



WELSH CULINARY ASSOCIATION



Welsh

Culinary

Association

Constitution



WELSH CULINARY ASSOCIATION





CONSTITUTION OF THE WELSH CULINARY ASSOCIATION (W.C.A.)

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MISSION STATEMENT

“A partnership of Professional Chefs and Caterers to develop and raise the culinary profile of Wales, its establishments and those working within them”.

Name:

The name of the organisation shall be THE WELSH CULINARY ASSOCIATION LTD.
(Abbreviated to W.C.A.)

Membership:

The day to day running of The Association will be by the two (2) regions of Wales, whose member's will be automatic members of the Association. These regions are:

North Wales
South Wales

Aims and Objectives:

1. To bring together professionally and socially chefs from all establishments throughout Wales and the rest of the United Kingdom.
2. To raise the profile of caterers and professional Chefs throughout Wales and the rest of the United Kingdom.
3. To act as broker for the sharing and exchanging of skills, ideas, culinary expertise and knowledge.
4. The development of chefs and caterers through training, competitions, demonstrations and visits. The Association will support The Welsh National Culinary Team at all levels.
5. Encouragement of work placements for schools and colleges to develop and inspire the workforce of the future.
6. To liaise and formulate with all providers of education and hospitality and catering training, sector skills and the government with regard to appropriate course requirements and curriculum.
7. To provide a joint and coherent voice; to lobby Central Government, outside bodies and external agencies including The Wales Assembly Government and other Government Agencies such as DCELLS, to represent the views of and to obtain the best deal for membership.
8. To raise and enhance the culinary profile of Wales, its establishments and those within them, nationally and internationally.
9. To represent the views and aspirations of the membership.
10. To encourage other relevant professional hospitality associations to join and cooperate with the W.C.A.
11. To ensure the W.C.A. are an association that our fellow industry peers acknowledge us as the leading hospitality & catering association.



Organisation:

1. The Association will be Wales' National and International voice on all culinary related matters.
2. The business of the Association will be conducted by the National Committee which will be made up by members of the two regions.
3. ***The National Committee shall be made up of the following:***
 - a) Chairman, North Wales. } or their representatives
 - b) Chairman, South Wales. }
 - c) Secretary / Treasurer, North Wales. } or their representatives
 - d) Secretary / Treasurer, South Wales. }
 - e) President (Sole Position)
 - f) Team Manager, Welsh National Culinary Team or the Team Captain
 - g) National Treasurer (non-voting)
 - h) National Secretary (non-voting)
 - i) Vice President
4. The President shall be elected by all paid up members at the Bi-annual General Meeting in line with election of other officers this post requires residence or business commitments in Wales.
5. The Vice President shall be elected by all paid up members at the Bi-annual General Meeting in line with the election of officers.
6. All officers will be elected for a two-year period to coincide with the regions.
7. All officers must be a fully paid up member of their region.
8. The business of the National Committee shall be conducted in accordance with an agreed set of standing orders.
9. The National Committee shall have the power to co-opt members up to a maximum of three (3) for two (2) years.
10. The Bi-annual General Meeting of The Association shall be held in April.
11. The National Secretary will inform all members, no less than twenty eight (28) days before the Bi-annual General Meeting, and shall notify the regional secretaries of the Bi-annual General Meeting with a minimum of forty (40) days notice.



12. The President of the Association may offer his services to vote as an ex-officio member of any sub-committee.
13. The President shall hold office for two (2) years and for a maximum of two (2) consecutive terms unless he stands unopposed.
14. All elected members of the National Committee will be a Board Directors of the Welsh Culinary Association Ltd.

Quorum:

A quorum for the National and Regional Committees shall be five (5) paid up members. If a quorum is not present at any meeting other than a special meeting, the meeting may proceed but any business conducted or decisions reached will be subject to ratification at the next meeting or via electronic debate.

Bi-Annual General Meeting:

The Agenda for the Bi-annual General Meeting shall be:

1. Minutes of the previous Bi-annual General Meeting
2. Matters arising
3. WCA President's address
4. Chairman's address from:
 - a) North Wales
 - b) South Wales
5. Address from Welsh Culinary Team Manager
6. Treasurers reports from:
 - a) National Treasurer
 - b) North Wales
 - c) South Wales
 - d) Welsh National Culinary Team
7. Auditors report.
8. Fees to be ratified.
9. Reports from Sub-Committees.
10. Election of President and Vice President every two years.
11. Any Other Business.
12. Closing speech by President



Certification:

The Welsh Culinary Association Ltd. via the National Secretary will issue all members with a membership certificate, a current edition of the W.C.A. Constitution and any current magazine/Newsletter if in publication.

