds, invoices, notices, publications and other documents from the Association must mention its name, immediately preceded or followed by the words "non-profit organization" or by the abbreviation "VZW" or "ASBL", as well as the address of its registered office.

ARTICLE 2

- 2.1 The Association is a non-profit entity, registered as ASBL-VZW under the Belgian Act of June 27, 1921 regarding the non-profit associations, the international non-profit associations and the foundations (referred to in these Statutes as the "**Act**").
- 2.2 The Association's Mission is: To be European leaders in the world of flavour providing long term positioning as a trusted and impactful partner and supporting the flavour industry by providing coordination and direction on the following topics:
 - 2.2.1 Regulatory;
 - 2.2.2 Safety;
 - 2.2.3 Technical;
 - 2.2.4 Scientific;
 - 2.2.5 Communication;
 - 2.2.6 Public Affairs.
- 2.3 The Association's Vision is: To be the voice of flavour in Europe, leading a Europe-wide strategy to the benefit of the flavour industry, its customers and consumers alike.
- 2.4 **The Association's Objectives are:**
 - 2.4.1 **Objective 1:** Promote and support a consistent European wide flavour strategy for flavour issues within the framework of IOFI's Global perspective.

- 2.4.2 **Objective 2:** Monitor flavour-related EU legislation and issues and communicate to members.
- 2.4.3 **Objective 3:** Develop and promote aligned position papers to the appropriate stakeholders.
- 2.4.4 **Objective 4:** Elaborate scientific dossiers in cooperation with IOFI for evaluation by the EU Institutions – Scientific Committees.
- 2.4.5 **Objective 5:** Stimulate, coordinate and monitor best practice in regulatory, safety, technical and scientific issues, between members of the flavour sector and related industries through Standards, Guidelines and Codes of Practice.
- 2.4.6 **Objective 6:** Maintain a constant dialogue with the EU Institutions ensuring an efficient representation of the Association's interests.
- 2.4.7 **Objective 7:** Initiate and stimulate National Associations, (and at their request individual companies), in their contacts with Authorities.
- 2.4.8 **Objective 8:** Create networks and alliances with other European Associations that have an influence or impact on our members.
- 2.4.9 **Objective 9:** Coordinate approved European work streams or projects that require support and cooperation from Global, Regional and National organisations.
- 2.4.10 **Objective 10:** Provide coordination and communication between members during any incident or crisis management scenarios that require or would benefit from an "EFFA" response.
- 2.4.11 **Objective 11:** Develop, coordinate and implement a European communication strategy on flavour-related topics.
- 2.4.12 **Objective 12:** Develop, implement and execute a public affairs and advocacy strategy on flavour-related matters in the context of EU food and drink policy.

ARTICLE 3

- 3.1 In the **pursuit of the mission and objectives**, the Association will ensure that its activities or the measures which it may propose will not interfere with free competition.

ARTICLE 4

- 4.1 No term is set for the existence of the Association.

ARTICLE 5

- 5.1 The Association must consist of at least three (3) Ordinary Members, as defined in Article 6, of different nationalities.

SECTION TWO - MEMBERSHIP AND AFFILIATION

ARTICLE 6 – MEMBERSHIP

6.1 Ordinary Members

- 6.1.1 National associations are eligible for National Association Ordinary Membership from countries belonging to:
 - 6.1.1.1 The European Region,

6.1.1.2 The Eurasia Region: Russia.

6.1.2 Companies who are member of an Association itself member of "EFFA", may become a Company Ordinary Member.

6.1.3 To hold the status of a Company Ordinary Member, companies must:

6.1.3.1 Manufacture / blend flavours within the countries referred to in Article 6.1.1. of the statutes;

6.1.3.2 Have one significant location (headquarters / manufacturing site / R&D centre or equivalent) established within countries referred to in Annex A of the statutes and are expected or encouraged to be a member of at least 3 National Associations of "EFFA" where they maintain a significant presence;

6.1.3.3 Play an important role in EFFA;

6.1.3.4 Declare a turnover in flavours corresponding to a minimum of 1 % market share of the aggregate for the EU or must be able to contribute a minimum of 30.000 € (EFFA operational budget and EFFA dues to IOFI).

