FIVS By-Laws

Organisation, Regulations and Governance

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ARTICLE 1

Name, Headquarters, and Official Languages

1.1 The name of the association is FIVS.
1.2 The name, FIVS, stands alone; it is the original acronym for the French version of FIVS’ former name, Fédération Internationale des Vins et Spiritueux, or, in English, International Federation of Wines and Spirits.
1.3 FIVS is organised as a not-for-profit association under the French Law of July 1, 1901.
1.4 FIVS was founded in July 1951 and maintains its Headquarters and Registered Office in Paris, France.
1.5 The official languages of FIVS are French, English and Spanish.
1.6 FIVS is established for an indefinite period, but may be dissolved at any time consistent with Article 6.6 and other applicable articles below.

ARTICLE 2

Objectives

2.1 FIVS is a global association of associations, national federations, companies, entities and individuals for the alcohol beverage industry and trade.
2.2 FIVS’ objectives are:
2.2.1 To establish strategic plans as guides for collaborative action and to measure the attainment of the goals contained therein.
2.2.2 To create and pursue agreed-upon initiatives in response to global pressures and opportunities, and to encourage members and other interested parties to work collaboratively on such endeavours.
2.2.3 To engage in effective, united advocacy with all appropriate organisations, and in particular to serve as a liaison between the membership and relevant international organisations (e.g., the International Organisation of the Vine and Wine (OIV), the World Health Organisation (WHO), the World Trade Organisation (WTO), the World Customs Organisation, the World Intellectual Property Organisation (WIPO))
2.2.4 To facilitate the rapid acquisition and dissemination of information and to encourage the sharing of information among members and other interested parties regarding international regulations, trade agreements and other topics of common interest.
2.2.5 To promote responsibility with respect to the consumption of alcohol beverages.
2.2.6 To provide statistics and other relevant findings demonstrating the economic significance of the sector in terms of employment, trade flows between countries, consumption patterns, industry trends, etc.
2.2.7 To convene the membership for regular meetings, as appropriate.
2.2.8 To facilitate the resolution of any conflicts between or among members.
2.2.9 To encourage all qualified candidates to become members of FIVS in the appropriate category.
2.2.10 To purchase, acquire, lease, sell or otherwise dispose of any property necessary to carry out FIVS’ mission.
2.2.11 To act in a manner conducive to the attainment of the above-stated objectives.

ARTICLE 3

Membership

3.1 Qualified candidates may be granted membership by the General Assembly either by application or by invitation, depending on the applicable category of membership.
3.2 Membership is granted to applicants/invitees in one (1) of four (4) categories: full membership, affiliate membership, individual membership or honorary membership.
3.2.1 Full membership is open to all national and regional associations, federations, companies and other entities engaged in the production, exportation, importation and/or distribution of alcohol beverage products. Full members are granted one (1) vote in the General Assembly meetings.
3.2.2 Affiliate membership is open to national and international organisations and to other entities representing industries or activities allied to the alcohol beverage industry and trade. Affiliate members may attend FIVS’ meetings and participate in deliberations, but are not permitted to vote at the General Assembly meeting or to hold an elected office in FIVS.
3.2.3 The Presidential Council may recommend to the General Assembly candidates for individual membership, upon nomination by two (2) full FIVS members. Candidates should not be employees or members of an organisation which is a FIVS member or is qualified to be a FIVS Member. Upon the unanimous consent of the General Assembly, such persons may be granted individual membership and attend FIVS meetings and participate in deliberations. Individual members are not permitted to vote at the General Assembly meetings or to hold elected office in FIVS.
3.2.4 The Presidential Council may, either on its own initiative or at the suggestion of a member, nominate an eminent individual (such as a previous FIVS president) for honorary membership. Honorary membership may be conferred only by the unanimous consent of the General Assembly. Honorary members may attend FIVS meetings and participate in deliberations, but are not permitted to vote or hold elected office in FIVS. Honorary members are exempt from the provisions of Article 3.3.
3.3 Candidates for full, affiliate, or individual membership (as provided for in Article 3.2.1, Article 3.2.2 and Article 3.2.3), but not for honorary membership (as provided for in Article 3.2.4), must submit a completed application form to the Secretariat of FIVS. Upon receipt of the application for membership, the Secretariat in consultation with the Presidential Council, shall notify the members. If no full member communicates an objection to the Secretariat within thirty (30) calendar days of the date the notice was issued, the Secretariat, with the consent of the Presidential Council, shall notify and admit the applicant to the appropriate category of membership.
3.4 FIVS membership may be terminated by resignation, expulsion or by the dissolution of FIVS as an organisation.
3.4.1 To resign, a member must send written notice to FIVS Secretariat at least three (3) months prior to the year in which resignation is to take effect. Resignation does not absolve the member of any out-standing financial obligations to FIVS.
3.4.2 Consistent with the procedures outlined in Article 6.8, the General Assembly may expel any member which does not honour its financial obligations or which prejudices FIVS’ interests or
reputation. Expelled members cannot claim compensation or the refund of any fees paid or contributions made to FIVS.

