

UIBC BY-LAWS

ARTICLE 1

1.1 Name. The **INTERNATIONAL UNION OF BAKERS AND CONFECTIONERS** is the Union of the Professional Organizations of Bakers, Confectioners, Pastrycooks and Caterers, Ice Cream Makers and/or Chocolate Producers, which become members. It shall be known by the abbreviation **UIBC**.

The UIBC is established according to the Organic Law 1/2002, of 22nd March, and complementary rules, with legal personality and supplementary regulations, with full legal capacity to operate as a non-profit association.

1.2 Member countries. The official National Associations of the above mentioned craft trades shall be entitled to become members of the UIBC. The Congress may also approve membership of Professional International Associations of the respective sectors in specific cases.

Admittance of new members must be approved by the UIBC Presidium. Only one National Bakery Federation and one National Confectionery Federation per country can be members of UIBC. If a National Federation is already member of UIBC, no other Federation from that country can join UIBC (*this shall apply for Federations asking for membership after these modifications are included in the Bylaws, not for the ones who were already members*).

In case there is more than one candidate per country, the admittance of new members must be related to the following requirements:

- Respect for democratic values
- Independence
- Financial transparency
- A minimum existence of two years, except for countries where previously there existed no National Federations
- The influence, primarily characterized by its activity and experience
- The number of members and contributions

ARTICLE 2

2.1 Head Office. The official Head Office of UIBC is the Headquarters of the General Secretariat. The site of the Head Office shall be determined by the Congress. The UIBC establishes its first registered office at Calle Raimundo Fernández Villaverde, 61-6-izq, 28003 Madrid, Spain.

2.2 Territorial domain. The territorial domain in which the UIBC will mainly carry out its activity is international.

2.2 Languages. The official languages are English, Spanish, German and French. The English version is always used as the reference text.

ARTICLE 3

3.1 Tasks and purposes. The UIBC shall have the following purposes:

3.1.1 To use all the means at its disposal to represent the cultural, economic and social interests of Bakers, Confectioners, Pastrycooks and Caterers, Ice Cream Makers and Chocolate Producers, at international and national level in relation to the competent authorities, institutions and organisations.

3.1.2 UIBC aims to realise these goals with material and conceptual resources in the following areas of interest in particular: economic and social affairs, technology, nutrition science, hygiene, marketing, advertising, quality, distribution, tax, education, research, development, advanced training, innovation, as well as all other issues which can have a direct or indirect impact on the sectors.

3.1.3 UIBC must promote the comparable advancement of these professions:

- a) To be the information platform for all members, make available current issues and facts, coordinate activities and surveys.
- b) To actively support professional competitions promoting young talents and the above mentioned professions.
- c) To urge its members to produce high-quality products and increase the reputation of the craft trades among the general public.

3.2 Resources. UIBC may get its resources, either from membership fees or from the development of specific sponsorship or subsidy programs or the carrying out of its activities.

ARTICLE 4

4.1 Validity. The By-Laws and decisions of the UIBC are addressed to all Organizations, which either are or become members.

ARTICLE 5

5.1 Membership. Applications for membership of UIBC should be directed to the Presidium and sent to the Secretary General. The application must include a copy of the applicant's statutes as well as information on the applying organisation as requested on the application form. The Presidium then shall make a reasoned preliminary decision at its next meeting regarding acceptance and proposing the corresponding member fee. This decision has to be confirmed by the Congress. Should the application be rejected, the Presidium must inform the applicant organisation as to the reasons for rejection. A rejection also requires confirmation by the Congress.

An Observer membership status can be approved for the first year after a member joins UIBC.

5.2 Membership start. Membership starts on the day on which the Congress rules on the application.

5.3 Membership rights and obligations. Every member shall have the same rights and obligations. The members shall be obliged to co-operate in the performance of the tasks of the UIBC and comply with the provisions of the statutes and the resolutions and instructions of the organs of the UIBC according to the statutes, unless their own national legislation stipulates otherwise.

5.4 Membership fees. Member contributions are determined annually by the Congress on the proposal of the Presidium. In exceptional circumstances the Congress can rule that extraordinary contributions must be paid. Should a trade association become a member of UIBC during a calendar year, the Presidium shall specify an appropriate membership contribution for the remaining period of the year.

5.5 Voting rights. The right of each member to exercise its voting rights is linked to the full settlement of any membership contributions due at the time of voting. The Secretariat-General shall confirm receipt of payment in writing.

If an organization is unable to attend the Congress, it may delegate another member Organization to represent it with the same legal powers. The transfer of voting rights must be submitted to the Chair in writing at the latest by the beginning of the session.