6.1.4 Ordinary Members are subject to the approval of the General Assembly (defined in Article 13) in accordance with Article 17.

6.1.5 Only Ordinary Members are entitled to vote.

6.2 Observer Member

6.2.1 The national association of the flavour industry located in one of the countries defined in Article 6.1 of these Statutes and which is not an Ordinary Member, may participate as an Observer Member in the work of the Association, provided such party has previously obtained approval of the General Assembly. This status must be approved annually by the General Assembly.

6.2.2 The commitments of an Observer Member are:

6.2.2.1 to become an Ordinary Member after a period of three (3) years maximum;

6.2.2.2 to pay a minimal fee of 3.000 € on a yearly basis;

6.2.2.3 to inform the Association about all relevant developments in the flavour industries in their countries;

6.2.2.4 to comply with the Statutes, Internal Rules and decisions of the Executive Board and of the General Assembly.

6.2.3 An Observer Member is not entitled to vote.

6.3 Conditions for Membership

Ordinary Members and Observer Members must meet the following conditions:

6.3.1 They must consist of, or include, industrial firms operating in the field of flavours and must have as their principal activity the protection of their common interests, whilst observing all relevant legislation relating to competition law;

6.3.2 They must subscribe to the principles laid down in Articles 2 and 3.

ARTICLE 7

7.1 Applications for admission must be submitted in writing to the Executive Board (defined in Article 19), which, after examination, will submit them to the General Assembly for decision.

ARTICLE 8

- 8.1 Every application for Ordinary Member must include a copy of the statutes of the applying national association, together with an appropriate translation in one of the three (3) following languages: English (the working language of "EFFA"), French or German.
- 8.2 Every application for Observer Member must include information proving that it meets the conditions of Article 6.2.

ARTICLE 9

- 9.1 Any Ordinary Member or Observer Member may withdraw from the Association by submitting its resignation by registered letter to the Executive Board not less than six months before the end of the Association's fiscal year (Article 26.1). The current contribution remains payable for the full year.
- 9.2 The General Assembly decides whether the conditions for withdrawal as described in this article have in fact been satisfied.

ARTICLE 10

- 10.1 Any member which:
- 10.1.1 no longer meets the requirements set out in Article 6 above, or
 - 10.1.2 has not paid its contribution within six weeks from the date of dispatch of a demand for payment sent by registered letter, will be deemed to have resigned.
- 10.2 In case of non-payment by October 30th of the running calendar year, the member will automatically lose its right in participating to any EFFA meeting and lose all voting rights accordingly. This article ceases its effects upon settlement of the account.
- 10.3 The General Assembly decides on the application of this article.

SECTION THREE - VALUES AND CONDUCT RULES

ARTICLE 11

11.1 Conduct rules

All members will be required to support the core values of EFFA and observe the following rules of conduct:

- 11.1.1 **Mutual Respect**
Respect decisions, no silent lobbying or re-opening outside the agreed "EFFA" process
- 11.1.2 **Open & Transparent**
No hidden agendas, issues are tabled & dealt with in an open & transparent way
- 11.1.3 **Value Contribution**
No sitting on the side-lines, get involved and actively contribute
- 11.1.4 **Positive outcomes**
If a member opposes – then it shall propose a solution, avoid negativity & seek progressive solutions
- 11.1.5 **Take accountability**
Members & individuals will be held accountable to deliver on commitments they have agreed on

- 11.2 Any member who intentionally places serious obstacles in the way of the Association's activities or refuses to abide by its rules may be expelled from the Association by a decision of the General Assembly.

