



**CONSTITUTION**

**BY-LAWS**

**AND**

**GUIDELINES**

# CONSTITUTION

## ***1. Authority Issuing the Constitution***

- 1.1 The authority for issuing and amending this constitution is the President, Chairman, Executive Committee and senior members of The Emirates Culinary Guild in consequence of a meeting held on 11th of April 1992 at the Hilton International Dubai.

## ***2. Name of the Association***

- 2.1 The name of the association shall be The Emirates Culinary Guild (hereinafter referred to as The Guild).

## ***3. Legal Entity of the Guild***

- 3.1 This constitution and its founding byelaws shall become effective upon ratification by a majority vote of the Senior Members present at a general meeting. The company Emirates Chefs Guild FZ LLC shall conduct the business activities on behalf of The Guild

## ***4. Purposes of the Guild to:***

- 4.1 Develop a regional association of Chefs.
- 4.2 Gain respect and support - both locally and internationally – for the association.
- 4.3 Promote the interests of the culinary profession both locally and internationally.
- 4.4 Encourage UAE nationals to consider a career in the hospitality industry.
- 4.5 Enhance the international culinary prestige of the U.A.E.
- 4.6 Encourage & promote junior brigade members through training courses, culinary events and educational programmes.
- 4.7 Advocate the formation and development of a national culinary team to represent the UAE internationally.
- 4.8 Develop mutually beneficial contacts and relationships with all: local and international hotel, catering and allied industries; the general public and all branches of local government.

### **Proscribed Activities:**

The Guild shall have no political, religious or nationalistic aims.

- i. It shall not engage in propaganda or attempt to influence legislation.
- ii. It shall not participate or intervene in any political activity whatsoever.
- iii. It shall not engage in any form of religious instruction.

## **5. Membership of the Guild**

- 5.1 Membership shall be open to all those professionally employed in the preparation of food and who share the interests for which purpose The Guild is formed or who have been elected to become members in the manner prescribed in the bylaws.

## **6. Government of the Guild**

- 6.1 The Honorary Commander of the Guild shall be a distinguished person of the UAE, invited by the Executive Committee. He shall remain Honorary Commander until he signifies his intention to withdraw or, a majority vote of Senior Members of the Guild signifies at an annual general meeting a wish for the matter to be reviewed.
- 6.2 The Guild shall be governed by an Executive Committee, drawn from the Senior Members and responsible to the Membership.
- 6.3 The Executive Committee shall be vested with the authority and responsibility for formulation and adoption of all policies governing the operation of The Guild.\
- 6.4 The Executive Committee shall be elected and appointed in accordance with the bylaws, wherein shall be specified the terms, positions and powers of the Executive Committee.
- 6.5 A quorum of the Executive Committee shall be six members provided two of these are any of: the Chairmen, Vice-Presidents, Vice-Chairmen, Secretary, Treasurers or Co-ordinator.
- 6.6 Four Senior Members must be present during the whole of a meeting.
- 6.7 Providing that the Executive committee is in quorum, it has the power to co-opt members on to the Executive Committee for as long as required.
- 6.8 The Executive Committee may establish sub-committees and may co-opt members to serve on such sub-committees.
- 6.9 Such a sub-committee must have as its head a member of the Executive Committee.

## **7. Administration of the Guild**

- 7.1 The Executive Committee shall administrate the Guild. The Executive Committee may appoint administrators of the guild, as and when it deems necessary.

