



**BRITISH FROZEN FOOD FEDERATION**  
**("the Company")**

**RULES**

These rules have been adopted by the directors of the Company in accordance with article 17 of the Company's articles of association ("the articles").

Unless the context requires otherwise the definitions in the articles shall apply to these Rules. For the avoidance of doubt, in these Rules:-

"Member" means Voting Members and Non-Voting Members

"Voting Members" has the meaning given in section 112 of the Companies Act 2006.

**MEMBERS**

**1. Membership**

1.1 There shall be 6 categories of membership and a business must belong to 1 of the 6 categories before they shall be admitted as a Member. No Member can be admitted in more than one category.

**Voting Members**

1.1.1. **Wholesalers:** Wholesaler and Wholesaler Buying Group Members shall be principally engaged throughout the year in the distribution of quick frozen foods to retailers and/or catering establishments not owned or controlled by themselves.

1.1.2. **Producers:** Producer Members shall be principally engaged throughout the year in the processing of quick frozen foods.

1.1.3. **Importers:** Importer Members shall be regularly engaged as "principals" in the importation of quick frozen foods.

1.1.4. **Brokers:** Broker Members shall not be engaged as principals, but as brokers or agents for the importation of quick frozen foods.

1.1.5. **Retailers:** Retail Members shall be substantially engaged in the sale of quick frozen foods to the public.

**Non-Voting Members**

1.1.6. **Associate Members:** Associate Members shall be firms engaged in the manufacture and/or distribution of equipment and materials used in the processing, distribution or storage of frozen foods or firms providing services to the frozen food industry.

1.2 Only Voting Members shall have the rights ascribed to members under the articles. Each Voting Member shall be entitled to 1 vote.

Contd.

## 2.

- 1.3 Non-Voting Members shall not have the benefit of any of the rights or benefits ascribed to the members within the articles and shall not be entitled to attend general meetings of the Company unless authorised to do so by the directors under article 27 of the articles. For the avoidance of any doubt, Non-Voting Members shall never be entitled to vote in respect of any issue or decision reserved for the members of the Company under the articles.
- 1.4 If a business wishes to become a Member they shall complete an application for which is available from the Company's head office. The application fee is £200, which is non-refundable and the application form must give the information specified on the form including the category of membership to which the business wishes to be admitted.
- 1.5 Applications for membership will be approved by the Head of Commercial and the Chief Executive who will keep the directors informed of new members and resignations. The directors shall delegate responsibility for approving an application for membership under the articles to the Head of Commercial and the Chief Executive who must unanimously agree in respect of such applications. If the Head of Commercial and the Chief Executive are unable to agree in relation to an application for membership the matter will be referred to the chairman of the board of directors whose decision will be final.
- 1.6 The Head of Commercial and the Chief Executive may reject applications for membership in their sole discretion but shall be obliged to reject an application for membership if the applicant does not comply with the criteria for the category of membership applied for, if there is any reason to suggest that the applicant will not be able to pay the membership fee or if there is any reason to suggest that the admission of the applicant as a Member would damage the reputation of the Company.

### **2. Committees**

- 2.1. In accordance with the articles the directors shall be entitled to delegate any of the powers conferred upon them to a committee or expert group and shall be entitled to form as many committees or expert groups as are required for the proper running of the Company. Notwithstanding the directors' rights to form and dissolve expert groups as they see fit, as at the date of the adoption of these Rules, the following expert groups shall be in existence:-
  - 2.1.1. Technical & Legislative Expert Group
  - 2.1.2. Health & Safety Expert Group
  - 2.1.3. Promotion Expert Group
- 2.2. Notwithstanding the directors' rights to form and dissolve committees as they see fit, the Audit Committee shall be in existence as at the date of the adoption of these Rules.
- 2.3. The directors shall make the rules of procedure for all committees and expert groups formed in accordance with the articles.

Contd.

### Expert Groups

- 2.4. The membership of the expert group shall be made up of Members of the Company who are considered to have the appropriate skills. Candidates from all categories of Membership shall be considered and the Chief Executive shall request those Members who he considers suitable candidates join the relevant group. A Member may request that they become a member of an expert group and the Chief Executive shall have the right to accept or reject their application in his sole discretion.
- 2.5. The expert groups are responsible for contributing to the effective running of the Company.
- 2.6. The expert groups shall be required to report to the board of directors through the chair of the expert group, if a director, or the Chief Executive at each meeting of the board of directors.
- 2.7. In considering the membership of the expert group the Chief Executive shall endeavour to avoid duplication of skill sectors and product categories and shall ensure that each member of the expert group possesses the necessary skills.
- 2.8. There shall be no quorum in respect of the expert groups and they shall be required to meet informally as often as required.
- 2.9. The expert groups are advisory groups only and should not engage in making decisions that might affect the running of the Company.