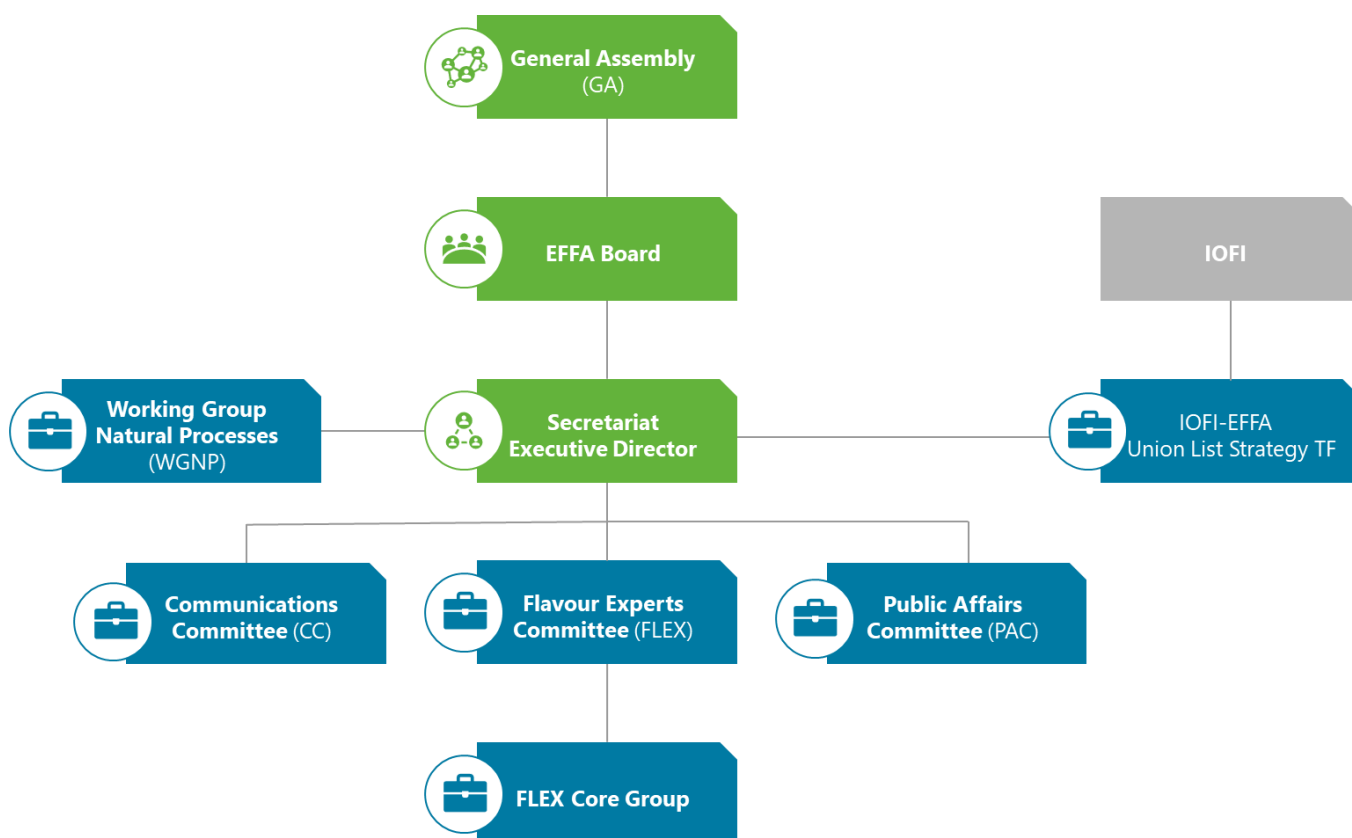
11.3 A member can be expelled for failing to provide in its statutes or its by-laws for the obligation of its member companies to comply with the provisions of the "EFFA" Codes of Practice and of the IOFI Code of Practice.