## **8. *General Meetings and Extraordinary Meetings of the Guild***

- 8.1 An Annual General Meeting (AGM) of Senior Members shall be held as near as possible to the 31st of May every 2 years.
- 8.2 The Executive Committee may call an Extraordinary General Meeting (EGM) at any time.
- 8.3 It shall be the duty of the Executive Committee to call an EGM if so requested in writing by not less than one third of all Senior Members.
- 8.4 Such request shall state the purpose of the EGM and shall be acted upon by the Executive Committee within six weeks of the date of request.
- 8.5 Matters that are discussed and voted upon at such an EGM shall be only those called for, either in the written request, or by the Executive committee.
- 8.6 Notice of an AGM shall be given to the Senior Members twenty-eight days prior to the date of such a meeting and shall include copies of the Chairman's annual report.
- 8.7 Any Senior Member wishing to raise any questions regarding the Chairman's annual shall address his comments in writing and deliver such comments to the Secretary of The Guild at least ten days prior to the date of the meeting.
- 8.8 Any additions a Senior Member may wish to be made to the agenda of an AGM must be received in writing by the Chairman at least 10 days prior to the said AGM.
- 8.9 A quorum at any AGM shall be, there in person, twenty Senior Members - at least two of whom shall be members of the Executive Committee.
- 8.10 If within half an hour of an appointed AGM a quorum is not present, the meeting shall be postponed for two weeks - when the required quorum shall be, there in person, fifteen Senior Members - at least two of whom shall be members of the Executive Committee.
- 8.11 A majority shall carry decisions at an AGM.
- 8.12 If within half an hour of the second appointed AGM a quorum is not present, the meeting shall be called null and void.
- 8.13 A quorum at an EGM shall be, there in person, two-thirds of the Senior Members - at least two of whom shall be members of the Executive Committee.
- 8.14 A two-thirds majority shall carry decisions at an EGM.
- 8.15 If within half an hour of an appointed EGM a quorum is not present, the meeting shall be rescheduled.
- 8.16 If within half an hour of the second appointed EGM a quorum is not present, the meeting shall be called null and void.
- 8.17 Only Senior Members shall be allowed to attend and vote at a meeting.
- 8.18 Voting shall be by secret or open ballot according to the wish of the individual member.
- 8.19 Proxy voting shall not be allowed but posted or hand-delivered "open-ballot" votes shall be accepted as prescribed in the bylaws.
- 8.20 The President or Chairman may from time to time call a closed meeting of the executive committee. Post this meeting extracts of the minutes shall be shared at the next monthly Guild meeting.

## ***9. Finance***

- 9.1 The Executive Committee of the Guild shall cause book/s of accounts to be maintained and shall have a balance sheet prepared as at the 30th of April each year.
- 9.2 The Executive Committee may have the accounts audited by chartered accountants appointed at the Annual General Meeting.
- 9.3 The Executive Committee may authorise expenditure of guild funds providing a report is included in the minutes. These expenses may include but are not limited to, travel, hotel accommodation, charity payments, guild expenses at competitions internationally
- 9.4 All funds issued by The Guild must carry the signatures of two members of the 2 shareholders of Emirates Chefs Guild FZ LLC or singular signing authority with on line banking with bank authority in place.

## ***10. Dissolution Of The guild***

In the event of the termination of The Guild:

- 10.1 All liabilities shall be settled.
- 10.2 Any remaining assets shall be distributed to charity as determined by UAE laws and an Extraordinary General Meeting of the Senior Members.

## ***11. By-Laws to the Constitution***

- 11.1 Bylaws may be adopted, amended or revoked from time to time at the discretion of the committee for the benefit of the Membership or by the senior members through an AGM or an EGM.

## ***12. Amendments to the Constitution***

- 12.1 Amendments to the constitution may be proposed from time to time by the Senior Members or the Executive Committee through either an AGM or an EGM.
- 12.2 Any proposed amendments to the constitution must be consistent with the purpose and character of The Guild as stated in the constitution.
- 12.3 Where Senior Members make proposals to amend either the constitution or the by-laws, the Chairman shall give them every assistance in drafting or modifying their proposals so as to ensure that the motions are presented in a form suitable for voting upon.
- 12.4 In the event a proposed amendment is placed on the agenda of an AGM or EGM the said amendment shall be carried by a two-thirds majority

### ***13. Categories of Membership***

There shall be five categories of membership:

1. Senior Members.
2. Member
3. Junior Members.
4. Corporate Members.
5. Honorary Members.

### ***14. Senior Members***

- 14.1 Members who are currently practising the profession and employed in the UAE in a senior supervisory capacity holding the rank of Chef de Partie and above.
- 14.2
- 14.3 Members who previously in their careers fulfilled the Professional Member criteria.
- 14.4 Persons co-opted onto the Executive Committee.

