

SOCIETIES ACT

SCHEDULE A

CONSTITUTION

1. The name of the society is “British Columbia Chefs’ Association”.
2. The objects of the Society are to:
 - (a) advance the general interest of the profession of Chefs in the province of British Columbia;
 - (b) establish a code of ethics for members of the Society;
 - (c) promote:
 - (i) the good name of the members throughout the culinary profession and the patronizing public;
 - (ii) integrity among members throughout the culinary profession and
 - (iii) fidelity of chefs to employers, employees and the patronizing public.
 - (d) promote education in the culinary profession, and to increase opportunities for youth to train for the culinary profession;
 - (e) publicize the training, knowledge and skills of the Professional Chef, so that the Professional Chef’s capabilities are appreciated and that the Professional Chef will be properly compensated; and
 - (f) set standards for the Professional Chef.
3. The operations of the Society are to be carried on only in the Province of British Columbia, with its principal office in the City of Vancouver or Lower Mainland.

CODE OF ETHICS

Section 1

1.01 I hereby embrace this Code of Ethics as laid down by the Society and I certify that I will abide by the Constitution of the Society.

Section 2

2.01 I will endeavour to conduct myself in a professional manner at all times.

Section 3

3.01 I shall place honour and the standing of the profession before personal advantage.

BRITISH COLUMBIA CHEFS' ASSOCIATION

BYLAWS

ARTICLE 1 - MEMBERSHIP

Section 1 - MEMBERSHIP

- 1.01 Any person may become a member of the Society upon approval as provided in the bylaws of the Society.
- 1.02 The bylaws of the Society may provide for classifications of members consistent with the purpose of the Society

Section 2 - CLASSIFICATION OF MEMBERS

- 2.01 Applicants who have been approved by the Board of Directors shall be classified by the Membership and Attendance Committee.
- 2.02 The membership of the Society shall be divided into five (5) classifications:
 - (a) Chef Members;
 - (b) Associate Members;
 - (c) Honourary Members;
 - (d) Life Members; and
 - (e) **Junior Members.**

Section 3 – Chef Members

Chef Members are persons who are or have been employed as chefs or cooks (at the time of admittance to the Society) and are entitled to all rights and privileges of the Society and shall share in its responsibilities as defined herein.

Section 4 – ASSOCIATE MEMBERS

4.01 Associate Members;

- (a) represent firms whose primary business is to serve the hospitality industry;
- (b) are entitled to vote in the affairs of the Society; and
- (c) are nominated by their firm and will be recognized as Associate Members if the firm notifies the Membership Committee of their name as a representative of that firm. The firm that nominates an Associate Member may delegate another person to attend meetings in the place of the Associate Member without notice.

4.02 Associate Members shall hold two seats on the Board of Directors of the Society.

4.03 The Associate Members who hold seats on the Board of Directors shall also be Officers of the Society.

4.04 If the number of Chef Members consenting to their election as Directors and Officers of the Society is insufficient to fill all the seats on the Board of Directors of the Society and all the Offices of the Society, the members of the Society may elect Associate Members as Directors or Officers (or both) of the Society.

Section 5 - HONOURARY MEMBERS

5.01 Honourary Members are persons recognized as such by a two-thirds vote of the members of the Society voting and shall be persons whose activities and public utterances are consistent with the purposes of the Society and shall hold such membership for a period of one year only.

5.02 Honourary Membership is a status conferred only on adult persons who have distinguished themselves by meritorious service in the furtherance of the ideals of the Society. Honourary Membership is an honour not to be lightly or indiscriminately conferred.

5.03 Honourary Members shall not have a vote at any meeting of the Society

Section 6 – LIFE MEMBERSHIP

- 6.01 Life Members may be appointed by the Board of Directors at its discretion.
- 6.02 The Board of Directors may confer life membership on its own initiative or on the recommendation of another person.
- 6.03 A Life Member must be a former Chef Member who, upon cessation of active employment, was a member in good standing of the Society for at least ten (10) years prior to cessation of active employment, including transfer time.
- 6.04 Life Members are entitled to the same voting rights and privileges as Chef Members.

