



Constitution of the Independent FFA Association

INTRODUCTION

The Independent FFA Association (IFFAA) was formed in 2023 to coordinate and promote the interests of *individuals* and *companies* active in or interested in Forward Freight Agreements (FFAs) and related freight derivative products.

1. NAME

The name of the association is the Independent FFA Association (hereinafter referred to as the 'Association') and may also be known as the IFFAA.

2. THE OBJECTIVES OF THE ASSOCIATION ARE

- To provide a venue for open and unbiased discussions on issues and developments in FFAs
- To foster and promote transparency, liquidity and fair competition across our markets
- To provide our members with coordination and a common voice in their dealings with exchanges, clearers and other key industry figures.

3. CARRYING OUT THE OBJECTIVES

In order to carry out the Association's objectives, the Committee Members have the power to:

- Co-operate with and support other Associations with similar or complementary objectives
- Communicate the interests of the members to industry bodies and figures
- Do anything which is lawful and necessary to achieve the Association's objectives.

4. MEMBERSHIP AND SUBSCRIPTION

- The Association shall have a membership. People who support the work of the Association, and are aged 18 or over, can apply to the Committee to become a member. New members after the initial intake will be voted in by the Committee

on simple majority. Membership lasts for one year and may be renewed by subscription

- To protect the privacy of our members, membership will not be open to members of the press
- The Committee will keep an up-to-date membership list. The membership list must detail:
 - The full name of the member
 - The full address of the member
 - A contact telephone number
 - An email address
- The Committee may remove a person's membership if they believe it is in the best interests of the Association. The member has the right to be heard by the Association before the decision is made and can be accompanied by a friend
- All members will be subject to the regulations of the Constitution and by joining the Association will be deemed to accept these regulations and codes of practice that the Association has adopted and will adopt from time to time
- Members will pay an annual subscription fee to cover costs of administration, events and any eventual content creation. This shall be of such sum as the Committee may from time to time determine. Details regarding subscription costs can be found on the IFFAA website
- Individuals shall not be eligible to take part in the actions of the Association or vote at general meetings unless the subscription has been paid and/or membership has been agreed by the Association Committee.

5. COMMITTEE

- The Association shall be managed by a Committee which is appointed at the Annual General Meeting (AGM) of the Association
- The Association must have the following Officers: a Director, a Chairperson, a Secretary and a panel of ten Honorary Officers. These Honorary Officers will consist of two representatives of each of the following: ship owners, charterers, operators, brokers and traders
- A Committee Member must be a member of the Association
- Any member may stand for election as a Committee Member
- The Committee will vote on these elections. At the first election, where necessary, those competing for Committee Member spots will be put to general vote

- A Committee Member may not appoint another member to act on his or her behalf at a meeting of the Committee
- The Chairperson and other Officers of the Association shall hold office until the conclusion of the next AGM of the Association after their election, but shall be eligible for re-election.

6. DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS

A Committee Member must cease to hold office if he or she:

- Ceases to be a member of the Association
- In the written opinion, given to the Committee, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Committee Member and may remain so for more than three months
- Resigns as a Committee Member by notice to the Association
- Is absent without the permission of the Committee members from all their meetings held within a period of twelve consecutive months and the Committee Members resolve that his or her office be vacated.

7. MEETINGS AND VOTES

- The Association will hold at least two meetings each year, the AGM and one other. Notice and agenda must be provided to all members
- Minutes must be made and kept of all meetings by the secretary. The secretary will also be responsible for coordinating the next meeting and notifying members
- There must be at least 50% of members present for there to be quorum
- At least three Committee Members must be present at the meeting to be able to take decisions
- The IFFAA acts by simple majority decision between the Committee
- Every Committee Member has one vote
- The Committee Members may make reasonable additional rules to help run the Association. These rules must not conflict with this Constitution or the law.

