



STATUTES (By Laws Voted and Accepted @ Greece Congress 2016)

WORLD ASSOCIATION OF CHEFS' SOCIETIES (WORLD CHEFS)

310 rue de la Tour, Centra 278,

94150 Rungis Cedex,

France

Article 1 – Form

There is hereby constituted an Association between subscribers to these Articles of Association and those who will subsequently become subscribers. The said Association is governed by the French law dated 1st July 1901 and the legislative texts currently in force amending it or adding to it, and by these Articles of Association.

Article 2 – Purpose

The Association is an apolitical professional organisation with the purpose of:

- representing the general interests of the culinary profession;
- upholding and improving the culinary principles of world cuisines; and allowing the culinary arts to advance in a positive manner;
- encouraging recognition, on an international level, of the professional qualifications of the profession of chefs and the development of the profession with the support of associations or federations of chefs from all countries;
- representing, as an authority and opinion leader on food, a world voice on all matters connected with the culinary profession and also on all matters concerning food safety, sustainable development etc.;
- lending its support to humanitarian initiatives in order to educate, assist, feed and bring comfort to millions of people throughout the world;
- organising cultural encounters themed around cooking (culinary workshops, social events between the public and chefs, and so on).

Article 3 – Methods of Action

In order to achieve its purpose, the Association intends to make particular use of the following methods of action:

- organising conferences or culinary exhibitions to create links and set up networks,

- competing and exhibiting, exchanging cultural values and culinary traditions; engaging socially through charity events, competitions and cooking demonstrations;
- establishing culinary rules for competitive international events;

- training judges, culinary trainers and chefs (for example on the theme of food safety or sustainable development etc.);
- issuing professional certifications from World Association of Chefs' Societies to reward international culinary excellence, and developing educational programmes;
- engaging in humanitarian programmes, whether it be managing natural or human catastrophes; educational programmes in cooperation with local governments; training rescue teams in culinary skills; or by intervening in under-developed countries in collaboration with NGOs (refugee camps);
- participating in the organisation of charity events to raise funds in aid of local charities such as the World Chefs' Tours Against Hunger; selling any products or services relating to its purpose, on a permanent or occasional basis, that might contribute to achieving that objective.

Article 4 – Name

The name of the Association is “WORLD ASSOCIATION OF CHEFS’ SOCIETIES (WORLDCHEFS)”. The World Association of Chefs’ Societies remains the official name of the Association. However, for commercial and communication purposes, we can use the brand name WORLDCHEFS reference to motion and voted on in Norway in 2014.

Article 5 – Registered Office

The registered office is based in: 310 rue de la Tour, Centra 278, 94150 Rungis Cedex.

It may be moved to any other location in the same city by decision of the President, and anywhere else by decision of the Board of Directors; ratification by the General Meeting will be necessary.

Article 6 – Duration

The Association is constituted for an indeterminate duration, starting from the declaration made in compliance with French law of 1901 and its publication in the Official Journal.

Article 7 – Members

The association is made up of:

a) Founder members, namely:

- Mr. Gissur GUDMUNDSSON
- Mr. Bill GALLAGHER
- Mr. Norbert SCHMIDIGER

- Mr. Ferdinand METZ
- Dr.h.c. Siegfried SCHABER

The said founder members constituted this association in order to pursue the objectives of the 17 countries that met in 1928 at the Sorbonne in Paris.

b) Active members, namely:

- National Member Societies: WORLDCHEFS is a global representative grouping of national chefs' societies. Each country may be represented by a single chefs' society, which must be of national importance. In this context, the expression "country" shall refer to an independent State, identified as defined in the Standing Rules document.

c) Affiliated member societies: these have a provisional membership status that may not last longer than a period of five years. Affiliated member societies allow associations to be developed in new countries to help them become members of WORLDCHEFS.

Affiliated member societies may only join the Association after approval by the Board of Directors.

