



FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL
EUROPE-AFRICA-MIDDLE EAST

Schloßstraße 38
D-40477 Düsseldorf

Phone: +49 (0) 211 482425

Fax: +49 (0) 3322 241544

eMail: info@fcsieurope.org

1. Name and Domicile

Under the name of

FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL EUROPE-AFRICA-MIDDLE EAST E. V.
(FCSI EAME) with domicile in Bonn. A Society pursuant to the German Law of Societies.

2. Objectives

2.1.1 The purpose of the society is to support

- The widely known services executed by professional members in order to increase customers awareness in hospitality business and
- in the food service industry
- Overall awareness of professional consultancy in Europe, Africa and Middle East
- As well as the recognition of the achievements performed by its members

2.1.2 The targets of the society are to:

- Establish and maintain communication with client based associations
- Maintain of communication with other industry groups
- Encourage the exchange of ideas and experience between members
- Support ethical industry practices
- Disseminate information that is useful or interesting to members
- Establish accreditation programs
- Support the base knowledge
- Establish and support the further education programs
- Establish and maintain the web-site
- Ensure the future supply of qualified consultants
- Support social responsibility in the foodservice industry

3. Membership

3.1 General requirements

Every member of FCSI EAME is also a member of the Foodservice Consultants Society International Inc., with Headquarters in USA (FCSI Worldwide). The admission of new European members, however, is totally handled within FCSI EAME or their local units, if any. However, membership of a member is always determined by the country of domicile of a European member ensuring that the requirements meet the Worldwide minimum standards.

FCSI EAME shall have four primary classes of members:

- Consultant Members
- Allied Members
- Affiliate Members
- Student Members

The Board of Trustees or the local units may bestow an honorary title upon a member if deemed appropriate.

3.2 Consultant Members (MAS and design)

3.2.1 Consultant Members

Individual Consultant membership, with the exception of Emeritus and Student Members, is limited to individuals whose main activity is in a capacity typically associated with consulting activities.

Consultant qualifications, rights, and privileges for each individual consultant membership classification are as follows:

3.2.1.1 Professional Member

Qualifications

a. Shall demonstrate a high level of competence in and knowledge of the following:

- The Foodservice and Hospitality Industry
- Consulting Assignment Management
- Associated Professional Activity
- Business Management
- FCSI Code of Conduct

The Board of Directors shall from time to time, and following consultation with members determine and publish these competency and knowledge requirements and standards

These requirements and standards will be interpreted and implemented at a local level.

- b. Shall have been active as a consultant with assignment management responsibility for a minimum of two years.
- c. Shall have provided satisfactory references from a minimum of three clients.
- d. Shall have been supported in their application by two existing Professional Members (not being their employer, employee or partner). This support may either take the form of references from members with knowledge of the applicant or by interview.
- e. Shall fulfil continuing professional growth requirements, as set forth by the CPS (Council of professional Standards) and approved by the FCSI Board of Directors.
- f. Shall comply with the FCSI Code of Conduct.

Rights and Privileges

- a. Professional Members shall have the right to use the initials "FCSI" after their name and the FCSI seal.
- b. Professional Members shall have the right to vote on issues requiring a membership vote.
- c. Professional Members shall have the right to serve as an Officer and Trustee.

3.2.1.2 Senior Associate Member

Qualifications

a. Shall demonstrate the required level of competence in and knowledge of the following:

- The Foodservice and Hospitality Industry
- Consulting assignment management
- Professional Specialist
- Business Management
- FCSI Code of Conduct

- b. Shall have been active as a consultant with assignment responsibility for a minimum of one year.
- c. Shall have provided satisfactory references from a minimum of two clients.
- d. Shall have been supported in their application by two existing Professional Members (not being their employer, employee or partner). This support may either take the form of references from members with knowledge of the applicant or by interview.
- e. Shall comply with the FCSI Code of Conduct

Rights and Privileges

Senior Associate Members shall have the right to vote on issues requiring a membership vote. They shall not have the right to serve as an Officer or Director.

3.2.1.3 Associate Member

Qualifications

Currently employed in a capacity that can serve as partial qualification for more advanced membership. Shall comply with the FCSI Code of Conduct.

Rights and Privileges

Associate Members may not vote or serve as an Officer or Director.

3.2.1.4 Emeritus Member

Qualifications

Professional Member who has retired from active practice and no longer is involved, in any way, in the sale of projects through his or her personal intervention. An Emeritus Member may not solicit business, or in any way attend presentations in the active pursuit of commissions for himself/herself or any firm.

