



E.F.E.O.

European Federation of Essential oils

By-laws / EFEO Internal Rules

June 2014

The following **internal rules** on the eligibility of members, responsibilities and procedures as well as other issues have been adopted by the Board in accordance with Art.VI b 4th paragraph of EFEO's Statutes, revised version adopted by the General Assembly 30th June, 2014.

1. Composition of the Board

(1) Only the following individuals qualify as members of the Board, and may be proposed by the Board for election by the General Assembly or may be appointed by the Board during the current year under Art. VI b of the Statutes:

- a) owners and leading employees of individual EFEO members
- b) delegates/representatives from EFEO's member associations;
- c) Chairpersons of EFEOs committees if qualifying in accordance with a) or b)
- d) exceptionally: former Board members, no longer matching the criteria under a) or b), but whose particular knowledge and professional experience is deemed valuable.

In case of resignation from office or if the a.m. conditions of eligibility do not continue any longer the Board member loses his office with immediate effect. In the latter case or in case of actual need, the Board may appoint further members eligible under this paragraph.

Only members of the Board can be proposed for election as the President or Vice President. Board members must be ready and willing to assume responsibilities as the Vice President and President.

(2) Further to paragraph (1) first sentence, also EFEO member associations and individual EFEO member companies are entitled to propose an individual for a seat on the Board. Name and function of the candidate shall be communicated to the Board via the EFEO Secretariat by means of a formal application letter, confirming that the proposed person

- a) meets the criteria laid down in paragraph (1) lit (a) or (b) above,
- b) fulfills all other obligations and requirements allocated to members of the Board under the present By-laws/internal rules,
- b) particularly, will be capable and willing to regularly attend the meetings of the Board,
- c) will contribute to the work and will assume tasks and responsibilities as decided by the Board.



The Board shall decide on the basis of the application letter, under due consideration of the actual need of a completion of the Board. In case of a positive decision, the Board will proceed as outlined above in paragraph (1), first sentence.

2. Conduct of Board members

Board members are obliged to participate in Board meetings which have been agreed upon and fixed in due time in advance. In case of repeated non-appearance (three meetings without formal written apologies received by the Secretariat) the member shall be excluded from the Board. Before taking a decision, the Board shall adequately consider temporary extraordinary circumstances reflected in a formal explanation received from the Board member concerned.

3. Decision and Communication Procedures

The Board decides by a simple majority of votes. In case of physical meetings, the majority refers to the votes of those present; a quorum is only constituted if at least three quarters of the number of Board members are present. A Board member represented by proxy shall be regarded present.

Adoption and any amendment of these By-laws require a three quarter majority decision of the whole Board, and are subjected to the approval of the General Assembly.

Any Board member as well as the Secretary is entitled and encouraged to forward a subject for discussion and decision in the Board. President and/or Secretary may set an adequate deadline and decide upon a matter on the basis of the votes received in time. In case a vote, comment or response on a proposal has not been received on time, the Board member is assumed to have abstained from voting. No member shall re-enter into a discussion once a final decision has been made unless justified by new facts.

Any discussion within the Board should be strictly limited to the topic under discussion. For all communication, only the official Board member mailing list, as updated by the Secretariat, shall be used. Board members shall restrain from involving third parties in regular internal communication.

4. Executive committee

Under the chairmanship of the President, an “Executive committee” shall be established, acting as a steering committee, in order to implement matters quickly, and to propose and bring forward issues in an effective way. Competencies of the Executive committee i.a. are:

- to identify and propose candidates for election, re-election or appointment as Board members
- to identify and propose issues for the treatment and decision by the Board
- to implement issues and projects decided by the Board or by the General Assembly
- to identify issues to be delegated to the chairperson of a committee
- to propose matters concerning the EFEO policy for discussion and decision in the Board.

The Executive committee shall not exceed 5 members including President, Vice President, past President and the Secretary, one further member to be determined by the President.



Before submitting a decision for approval by the Board, the Executive committee decides by majority decision, the vote of the Secretary is regarded advisory.

5. Co-operation between Board and Secretariat

The Secretary is only bound to the decisions of the Board as such and to individual instructions issued by the President acting as a spokesperson for the Board. The Board shall abstain from involvement in matters of day-to-day business allocated to the Secretariat unless the nature of the case requires such an involvement by the President, acting as a spokesperson of the Board.

6. Competencies and responsibilities

The Board is responsible to formulate the general aims and targets of the Association and shall discuss and decide upon matters of a more general nature and /or of political concern. On decision of the Board, a specific matter (project, organization of a particular event, any other issue as decided by the Board, may be delegated to one or more Board members taking care of this matter completely and in their own responsibility . Results and recommendations as well as proposals for decisions shall be presented to the Board for approval.

The Secretary and the Secretariat implement decisions of the General Assembly as well as decisions of the Board in their own responsibility. Any day-to day business, including the regular member information or guidance to the individual members, and also including all matters of organization of e.g. meetings /events unless specifically allocated to a Board member, are in the Secretariat's responsibility.

Approved by the General Assembly held in Grasse, 30th June, 2014