



HOSPITALITY BEYOND BORDERS

CONSTITUTION OF INTERNATIONAL FOOD AND BEVERAGE ASSOCIATION

1 – NAME AND PLACE OF BUSINESS

[1.1] The name of the Association shall be the ‘INTERNATIONAL FOOD AND BEVERAGE ASSOCIATION’ hereafter named the “I.F.B.A”. [1.2] Its place of business shall be at “1 Choa Chu Kang Grove, ITE College West, Singapore 688236” or such other address as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies. The I.F.B.A. shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

2 – AIMS OF THE ASSOCIATION

- [2.1] To enhance the image of the industry and professionalism level;
- [2.2] To promote educational interests relating to hospitality;
- [2.3] To strengthen knowledge and professionalism in food and beverage (F&B) industry;
- [2.4] To improve work environment and processes;
- [2.5] To create career progression through skills upgrading and development programmes;
- [2.6] To increase overall job satisfaction and lifelong employability;
- [2.7] To develop industry communication; and
- [2.8] To create networking opportunities for our members.

3 – MEMBERSHIP

Classification and Qualifications of Memberships of I.F.B.A is divided into:

- [3.1] Full Membership
- [3.2] Honorary Membership
- [3.3] Associate Membership
- [3.4] Corporate Membership

[3.1.1.] Full Membership of the I.F.B.A is open to all independent National Food and Beverage Manager/Executive Association or Restaurant Association whose members are F&B professionals that meet the standards of the profession and furthermore satisfy the requirements and conditions laid down in the Rules and Regulations of the I.F.B.A. The Full Members shall form the Council of I.F.B.A.

[3.1.2] Applications for Full Membership shall be considered from only 1 (one) Association of each Country or in countries that are sectorial and govern by municipality could have one Association from each Municipal. Applications shall be addressed to the President of the I.F.B.A. as well as to the Vice-President of the concerned sector. Said applications will be considered at the Annual General Meeting or Special Meeting and acceptance shall be by a majority of 2/3 (two-thirds) of the valid votes of the Council. [3.1.3] The aspirant Association must exist minimal 3 (three) years continuously from its foundation and keep up the regular Association activities. [3.1.4] The Application must be written in English.

Honorary Membership

[3.2.1] Honorary Membership may be granted to any person who has rendered distinguished service to the I.F.B.A. so conferred by unanimous decision of the I.F.B.A. Council. [3.2.2] Honorary Members may be present at the official I.F.B.A. Meetings and/or Competitions organised by the I.F.B.A. but they do not have any voting rights or the rights to hold office.

Associate Membership

[3.3.1] Associate Membership may be granted by the I.F.B.A. to those who engaged in a professional or commercial capacity whom the I.F.B.A.'s Council considers as an asset to the I.F.B.A. and furthermore satisfy the requirements and conditions laid down in the Rules and Regulations of the I.F.B.A. [3.3.2] Associate Members will adhere in compliance of the I.F.B.A.'s Rules and Regulations, and by-laws with voting rights but cannot hold office. [3.3.3] Associate Members are prohibited from using the I.F.B.A.'s name and logo for commercial purposes without the express permission of the I.F.B.A. Executive Committee. [3.3.4] Associate Members will endeavour to co-operate with the I.F.B.A. in organising training, educational, and cultural events for industry personnel.

Corporate Membership

[3.4.1] Corporate Membership may be granted by the I.F.B.A to those company who engage in commercial capacity whom the I.F.B.A.'s council considers as an asset to the I.F.B.A. and furthermore satisfy the requirements and conditions laid down in the Rules and Regulations of the I.F.B.A. [3.4.2] Corporate Members will adhere in compliance of the I.F.B.A.'s Rules and Regulations, and by-laws but do not have any voting rights nor can they compete in any Competition nor can they hold office. [3.4.3] Corporate Members are prohibited from using the I.F.B.A.'s name and logo for commercial purposes without the express permission of the I.F.B.A. Executive Committee. [3.4.4] Corporate Members will endeavour to co-operate with the I.F.B.A. in organising training, educational, and cultural events for industry personnel.

4 – LANGUAGE

[4.1] The official language of the I.F.B.A. is English.

[4.2] During the Annual General Meeting, Special Meeting, or any Executive Committee Meeting of the I.F.B.A., English will be the official language.

[4.3] All correspondences within the I.F.B.A. have to be done in the English Language.

