

# AVECIA

July 29, 1999

AVECIA INC.  
1405 Foulk Road  
P.O. Box 15457  
Wilmington, DE 19850-5457  
Telephone (302) 477-8000

Chemical Manufacturers Association, Inc.  
1300 Wilson Boulevard  
Arlington, VA 22209

Ref: Zeneca Inc. - Biocides  
CMA Membership

This letter follows my telephone conversation referencing a name change. As of July 1, 1999, Zeneca Specialties, of which Biocides is one of the businesses, was sold and a new independent company, Avecia Inc. has been formed.

Please make the following changes to our membership:

AVECIA INC. - BIOCIDES  
FIN 51-0390898  
DIN 074726402

ADDRESS: 1405 FOULK ROAD  
P. O. BOX 15457  
WILMINGTON, DE 19850-5457

PHONE: (302) 477-8000  
FAX: (302) 477-8252  
E-MAIL: michael.M.P.barone@avecia.com

Thanks,

Very truly yours,



Michael P. Barone  
International Sales Director  
Pool & Spa Products Business

CMA 175496

**Application for Membership  
CHEMICAL MANUFACTURERS ASSOCIATION, INC.  
(Founded 1872)**

The undersigned hereby makes application for membership in the CHEMICAL MANUFACTURERS ASSOCIATION, INC..

1. Name of Applicant Zeneca, Inc. - Biocides  
 Street Address 1800 Concord Pike City Wilmington State DE Zip 19897  
 P O Box Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_  
 Telephone Number 302/886-2977

2. Applicant is (please check one): individual ☐ partnership ☐ corporation ☒ joint venture ☐

3. (a) If applicant is an individual, state:

\_\_\_\_\_  
 (Name) \_\_\_\_\_ (Address) \_\_\_\_\_ (City/State/Zip)

(b) If applicant is a partnership, state for each partner:

\_\_\_\_\_  
 (Name) \_\_\_\_\_ (Address) \_\_\_\_\_ (City/State/Zip)

(c) If applicant is a corporation (or division or other unit thereof), state:

Zeneca, Inc. 1800 Concord Pike, Wilmington DE DE  
 (Name) \_\_\_\_\_ (Address) \_\_\_\_\_ (State of Incorporation)

Name of each parent corporation:

Zeneca, PLC

(d) If applicant is a joint venture, state:

\_\_\_\_\_  
 (Name) \_\_\_\_\_ (Address) \_\_\_\_\_ (State of Incorporation)

Name of each participant company in joint venture:

\_\_\_\_\_

4. (a) A significant portion of the applicant's business must be the "manufacture of chemicals" in the United States and/or Canada. "Manufacture of chemicals" is defined in Article III, Section 2, of CMA's Bylaws (see reverse side of application).

Approximate percentage of applicant's total sales dollar volume represented by chemicals corresponding to the CMA definition 100 %

(b) Date when such chemical operations and sales by applicant (or predecessor in interest) began: prior to 1993

5. Chemicals manufactured or caused to be manufactured by applicant:

Pool, spa chemicals,  
biocides

6. Percentage of chemical sales:

(a) Manufactured directly by the applicant: 33.3 %

(b) Manufactured for the applicant as a principal: 66.6 %

7. Principal chemical manufacturing plants of applicant or applicant's toll manufacturer in the United States and/or Canada located at:

|                                    |                                                                |
|------------------------------------|----------------------------------------------------------------|
| Location of applicant's facilities | Name and facility location(s) of applicant's toll manufacturer |
| <u>Zeneca, Mt. Pleasant, TN</u>    | <u>ICI, Charlotte, NC</u>                                      |
| _____                              | _____                                                          |
| _____                              | _____                                                          |

8. If elected to membership, we hereby accept and agree to be bound by the Bylaws of the CHEMICAL MANUFACTURERS ASSOCIATION, INC., including participation in the Association's Responsible Care program, and hereby designate:

James E. DiGuglielmo International General Manager  
 (Name) \_\_\_\_\_ (Title)

as the person who, until further notice in writing be given, shall represent applicant in all dealings with the Association.

Signature James E. DiGuglielmo Name James E. DiGuglielmo  
 Date 11/23/93 Title International General Manager

PROPOSED BY:

SECONDED BY:

CMA 175497

|                                              |                                    |
|----------------------------------------------|------------------------------------|
| Member <u>ICI AMERICAS INC. (ICI Paints)</u> | Member <u>Eastman Chemical Co.</u> |
| Name <u>John R. Danzeisen</u>                | Name <u>Ernest W. Deavenport</u>   |
| Title <u>Chairman</u>                        | Title <u>President</u>             |
| Signature <u>[Signature]</u>                 | Signature <u>[Signature]</u>       |

## ARTICLE III

### MEMBERSHIP

#### Section 1. General Intent

Membership in the Association shall be open to all chemical manufacturers in the United States of America, or Canada, who qualify under the criteria set forth in Section 2 below. Where any such manufacturer is part of a larger organization, its membership will normally be in the name of the organization's chemical manufacturing unit; it is not intended that interests unrelated to the organization's chemical manufacturing activity would normally be represented at Association meetings or otherwise participate in its activities.

