

CANADIAN CULINARY FEDERATION
FÉDÉRATION CULINAIRE CANADIENNE



B y - L a w s

Effective Date: June 2015

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Statement

BE IT ENACTED as bylaws of THE Canadian Culinary Federation (hereinafter referred to as the “Federation” [1974] or C.C.F.) as follows:

BE IT ENACTED AND IT IS HEREBY ENACTED as by-law # I/2003 of the CANADIAN FEDERATION OF CHEFS AND COOKS / FEDERATION CANADIENNE DES CHEFS ET CUISINIERS (the Corporation) THAT:

Subject to confirmation by the Supplementary Letters Patent the name of the Corporation is hereby changed to THE CANADIAN CULINARY FEDERATION or FEDERATION CULINAIRE CANADIENNE. (Abbreviation: C.C.F. or F.C.C.)

The Corporation be and is hereby authorized to make application to the Minister of Industry for the issue of Supplementary Letter Patent confirming this by-law insofar as it relates to changing the name of the Corporation to THE CANADIAN CULINARY FEDERATION or FEDERATION CULINAIRE CANADIENNE (abbreviation: C.C.F. or F.C.C.)

The directors and officers of the Corporation be and are hereby authorized on behalf of the Corporation to sign all other instruments and generally do all further acts and things as may be required to give effect to the foregoing.

The members of the Corporation approve the foregoing by special resolution on this date.

BE IT RESOLVED THAT: the bylaws of the corporation FORMERLY known as CANADIAN FEDERATION OF CHEFS AND COOKS or FEDERATION CANADIENNE DE CHEFS ET CUISINIERS be amended by:

Deleting all references to “The Canadian Federation of Chefs and Cooks” or Federation Canadienne des Chefs et Cuisiniers” and substituting “The Canadian Culinary Federation” or Federation Culinaire Canadienne therefore;

Deleting all references to CFCC or C.F.C.C, and substituting CCF or FCC or C.C.F. or F.C.C. therefore.

The members of the Corporation approved the foregoing by-law of the Corporation by special resolution this date.

A list of all sentences, articles, by-laws, standing rules and other written documentation pertaining to the aforementioned changes are included as Addendum “A” to this motion

CCF BY-LAWS 2015

BE IT RESOLVED THAT: All articles in the 2003 By-Laws of the Canadian Culinary Federation , 2003 Standing Rules of the Canadian Culinary Federation, and the current By-Laws of the Canadian Culinary Institute be amended to reflect the approved name change, to wit:

Canadian Federation of Chefs and Cooks will be amended to read: Canadian Culinary Federation

Abbreviations C.F.C.C and C.F.C.C. and CFCC shall be amended to read: C.C.F.

All titles referred to in the organization, and all branches shall be gender neutral. For example, the CCF will utilize “Chair” instead of “Chairman.”

The articles such affected are listed in the attached “Addendum A” and form an intricate part of this resolution.

AND BE IT RESOLVED THAT: the logo, or image, or trademark for the Canadian Culinary Federation shall be as described herewith and be visually depicted as per the attached graphic, namely thus:

The logo or image or trademark of the CCF shall be the same, or similar to the logo of Culinary Team Canada.

ARTICLE 1

RECOGNITION

- 1.1 The Federation for the purposes of these by-laws shall be referred to as "The Canadian Culinary Federation". Branches of the Canadian Culinary Federation shall be established from time to time throughout Canada. These Branches shall choose a name which firstly reflects the belonging to The Canadian Culinary Federation, the City or area they are situated, and secondly a name of their choice.

ARTICLE 2

CORPORATE SEAL / HEAD OFFICE LOCATION

- 2.1 The seal of the Federation shall be in such form as shall be prescribed by the National Board of Directors of the Federation and shall have the words "The Canadian Culinary Federation".
- 2.2 The Head Office of the corporation shall be in the municipality of Riverside, province of New Brunswick or as assigned by the board of directors of the corporation.

ARTICLE 3

CONDITIONS OF MEMBERSHIP

- 3.1 Membership in the Federation shall be limited to persons interested in furthering the objects of the Federation.

MEMBERSHIP CATEGORIES

3.2 NATIONAL MEMBER

Applicants shall be deemed eligible for national Membership if they hold a valid Certificate of Qualification for the Trade of Cook (a TQ5 if trained with the Canadian Armed Forces 1985) or similar Certification from any Province or Territory where applicable, or an equivalent Certificate from any member country of W.A.C.S.

a) Applicants shall also be considered for membership if they do not meet the above criteria. They must be currently working for a documented minimum period of eight (8) years in the Trade of Cook or as a Pastry Chef/Cook or as an Instructor at an accredited College, Foodservices or Hospitality Institution.

- 3.3 There shall be an initiation fee to be paid by each National Active Member joining the Federation. There shall also be per capita dues per year per member

payable in full one year in advance, by each Branch, on or before December 31st.

These amounts to be determined from time to time at an annual General Meeting of the Federation, with the approval of two-thirds of the registered eligible votes.

- 3.4** Any new application for C.C.F. National Membership signed and dated for approval by a Branch on or after July 1 of any fiscal year, shall be accompanied by a payment not less than half the annual regular fee, plus applicable initiation fees and GST/HST.

All other by-laws which are affected be amended in a similar way.

3.5 NATIONAL LIFE MEMBER

National Life Membership may be conferred at a general meeting on a member of the Federation upon recommendation of the National Board of Directors; such membership to carry voting privileges but no obligation to pay dues.

3.5.1 On application from a Branch, a National Life Membership shall be granted to anyone who has been a Life Member of the Branch and at the time of submission:

- a)** is a National Active Member in good standing who has reached the age of sixty (60) and has retired, and has been a member of the C.C.F. for a minimum of ten (10) or more consecutive years; or
- b)** is a National Active Member in good standing who has been declared permanently and totally disabled, regardless of age, provided that they were a member in good standing for five (5) or more consecutive years; or

3.5.2 The submission to the C.C.F. National Board should occur as soon as possible after the Branch has been notified in writing of the members retirement date. The member shall be notified in writing of the application status as soon as possible by the National Administrator and the award of the C.C.F. National Life Membership will be announced at the next annual convention.

3.5.3 Waiver of Federation dues will be effective upon approval of this member's National Life Membership application by the National Board of Directors.

3.6 NATIONAL JUNIOR MEMBER

- a) Any individual who is currently engaged in or having completed a professional cook training program or any individual who is employed actively in the food preparation industry or is a student in a cook training program.
- b) Upon attaining Trade Qualification or TQ5, National Junior Membership shall be limited to the balance of the C.C.F. fiscal year in which certification was attained, plus two full C.C.F. fiscal years (January 1 - December 31).
- c) National Junior Members in good standing in each branch have voting rights at the National level at a ratio of 20:1. The junior vote may not exceed the vote of National members weighted votes.
- d) All Junior Members of every C.C.F. Branch shall be recognized as National Junior Members, upon payment of applicable dues. Per capita dues shall be paid by the Branch in full, on or before December 31st.
- e) From time to time, the per capita dues per year for National Junior Membership shall be reviewed at the Annual General Meeting. Initiation fees shall be waived until application is made to the National Active Membership category. Any change will require the approval of two-thirds of the registered eligible votes.
- f) When no trade qualification has been obtained; junior membership is limited to 5 years. National membership fees would then apply.