Affiliated member societies have no right to vote.

d) Honorary members: these are people upon whom the Board of Directors have conferred this capacity because of their exceptional moral, intellectual or financial contribution to the goals pursued by the Association, particularly those who have given service to the culinary profession in general.

Honorary members have no right to vote.

e) Members:

- Associate: associations, organisations or establishments that have a connection to the culinary profession of;
- Corporate: companies, societies, culinary schools etc.

Associate and Corporate members may join following the recommendation by a National Member Society of WORLDCHEFS or by a Continental Director.

Applications for membership must be sent to the Managing Director of WORLDCHEFS office which in turn will present to the Board of Directors, which shall consider the applications along with views from National Presidents.

Associate members have no right to vote.

Article 8 - Becoming A Member

Applications for membership in one or more categories of WORLDCHEFS membership must firstly be submitted to the Continental Director, who will submit it to the Secretary General to deal with the application taking into consideration of the conditions for becoming a member.

Applications to be admitted as National Member Societies must include documentation proving their legitimate existence for a period of at least two years as a national society, and recognition by their national government.

At the Association's General Meeting, the Board of Directors shall present applications for membership that have been given prior approval by the Secretary General. National Member Societies must then vote definitively on the applications for membership, applying the majority set out in Article 29 below.

In the event that an application for membership is presented from a society in a country that is already represented in the Association, membership will only be granted after gaining the agreement of the national society already represented.

Article 9 - Cessation of Membership

One ceases to be a member by:

- resigning one's membership by registered letter with proof of receipt sent to the President of the Association giving six months' notice;
- death;
- dissolution of legal entities for whatever reason, or being placed in administration or liquidation;
- suspension by the Board of Directors for non-payment of subscriptions for a period of 6 months beginning from the end of our financial year which is December 31st for each calendar year, if prolonged without due course of reasonable explanation then the board will have the right after two (2) consecutive years, to enforce expulsion. In the latter case, the member concerned shall be invited to give prior explanation of the facts that might lead to their eventual expulsion and, more generally, to defend themselves.

Article 10 – Subscriptions - Resources

a. Subscriptions

Members belonging to one of the categories set out in Article 7 above, with the exception of honorary members, shall pay an annual subscription. The amount and expiry date of the said subscription shall be set each year by the Board of Directors.

b. Resources

The Association's resources include:

- admission fees and subscriptions from the various categories of members, with the exception of honorary members;
- subsidies from states, local authorities and their establishments;
- manual gifts in kind; i.e. food for competitions, wine for food pairing etc.;
- interest and revenue from the assets and securities belonging to the Association;
- donations and legacies that the Association may be authorised to accept because of its capacity, the nature of its purpose or its activities;
- exceptional taxes that it is authorised to collect;
- recompense for services rendered and activities authorised under the Articles of Association;
- payments made for sponsorship by individuals and companies;
- dividends from its subsidiaries;

- receipts from the assets, products and services sold by the Association.

Article 11 – Accounts

In the four months following each financial year, the WORLDCHEFS office shall draw up annual accounts according to the standards in the general accounting plan.

Article 12 – Financial Year

The financial year begins on 1st January and ends on 31st December of each year.

Article 13 – Reserve Funds

The Association shall set up a reserve fund of which the specific purpose is partly to cover the financial commitments that the Association supports as part of its functions, and to meet all or part of the obligations it has undertaken; and partly to take up voluntary assistance and facilities made available free, such as premises, equipment and staff, that would otherwise be lacking.

The mechanisms for running and building up this reserve fund shall be set by the Board of Directors.

Article 14 – Contributions

In the case of contributions of moveable or immovable assets to the Association, the contributor's claw-back shall be exercised in accordance with the provisions set out by the agreements concluded with the Association, as validly represented by its President.

Article 15 – Executive Committee: Composition

Those standing for the Presidium as a President from 2020 onwards must have been involved with WORLDCHEFS as a Continental Director or in the capacity as a subcommittee Chairperson.

