

International By-Laws

Statuts Internationaux

BY-LAWS

CONFRERIE DE LA CHAINE DES ROTISSEURS

ASSOCIATION GOVERNED BY THE LAW OF JULY 1, 1901

REGISTERED OFFICE: 7, RUE D'AUMALE, 75009 PARIS

(MODIFIED ON SEPTEMBER 20, 2008)

(This English translation has been prepared for informational purposes only. In case of conflict between the French version and this translation, the French version shall control.)

These by-laws cancel and replace any and all statutory or other rules which may have existed with respect to their subject matter.

At Easter 1950, three gourmets, Curnonsky, elected Prince of the Gastronomes, Dr. Auguste Becart and Jean Valby, and two professionals, Louis Giraudon and Marcel Dorin, pledged to restore the spirit of the ancient guild in bringing together professionals and amateurs of good food and gourmets.

In August 1950, the Confrérie de la Chaîne des Rôtisseurs was founded. The by-laws were filed with the Préfecture de Police of Paris on August 3, 1950 and published in the "Journal Officiel de la République Française" on August 29, 1950, page 9316.

Ever since, the Chaîne des Rôtisseurs has continued to develop, not only in France, but throughout the world.

ARTICLE 1

The Confrérie de la Chaîne des Rôtisseurs (hereinafter the "Chaîne") is composed of all individuals and legal entities having accepted these by-laws by joining the Chaîne according to the rules of admission provided for by the "règlement intérieur".

ARTICLE 2

The objective of the Chaîne is to promote gastronomy and the "culture de la table" in their broadest sense, whether it involve food or drink, in all countries, by encouraging in particular the development of the culinary arts, specifically grilling and spit cooking techniques; and, more generally, to carry out all acts, to perform all operations and to perform all activities accessory or connected to this objective or which may facilitate its realization.

With the aim of promoting in particular the development of the culture of wines and crafted beverages, the Chaîne includes a special group called the 'Ordre Mondial des Gourmets Dégustateurs' [OMGD].

ARTICLE 3

The Chaîne will implement its objectives through the organization of, among others, meals, conferences, conventions, competitions, chapter meetings, exhibitions, culinary and gastronomic demonstrations, press articles and publications regardless of the form or medium. The resources of the Chaîne are all those allowed by the laws and regulations in force at any given time.

ARTICLE 4

The members of the Chaîne have a duty of fraternity and respect of their fellow members.

ARTICLE 5

The world headquarters of the Chaîne shall be located in France, at any address the Board of Directors may determine. As of today, the registered office is at 7, rue d'Aumale, 75009 Paris.

ARTICLE 6

6.01 The Chaîne is organized in as many National Bailliages as the number of countries in which there are enough members to justify the formation of a Bailliage.

6.02 Each of these National Bailliages shall be governed by a Bureau under the authority of a Bailli Délégué and shall carry out its activities in accordance with these by-laws, the "règlement intérieur" and the instructions which may be issued by the Board of Directors from time to time.

6.03 The amount of the dues to be paid by members of any given National Bailliage shall be determined by the Bureau of such Bailliage with the approval of the Board of Directors. The amount of the sums the National Bailliage

may retain in order to develop its activities and the amount of the sums to be paid to the headquarters of the Chaîne shall be determined by the Board of Directors.

6.04 The decision to form a National Bailliage belongs to the Board of Directors, which shall designate the Bailli Délégué.

ARTICLE 7

7.01 The Chaîne is governed by a Board of Directors composed of 5 to 15 members. Directors shall be elected by the General Assembly. Except in the event of prior termination by the General Assembly, their term of office shall be approximately 3 years and shall expire upon adjournment of the General Assembly called to approve the accounts of the second fiscal year following that during which such Directors shall have been elected. For example, and except in the event of prior termination by the General Assembly, Directors elected by the General Assembly called to act on the accounts of the fiscal year ended September 30, 1993 shall remain in office until the date of the General Assembly called to act on the accounts of the fiscal year ended September 30, 1996. Directors may be re-elected without limitation.

7.02 Board meetings are called by the President or by 25% of the Board members, at any place specified in the notice of the meeting. Notice must be sent sufficiently in advance so that it is received at least 14 days prior to the meeting. In any event, the Board must meet at least once per semester. If no Board meeting is held for more than 9 consecutive months, any Director may call a meeting.

7.03 The Board shall only be able to act upon the agenda set forth in the notice of meeting.

7.04 Furthermore, the Board of Directors may make no valid decision unless at least 50% of its members attend the meeting, in person or by proxy. Each Director may represent one or several other Directors at Board meetings. Proxies may be given in any written form, including by telex or telecopy.

