



**EUROPEAN ORGANIZATION  
OF  
COSMETIC INGREDIENTS INDUSTRIES AND SERVICES**



**INTERNAL REGULATIONS**



**PREAMBLE**

The association UNITIS was created on September 17, 2002 to be effective on October 1, 2002 and will be declared to the Prefecture of Strasbourg.

Its purpose, in particular, is to promote and defend the European cosmetic ingredient industry by grouping together the manufacturers, the testing companies and the service providers.

In order to reinforce the effectiveness of the Association UNITIS' actions, it has appeared advisable to establish precisely its organization and operating methods.

Consequently, these internal regulations have been decided and submitted for approval to the constitutive general meeting, during its meeting of September 17, 2002.

## **TITLE I – MEMBERS**

It is recalled that membership of the Association is opened, as Founding or Active members, solely to any company legally incorporated according to the laws and customs of its country of origin which is established in the member countries of the European Union and/or of the Council of Europe, that are the industrial companies and service providers involved in cosmetic ingredients, without any other restrictions or reservations than those provided for by the law, the by-laws and these internal regulations.

The Association is also opened, as Corresponding members, to all companies of the same type established in other countries and satisfying the same conditions.

### **Article 1 : Loss of status of member per striking off for serious case**

The striking off for serious cause can happen at any time.

Prior to any decision to strike off a member of the Association for serious cause, the Board of directors shall explain to the said member, by registered letter with acknowledgement of receipt, the breaches of which it is accused and shall invite such member to present any explanation to the Board.

The member concerned may, within a period of fifteen days from the date of presentation of the above registered letter, either send a written statement, or ask to be heard by the Board.

The Board will then draw up a report which will be submitted to the extraordinary general meeting which has to decide upon the striking off of the member concerned. The decision of the extraordinary general meeting will be immediately applicable.

## **TITLE II – DUES**

### **Article 2 : Means of payment of the dues**

The annual dues are payable on the first day of each quarter of the calendar year.

In the case of admission of new members during the year, the annual dues will be as follows:

- admission in the first half of the year : total annual due
- admission in the second half of the year : half of total annual due.

## **TITLE III – ORGANISATION AND FUNCTIONING**

### **Article 3 : Executive Committee**

#### **3.1 – The Chairman**

The Chairman represents the Association in all acts of civil existence, and is vested with all powers for this purpose.

He acts on behalf of the Association in order to achieve the goals laid down by the by-laws and to apply decisions of the Board of directors to whom he gives account of his action.

He has in particular, the capacity to go to court with the authorisation of the Board of directors voting by a relative majority.

He chairs all the general meetings and, in the case of absence or illness, he is replaced by one of the Deputy Chairmen and, in the case of absence or illness of the latter, by the most senior in age of the Board members.

He governs the expenditure in accordance with the budget decided by the Association's general meeting.

The Chairman may, under his own liability and within the limits of the powers which are granted to him by law, the by-laws and these internal regulations, entrust to one or more directors or to third parties, whether or not members of the Association, all special mandates for one or more specific purposes.

#### **3.2 - Deputy Chairmen**

The Deputy Chairmen perform the missions which may be given to them by reporting to the Board, the Executive Committee or the Chairman and report to them.

They replace the Chairman in his duties in the case of the latter's impediment.

### **3.3 - Treasurer**

The Treasurer controls the execution of the expenditure and has the responsibility of the management of the funds.

He ensures that budget control is respected, the results of which are provided to the Board of directors.

He fulfils the obligations of financial information as regards the members of the Association to whom he presents, during the general meeting, the annual accounts and the budget of the ongoing financial year, as decided by the Board of directors, and his financial report.

He supervises the activities of the chief accountant, who keeps the accounts and prepares the statements of accounts and the elements necessary for the budget control.

At the close of the financial year, the chief accountant, under the Treasurer's liability, prepares the annual accounts and the budget for the coming financial year.

### **3.4 - Secretary**

The Secretary makes sure that all formalities concerning the association, and especially formal procedures concerning general meetings, are duly executed.

He has also the mission to watch over the respect of the by-laws and the internal regulations.

## **Article 4: General Secretariat**

The General Secretariat is responsible for implementing the decisions taken by the Board of directors and the Chairman.

He accomplishes all the formalities and acts that the Association is required to perform.

He draws up the minutes of the general meetings and the Board of directors' meetings, and in general, all written documents concerning the functioning of the Association.

He keeps the special register provided for in Article 5 of the law of July 1, 1901 and Articles 6 and 31 of the Decree of August 16, 1901.

He will assist the Chairman in his representation of the Association and his action on behalf of the Association as well as all the Board members.

He is in charge of organizing and following up the technical working groups.

He will participate under Chairman's delegation to the representation of the positions developed by the working groups vis-à-vis regulatory bodies.

He is also responsible for the provision of minutes by the working groups.

He has power of signature for correspondence under his responsibility.

## **Article 5 : General meetings**

The general meetings shall be convened at the Association's registered office.

On the Board of directors' decision, the general meetings will be able to take place in another place.

The convocation must be accompanied by:

- the agenda,
- the text of the resolutions,
- the financial report and the moral report,
- the annual accounts.

All the decisions are voted by a show of hands, with the exception of that concerning the appointment of the directors, which shall be voted by secret ballot, unless otherwise decided by the general meeting.

However, the secret ballot is automatically granted for all decisions if a member so requests.

## **Article 6: Working Groups**

The representation of each member in a working group may not be more than two delegates except specific situations after decision of the Board.

Outside persons may also be invited who have the necessary competence for the functioning of the working groups.

The working groups are responsible, at the Board of directors' request, for preparing files, examining all projects within his competence and giving it a reasoned opinion or making proposals.

The working groups meetings are the subject of a written report.

The liaison between the Board of directors and the working groups is provided by the Secretariat General.

## **TITLE IV - MISCELLANEOUS PROVISIONS**

### **Article 7: Confidentiality**

#### ***Stock Exchange Offences***

Given the content of the information likely to be delivered to members, the latter acknowledge that they are perfectly aware that any disclosure of confidential information might be likely to be censurable as stock exchange offences and/or insider trading.

Consequently, the members expressly undertake to respect strictly both the national and international regulations applicable in such cases.

Made in Paris,

On September 17, 2002