The Association is run by an Executive Committee made up of:

- a President
- a Vice-President
- a Secretary General.

The President is elected by the General Meeting on the majority conditions set out in Article 29 of these Articles of Association. The elected President appoints the Vice-President and the Secretary General, who may belong to a different fully paid up National Member Society. The President will coordinate consultation with member society leadership to ensure transparency.

Legal entities are represented by their acting legal representative, or by any other person whose authorisation to this effect has been notified to WORLDCHEFS.

Members of the Executive Committee are elected for a term of four (4) years and may only stand for a maximum of two (2) terms in office. Any changes due to extenuating circumstances must be approved and voted on by the Board of Directors.

The duties of a member of the Executive Committee cease upon:

- resignation;
- unexcused absence at three (3) consecutive meetings of the Committee;
- removal by the Board of Directors, which may happen ad nutum and after an irregularity during the meeting.

Article 16 – Powers and Functions of the Executive Committee

Without prejudice to their respective remits defined below, members of the Executive Committee are collectively responsible for preparing and implementing the decisions of the Board of Directors. As well as the foregoing, they put forward the Standing Rules of the Association for the approval of the Board of Directors.

The Executive Committee meets as often as the interest of the Association demands when a meeting is called by the President, who sets the agenda.

The meeting may be called by any method, even verbally, at least eight days in advance. Decisions are taken by a majority of the members present. In the event of a tied vote, the President has a casting vote.

Minutes of Executive Committee meetings shall be kept in an ad hoc binder and signed by the President and the Secretary General.

The Executive Committee's procedures are specified and completed in a Standing Rules document.

Article 17 – President

The President combines the functions of chair of the Executive Committee, the Board of Directors and the Association.

The President is responsible for the daily running of the Association, acts on behalf of the Executive Committee, the Board of Directors and the Association, and in particular:

- represents WORLDCHEFS in all civic duties and has all necessary powers to commit WORLDCHEFS;
- is competent to represent WORLDCHEFS in legal proceedings, both brought and defended; can only be replaced by an agent acting under a special proxy;
- may, with the prior authorisation of the Board of Directors, bring any legal proceedings in defence of the Association's interests, approve any settlements and make any appeals;
- convenes the Board of Directors, sets the agenda and chairs their meeting;
- implements the decisions made by Board of Directors;
- authorises expenditure, presents annual budgets and supervises their implementation;
- is authorised to open and operate any current or savings accounts at any financial institution;
- signs any sales or purchase contract and, more generally, any deeds and contracts necessary to implement decisions of the Board of Directors and the General Meeting;

- presents the annual report to the Board of Directors;
- presents the report envisaged in Article L. 612-5 of the Code of Commerce (France) to the Board of Directors, under the conditions specified in the Standing Rules document;
- notifies the Auditor of the agreements set out in Article L. 612-5 of the Code of Commerce within a month of becoming aware of such agreements;
- may delegate part of the President's powers and signature to one or more members of the board, in writing and after having informed the Board of Directors.

Article 18 – Vice-President

The Vice-President assists the President to exercise his or her duties.

The Vice-President shall replace the President in the event of prolonged or permanent inability to discharge his or her duties, according to the procedures set out in the Standing Rules.

Article 19 – Secretary General

The Secretary General supervises the proper functioning of the Association in material, administrative and legal terms. The Secretary General takes the minutes of meetings and deliberations of the Executive Committee, the Board of Directors and General Meetings, or causes them to be taken under his or her control. In particular, the Secretary General keeps the special register envisaged in Article 5 of the French law dated 1/7/1901 and in Articles 6 and 31 of the decree dated 16/8/1901, or causes it to be kept.

The Secretary General carries out the formalities set out in the said Articles, or causes them to be carried out under his or her control.