Voting rights are linked to the fees paid as follows: (*)

- Observer members have no right to vote
- Members paying the reduced fee have the right to one vote.
- Members paying the normal fee have the right to two votes.
- Members paying the full fee have the right to three votes.

5.6 Membership end. Membership ceases when the member resigns, is excluded, or when the conditions for membership as per the Statutes are no longer met. Leaving UIBC is only possible at the end of a calendar year and must be declared in writing to the Presidium and sent to the Office of the Secretary General at least six months prior.

5.7 Entitlements. Members who resign or are excluded from UIBC lose any entitlement to the UIBC assets. Contractual and other obligations to UIBC are unaffected by cessation of membership. In particular, any outstanding membership fees must be paid without delay.

ARTICLE 6

6.1 Bodies. The bodies of the UIBC are:

- **The Congress**
- **The Presidium**
- **The Commission Assemblies of Bakers and Confectioners**
- **The Working Commissions**

6.2 Internal Rulebook. An Internal Rulebook shall settle and inform about the individual rights and duties, as well as about the statutory procedures, tasks, competences, distinctions, commissions, competitions, meeting schedules and activities.

ARTICLE 7

7.1 Congress. The Congress shall comprise the representatives of the member associations and take decisions on all matters of the UIBC, unless they are the responsibility of the Presidium. At the proposal of the Presidium, the President may invite all persons whose participation may be useful to the work of the Congress to attend the meeting.

7.2 In particular, the Congress shall:

1. Elect the President and the other members of the Presidium
2. Elect the statutory Auditors
3. Determine the annual budget estimates and membership fees
4. Decide on the annual report of the Presidium, the Auditors and the Commissions
5. Approve the annual accounts verified by the auditors and grant a discharge to the Presidium
6. Approve the Internal Rulebook
7. Decide on the conclusions to be drawn from the motions of the Presidium
8. Decide on amendments to the By-Laws and on the dissolution of the UIBC
9. Approve membership of Professional international Associations
10. Determine the site of the Head Office of UIBC
11. Remove from office the President, the members of the Presidium, the Auditors or the Secretary-General within the period of office

7.3 Commission Assemblies. Every member association has the right, depending on its role as a bakery organisation on the one hand or a pastry, confectionery, or ice-cream producer on the other hand, to send a delegate to the Commission Assembly of bakers and/or the Commission Assembly of pastry chefs, confectioners and ice-cream producers. The delegates should be specialised entrepreneurs from their respective sector and/or fulfil a business-specific management function in their respective national trade association.

7.4. The Commission Assemblies are responsible for the following:

- Dealing with business-specific affairs related to their own area of influence.
- Drawing up proposals to the Congress.
- Appointing their Chairpersons and proposing them to the UIBC Presidency and/or Deputy Presidency.

7.5. Majorities.

7.5.a. Congress. Decisions regarding Art. 7.2, points 1, 2 and 10 shall be taken on first reading by a two-thirds majority and on second reading by a simple majority. Decisions regarding Art. 7.2, points 3, 4, 5, 6, 7 and 9 shall be taken by a simple majority. Decisions regarding Art. 7.2, points 8 and 11 shall be taken by a three-quarters majority. In the case of a tie, the Chair has a casting vote.

7.5.b. Commission Assemblies. Resolutions are passed by a simple majority of members present. In the case of a tie, the Chair has a casting vote.

7.6. Meetings. The Congress of UIBC and the Commission Assemblies are held once a year, preferably in the autumn. The Presidium has the right to call an extraordinary Congress or an extraordinary Commission Assembly. This must be called if one-quarter of all delegates of a single body call for meeting in writing to the Presidium, stating the purpose and the justification.

7.7. Notice periods. The date and venue for the Congress and the Commission Assemblies shall be notified to the members at least three months in advance. Extraordinary meetings of these bodies require one month's notice. In agreement with the President, the Secretariat-General shall send members a written invitation as soon as it has been possible to adopt the Agenda, but no later than one month before the scheduled date of the meetings.

7.8. Chair. The UIBC President sets the agenda for the Congress and takes the chair. The Chairpersons of the Commission Assemblies of bakers and of pastry chefs, confectioners and ice-cream producers set the agenda for the Commission Assemblies of bakers and of pastry chefs, confectioners, ice-cream producers and also chair the Commission Assembly of which they are Chairpersons. Should the President be unable to attend a meeting of the Congress, the Deputy President takes the chair. In instances where the Deputy President is not present, the Vice President who has sat on the Presidium for the longest amount of time shall chair the Congress. Should a Chairperson of the Commission Assembly be unable to attend a meeting of the Commission Assembly of bakers and pastry chefs, confectioners and ice-cream producers, a delegate of his/her choice shall take the chair. In instances where it has not been possible to select a delegate as Chairperson, the delegate who has served in the respective Commission Assembly for the longest amount of time shall chair the Commission Assembly.

