

SOUTH AFRICAN CHEFS ASSOCIATION
Companies and Intellectual Property Commission
Republic of South Africa Memorandum
Of
Incorporation Of
SOUTH AFRICAN CHEFS ASSOCIATION NP

Which is referred to in the rest of this Memorandum of Incorporation as "the Company".

The Company is a pre-existing company, incorporated in terms of the Companies Act, 1973. As contemplated in Item 4(2) (a) of Schedule 5 to the Companies Act, 2008, the Company wishes to amend its existing Memorandum of Incorporation (comprising a Memorandum and Articles of Association) by replacing it with this Memorandum of Incorporation, which was adopted by the members of the company by the passing of a special resolution dated 28 March 2018 from an Annual General Meeting as is evidenced by the Minutes of the Meeting enclosed herewith as Annexure "A".

The Company is a Non Profit company with members, with the following objects:

'The South African Chefs Association (SA Chefs)- is a non-profit industry organisation (established in 1974) that represents chefs, cooks and caterers; dedicated to the promotion of culinary excellence, education, food standards and professionalism throughout South Africa.'

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the members of the Company, as evidenced by minutes of the special general meeting dated 28th March 2018 enclosed herewith as Annexure "A"

In this Memorandum of Incorporation

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
- (b) words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act; and
- (c) words appearing to the right of an optional check line are void unless that line contains a mark to indicate that it has been chosen as the applicable option.

Article 1- Incorporation and Nature of the Company

1.1 Incorporation

The Company is incorporated as a Non Profit company with members, as defined in the Companies Act, 2008.

- (1) The Company is incorporated in accordance with, and governed by-
 - (a) the unalterable provisions of the Companies Act, 2008 that are applicable to Non-Profit companies;
 - (b) the alterable provisions of the Companies Act, 2008 that are applicable to Non Profit companies, subject to any limitation, extension, variation or substitution set out in this Memorandum; and
 - (c) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

- (1) The Objects of the Company are as set out on the cover sheet and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).
- (2) The Company is not subject to any provision contemplated in section 15(2)
 - (b) or (c).
- (3) Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with Item 1(4) (b) of Schedule 2 of the Companies Act, 2008 and as prescribed by section 30 of the Income Tax Act

1.3 Memorandum of Incorporation and Company Rules

- (1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) is not limited or restricted in any manner by this Memorandum of Incorporation.
- (3) The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each director by ordinary mail.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) by delivering a copy of those rules to each director by Electronic Mail.

1.4 Optional provisions of Companies Act, 2008

The Company elects, in terms of section 34 (2), to comply voluntarily with the provisions of Part C of Chapter 3 of the Companies Act, 2008.

1.5 Members of the Company

As contemplated in Item 4 (1) of Schedule 1 of the Act, the Company has members. The terms and conditions of membership in the company are as set out in Part A of Schedule 1 to this Memorandum and the eligibility for membership, classification of membership, application for membership and termination of membership are set out in Part B of Schedule 1 to this Memorandum.

Article 2- Rights of Members

2.1 Members' authority to act

If, at anytime, every member of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the members to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

2.2 Members' right to Information

In addition to the rights to access information set out in section 26 (1), a member of the Company has the further rights to information, if any, set out in Part B of Schedule 2 of this Memorandum of Incorporation.

2.3 Representation by concurrent proxies

The right of a member of the Company to appoint persons concurrently as proxies, as set out in section 61B (3)(a) is not limited, restricted or varied by this Memorandum of Incorporation.

2.4 Authority of proxy to delegate

The authority of a member's proxy to delegate the proxy's powers to another person, as set out in section 58 (3)(b) is not limited or restricted by this Memorandum of Incorporation.

2.5 Requirement to deliver proxy instrument to the Company

The requirement that a member must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members meeting, as set out in section 58 (3)(c) is not varied by this Memorandum of Incorporation.

2.6 Deliberative authority of proxy

The authority of a member's proxy to decide without direction from the member whether to exercise, or abstain from exercising any voting right of the member, as set out in section 58 (7) is limited or restricted by this Memorandum of Incorporation, in that the proxy may only exercise the voting rights of the member according to the written instruction from the member.

2.7 Record date for exercise of member rights

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is as determined in accordance with section 59 (3).