11.4 An expulsion from the Association may only be taken, at least sixty days after a formal notice has been sent by registered letter to the member concerned inviting the member to comply or explain (in writing by registered mail). If so requested by the member or by the Association, an authorised representative of the member can be heard by the General Assembly. The General Assembly is free to decide an expulsion or not. The notification of an expulsion shall be made by registered letter to the expelled member.

ARTICLE 12

12.1 Members who resign or are being expelled have no entitlement to any accumulated funds and reserves of the Association. All outstanding invoices for membership contribution will have to be settled by the outgoing member.

SECTION FOUR - STRUCTURE OF THE ASSOCIATION



THE GENERAL ASSEMBLY

ARTICLE 13 – COMPOSITION AND VOTING

13.1 The General Assembly is the governing body of the Association. It consists of a representative of each Ordinary Member (Article 6 of the Statutes). Representatives are nominated at the Ordinary Member's discretion and exercise the voting rights of that Ordinary Member.

13.2 Each delegation of an Ordinary Member is entitled to only one (1) vote.

ARTICLE 14

14.1 Every two (2) years, the General Assembly shall elect a President and a Vice-President. The Vice-President is the President-elect and assists the President.

14.2 The General Assembly may prolong the term of the President and Vice-President for up to an additional two (2) years.

14.3 The President, Vice President and Past President positions can be held by delegates emanating from Company Ordinary Members provided they meet the relevant "EFFA" statutes.

14.4 The Vice President must be emanating from a member of the Board.

ARTICLE 15

15.1 At least one (1) formal meeting, gathering the representatives of the members, shall be held per year.

The General Assembly may, other than by a formal meeting of the representatives, decide – whenever necessary – by written resolutions such as defined in Article 17.2.

The General Assembly shall, in particular, decide on the approval of the annual accounts of the previous accounting year, the discharge of the Board members and the budget of the current accounting year, during the first six (6) months of each accounting year.

15.2 The notifications for the formal meetings of the General Assembly and the proposals for written resolutions are sent out by the Executive Board. The venue of each formal meeting is decided by the General Assembly, taking into account the suggestions put forward by the members.

15.3 A formal meeting or a proposal for a written resolution shall be convened/submitted to the members at the request of at least one fifth (1/5) of the Association members.

ARTICLE 16

16.1 Notices of formal meetings shall include the agenda and all relevant documents, and shall be sent to the members by electronic mail at least thirty (30) days before a meeting.

In case of urgency, shorter notice may be given, but decisions taken will not be valid unless the General Assembly, duly convened, declares the urgency justified. The shorter notice must reach the members at least eight (8) days before the meeting.

16.2 Notices for written resolutions shall include the content of the proposed resolution and all relevant documents shall be attached to such notice. The notice shall mention the deadline within which the members are required to respond. The notice shall be sent to the members by ordinary mail or electronic mail and must reach the members at least eight (8) days before the deadline for the members' response.

ARTICLE 17

17.1 The following decisions necessary for the achievement of the Association's purpose are reserved matters of the General Assembly:

- 17.1.1 Election of the President and the Vice-President as nominated by the Board;
- 17.1.2 Election/Dismissal of the members of the Executive Board;
- 17.1.3 Appointment/Re-Appointment/Dismissal of the Treasurer as nominated by the Board;
- 17.1.4 Appointment/Dismissal of the Executive Director;
- 17.1.5 Admission of members (Article 7), their resignation (Article 9) or expulsion (Article 10);
- 17.1.6 Fixing of annual contributions;
- 17.1.7 Approval of the Budget and Accounts;
- 17.1.8 Modification of the Statutes;
- 17.1.9 Dissolution of the Association;
- 17.1.10 Adoption of Internal Rules of the Committees;
- 17.1.11 Granting of discharge to the Executive Board (Article 19);
- 17.1.12 Confirmation of the Ratification by the Executive Board of the FLEX Chair and Vice Chair;
- 17.1.13 Conversion of the Association into a company with social purpose;
- 17.1.14 Ratification of the EFFA delegate to the IOFI Board and the IOFI General Assembly as elected by the Board;
- 17.1.15 All other matters of importance in so far as they have not already been delegated to other bodies of the Association.