Article 20 – Office and Managing Director

The Treasurer position will be replaced by the Assistant Vice President, who will undertake to have a committee to review financial governance of the World Association of Chefs' Societies. This position has no voting rights and is by appointment from the Board & President.

The Managing Director of the World Association of Chefs' Societies office draws up the annual accounts of the Association, or causes them to be drawn up under his or her control. The Managing Director from the World Association of Chefs' Societies office puts out the annual call for subscriptions, or causes it to be put out, and draws up a financial report that he or she presents to the Board of Directors along with the annual accounts, or causes it to be drawn up, in conjunction with the appointed registered accountancy firm.

The Managing Director pays expenses and deposits receipts, or causes them to be paid or deposited under his or her control. Refer to standing rules 4.1

Article 21 – Continental Directors

The Continental Directors represent the continental areas of Africa and the Middle East (1), the Americas (1), Asia (1), Europe (3) and the Pacific region (1). The Continental Directors are elected

by the current member countries of their designated region or of a continent assigned to them in the current official geographical list of members.

The Continental Directors are elected at the bi-annual Conference, alternating with the elections to the Executive Committee, for a term of four (4) years, but no more than two(2) terms referring to Standing Rules 3.2.5.

The Continental Directors are elected from the National Member Societies which do not belong to the WORLDCHEFS Executive Committee.

The Continental Directors represent the National Member Societies in their respective regions and shall notify the Board of Directors about all subjects that are important to the Association, including professional matters, matters of training, organising support and new memberships.

In the event of resignation, death or inability to carry out the duties of Continental Director, the defaulting Director shall be immediately replaced by the current member countries of his or her designated region or of the continent assigned to the said Director, either at the annual continental forum, if this is held within 4 weeks of the default, or by written consultation in other cases.

Article 22 – Outgoing President

The outgoing President is automatically elected as a voting member of the Board of Directors. He or she shall assist and advise the Board of Directors.

He or she may be invited to manage special tasks and projects for the Association.

Article 23 – Honorary Life President

As an honorary title, the Association's General Meeting may grant the title of Honorary Life President to one of its members.

There may not be more than one Honorary President at any particular time.

Article 24 – Board of Directors: Composition

The Board of Directors is made up of:

- the Executive Committee;
- the Honorary President;
- immediate Past President;
- seven (7) Continental Directors;
- the Assistant Vice President appointed by the Presidium and cannot be a Continental Director.

The duties of a member of the Board of Directors cease upon:

- resignation;
- cessation of membership of the Association;
- unexcused absence at three (3) consecutive meetings of the Board of Directors;
- removal by the ordinary General Meeting, which may happen ad nutum, after an irregularity during the meeting and upon dissolution of the Association.

Article 25 – Functioning of the Board of Directors

The Board of Directors shall meet on at least one (1) occasion per year, at the initiative of the President and when the latter calls a meeting.

It may also meet at the initiative of at least three of its members, on the conditions set out in the Standing Rules, at the initiative of the President or, failing that, of one of the Board members.

Meetings may be called by any method, even verbally, at least eight (8) days before the date set for the meeting.

Calls to the meeting shall contain the agenda of the meeting, set by the President or, failing that, by one of the Board members.

When the Board of Directors meets at the initiative of a quarter of its members, the latter may demand that matters they wish to discuss be put on the agenda.

Decisions of the Board of Directors shall not be valid unless more than half of its members are present or represented.

Decisions are taken by a majority of the members present or represented. In the event of a tied vote, the President has a casting vote.

The Board of Directors' procedures are specified and completed in a Standing Rules document.

