

The British Association of Flower Essence Producers Constitution

1. NAME

- a. The Association shall be known as the "British Association of Flower Essence Producers" (hereinafter referred to as "the Association") and Also by the acronym "BAFEP".
- b. The name, symbols and acronym BAFEP may not be used for any purpose whatsoever without the prior written permission of the Association's Executive Committee (as hereinafter defined).

2. AIMS

The aims of the Association (hereinafter referred to as "Aims") shall be:

- a. To be an association to represent the interests of persons engaged in the production of Flower and/or other Essences.
- b. To set and maintain standards of production and promotion of Flower and/or other Essences.
- c. To act as a consultative body for advice to other parties

3. OFFICERS

- a. The Officers of the Association shall consist of a Chairman, Secretary, and Treasurer (hereinafter these officers shall collectively be referred to as the "Statutory" Officers of the Association) plus up to four further voting members and such other non-voting members as may be co-opted from time to time by the Statutory Officers.
- b. Of the Statutory Officers, the Chairman, Secretary and Treasurer shall also be designated as the Signatory Officers of the Association.

4. MANAGEMENT

- a. The business of the Association shall be conducted by the Executive Committee (hereinafter referred to as "the Committee") which shall consist of the Officers of the Association as defined in Clause 3.

- b. The responsibility for the operation and conduct of the affairs of the Association shall rest with the Committee, which shall meet at least once annually and otherwise communicate by fax, e-mail, telephone and/or post as is required to responsibly carry out their duties.
- c. The convening of meetings of the Committee is the responsibility of the Chairman or in his/her absence, the Secretary. A minimum of one week's notice of the date and place of any such meeting shall be given in writing by the Secretary to all members of the Committee and any other person(s) so required to attend.
- d. For the purposes of conducting the business of the Association during a meeting four voting members of the Committee, at least one of whom shall be a Signatory Officer, shall form a quorum.

5. MEMBERSHIP

- a. **Member.** Any person who has satisfactorily completed an application form for membership to the Association and agreed to pay the appropriate annual subscription for membership of the Association current at that time.
- b. **Expulsion.** The Committee shall be empowered to expel from the Association any member whose conduct is, in their opinion, injurious or which may tend to be injurious to the interests of the Association or its members or any of its Aims. Before expelling a member the Committee shall investigate the circumstances and the member shall be given reasonable opportunity to defend and justify themselves in writing or by appearance before the Committee. The decision of the Committee in such cases shall be on a majority vote of those present at the enquiry and shall be confirmed in writing to the member.
- d. **Ceasing Membership.** Any person ceasing to hold membership of the Association for whatever reason shall not have any right to a refund of any membership fees already paid and shall forfeit all rights and privileges of membership, but shall be liable for the return of any property belonging to the Association or any dues or debts to the Association which became payable or were incurred before the date of resignation or expulsion.
- e. **Overseas Members** will have all rights as Members but will pay an additional fee as decided by the Committee from time to time to take into account the extra communication charges.

6. ELECTION OF OFFICERS

- a. The Offices of Chairman, Secretary and Treasurer shall run for a term of two years. Retiring Officers may stand for re-election.
- b. All Officers must be Members.
- c. All Officers shall be elected at the appropriate Annual General Meeting of the Association in accordance with the following rules:
 - i. Any voting member may nominate any other voting member (other than a member of their immediate family), including themselves, for any of the elective offices provided that the nominator, if not nominating himself, has confirmed with the nominee of his/her willingness to stand for election to the office proposed.
 - ii. Any two nominations received in respect of a voting member for a specified office shall be deemed to constitute a duly proposed and seconded candidate.
 - iii. No voting member may nominate another voting member for more than one office, nor may they nominate more than one member from the same family for any of those offices that shall be also designated as Signatory Officers any such nominations so received shall be deemed invalid.
 - iv. The Committee shall be responsible for advising voting members that nominations for officers of the Association for the coming AGM are due and shall give members not less than four weeks notice of same prior to the date set by the Committee for the return of nominations to the Secretary. Notice shall be given by use of a Nomination Form which shall be sent to all voting members.
 - v. Only nominations received on the aforesaid Nomination Form shall be deemed valid.
 - vi. All voting shall be by secret ballot.
 - vii. The Committee shall advise members in writing of the date of the Annual General Meeting not less than six weeks prior to said date and shall when appropriate, at the same time or at a time not less than four weeks prior to said date, also send all members with voting rights a Voting Form detailing the nominees for each office due for re-election.
 - viii. Voting members may indicate their order of preference in respect of nominees for a given office by stating their first, second, and subsequent choices. In the event of their first choice withdrawing or being elected to a different office then their vote shall be transferred to their second or subsequent choices.

