



By-laws FCSI EAME according to the members assembly decision of 04-08-2017

Preamble

The FCSI was founded as "Foodservice Consultant Society International" in the mid-50s in the US. The decisive factor was the need to establish quality standards for consultants and planners of the Hospitality Industry, since the term "Consultant" was (and is) not protected worldwide. Today the FCSI connects more than 1,300 members in over 40 countries and five continents worldwide. They are not only recognized experts of their respective fields. The nationally and internationally active FCSI Consultants bring their visions together to do their best in the interest of the client.

1. Name and Head Office

The association is named "FCSI EUROPA-AFRIKA-MITTLERER OSTEN" with the addition "e.V." (FCSI EAMO) and has its head office in Bonn registered under the number VR 8466 in the Register of Associations.

The association is governed by German associations law/corporate law.

2. Objective and Goal

2.1 The objective of the association is to promote

- awareness of the services of its members with clients and
- in the industry, with special focus on the hospitality industry and the food industry
- awareness of career guidance in Europe-Africa-Middle East
- as well as recognition of the professional achievements of its members
- public awareness of the by-laws objectives

2.2 The objectives are achieved in particular by

- representation of interests to government and legislators to improve the environment of the hospitality industry and the food industry
- establishment and maintenance of relationships with client organizations
- maintenance of relationships with other industry groups
- promotion of experience and opinion exchange between members
- promotion of awareness on ethical issues in the industry
- publication of information for and in the interest of members
- initiation of certification programs
- promotion of achievement of basic knowledge
- initiation and promotion of further training measures
- creation and maintenance of an Internet presence
- promotion of a new generation of qualified consultants
- promotion of social responsibility in the hospitality, tourism, food and steel industry.

3. Memberships, qualifications, rights and obligations

3.1. General requirements

- Each member is also a member of the Foodservice Consultants Society International Inc. USA with head office in the US (FCSI worldwide).

- Persons or companies who head a purely commercial enterprise are excluded from membership.
- The admission of a new member is determined by the FCSI EAMO or, insofar as these exist, by the national unions.
- The membership of a member is determined by the law of the place of domicile of the new members and is based on the minimum requirements of worldwide standards.

FCSI EAMO has the following five main groups of memberships.

1. Consultant Member
 - a. Professional Member
 - b. Senior Consultant
 - c. Junior Consultant
 - d. Emeritus
2. Allied Member
 - a. Corporate Member
 - b. Individual Member
3. Affiliate Member
 - a. Corporate Member
 - b. Individual Member
 - c. Association and Union Member
 - d. Universities with respect to the by-laws objective
4. Student Membership
5. Honorary Member

The Board of Directors of FCSI EAMO or a National Association may, according to requirement, confer an honorary title to a member.

All members must profess to the current Code of Ethics and Code of Conduct.

Honorary members have free membership. The Board of Directors decides on the status of honorary member.

3.2. Consultant Member

Single Consultant Member

With the exception of Emeritus members and student members, individual membership is limited to individuals, whose main activity corresponds to a typical consultancy activity.

The qualifications, rights and privileges for each membership category are the following.

3.2.1 Professional member

Qualifications and duties

Must be verifiable that they have a high level of expertise and knowledge in the following areas:

- hotels, restaurants, large-scale catering and related businesses
- management of consulting assignments

- vocational specialisation
- Managing Directors

From time to time the Board of Directors re-determines and republishes these skills and knowledge requirements by taking into account the opinions of members.

These requirements and standards are adapted and transferred to the national unions.

The member must demonstrate having experience of over two years' experience of active consultancy work and project responsibility.

Must have proven references from at least three clients.

Must provide recommendations from at least two professional members (no employers, partners or employees). This can either be recommendations of members who know the candidate or be the result of an interview.

Must comply with the requirements concerning continuous professional development, such as those proposed by the CPS (Council of Professional Standards) and approved by the global FCSI Board of Directors.