Section 7 – APPLICATIONS FOR MEMBERSHIP

- 7.01 Applications for membership shall be made in writing on a form provided by the society.
- 7.02 The application shall be signed by two (2) members in good standing who are able to attest to the Applicant's eligibility.
- 7.03 All applications shall be:
- (a) accompanied by all applicable initiation fees and one year's dues for the Society and all other Societies of which the Society is a member and in respect of which members of the Society are members;
 - (b) returned to the Chairman of the Membership Committee; and
 - (c) submitted by the Chairman of the Membership Attendance Committee to the Board of Directors.
- 7.04 At the next meeting of the Board of Directors following submission of an application, the Membership Chairman shall read the application and, by a simple majority, the Board of Directors may approve the Applicant for membership.
- 7.05 All applicants must hold a valid Certificate of Qualification for the Trade of Cook or similar certificate from any Province, where applicable; or an equivalent certificate from any member country of the World Association of Cook Services.
- 7.06 TQ5 is deemed to be an equivalent Certificate of Qualification for the Trade of Cook for members of the military.
- 7.07 Not with-standing the above, any applicant who qualifies for membership in the British Columbia Chefs' Association may choose to join the Canadian Culinary Federation. But no necessarily be automatically a member with the Canadian Culinary Federation.***

Section 8 - GOOD STANDING

8.01 A member is in good standing when the member has paid the current annual membership fee required of a member of the class to which the member belongs.

Section 9 - MEMBERSHIP CERTIFICATES

9.01 All membership certificates may be properly framed by the Society and shall be conferred in a suitable ceremony at a regular meeting.

9.02 If the membership certificate cannot be conferred for three consecutive meetings, the membership chair may make other arrangements for its delivery.

Section 10 - CONDUCT OF MEMBERS

10.01 The Board of Directors of the Society may, at its discretion, recommend that any member whose conduct is, in the opinion of the Directors, derogatory to the character of the Society, or who disobeys the tenets of the Code of Ethics to which the Society has subscribed, be suspended from membership in, or expelled from, the Society

10.02 If the Board of Directors recommends that a member be suspended or expelled from the Society, that recommendation will be placed before the next regular meeting of the Society and, if confirmed by a two-thirds vote of the members present and voting at that regular meeting, will become effective immediately after that vote is complete.

10.03 The person who is subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the regular meeting before the special resolution is put to a vote.

10.04 A suspended member may be reinstated to active membership by a majority vote of the members voting at a regular meeting.

10.05 A member may be expelled by a special resolution of the members passed at a regular meeting.

10.06 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.

Section 11 - CESSATION OF MEMBERSHIP

11.01 A person shall cease to be a member of the Society.

- (a) by mailing or delivering the Member's resignation in writing addressed to the secretary of the Society at the address of the Society;
- (b) on the death of the Member or, in the case of an Associate Member, on dissolution of their Company
- (c) on being expelled from membership in the Society; or
- (d) on failing to be a member in good standing for twelve (12) consecutive months.

11.02 All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing to the Society.

11.03 A member is not in good standing so long as the debt remains unpaid.

ARTICLE II - FEES AND DUES

Section 1 - PAYMENT OF DUES

1.01 Every member shall pay fees and dues as prescribed herein.

Section 2 – INITIATION FEE

2.01 The Initiation Fee for membership in the Society shall be set from time to time by the Directors of the Society, and shall be payable when an applicant for membership in the Society files the applicant's application for membership in the Society with the Membership Chairman.

2.02 Applicant's initiation fee shall be returned to the Applicant if the application is not accepted.

Section 3 – ANNUAL DUES

3.01 The Annual Dues of each member of the Society shall be set by the Directors of the Society from time to time.

3.02 The Directors of the Society may from time to time prescribe classes of members to be exempt from payment of dues for a fixed period or until such exemption is revoked.

- 3.03 Honourary and Life Members shall be exempt from Society fees and dues.
- 3.04 All membership dues are payable by the members to the Society, in advance, on or before December 31st of the prior year and are overdue on January 21st of the current year; to be reviewed on an annual basis

Section 4 – CONFIRMATION OF FEES

- 4.01 No changes to the amount of the Initiation Fee or the Annual Dues shall be effective until a resolution approving any such increase is passed at a regular or special meeting of the members of the Society.