#### Section 2. Qualifications for Membership

Any individual, partnership, joint venture, corporation, division, or other unit of a corporation that as a significant portion of its business manufactures or as a principal causes to be manufactured chemicals in the United States of America, or Canada, shall be eligible to membership in the Association. To qualify, an applicant must have been itself or through a predecessor in interest engaged in such chemical manufacturing activity for at least one year. The term 'manufacture of chemicals' shall include mixing, formulating, and compounding operations as well as those operations involving a change in chemical structure.

#### Section 3. Application for Membership

Application for membership in the Association shall be made in writing on a form approved by the Board of Directors which shall be signed by the applicant, and by two members of the Association as sponsors, and shall state: (1)(a) if the applicant is an individual, his name and address; (b) if the applicant is a partnership or joint venture, the name and address of each partner or participant; (c) if the applicant is a corporation (or a division or other unit thereof), its name, address and place of incorporation; (2) the locations of the applicant's chemical manufacturing plants in the United States of America, or Canada; (3) the kinds of chemical products manufactured or caused to be manufactured by applicant; and (4) that applicant accepts and agrees to abide by the Bylaws of the Association.

#### Section 4. Election of Applicants

The Membership Committee shall consider each application for membership and submit to the Board of Directors its report on the eligibility of the applicant. It shall also include, in its report on an eligible applicant, its recommendations with regard to the desirability of electing said applicant to membership; provided, that competitive considerations may not be a factor in the formulation of such recommendations. After the Membership Committee shall have reported that an applicant is eligible for membership, such applicant may be elected to membership by a majority vote of all members of the Board of Directors. Following election to membership, notice thereof shall be mailed to the applicant and to all other members of the Association by the Secretary, and upon payment of the entrance fee and membership fee the applicant shall become a member of the Association.

Upon the request of the Membership Committee, any applicant for membership or member of the Association shall furnish information specified by the Committee relating to its existing or continuing eligibility for membership in the Association. Any applicant which is considered ineligible or is not elected to membership shall be given written notice thereof, together with opportunity to appeal such decision to the Board of Directors within thirty (30) days.

#### Section 5. Obligation of Membership

It shall be an obligation of membership to participate in the Association's Responsible Care Program as that program is defined by the CMA Board of Directors.

#### Section 6. Withdrawal

Any member may, upon payment of any unpaid obligations to the Association, withdraw from membership at any time by giving at least thirty days' advance written notice thereof to the President or the Secretary.

#### Section 7. Suspension or Expulsion

Any member, after having been provided with a copy of the charges against him and granted a reasonable opportunity to be heard, may, by a two-thirds vote of all the members of the Board of Directors, be suspended for a limited time or expelled from membership for violation of the Bylaws or for conduct prejudicial to the best interests of the Association.

#### Section 8. Termination

Unless expressly waived by a two-thirds vote of all the members of the Board of Directors, the membership of any member, and all rights and privileges thereof, shall immediately terminate in the event such member shall cease to meet the qualifications for membership prescribed in Section 2 of this Article. It shall be the duty of each such member to give prompt notice in writing to the President or the Secretary of any change in ownership or activities affecting the qualifications for membership of such member.

## ARTICLE IV

### FEES

#### Section 1. Entrance Fees

Each member-elect upon receipt of notice of election shall, as a condition of membership, pay an entrance fee of an amount to be determined by the Board of Directors from time to time, in addition to the annual membership fee hereinafter provided.

#### Section 2. Annual Membership Fees

After June 1, 1956, each member shall pay an annual membership fee as determined by the Board of Directors within such maximum and minimum limits as it shall prescribe and based upon the actual or estimated total chemical sales of the member for the preceding calendar year, provided that the annual membership fee of a member elected subsequent to the beginning of any fiscal year shall be one-twelfth the amount otherwise due for that year multiplied by the number of full calendar months remaining therein; and provided further that administrative interpretations of the application of this Section shall be issued upon approval of the Board of Directors.

#### Section 3. Arrears

Any member failing to pay his entrance or annual membership fee within thirty days from the time it becomes due, shall be notified by the Treasurer and if payment thereof is not made within the succeeding thirty days, such member shall be reported to the Board of Directors as in arrears, and, if so ordered by the Board, shall be dropped from membership and thereupon shall forfeit all rights and privileges of membership.