### ***15. Members***

- 15.1 Members who are currently practising the profession and employed in the UAE holding the rank of demi Chef de Partie and below and 29 years old and above .

### ***16. Junior Members***

- 16.1 ECG Young Chefs Club Members are to be 25 years old or below and in exceptional circumstances with approval of Guild Chairman or Young Chefs Coordinator no older than 28 years old and must be engaged in the preparation of food and employed in the UAE .

### ***17. Corporate Members***

- 17.1 Commercial entities that support the aims of, the association.

### ***18. Honorary Members***

- 18.1 Distinguished persons who support the association and have accepted the Guild's invitation to become an Honorary Members.

### ***19. Recruitment of Members***

- 19.1 It is the duty and responsibility of present members to bring to the attention of the Executive Committee those suitable who show an interest in joining The Guild.
- 19.2 Sectional interests shall not promote new members on sectional grounds only.
- 19.3 All members shall have equal opportunity to put forward possible new members to The Guild.

### ***20. Application for Membership***

- 20.1 Application should be made on the Guild's form (completed photocopies are acceptable) and forwarded - along with the appropriate fee - to the Treasurer at the address on the form.
- 20.2 The application for membership shall be accepted or rejected by the Executive Committee at their meeting subsequent to the receipt of the application.
- 20.3 To be elected as a senior member or member, applicants must receive the support of at least one member of the Executive Committee and one senior member.
- 20.4 To be elected as a junior member applicant must be proposed by a Senior Member and be actively involved in Guild events.
- 20.5 To be elected as a Corporate Member, applicants must be proposed by a Senior-Member and seconded by another. The applicant must receive the unanimous support of the Executive Committee. On receiving the payable fee the terms and conditions of the membership shall be activated for the term as agreed.
- 20.6 The proposer of an applicant cannot also be the seconder.
- 20.7 In the case of a rejection the applicant shall be notified by post and his fee returned.
- 20.8 A rejected applicant may re-apply six months after the date of his last application.
- 20.9 Members personal details shall remain confidential and shall not be disclosed
- 20.10 Members names and place of employment shall be available on the guild website

## **The Executive Committee**

### **President**

- The President of the Guild shall be an elected person and Executive Chef who has held the position presently or in the past and currently employed by a reputable catering establishment within the United Arab Emirates.

### **Chairman**

- The Chairman of the Guild shall be an elected person currently employed by a reputable catering establishment within the United Arab Emirates and who fore-fills the membership criteria of the by-laws of the Guild.

### ***Vice President.***

- The Vice President of the Guild shall be an elected person and Executive Chef currently employed by a reputable catering establishment within the United Arab Emirates.

### ***Vice-President (Abu Dhabi & District).***

- The Vice-President (Abu Dhabi & District) shall be an elected person and Executive Chef currently employed by a reputable catering establishment within Abu Dhabi & District.

### ***Vice President (Dubai).***

- The Vice-President (Dubai & Northern Emirates) shall be an elected person and Executive Chef currently employed by a reputable catering establishment within Dubai & Northern Emirates.

### ***Vice-President (East Coast).***

- The Vice-President (East Coast) shall be an elected person and Executive Chef currently employed by a reputable catering establishment within The East Coast.

### ***Vice-President (Ras Al Khaima).***

- The Vice-President (Ras Al Khaima) shall be an elected person and Executive Chef currently employed by a reputable catering establishment within Ras Al Khaima.

### ***Vice-President (Sharjah, Ajman, Umm Al Qaiwain).***

- The Vice-President (Sharjah, Ajman, Umm Al Qaiwain) shall be an elected person and Executive Chef currently employed by a reputable catering establishment within Sharjah, Ajman, Umm Al Qaiwain.