3. Article 3 - Members Meetings

3.1 Requirement to hold meetings

The company shall in every year hold an Annual General Meeting, provided that not more than 15 months shall elapse between the date of one annual general meeting and that of the next.

The Annual General Meeting shall deal with and dispose of all matters prescribed by the new Act, including the consideration of the annual financial statements, the appointment of an auditor, and any election of Board of Directors in place of any Directors retiring.

Annual general meetings and other general meetings shall be held at such time and place as the directors may deem fit.

3.2 Members' right to requisition a meeting

The right of members to requisition a meeting, as set out in section 61 (3), may be exercised by at least 10% of the voting members, as provided for in that section.

3.3 Location of members meetings

The authority of the Company's Board of Directors to determine the location of any members meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) is not limited or restricted by this Memorandum of Incorporation.

3.4 Notice of members meetings

The minimum number of days for the Company to deliver a notice of a members meeting to the members, as required by section 62(1) is 15 business days before the meeting is to begin that has voting members, or 10 business days before the meeting is to begin, in any other case.

3.5 Electronic participation in members meetings

The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 is not limited or restricted by this Memorandum of Incorporation.

3.6 Quorum for members meetings

- (1) A members' meeting may not begin until sufficient persons are present (in person or by proxy) at the meeting to exercise, in aggregate, at least 2% of all the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting, and
- (2) At least three members are present (in person or by proxy) at the meeting.
- (3) A matter to be decided at the meeting may not begin to be considered, unless sufficient persons are present at the meeting to exercise, in aggregate, at least 3% of all the voting rights that are entitled to be exercised on that matter at the time the matter is called on the Agenda.
- (4) The time periods allowed in section 64 (4) and (5) apply to the Company without variation
- (5) The authority of a meeting to continue to consider a matter, as set out in section 64(9) is not limited or restricted by this Memorandum of Incorporation.

3.7 Adjournment of members meetings

The maximum period allowable for an adjournment of a members meeting is as set out in section 64 (12), without variation

3.8 Members resolutions

- (1) For an ordinary resolution to be adopted at a members meeting, it must be supported by more than 50% of the members who voted on the resolution, as provided in section 65 (7).
- (2) For a special resolution to be adopted at a members meeting, it must be supported by at least 60 % of the members who voted on the resolution.
- (3) A special resolution adopted at a members meeting is not required for a matter to be determined by the Company, except those matters set out in section 65 (11).

4. Article 4 - Directors and Officers

4.1 Composition of the Board of Directors

- 1) The Board of Directors of the Company comprises a minimum of 6 (six) and a maximum of 10 elected directors, and is composed of a President, Vice Presidents, Directors, Advisors and the Immediate former President.
- 2) In addition to the elected directors, the current President of the Board may at his discretion, co-opt onto the Board 4 (four) Advisors, (who are either specialist in their field or have not been nominated by the general assembly) and such individuals need not all be SA Chefs members, and hold no vote.

- 3) Every four (4) years, eligible members elect a President (who shall also be a Director) at the Annual General Meeting (on the basis of the wording in brackets in 4.1(**Error! Reference source not found.** below), who in turn elects an Executive Committee (Vice President/s) at his/her discretion. It is generally accepted that the Vice Presidents are current Board members in good standing*.
- 4) Every two (2) years, eligible members elect Board members at the Annual General Meeting. Notwithstanding being referred to as a two (2) year term, it will, other than as regards the President in respect of which 4.1(3) and 4.1(5) shall apply, be for a term from the date of his/her election to the date of the Annual General Meeting held in the second year after his/her election ("**Second Year**") immediately following the election of Board members in the Second Year, irrespective of the date of the election of Board members in the Second Year and which may, therefore, be before or after the expiry of a period of two (2) years from his/her election. The election is governed under the auspices of the Election Committee.
- 5) The President may only sit for a maximum of a single four (4) year term (which notwithstanding being referred to as a single four (4) year term will be for a term from the date of his/her election to the date of the Annual General Meeting held in the fourth year after his/her election ("Fourth Year"), irrespective of the date of the election of the President in the Fourth Year and which may, therefore, be before or after the expiry of a period of 4 (four) years from his/her election), with the addition of a single one (1) year term (on the same basis as the wording in brackets above) as Immediate Former President; thereafter he/she may not sit on the Board
- 6) All eligible members who qualify for the position of President may be nominated in this election.
- 7) The outgoing SA Chefs President shall serve as Immediate Former President for a concurrent term of one (1) year (on the basis of the wording in brackets in article 4.1(5) above) with the newly elected SA Chefs President.
- 8) The Immediate Former President shall:
 - a) Perform the duties as any Board member with full voting rights
 - b) Serve as an advisor to the President
 - c) Sit on the Executive Committee with full voting rights
- 9) Every two (2) years, the current Board dissolves at the Annual General Meeting. Nominations for Board membership are open to each member in good standing within SA Chefs that meets each of the criteria stipulated in article 4.1(8) below, subject to a nomination acceptance and motivation being supplied by such member at least one month prior to the election.
- 10) Each of the following criteria must be met by an SA Chefs member in order to be eligible for election as a Board Member, , namely that the SA Chefs member must:
 - a) have held Professional Member privileges for at least five (5) consecutive years and must maintain a Professional Member status whilst holding office.
 - b) have served for at least two (2) years as:
 - I. an elected Regional /Chapter Officer;