ARTICLE III – MEETINGS

Section 1 – REGULAR MEETINGS

- 1.01 Regular monthly meetings of the Society shall be held, at least once in each calendar month except December, every third Tuesday from September through June at such hour and place as the Society shall designate except:
- 1.02 The Board of Directors may, at its sole discretion, vary the time and date of each meeting.
- 1.03 No meetings are scheduled for July or August, or in the month of December.

Section 2 – SPECIAL MEETINGS

- 2.01 Special meetings may be called by a majority vote at a regular meeting, at which a quorum is present, or by the president.

Section 3 – BOARD MEETINGS

- 3.01 The Board of Directors shall meet at least once a month or as the President may designate.

Section 4 – ANNUAL MEETINGS

- 4.01 The Annual General Meeting shall be held in the month of June.

ARTICLE IV – ELECTION OF OFFICERS AND DIRECTORS

Section 1 – OFFICERS

1.01 The officers of the Society are:

- (a) President;
- (b) Chair of the Board (Past President);
- (c) two Vice-Presidents;
- (d) two Chef Directors;
- (e) Secretary,
- (f) Treasurer;
- (g) Sergeant-at-Arms and
- (h) two Associate Directors.

1.02 The offices of Secretary and Treasurer may be occupied by the same person, who will be known as the “Secretary-Treasurer”. And Or the offices of Secretary and Chef Director may be occupied by the same person, who will be known as the “Secretary-Chef Director”.

Section 2 - TERM OF OFFICE

2.01 The term of each officer shall commence upon election and continue for two years.

2.02 Except for the President, all officers may hold the same position on the Board of Directors for as long as they are willing to serve and are elected every two years

2.03 The President shall only be allowed to hold that office for a maximum of two (2) electoral terms, or four (4) years.

2.04 When the President's term of office expires, or they are defeated in an election, they shall automatically hold office on the Board of Directors as Past President (Chair of the Board).

2.05 The person who has held the office of President may be elected back to that position on the Board of Directors after a leave of one (1) electoral term or two (2) years.

Section 3 - ELECTION OF DIRECTORS AND OFFICERS

3.01 The election of officers and directors shall take place at the Annual General Meeting.

Section 4 - NOMINATING COMMITTEE

4.01 At the May meeting of the Society in each year in which election of officers is due, the President shall appoint a Nominating Committee of three Members.

4.02 The Nominating Committee shall present its report at the Annual Meeting and shall present only the names of members who have consented to serve if elected.

4.03 Members may make further nominations from the floor at the time of the election.

4.04 All elections shall be by secret ballot, unless secret ballot is dispensed with by unanimous consent.

Section 5 - PROXIES

5.01 Members may vote in an election by proxy if they are unable to attend.

5.02 All proxies must be filed with the Secretary before the election begins.

Section 6 - VACANCY OF OFFICE

6.01 Any vacancy in an office shall be filled by a special election held at the next regular meeting following the announcement of the vacancy.

Section 7 - RECALL OF DIRECTORS

7.01 The Society may recall any member of the Board of Directors at a special meeting called for this purpose.

7.02 An affirmative vote of not less than two-thirds (2/3) of members voting shall be required to recall a member of the Board of Directors.

Section 8 - SUSPENSION OF DIRECTORS

8.01 The Board of Directors may suspend any Director who has been absent from three (3) consecutive meetings of the Board.

Section 9 - BOARD OF DIRECTORS

9.01 The Board of Directors shall consist of:

- (a) President;
- (b) Chair of the Board (Past President);
- (c) two Vice-Presidents;
- (d) two Chef Directors;
- (e) Secretary;

- (f) Treasurer;
- (g) Sergeant-at Arms and
- (h) two Associate Directors.

9.02 If the offices of Secretary and Treasurer are held by the same person, that person shall occupy the Secretary's and the Treasurer's seats on the Board of Directors, but shall only exercise one vote.

Section 10 - POWERS OF BOARD OF DIRECTORS

10.01 The Board of Directors shall have authority consistent with the Constitution and Bylaws of the Society to act in all matters pertaining to the management of the Society.

Section 11 - RECISSION OF DIRECTORS' DECISIONS

11.01 Any and all acts of the Board of Directors may be rescinded by the members of the Society at the next regular meeting of the Society other than:

- (a) conduct of routine business; and
- (b) appointment of provincial boards of committees.