7.05 Subject to the provisions of Article 7.06 and 7.07 below, all decisions of the Board shall be adopted by a majority vote of those members present or represented. In case of a tie vote, the decision shall rest with the President.

7.06 The Board of Directors may also, notwithstanding the provisions of Articles 7.02 through 7.05 above, deliberate by way of written consultations, including by e-mail, on the initiative of the President. The draft resolutions proposed by the President shall be deemed adopted when approved without reservation by the majority of the members of the Board of Directors. Resolutions made by way of written consultations shall be recorded in the minutes of the Board, like the resolutions adopted in regular meetings.

7.07 The Board of Directors may, by decision of a two-thirds majority of the total number of members composing the Board, appoint other Board members, up to a maximum number of 15 members. The term of office of the Directors thus appointed shall expire at the same date as that on which the term of office of the elected Directors shall expire.

7.08 Should the number of Directors become fewer than 5, any Director may, after conferring with the other Directors, call a General Assembly as soon as possible to elect a new Board.

ARTICLE 8

8.01 The President is elected by the General Assembly for the same term as that of the other Directors. He may be re-elected without limitation.

8.02 The President must reside in France.

8.03 The President shall carry out his duties subject to the control of the Board and must implement the resolutions which may be adopted by the Board. Subject to the foregoing, and subject to the terms of these by-laws, the President has full authority to act in all circumstances in the interest and in the name of the Chaîne which he represents vis-à-vis third parties. He may delegate powers as he deems fit. Such delegations may be expressed or implied and shall always be revocable.

8.04 The President shall seek Board approval for any decision which, given its impact on the financial situation of the Chaîne or its image, or given its strategic nature, may not be regarded as a decision to be made in the regular and day-to-day course of business. This applies, in particular, to any major capital expenditure, any recruitment of high-level employees, any major advertising expenditure or any decision pertaining to the definition of the communication policy or the policy to be implemented regarding licenses of the name and/or logo of the Chaîne.

8.05 Should, for any reason whatsoever, the President be unable to act, any Director shall, as soon as possible, call a Board meeting which shall appoint an interim President and call a General Assembly to elect a new President.

ARTICLE 9

The Board shall designate among its members the Treasurer, who shall be in charge of the preparation of the financial statements and shall have, like the President, banking signature powers.

ARTICLE 10

In furtherance of the ideal to link the present-day Chaîne to the Rôtisseurs guild of the Middle Ages, the Treasurer shall bear, vis-à-vis the members of the Chaîne, the title of "Grand Argentier". The honorary title of "Grand Maître", corresponding to the highest distinction within the Chaîne, may only be granted to a former President or any other person having made an exceptional contribution to the Chaîne.

ARTICLE 11

11.01 The Conseil Magistral is composed of all the Directors and of non-Director members of the Chaîne, provided the number of non-Directors shall in no event exceed 50.

11.02 The non-Director members of the Conseil Magistral are elected every year by the General Assembly, upon Board proposal. This decision of the General Assembly shall be guided by the objective to secure, to the extent possible, a representation of the National Bailliages on the Conseil Magistral which takes into account, *inter alia*, the number of members of each Bailliage. This decision may also aim at involving in the decision-making of the Chaîne, regardless of any link with any particular National Bailliage, members whose contribution justifies their membership on the Conseil Magistral. Members of the Conseil Magistral may be re-elected without limitation.

11.03 In addition to its participation in any decision that may lead to a modification of the by-laws, as provided for in Article 13 below, the responsibilities of the Conseil Magistral are as follows:

- (a) decide, upon proposal of at least 20 members or of the Board of Directors, any modification of the "règlement intérieur";
- (b) decide, upon proposal of at least 20 members or of the Board of Directors, which members shall be appointed to the Conseil d'Honneur;
- (c) make recommendations regarding any question relating to the activities of the Chaîne;
- (d) decide upon any matter which the Board of Directors may have submitted to the Conseil Magistral.

11.04 Conseil Magistral meetings are called by the Board or by 20 members of the Conseil Magistral, at any place in France set forth in the notice of meeting. The notice of the meeting must reach members at least 30 days prior to the meeting. Meetings must be held at least once a year. If no meeting is held for more than 18 consecutive months, any member of the Conseil Magistral may call a meeting.

11.05 The President presides over meetings of the Conseil Magistral. If the President does not attend a meeting, the members physically attending the

meeting shall designate the chairman of the meeting among themselves by a vote by show of hands in which proxies shall not be taken into account.