17.2 Decisions of the General Assembly, except those relating to the expulsion of a member, may be taken by written resolution.

Written resolutions can be made:

- 17.2.1 under the form of one original document, circulated successively to all the Ordinary Members, signed and dated by all the Ordinary Members and mentioning their approval or disapproval; or
- 17.2.2 under the form of written (letter, fax, e-mail) approvals or disapprovals sent by the authorised representatives of the Ordinary Members, within the deadline fixed in the notice for written resolution, to the Executive Director (or a person appointed by the Executive Director).

For resolutions under the form of Article 17.2.2.:

- the answers from the members must be expressed by the representative to whom this authority has been given by the members' respective decision taking body, or any person to whom mandate is given (explicitly or implicitly) by such representative;
- the quorum and majority rules of Article 18 apply;
- answers from the members which are received by the Executive Director after the deadline fixed in the notice for written resolution are counted as abstentions;
- the Executive Director shall issue, no later than eight (8) business days after the deadline fixed in the notice for written resolution, a memorandum of written resolution containing at least: (i) the content of the proposed resolution, (ii) a copy of the notice given to the members, (iii) the detail of the votes of the members, (iv) the indication whether the resolution is adopted or rejected and (v) the date of this memorandum;
- the resolution is deemed adopted on the date of the memorandum.

ARTICLE 18

18.1 The General Assembly's proceedings will be valid only if:

- 18.1.1 They deal with matters appearing on the agenda/on the notice of written resolution;
- 18.1.2 At least two-thirds (2/3rd) of the Ordinary Members are present or validly represented/express their opinion on the written resolution with the fixed deadline. If at the first meeting/written resolution process the two-third (2/3rd) quorum is not met, a second meeting can be convened/a second notice for written resolution can be given, with no further quorum requirements. This second meeting cannot be held within fifteen (15) days following the first meeting/The deadline of this second notice for written resolution cannot expire within fifteen (15) days following the deadline of the first notice.
- 18.1.3 Votes are cast by delegates to whom this authority has been given by its respective decision taking body. No National delegation may exercise the proxy of more than one National Association Ordinary Member. A Company Ordinary Member delegation can exercise one proxy of another Company Ordinary Member.
- 18.1.4 Decisions are taken by a two-thirds (2/3rd) majority vote of all Ordinary Members, represented personally or by proxy.

18.2 Decisions concerning modifications to the Statutes of the Association or its dissolution can only be taken if the modifications are explicitly mentioned in the notice for meeting / for written resolution and must be based on a three (3) quarters majority of the votes of all Ordinary Members, represented personally or by proxy. If the modification relates however to the purpose of the Association, the decision must be based on a four fifths majority of the votes of all Ordinary Members, represented personally or by proxy.

18.3 Decisions taken by the General Assembly relating to individuals must be made by secret ballot.

18.4 Proxies for formal meetings must be delivered in writing to the Association's Secretariat.

18.5 The minutes of the General Assembly's formal meetings are signed by the President and the Association's Secretariat. The minutes and the memoranda mentioned under Article 17.2. are kept in a dedicated file at the registered office of the Association and a copy is sent to all the members or third parties by mail or e-mail.