11.02 A two-thirds (2/3) vote of the members present and voting at the meeting at which recission of directors' decisions is proposed shall be required to annul or amend any action of the Board.

Section 12 - MEMBERSHIP OF CANADIAN CULINARY FEDERATION

12.01 The Society may choose to be a member of the Canadian Culinary Federation

12.03 The Society shall make payments on behalf of all eligible members as required by the Canadian Culinary Federation; provided however, there shall be no change affecting the financial obligation of this Association to the Canadian Culinary Federation, except after a motion making such a change has been passed at a National Convention of the Canadian Culinary Federation.

12.04 Representatives to the Canadian Culinary Federation conventions shall be selected in sufficient time for the Secretary of the Society to prepare proper credentials for them.

12.05 In the event that the Society is not represented at a Canadian Culinary Federation convention by personal representatives elected from this Society, the Board of Directors shall appoint and authorize a proxy with authority to act.

ARTICLE V - DUTIES OF OFFICERS

Section 1 - PRESIDENT

1.01 The President shall:

- (a) preside at all meetings of the Society and of the Board of Directors;
- (b) appoint committees and have general supervision of the work of the Society; and
- (c) be ex-officio member of all committees of the Society.

Section 2 - 1ST VICE PRESIDENT

2.01 The 1st Vice-President shall:

- (a) preside at all meetings of the Society and of the Board of Directors in the absence of the President;
- (b) be chairman of the Educational Committee and will, as such, administer the educational program
- (c) be in charge of the Society's speakers program.

Section 3 - 2nd VICE PRESIDENT

3.01 The 2nd Vice President shall:

- (a) preside over regular meetings of the Society as well as meetings of the Board of Directors in the
- (b) be Chairman of the Membership and Attendance Committee and as such:
 - (i) administer a continuous plan of membership and attendance;
 - (ii) arrange and conduct induction ceremonies for the membership; and
 - (iii) provide up-to-date membership listings to the Board of Directors from to time.

Section 4 – SECRETARY

4.01 The secretary shall:

- (a) have custody of the Society’s Constitution and Bylaws and all other records and documents of the Society;
- (b) keep an accurate record of the meetings and activities of the Society and the Board of Directors;
- (c) transmit the same, after a thorough briefing, to their successor;
- (d) in the absence of the President and Vice-presidents, preside over regular meetings as well as meetings of the board or directors

Section 5 - TREASURER

5.01 The Treasurer shall:

- (a) receive all monies belonging to the Society and disburse the same under direction of the Board of Directors by cheque or order signed by the President and attested by the Secretary;
- (b) hold in trust all securities, investments and other property, as well as funds belonging to the Society and shall transfer, exchange or deposit them, or any part thereof, when required by the Society to do so;
- (c) keep a full and correct account of all monies received, expended and/or invested, and at each Annual General Meeting produce the bank book together with a full report in writing of all the receipts and disbursements with a detailed statement of the funds and investments belonging to the Society.
- (d) supply necessary details to the President, the Board of Directors or the Audit Committee whenever he shall be required to do so.

5.02 The Treasurer may be under bond in the manner and to the amount to be determined by the Board of Directors.

Section 6 - SERGEANT-AT-ARMS

6.01 The Sergeant-at-Arms shall:

- (a) be responsible for the orderly behaviour of members and shall enforce the orders of the President;
- (b) be responsible for the arrangement of the location of the Society's meetings;
- (c) present any and all guests at each meeting;

- (d) be responsible for keeping attendance records at each regular meeting of the Society; and
- (e) be chairman of the Social Committee.

ARTICLE VI - COMMITTEES

Section 1 - STANDING COMMITTEES

1.01 The Standing Committees of the Society are:

- (a) Education Committee;
- (b) Membership Committee;
- (c) Social Committee;
- (d) Audit Committee.

Section 2 - EDUCATIONAL COMMITTEE

2.01 The Educational Committee shall direct the general educational program of the Society.

2.02 The Chairman of the Educational Committee shall be the direct representative of the Society to the National Educational Committee of the Canadian Culinary Federation.

Section 3 - MEMBERSHIP COMMITTEE

3.01 The Membership Committee shall consider all applications for membership and report thereon to the Board of Directors and shall arrange for proper induction of all new members.