Finances:

The finances of The Association shall be under the control of the National Treasurer with the knowledge and approval of the National Committee.

Discipline:

Members deemed to be guilty of unworthy conduct should be disciplined by the National Committee after a national committee meeting to hear the facts and shall be notified by the National President. The member concerned will have fourteen (14) days from receipt of the President's letter to appeal to the National Secretary.

Change of Constitution (Amendments):

Changes/amendments to the constitution may only be made at the Bi-Annual General Meeting or at a specially convened Extraordinary General Meeting (E.G.M.) and must be dully proposed, seconded and submitted in writing to the national secretary seven (7) days in advance of the Bi-annual General Meeting. The proposed change will be voted on by all members present or by proxy. The Secretary will ensure that the motion is given to all members in attendance in writing and to the membership by inclusion on the web site www.welshculinaryassociation.com. For the amendment to carry at an E.G.M., it requires at least two thirds (2/3rds) of the votes cast by the members present.

By-Laws:

The National Committee may enact and adopt such by-laws as deemed necessary for its efficient administration, save that they shall not be inconsistent with the constitution.

STANDING INSTRUCTIONS

1. Structure of the Association:

- a) For local business the two (2) regions will take responsibility, but for National and International business the Association will take responsibility. The following instructions apply to both The Association and the two (2) regions even if not stated or any sub committee.



- b) The Association, at its discretion, may hold meetings in any geographical area for the purpose of exhibitions, demonstrations or gatherings in connection with the aims and objectives of The Association.
- c) The Committees will meet as required to deal with business as it arises and to organise events designed to further the aims and objectives of The Association.
- d) The association shall be responsible for financing its own activities and for the conservation of its own money. Such funds shall be augmented by donations and sponsorship to defray expenses at events, by suitable charges or by any other means open to the organisers. The Association Treasurer shall report on the financial state of accounts in his care at each Committee Meeting.
- e) The Association Secretary shall record the names of the committee members present at each meeting and shall minute the proceedings of the meeting and shall circulate the minutes to all committee members.

2. President's Duties:

- a) To represent The Association at meetings, functions or meetings of other organisations and at all other events. If unable to attend, to nominate someone else at their discretion.
- b) To advise on protocol or on management matters.
- c) To attend as President at Association National Committee Meetings and at other meetings as may be necessary.
- d) To be responsible for " President's Action" on any Association matters.
- e) To ensure that Association policies are pursued as agreed by the Association National Committee.
- f) To act as a cheque signatory with the Treasurer.
- g) May offer his services to vote as an ex-officio member of any sub-committee.
- h) To chair the National Committee Meetings and call for votes when required.
- i) Responsible for organising the election of the Welsh National Culinary Team Manager.



3. National Treasurers Duties:

- a) To produce regular bank reconciliation statements and draft balance sheets for the Committee.
- b) To produce a monthly statement and expenditure accompanied by a detailed breakdown of each cost centre.
- c) In conjunction with the secretary, to produce annually, before the Bi-annual General Meeting, an Annual Statement of Accounts and a Balance sheet with a detailed breakdown of each cost centre.
- d) To be a cheque signatory with the President or any other appointed signatory.
- e) To immediately pay all monies into The Associations bank accounts. To immediately pay all justifiable expenses to officers and others after authentication.

4. National Secretary's Duties:

- a) To administer the affairs of The Association.
- b) Prepare all documents that may be required in order to carry out the business of the National Committee.
- c) Attendance at all national & regional committee meetings, the recording of names of those present and responsible for the recording of minutes.
- d) Preparation and dispatch of returns and other documentation required by Treasury regulations.
- e) The keeping of such books and documents required by other than those, which are responsibility of the National Treasurer.
- f) On all occasions, the National Secretary shall act under the control and direction of the National Committee.
- g) Responsible for the Association Bi-AGM in April.

5. Sub-Committees:

The Association must ensure that Sub-Committees are given precise terms of reference. These Sub-Committees may co-opt other members if authorised to do so by The National Committee.