II. a Special Committee Chair; or

III. a co-opted Advisor

- c) have attended two (2) Annual General Meetings prior to his/her election;
 - d) in accordance with the provisions of articles 4.1(8) and 4.1(10) below, not have served as a member of the Board for a term of office which exceeds four (4) years in total (whether consecutively or cumulatively), unless a period of two (2) years has elapsed after expiry of such four (4) year period;
 - e) be an active member in good standing within the hospitality industry; and
 - f) must reside and work within the Republic of South Africa.
- 7) The SA Chefs President must have served at least two (2) full terms, in good standing, on the Board of Directors prior to nomination and election as SA Chefs President.
 - 8) The term of office for Board members is one (1) full full term of two (2) consecutive years, with the option of running for one (1) additional term of two (2) consecutive years. Subject to Rule 3.2.6, a Board member may sit for a maximum of two (2) consecutive terms of two (2) consecutive years, totalling four (4) consecutive years ("**Full Term**"), except for a Board member elected to the position of SA Chefs President.
 - 9) Should a Board member elect to make themselves available for a Board position as director after expiry of their Full Term, a full two (2) year period must elapse between the expiry of their Full Term and such re-election.
 - 10) For the avoidance of doubt, notwithstanding being referred to as a two (2) year term, it will be for a term from the date of his/her election to the date of the Annual General Meeting held in the second year after his/her election ("Second Year") immediately following the election of Board members in the Second Year, irrespective of the date of the election of Board members in the Second Year and which may, therefore, be before or after the expiry of a period of two (2) years from his/her election.
 - 11) The President, on completion of his single four (4) year term as President, must remain a member of the Board, in the capacity of Immediate Former President, for a single one (1) year term (on the basis of the wording in brackets in article 4.1(5) above) to ensure continuity.
 - 12) The President will have a second and casting vote. The Immediate Former President whilst serving his one (1) year term (on the basis of the wording in brackets in article 4.1(5) above) on the Board will have full voting rights.
 - 13) Upon expiry of the single one (1) year term of the Immediate Former President, the Immediate Former President shall thereafter be disqualified from being elected as a member of the Board at any time and/or in any capacity other than in the capacity of co-opted Advisor, in terms of article 4.1(16)
 - 14) The current elected President of SA Chefs may at his discretion co-opt onto the Board four (4) Advisors (who are either specialist in their field or have not been nominated by the general assembly).
 - 15) The terms of office shall begin with appointment at the Annual General Meeting following the election and continuing until a successor is duly elected and qualified.

- 16) A Board member appointed to fill a vacancy shall serve until a successor is elected at the next Annual General Meeting and appointed to office on the basis set out in article 4.1(11).
- 17) The terms of office for the Board members filling the position of SA Chefs President and SA Chefs Immediate Former President are respectively four (4) years and one (1) year. which shall run consecutively.

4.2 **Authority of the Board of Directors**

- (1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) is not limited or restricted by this Memorandum of Incorporation.
- (2) The SA Chefs Board is required to intervene on its own initiative if the interests or unity of SA Chefs are threatened.