Article 26 – Powers of the Board of Directors

The Board of Directors is invested with the widest possible powers to act in the name of the Association and to carry out all acts and transactions that are not reserved to the General Meeting. In particular:

- defines the policy and the general direction of the Association; it may commission specialist work according to the procedures set out in the Standing Rules;
- examines applications for admission and rules on the expulsion of members;
- decides on the acquisition and disposal of all moveable goods and assets; arranges for any repairs, works and fitting-out to be done; buys and sells any shares and securities;
- with the prior authorisation of the Ordinary General Meeting, it may take out a lease and acquire any building necessary to achieve the Association's purpose; grant any leases and mortgages on the Association's buildings; sell or exchange the said buildings; take out any loans and grant any guarantees;
- decides the overall direction of communications initiatives and public relations;
- decides budgets and supervises their implementation;
- makes statements of the accounts for the past financial year and approves them, calls General Meetings and sets their agenda;
- should it be necessary, it proposes the appointment of incumbent and substitute auditors to the General Meeting;
- approves the Standing Rules of the Association as per article 32;
- authorises acts and commitments that go beyond the powers of the President and may delegate any powers to a director for a set mission;
- decides on the draft agreements envisaged in Article L. 612-5 of the Code of Commerce France that the President submits to it;
- may appoint regional delegates tasked with representing it and developing the Association's action locally;

- the role of the Director shall be unpaid; expenses laid out in carrying out their mission shall be advanced to them on quotation or reimbursed on submitting a supportive document;
- appoints the Assistant Vice President position, which replaces the Treasurer and does not have any voting rights.

Article 27 – Designated Committees

The President appoints the chair and members of the Designated Committees for a term not exceeding four (4) years, after having consulted the Board of Directors in advance. The latter shall give a consultative opinion.

The composition and functions of the Designated Committees shall be determined by the Standing Rules document.

Article 28 – General Meetings: Common Provisions

a) General Meetings comprise members that are active and up-to-date with their subscriptions on the date the call to the said meetings is sent.

b) Legal entities are represented by their acting legal representative, or by any other person whose authorisation to this effect has been notified to the Board of Directors.

c) General Meetings are called by the President as delegated by the Board of Directors, by any method, even verbally, at least three months in advance. The call to the meeting shall contain the agenda decided by the Board of Directors. When General Meetings are called at the initiative of a fraction of their members, the latter may demand that matters they wish to discuss be put on the agenda.

The General Meeting's procedures are specified and completed in a Standing Rules document.

Article 29 – Ordinary General Meetings

The Ordinary General Meeting convenes every two (2) years at the bi-annual world conference of the Association, and whenever it is called by the Board of Directors or at the request of a quarter of the Association's members.

The Ordinary General Meeting elects the Executive Committee and the Continental Directors alternately.

The President chairs this Meeting and sets out the Association's general situation, as well as presenting the annual accounts that have been approved by the Board of Directors.

The Ordinary General Meeting ratifies the provisional budget presented by the Board of Directors, and grants discharge to the directors for their management.

Decisions of the Ordinary General Meeting shall not be valid unless at least half of its members are present or represented.

If there is no quorum (51%) the first time the meeting is called, the General Meeting shall be called again, on the same notice conditions and with the same agenda. Then it may make valid decisions, whatever the number of its members presents or represented.

Decisions are taken by a majority of the members present or represented.

Article 30 – Extraordinary General Meetings

The Extraordinary General Meeting is competent to amend the Articles of Association, dissolve the Association and distribute its assets, merge or restructure the Association.

Decisions of the Extraordinary General Meeting shall not be valid unless at least half of its members are present or represented.

If there is no quorum the first time the meeting is called, the General Meeting shall be called again, on the same notice conditions and with the same agenda. Then it may make valid decisions, whatever the number of its members presents or represented.

Decisions are taken by a majority of two thirds of the members present or represented.

Article 31 - Dissolution

In the event of dissolution that does not follow a merger, the Extraordinary General Meeting shall appoint one or more liquidators tasked with liquidating the Association.

It shall allocate the net assets to any non-profit-making association or organisation of its choice pursuing the same purpose, or a similar or connected one.

Article 32 – Standing Rules

A Standing Rules document, drawn up by the board members and approved by the Board of Directors, shall specify the statutory provisions regarding the Association's functioning and complete them as necessary.