### ***Chairman (Abu Dhabi & District).***

- The Chairman (Abu Dhabi & District) shall be an elected person and Executive Chef, or an Executive Sous Chef, or a Chef De Cuisine, or a Chef Patissier, currently employed by a reputable catering establishment within Abu Dhabi & District.

### ***Chairman (Dubai).***

- The Chairman (Dubai) shall be an elected person and Executive Chef, or an Executive Sous Chef, or a Chef De Cuisine, or a Chef Patissier currently employed by a reputable catering establishment within Dubai.

### ***Treasurer.***

- Shall be a member of The Guild and shall be appointed by the Executive Committee

### ***Secretary/VP Administration***

- Shall be a paid employee of The Guild.this position carries no vote

### ***Immediate Past President***

- Shall be the out going President of the Guild after the election process is completed. This position carries a vote.

***Coordinator***

- Shall be a member of The Guild. and shall be appointed by the Executive Committee
- Other members of the Executive Committee shall conform to criteria as stipulated in the bylaws.
- Nominations for election to the committee shall be delivered in writing to the Guild Chairman not later than 10 days before the A G M and shall be signed by the proposer, the seconder and the nominee in acceptance.
- Failing such nominations, but not otherwise, a proposal for election to the Executive Committee may be made by Senior members at an A G M. The list of such members shall be circulated at least seven days prior to the event.

## ***21. Powers of the Executive Committee***

The powers of the Executive Committee shall include the power:

- 21.1 To formulate and adopt the policies which govern the operation of The Guild and to direct the administration of Guild policies.
- 21.2 To contact, negotiate with, and otherwise deal with all local and federal departments and agencies.
- 21.3 To enter into contracts on behalf of The Guild.
- 21.4 To determine the needs of those The Guild serves.
- 21.5 To select and employ agents of The Guild and delegate to them the authority to carry out the purposes of the Guild.
- 21.6 To evaluate the effectiveness of The Guild's agents and to direct them in the performance of their duties
- 21.7 To take disciplinary action against any member as may be required including termination of membership.
- 21.8 To take any other decision or establish any policies consistent with the constitution or deemed necessary for the well-being or advancement of The Guild.

### **A Formation of Guild Sections**

- a.1 A Guild section may be formed by a group of members to further aspects of the aims and objectives of the Guild as laid down in the constitution.

*The formation of any such section requires the prior approval of the Executive Committee before the section begins to function. A prerequisite for consideration of such approval shall be a submission to the Executive Committee of the following:*

- a.1.1 A draft proposal of the organisation or constitution, including the objectives of the proposed section.
- a.1.2 A list of proposed office-bearers, organisers, committee members or the like together with one nominated representative to deal with Executive Committee queries.
- a.1.3 Details of subscriptions or contributions to be raised from members of the proposed section.

### **B. Section Considerations:**

- b.1 A Senior Member shall head the committee of a section.
- b.2 The Executive Committee may provide the section with finance if it deems it necessary.
- b.3 The funds and assets of a section shall remain part of the funds and assets of the Guild and the members of the section shall share equal responsibility for such funds and assets.
- b.4 A section shall account as required to the Executive Committee of the Guild for its funds and assets and shall produce an annual statement of account as of 31st March each year.
- b.5 No section may become indebted to any entity without the prior written permission of the Executive Committee.
- b.6 No section may purport to represent other than section and its members.
- b.7 A register of section members shall be maintained and be available for inspection by the Executive Committee as required.
- b.8 Section members shall be members of The Guild.
- b.9 A section shall not approach any outside entity on any matter whatsoever except with written permission from the Executive Committee.
- b.10 There shall be only one section for each activity or interest.
- b.11 The Executive Committee shall have the right to disband any section without giving notice or assigning a reason.
- b.12 Section heads maybe invited to attend Executive Committee meetings from time to time.

Ends.