11.06 No decisions may be made by the Conseil Magistral outside the scope of the agenda.

11.07 Furthermore, the Conseil Magistral can make no valid decision without at least 50% of its members attending the meeting, in person or by proxy. A member of the Conseil Magistral may represent one or several other members. Proxies may be given in any written form, including by telex or facsimile.

11.08 All decisions shall be adopted by a majority vote of those members present or represented at the meeting. In case of a tie vote, the decision shall rest with the President.

ARTICLE 12

- Conseil d'Honneur members shall be appointed in accordance with the provisions of Article 11.03 (b) above. They will have to decide upon any matter which may be submitted to them by the Board of Directors.

ARTICLE 13

13.01 All paid up members of the Chaîne have access to the General Assembly, regardless of the National Bailliage to which they belong. A member shall be considered "paid up" if he/she has paid his/her dues - or admission fees, as the case may be - to his/her National Bailliage and if the corresponding contribution has been received by the Chaîne within the time frame determined by the Board of Directors in advance of each General Assembly. The Board of Directors may grant waivers when justified by exceptional circumstances.

13.02 The General Assembly has exclusive responsibility to approve the financial statements, designate the members of the Conseil Magistral (subject to the provisions of 7.06 above), designate statutory auditors and modify the by-laws (except for a change of address of the principal office).

13.03 The General Assembly is called by the Board, at any place in France determined by the Board. Members must receive notice of the meeting at least 2 months in advance. Such notice may be given by way of an announcement on the Chaîne official website doubled with an individual notice to each Bailli Délégué. Meetings must be held at least once a year. If no meeting is held for more than 18 consecutive months, any Director may call a General Assembly.

13.04 The General Assembly is presided over by the President. In his absence, the members of the Conseil Magistral physically attending the meeting shall designate the chairman of the meeting among themselves by a vote by show of hands in which proxies shall not be taken into account.

13.05 The General Assembly may only act upon the agenda contained in the notice of meeting.

13.06 Any member of the Chaîne may propose resolutions (apart from those proposed by the Board). To be considered, such resolutions must, however, (i) be communicated to the Board at least 35 days before the date of the General Assembly and (ii) have been approved by at least 3 members of the Conseil Magistral.

13.07 Each member of the Chaîne may be represented by proxy at the General Assembly by any other member of the Chaîne. There is no limit as to the number of proxies one member can hold for meetings of the General Assembly. Additionally, each Bailli Délégué shall be deemed to represent all the members of his Bailliage having access to the General Assembly, except for those members electing to attend personally or having given proxy to another member of the Chaîne. In the event a Bailli Délégué was unable to attend a given General Assembly, he/she may delegate the representation and voting rights described above to any member of the National Bureau of his/her Bailliage or to any member of the Conseil Magistral, this delegation being only applicable to this particular General Assembly. In order to be valid, the delegation shall meet the following requirements: It shall be made in writing, in the French or the English language. An original shall be remitted to the delegatee, so that he/she may produce it when admitted to the General Assembly, and a second shall be hand delivered, mailed (with return receipt requested) or faxed to the Siège Mondial, so to be received at least ten (10) days in advance of the General Assembly.

13.08 For decisions not resulting in a modification of the by-laws, no quorum is required. Resolutions may be adopted by a majority of those members present or represented at the meeting.

13.09 Any decision resulting in a modification of the by-laws must, before being submitted to a vote of the General Assembly, be approved by the Conseil Magistral, which will decide thereon by a two-thirds majority of the members present or represented, provided the quorum requirement set out in Article 11.07 is met. Once this first test is passed, the resolution may be submitted to the General Assembly, which may only validly act provided that (i) the decision of the Conseil Magistral was not made more than one year prior to the date of the General Assembly and (ii) at least 2,000 members are present, either in person or by proxy. The resolution shall be adopted by a two-thirds majority of those members present or represented at the General Assembly.

ARTICLE 14

The oath of the Rôtisseurs : "I pledge that, as a member of the Chaîne des Rôtisseurs, I will at all times honor the Art of Cuisine and the Culture of the Table. I pledge to always fulfill my obligations of brotherhood and respect for my fellow members of the Chaîne des Rôtisseurs."

ARTICLE 15

The following matters fall within the scope of the "règlement intérieur":

- rules of admission of new members;
- appointments and promotions;
- inductions;
- diplomas;
- termination of membership;
- titles, grades, insignia;
- rules applicable to professional members.

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