3.7 NATIONAL HONORARY MEMBER

- a) Are individuals recommended for National Honorary Membership based on their merits and contributions to the profession and/or the C.C.F., or may be Professional Affiliates, or Charitable Organizations.
- b) The life companion of a deceased National Life Member may be offered National Honorary Membership.
- c) Any C.C.F. Branch may nominate or recommend individuals or organizations as described in Section 3.7 for the C.C.F. National Board of Directors' approval.
- d) The President, upon recommendation to the National Board of Directors, may bestow National Honorary Membership upon similar interest groups such as but not limited to member organizations or individuals of the World Association of Cooks Societies (WACS) in forming and maintaining culinary alliances internationally.

- e) The C.C.F. National Board of Directors shall announce these National Honorary Memberships at the Annual General Meeting.
- f) There shall be no dues or initiation fees. Dues of any type shall not be applied without the approval of two-thirds of the registered eligible vote at an annual general meeting.
- g) Are entitled to all activities and benefits of the Federation, but do not have voting rights and may not hold office.

APPLICATION

- 3.8** Any person applying to become a member to the Canadian Culinary Federation shall apply through a Branch. The Directors of that Branch shall examine the application for errors and then forward said application to the C.C.F. National Secretary. An eligible applicant will join the Branch and C.C.F. at the same time.
- 3.9** Applications shall be reviewed without discrimination as to comply with the Canadian Charter of Rights.
- 3.10** The matter of origination of membership or transfer of membership from one C.C.F. Branch to another is strictly the prerogative of the individual member. An individual may hold membership in more than one branch. However, for the purposes of National records and the invoicing of annual per capita dues, this individual's Federation membership may only be recorded in one branch and their C.C.F. dues must be paid through that branch.

TRANSFER

- 3.11 a.)** When a notification of a move is received, a current transfer form shall be issued by the transferring Branch for a member in good standing. The copies shall be distributed as indicated on the form.
- b.)** Should a transfer not be obtainable from the originating Branch, the member may request from head Office verification of their paid-up status and a transfer form, with copies to the originating and receiving Branches, verifying that the member is eligible for transfer. Should Head Office not have received payment for that member but the member can produce either a receipt or a cancelled cheque for dues, transfer will still be validated by Head Office.
- 3.12** A member shall not be accepted by a Branch as a "bona fide" transferee if the individual is in arrears at another Branch until such arrears have been cleared up.
- 3.13** Should any C.C.F. Branch withdraw or cease to be active, the members so wishing may transfer to any C.C.F. Branch of their choice.

WITHDRAWAL

3.14 Any member may withdraw their membership by submitting a letter of withdrawal to the C.C.F. Branch Board of Directors, who will then notify the National Secretary.

MEMBER IN GOOD STANDING

3.15 A member in good standing means a member who has complied with all the terms and conditions of the by-laws and in particular, has paid their per capita dues on or before the 28th day of February in each and every year and has no known outstanding debt owed to the C.C.F. for longer than one year as deemed by the treasurer of the C.C.F. this would include, but not be limited to, convention monies owed for either member or spouse and / or outstanding invoices owed in accordance with the National treasurer's records

OTHER MEMBERSHIP CATEGORIES

3.16 NATIONAL ALLIED MEMBER

a) This membership shall be for persons or companies/corporations who do not qualify under Active Membership requirements and may include, but not be limited to, professionals such as Dietitians, Food Stylists, Food Writers, Print or Audio-Visual Media companies, educational institutions which have food science curriculum or organizations affiliated with the Food Service and Hospitality/Tourism Industry.

b) Allied Members to not have voting rights and may not hold office, but they or their representatives may participate on the National committee level.

c) There shall be an initiation fee to be paid by each National Allied Member joining the Federation. There shall also be annual dues per member payable to the C.C.F. in full one year in advance, on or before February 28th. These amounts and benefits package to be determined from time to time by the National Board of Directors.

d) For any new National Allied Member who becomes a member after June 1st, in any year, there shall be a pro rated charge based on the number of months left in the fiscal year of the Federation.

3.17 NATIONAL CORPORATE MEMBER

a) This membership shall be for corporations who are involved in the manufacture or distribution of food or related products.

b) National Corporate Members do not have voting rights and may not hold office, but their representatives may participate on the National Committee level.

c) There shall be an initiation fee to be paid by each National Corporate Member joining the Federation. There shall also be annual dues per member payable to the C.C.F. in full one year in advance, on or before February 28th.

These amounts and benefits package to be determined from time to time by the National Board of Directors.

d) For any new National Corporate Member who becomes a member after June 1st in any year, there shall be a pro-rated charge based on the number of months left in the fiscal year of the Federation.

3.18 NATIONAL MEMBERSHIP-AT-LARGE

This membership shall be for food service professionals who would normally qualify as National Active Members, but who do not live within a two hundred and fifty (250) kilometer radius of a recognized branch or are temporarily or permanently employed outside Canada but wish to remain a member of the C.C.F. Section 3.8 (stipulating membership in a Branch) shall be waived for such an applicant.

a) No applicant shall be deemed eligible for National Membership at Large unless they hold a valid Certificate of Qualification for the Trade of Cook (a TQ5 if trained with the Canadian Armed Forces 1985) or similar Certificate from any member country of WACS.

b) An applicant must be, or have been in actual service in the Trade of Cooking or food related industry or an instructor at an accredited Foodservices or Hospitality Institution.

c) There shall be an initiation fee to be paid by each Member At Large joining the Federation. There shall also be dues per year per member payable in full one year in advance, on or before February 28th. These amounts to be determined from time to time at an annual general meeting of the C.C.F., with the approval of two-thirds of the registered eligible votes.

d) For any new Member At Large who becomes a member after June 1st, in any year, there shall be a pro-rated charge based on the number of months left in the fiscal year of the Federation in reference to the date of approval of the application.

e) For the purposes of voting in accordance to Section 7.15 and 7.16, a National Member At Large may assign their membership to a C.C.F. Branch upon notification to the National Secretary. The assigned Branch will be credited the National Member At Large in their Branch membership list until the conclusion of the Annual General Meeting.

3.19 HONOUR SOCIETY

A standing committee be created for such and shall receive a start up fund, yet to be determined by the Board of Directors, from the C.C.F. There may be such societies created on the branch level.

MEMBERSHIP

3.19.1 SOCIETY MEMBERS

A. Members who were significant in the creation and growth of the CCF.

3.19.2 HONOURARY MEMBERS

A. An Honorary Member shall have the same rights and privileges as a Member, but shall not be subject to dues and will not have the right to vote.

B. Honorary membership shall be for the life of the member.

C. An Honorary Member shall be elected by two-thirds (2/3) majority vote of the Honour society Board of Directors and when possible shall be recognized with a Certificate.

D. Honorary members have an advantageous working relationship with the Honour Society, including but not limited to a representative of a governing body.