3.4.3 The General Assembly may dissolve FIVS at any time, as provided for in Article 6.6 and other applicable Articles below.

ARTICLE 4

Members’ Responsibilities

Members are responsible for:

4.1 Abiding by and observing these by-laws.
4.2 Making efforts in good faith to help FIVS achieve its aims by, inter alia, attending, participating in, and providing input at General Assembly and other FIVS meetings.
4.3 Paying the annual dues as established in the budget by the Presidential Council and approved by the General Assembly. Membership dues must be paid by the end of January of each calendar year, unless otherwise agreed upon with the Presidential Council as provided for under Article 11.3.

ARTICLE 5

General Assembly, General Assembly Meetings and Member Meetings

5.1 The General Assembly is the body that is responsible for deciding upon significant FIVS policy positions. The Secretariat at the behest of the Presidential Council and the General Assembly shall prepare for discussion significant matters to be deliberated upon by the General Assembly.
5.2 The General Assembly holds power:
5.2.1 To propose and to elect a Presidential Council comprising a president, up to three (3) vice-presidents, a treasurer, an assistant treasurer, a secretary and an assistant secretary.
5.2.2 To approve the Annual Report, financial statements, agendas and other similar documents.
5.2.3 To vote on the budget and membership dues.
5.2.4 To confirm new members and make decisions on expulsions, upon the recommendation of the Presidential Council.
5.2.5 To amend theses bylaws.
5.2.6 To establish or dissolve committees.
5.2.7 To provide direction to the Secretariat in concert with the Presidential Council. This power shall include, but not be limited to, making human resource decisions and selecting office locations.
5.2.8 To dissolve the association.
5.3 Unless otherwise provided for, the General Assembly delegates to the Presidential Council the authority to exercise day-to-day oversight over the Secretariat and other matters relating to the administration of FIVS.
5.4 The General Assembly shall meet up to twice a year.
5.5 The Presidential Council shall determine the place, date and agenda for regular and Extraordinary General Assembly meetings. The Secretariat shall announce meetings of the General Assembly at the direction of the Presidential Council. The Secretariat shall make efforts in good faith to notify Members at least five (5) weeks in advance of upcoming meetings of the General Assembly. When possible, the Secretariat shall send out the agenda at the same time as the notification of the meeting.
5.6 A quorum for a meeting of the General Assembly is achieved when three-eighths (3/8) of the total number of full members in good standing are present at the meeting either physically or otherwise participating live by electronic means (e.g., telephone, internet, etc.). Proxy votes count towards the achievement of a quorum. If less than three-eighths (3/8) of the total number of FIVS’ full members are physically or otherwise present, only non-binding votes may be taken at a meeting of the General Assembly. Any such non-binding votes will be subject to confirmation or rejection at
the next General Assembly meeting where there is a quorum or by other methods provided for in making a decision.

5.7 Consistent with the provisions of Article 6, full members unable to attend a General Assembly meeting may submit the name of their designated voting proxy-holder to the Secretariat via email or post at least two (2) weeks prior to the meeting in question, unless otherwise agreed upon and confirmed in written form with the Secretariat. If such notice is not submitted, the proxy-holder will not be recognised at the General Assembly meeting. Only full members may serve as proxy-holders and can do so for no more than one (1) other full member at any one (1) meeting. Proxies may either be general in nature or specific to a particular issue. General proxies may be given where matters raised are subject to consensus voting procedures. Specific proxies may be given where votes are taken which are subject to numerical limits.

5.8 An Extraordinary General Assembly meeting may be convened by the Secretariat, if so directed by the Presidential Council. Such meetings shall be called if a significant decision, as determined by the Presidential Council, requires consideration before the next scheduled General Assembly meeting. Notice for an Extraordinary General Assembly meeting shall be provided no less than one (1) week before the meeting. The meeting may be conducted telephonically or by other appropriate electronic means. The Extraordinary General Assembly meeting is subject to the same procedures as meetings of the General Assembly unless otherwise specified.

5.9 Members’ meetings may be called from time to time for interested FIVS’ members to receive updates, to discuss initiatives and/or to collaborate on other matters. Such meetings may be convened to discuss aims, share information and to facilitate member cooperation. Non-members may attend by invitation or request, if approved by the President. Those convened at Members’ Meetings do not hold the power to transact business reserved for the General Assembly meetings (e.g., pass resolutions, establish or abolish offices, appoint or remove officers, approve or reject budgets, expel members, accept or refuse applications for membership, decide upon significant FIVS’ policies, carry out binding votes or dissolve FIVS).