Rights

The member

- a. is entitled to use the initials "FCSI" after their name, as well as to use the FCSI Seal
- b. has voting rights in motions and voting rights in elections
- c. is elective in all bodies and to all positions

3.2.2 Senior Consultant (Associate Member)

Qualifications and duties

The member

- a. Must be verifiable that they have a high level of expertise in the following areas:
 - hotels, restaurants, large-scale catering, tourism and related businesses
 - management of consulting assignments
 - vocational specialization
 - Managing Directors
 - Code of Ethics
- b. Must demonstrate over one year's responsibility for the project
- c. Must provide proven references from at least two clients.
- d. Must provide recommendations from at least two professional members (no employers, partners or employees). This can either be recommendations of members who know the candidate or be the result of an interview.
- e. Must follow the FCSI Code of Ethics

Rights

The member

- a. has voting rights in motions and voting rights in elections
- b. is not elective in bodies and to positions

3.2.3 Associate Member

Qualifications and duties

The member

must be active in a function at the time of request, which serves as partial qualification for a higher Consultants Category

Rights

The member

- a. has no voting rights in motions
- b. has not voting rights in elections
- c. is not elective

3.2.4 Emeritus Members

Qualification and duties

The member

- a. must be a professional member in retirement
- b. may not be employed in any way
- c. may not participate in presentations
- d. may not be active for commissions for themselves or any company

Rights

The member

- a. is entitled to use the designation "EFCSI" after their name
- b. has no voting rights in motions
- c. has no voting rights in elections
- d. is not elective to the Board of Directors

3.3 General qualifications and duties

There are two categories of Allied Members: Individual and Corporate Members.

Allied Membership is

- for companies and individuals that sell goods or services, for companies and individuals that produce and/or provide services which are in connection with the foodservice/hospitality industry
- a combined interest in the issues, information and organizations for the food service or hospitality industry consultancy sector.

3.3.1 Corporate Member

Qualifications and duties

The member

- a. must be connected to the hotel, catering, large-scale catering establishments and related species.
- b. must identify with the objectives of FCSI

Rights

The member

- a. has no voting right in motions
- b. has no voting rights in elections
- c. is elective to the Board of Directors - but not to the positions of President or Treasurer
- d. can designate two individuals as their representatives.
- e. has no voting rights in motions. The member can only designate itself and other allied members as candidates for the Board of Directors.

3.3.2 Individual Member

Qualifications and duties

The member

- a. must be connected with the hotel, catering, large-scale catering, tourism and related businesses
- b. must identify with the objectives of FCSI

Rights

The member

- a. has no voting right in motions
- b. has no voting right in elections
- c. is elective to the Board of Directors, but not to the position of President or Treasurer

3.4 Affiliate Member

Qualifications and duties

The member

- must be active in corporate governance, management, training and/or science, and
- must be connected to the hotel, catering, large-scale catering establishments and related species.

Rights

The member

- a. has no voting right in motions
- b. has no voting right in elections
- c. is elective to the Board of Directors (but not in the position of President and Treasurer) and to other bodies

3.5 Student Member

Qualifications and duties

Must study at an accredited higher technical college, university of applied science or an economic academy etc. in an area of the by-laws objectives

Rights

The member

- a. has no voting right in motions
- b. has no voting right in elections (active elective franchise)
- c. is not elective to any position (passive elective franchise)

3.6 Acquisition, termination, demotion and revaluation of the membership

3.6.1 Acquisition

Applicants for membership must present an application for admission to the Board of Directors

3.6.2 Termination

- (1) Membership is terminated by:
 - a) withdrawal of the member
 - b) removal of the member
 - c) deletion from the membership list
 - d) death of the member, or dissolution of the legal person
- (2) Withdrawal may be explained by the Member only by written notice to the Board of Directors within a deadline period of three months to the year-end.
- (3) Removal of the member can be decided after consultation with the Board of Directors,
 - a) if the member has violated the interests of the Association
 - b) for non-compliance with statutory responsibilities
 - c) for disregarding the directives of the bodies of the association or
 - d) due to dishonorable actions

A member who is more than six months in arrears with the membership due and has not paid despite an initial reminder is deleted from the membership list.

The reminder can be made by email.

Each member proposed for removal is entitled to request a written justification for the removal and a written invitation with the date, time and place for a hearing before the Board of Directors.

At the hearing, the member is entitled personally to be represented or to be represented by a counsel, to submit evidence and present rebuttal witnesses.

3.6.3 Association penalties

The Board of Directors always has the right to decide the association penalties for the misconduct of a member against the association. The member concerned shall be consulted before the association penalties are imposed.

Association penalties are:

- complaint, reprimand, admonishment, warning
- removal from the association, also terminable

- (temporary) suspension of offices

Penalties can also be supplemented to legal penalties.