COMMITTEE MEMBER DUTIES

3.19.3 Chair

a. Will be elected by the Honour Society membership. A ballot will be sent out to the membership, by the Secretary, asking for their vote. The vote will be returned by email, fax, or mail to the Vice Chair for counting.

b. Will be elected every three (3) years. The Chair may hold this position for a maximum of two (2) terms or six (6) years.

c. Will appoint the remaining four (4) regional (Western, Central, Eastern and Atlantic) committee members

3.19.4 Vice Chair – Region Member

3.19.5 Secretary – Region Member

3.19.6 Region Member

3.19.7 Region Member

3.19.8 INDUCTEE DINNER

A. To be held at the CCF National Convention.

B. Honoured members and their significant other will be asked to attend a dinner, free of charge, in their honor.

C. A certificate will be given to each inductee at the dinner

D. Current members of the Honour Society and all other guests may attend this dinner for a fee to be determined by Honour Society Board each year.

3.19.9 GOVERNANCE

A. Disbursements and expenses of the Honour Society funds are to be approved and monitored by the Chair and the secretary; while still reporting to the CCF National Board.

3.19.20 FINANCES

- A. Sponsorship, membership fees and/or donations are to be submitted to the Honour Society Treasurer (c/o the CCF). These funds will be directed and maintained through the CCF Treasurer.
- B. The Honour Society budget is to be approved by the Honour Society members during the Annual meeting.
- C. The CCF will provide funds from each paid membership (yearly) to the Honour Society fund; to be determined by the CCF board of directors.
- D. Members will be requested voluntarily to make donations to the Honour Society. This voluntary contribution will aid in the financial success of the Society.

3.19.11 PARAPHEMIALIA

Certificates: Founding members - Blue
Honorary Members - Gold
Society Members - Red

ARTICLE 4

RULES OF CONDUCT

- 4.1 The National Board of Directors may suspend or strike off the rolls for non-payment of dues, any member, provided that such member shall have the right to be reinstated through their Branch upon full payment of the said dues and arrears.

CODE OF ETHICS

- 4.2 I hereby embrace this Code of Ethics as laid down by the Canadian Culinary Federation and I certify that I shall abide by the constitution of this corporation and uphold the dignity of our profession before personal advantage.

I shall not use unfair means to gain professional advancement or to injure the chance of another colleague to secure or hold employment. I shall at

all times conduct myself so as not to bring discredit to or dishonor upon the Canadian Culinary Federation.

CODE OF CONDUCT

This code of conduct is meant to parallel and support the mission, values and principles of the C.C.F. It provides visible and transparent guidelines for behavior and reflects the covenant that the C.C.F. has committed to uphold.

- 4.2.1 Conduct shall at all times, reflect integrity, professionalism, courtesy and respect towards others as well as the industry at large. Honesty is an essential component of trust.
- 4.2.3 All members shall work co-operatively together for the betterment of the C.C.F. and treat one another fairly and with dignity.
- 4.2.4 Any behavior that could be construed as harassment or discrimination on any grounds protected by human or civil rights law will not be condoned.
- 4.2.5 Respect the dignity and identity of all members, and acknowledge indigenous knowledge, culture, religious faith and values.
- 4.2.6 Support the growth of knowledge and the free interchange of ideas within the profession, respect and honor the views and opinions of colleagues and their right to express them. We may not always agree, but disagreement is no excuse for poor behavior and poor manners.
- 4.2.7 It is important that we resolve disagreement and differing views constructively and with the help of the documented processes.

Any member whose conduct contravenes and/or disobeys the tenets of the Code of Ethics and Code of Conduct may be suspended from membership in the Federation on the recommendation of the National Board of Directors, provided that such suspension and removal may be appealed by the member to a special meeting of the National Board of Directors and the General Membership, (with 60 days notice) which will be called specifically during the next Annual General Meeting, to hear the appeal of the suspension of the member. At such special meeting, the General Membership may vary, approve, or rescind the decision of the National Board of Directors by a two-thirds majority of the eligible voters registered at the convention.

REPRESENTATION

- 4.3 No member of the C.C.F. shall formally represent the Federation, at any time, without prior and written authorization of the National President and a majority vote of the National Board of Directors.

CONFLICT OF INTEREST

- 4.4 Each individual, acting in any capacity for this Federation shall disclose to the National Board of Directors any situation that may be construed as a material conflict of interest.

ARTICLE 5

MONEY MATTERS & FINANCIAL PROCEDURES

- 5.1 All monies received become the property of The Canadian Culinary Federation for the interest and furtherance of the Federation, pursuant to the objects thereof.
- 5.2 The ownership and legal title of all assets of the Federation, both real and personal, shall vest in the Federation for the benefit and enjoyment of the members thereof.
- 5.3 The funds and property of the Federation shall not be devoted to any purpose other than the uses of the Federation as set forth in the Letters Patent and By-laws.
- 5.4 The borrowing powers of the Federation shall be pursuant to the Letters Patent and subject to these By-laws.
- 5.5 The funds of the Federation may be invested from time to time by the National Board of Directors at their discretion, or as directed by the Federation.

DISSOLUTION

- 5.6 In case of a surrender or forfeiture of the Federation Letters Patent, or in the event of dissolution, or of the winding up of the Federation, all of the remaining assets of the Federation of whatever nature or kind, after payment of its liabilities, shall be distributed to one or more other organizations that carry on similar activities.

PER CAPITA DUES

- 5.7
- 5.7.1 The fiscal year of the C.C.F. shall be January 1st to December 31st, commencing with the year 2001.
- 5.7.2 The members' per capita dues year shall be January 1st to December 31st.
- 5.7.3 The National Secretary shall send an invoice to each Branch for the per capita dues according to the official C.C.F. membership list as of October 31st.
- 5.8 All Branches shall return to the National Secretary prior to December 31st, their updated list of C.C.F. members in good standing, with addresses, Life Members if any, and an appendix showing transfers, members to be stricken from national rosters and reason (i.e. non-payment, cannot locate, resignation, member deceased since previous billing, etc.)

5.9 The National Secretary will verify the lists for possible errors or omissions. If errors or omissions are found, these are to be corrected by mutual correspondence until the correct list is duly established and mutually acknowledged.

5.10 The President of a Branch authorizes the Branch's Secretary and/or Treasurer to pay the Per Capita Dues in full on or before December 31st of each fiscal year.

AUDITS

5.12

5.12.1 A firm of Certified Chartered Accountants shall be appointed by the official Branch representatives who represent the national membership at each annual general meeting, as official auditors for the Canadian Federation of Chefs and Cooks.

5.12.2 The appointed auditor shall:

a.) not be a director, officer or employee of the Federation or of an affiliated corporation, or associated with that director, officer or employee, unless all of the voting delegates, as described in Sections 5.12.1 and 7.6, have consented.

b.) Audit the accounts of the Federation and submit a written report to the national membership at the next annual general meeting.

c.) Audit the annual financial statements of the Federation and submit a written report to the national membership at the next annual general meeting, on whether these financial statements are fairly presented in accordance with generally accepted accounting principles.

d.) have complete access to all of the books, documents and paper writings belonging to the Federation in the possession of the National Secretary and/or National Treasurer for the purpose of yearly inspection and their written report shall be filed with the National Treasurer.