THE EXECUTIVE BOARD

ARTICLE 19 – COMPOSITION – DURATION - VOTE

19.1 Every two (2) years there shall be constituted **an Executive Board** (referred to as the "Board").

19.2 Composition

The Executive Board shall consist of:

- 19.2.1 the President
- 19.2.2 four (4) Board Members elected by the General Assembly from a list of names proposed by the National Association Ordinary Members
- 19.2.3 four (4) Board Members elected by the General Assembly from a list of names proposed by the Company Ordinary Members
- 19.2.4 the Vice President emanating from one of the eight (8) mandates (Article 19.2.2 and 19.2.3)
- 19.2.5 the Treasurer (see Article 19.10)
- 19.2.6 the Executive Director (see Article 21)
- 19.2.7 the Past President in assistance of the President and the Board

19.3 Nomination and Election

- 19.3.1 **Nominees.** Each Ordinary Member can nominate a representative to be a candidate for a Board member position.
No Company can hold more than one (1) Board member position. The nominee must be working for the nominating Association or Company in Europe.

- 19.3.2 **Election.** The "EFFA" Secretariat will organise a secret ballot in writing (electronically or by letter - as further defined in the specific Protocol). The outcome of this ballot will be binding for all Members. The National Association Ordinary Members and the Company Ordinary Members will each have the opportunity prior to the election to present a slate of nominees for their representative members on the Executive Board.
- 19.3.3 In case of an immediate cease of the position as Board member (see Article 19.4.2), a replacement procedure following Article 19.3.1-19.3.2 will be organized. Such mandate will complete/last the 2 (two) years period running.
- 19.3.4 The Vice-President and the Past President will be a Member of the Board.

19.4 **Term and termination**

- 19.4.1 **Appointment.** The election of the Board Member is valid for two years and is renewable providing it is subject to the nomination and election process described in Article 19.3 of the Statutes.
- 19.4.2 **Termination** of the position and mandate as a Board Member is immediate when the Company is acquired by/merged with another Company who already has a Board Member elected in accordance with the present Statutes.
The mandate of all Board members ends by decease, resignation, dismissal or expiration of the term of the mandate.
Board Members can be dismissed by the General Assembly deciding with a majority of two thirds (2/3rd) of the members present or represented.

19.5 **Proxy**

Any Member of the Board (with the exception of the Treasurer and the Executive Director) may give a proxy to another member of the Board to represent him/her at any specific Board meeting. The proxy may be given by e-mail, fax or any other written means.

19.6 **Publication**

The deeds regarding the appointment and termination of the mandate of the Board Members and of the persons authorised to represent the Association, will be published in the Annexes to the Belgian Official Gazette.

19.7 **Voting**

- 19.7.1 The convening of a meeting of the Board is sent by mail, fax, e-mail or any other means of communications.
- 19.7.2 The Board will meet at the discretion of the President. A voting quorum shall consist of at least two-thirds of the members represented, personally or by proxy, with the President having a "casting vote". No delegate may exercise the proxy of more than one Board member. Decisions are taken by a two-thirds majority vote of all members, represented personally or by proxy. Void or blank votes will not be taken into account to calculate the required majority.
- 19.7.3 The Past President and the Executive Director have no voting rights.
- 19.7.4 Votes taken by a Board meeting and relating to individuals must be made by secret ballot.

19.8 **Frequency**

The Board will meet a minimum of four (4) times per fiscal year and on an "ad hoc" basis if and when required.

19.9 **Presidency**

The President and Vice-President of the Association will each be President resp. Vice President of the Board.

19.10 **Treasurer**

- 19.10.1 The Board shall nominate a Treasurer who is a member of the Board.
- 19.10.2 The Treasurer will be an officer of the Association. He will be responsible for the annual budget of the Association and for the reporting on the financial performance of the Association (See Article 28).

19.10.3 The Treasurer may remain in his position during the term of his Board membership. He needs to be reappointed at each annual General Assembly.

ARTICLE 20

20.1 The Executive Board shall take the following decisions necessary for the achievement of the Association's purpose:

- 20.1.1 Nomination of the President and the Vice-President.
- 20.1.2 Nomination of the Treasurer.
- 20.1.3 Nomination of the Executive Director.
- 20.1.4 Reviewing and proposing modifications of the Statutes.
- 20.1.5 Ratification of the FLEX Chair and Vice Chair.
- 20.1.6 Election of the EFFA delegate to the IOFI Board and the IOFI General Assembly
- 20.1.7 All matters of importance necessary to run properly the Association in so far as they are not reserved matters of the General Assembly.