4.3 **Board of Directors meetings**

- (1) The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74 is not limited or restricted by this Memorandum of Incorporation
- (2) The right of the Company's Directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 50% of the directors.
- (3) The Board of the company shall meet once a month. If authorised, by the President of the Board, the Board may meet only every second month.
- (4) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3) is not limited or restricted by this Memorandum of Incorporation.
- (5) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) is not limited or restricted by this Memorandum of Incorporation.
- (6) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) is not limited or restricted by this Memorandum of Incorporation.
- (7) The quorum requirement for a directors meeting to begin and for a matter to be considered at the meeting, is more than 50% of the voting rights entitled to be exercised at the meeting and on a particular matter. The voting rights at such a meeting and the requirements for approval of a resolution at such a meeting are as set out in section 73 (5).

4.4 **Indemnification of Directors**

- (1) The authority of the Company's Board of Directors to advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78 (3) is not limited or restricted by this Memorandum of Incorporation.
- (2) The authority of the Company's Board of Directors to indemnify a director in respect of liability, as set out in section 78 (s) is not limited or restricted by

this Memorandum of Incorporation.

- (3) The authority of the Company's Board of Directors to purchase insurance to protect the Company, or a director, as set out in section 78 (6) is not limited or restricted by this Memorandum of Incorporation.

4.5 Financial Assistance to Directors

The authority of the Company's Board, as set out in section 4S, to authorise the Company to provide financial assistance to a director, prescribed officer or other person referred to in section 4S (2) is limited or restricted by this Memorandum of Incorporation in that the members of the company may not authorise the Board of Directors to provide any financial assistance to a director, prescribed officer or other person referred to in section 4S (2)

4.6 Officers and Committees

- (1) The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company.
- (2) The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1), or to include in any such committee persons who are not directors, as set out in section 72 (2)(a) is not limited or restricted by this Memorandum of Incorporation.
- (3) The authority of a committee appointed by the Company's Board, as set out in section 72 (2)(b) and (c) is not limited or restricted by this Memorandum of Incorporation.

Article 5 – Special Conditions

To the extent that the Company has been approved by SARS in terms of section 30 of the Income Tax Act (Act 58 of 1962) as amended, the following special conditions will apply at all times:

- (1) The Company will have a Board of Directors consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Company, for tax purposes.
- (2) No single person will directly or indirectly control the decision-making powers relating to the Company.
- (3) The Company will not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives.
- (4) The Company will utilise substantially the whole of its funds for the sole or principal object for which it has been established.
- (5) No member will directly or indirectly have any personal or private interest in the Association.
- (6) Substantially the whole of the activities of the Company will be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.
- (7) The Company will not have a share or other interest in any business, profession or occupation which is carried on by its members.

- (8) The Company will not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule to the Income Tax Act (Act 58 of 1962) as amended, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- (9) Substantially the whole of the Company's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere. In the absence of any formal or official interpretation issued by SARS in respect of the meaning of "funding", the Board will confirm its interpretation and application of this condition with SARS to ensure compliance with section 30B.
- (10) The Company must as part of its dissolution transfer its assets to-
 - a) Another entity approved by the Commissioner for SARS in terms of section 30B of the Income Tax Act;
 - b) A public benefit organisation approved in terms of section 30 of the Income Tax Act (Act 58 of 1962) as amended;
 - c) An institution, board or body which is exempt from tax under section 10(1)(CA)(i) of the Income Tax Act (Act 58 of 1962) as amended; or
 - d) The government of the Republic of South Africa in the national, provincial or local sphere;
- (11) The Board of Directors will submit any amendment of the Memorandum of Incorporation to the Commissioner within 30 days of its amendment.
- (12) The Company will comply with such reporting requirements as may be determined by the Commissioner for SARS from time to time.
- (13) The Company is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III of the Income Tax Act (Act 58 of 1962) as amended, or a transaction, operation or scheme contemplated in section 80 A to 80F of the Income Tax Act (Act 58 of 1962) as amended.