5.13 The Finance Committee shall be appointed as outlined in C.C.F.'s Bylaws [Article 11 – Committees].

PUBLICATION

5.14 There shall be a National publication under the auspices of the C.C.F., crafted by a committee, whose Chair shall be appointed by the National Board of Directors.

ARTICLE 6

PARAPHERNALIA

- 6.1 Only C.C.F. members in good standing are entitled to possess or display a C.C.F. membership certificate or wear ribbons, medallions, crest insignia, decals, etc.
- 6.2 Chef's whites with black or black/white pants or business attire with CCFCC crest will be worn at all official C.C.F. activities.
- 6.3 The following National Membership categories are privileged to wear applicable colored ribbons:

National Board of Directors - Red
Past Members of the National Board - Burgundy
National Honorary Members - Yellow

The following applicable colored ribbons may be purchased for a fee set by the National Board of Directors:

National Active Member - Blue
National Life Member - Green
National Junior Member - Light Blue

ARTICLE 7

MEETINGS

ANNUAL GENERAL MEETING

- 7.1 An annual general meeting of the C.C.F. shall be held once a year so as not to coincide with any major event that may conflict with the Convention.
- 7.2 The Annual General Meeting will consist of the National Board of Directors' meeting, Branch Presidents meeting with the National Board of Directors, Education Day and Business Sessions.
- 7.3 Only members in good standing shall be allowed to take an active part in an annual general meeting of the Federation.
- 7.4 Thirty (30) days' notice by mail, telephone, or other electronic communications means shall be given to all members of all annual general meetings or of any meeting to pass an extraordinary resolution.
- 7.5 Any motion passed by the membership during any annual general meeting becomes effective and binding and any member or Branch not abiding by the item set forth in that motion, is not considered to be "in good standing" and

therefore, ineligible to cast a vote. Any motion passed by the membership remains in force until it is rescinded or amended during an annual general meeting and is therefore, to be adhered to by all Branches.

- 7.6** Every C.C.F. Branch should endeavor to have a representative at all general meetings or annual conventions. The representative must also be a Federation member in good standing in order to be able to speak on the floor of the meeting/convention for the Branch.

REGIONAL MEETINGS

- 7.7** Each Region of the C.C.F. shall hold an annual Regional Conference prior to the National Convention, chaired by the Regional Vice-President. This meeting can be held entirely by electronic means; as long as all participants can communicate adequately with each other.

SPECIAL MEETINGS

7.8

7.8.1 A special meeting may be called by the National President's own discretion and shall be called when so required for the purpose of the Federation.

7.8.2 A special meeting may be called by the National Membership for purpose of the Federation. It shall require a five (5) percent majority vote of the C.C.F. Branch Presidents who represent the National Membership.

7.8.3 The notice of special business shall contain sufficient information to allow the members to make a reasoned decision. No business except such as is specified in the notice shall be transacted at any special meeting.

7.8.4 Special meetings to be called shall require sixty (60) days written notice. The notification shall be circulated by mail, telephone, or other electronic communications to the C.C.F. Branch Presidents who will notify their individual members by mail, telephone, or other electronic communications means.

7.8.5 The notice of a special meeting shall remind the Branch Presidents of the right to vote by proxy and shall include the official proxy vote form, as described in Sections 7.18 - 7.21, inclusive.

NATIONAL BOARD OF DIRECTORS' MEETINGS

- 7.9** A meeting of the National Board of Directors may be held without formal notices if all the Directors and Officers are present thereat or if those absent waive notice of such a meeting in writing.

- 7.10** If all the National Board of Directors consent thereto generally or in respect of a particular meeting, a National Director or Officer may participate in a meeting of the National Board or of a Committee of the National Board by means of such conference telephone or other communications facilities as

permit all persons participating in the meeting to understand each other, and a National Director participating in such a meeting by such means is deemed to be present at the meeting.

ERROR OR OMISSION IN NOTICE

- 7.11 No error or omission in giving notice of an Annual Meeting or any adjourned meeting, whether Annual or any other specified meeting of the C.C.F., 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 thereat. For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be their last address recorded in C.C.F.'s national database.
- 7.12 Every Member shall be required to leave, in writing, a current mailing address with the National Secretary. Correspondence mailed to the last address of record shall be deemed to be properly delivered as required by the Bylaws.

QUORUM

- 7.13 A quorum at an annual general meeting shall be two thirds (2/3) of the registered eligible votes of the C.C.F. as of February 28th of that year.
- 7.14 The quorum for a National Board of Directors' meeting shall be seventy five percent (75%) of the National Board of Directors present at such meeting.

VOTING

- 7.15 For purposes of administration, each Branch's vote ratio at the National Convention shall be determined by that Branch's new and old members paid up as of February 28th of the same year. The ratio of 1 vote for every 10 members, or portion thereof, shall be maintained. It shall be the Branch's responsibility to verify the membership list with the National Secretary at least two months prior to the set convention date.
- 7.16 On the election of Officers and Amendments to the Letters Patent and/or By-laws of the Federation, only accredited delegates shall be allowed to vote on all pertinent matters. Such votes to be allowable on a per capita basis of one vote per ten members, or a portion thereof, and who are members of a Branch association, and who are members of The Canadian Culinary Federation, and one vote for each additional ten members or portion thereof. [This section of the By-law is to ensure proper distribution of voting power to all Branch associations in the Federation throughout Canada. Two thirds of the registered eligible votes shall constitute a quorum under this paragraph and all changes made in Letters Patent and By-laws require the approval of the Minister of Consumer and Corporate Affairs.]

7.17 All votes cast for and against a motion presented at a Canadian Culinary Federation' Convention will be noted in the official minutes of the Convention.

PROXY VOTES

7.18 In the event that a C.C.F. Branch is unable to send a Delegate to any official C.C.F. meeting, they shall have the opportunity to vote on matters arising at said meeting by proxy. A proxy vote is not restrictive and can be cast on any matter to be voted on.

7.19 A proxy vote is valid only at the meeting in respect of which it is given or any adjournment thereof.

7.20 A proxy vote must be assigned to the official Delegate of a C.C.F. Branch - not any member at large. All details must be completed on the C.C.F. official proxy form and signed by the elected officers of the assigning Branch.

7.21 All proxies must be registered with the National Secretary.

ADJOURNMENTS

7.22 Any meetings of the C.C.F. or of the National Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have transacted at the original meeting from which any such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding the rules governing a quorum being present.

7.23 No business, apart from that which was set out in the original notice of motion can be transacted at the adjourned meeting.

7.24 New business can only be transacted at an adjourned meeting if a second notice is sent to all members.

7.25 Should it occur that irregularities be found at the original meeting, that meeting shall be deemed null and void and have no effect. The same shall apply to any business at the adjourned meeting.

ARTICLE 8

ELECTION OF OFFICERS

8.1 No member shall take office unless able to take and fulfill all responsibilities, barring unforeseen circumstances.

8.2 No member shall be eligible for office that is in arrears of their dues or in any manner peculiarly indebted to the Federation.