20.2 Subject to the Association's **Strategy Plan** the Board is deemed competent to decide on matters of political, economic and commercial importance. The Board is responsible for the policy, strategy, direction and management of the interests of the Association.

20.3 the Board will be responsible for any issue or **crisis management** resolution that occurs within or that affects the flavour industry. The Board is empowered to co-opt non-executive advisors to facilitate its decision making.

20.4 Documents committing the Association, in relation to third Parties and which are not matters of day-to-day management are signed, through delegation from the General Assembly, by the President or in his absence by the Vice-President, both acting singly.

20.5 the Board will act as plaintiff or defendant on behalf of the Association in legal proceedings and is thereby represented by the President or in his absence by the Vice-President or a Board Member appointed thereto by the Executive Board, acting singly.

ARTICLE 21

21.1 The Executive Director or, in his/her absence, another person designated for the purpose by the Board, is responsible for the day-to-day management of the affairs of the Association.

21.2 The Executive Director:

- 21.2.1 Is appointed/dismissed by the General Assembly and is bound to follow the decisions of the General Assembly.
- 21.2.2 Will execute directives and decisions of the Board aligned with the policy and strategy of the General Assembly.
- 21.2.3 Has a duty to ensure that he/she exerts the office objectively.
- 21.2.4 Will report to the President of the Association
- 21.2.5 Will cooperate closely with all bodies of the Association.
- 21.2.6 Will ensure that decisions are included in the official minutes and communicated to Ordinary Members in line with the communication protocol.

ARTICLE 22

22.1 The discussions and decisions of statutory bodies, such as the General Assembly, Board, Flavour Expert Committee and ad hoc bodies are confirmed in minutes. Copies of these minutes are sent to the Ordinary Members.

ARTICLE 23

THE EXPERT COMMITTEES

Article 23(a)

23 (a) 1 The standing regulatory expert committee is the Flavour Expert Committee (FLEX) and is the consultative body of the Association focused on delivering the regulatory, safety, technical and scientific position of "EFFA".

23 (a) 2 The FLEX Structure, composition, voting rights and specific deliverables are set in the FLEX Terms of Reference to which the members abide by.

23 (a) 3 The focus of the FLEX is determined by the "EFFA" strategy and dictated by terms of reference signed off by the Board.

23 (a) 4 The Chair and vice chair of the FLEX are nominated according to Section II of the Terms of Reference of the FLEX and are ratified by the Executive Board.

Article 23(b)

23 (b) 1 The standing communications expert committee is the Communications Committee (CC) and is the consultative body of the Association focused on delivering the communication position of "EFFA". It ensures a coordinated voice on flavour topics and provides the necessary support for the implementation and follow-up of the EFFA Communication strategy.

23 (b) 2 The CC Structure, composition, voting rights and specific deliverables are set in the CC Terms of Reference to which the members abide by.

23 (b) 3 The focus of the CC is determined by the "EFFA" strategy and dictated by Terms of Reference (ToR) signed off by the Board.

23 (b) 4 The Chair and Vice Chair of the CC are nominated according to Section II of the Terms of Reference of the CC and are ratified by the Executive Board.

Article 23 (c)

23 (c) 1 The standing public affairs expert committee is the Public Affairs Committee (PAC). The EFFA PAC is responsible for the implementation and execution of the overall EFFA Public Affairs & Advocacy strategy and coordinates with other EFFA Committees to ensure an integrated approach. It monitors flavour-related EU policy developments in the context of the EU food and drink legislation, including trade policy.