3.02 The membership Committee is responsible for maintaining the Society's membership records.

Section 4 - SOCIAL COMMITTEE

4.01 The Social Committee is responsible for all social functions of the Society and such other duties as may be assigned to it by the Board of Directors.

4.02 The Social Committee shall act as a Reception Committee at all meetings.

Section 5 - AUDIT COMMITTEE

- 5.01 The Audit Committee shall consist of three (3) members and has general supervision of all financial transactions of the Society.
- 5.02 At the Annual Meeting of the Society, the Audit Committee will submit a financial statement to the membership prepared in accordance with generally accepted accounting principles.
- 5.03 One member of the Audit Committee will be designated by its members as Chairman of the Committee at the first meeting of the Committee after its appointment.
- 5.04 Each year in which an election is to be held the Society shall be audited by a Chartered Accountant or a Certified General Accountant.

ARTICLE VII - OWNERSHIP, FUNDS AND BORROWING POWERS

Section 1 - OWNERSHIP OF ASSETS

- 1.01 The ownership and legal title of all the assets of the Society; both real and personal, shall vest in the Society for the benefit and enjoyment of the members thereof.

Section 2 - USE OF PROPERTY

- 2.01 The funds and property of the Society shall not be devoted to any purpose other than the uses of the Society as set forth in the Constitution and Bylaws.
- 2.02 The funds of the Society may be invested from time to time by the Board of Directors in their discretion, or as directed by the Society, but no part thereof shall be distributed to any member of the Society unless the Society surrenders or forfeits its Charter or winds-up; in which case all of the assets of the Society of whatever nature or kind shall be divided in equal shares among all members in good standing at such time.
- 2.03 The Board of Directors or any member thereof may not make a purchase or expenditure of more than five thousand dollars (\$5000.00) without prior consent of the membership voting at a regular meeting.

Section 3 - BORROWING POWERS

- 3.01 The Society may exercise borrowing powers in accordance with the Society Act.

ARTICLE VIII - AWARDS

Section 1 - CHEF OF THE YEAR

1.01 Chef of the Year and Associate Member of the year awards (other awards) shall be selected at least thirty (30) days prior to the President's Ball by a committee of Chef and Associate Members appointed by the President.

1.02 The Chef of the Year from the previous year shall act as Chairman of the Committee.

Section 2 - PRESENTATION OF AWARDS

2.01 All awards will be presented at the annual President's Ball.

Section 3 - AWARD TROPHIES

3.01 All Annual Awards are to be represented by a perpetual trophy and a personal trophy and these trophies are to be purchased by the Society and in each case the perpetual trophy is the property of the Society..

Section 5 - PERPETUAL AWARDS

Each recipient of an Annual Award shall return the perpetual award to the Society in perfect condition thirty (30) days prior to the Presidents Ball each year.

ARTICLE IX - COMMON SEAL

Section 1 - CUSTODY OF SEAL

1.01 The seal of the Society shall be in the custody of the Secretary or President or the Solicitor of the Society, and shall be affixed to any document (if necessary) in the presence of at least two (2) Officers or Directors of the Society.

ARTICLE X - RULES OF ORDER

Section 1 - ROBERT'S RULES OF ORDER

1.01 The rules contained in Robert's Rules of Order, as revised from time to time, shall govern the proceedings of the Society, in all cases to which they are applicable, and in which they are not inconsistent with any provisions of the Society's Constitution and these bylaws.

ARTICLE XI - INSPECTION OF BOOKS

Section 1 - INSPECTION

1.01 The books and records of the Society may be inspected by any member in good standing on seven (7) days written notice to the Secretary or Treasurer.

ARTICLE XII - ALTERATION OF BYLAWS

Section 1 - METHOD OF ALTERATION

1.01 No alteration, repeal or addition to these bylaws will be effected except at a regular meeting of the Society or a special meeting convened for that purpose and not until the proposed changes shall have been posted for at least thirty (30) days previous to being acted upon by special resolution and the required majority for the passing thereof shall be two-thirds (2/3) of the members voting at the said meeting.

ARTICLE XIII - QUORUM

Section 1 - BUSINESS

1.01 No business other than the election of a chairman and the adjournment or termination of a meeting may be conducted at a regular meeting if a quorum is not present.

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Section 2 - QUORUM

2.01 A quorum at any meeting of the Society shall consist of fifteen members in good standing