7.9 Minutes. Minutes shall be taken on the discussion held during the Congress and the Commission Assemblies; these must include all of the resolutions, votes and results which occurred. Resolutions must be clearly marked as such. The minutes of the various meetings of the said bodies shall be produced by the Secretariat-General and are the responsibility of the Secretary General. The minutes shall be sent to the member associations and delegates and must be approved at the following meeting of the respective body.

ARTICLE 8

8.1 Presidium. The Presidium consists of the following:

- A President.
- A **Deputy** President
- Six Vice Presidents
- A Treasurer
- The General Secretary

The President chairs the Presidium. Should the President be unable to attend a meeting of the Presidium, the Deputy President takes the chair. In instances where it has not been possible to select a Vice President as Chairperson, the Vice President who has sat on the Presidium for the longest amount of time shall chair the session. The Secretary General shall participate in the sessions of the Presidium, but will have no vote.

8.2 Terms of office. The terms of office of the President, the Deputy President, the Vice-Presidents and the Treasurer shall be two years. They must be mandated by their association and self-employed bakers or confectioners. The President may be re-elected twice. The rest of the Presidium members may be re-elected limitless. The Secretary General is elected for 5 years and shall be eligible for re-election. If members resign from the Presidium before the end of their term of office, a new election for the remaining term of office shall be held at the next Congress.

8.3 President elections. Each candidate for the Office of President must be the Chairman of his respective Association or authorized by the latter to put his name forward. Regardless of the country from which he originates, the candidate for the Presidency must be a craft professional from any of the trades mentioned in Article 1. Candidates shall be registered in the Secretariat-General one month in advance of the Congress. If the majority of votes are not cast for one person, a deciding ballot shall be held involving the two persons who received the most votes. In this case, the person receiving the most votes shall be regarded as elected. Should the President be a member of the Commission Assembly of Bakers, the Deputy President must be a member of the Commission Assembly of Confectioners and viceversa.

8.4 Meetings. The meetings of the Presidium shall be held at the invitation of the President, or when at least four members of the Presidium apply for a meeting to be convened, as and when required.

8.5 Working Commissions. The Presidium can set up Working Commissions to deal with special questions and important affairs. The Presidents of these Commissions will be appointed and removed by the Presidium.

8.6 Resolutions. Presidium resolutions are passed by a simple majority of members present. In the case of a tie, the Chair has a casting vote. Should a member of the Presidium be unable to attend a session, he/she may be represented by another member upon presentation of written power. For urgent matters, a Presidium resolution can also take the form of a circular resolution in writing. In this instance, every member of the Presidium must be informed in writing and have a period of at least eight days to submit his/her vote.

8.7 Minutes. Minutes of the Presidium meetings shall be drawn up by the Secretariat-General under the responsibility of the Secretary-General and shall contain all the resolutions. Except in the case of confidential matters, a copy of the minutes shall be sent to all member associations.

ARTICLE 9 – PRESIDIUM

The Presidium is charged with:

- Preparing the debates which will be held during the Congress, informing the delegates about its activities and enforcing resolutions.
- Carrying out the ongoing activities of UIBC as long as this responsibility does not fall within the remit of another body.
- Assessing the proposals of individual delegates and Commission and Working Assemblies and passing them on for resolution where required.
- Appointing and dismissing the Secretary General and other people who are necessary for the smooth functioning of UIBC.
- Determining the Commissions and appointing and removing their Presidents.

- Preparing the accounts of the past fiscal year within the first six months of the current fiscal year and presenting them to the Congress for approval following the audit of these accounts.
- Preparing an annual budget for the following fiscal year in which UIBC's estimated outlay is specified; submitting this annual budget to the Congress for approval.
- Determining the membership contribution for new members.
- Approving the application form for new members.
- Preparing the internal rulebook.
- Determining the fees to be paid by non-members for participation in any competition sponsored by UIBC.

ARTICLE 10 – PRESIDENT

The President shall

- Adopt the Agendas and chair the meetings of the Presidium and the Congress
- Represent the UIBC in relation to National and International Authorities and the different bodies and Organizations which are in contact with the UIBC
- Balance the interests within UIBC of the bakers on the one hand and the pastry chefs, confectioners, ice-cream and chocolate producers, and caterers on the other hand.
- Balance the interests within UIBC of small, medium and larger enterprises.
- Be responsible for the finances of the UIBC, together with the Treasurer
- Empower, together with the Secretary-General, the treasurer to make payments.