- 8.3** All National Executive Officers including Regional Vice-Presidents, National Secretary, National Treasurer and C.C.I. Chair shall be elected to office for a two year period using staggered elections. The Secretary, Central VP will be elected in even years. The Treasurer, CCI Chair, Eastern VP and Western VP will be elected in odd years. The election of Officers and Directors shall take place every year at the Annual General Meeting, except for Regional Vice-Presidents, who shall be elected during their respective Regional Conferences in their election year.
- 8.3.1** The National President shall be elected to office for a Three year period. The election of the President shall, therefore, take place every Third year at annual general meetings.
- 8.4** All elected members of the National Board of Directors, excluding the President, shall only be allowed to hold the same position for a maximum of two (2) electoral terms, or four (4) years. These persons may, however, hold another position on the elected Board of Directors after this period and may also be elected back to that former position after a leave of one (1) term or two (2) years.
- 8.4.1** The President shall only be allowed to hold the same position for a maximum of two electoral terms, or six years. The President may, however, hold another position on the elected Board of Directors after this period and may also be elected back to that former position after a leave of one term or three years.
- 8.5** The National President shall appoint a Nomination/Election Chair, who shall form a committee of no less than three members, at the National Convention prior to election year. The said committee to canvas the members with a view to securing a full slate to be placed in nomination at the Convention after which further nominations will be accepted from the floor.
- 8.6** All incumbents holding National Office shall inform the Chair of the Nomination/Election Committee of their intention to seek re-election to the office they hold one month prior to the National Convention and the Chair of the Committee shall inform all Branches prior to the National Convention. Exceptions are Regional Vice-Presidents, who are elected prior to the National Convention during the Regional Conferences.
- 8.7** Nominations for the National Executive will close two (2) weeks prior to the Annual General Meeting. In the case where there is no declared candidate; nominations will be accepted from the floor, at the Annual General Meeting. (See Procedure EP-1)
- 8.8** At the Annual General Meeting, the Nomination/Election Committee shall have ballot slips of uniform size and color on which shall be written the name of the member voted for. The vote shall be conducted by written ballot and tabulated by the committee, according to Section 7.16. Each nominee shall be

credited with their votes. Upon the final result of the election, the members so elected shall be called before the meeting to accept their respective offices.

- 8.9** A Regional Nomination/Election Committee, consisting of two individuals, shall be appointed by the Regional Vice-President at the Regional Conference, prior to the election year. The Regional Nomination/Election Committee shall conduct nomination/election procedures as prescribed within Article 8.

Voting on the positions of Regional Vice-Presidents shall be on a one vote per Branch basis, to be elected during the Regional Conferences.

The new Vice-Presidents will take office in conjunction with the selection of the new Board of Directors at the time of the National Elections.

ARTICLE 9

DIRECTORS AND OFFICERS

- 9.1** The election of National Directors and Officers shall take place at the annual general meeting in an election year as aforesaid. The new officers and directors in an election year shall take office at the end of the annual general meeting, and will be sworn in at this time.
- 9.2** The Federation shall retain the power of vacating the office of any member of the National Board of Directors, or of the National President, Regional Vice-Presidents, National Secretary, National Treasurer, or the C.C.I. Chair, for good cause shown on an affirmative vote of not less than three-fourths of the Executive present at a special meeting called for that purpose. (
- 9.3** The National Board of Directors shall consist of the Chair of the Board (immediate past National President), National President, Vice-President (Western), Vice-President (Central), Vice-President (Eastern), National Secretary, National Treasurer, Canadian Culinary Institute Chair and two (2) independent National Board Advisors from outside of the CCFCC membership (examples; Accountant, Lawyer, Corporate Business Leader).

POWERS OF DIRECTORS

- 9.6** Any and all acts of the National Board of Directors may be rescinded at the next or any annual meeting following such action. It shall require two-thirds of the eligible votes registered at such meeting to annul, alter, or vary any action taken by the Board of Directors.

REMUNERATION OF DIRECTORS AND OFFICERS

- 9.8** Expenses incurred by the National Board of Directors in carrying on the business of the Federation shall be the responsibility of the Federation. National Directors and Officers shall not be entitled to remuneration of any kind other than payments to cover incidental expenses.
- 9.9** Expenses over \$1,000 of a "one time nature", not normally included in the day to day operation of the C.C.F. shall be approved by the majority vote of the National Board of Directors.
- 9.10** a) Reasonable expenses incurred due to the attendance at annual meetings and executive meetings by members of the National Board of Directors shall be borne by the Federation, i.e. travel and related expenses to attend general meetings; and travel and accommodation expenses to attend executive meetings when necessary.
- b) Reasonable expenses incurred due to the attendance at the annual regional conference by the Regional Vice-President shall be borne by the Federation, i.e. travel and related expenses.

INDEMNITIES TO DIRECTORS AND OTHERS

- 9.11** Every National Director and every National Officer of the Federation and their heirs, executors, administrators, and estates and effects, respectively, shall from time to time and at all times be indemnified and save harmless out of the funds of the Federation, from and against:
- a) All costs, charges and expenses whatsoever which the individual sustains or incurs in or about, any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the individual, in or about the execution of duties of their office;
- b) All other costs, charges and expenses which the individual sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges, or expenses occasioned by their own willful neglect or gross negligence.
- 9.12** No director, Officer or Executive Committee member of the Federation shall be liable for the acts, receipts, neglects or defaults of any other director, Officer, Executive Committee member or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Federation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Federation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Federation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Federation shall be deposited, or for any loss occasioned by any error of judgment or oversight on

his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own willful neglect or default.

ARTICLE 10

DUTIES OF OFFICERS

NATIONAL CHAIR OF THE BOARD

10.1 The past National President shall be the National Chair of the Board. The National Chair of the Board shall advise, assist and direct the incoming slate of officers during meetings, as necessary.

NATIONAL PRESIDENT

10.2 **10.2.1** The National President, or in their absence, a designated member of the National Board shall preside at all meetings of the Federation. The National President shall appoint all Committee Chairs of the Federation, unless otherwise ordered by the Federation. The National President shall be an ex-officio member of all C.C.F. committees, except the Nominations/Elections Committee.

10.2.2 The National President shall have the casting vote in the event of a tie on any question before the National Board of Directors or in meetings of the Federation and shall sign all warrants upon the National Treasurer and in general have a supervising power over the affairs of the Federation to see that its rules and regulations are enforced.

NATIONAL SECRETARY

10.3 The National Secretary shall keep accurate minutes of all the proceedings of the Federation and of the National Board of Directors in a fair and impartial manner.

The National Secretary shall endorse and file all papers and documents pertaining to the transactions of the Federation, issue, sign or attest when required by the Federation or its By-laws, all drafts and other official documents.

The National Secretary shall file all communications of the Federation or the National Board of Directors for future reference.

In the absence of both the National President and Regional Vice-President(s) from a meeting, the National Secretary shall bring the meeting to order and a temporary Chair shall be appointed for the meeting.