4. National unions

By a decision of two-thirds (2/3) of the votes present on the occasion of any quorate meeting the members of the Board of Directors may grant the right to establish an independent national union, provided that at least five members of a same geographical region or same nation request the establishment of such a national union.

This national union is committed to follow the guidelines of the EAMO Board of directors.

All members of a national union are members of the FCSI EAMO. All members who live in the area of such national union will be associated with the respective national union.

Each national union enters into a cooperation agreement with FCSI EAMO. The admission of new members is determined exclusively by this national union.

Each member that discharges their contribution to FCSI EAMO or to a national union shall be entitled to attend meetings of other national unions under payment of the participation fee to the organizing national union.

By a decision of two-thirds (2/3) of the votes present on the occasion of any quorate meeting, the Board of Directors can revoke the existence of a national union by naming the grounds for revocation.

5. Bodies

The association has the following bodies

- executive board
- board of trustees
- general meeting

5.1 General Meeting

The general meeting of EAMO shall take place every two years and it will be integrated as part of the EAMO Congress, unless the worldwide Congress takes place in National Europe, Africa or the Middle East.

The general meeting is the highest body and it holds the following responsibilities exclusively:

- approval of the minutes of the last general meeting
- approval of the annual financial statement/statement of accounts
- discharge of the executive board
- dismissal of the executive board
- change of the Articles of Association
- dissolution of the non-profit association



Members of the executive board may only be dismissed during their time in office by issuing a proper termination notice in accordance with the applicable labor laws.

The invitation must be sent by e-mail 21 days prior to the general meeting stating place and time of the meeting. The agenda must be disclosed together with the invitation.

If the general meeting takes place prior to the month of April, then the approval of the financial statement, bookkeeping and the auditor's report may be obtained by e-mail.

The majority of replies received decide on the approval.

Extraordinary meetings can be called in either by decision of the executive board or on request of at least one-fifth (1/5) of all EAMO members. This request must be addressed to the executive board in writing.

During general meetings, resolutions are adopted by the majority of members present, who are eligible to vote.

The following resolutions require a majority of two thirds (2/3):

- dismissal of a member of the executive board
- contracts or mergers with other organizations
- changes of the Articles of Association

A unanimous vote is required for the dissolution of the non-profit association.

Votes can be transferred. However, each member can only accept one vote transfer. Voting by written circular procedure is permissible.

The Executive Board must receive any notice of transfer of votes 14 days prior to the meeting.

5.2 Executive Board

5.2.1 Responsibilities

The Executive Board must primarily assume the following responsibilities:

- it manages the ongoing business of the non-profit association
- it decides on all business of the non-profit organization, unless the business is subject to approval by the general meeting
- it executes the resolutions, the general meeting adopted
- it confirms new memberships
- it calls in the general meeting
- it plans and executes activities of the non-profit association in agreement with the Articles of Association and the resolutions adopted by the general meeting
- it hires a Managing Director, who covers the administrative area of the non-profit associations and who is not a member

5.2.2 Composition of the Executive Board

The Executive Board is composed as follows:

- the Chairperson
- the Deputy Chairperson
- the Treasurer
- the Past-Chair, not the immediately prior president

The Board of Trustees is composed as follows:

- one representative of the national association
- two professional (active) members as representatives of members, who are not organized in a national association
- one representative of the allied members

With the exception of the allied members, each candidate must be a professional (active) member.

The representative of the allied members must be an allied member.

Every national association with more than 50 members has one additional vote. Therefore, the respective representative of the national association can vote with a maximum of two votes. Consulting firms or allied members can only send one representative to sit on the Executive Board.

The Chairperson and the Treasurer as representative of FCSI EAMO are each authorized to represent the non-profit association alone.

Chairperson and Treasurer form the Executive Board in accordance with Section 26 of the German Civil Code (Bürgerliches Gesetzbuch (BGB)) and they represent the non-profit association in and out of court. Each is authorized to represent the non-profit association alone.

Internally, the Treasurer is only authorized to sole representation, if the Chairperson is hindered.

The Executive Board adopts its own rules of procedure.

The members of the Executive Board shall only be liable for intentional acts and gross negligence.

The Executive Board may engage assistants in accordance with Section 57 of the Tax Code (Abgabenordnung).

5.2.3 Election of the Executive Board

Chairperson and Treasurer are elected by the Executive Board during a meeting before the next general meeting.