6. Attendance:

It is essential that any member accepting a position on any committee is aware of the necessity to attend all meetings. Any member failing to attend two consecutive meetings and not having an adequate reason for absence shall have their position reviewed.

7. Financial Arrangements:

In order to meet the various costs of running the Association each Region and the National Culinary Team shall pay an annual fee to the treasurer to be agreed at the Bi-annual General Meeting and paid on that date.

Any liability incurred by the Association shall be accepted as a shared liability amongst the paid up membership at the time that a region or sub-committee incurred the liability except those taken.

In the event that the Association is disbanded or wound up (not a change of name) the assets or liabilities shall be disposed of as agreed at the winding up meeting. If this is not possible then at the discretion of the officers at the time with approval from the quorum of members present at the final meeting.

8. Appointment of Welsh National Culinary Team Manager:

- a) To invite applications for the position of Team Manager in line with current legislation.
- b) The National Committee to compile a short list with advice from the Culinary Committee interview with two (2) senior culinary committee members and appoint the Manager for The Welsh National Culinary Team.
- c) The Appointment is for four (4) years and the position is reviewable every two (2) years.
- d) The Team Manager or team captain is a member of The Culinary Sub-Committee.

These standing instructions may be added to, deleted or altered as may be required or new instructions added by The National Committee.

REGIONAL MEMBERSHIP

1. Degrees of Membership:

Hotel/Establishment: Membership of their brigade in Multiples of up to 10. To maximise all establishment membership places all names & addresses must be received by the regional secretary twenty eight (28) days prior to any voting or election.

Chef Member: Proprietors, Managers, Senior Chefs, Lecturers and Caterers.



Junior/ Learner: Commis Chefs and Students/Learner.

Corporate Sponsor: Suppliers and local Businesses.

2. Officers:

I. Chairman: Responsible for the calling and conduct of meetings and the general running of the region. To represent the Region on the National Committee of the WCA.

II. Secretary: Responsible for the clerical administration of the region. Other duties will include minute taking at meetings and keeping a register of attendees at meetings, including the general administration duties of the region.

III. Treasurer: Responsible for financial control and report at yearly Association AGM.

IV. Regional Committee: This will comprise of the Chairman, Vice-Chairman, Secretary, Treasurer and other elected officers, *i.e. Social Secretary.*

V. All Officers will be elected for a two-year period.

VI. Either the Secretary or Treasurer will have a seat on the National Committee of the W.C.A., plus, any nominated official deemed fit by the regional chairman to act as a stand-in of the regional Chairman through absence *i.e. sickness/ work commitments/holiday.*

3. Voting:

Each paid up member is entitled to one vote at membership meetings by presence or an authenticated proxy vote.

4. Meetings:

Ordinary meetings held throughout the year for all Members.

5. Bi-annual General Meeting:

The Regional Bi-annual General Meeting will be held in March and are the responsibility of the Chairman and Secretary to inform their members.

6. Eligibility for Membership:

Applications made by existing members or by direct application. To become a member, applicants must fulfil the criteria set out in point one.

NB Only fully paid up members can officiate on the national committee, relevant sub committees or judicial panels unless specifically invited by the national committee or any relevant sub committee.



Appendix - 1

Minutes for W.C.A. Extraordinary General Meeting (E.G.M.) at
The SWALEC Stadium ~ Glamorgan Cricket Ground,
Thursday 20th November 2008 ~ 9.40am

- 1) Time 9.45am - ***Apologies:*** Graham Tinsley, Arwyn Watkins.
- 2) ***Present:*** Peter Jackson (PJ), Kevin Williams (KW), Mark Jones (MJ), Wayne Roberts (WR), Colin Gray (CG), Kevin Potts (KP) and Nick Davies (ND).
- 3) ***Minutes of last meeting:*** Point 4) KEVIN TO NOTIFY ALL PAID UP MEMBERS IN WRITING OF THE E.G.M. WITH A COPY OF THE NATIONAL COMMITTEE APPROVED STATUTES AT LEAST 28 DAYS BEFORE
- 4) ***Matters arising:*** None due the meeting being Extraordinary and to agree on the new and final draft copy of the Welsh Culinary Association Constitution which was posted to every member on Tuesday 14th October 2008 (***38 days notice given***). With a letter stating the time and venue of the E.G.M.
- 5) PJ brought to the attention of the table that as the present Constitution stands, there is no facility for an E.G.M. (***Extraordinary General Meeting***).
- 6) But as this was an important item today (agreement by all present at the table of the new Constitution), the National Committee thought we should have one. Therefore, it was asked by PJ to all present to speak up clearly if they had any objections whatsoever to it happening / going ahead. None
- 7) Nick Davies asked PJ if the National Committee included Company Directors, PJ answered – Yes. The company directors have not been changed yet, ND had a written a letter to PJ with his resignation and as PJ was then Company Secretary, signed Nick Davies E28 and off the Committee. PJ clearly told ND that he was not required to sign it, as he had resigned and now was no longer a Company Director and that the company did not require to inform him the action of removal.