The National Secretary shall record all By-law amendments and with the

assistance of a lawyer, approved by the C.C.F. shall update the existing By-laws. The National Secretary shall have the authority to renumber the By-laws as required.

NATIONAL TREASURER

10.4 It shall be the duty of the National Treasurer to receive all monies belonging to the Federation and to disburse the same under the direction of the National Board of Directors by cheque or order signed by the National President and attested by the National Secretary.

The National Treasurer shall hold in trust all securities, investments, and other property, as well as the funds belonging to the Federation and shall transfer, exchange or deposit the same or any part thereof when required by the Federation to do so.

The National Treasurer shall prepare a forecast budget and present to all Branches sixty (60) days prior to the Annual Meeting (Convention).

The National Treasurer shall keep a full and correct account of all monies received, expended and/or invested.

At each annual general meeting, the National Treasurer shall 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 the investments belonging to the Federation. Annual financial statements are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail. Further, the National Treasurer shall supply the same to the National President, National Board of Directors, or Finance Committee whenever required by them to do so.

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

REGIONAL VICE-PRESIDENTS

10.5 Regional Vice-Presidents shall be members of the National Board of Directors and shall have jurisdiction over all Federation matters pertaining to their region within existing Letters Patents and Bylaws.

CANADIAN CULINARY INSTITUTE (C.C.I.) CHAIR

10.6 **10.6.1** The C.C.I. Chair shall manage the day to day functions of the CANADIAN CULINARY INSTITUTE as set out in its Letters Patent and Bylaws.

10.6.2 The C.C.I. Chair shall have the power to enlist the help and services of people that are deemed beneficial to the objectives of the C.C.I.

10.6.3 The C.C.I. Chair shall have the right to incur costs for the C.C.I. necessary for its day to day functions, however, any single expense of the C.C.I. over five hundred dollars (\$500.00) shall be approved by a majority vote of the C.C.F. National Board of Directors.

10.7 National Board Advisors

10.7.1 To provide unbiased oversight on all CCFCC matters before the Board of Directors and to the members.

10.7.2 The National Board Advisor shall hold the same position for a two (2) year term with no limits on re-appointment.

10.7.3 This position is appointed by the Branch presidents; one vote per branch, with the majority ruling. Each candidate must submit a maximum one page synopsis of their credentials to the National Secretary by April 15. The National Secretary will disseminate all the synopsis's received, via email, to the Branch Presidents no later than April 25. The vote to appoint will then take place at the AGM of the National Conference. In the event of a tie, Branch Presidents will re-vote on the tied position(s) and the majority rules.

NOTE: (In 2015, all candidate synopses must be received by the National Secretary by October 31, 2015.

The synopses must be disseminated to the Branch President's by the National Secretary, via email, by November 1, 2015. Each Branch President must reply with their recommendation by November 30, 2015. In the event of a tie, an immediate re-vote by Branch President`s on the tied position(s) will take place, via email, and the majority rules. The re-vote deadline will be December 5, 2015.

In 2017, the process outlined in 10.7.3 will be followed moving forward.)

REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

VACANCIES

10.8 Vacancies of the Director or Officers on the Executive Committee shall be filled within ninety (90) days for the remainder of the Executive Committee members' term of office by the National President until the next annual meeting of the AGM. At such meeting of the board, the members, shall either confirm or disapprove of such appointment and if it disapproves, the members shall hold an election. According to EP-1.

ARTICLE 11

COMMITTEES

11.1 All National committees shall be subject to the exercise of the supervising powers of the National Board of Directors.

NATIONAL STANDING COMMITTEES & CHAIRS

11.3 National Standing Committee Chairs shall be appointed for a two (2) year term by the National President. They may be dismissed by a three-quarters ($\frac{3}{4}$) majority vote of the National Board of Directors.

11.4 National Standing Committee Chairs shall be prepared to report their committee's activities either in writing or verbally to the National Board of Directors and/or membership at the annual National Convention. They may also be required to report to other C.C.F. national meetings called by the National President.

11.5 At the discretion of the National President, the appointed Standing Committee Chairs shall be reimbursed for pre-approved budgeted "out of pocket" expenses, including attendance at the Annual General meeting or any other meeting required by the National President.

11.6 The National Standing Committees are: Education - Canadian Culinary Institute, Junior Culinary Competition, Scholarship & Bursary, Team Canada, Finance, Bocuse d'Or, Bylaws/Ethics, Culinary Exchange, Culinary Competitions, C.C.F. Website, World Pastry Cup, Membership and Honor Society.

EDUCATION COMMITTEE - CANADIAN CULINARY INSTITUTE

11.7 The Canadian Culinary Institute (C.C.I.) shall be the education entity of the Canadian Culinary Federation. The C.C.I. was incorporated on June 15, 1983, under PART II of the CANADA CORPORATIONS ACT. The objects of the said Institute are, as registered in C.C.I.'s Letters Patent - Article III:

A) To certify professional job classifications in Canada as deemed appropriate by the C.C.I.

B) To promote the profession of cook in Canada so as to attract persons who will enhance the Tourism/Hospitality Industry.

C) To address other needs as deemed necessary by the C.C.I.

11.8 Each official C.C.F. Branch is given the privilege to appoint one (1) member (in good standing) of their branch to be a voting member of the C.C.I. This member must be a "CERTIFIED CHEF DE CUISINE" of the C.C.F. This

option need not be exercised; however the appointed members will be identified in the reports of Branches at the annual general meeting.

- 11.9** The C.C.I. Chair shall be an elected member of the National Board of Directors, who has voting rights and control over the C.C.I. programs. The C.C.I. Chair shall have the prerogative to call a meeting with the committee members between conventions, should the circumstances justify such a meeting.

SCHOLARSHIP & BURSARY COMMITTEE

- 11.10** A scholarship fund will be established. This will be known as The Canadian Culinary Federation Scholarship Fund.

- 11.11** All present and future scholarships and bursaries will be administered by the Canadian Culinary Institute Chair, according to the criteria(s) outlined in C.C.F.'s standing rules.

- 11.12** The members at an annual general meeting may establish other scholarship funds as may be deemed appropriate by the majority of registered eligible votes cast at such a meeting.

FINANCE COMMITTEE

- 11.13** The committee shall have access to all original documents pertaining to the financial transactions of the C.C.F. and the Canadian Culinary Institute.

The budget of the C.C.F. shall be submitted to the committee three full months in advance of C.C.F.'s fiscal year end.

BYLAWS / ETHICS COMMITTEE

- 11.14** Any amendments, deletions, or additions to the existing bylaws of the C.C.F. shall be submitted to the Bylaws/Ethics Committee for examination, two (2) weeks following Regional Conferences. The committee shall examine all submitted proposals for verification and approval, so as to avoid conflict with the existing C.C.F. By-Laws.

- 11.14.1** The committee shall then submit their list of proposed changes to the National Board of Directors and C.C.F. Branch Presidents, thirty (30) days prior to the annual general meeting.

- 11.14.2** It shall be the responsibility of the Bylaw/Ethics Committee to make recommendations on all resolutions submitted to it. When moving the resolutions, the Bylaws/Ethics Committee shall give the reasons for concurrence or non-concurrence.

