



WORLD ASSOCIATION OF CHEFS SOCIETIES (WORLD CHEFS)

STATUTES

Voted and Accepted during the 2022 General Meeting in Abu Dhabi, United Arab Emirates.



WORLD ASSOCIATION OF CHEFS' SOCIETIES (WORLDCHEFS)

STATUTES

If not specifically mentioned, abide by Roberts Rules of Order ©.
Some issues not covered may require further definition.

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 French Law dated July 1, 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, education 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
- Organizing educational and training activities to support professional and non-professional development and enhance culinary standards worldwide.

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, congresses, 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, in person or online;

- Establishing culinary rules for competitive international events;
- Training judges, culinary trainers, and chefs (i.e., on the theme of food safety or sustainable development etc.);
- Issuing professional certifications from World Association of Chefs’ Societies (Worldchefs) 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 supporting under-developed countries in collaboration with NGOs (refugee camps);
- Participating in the organisation of charity events to raise funds in aid of local charities through World Chefs Without Borders (WCWB) by promoting the sale of 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, the brand name or acronym “Worldchefs” will be used.

Article 5 – Registered Office

The registered office is based in 15 Rue Tiquetonne, 75002 Paris, France. It may be moved within the same country by decision of the President, and the Board of Directors.

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:

1. Founding Members, namely:

- Dr. h.c. Bill Gallagher
- Dr. h.c. Siegfried Schaber
- Mr. Gissur Gudmundsson
- Mr. Norbert Schmidiger
- Mr. Ferdinand Metz

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

2. Active Members, namely:

National Society Members: 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.

National Society Members have the right to vote.

3. Affiliate Society Members, namely:

These have a provisional membership status that may not last longer than a period of five years. Affiliate Society Members allow associations to be developed in new countries to help them become National Society Members. Affiliate Society Members may only join the Association after approval by the Board of Directors.

Affiliate Society Members have no right to vote.

4. Honorary Life Members, namely:

These are people upon whom the Board of Directors have conferred this capacity because of their exceptional effort towards the goals pursued by the Association, and in particular those who have given service to the culinary profession in general.

Honorary Life Members have no right to vote.

5. Members, namely:

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

Associate and Corporate members may join following the recommendation by a National Society Member or Continental Director or President and the approval of the Board of Directors.

Associate and Corporate Members have no right to vote.

Article 8 – Becoming a Member of Worldchefs

Applications for membership as a National Society Member, Affiliate Society Member or Associate Member of Worldchefs must firstly be submitted online via www.worldchefs.org to the Continental Director and Secretary General to review the application taking into consideration the required criteria for becoming a member.

All Corporate Member applications must be submitted online via www.worldchefs.org to the Managing Director and Secretary General to review before submitting it to the Board of Directors.

Applications to be submitted for National Society membership 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.

All membership applications must meet the required membership category criteria.

A National Society, which is or would like to become a member of Worldchefs must have the following minimum requirements in its national statutes:

- The President and Board of Directors are democratically elected;

- The term of the mandate is fixed;
- The Board of Directors and Executive Committee functions are defined;
- Annual General Meetings are held at regular intervals;
- Minutes are required upon renewal of annual Worldchefs membership; and
- Membership list with essential data is maintained.

The National Society Member shall undertake to provide the Worldchefs Managing Director and applicable Continental Directors with the following information:

- Current number of members reported annually; and
- Minutes of Annual General Meeting and election results for the President and Board of Directors.

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

In the event that an Associate Member application is presented from a society in a country that is already represented in the Association, membership will only be granted after gaining the recommendation of the National Society Member already represented or the Continental Director or President with final approval by the Board of Directors.

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 (Honorary Life Member only) with notification by National Society Member;
- Dissolution of legal entities for whatever reason, or being placed in administration or liquidation; and
- Suspension by the Board of Directors for non-payment of subscriptions for a period of six (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 of Directors 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 may lead to their eventual expulsion and, more generally, to defend their membership.

Should a member (National Society, Affiliate Society, Corporate or Associate) default in their membership dues, each case will be reviewed by the Executive Committee before any formal removal process begins.