5 – SUBSCRIPTION

[5.1] The annual subscription of the Members shall be that amount as determined by the Council at the Annual General Meeting. [5.2] The annual subscription shall be paid within 3 (three) months after receipt of the request concerned. [5.3] Any Member, who defaults in paying its annual financial obligation to the I.F.B.A. for more than 1 (one) year without a written explanation will, with the approval of the I.F.B.A. Council, be considered suspended from the I.F.B.A. [5.4] In order for reinstatement, the Member concerned will have to pay an added charge as voted on by the I.F.B.A. Council.

[5.6] Any Member with a valid financial problem will be given due consideration by the Council at the Annual General Meeting. [5.7] A Member, which is suspended from the I.F.B.A., does not have any voting rights nor can they participate in an I.F.B.A. competition or any other I.F.B.A. activity. [5.8] The income and property of the I.F.B.A. whensoever derived shall be applied towards the promotion of the objects of the I.F.B.A. as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the I.F.B.A. or to any of them or to any person claiming through any of them.

6 – MEETINGS

[6.1] The supreme authority of the I.F.B.A. is vested in a General Meeting of the members. [6.2] At least 25% of the total voting memberships or thirty (30) voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum. [6.3] In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

6.4 Annual General Meeting

[6.4.1] An Annual General Meeting of the I.F.B.A. shall be held within 3 months from the close of its financial year.

[6.4.2] Notice of the Annual General Meeting, together with the Agenda, shall be communicated to the Members by the Secretary in writing at least 2 (two) months before the scheduled date of the Annual General Meeting. [6.4.3] Each Member upon receipt of the minutes of the preceding General Meeting and the Agenda for the forthcoming General Meeting shall acknowledge said receipt by correspondence to the Secretary. Proposals for inclusion on the agenda must be sent, in writing to the Secretary at least 3 (three) months prior to the scheduled date of the Annual General Meeting.

[6.4.4] The official representative of each Full Member shall be the sole voice of his or her Association at the Annual General Meeting. If an interpreter acts for any Full Member, he or she shall be that Association's voice on the floor. [6.4.5] When a Full Member cannot attend an Annual General Meeting, its official representative will write to the President of the I.F.B.A. as well as to the Vice-President of the sector concerned, giving them his or her views on items on the Agenda and ask them to vote accordingly.

[6.4.6] The agenda of the Annual General Meeting shall include; ☐ To appoint a Chairman who will preside at the Meeting (if necessary)

- To approve the minutes of the previous General or Special Meeting.
- To adopt the President's report.
- To adopt the Vice-Presidents' reports.
- To adopt the financial report.
- To consider any and all reports or proposals from Council Members and or any Executive Committee.
- To conduct election every 3 (three) years or if necessary interim.

[6.4.7] Subjects which are not mentioned in the Agenda or discussion shall not be decided.

[6.4.8] All decisions will be made by an absolute majority of votes. When, after a repeated voting, the votes are equally divided and a casting vote is necessary, the President decides.

6.5 Special Meeting

[6.5.1] A Special Meeting of the I.F.B.A. may be called at any time by a written request of more than 25 % of the total voting Membership or thirty (30) voting members, whichever is the lesser. [6.5.2] The President of the I.F.B.A. shall be empowered to call a Special Meeting of the I.F.B.A. contingent on extreme emergency. [6.5.3] Applications for any Special Meeting shall contain full details of the motive for the request and have to be sent to the I.F.B.A.'s Administrative Headquarter. [6.5.4] The Executive Committee shall convene the Special Meeting within 3 (three) months of the receipt of such request. [6.5.5] If the Executive Committee does not within three (3) months after the date of the receipt of the written request proceed to convene a Special Meeting, the members who requested for the Special Meeting shall convene the Special Meeting by giving ten (10) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the I.F.B.A.'s notice board.

7 – ELECTIONS

[7.1] Elections will be held to appoint the I.F.B.A. Executive Committee every 3 (three) years.

- The Executive Committee shall hold office for a period of 3 (three) years.
- The President of I.F.B.A. shall be solely considered for election on his qualifications and not geographical status.
- The 3 Vice-Presidents who are elected shall serve as liaison officers in the sectors of: Europe, Asia and America (North, South and Central).

[7.2] During the election year, any Full Member who wishes to stand for election shall send its candidature to the Association's Secretary at least 3 (three) months before the Annual General Meeting or Special Meeting. The Association shall give the name of the applicant for the candidature. [7.3] A list of the official candidates for office shall be mailed to all Full Members at least 2 (two) months before the Annual General Meeting by the I.F.B.A.'s Secretary.

