

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE
CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT**

To the Minister of Consumer and Corporate Affairs of Canada.

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs for the grant of a charter by letters patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation there by created, a body corporate and politic under the name of

CANADIAN CULINARY INSTITUTE

The undersigned have satisfied themselves and are assured that the proposed name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province there of or so nearly resembles the same as to be calculated to deceive and that it is not a name which otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of twenty-one years with power under law to contract. The name, the place of residence and the calling of each of the applicants are as follows:

Mr. Georges Chauvet - 466 Crestview, Ottawa, Ontario
K1H 5G9. Chef

Mr. Henri Dane - 5468 Clipper Dr., Nanaimo, British Columbia
V9S 5N7. Chef

Mr. Bruce Wilson - 4291-199A Street, Langley, British Columbia
V3A 4V5. Chef

The said applicants will be the first directors of the Corporation.

III

The objects of the Corporation are:

To certify professional job classifications in Canada as deemed appropriate by the Corporation. To promote the profession of a cook in Canada so as to attract persons which will enhance the Tourism/Hospitality Industry. To address other need as deemed necessary by the Corporation. To provide scholarships to professional chefs; pastry chefs; cooks and apprentices.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the Corporation is to be situated shall be the same as **The Canadian Culinary Federation (C.C.F.)**, or as assigned by the **C.C.F.** National Board of Directors.

VI

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to the **Canadian Culinary Federation.**

VII

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting duly called for considering the by-law, the directors of the Corporation may from time to time:

- a. borrow money upon credit of the Corporation;
- b. limit or increase the amount to be borrowed;
- c. issue debentures or other securities of the Corporation;
- d. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and,
- e. secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of

all or any currently owned or subsequently acquired real and personal, movable immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

VIII

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

IX

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the municipality of Langley in the Province of British Columbia, the 12 day of June, 1983.

Signature of Applicants

Bylaws

of the

Canadian Culinary Institute

FIRST DRAFT

(May 1, 1998)

edition © 2003

C.C.F Bylaws/Ethics Committee

**CANADIAN CULINARY
INSTITUTE**

BY-LAWS

STATEMENT

BE IT ENACTED as bylaws of THE CANADIAN CULINARY INSTITUTE (hereinafter referred to as the Corporation or C.C.I. as follows:

1. The attached “draft” seal maybe adopted at a future time if deemed necessary by the Board of Directors of the Canadian Culinary Institute.

CONDITIONS OF MEMBERSHIP

2. Membership in the C.C.I. shall be limited to:
 - a. The National Board of Directors of the **Canadian Culinary Federation**, hereafter referred to as the **C.C.F**
 - b. Each official Branch of the C.C.F will appoint one (1) member of their branch to be a voting member of the Corporation. This member must be a “CERTIFIED CHEF DE CUISINE” of the **C.C.F**
3. There shall be no membership fees or dues unless otherwise directed by the Board of Directors of the C.C.I.
4. Membership in the Canadian Culinary Institute may be withdrawn by:
 - a. A Branch of the C.C.F writing to the **C.C.F** National President informing them that they no longer wish to be represented in the C.C.I..
 - b. If a Branch of the **C.C.F** in (4a) wishes to renew their membership in the **C.C.I.** they must receive prior approval from the Board of directors of the Corporation by a majority vote.
 - c. A director submitting a letter to the **C.C.F** National President stating they no longer wishes to be such with the C.C.I.. (As indicated in section 9 of the bylaws)

HEAD OFFICE

5. The Head Office of the Canadian Culinary Institute shall be the same as the Canadian Culinary Federation or as assigned by the C.C.F National Board of Directors.