8. CONDUCT

The Committee has the right to terminate the membership of any Member who in the opinion of the Committee:

- Has failed to fulfil the requirements of proper professional and ethical standards in any material respect, including non-adherence to appropriate and common codes of conduct
- Is engaged in activities deemed to be detrimental or contrary to the objects or interests of the Association
- Seeks to push personal or company agendas. This Association is concerned only with the agenda of the market or the majority.

9. PRIVACY

Meetings of the IFFAA are considered private and confidential. Accordingly, membership is closed to members of the press.

10. CHANGES TO THE CONSTITUTION/WINDING UP

If the Committee Members consider it is necessary to change the constitution, or wind up the Association, they can do so with written resolution from all Committee Members. Committee Members must also call a General Meeting if they receive a written request from the majority of members. All members must be given notice and told the reason for the meeting. Minutes must be kept.

- Winding up - any money or property remaining after payment of debts shall be given to an Association with similar purposes to this one
- Changes to the Constitution - can be made at AGMs or General Meetings. A copy of the amended constitution and resolution adopting the changes must be in line with UK law.

11. WRITTEN RESOLUTIONS

A resolution in writing signed by all the Committee Members shall be as valid as a resolution passed at a Meeting.

12. MONEY AND PROPERTY

- Money and property received by the Committee must only be used for Association's administration, events, actions agreed upon by the Committee and production of any content
- Committee Members cannot receive any money or property from the Association, except to pay for administration of the Association or any reasonable out of pocket expenses, unless permitted by law

- The Director shall be responsible for arranging the accounts and audit.

13. COMPLIANCE

All participating members must take care to inform themselves of and comply with Competition Law and its requirements. Actions taken in an Association could be construed by competition authorities as part of a pattern of activity, constituting a competition infringement. The IFFAA and all members hereby agree to comply with the following:

- The IFFAA and all members must maintain strict compliance with Competition Law. The members and meeting attendees must at all times exercise extreme care to avoid not only violations of law, but also anything that might raise suspicion of such violations. The Chairperson will remind participants at the outset of each meeting that these competition law guidelines apply.
 - Participants cannot discuss, share, coordinate or agree on materially non-public information. This includes information on items such as the prices, investment plans, bidding, marketing, selection of customers, etc.

Examples:

DON'Ts

- No exchange of:
 - Specific commercial information
e.g. on specific product margins, profitability of specific segments, on individual customer relations, suppliers, individual transactions, individual agreements, specific pricing formulae, etc.
 - General (confidential) commercial information on the company's commercial conduct or its position in competition or its strategy
e.g. on company strategies on margins, procurement/personnel costs, cost structures, customers, internal price setting systems, discounts, contractual conditions etc.
 - Confidential financial information about third parties
e.g. liquidity, exposure, etc.
- No coordination of future strategies & investments
e.g. on costs, price negotiations, discounts, etc.), research and development expenditures

DO`s:

- Publicly available information
e.g. market knowledge, press articles/statements, etc.
- General, anonymized, aggregated data

e.g. statistics which are not company-related, etc.

- Information on standard market practices, trends or conditions or general market development without referring to specific company-related information e.g. general industry trends on how to embed certain business areas in general, general discussion of potential corporate structures, general exchange on products, industry challenges in general and potential causes, industry initiatives, etc.
- All participants must make sure to understand the full range of information not to be shared under UK Competition Law and comply with such. Any participants with questions should consult their own legal.
- No member shall be under obligation to act upon any advice, recommendation or decision emanating from the Association’s meetings.
- Conflicts of Interest. Whenever a Member has a personal or professional interest directly or indirectly in a matter to be discussed at a meeting, the Member concerned shall declare that interest at or before discussion begins on the matter
- The Director is responsible for maintain the Association’s registration with the Information Commissioner's Office (ICO)
- All members must adhere to General Data Protection Regulation (GDPR). In short, this means no discussion of specific information pertaining to companies or deals.

14. SETTING UP THE ASSOCIATION

This constitution was adopted on _____ by the people whose signatures appear below. They are the first Committee Members of the Association and will be the Committee Members until the AGM, which must be held within one year of this date.

Signed

Print name

