

CANADIAN ASSOCIATION

OF

CHIEFS OF POLICE

RESEARCH FOUNDATION

(1982) INC.

CONSTITUTION

Revised: 100th Annual General Meeting
August 24, 2005

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Canadian Association of Chiefs of Police Research Foundation (1982) Inc.

GENERAL BY-LAWS

Being by-laws relating generally to the transaction of the business and affairs of the Canadian Association of Chiefs of Police Research Foundation(1982) Inc.

BE IT ENACTED as by-law of the Canadian Association of Chiefs of Police Research Foundation (1982) Inc. (hereinafter referred to as the “Foundation”) as follows:

CORPORATE SEAL

1. The Seal of the Foundation, an impression whereof is stamped in the margin hereof, shall be the corporate Seal of the Foundation.

CONDITIONS OF MEMBERSHIP

2. Membership in the Foundation shall be limited to societies, corporations and individuals whose applications for admission as members have received the approval of the Board of Trustees.

3. Members are entitled to vote upon any question submitted for decision at the annual general or special meeting. All members must be members in good standing to be eligible to vote.

4. Any member may withdraw from the Foundation by delivering to the Foundation a written resignation and lodging a copy of the same with the Secretary-Treasurer of the Foundation.

5. Any member may be required to resign by a vote of three-quarters (3/4) of the Trustees at a meeting of Trustees, provided that such member shall be granted an opportunity to be heard at such meeting.

HEAD OFFICE

6. The head office of the Foundation shall be located at the City of Ottawa in the Province of Ontario, Canada, at the place therein where the business of the Foundation may from time to time be carried on.

7. The Foundation may establish such other offices and agencies elsewhere within Canada, as the Board of Trustees may deem expedient by resolution.

BOARD OF TRUSTEES

8. A Board consisting of 17 Trustees shall manage the property and business of the Foundation. Trustees must be individuals, at least 18 years of age, with power under law to contract.
9. Nine trustees shall constitute a quorum for conducting a meeting of the Board of Trustees.
10. Trustees shall comprise the duly elected members of the Board of Directors of the Canadian Association of Chiefs of Police, and any one of them shall cease to be a Trustee upon ceasing to be a member of the Board of Directors of the Canadian Association of Chiefs of Police.
11. The office of Trustee shall be automatically vacated:
 - a. If a trustee by notice in writing to the Secretary-Treasurer of the Foundation resigns from office, which resignation shall be effective at the time it is received by the Secretary-Treasurer or at the time specified in the notice, whichever is earlier;
 - b. If the Trustee is found by a court of law to be of unsound mind;
 - c. If the Trustee becomes bankrupt or suspends payment or compounds with such Trustee's creditors;
 - d. If at a special general meeting of the members a resolution is passed by three-quarters (3/4) of the members present at the meeting that the Trustee be removed from office;
 - e. If the Trustee ceases to be a director of the Canadian Association of Chiefs of Police; and
 - f. On the death of such Trustee.

MEETINGS OF TRUSTEES

12. Meetings of the Board of Trustees may be held at such time and place as may be determined by the Trustees provided that two days' written notice of such meeting shall be given, other than by mail (which includes, but is not limited to, personal delivery and electronic means) to each Trustee. Notice by mail shall be sent at least 14 days prior to the date of any meeting of the Trustee. There shall be at least one (1) meeting per year of the Trustees. No error or omission in giving notice of any meeting of the Trustees or any adjourned meeting of the Trustees shall invalidate such meeting or make void any proceedings taken thereat, and any Trustee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Trustee is authorized to exercise one (1) vote.
13. The President or any two Trustees may at any time convene a meeting of the Board of Trustees.

14. Provided a quorum of Trustees is present, each newly elected Board of Trustees may without notice hold its first meeting immediately following the meeting of members at which the Board of Trustees is elected.