Rights and Privileges

Emeritus Members may use the designation "EFCSI". They shall not have the right to vote or serve as a member of the Board of Trustees.

3.3 Allied Members

General Qualifications

Allied membership classes are available to companies and individuals that are in foodservice/hospitality related businesses and that express an interest in the issues, information and associations common to the foodservice/hospitality consulting field.

There shall be two categories of Allied Member:

- Corporate Members (firms)
- Individual Members (persons)

General Rights and Privileges

Allied Members may not vote. Allied Members may serve as a Director but not as an Officer.

3.3.1 Corporate Member

Qualifications

Corporate Members must be allied with the Foodservice/Hospitality Industry and evidence a desire to affiliate with FCSI in its stated objectives.

Rights and Privileges

Corporate Members may designate two individuals as their representatives.

3.3.2 Individual Member

Qualifications

Individual Members must be allied with the Foodservice/Hospitality Industry and evidence a desire to affiliate with FCSI in its stated objectives.

3.4 Affiliate Members

Qualifications

Affiliate membership is available to companies and individuals that operate, manage or provide professional services or education relating to the management of foodservice or hospitality facilities.

Rights and Privileges

Affiliate Members shall not have the right to vote. They may serve as a Director but not as an Officer.

3.5 Student Members

Qualifications

Student membership is available to students attending an accredited institution of higher learning and enrolled in a foodservice or hospitality related course of study.

Rights and Privileges

Student Members shall not have the right to vote. They may not serve as a Director or an Officer.

3.6 Admission, Reclassification and Reinstatement

3.6.1 Admission

The FCSI Board of Directors shall adopt policies and procedures regarding the admission, reclassification and reinstatement of members.

3.6.2 Resignation

Any non-aligned member may resign with the Board of Trustees.

3.6.3 Termination

Termination of membership may be effected:

- a. By acceptance of resignation submitted by the member.
- b. By the FCSI EAME for:
 - Non payment of dues or assessments after notice as provided in the dues and assessments policy adopted by the FCSI Board of Directors
 - Conduct contrary to the Bylaws or Code of Conduct, after review and vote by two-thirds (2/3) majority of the Board of Trustees of FCSI EAME present at a meeting at which there is a quorum.

Any member whose expulsion is proposed shall be entitled to receive a written statement of reason or reasons for the proposed expulsion and written notice of the date, time and place of a hearing before the FCSI Board of Trustees. At that hearing, the member shall be entitled, either in person or by counsel, to present evidence and to cross-examine witnesses.

3.6.4 Reprimand

By affirmative vote of two-thirds (2/3) of the members present at a meeting, the Board of Trustees may reprimand a member for acts contrary the society.

4. Local Units

By affirmative vote of two-thirds (2/3) of the Board of Trustees of FCSI EAME at a meeting at which there is a quorum present, the Board of Trustees of the FCSI EAME may grant Local Unit status to FCSI members who reside in the same geographical area or in the same country, provided such future local unit has a minimum of five professional members. Local Unit status shall be granted pursuant to guidelines adopted by the Board of Trustees of FCSI EAME. All Local Unit members are members of FCSI EAME. All FCSI members residing in a Local Unit will automatically be members of such Local Unit.

Each Local Unit shall enter into a Local Unit Affiliation Agreement with FCSI EAME. The admission of new local unit members is totally handled within the respective local unit.

Should an FCSI member already paying dues to FCSI EAME or in their country of domicile wish to attend a meeting of another local unit, he or she may do so on payment of the cost of attendance at that meeting to the organizing local unit.

By affirmative vote of two-thirds (2/3) of the Board of Trustees of FCSI EAME at a meeting at which there is a quorum present, the Board of Trustees may withdraw the recognition of a Local Unit by stating the reasons for withdrawal.

5. Governing Body

5.1 Business Meeting

The Business Meeting of FCSI EAME shall be the highest body with the following exclusive duties:

- Approval of Minutes of the last Business Meeting
- Approval of the Annual Report
- Approval of the Annual Accounts
- Discharge of the Board of Trustees
- Voting out of Office of Board of Trustees
- Decision with regard to joint ventures / mergers with other associations
- Amendments to the Constitution
- Liquidation of FCSI EAME

Notice to the to the Business Meeting has to be given in writing to the members fifty six (56) days prior to the meeting mentioning the location, the begin and agenda of the meeting. Attachments can be sent via e-mail.

If the GM takes place before September, the approval of the balance and book-keeping of the year, the approval of the auditors can be ask for by-e-mail. The majority of the incoming answer in a four week period should decide about the approval.