Past Presidents will automatically become Honorary Presidents.

ARTICLE 11 – CHAIRS OF THE COMMISSION ASSEMBLIES

The Chairs of the Commission Assemblies are charged with:

- Representing the interests of their corresponding sectors within and outside of UIBC. Matters which relate to multiple sectors are reserved for the UIBC President, who is obliged to maintain a balance of interests.
- Setting the agendas for sessions of the Commission Assemblies and chairing the Assemblies of these bodies.

ARTICLE 12 – DEPUTY PRESIDENT / VICE-PRESIDENTS

The Deputy President and the Vice-Presidents shall

- Assist the President.
- Be asked to deputize for him. In such cases, they shall act under the same conditions as the President.

ARTICLE 13 – TREASURER

The Treasurer shall

- Be responsible for keeping the UIBC books
- Present the Accounts, Budgets and estimates for each accounting year to the Congress for its approval

ARTICLE 14 – SECRETARY-GENERAL

The Secretary-General shall

- Represent the UIBC together with the President
- Conduct the day-to-day business of the UIBC according to the instructions of the Presidium.

- Keep the records of the UIBC.
- Manage the UIBC accounts, under the supervision of the Presidium.
- Be responsible for the preparation, by the Secretariat-General, of the Minutes of the various meetings and the issuing of certificates.

The Secretary General shall receive appropriate remuneration for his/her activities. The level of this remuneration shall be set by the Presidium.

ARTICLE 15 – AUDITORS

Auditors. The Congress shall select two auditors. These auditors must not be members of the Presidium and must not come from the same country as the Treasurer and the Secretary General.

The auditors are responsible for:

- Auditing the accounts.
- Taking responsibility for the appropriate presentation of the accounts to the Congress.
- Informing the Congress of the results of the audit.

ARTICLE 16 – EXPENSES

Expenditure.

16.1 Any necessary UIBC expenditure shall be covered by member contributions set by the Congress. Member associations must pay their contributions in Euros.

16.2 Travel and accommodation costs for the President and the Secretary General or for the holders of other offices within the UIBC shall be covered by UIBC. Procedures for these payments in line with the Statutes are laid out in the internal rulebook.

16.3 In no instance can UIBC hold its members responsible under civil law against third parties through pledging, particularly as regards financial matters. Members assume no responsibility other than the obligation to pay their contributions.

16.4 The UIBC fiscal year corresponds to the calendar year.

ARTICLE 17 – DISTINCTIONS / AWARDS

Awards.

The UIBC Awards will be settled by the Internal Rulebook. These shall include the UIBC “World Baker of the Year” and the UIBC “World Confectioner of the Year” Awards that shall be presented every year, respectively, to an outstanding professional Baker and Confectioner on active service and require the approval of the Presidium.

ARTICLE 18 – COMPETITIONS

Competitions.

18.1 UIBC is responsible for actively supporting professional competitions which nurture young talent and promote the bakery and confectionery professions in general.

18.2 The UIBC shall organize the competitions settled in the Internal Rulebook in conjunction with the national associations and their exhibition organisers. These shall include:

- The International Competition for Young Bakers.

- The Junior World Championship under 25 for Confectioners, Chocolate Producers and Ice-cream Makers.
- The World Championship in the Master Class for Confectioners, Chocolate Producers and Ice-cream Makers.

18.3 Non-member countries taking part in Competitions under UIBC patronage have to pay a fee that will be fixed by the Presidium.

ARTICLE 19 – AMENDMENTS TO THE BY-LAWS

Amendments of the By-laws

Motions for amending the By-laws shall be sent in writing to the Presidium, which shall place them before the Congress and notify them to the delegates at least two months before the Congress. Decisions on these motions shall be taken by a three-quarters majority of all the mandates.

ARTICLE 20 – DISSOLUTION OF UIBC

Dissolution.

20.1 Applications to dissolve the UIBC shall be sent in writing to the Presidium. An extraordinary Congress shall be convened to consider this matter which shall be the sole item on the agenda. Not less than four weeks advance notice of this meeting shall be given.

20.2 The Congress shall have a quorum if not less than three-quarters of the delegates are present. If this necessary quorum is not present, a second Congress shall be convened which shall be empowered to take decisions, regardless of the number of persons present.

20.3 The decision to dissolve the UIBC shall require a majority of not less than three-quarters of all the mandates or delegates present.

20.4 If the decision to dissolve the UIBC is taken, the members shall be required to pay outstanding dues for the current financial year. The assets of the UIBC shall be distributed to the non-profit entity members at the time of dissolution after settling the liabilities on a pro rata basis to their dues.