It ensures EFFA's participation in industry committees, alliances and working groups with other stakeholders at EU level on joint positions or projects. It also maintains strong relationships with the EFFA stakeholders, EU institutions, EU Member States Representatives and other European Associations.

23 (c) 2 The PAC Structure, composition, voting rights and specific deliverables are set in the PAC Terms of Reference to which the members abide by.

23 (c) 3 The focus of the PAC is determined by the EFFA strategy and dictated by Terms of Reference (ToR) signed off by the Board.

23 (c) 4 The Chair and Vice Chair of the PAC are nominated according to Section II of the Terms of Reference (ToR) of the PAC and are ratified by the Executive Board.

ARTICLE 24

24.1 Ad Hoc Expert Committees may be required and formed by the Board. They must have Terms of Reference and specific deliverables aligned with the "EFFA" strategy.

24.2 Ad Hoc Expert Committee titles will be agreed by the Board.

24.3 The dissolution of Ad Hoc Expert Committees are matters for decision by the Board. Any Ad Hoc committee that is required to sit for over twelve (12) months is to be ratified by the General Assembly.

ARTICLE 25

25.1 All Expert Committees are empowered to set up Task Forces to deliver specific outcomes on behalf of the Expert Committee.

25.2 Task Forces must have Terms of Reference and specific deliverables aligned with the Expert Committees goals.

25.3 A Task Force must have a specific duration of tenure and must be referred to the Board if the duration is to be extended beyond one (1) calendar year.

SECTION FIVE – CONTRIBUTIONS, INCOME AND EXPENDITURE

ARTICLE 26

26.1 The fiscal year begins on the 1st of January and ends on the 31st of December each year.

ARTICLE 27

27.1 The contributions payable by members are fixed annually by the General Assembly. They include any amount that is due by "EFFA" to the international associations, such as the International Organization of the Flavor Industry (IOFI) in the framework of its membership to this International Association. The contribution shall nevertheless not exceed 500.000 EUR per fiscal year.

27.2 Company Ordinary Members who have at their own initiative taken the option of delivering a special contribution to "EFFA" in terms of financial support are invoiced directly by "EFFA" on the basis of their market share/turnover (as further defined in specific rules set by the Board) in the countries member of "EFFA". Likewise, their share of the dues to IOFI are invoiced separately and directly by IOFI.

27.3 Contributions to "EFFA" are invoiced in two (2) instalments, respectively in January and July of each fiscal year.

ARTICLE 28

28.1 The annual balance sheet, income and expenditure accountant report and the draft budget prepared by the Executive Board in accordance with Article 17 of the Act, must be submitted each year for approval by the General Assembly. The Association's accounts will be presented for approval to the General Assembly under the supervision and the responsibility of the Treasurer (See Article 19.10). The General Assembly will decide on the necessity of an auditors' report.

28.2 Within thirty (30) days after approval of the annual accounts by the General Assembly, they will be filed with the National Bank of Belgium.

SECTION SIX - DISSOLUTION AND MISCELLANEOUS

ARTICLE 29

29.1 The Association may only be dissolved by the General Assembly properly convened for the purpose, in the presence of a quorum of Ordinary Members and by a majority as laid down in Article 18 above. However, it

will be statutorily dissolved if the number of Ordinary Members is less than three as laid down in Article 5 above.

ARTICLE 30

30.1 In the event of the dissolution of the Association, all its fixed and liquid assets will be allocated to a non-profit purpose in accordance with the decision of the General Assembly.

SECTION SEVEN - ARBITRATION

ARTICLE 31

31.1 All differences as to the interpretation or the execution of these Statutes shall be decided in accordance with the procedures for Conciliation and Arbitration of the International Chamber of Commerce by one or more arbitrators chosen in accordance with that procedure.

ARTICLE 32

32.1 Anything not foreseen in the present statutes will be subject to the rules of the Act.

32.2 The working language of the Association is English, except for the preparation of the Statutes and any other legal documents, which will also have to be drafted in the French language.

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