The members are notified thereof no later than 21 days prior to the meeting, which votes and adopts the resolution. The candidate is elected, who receives the majority votes of Professional & Senior Associate members, during the meeting, which is quorate.



Solely Professional and Senior Associate members are authorized to elect and to vote. The election of the Board of Trustees is respectively from the nominations of the FCSI EAMO Units.

Vacant position can be added during each Executive Board meeting, if one Executive Board member is absent for prolonged periods. This replacement is provisional until a resolution on the provisional member is adopted during the next general meeting.

Only chairpersons / past-chairs and former chairs of national associations may run for Chairperson of the Executive Board; representatives of the UMC (Unified Members Category – members without their own national association) should be on par with chairpersons of national associations.

Every national association elects its representative to the European Executive Board.

The representative of allied members is suggested only by the allied members. The names of candidates are confirmed by the Executive Board. The allied members are notified thereof no later than 21 days prior to the meeting, which votes and adopts the resolution. The candidate is elected, who receives the majority votes of allied members, during the meeting, which is quorate.

Solely corporate members are authorized to elect and to vote. They elect representatives from among themselves.

The election of the Board of Trustees is respectively from the nominations of the FCSI EAMO Corporate Membership.

5.2.4 Term of Office

Chairperson and Treasurer are 2 years in office. He/she may be re-elected once

5.2.5 Vacant Post

With the exception of Treasurer, the Chairperson can personally hold any vacant position for the remainder of the election period until the next general meeting makes a decision.

5.2.6 Board Meetings

The Executive Board shall meet no more than twice annually. The Executive Board sets time and place. The Executive Board sends out invitations to these meetings at least 21 days beforehand. Extraordinary meetings can be called in at any time

5.2.7 Compensation of Board Members

The Executive Board members do not receive any compensation. Solely travel costs, accommodations and meal allowances are paid as expense reimbursement.

5.2.8 Management

The Executive Board is authorized to appoint a non-member as Managing Director and to assign him/her responsibilities for administrative tasks specified in the employment contract for the Managing Director.

5.2.9 Advisory Board

1. The non-profit association has an Advisory Board comprised on one to eleven members.
2. Members of the Advisory Board can be members and non-members of the non-profit association.
3. The Advisory Board elects from among its members the Chairperson and his/her Deputy.
4. The Advisory Board is quorate with the members attending the meeting.
5. The Advisory Board meets for work meetings as needed and it must invite the Executive Board to these meetings in writing or electronically.
6. The Advisory Board defines its recommendations for the Executive Board.
7. The Advisory Board reports about its work to the Executive Board and the general meeting.

6. Taxes and Finances

6.1 Fiscal Year and Audit

The fiscal year is the calendar year.

The general meeting elects from among its members two auditors for a term of 2 years. These may not be members of the Executive Board.

The auditors are responsible for reviewing the annual financial statement and for reporting their findings to the general meeting in writing.

The audit report must be submitted to the Executive Board no later than 4 weeks before the general meeting.

6.2 Dues and Costs

The Executive Board sets the dues within the framework of EAMO. The national associations have the right to collect additional dues.

6.3 Finances

The assets of the non-profit association may only be used for matters of the FCSI EAMO.

7. Honor Code

The non-profit association submits itself to an honor codex, which is attached to these Articles of Association as Annexes I and II.

8. Online Procedure

- (1) All meetings and sessions of the individual bodies of the non-profit association can be held as actual meetings or as virtual meetings via electronic media, which includes an online or video conference system.
- (2) In the event of virtual meetings, the respective meeting will be held in chatroom, accessible only to members in possession of identifying data and a separate password. Passwords for the respective meeting are sent by e-mail.
- (3) In the event of Executive Board meetings and general meetings, the Chairperson of the Executive Board decides on the online process. In the event of Board of Trustee meetings, the Chairperson of the Board of Trustees makes the decision.
- (4) Invitations to any sessions, meetings and for resolutions can be sent via e-mail. The votes of participating members must be archived in paper form.
- (5) All e-mails sent are deemed effectively delivered, if these were sent to the last e-mail address told to the Executive Board.

9. Dissolution of the Non-Profit Association

The Executive Board is in charge of the liquidation of the non-profit association, unless the general meeting appoints other liquidators.

By-laws in the version according to the members assembly decision of 04-08-2017