The Board of Directors at their discretion, may extend payment considerations for exceptional circumstances due to hardships, which will be reviewed on a per case basis.

Should a recommendation be presented to the Board of Directors to remove a member and/or not allow membership renewal for breach of ethics in order to protect the association and/or its members, a review committee will be appointed by the President, which will include an appeal process to ensure fairness and transparency.

Article 10 – Subscriptions - Resources

1. Subscriptions

Members belonging to one of the categories set out in Article 7 above, with the exception of Honorary Life 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. Any change to the annual subscription fee must be approved by the Board of Directors and ratified by majority vote of the National Society Members during a General Meeting before becoming effective.

2. Resources

The Association's resources include:

- Admission fees and subscriptions from the various categories of members, with the exception of Honorary Life 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; and
- Receipts from the assets, products and services sold by the Association.

Article 11 – Accounts

In the four (4) months following each financial year, the Worldchefs office under the direction of the Managing Director shall draw up annual accounts according to the standards in the general accounting plan.

Article 12 – Financial Year

The financial year begins on the 1st of January and ends on the 31st of 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, to meet all or part of the obligations it has undertaken; and partly to take up voluntary assistance and facilities made available free, i.e., 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 ability to have taxation funds returned shall be exercised in accordance with the provisions set out by the agreements concluded with the Association, as validly represented by its President. Such taxation funds

in return shall be visually made available and be represented in the financial statement and audit with clear indication of the contributor under the binding and issued Taxation Law of the Registered Office.

Article 15 – Executive Committee: Composition

Those standing for the Presidium as a President must have been involved with Worldchefs as a member of the Board of Directors or Committee. The nomination of the President must have the endorsement of their National Society Member.

The Association is run by an Executive Committee consisting of the following positions:

- President
- Vice President
- Assistant Vice President – Finance
- Assistant Vice President
- Secretary General

The President is elected during the General Meeting on the majority conditions set out in Article 29 of these Articles of Association. The elected President appoints the Vice President, 2 Assistant Vice Presidents and the Secretary General, who may belong to a different fully paid-up National Society Member.

The President will inform the National Society Member Presidents of their appointments.

Each Executive Committee Member carries one vote.

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 in person or online of the Committee;
- Removal by the Board of Directors, which may happen upon majority agreement upon reasonable cause.

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 thirty (30) 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 a digital folder after being approved by the President and the Secretary General.

The Executive Committee's procedures are specified and completed in the 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 expenditures, presents annual budgets and supervises their implementation;
- Is authorised to open and operate any current or savings accounts at any financial institution; only for the purpose of financial matters regarding Worldchefs;
- 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; and
- May delegate part of the President's powers and signature to one or more members of the Board of Directors, in writing and after having informed the Board of Directors.

Article 18A – Vice President

The Vice President assists the President to exercise their duties.

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

Article 18B – Assistant Vice President - Finance

The Assistant Vice President of Finance will oversee all financial governance of Worldchefs and assist the President to exercise their duties.

Article 18C – Assistant Vice President

The Assistant Vice President will assist the President to exercise their duties.

Article 19– Secretary General

The Secretary General supervises the 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 their 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 their responsibilities.

Article 20 –Managing Director

The Managing Director is appointed by the President on a contract basis. They draw up the annual accounts of the Association or causes them to be drawn up under their control. The Managing Director circulates the annual call for subscriptions or causes them to be circulated. They draft the annual budgets and financial reports, which are presented to the Board of Directors for approval along with the annual accounts or causes them to be drafted in conjunction with the appointed registered accountancy firm.

The Managing Director only pays pre-approved expenses and deposits receipts or causes them to be paid or deposited under their control. Standing Rules 2.1.

The Managing Director is not a member of the Board of Directors and does not carry a vote.

Article 21 – Continental Directors

The Continental Directors represent the continental areas of Africa and the Middle East (1), Americas (1), Asia (1), Europe (South, Central and North) (3) and the Pacific Rim (1).

The Continental Directors are elected by the current National Society Members of their designated region or of a Continent assigned to them in the current official geographical list of members. Each Continental Director carries one vote.