- 11.14.3** Matters relating to C.C.F. Bylaws - Article 4 - Rules of Conduct shall be directed, in a confidential manner, to the C.C.F. Bylaws and Ethics Committee. The committee shall conduct a confidential examination and

submit an “in camera” report in writing to the C.C.F. National Board of Directors. (Reference Addendum B)

11.14.4 Will be required to attend all Board meetings to offer advice and assistance regarding any and all bylaw and ethical situations as they arise.

11.14.5 Will have no voting privileges at Board meetings.

WOMEN IN THE C.C.F. COMMITTEE

11.15.1 This committee will help the women members become more visible, active in senior roles and solicit and welcome new women members.

11.15.2 Support women in their professional advancement in the C.C.F. and in their career through networking and mentoring.

AD HOC COMMITTEE CHAIRS

11.16 Ad hoc Committee Chairs shall be appointed by the National President to meet the short term needs of the Federation.

11.16.1 The expenses are to be approved by the National President with the advice and consent of the National Board of Directors.

11.16.2 The committee shall be dissolved at the completion of its assigned task and a final report shall be given to the National Board of Directors.

ARTICLE 12

NATIONAL AWARDS & HONOURS

12.1 CHEF OF THE YEAR

12.1.1 Criteria for selecting “Chef of the Year” will include:

a) An active member in good standing of the C.C.F.

b) An outstanding contributor to the C.C.F.

12.1.2 A committee consisting of three appointed members in good standing including: previous Chef of the year shall scrutinize the votes for the Chef of the Year from the nominations received from each region.

12.1.3 One nomination for each Chef of the year shall come from each Regional Conference. A profile for each nominee shall be presented at the National Convention. The selection of a Regional nomination will be based on a Regional vote with “one vote per branch.” In case of a tie, names of the tied nominees would be put back and a new ballot taken until the tie is broken.

12.1.4 Voting on the Chef of the Year shall be made on a “one vote per Branch” basis at the National Convention and the Chef of the year will receive the award during the President's Dinner.

12.2 C.C.F. NATIONAL CHEF’S CHALLENGE

12.2.1 The C.C.F. National Chefs Challenge is a competition that will be held prior to each National Convention; each province may select one candidate as their provincial representative to compete at the C.C.F. National Chefs Challenge. The C.C.F. National Chef’s Challenge winner will receive the award during the President’s gala dinner at the National Convention.

12.2.2 A panel of no fewer than 3 C.C.F. approved National Judges will examine the C.C.F. National Chef’s Challenge.

12.3 PIONEERS AWARD

12.3.1 C.C.F. members of 40 years will be honored as “Pioneers of the Canadian Culinary Federation”. In recognition of longstanding dedication to the C.C.F., a plaque will be presented at the National Convention in their 40th membership year. Should the member not be in attendance at the convention, the plaque would be accepted by the appropriate branch President for presentation at their local C.C.F. Branch.

12.4 PASTRY CHEF OF THE YEAR

12.4.1 The Pastry Chef of the Year will be determined by a competition prior to each National Convention. The Pastry Chef of the Year will receive the award during the President’s gala dinner at the National Convention.

12.4.2 A panel of no fewer than 3 C.C.F. approved National Judges will examine the Pastry Chef of the Year competition.

12.5 SANDY SANDERSON AWARD

12.5.1 The Canadian Culinary Federation, in memory of Mr. Eric (Sandy) Sanderson, shall present an annual communications award to an individual, an organization or a magazine that promotes the professions of chef and cook in the most positive and progressive manner. The basis for this award is to highlight the dedication and life-time commitment that Sandy Sanderson gave

to the C.C.F. by placing the profession of chef as number one in his newspaper coverage.

12.5.2 Nominations may be submitted by individuals or C.C.F. Branches to the National Board of Directors, following the Regional Conferences.

12.5.3 The recipient of the award shall be approved by a majority vote of the National Board of Directors. The award shall be presented at the National Convention, during the President's Dinner.

OTHER NATIONAL AWARDS

12.6 The members, at an annual general meeting, may establish from time to time, such awards and honors as may be deemed appropriate by the majority of registered eligible votes, cast at such a meeting.

12.7 The National President and the National Board of Directors may from time to time bestow awards as deemed appropriate.

ARTICLE 13

REGULATIONS FOR FORMING AND MAINTAINING BRANCHES OF THE CANADIAN CULINARY FEDERATION

DEFINITION

13.1 A Branch is a group of 12 or more "National Active Members" (as defined in Section 3.2 (1.13)), lawfully registered under the Societies Act (or equivalent) in their Province or Territory. The Branch shall promote the objects as described in the Letters Patent of the Canadian Culinary Federation and fulfill application requirements as defined below.

PROVISIONAL PERIOD

13.2 A prospective new Branch shall submit a written application to the National Board of Directors, for permission to become a "provisional" C.C.F. Branch.

13.3 Newly formed Branches shall have a provisional membership in the C.C.F. for two years, under the sponsorship of an established C.C.F. Branch.

SPONSORING BRANCH

13.4 The sponsoring Branch shall appoint an advisor from its membership, who will guide the newly formed branch's Executive with their initial election and provisional bylaws. This advisor shall serve as a liaison between the sponsoring Branch and the provisional Branch for a minimum period of two years.

- 13.5** The provisional Branch's administration (i.e. membership applications, per capita dues, and roster) shall be included in the sponsoring Branch's records. When full C.C.F. Branch status is confirmed, the sponsoring Branch shall file an "en-masse" transfer of the new C.C.F. Branch members to the National Secretary and C.C.F. National Office. This shall be completed sixty (60) days prior to the National Convention in the second year of the provisional period.

NATIONAL CHARTER

- 13.6** The provisional Branch's Executive shall submit a copy of their proposed Bylaws to the National Secretary and the C.C.F. Bylaws/Ethics Committee, no later than ninety (90) days prior to the expiration of the two (2) year provisional period. The proposed bylaws shall:

a) Include the C.C.F. Code of Ethics as written in C.C.F.'s Letters Patent - Part B.

b) Include the following National Membership Categories: Active; Life; Junior; and Honorary. The Branch may include a Branch Associate Membership Category. Junior and/or Student chapters or branches may operate under the auspices and guardianship of the local C.C.F. Branch.

c) May contain bylaws for the conduct of its affairs and the election of its officers and committees provided these bylaws are not in conflict with the C.C.F. By-Laws.

- 13.7** The provisional Branch's Executive shall consist of a President, Vice-President, Secretary/ Treasurer. These individuals shall be National Active or National Life members.

- 13.8** The Branch shall maintain a post office box number or permanent address to simplify communications.

- 13.9** The Branch shall accept transfer of all C.C.F. members without fee or pro-rated Branch dues. The individual member's category of membership may be verified by the National Secretary and C.C.F. National Office.

- 13.10** The C.C.F. National Charter shall be granted after verification of application by the National Board of Directors and approval by a majority of registered eligible votes from the Branches present at the next National Convention.