Extraordinary Business Meetings may be convened by the Board of Trustees of FCSI EAME or by one fifth of the total EAME membership. Such request must be made in writing addressed to the Board of Trustees of FCSI EAME and approved by all the Board members.

Decisions at the Business Meeting are taken by the majority of the members present.

The following decisions by the Business Meeting require a two third majority of the members present:

- Voting out of office of a member of the Board of Trustees
- Joint ventures / merger with another association
- Amendment of the Constitution
- Liquidation of FCSI EAME

Voting by proxy is also permissible, the proxy has to be given to a named member who can represent one other member vote. The membership vote may also be conducted by mail ballot which must be received seven (7) days prior to the Business Meeting.

5.2 Board of Trustees

5.2.1 Duties

The Board of Trustees shall have, in particular, the following duties:

- Deciding over all the Association business insofar as this does not fall within the competencies of the Business Meeting
- Implementing the decisions of the Business Meeting
- Accepting new members
- Convening the Business Meeting
- Planning and implementing the activities of the Association according to the statutes and the decisions of the Business Meeting
- Appointing a manager who cannot be a member, and who will settle the administrative affairs of the Association

5.2.2 Composition of the Board of Trustees

The Board of Trustees of FCSI EAME shall consist of members in the following sequence:

- The Chairperson
- The Treasurer
- The Immediate Past-Chairperson
- One representative Professional member from each local unit
- One or more Professional member(s) representing members from non-aligned countries
- One Allied member representative

A candidate to the Board of Trustees, with the exception of the Allied member representative, shall be a Professional member.

An Allied Member candidate to the Board of Trustees shall be an Allied member.

Any local unit that has fifty plus (50+) Professional members is entitled to one extra vote and one vote for every subsequent fifty (50) professional members thereafter.

No more than one representative of any consulting firm, corporation or organization shall serve on the Board of Trustees at any one time.

The Chairperson and the Treasurer are the representatives of FCSI EAME in regard to § 26 BGB inside and outside. Each one is single-handed authorized.

Internally the Treasurer only represents the Chairperson

The board manages the business of the Society.

The board develops rules of operations.

The society is only liable up the amount of assets of the society.

5.2.3 Election

The Chairperson and the Treasurer shall be elected by the Board of Trustees of FCSI EAME at the Trustees' meeting immediately preceding the Business Meeting. Vacancies may be filled at any meeting of the Board of Trustees.

Each individual Local Unit shall elect its representative of their local unit to the Board of Trustees.

The non-aligned country representative(s) shall be elected out of the professional members of the non-aligned countries.

Election of Allied Board Member position shall be made from nominations from among the EAME an Corporate Membership. The names of candidates approved by the Board of Trustees shall be submitted to the EAME Corporate Membership fifty-six days (56) prior to the Business meeting. Election shall be by majority ballots received from EAME Corporate voting Membership.

5.2.4 Term of Office

The Chairperson and the Treasurer shall serve a two-year term.
Re-election for any board position shall be possible for a maximum of one term.

5.2.5 Vacancies

The Chairperson shall fill a vacancy in any office, other than the office of Treasurer, for the unexpired of the term.

5.2.6 Meetings / Quorum

A maximum of two regular meetings of the Board of Trustees shall be held each year at such time and at such place as may be designated by the Board of Trustees, such meetings to be convened at least fifty six (56) days in advance.

Extraordinary meetings of the Board of Trustees may be convened at any time.

5.2.7 Compensation

Members of the Board of Trustees shall not receive any remuneration for their services as other than travel/lodging/food and beverage expenses.

5.2.8 Executive Director

The Board of Trustees may retain a non-member business manager to be given the title "Executive Director" who shall be responsible for such administrative functions as the Board of Trustees may authorize.

6. Fiscal and Financial Affairs

6.1 Fiscal Year and Auditing of Accounts

The fiscal year of FCSI EAME runs from 1 January to 31 December.

Out of the Business Meeting assembly two auditors should be elected for a 2 years term. They may not be part of the Board. The duty of the auditors is to prove the balance and to report this in writing at the next Business Meeting.

The report has to be addressed to the Board at minimum 4 weeks before the Business Meeting.

6.2 Fees, Dues and Assessments

Dues shall be established by the Board of Trustees on an EAME scale. It will be at the discretion of the local units to levy additional dues.

6.3 Finances

The assets of the Association shall be exclusively liable for the commitments of FCSI EAME.

7. Code of Conduct

See the Appendix.

8. Liquidation

The liquidation of FCSI EAME shall take place through the Board of Trustee, unless special liquidates are mandated for this by the Business Meeting.