Schedule 1

Part A: Terms and Conditions of Membership

- (1) Applications for all categories of SA Chefs membership must be submitted to the Membership Administrator at the National Office, or via the official SA Chefs' website.
- (2) Application for membership will only be activated on receipt of payment.
- (3) All memberships, regardless of the classification, are valid only if the member, or prospective member, has paid the membership fees in full and is in good standing.
- (4) The Board of directors will, based on the membership criteria, decline acceptance of prospective new applicants.
- (5) An application for membership must be accompanied, by a certified copy of the Identity Document of the applicant.
- (6) All members are subject to the Code of Ethics and Disciplinary procedures of SA CHEFS with regards to membership.
- (7) All categories of SA Chefs membership that have violated the Rules, and related policies and procedures of SA Chefs or have damaged the interests of SA Chefs and/ or the professional status of chefs through their misconduct may be excluded from SA Chefs.
- (8) Termination will be confirmed in writing by the Board of Directors of SA Chefs.
- (9) Should any member wish to resign as a member of the company, written notice stating the reasons for termination of membership must be sent to the Membership Administrator.
- (10) All financial contributions outstanding must be duly paid until termination of membership.
- (11) Members, who fail to pay their membership fees, may be removed by the Board of Directors from the SA Chefs register of members.

Part B: Membership

1. Eligibility

- 1.1 SA Chefs membership shall be open to Culinarians and other individuals engaged in the culinary profession, associate employment, as well as those persons in the general non - food professional community that have a passion for the culinary arts and who meet the requirements set forth in Section 2
- 1.2 The term 'Culinarians' refers to professional chefs, caterers, cooks and bakers engaged in:
 - a) Food and beverage planning, preparation, service or supervision in commercial kitchens, hotels, clubs, restaurants, schools and other institutions;
 - b) Culinary education;
 - c) Culinary research, development or testing; or
 - d) Other culinary employment
- 1.3 Fully paid-up SA Chefs members are automatically members of the World Association of Chef's Societies, through SA Chefs' membership of WorldChefs.
- 1.4 All SA Chefs Professional Members that have been a continuous paid -up member in professional good standing * for 10 ten (10) years may be designated a Fellow of SA Chef, at the discretion of the President.
- 1.5 Member benefits are to be found on the SA Chefs' website and are updated continually.
- 1.6 All SA Chefs Professional Members that have been a continuous paid-up member in good standing for ten (10) years may be designated a Fellow of SA Chefs, at the discretion of the President.

2. Categories of Membership

There are 2 classes of SA CHEFS membership as follows:
Voting Members and Non-voting Members

2.1 Voting Members

The following shall form part of the Voting Members class and shall be designated by the name below, without creating a separate class in each instance Members below in good standing* shall have full voting rights

2.1.1 Professional Membership sub-category

- a) a Voting Member who falls within the sub-category of being a professional membership of the hospitality and supporting industries with a minimum of three (3) years' experience in the industry; and/or
- b) a Voting Member who has followed an SA Chefs recognised training program or has, subject to 2.1.4 below, been an Intermediate Member in good standing for a minimum of three (3) consecutive years.
- c) Voting Members falling in the sub-category of professional membership may use the SA Chefs logo on chef jackets indicating their membership.
- d) SA Chefs Logos may not be used on business stationary .

2.1.2 Foreign Based Professional Membership sub-category

- a) a Voting Member who falls within the sub-category of being a professional member of the hospitality and supporting industries with a minimum of three

(3) years' experience in the industry, who resides outside the republic of South Africa; and/or

- b) a Voting Member who has followed an SA Chefs recognised training program or has been part of the Intermediate Membership sub-category.
- c) SA Chefs logos may not be used on business stationary or cards.

2.1.3 Intermediate Membership sub-category

- a) a Voting Member who has not yet obtained three (3) years' professional experience in hospitality and supporting industries shall be categorised as qualifying for Intermediate Membership.
- b) After three (3) consecutive years of membership in good standing*, an application may be made by Voting Members qualifying for SA Chefs Professional Membership.
- c) Intermediate Members may use the SA Chefs logo on chef jackets indicating their membership sub-category

2.2 Non-Voting Members

The following shall form part of the Non-Voting Members class and shall be designated by the name below, without creating a separate class in each instance. Members below in good standing* shall have no voting rights and cannot hold elected office.