### Audit Committee

- 2.10. The Audit Committee shall meet two or three times per year and is responsible for recommending budgets for the Company, recommending the adoption of the quarterly and statutory accounts and liaising with the Company's external auditors on all matters that the board of directors may need to be made aware of.
- 2.11. Two members of the Audit Committee shall form a quorum. If a quorum is not present within 30 minutes of the start of a meeting then a valid meeting cannot be held and the meeting must be adjourned. If a member of the Audit Committee declares a conflict of interest in respect of an issue to be discussed they shall not be entitled to vote in respect of that matter.
- 2.12. The Audit Committee shall report to the directors when necessary and at least once a year through their chairman who shall become a director of the Company. The business of the Audit Committee shall be discussed at every meeting of the board of directors.
- 2.13. The membership of the Audit Committee shall include at least 2 Voting Members and 1 person who is neither a Voting nor Non-Voting Member of the Company but somebody who has a proven understanding of financial matters and is suitably qualified. There shall be no more than 5 members of the Audit Committee at any time.
- 2.14. Non-Voting Members shall not be permitted to serve on the Audit Committee.

4.

- 2.15. A director or a Member represented on the board of directors cannot serve on the Audit Committee save that a person who becomes a director by reason of him becoming the chairman of the Audit Committee shall not be required to resign from either role.
- 2.16. The members of the Audit Committee shall be elected by the Voting Members at a general meeting by a simple majority. The membership of the committee shall be reviewed by the Voting Members and members of the Audit Committee shall serve terms of a maximum of 3 years. At the end of each 3 year period the Voting Members shall be informed of the Audit Committee members who are standing for re-election and Voting Members shall be entitled to stand for election as a committee member or to nominate another Voting Member to stand for election as a committee member. A member of the Audit Committee may be re-elected for a second term, but shall only be entitled to serve a third term in exceptional circumstances where such approach is recommended by the directors.
- 2.17. The members of the Audit Committee shall elect a chairman and vice-chairman from amongst its membership, such chairman and vice-chairman shall be nominated by the Chief Executive. A majority of two-thirds of the persons present at the meeting at which such election is held is required to elect the chairman and/or vice-chairman. Only a Voting Member of the Company shall be entitled to be the chairman of the Audit Committee.
- 2.18. The chairman of the Audit Committee shall have a casting vote.
- 2.19. The Company's auditors shall be entitled to attend any meeting of the Audit Committee.
- 2.20. The chairman of each of the Technical and Legislative Expert Group and the Audit Committee shall become directors of the Company but shall be required to resign as a director if they are no longer the chairman of the relevant group or committee.
- 2.21. The chairman of the board of directors shall have the right to attend any meeting of any committee or expert group but shall not be entitled to vote in respect of any decision of the committee.
- 2.22. No committee or expert group can overrule a decision of the directors.
- 2.23. No Member shall be entitled to serve on more than one committee or group (or combination of).
- 2.24. The chairman of the board of directors shall not be entitled to be a member of any committee or expert group. If a member of a committee or expert group becomes the chairman of the board of directors they shall be required to resign their position as a member of the committee or group.
- 2.25. No committee or expert group shall contain more than 1 representative from the same company.
- 2.26. Following a meeting of a committee or expert group the minutes of that meeting shall be circulated to the members of the committee or group. The board of directors can request to see the minutes of any committee or expert group at any time. The minutes of a meeting of the Audit Committee shall also be made available to the Company's auditors.

contd.

### 3. Directors

- 3.1. No person shall be entitled to be a director of the Company unless they are a Voting Member or an approved representative of a Voting Member.
- 3.2. The board of directors shall be made up of the following 10 directors:
  - 3.2.1. The Chief Executive of the Company;
  - 3.2.2. The chair of the Technical & Legislative Expert Group;
  - 3.2.3. The chair of the Audit Committee;
  - 3.2.4. A retailer representative; and

In addition, the Company shall appoint 6 Directors from the Producer, Importer, Broker and Wholesaler categories of membership with a minimum of 2 Producer, Importer or Broker Members and 2 Wholesaler Members. The ideal make up would be one director from each of the following categories:-

- 3.2.5. Large producer;
  - 3.2.6. Medium size producer;
  - 3.2.7. Small producer;
  - 3.2.8. Major wholesaler;
  - 3.2.9. Wholesaling buying group; and
  - 3.2.10. Independent wholesaler.
- 3.3. A large producer shall be a Producer Member who falls into Band D for the purposes of membership subscriptions, a medium size producer shall be a Producer Member who falls into Band B or Band C and a small producer shall be a Producer Member who falls into Band A.
  - 3.4. If the Company does not receive enough nominations to enable the board of directors to be as outlined above the existing board of directors shall review the position and come to a decision as to how the board of directors shall be made up.
  - 3.5. The board of directors shall be reviewed at each annual general meeting and directors shall serve terms of a maximum of 3 years as agreed between the board and individual director other than the chief executive who is subject to annual review by the Board and any performance issues would be addressed by the Board, as they arose, or at the annual review and therefore the chief executive does not need to seek re-election.
  - 3.6. At each annual general meeting the Voting Members shall be informed of the directors who are standing for re-election, usually 3 directors, and of those Voting Members who are standing for election as a director. The Chief Executive and the board of directors shall nominate Voting Members to stand for election as a director. However, the Voting Members shall also be given the opportunity to nominate an individual to stand as a director. Each individual nominated by a Voting Member must be proposed and seconded and must, in the opinion of the board of directors, fulfil the necessary criteria to become a director of the Company. The board of directors shall have the right to block any nomination made by a Voting Member. Where more nominations than places available are received, a vote of the Voting Members shall be held and the replacement directors shall be elected by simple majority.