BOARD OF DIRECTORS

6. The property and business of the C.C.I. shall be managed by the board of nine (9) directors of whom five (5) shall constitute a quorum. The Board of Directors may on literature of the Corporation be designated as a Board of Governors.
7. The applicants for incorporation shall become the first directors of the C.C.I. whose term of office of the Board of Directors shall be a period of two (2) years, coinciding with the elections of the Canadian Culinary Federation's National Board of Directors.
8. Successors to the directors shall be elected for a term of two (2) years by the members of the C.C.F
9. The office of directors shall be automatically vacated:
 - a. If a director shall resign their office by delivering a written resignation to the President of the corporation;
 - b. If the director is found because of medical circumstances cannot fulfil their duties;
 - c. If the director becomes bankrupt or suspends payment or compounds with their creditors;
 - d. If a special general meeting of members a resolution is passed by three-quarters ($\frac{3}{4}$) of the members present at the meeting that the director be removed from office;
 - e. on death

provided that if any vacancy shall occur for any reason in this paragraph contained, the C.C.F National Board of Directors by majority vote, may, by appointment fill the vacancy with a member of the C.C.F, until the next election.

10. Meeting of the board of directors may be held at any time and place to be determined by the directors provided that fourteen (14) clear days notice of such meeting shall be sent in writing to each director, provided that shall be at least one (1) meeting per year of the board of

directors. No error or omission in giving notice of any meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting any may ratify, approve and confirm any or all proceedings taken or had thereat.

11. Directors and executive committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the board of directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties; and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Canadian Culinary Institute.
12. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected. A director shall hold office for a period of two (2) years.
13. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation as provided in paragraph 7 hereof.
14. The board of directors may appoint such agents and engage such employees as it shall seem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
15. The remuneration of all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of members, or in the absence of such confirmation by members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.

INDEMNITIES TO DIRECTORS AND OTHERS

16. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to

time and at all times, be indemnified and save harmless out of funds of the corporation, from and against,

- a. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- b. all other cost, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

EXECUTIVE COMMITTEE

17. The board of directors may provide for the creation of an executive committee comprising of three (3) members, who shall be appointed by the board of directors and which committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors.
18. Meetings of the executive committee may be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting shall be sent in writing to each member of such committee. Members of such committee shall constitute a quorum. No error or omission in giving notice on any meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member and may ratify, approve and confirm any or all proceedings taken or had thereat.

POWERS OF THE DIRECTORS

19. The directors of the C.C.I. may administer affairs of the corporation in all things and make or cause to be made for the C.C.I., in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the C.C.I. is by its charter or otherwise authorized to exercise and do, if passed by its members.
20. The directors shall have power to authorize expenditures on behalf of the C.C.I. from time to time and may delegate by resolution to an officer or officers of the C.C.I., the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the C.C.I.. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit if promoting the interest

of CANADIAN CULINARY INSTITUTE on accordance with such terms as the board of directors may prescribe.

21. The board of directors shall take such steps as they may deem requisite to enable the C.C.I. to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

OFFICERS

22. The board of directors of the C.C.I. shall be taken, assuming their comparable positions, from the National Board of Directors of the **Canadian Culinary Federation**.
23. The C.C.I. Chair shall be an elected member of the **C.C.F** National Board of Directors, who has voting rights and control over the C.C.I. programs. The C.C.I. Chair shall manage the day to day functions of the corporation and shall have the prerogative to call a meeting with the committee members between **C.C.F** national conventions,, should the circumstances justify such a meeting.
24. The C.C.I. Chair may be removed or changed by a three-quarter ($\frac{3}{4}$) majority vote of the board of directors of the corporation.
25. The C.C.I. Chair shall have the power to enlist the help and services of people they deem beneficial to the objectives of the corporation.
26. The C.C.I. Chair shall have the right to incur costs for the corporation necessary for its day to day functions.
27. Any major single expense of the C.C.I. over \$500.00 shall be approved by the majority of the **C.C.F** National Board of Directors.