- ix. All Voting Forms must be returned to the Secretary in a sealed envelope clearly marked with the initials "AGM". Voting Forms shall be accepted by the Secretary up to the formal close of voting as announced by the Chairman at the Annual General Meeting.
- x. The Annual General Meeting shall appoint teller(s) to count the votes submitted and to announce the results when requested to do so by the Chairman of the meeting.
- xi. A majority vote shall be sufficient to elect a member.
- xii. In the event of a tie vote being recorded the candidate with the longest previous service on the Committee shall take precedence, or where equal then the candidate with the greatest number of years of membership shall take precedence, or where there is still a tie then a second ballot shall be taken by immediate consensus of the people present at the meeting.
- c. Elected officers are required to give one month's notice in writing in the event of their wishing to resign during their term of office. In the event of an Officer resigning, the remaining Officers may appoint a pro tem replacement from amongst those members of the /committee currently not holding office.

7. MEETINGS

- a. The Annual General Meeting of the Association shall be held on a day that falls on a date between 1st September and 1st December each year.
- b. The agenda of the Annual General Meeting shall be as follows:
 - i. Apologies for absence
 - ii. The Minutes of then last Annual General Meeting and matters arising therefrom.
 - iii. The submission by the Officers of reports on the activities of the Association relating to their Office in the preceding year, in the order: Chairman, Secretary, Treasurer, and any other committee member authorised by the Chairman to submit a report on behalf of the Committee. The report by the Treasurer shall include an audited statement of accounts showing monies received and expended by the Society during the previous year.
 - iv. The adoption of the reports of the Officers.

- v. The consideration of Notices of Motion affecting the Constitution of the Association.
 - vi. The election of the Statutory Officers for the next twenty four months, when appropriate.
 - vii. The consideration of other Notices of Motion.
 - viii. Any other business.
- c. Four members present shall constitute a quorum.
 - d. The adoption of any motion affecting the Constitution shall require a two thirds majority of the members voting at General Meeting; all other Motions shall be decided by a simple majority vote.
 - e. Notices of Motion shall bear the name of the proposer and seconder and must be submitted in writing to the Secretary not less than fourteen days prior to the date of the General Meeting at which the Motion is to be heard.

An Extraordinary General Meeting can be called either by two thirds majority of the Officers in Committee or by petition of any six members of the Association. The reason and purpose of such a meeting shall be circulated to all voting members then in good standing not less than twenty one days prior to the date set and in the case of a petition within ninety days of the petition being submitted to the Committee.

- g. The rules governing voting at a General Meeting, shall be those as defined herein for an Annual General Meeting.
- h. At a General Meeting the Chairman of the Association shall take the Chair, in their absence the Secretary shall preside, provided that at an Extraordinary General Meeting being held as a result of a petition the petitioning members may request an alternate Chairman for the meeting.

8. FINANCES

- a. The Treasurer shall receive all dues, donations, legacies and other income on behalf of the Association and shall be responsible for keeping accurate accounts of all financial transactions and in conjunction with the other Signatory Officers for transacting the financial business of the Association but shall not personally be liable for any of the debts of the Association.
- b. The Treasurer shall request payment of all annual subscriptions due to the Association to be made on or about first day of November in each year.

- c. The rates of subscription to be paid each year in respect of each type of membership to the Association shall be proposed by the Committee to the members at the Annual General Meeting for their ratification or amendment.
- d. For any Member joining for the first time after 1st May in a given year, the rate of subscription for membership for that year shall be halved.
- e. The Signatory Officers shall be responsible for all financial transactions of the Association, two out of three being required to sign all cheques on the Association's bank account(s) and all other documents relating to the financial aspects of the Association's operation.

9. PROPERTY

- a. All items of stationery and other consumables, including all electronic or optical media whether or not containing data and any files, records or correspondence howsoever pertaining to the affairs of the Association, provided by the Association to any person, excluding any minutes of meetings provided to a member for their own record, are considered at all times to be the property of the Association and shall be returned to the Committee when so requested.

10. CODE OF CONDUCT AND ETHICS APPLICABLE TO MEMBERS

- a. The Association expects and charges all of its members to conduct themselves at all times in such manner as to not bring the Association and its good name into disrepute.

11. ALTERATIONS TO THE CONSTITUTION

No alteration or repeal of or addition to the rules of the Association shall be made otherwise than by resolution of the members at General Meeting carried by a majority of at least two thirds of the members voting thereon. Proposals for any such alteration, repeal or addition shall be put in writing to the Committee for submission as proper Notices of Motion to such meeting.

12. INTERPRETATION

The Committee shall be the final authority for the interpretation of the rules of the Association and of this Constitution.

13. DISSOLUTION OF THE ASSOCIATION

- a. In the event of the dissolution of the Association by agreement of at least two thirds of the members in General Meeting, all funds held by the Association shall be distributed to charities and worthy organisations, as shall be determined by the members then in attendance.
- b. There shall be no general refund of subscriptions to the members.

NOTE: * The application form for membership states that Members are required to abide by the Constitution/Code of Conduct, and adhere to UK/EU laws as outlined in the BAFEP Guidelines, both of which are published on the website.

Re Minutes of meeting on 28/9/00

The membership charges were agreed as:

General member	£25pa
Small business	£100pa
Medium business	£250pa
Large business	£500pa