7.5 Nominee

[7.5.1] At the moment of their first nomination as the President or Vice-President or Treasurer, or Secretary of the I.F.B.A., candidates for such office shall be the President, or Committee Member, or Past President of their respective Country Association. [7.5.2] Candidate must be nominated by their parent Association in the official nomination form duly signed by his Association's Committee Members as proof of support for his nomination. [7.6] An office-bearer who has resigned from the Executive Committee shall be eligible for re-election. [7.7] All appointees will assume office subsequent to the Annual General Meeting. [7.8] The Official Representative of each voting Member shall be entitled to 1 (one) vote. The election will be done by secret ballot and be tallied by a random member selected at the Meeting. [7.9] The President of the I.F.B.A. shall vote only in case of a tie when a casting vote is necessary. [7.10] Absent Member shall send their absent ballot vote to the I.F.B.A. President in a sealed envelope which shall be opened when ballots are to be tallied. [7.11] Abstained and invalid votes will be considered as not recorded. [7.12] If during the year a vacancy in any office should arise, the Association involved with this office, with the agreement of the I.F.B.A. Executive Committee, shall nominate a person of that Association who will act until the next Annual General Meeting.

8– CONSTITUTION AND OFFICERS

Constitution

[8.1] The I.F.B.A. is a non-profit independent organisation and shall not deal with nor discriminate in matters of public, race or creed. [8.2] The I.F.B.A. is comprised of independent Food and Beverage Associations from all Continents and whose officers shall be active members of their National Associations. [8.3] Members of the I.F.B.A. shall not be connected with a Trade Union Organisation. [8.4] The I.F.B.A. shall not get involved in any internal problems of any individual Association in the I.F.B.A. unless it definitely affects the I.F.B.A. and its policies. [8.5] The I.F.B.A. should endeavour to co-operate in every way with the food and, beverage industry of all countries, but shall not be linked to nor be dependent upon any one company or individual. The name and the logo of the I.F.B.A. and its officers shall not be used with any partisan interest or for any other purpose without the expressed permission of the I.F.B.A. Executive Committee. [8.6] Voting on issues regarding the I.F.B.A.'s affairs may be effected verbally or by a show of hands and should be recorded in the minutes.

Officers

[8.7] The control and management of the I.F.B.A. shall be vested in an Executive Committee, consisting of the President, 3 Vice-Presidents, the Treasurer, and the Secretary. [8.8] The duty of the Executive Committee is to organise and supervise the daily activities of the I.F.B.A. The Executive Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings. [8.9] Any changes in the Executive Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.

President

[8.10] The President shall be the sole spokesman on behalf of the I.F.B.A. on all matters concerning I.F.B.A. policies. The President shall be the Chairman of all General and Special Meetings as well as of any Executive Committee meeting in which he is involved with. [8.11] In the event that the President is unable to attend the General Meeting or any other meeting requiring his presence, the Executive Committee shall appoint a Chairman with the approval of the Council.

Vice Presidents

[8.12] The Vice Presidents will work in close liaison with the President concerning all correspondence and pertinent matters involving I.F.B.A.'s business. They will also form a close liaison with the Associations in their Sectors and a close relationship with the kindred trade in these sectors.

Treasurer

[8.13] The Treasurer shall be responsible for all monies and accounts of the I.F.B.A. At the Annual General Meeting, he will supply a full balance sheet, a profit & loss account as well as a proposed budget for the next financial year. In addition, the Treasurer should produce an interim financial report to all members' Presidents at the half year stage. [8.14] The Treasurer shall nominate Executive Committee Member, with the approval of the Council, who will have authority to co-signatory of I.F.B.A.'s cheques. This appointment shall be reaffirmed by each new Treasurer. [8.15] A Financial Committee consisting of 2 (two) Council Members of different I.F.B.A. countries, who are not members of the Executive Committee, shall be elected by the General Meeting of members to audit the Association's financial accounts prior to the Annual General Meeting.

The Financial Committee shall have to frame a written report which will be presented during the I.F.B.A. Annual General Meeting. A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting if the gross income or expenditure of the I.F.B.A exceeds S\$500,000. The Financial Committee or Auditors will be required to audit each year's accounts and present a report upon them to the Annual General Meeting. They may be required by the President to audit the Association's account for any period within their tenure of office at any date and make a report to the Executive Committee. [8.16] The term of office of the Financial Committee or Auditors shall be three (3) years, [8.17] The financial year shall be from 1st February to 31st January.