DUTIES OF OFFICERS

28. All officers shall be directors of the C.C.I. and they shall cease to be officers if they cease to be directors or if they are removed by a three-quarter ($\frac{3}{4}$) majority vote of the board of directors, or if they are not a member of the board of directors of the **Canadian Culinary Federation**.
29. The **C.C.F** National President shall be the chief executive officer of the C.C.I. and shall preside at all meetings of the corporation and of the board of directors. They shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

30. The four (4) vice-presidents of each region in Canada (Western, Central, Eastern, Atlantic) will oversee the regional concerns of the C.C.I. as deemed necessary by the board of directors.
31. The C.C.F Chairman of the Board, in the absence or disability of the C.C.F National President, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon this position by the board of directors.
32. The chairman of the board will assume this position after stepping down or being defeated as the National President of the C.C.F
33. The C.C.F National Treasurer shall have the custody of the funds and securities of the C.C.I. and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the C.C.I. and shall deposit all monies and securities and other valuable effects in the name and to the credit of the C.C.I. in such chartered bank or trust company, or, in the case of securities as may be designated by the board of directors from time to time.

The C.C.F National Treasurer shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers from such disbursements, and shall render to the C.C.F National President and directors at the regular meeting of the C.C.F National Board of Directors, or whenever they may require it, an accounting of all transaction and a statement of the financial position of the C.C.I. The C.C.F National Treasurer shall also perform such other duties as may from time to time be directed by the board of directors.

34. The C.C.F National Secretary may be empowered by the board of directors, to carry on the affairs of the C.C.I. generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minute of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision this position shall be. The C.C.F National Secretary shall be custodian of the seal of the C.C.I., which shall be delivered only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named on the resolution.

EXECUTION OF DOCUMENTS

35. Contracts, documents or any instruments in writing requiring the signature of the C.C.I., shall be signed by any two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon the C.C.I. without further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the corporation. The seal of the C.C.I. when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MEETINGS

36. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place as the board of directors may determine and on such day as the said directors shall appoint.
37. At every annual meeting, which will coincide with the annual meeting of the **Canadian Culinary Federation** in addition to any other business that may be transacted, the report of the directors, the financial statement and report of the auditors shall be presented. The board of directors of the C.C.I. will assume their duties as also the directors of the **Canadian Culinary Federation**.

Unless otherwise decided by the board of directors of the C.C.I., the auditors will be the same as the ones for the **Canadian Culinary Federation**. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-presidents shall have power to call, at any time, a general meeting of the members of the C.C.I.

38. Fourteen (14) days prior written notice shall be given to each member of any annual or special meeting of members. Members present in person at the meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote.
39. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the C.C.I. shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any other member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the **C.C.F**

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEES

40. The minutes of the C.C.I. board of directors or the minutes of the executive committee shall not be available to the general membership of the corporation but shall be available to the C.C.I. board of directors, each of whom shall receive a copy of such minutes.

VOTING MEMBERS

41. At all meetings of members of the C.C.I. every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

FINANCIAL YEAR

42. The fiscal year end of the corporation shall be March 1 to February 28, but will change to coincide with the fiscal year-end of the **Canadian Culinary Federation** if they change their dates.

COMMITTEES

43. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors.

AMENDMENTS OF BY-LAWS

44. The by-laws of the corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote at least two-thirds (ffl) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.

AUDITORS

45. The auditors of the C.C.I. shall be the same as those appointed by the **Canadian Culinary Federation**. The remuneration shall be fixed by the **C.C.F** National Board of Directors.

BOOKS AND RECORDS

46. The directors shall see that all necessary books and records of the C.C.I. required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

47. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the C.C.I. when they shall be confirmed, and failing such confirmation at such annual meeting of members at and from that time cease to have any force and effect.

INTERPRETATION

48. In these by-laws and in all other by-laws of the C.C.I. hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

EFFECTIVE DATE

49. **All previous C.C.I. Bylaws, prior to June 5th., 1998 are rescinded and these Bylaws shall replace any and all previous documents.**

Approved and effective on June , 1998. Approved by two-thirds majority vote of the members present at the C.F.C.C 35th. National Convention in Ottawa, Ontario.

We the undersigned certify the above was approved under the Bylaws in effect on the date above.