ARTICLE 6

Voting

6.1 Each full member in attendance holds one (1) vote at a General Assembly meeting. In conformity with Article 3, affiliate members, individual members and honorary members are not eligible to vote.

6.2 Decisions at General Assembly meetings are to be made by consensus, unless otherwise specified. Accordingly, if any voting member has an objection on a matter that is subject to such decision, FIVS may not take an official position on the topic at issue. Subjects for consensus decisions (as opposed to numerical voting procedures) will include, but not be limited to, policy matters, elections of new members and the level of annual dues.

6.3 The Secretary shall record dissenting minority viewpoints in votes subject to numerical procedures.

6.4 Any amendment to these by-laws must be passed with the approval of at least three-quarters (¾) of the full members physically or otherwise present at a duly constituted General Assembly meeting. "Otherwise present" shall include participating by electronic means as provided for in Article 5.6.

6.5 Any member may be expelled by the decision of at least three-quarters (¾) of the full members physically or otherwise present at a duly constituted General Assembly meeting.

6.6 A decision to dissolve FIVS may be made by at least three-quarters (¾) of the total number of full members physically or otherwise present at a duly constituted General Assembly meeting.

6.7 A decision to remove any of the officers serving on the Presidential Council may be made by at least three-quarters (¾) of the full membership physically or otherwise present at a duly constituted General Assembly meeting. The President can relieve such officers of all duties pending
such a determination or take any other such actions regarding such officers where exceptional circumstances so warrant.

6.7.1 The President may also be removed by at least a three-quarters (¾) majority vote of the full members physically or otherwise present at a duly constituted General Assembly meeting. The Presidential Council may suspend the president by unanimous agreement of the officers of the Council, with such suspension to have immediate effect. This vote shall be subject to ratification by the General Assembly at the next General Assembly meeting.

6.8 General Assembly votes are generally conducted openly before those in attendance. Votes regarding the expulsion of a member or removal of an officer are to be conducted by secret ballot. A decision to conduct any other vote by secret ballot may be made by at least three-quarters (¾) of the total number of full members physically or otherwise present at a duly constituted General Assembly meeting.

6.9 Neither a member nor its proxy-holder may vote on the matter of its own expulsion or removal from office.

ARTICLE 7

Presidential Council

7.1 The Presidential Council is composed of a president, as many as three (3) vice-presidents, a treasurer, an assistant treasurer, a secretary and an assistant secretary. The members of the Council shall reflect to the extent possible the international diversity of the association.

7.1.1 The president, vice-presidents, secretary, assistant secretary, treasurer and assistant treasurer are to be elected to three (3) year terms by the majority of the full members physically or otherwise present at a duly constituted meeting of the General Assembly. Candidates for any of these offices shall notify the Secretariat in writing of their interest in serving at least two (2) months before a duly constituted General Assembly meeting where the election for the office in question is to take place.

7.1.2 In order to preserve stability and continuity, officers of the Presidential Council are to be elected at staggered intervals of approximately 12 months. As a general rule, approximately one-third (1/3) of the officers of the Presidential Council shall stand for election each year.

7.1.3 An individual may hold only one (1) office on the Presidential Council. In the case of a presidential resignation, one (1) of the vice-presidents may fill the role of interim president, at the discretion of and determination by the Presidential Council.

7.2 Candidates for any elected office, including the elected offices of the Presidential Council, must be sponsored by two (2) full members of FIVS that are not serving on the Presidential Council.

7.3 An officer of the Presidential Council must send a notice of resignation to the Council and the full membership as soon as he or she is unable or unwilling to perform the required duties. All outstanding financial obligations existing between the officer and FIVS shall be honoured. The Presidential Council must select an interim officer to fulfil the duties of the officer in question until a replacement officer is elected at the earliest possible General Assembly meeting.

7.4 In the absence of a meeting of the General Assembly, the Presidential Council may remove an officer, but only if by the full consensus of the Council. In such an event, the Council must inform the full membership via fax, mail, email or other appropriate methods of communication of such action. No officer under consideration for removal may preside over any related proceedings.

7.5 The vice-presidents shall assist the president in executing his or her duties. The vice-presidents shall exercise all the authority of the president at the express direction of the president and/or when the president is unable to perform his or her duties hereunder.

7.6 The treasurer, together with his or her assistant, shall maintain records of FIVS’ finances and provide information regarding the financial status of FIVS to the President Council and the General Assembly. The treasurer, or his assistant, shall perform such functions in keeping with the fiscal year of FIVS which shall commence on 1 January and shall end on 31 December of each year.
7.7 The secretary, together with his assistant, shall record minutes of all General Assemblies and may record minutes of other meetings. The secretary, or his assistant, may also assign a suitable proxy if necessary to take minutes.

7.8 The Presidential Council is responsible for all the roles and responsibilities delegated to it by the General Assembly in Article 5.3.