Secretary

[8.18] The Secretary shall be responsible for the proper administration of the affairs of the I.F.B.A. as well as to all matters arising from contacts and correspondence from Members. [8.19] He will be responsible for taking Minutes at all I.F.B.A. Meetings throughout the year and delivering up copies to the relevant Members and persons. [8.20] The Secretary is responsible for the control of all I.F.B.A.'s properties and materials, such as: trophies, books, archives/records/file matters, ties, pennants, badges, etc.

9 – SIGNING OF CHEQUES

[9.1] All cheques drawn on the Association's bank account(s) shall be signed by the Treasurer or the Executive Committee Member appointed under Rule 8.14 and the President or the Secretary. [9.2] No such cheques shall be signed unless and until it is fully completed.

10 – POWERS OF THE EXECUTIVE COMMITTEE

[10.1] The Executive Committee of the I.F.B.A. shall be responsible for the proper control and management of the affairs and finances of the I.F.B.A. [10.2] The Executive Committee is empowered, if necessary, to form subcommittee to serve the Council and to deal with any matter concerning the I.F.B.A. [10.3] The Executive Committee is empowered, when and if they deem it necessary, to replace any individual officer of any said Sub-Committee. The person concerned will have the rights of appeal to the I.F.B.A. Council. [10.4] The Executive Committee shall be empowered to reimburse any councillor or member of the I.F.B.A. for expenses incurred on behalf of and in the interest of the I.F.B.A. [10.5] In the event of any Association or Council Member, bringing the Association into dispute, or behaving in a manner likely to do so, the Executive Committee shall have the authority to order his/her expulsion from the I.F.B.A. The Association and or person concerned will have the right of appeal to the general meeting of the I.F.B.A. Council whose decision shall be final.

Sub-Committee

[10.6] All Sub-Committees created by the Executive Committee shall adhere to the Articles as set forth in the I.F.B.A.'s rules and regulations. [10.7] Sub-Committees will appoint their own Chairman who will be responsible for the conduct of the Sub-Committee. [10.8] Sub-Committees shall be directly responsible to the I.F.B.A. Executive Committee. [10.9] All financial actions of the Sub-Committee come under the jurisdiction of the I.F.B.A.'s Treasurer. [10.10] External supporters for events shall, in every respect, be approved, with a written notice, by the Executive Committee. [10.11] Sub-Committees will be dissolved upon completion of the duties entrusted to them.

11 – ADMINISTRATIVE HEADQUARTERS

[11.1] The Administrative Headquarters of the I.F.B.A. shall assist the Executive Committee in the general administrative affairs of the I.F.B.A. It shall keep records of all IFBA matters and be the centre for communication globally.

12 – INTERPRETATION AND AMENDMENTS TO RULES AND REGULATIONS

[12.1] Should any question or dispute arise which is not covered in these Rules and Regulations, or should any question of the interpretation of these Rules and Regulations occur, the majority decision of the general meeting of the Council shall be final. [12.2] The I.F.B.A shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be made except at a general meeting and with the consent of two-third (2/3) of the voting members present at the General Meeting.

13 – PROHIBITIONS

[13.1] Gambling of any kind, excluding the promotion or conduct of a private lotteries which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the I.F.B.A's. premises. The Introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited. [13.2] The fund of the I.F.B.A. shall not be used to pay fines of members who have been convicted in court of law. [13.3] The I.F.B.A. shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore. [13.4] The I.F.B.A. shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods and service which adversely affect consumer interests.

[13.5] The I.F.B.A. shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes. [13.6] The I.F.B.A. shall not hold any lottery, whether confined to its members or not, in the name of the I.F.B.A. or its office-bearers, Executive Committee or members unless with the prior approval of the relevant authorities. [13.7] The I.F.B.A. shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

14 – DISPUTES

[14.1] In the event of any dispute arising amongst members, they shall attempt to resolve the matter at Special Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to court of law for settlement.

15 – DISSOLUTION

[15.1] The I.F.B.A. shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the total voting membership of the I.F.B.A. for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.

[15.2] In the event of the I.F.B.A. being dissolved as provided above, all debts and liabilities legally incurred on behalf of the I.F.B.A. shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of the members may determine or donated to an approved charity or charities in Singapore. [15.3] A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

16 – VISITORS AND GUESTS

[16.1] Visitors and guests may be admitted into the premises of the I.F.B.A but they shall not be admitted into the privileges of the I.F.B.A. All visitors and guests shall abide by the I.F.B.A's rules and regulations.

SUPPLEMENT

Terminology

- a. The Council: All the Full Members represented by their official representatives.
- b. Executive Committee: The President, Vice-Presidents, Treasurer, Secretary
- c. Sub-Committee: A specially convened committee to perform a particular task