6.

- 3.7. Directors are entitled to be elected for a second term but shall only be entitled to serve a third term in exceptional circumstances where such approach is recommended by the directors by a simple majority.
- 3.8. No Member shall have more than 1 representative on the board of directors. If a director ceases to belong to a Member of the Company, or changes Member, then he shall resign his position as a director with immediate effect.
- 3.9. The directors shall at all times conduct themselves in line with the Trade Association Governance on General Management, which can be found at [www.taforum.org/ta-governance-pt-1-](http://www.taforum.org/ta-governance-pt-1-)
- 3.10. Directors' expenses shall only be paid if approved by the Chief Executive in his sole discretion.

#### **4. Meetings and the President**

- 4.1. The directors shall meet at least 4 times per year at times to be agreed by them and at meetings of the directors they shall discuss the following:-
  - 4.1.1. Agreeing the minutes of the last meeting;
  - 4.1.2. Outstanding action points from the last meeting;
  - 4.1.3. The Chief Executive's report;
  - 4.1.4. Commercial report;
  - 4.1.5. Promotional plan update;
  - 4.1.6. Lobbying and influencing activities update;
  - 4.1.7. Reports from the expert group meetings;
  - 4.1.8. Financial update;
  - 4.1.9. Issues raised by the Members;
  - 4.1.10. AOB.
- 4.2. There shall be at least 1 meeting of the Voting Members per year. The times of such meetings shall be fixed by the directors. The Voting Members shall receive 14 clear days notice of a meeting, which shall usually be held annually in November.
- 4.3. The President shall be the chairman of the board of directors unless another chairman is elected by the directors in accordance with the articles. The board shall have responsibility for proposing a President who shall be elected or re-elected by the Voting Members at the annual general meeting. The term of office for the President shall usually be 2 years but shall never be more than 3 years. The term of office for the President shall be decided by the board of directors in their sole discretion. Unless otherwise agreed, the term of office shall usually begin from the date of the annual meeting of the Voting Members.
- 4.4. As well as being the chairman of the board of directors, the President shall be the ambassador for the Company and shall use their best endeavours to promote the reputation of the Company.
- 4.5. The directors shall review, annually, without the Chief Executive present, the performance of the Chief Executive as part of a standing board item.

Contd.

7.

- 4.6. The directors shall review, annually, without the chairman present, the performance of the chairman as part of a standing board item.
- 4.7. The board of directors shall nominate one of the directors to be senior independent director who will deputise in chairing the board meeting if the chairman of the board of directors is unavailable and also chair the annual review of the performance of the chairman. The senior independent director shall be elected by the directors by simple majority for a period of time to be determined by the directors.
- 4.8. Annually, the directors shall formally review the company's financial budget, the annual subscription rates, the annual PR/Promotional plans and the performance of the Company against its strategic plans. At the time of such reviews the Chief Executive shall present the relevant papers and documents for approval by the directors and the board of directors shall determine the necessary action if targets are not being met.
- 4.9. Minutes of each meeting of the directors shall be made available to the Voting Members within 1 week of the meeting on the Company's website.

## **5. Subscriptions**

- 5.1. Membership shall be divided into bands as follows:-
  - 5.1.1. Band A – Turnover less than £5million
  - 5.1.2. Band B – Turnover of £5million or more but less than £10million
  - 5.1.3. Band C – Turnover of £10million or more but up to £25million
  - 5.1.4. Band D – Turnover of more than £25million
- 5.2. The directors shall set the membership subscriptions for each band of Member each year and such fees shall be reviewed annually in June.
- 5.3. Where a Member joins part way through a year the membership fee shall be calculated on a pro-rata basis rounded up to the nearest whole month.
- 5.4. Membership subscriptions for the whole year shall be paid by cheque, BACS or credit card on or before the 1<sup>st</sup> July each year, or on such later date of becoming a Member for the remaining part of the year.
- 5.5. If a Member fails to pay their subscription fee in respect of any year the board of directors reserves the right to remove them as a Member of the Company in accordance with the articles.

**Board Approved: 4<sup>th</sup> May 2016**