7.9 With the assistance of the Secretariat, the Presidential Council shall convene Presidential Council and other meetings as warranted.

7.10 The Presidential Council may at its discretion nominate a Member Emeritus, who is not otherwise an existing officer, to join and become a member of the Council. The Council shall also determine the roles and responsibilities of this officer. This officer would have to be approved at a meeting of the General Assembly and would serve for a term of two (2) years.

ARTICLE 8

President

8.1 The president is the legal representative of FIVS in accordance with the terms of the French Law of 1 July 1901.

8.2 The president shall preside over meetings of both the Presidential Council and the General Assembly. In his or her absence, a vice-president, chosen by the president, shall preside over such meetings. In the absence of the president and vice-presidents, the Presidential Council shall choose another officer of the Presidential Council to preside over such meetings.

8.3 In coordination with the Secretariat, the president shall act as a spokesperson for FIVS. The president may ask officers of the Presidential Council and other FIVS members to assist on a case-by-case basis.

8.4 The president, in consultation with the Presidential Council, shall set the dates for General Assembly and member meetings.

8.5 If the president is unable to carry out his or her duties, the Presidential Council shall appoint an interim president. At the earliest possible General Assembly meeting after such action shall have taken place, the General Assembly shall either confirm the interim president or elect a new president.

8.6 There is a presumption that candidates for the office of FIVS president shall be among those that are currently serving on the FIVS Presidential Council.

ARTICLE 9

Secretariat

9.1 The Presidential Council is responsible for directly overseeing the functioning of the Secretariat and for selecting its members.

9.2 The Secretariat conducts business on behalf of FIVS as directed by the Presidential Council.

9.3 The Secretariat is responsible for the day-to-day operations of FIVS. Its responsibilities include, inter alia, supporting the pursuit of strategic initiatives and activities related to international organisations; coordinating internal and external communications; managing the website and other methods of communication; planning FIVS’ conferences, meetings and events; answering inquiries received by FIVS; and maintaining archival records of all FIVS activities.

9.4 Under the supervision of the treasurer, the Secretariat is authorised to allocate resources on behalf of FIVS in order to achieve the objectives enumerated in Article 2. The Secretariat and treasurer shall keep accurate and timely financial records. The Secretariat may not incur a budgetary deficit without the permission of the General Assembly.
ARTICLE 10

Working Groups, Liaisons & Committees

10.1 The working groups and their activities are organised to engage topically and to focus on key international organisations and/or agreed-upon strategic initiatives. Each working group will interface with appropriate liaisons and committees, handle strategic initiatives within their remit and collaborate with the FIVS Category Committees, the Presidential Council and the Secretariat, as appropriate, to communicate about its areas of focus.

10.2 Working Groups, liaisons and committees may only be established by the unanimous consent of the full members physically or otherwise present at General Assembly meetings. In the absence of a meeting of the General Assembly, working groups, liaisons and committees may be established by the unanimous consent of the total number of full members, after the Secretariat has notified the members in a timely fashion. The Secretariat may obtain consent via any appropriate means of communication with members. To abolish a working group, liaison or a committee, a majority vote of the full members physically or otherwise present at a General Assembly meeting is required.

10.3 Working Groups, liaisons and committees may be established to serve for either indefinite or limited terms.

10.4 Each working group shall be chaired by two (2) co-chairs appointed by the president in consultation with the Presidential Council, and shall be selected to be from different regions and to be as representative as possible of the FIVS membership at large. The Working Group chairs serve at the pleasure of the Presidential Council.

10.5 Working Group chairs are responsible for notifying members in coordination with the Secretariat of developments in the Working Group’s area of focus.

10.6 Working Group chairs are responsible either directly or indirectly for communicating FIVS’ policy positions to the external organisations for which they are responsible.

ARTICLE 11

Subscriptions

11.1 The General Assembly, upon the recommendation of the treasurer, sets the annual dues for full, affiliate and individual membership categories. The General Assembly must specify the annual membership dues each year, preferably at the Spring meeting of the General Assembly.

11.2 The Presidential Council may increase annual membership dues modestly to reflect any rate of inflation in France, but any such increase shall under no circumstances be greater than (3) percent per annum and shall be announced at least thirty (30) days before the end of the calendar year.

11.3 All members must pay their dues promptly within the timeframe mandated under Article 4.3. Members which fail to pay their dues in a timely manner will no longer be considered members, unless otherwise agreed upon with the Secretariat acting at the direction of the Presidential Council. The Secretariat at the direction of the Presidential Council may add reasonable interest or assess late dues on such tardy payments.

11.4 In the case of the dissolution of FIVS, all funds remaining after the payment of obligations to creditors will, as determined by the General Assembly and as suggested for consideration by the Presidential Council, be vested in an international organisation working in the area of alcohol beverages.

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