BRANCH PLAQUE

- 13.11** Each Branch shall receive an official C.C.F. Plaque which is held in guardianship by the Branch President until their term ends, at which time they shall turn it over to the incoming Branch President.

The plaque states: "Branch Name" along with "The above is acknowledged as an official Branch of the Canadian Culinary Federation and is hereby invested

with the privileges and authority, as well as the duties and responsibilities of recognized representatives of the Canadian Culinary Federation”.

MAINTAINING BRANCH STATUS

13.12 A minimum of five (5) C.C.F. National Active Members in good standing shall be required to maintain the status as a recognized Branch.

TRUSTEESHIP

13.13 Any Branch delinquent in the payment of the C.C.F. dues for their Branch membership, twelve (12) months from the due date, shall have their National Charter declared inactive and placed in Trusteeship of the C.C.F.

13.14 The individual C.C.F. members of that Branch shall be notified in writing by the National Board of Directors of this status and further advised that their dues to the C.C.F. have not been paid by the Branch.

13.15 The individual member will be allowed to submit their dues directly to the C.C.F. National Secretary, and complete a transfer form to a C.C.F. Branch of their choice.

13.16 Should the member have paid their per capita dues to the delinquent Branch, they will be required to provide a copy of the cancelled cheque and/or receipt and the name of the person to whom the dues were paid.

13.17 Should the delinquent Branch wish to maintain its National Charter while in Trusteeship, it shall operate under the sponsorship of an established C.C.F. Branch for a minimum period of one year.

ARTICLE 14

BY-LAW ENFORCEMENT AND ALTERATION OF BY-LAWS

14.1 No alteration or repeal of these By-laws or additions thereto shall be effected except at an annual general meeting of the Federation, and all changes to the By-Laws require two thirds of registered eligible votes.

14.2 Should the National Board of Directors propose changes in the By-laws of the Federation, other than at an annual general meeting, a special meeting shall be called and the Branches shall be notified sixty (60) days prior to the meeting. The required majority of registered eligible votes for the passing thereof shall be two-thirds of the members either present at said meeting or voting through Proxy.

ARTICLE 15

CUSTODY AND USE OF SEAL

- 15.1 The seal of the Federation shall be in the custody of the National Secretary and shall be affixed to any document under the direction of the National Board of Directors.

ARTICLE 16

MINUTES OF PROCEEDINGS AND CUSTODY THEREOF

- 16.1 The National Secretary shall keep accurate minutes of all meetings of the Federation and the National Board of Directors and shall have the sole custody thereof (see duties of National Secretary).
- 16.2 The National Treasurer shall keep proper books for account of the finances of the Federation and shall have sole custody thereof (see duties of National Treasurer).

ARTICLE 17

INSPECTION OF BOOKS

- 17.1 The books and records of the Federation may be inspected by any member of the Federation in good standing at the address of the National Treasurer thereof upon giving a minimum of two (2) weeks' prior notice by registered mail to the National President.

ARTICLE 18

INTERPRETATIONS

- 18.1 **18.1.1** All questions arising as to the construction of these By-laws shall be in the final decision of the National Board of Directors unless rescinded by the Federation at the annual general meeting, or a special meeting convened for that purpose.
- 18.1.2** In the event that any provisions contained herein are inconsistent or in conflict with any of the provisions contained in the Canada Corporations Act, Part II and the Regulations thereto, as amended from time to time, and

any successor legislation that may hereafter be substituted therefore, as from time to time amended (the “Act”), the provisions of the Act shall prevail.

- 18.2** Wherever the words two-thirds, three-fourths, or majority appear, it shall mean of the registered eligible votes, as of the 28th day of February in that year, unless otherwise stipulated or required.

PARLIAMENTARY AUTHORITY

- 18.3** The rules contained in “21st Century Robert’s Rules of Order -© 1995” shall govern the Federation in all cases to which they are applicable and in which they are not inconsistent with C.C.F.’s bylaws, standing rules or rules of order.

ARTICLE 19

RULES AND REGULATIONS

- 19.1** The National Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Federation as they deem expedient.

It shall be provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Federation, when they shall be confirmed by two-thirds of the registered eligible votes.

In case of default of the required confirmation, such rules and regulations shall at and from that time cease to have force and effect.

ARTICLE 20

EFFECTIVE DATE

- 20.1** All previous C.C.F. Bylaws, prior to June 2015 are rescinded.
- 20.2** These Bylaws shall replace any and all previous documents.

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Addendum B

Bylaws and Ethics Committee Procedures for breaches of By-Law & Ethical Issues:

1. Any and all information received by the Bylaws and Ethics Chair and its subsequent Committee's is to be deemed confidential in nature and will not be shared with anyone outside the Committee and National Board.
2. The By-Law and Ethics Chair will inform the President, or his designate, only that an Ethics issues has formally been submitted. No details of the issue will be provided to the President, or his designate, to preserve the confidentiality of those concerned.
3. All attempts to resolve the submitted issue will be by following the proper channels available to all Members. And these steps must be followed, without resolution, prior to submission to the By-Law and Ethics Chair. (Members should approach their Local Branch Presidents, who can, if required contact their area Regional Vice-Presidents, or ask for a special meeting with the President or National Board.)
4. If needed the Bylaws and Ethics Chair and the Area Regional Vice Presidents can be called in to assist with mediations. If the mediation to an equitable resolution is not viable, the next step would be to submit a formal letter to the By-Law and Ethics Chair for further investigation and recommendation.
5. Once received, the Bylaws and Ethics Chair will require each party involved, to write formal letters, to the Bylaws and Ethics Chair, explaining their position (without prejudice), and provide any supporting documentation they believe to be pertinent.
6. These letter(s), along with any relevant written or printed documentation and information, will be distributed in confidence to each of the Bylaws and Ethics Committee members for review. The Committee Chair will arrange a medium of communication acceptable to the Committee to discuss and finalize their decision.
7. Decisions are based on existing by-law rules. In the event there is a deadlock vote, the Bylaws and Ethics Chair will be the deciding vote.
8. The Bylaws and Ethics Chair will write a final formal Recommendation letter indicating the decision of the Committee.
9. The Bylaws and Ethics Chair will submit this Recommendation letter to the President, or his designate and the CCF National Board. At which time the National Board, via their procedures, may accept the recommendations of the By-Law and Ethics Committee as presented. Or The National Board may also, at their discretion, over rule the By-Law and Ethics Committee's recommendation and provides their own.
Should the decision made by the National Board be challenged by either party involved; then a formal written request for a special meeting must be submitted to the President or designate by the party involved. A special meeting of the National Board of Director's and the General Membership, (with 60 days notice), would then be called during the next Annual General Meeting, to hear the appeal of the member. At such special meeting, the

General Membership may vary, approve or rescind the decision of the National Board of Directors by a two-thirds majority of the eligible votes registered at the convention.

10. The Bylaw and Ethics Chair will then notify both parties involved, as per the decision of the National Board.
11. A written overview will be given of the all issues received in the calendar year, submitted by the Bylaws and Ethics Chair in their yearly report at the National Convention. NOTE: the Report will be void of all personal information and details as required, to respect the Memberships confidentiality).