The Continental Directors are elected at the bi-annual Congress, alternating with the elections of the Executive Committee, for a term of four (4) years, but no more than two (2) terms. Standing Rules 3.6.5. The Continental Directors represent the National Society Members and Associate Members (Chef 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 National Society Members of their designated region or of the Continent assigned to the said Director, either at the Annual Continental Meeting in person or online, if this is held within 4 (four) weeks of the default, or by majority vote in person or in writing of the National Society Members in the respective Continent.

Article 22 – Immediate Past President

The Immediate Past President is automatically elected as a voting member of the Board of Directors. They shall assist and advise the Board of Directors.

They may be invited to manage special tasks and projects for the Association.

Article 23 – Honorary Life President

Upon approval of the President and Board of Directors, the title of Honorary Life President may be granted to one of its former Presidents during the Association's General Meeting.

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

The Honorary Life President carries a vote on the Board of Directors.

Article 24 – Board of Directors Composition

The Board of Directors consists of:

- Executive Committee;
- Honorary Life President (if appointed);
- Immediate Past President;
- Seven (7) Continental Directors.

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 in person or online of the Board of Directors;
- Removal by the Ordinary General Meeting, which may happen upon majority agreement and with reasonable cause; and
- Upon dissolution of the Association.

Article 25 – Functioning of the Board of Directors

The Board of Directors shall meet in person or online at least one (1) occasion per year, at the initiative of the President and when they call a meeting. It may also meet at the initiative of at least three (3) 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 of Directors.

Meetings may be called by any method, even verbally, at least thirty (30) 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 of Directors.

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 in the 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, the Board of Directors:

- 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.

Article 27 – Designated Committees

The President appoints the Chair and Members of the Designated Committees for a term of four (4) years, after having consulted the Board of Directors in advance. The Board of Directors shall give a consultative opinion.

Committee Chairs and Member appointments must be pre-approved by the respective National Society Member President with confirmation of current membership status within their national association.

Upon consultation with the Board of Directors, the President may extend the term of a Committee Chair or Member.

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

Article 28 – General Meetings: Common Provisions

General Meetings comprise of all members. Those National Society Members that are active and up to date with their subscriptions before the said meeting shall be eligible for voting.

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.

General Meetings are called in person or online by the President in conjunction with the Board of Directors, by any method, even verbally, at least three (3) months in advance. The call to the meeting shall contain the agenda decided by the President and Board of Directors.

When General Meetings are called in person or online at the initiative of a quarter (1/4) of the National Society Members, the latter may demand that matters they wish to discuss be included on the agenda.

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

Article 29 – Ordinary General Meetings

The Ordinary General Meeting convenes every two (2) years at the bi-annual Congress of the Association, and/or whenever it is called by the Board of Directors or at the request of a quarter (1/4) of the Association's National Society Members in a format approved by the Board of Directors, which may include, when deemed necessary due to unusual circumstances, by video conferencing and electronic voting.

During the Ordinary General Meeting, the National Society Members elect the President who appoints the Executive Committee. In alternate years, the National Society Members of each Continent elect their respective Continental Directors.

The President or their designate chairs the Meeting and presents the Association's general review and current situation, including the annual accounts and reports that have been approved and/or provided by the Board of Directors and/or Managing Director.

The Ordinary General Meeting ratifies the provisional budget presented by the Assistant Vice President of Finance on behalf of the Board of Directors or their designate, and grants discharge to the Directors for their management.

Decisions of the Ordinary General Meeting shall not be valid unless a quorum of fifty-one percent (51%) of its National Society Members are present or represented in person and/or online.

If there is no quorum (less than 51%) the first time the meeting is called, the Ordinary 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 present 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 a quorum of fifty-one per cent (51%) of its National Society Members are present or represented in person and/or online.

If there is no quorum (less than 51%) the first time the meeting is called, the Extraordinary 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 present or represented. Decisions are taken by a majority of two thirds (2/3) 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 and approved by the Board of Directors, shall specify the statutory provisions regarding the Association's functioning and adhere to them as necessary.