2.2.1 Student Membership sub-category

- a) a Non-voting Member who falls within the sub-category of being a trainee, apprentice and/or student currently studying a South African Qualifications Authority registered hospitality training program within the Republic of South Africa, or related international programs. These can include any recognised program on the South African National Qualifications Framework associated with culinary arts, food and beverage services and operations and non-credit bearing courses or programs that promote the art and science of cooking.
- b) a Non-voting Member remains within the sub-category of Student Membership until formal qualifications have been obtained, after which the Student Member will qualify to fall within the sub-category of Intermediate Membership.
- c) Student Members may use SA Chefs logo on chef jackets to indicate their membership.

2.2.2 Associate Membership sub-category

- a) a Non-voting Member who falls within the sub-category of Associate membership which is a fee-paying membership status and is designated for those not eligible for full membership, but show an interest in professional cookery.

2.2.3 Corporate Membership sub-category

- a) a Non-voting Member who falls within the sub-category of Corporate Membership open to all suppliers of goods and services within the hospitality industry and all related industries.
- b) Corporate members may apply for the use of the SA Chefs corporate membership logo subject to conditions, as set out in the Corporate Identity Manual.

2.2.4 Training Provider Membership sub-category

- a. a Non-voting Member who falls within the sub-category of Training Provider Membership which is open to all cookery schools, training institutions and colleges within the industry, operating within the Southern African Development Community who have met the requirements as set out by SA Chefs in the Training Provider Manual.
- b. Training Provider Members pay an annual fee to SA Chefs.
- c. Training Provider Members are subject to the rules and policies set out in the Training Provider Manual.

1. Application for Membership

- 3.1 Applications for all categories of SA Chefs membership must be submitted to the Membership Administrator at the National office, or via the official SA Chefs' website.
- 3.2 Application for membership will only be activated on receipt of payment.
- 3.3 The Board of directors will, based on the membership criteria, decline acceptance of prospective applicants.

2. Notice of Termination of Membership

- 4.1 Notice must be sent in writing to the Membership Administrator stating the reasons for termination.
- 4.2 All financial contributions outstanding must be duly paid until termination.
- 4.3 All categories of SA Chefs membership that have violated the rules, and related policies and procedures of SA Chefs or have damaged the interests of SA Chefs and/ or the professional status of chefs through their misconduct may be excluded from SA Chefs. Termination of membership can be issued by the Board and confirmed by letter.
- 4.4 All members who fail to pay their dues may be removed from the SA Chefs membership lists.

Part C: Voting Rights

Voting members may vote only in the election of national officers and all other business on the agenda at the Annual General Meeting (AGM). All other business requiring the vote of members is vested in the Board of SA Chefs.

Part D: Membership Obligations

As a condition of membership, all SA Chefs members shall be bound and abide by the SA Chefs' Company Rules, policies and procedures, as amended from time to time, including without limitation, the Ethics Code and the SA Chefs rules governing Unethical Conduct, the procedure for joining the SA Chefs, and termination and suspension of membership.

Part E: Member Good Standing

Member in Good Standing*

'Member in good standing' is the status assigned to a Member of the SA Chefs when he or she has remained current on SA Chefs dues (or applications for due waivers), which cover a 12-month period.

Being a Member in good standing affirms the Member's commitment to the vision of the SA Chefs, reflected in its Code of Ethics, to which all members are bound, and to the SA Chefs' rules and other SA Chefs policies.

It is expected that members in good standing will work collaboratively to strengthen the SA Chefs and will not engage in any activities that put the SA Chefs in financial or structural jeopardy, nor engage in any activities that will bring discredit to the SA Chefs, nor serve or form an association which is in direct conflict to the SA Chefs existence.

Members in good standing:

- a) Are eligible to participate in all meetings, congresses, courses, committee memberships of and in relation to the SA Chefs.
- b) Are eligible to apply for SA Chefs awards and fellowships.
- c) Are eligible to be elected to Board positions, provided that they meet the all the criteria as stipulated in the SA Chefs Rules.
- d) Are eligible to be elected or appointed to Regional and committee positions, provided that they have attended at least two (2) SA Chefs Annual General meetings prior to their nomination.
- e) Have the right to exercise one (1) vote online or in person, taken during Ordinary and Extraordinary AGMs.
- f) New Members of the SA Chefs are eligible to vote immediately after applying for membership and payment of their dues.