- 8) PJ told all present that he had to sign some forms last week as the Company's registered offices and accountants were moving. Kevin Williams is now Company Secretary.
- 9) The reason that we (National Committee) has asked for an E.G.M. was, after the *A.G.M. in Llandrillo 1st May 2008* the major changes were the four regions merging into two regions – North and South, this was the major change.
- 10) But we also took the opportunity to make some other changes, basically the layout of the National Committee, adding a Vice-President, Team Manager had a vote more-so that the board was laid out in a slightly different way.
- 11) The A.G.M. (Annual General Meeting) becomes a Bi-Annual General Meeting because by law an AGM is not required.
- 12) W.C.A. Chairman Title changing to President because there was regional Chairmen and it was confusing to members of the W.C.A. to have a National Chairman and Regional Chairman.
- 13) There is a length of term for the President; The President shall hold office for two (2) years and for a maximum of two (2) consecutive terms unless he stands unopposed.
- 14) There is a facility to change constitution amendments - Changes/amendments to the constitution may only be made at the Bi-Annual General Meeting or at a specially convened Extraordinary General Meeting (E.G.M.) and must be dully proposed, seconded and submitted in writing to the national secretary seven (7) days in advance of the Bi-annual General Meeting.
- 15) Each paid up member is entitled to one vote at membership meetings by presence or an authenticated proxy vote (e-mail / postal service).
- 16) For the amendment to carry at an A.G.M., it requires at least two thirds (2/3rds) of the votes cast by the members present. But that is not the case today as it is an E.G.M.



17) The Regional Bi-annual General Meeting will be held in March and are the responsibility of the Chairman and Secretary to inform their members.

18) PJ said that it would be sensible and practical to get all these changes agreed by all present in a block, but if anyone has objections – then each change could be agreed on individually and over a period of time.

19) ND said that as it was a newly written constitution, then all proposed changes should be done individually as it is a document that sets the company's policies and procedures.

20) The document will change from Statutes to Constitution because 'Statutes' is legally law abiding document which is set by a government. They were originally called statutes by W.A.C.S. (World Association of Chefs Societies) and we followed their guidelines. And as this new document is not set by any government, they will now be re-named The Welsh Culinary Association Constitution – KW will notify Katie to change website, KW asked all present if all in agreement with this action – all agreed.

21) PJ asked all present around the table whether they would prefer to action and agree on each proposed change individually, or as a block agreement where the new Constitution would be proposed, 2nd and vote on it.

22) CG spoke and mentioned that the whole 'new constitution' matter had been long drawn, and was beginning to drag on. And with all of Arwyn Watkins's and Rod Bowker's hard work that had gone in to it, he trusted their professional judgement. Rod and Arwyn were the authors, three draft copies were drawn up with changes and additions, copies sent to all members of the W.C.A. giving them time to pass opinions and suggestions. Final draft copy of the Welsh Culinary Association Constitution which was posted to every member on Tuesday 14th October 2008 (*38 days notice given*).



23) CG said the best way forward was that if anyone present around the table had any objections to any of the proposed changes, like ND, then it must be voiced and minuted for future discussion.

24) PJ went around the table and asked all present if they would like anything clarified, changed, or any other problem they had read or not happy with to bring it to attention immediately:

ND – Yes Fine, KP – Happy, CG – No problem, WR – Fine, MJ – Happy, KW – Happy.

25) The New Welsh Culinary Association Constitution was:

Proposed by Kevin Williams

2nd by Colin Gray

And all others present around the table, all in favour for the changes in the New W.C.A. Constitution.

26) Meeting ended 9.56am.