15. If a majority of the Trustees consent thereto, a Trustee may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other, and a Trustee participating in such meeting by such means is deemed to be present at the meeting. The Trustees shall be required to provide to the Secretary-Treasurer of the Foundation a phone number or e-mail address that are personal to such Trustees and shall use their best efforts to ensure that such communication facilities are kept secure and available only to such Trustee. Further, if a majority of the Trustees consent thereto, votes on any issue may be conducted electronically under the direction of the Secretary-Treasurer of the Foundation in such a manner as to permit the Trustees to communicate adequately. Each Trustee shall be issued an identifier code by the Secretary-Treasurer of the Foundation and shall receive the same information and motions electronically. If any Trustee objects to the specific means of communication to be used for voting on a specific matter, then the electronic voting process shall not be followed. A majority of the number of Trustees in office shall respond electronically to the Secretary-Treasurer in order to constitute a quorum within seven (7) days from the date of transmission of the motion from the Secretary-Treasurer to that Trustee. Each Trustee will be requested to indicate whether such Trustee votes for or against the matter to be voted on. Lack of a response within the seven (7) day limit will be counted as an abstention. Every matter dealt with electronically shall be decided by a majority of votes cast on the matter. The Secretary-Treasurer shall inform each Trustee electronically and by fax of the outcome of all votes including the identity of the Trustees voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes.

16. Every question arising at any meeting of the Trustees shall be decided by a majority of votes cast on the question. In the event of an equality of votes, the chair of the meeting shall **not** be entitled to a second or casting vote.

17. Trustees, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board. Such sum may be paid to the Trustees as the members may, by resolution, determine.

18. A retiring Trustee shall remain in office until the dissolution or adjournment of the meeting at which such Trustee's successor is elected. A Trustee shall hold office until the next annual meeting of members following such Trustee's election or appointment.

19. The Trustees may administer the affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Foundation is by the *Canada Corporations Act*, its charter or otherwise authorized to exercise and do.

20. The Trustees shall have power to authorize expenditures on behalf of the Foundation from time to time and may delegate by resolution to an officer or officers of the Foundation with the right to employ and pay salaries to employees. The Trustees shall have the power to make expenditures for the purpose of furthering the objects of the Foundation.

21. The Board of Trustees shall take such steps, as they may deem requisite to enable the foundation to receive donations and benefits for the purpose of furthering the objects of the Foundation.

22. The Foundation hereby acknowledges that each and every Trustee and officer of the Foundation shall be deemed to have assumed office on the express understanding and agreement and condition that every Trustee and officer of the Foundation and the Trustee's or officer's heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Foundation from and against all costs, charges and expenses whatsoever, which such Trustee or Trustees or officer or officers sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against any Trustee or officer for or in respect of any act, deed, matter of thing whatsoever made, done or permitted by any Trustee or officer ~~or them~~ in or about the execution of the duties of the Trustee or officer or their office or offices, and also from and against all other costs, charges and expenses which any Trustee or officer sustain or incur in or about or in relation to the affairs of the Foundation except costs, charges or such expenses as are occasioned by any Trustee or officer or their own wilful negligence or default.

23. The Trustees of the Foundation may from time to time:

- a. borrow money upon the credit of the Foundation;
- b. limit or increase the amount to be borrowed;
- c. issue debentures or other securities of the Foundation;
- d. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- e. secure any such debentures or other securities or any other present or future borrowing or liability of the Foundation by mortgage, hypothecate, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Foundation and the undertaking and rights of the Foundation; and
- f. guarantee liabilities or obligations of any other person

The Trustees may from time to time delegate any or all of the foregoing powers to such officers or Trustees of the Foundation to such extent and in such manner as the Trustees may from time to time determine. Nothing herein contained shall limit or restrict the borrowing of money by

the Foundation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Foundation.

COMMITTEES

24. Management Committees

The Board may elect from among its number a management committee consisting of not fewer than four members and may delegate to the management committee any powers of the Board, subject to the restrictions, if any, imposed from time to time by the Board.

25. The management committee shall be comprised of the President, a Vice-President, Secretary-Treasurer and other members of the Canadian Association of Chiefs of Police.

26. Advisory Committees

The Board may elect or appoint such other committees as it may deem advisable, but in matters involving the exercise of discretion the functions of such other committees shall be advisory only.

27. Unless otherwise specified by the Board, each such committee shall have power to fix its quorum, which in the case of the management committee shall be not less than majority of its members, to elect its chairman and to regulate its procedure.

28. Members of committees, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the committee. Such sum may be paid to the members of committees as the members of the Foundation may, by resolution, determine.

29. Any member of any committee may be removed or replaced at any time by the Board of Trustees and shall ipso facto cease to be a member of such committee. If and whenever a vacancy shall exist on a committee, the remaining members of the committee may exercise all its power so long as a quorum remains in office.

OFFICERS

30. The officers of the Foundation shall be a president, vice-presidents, secretary-treasurer and such other officers as the Board of Trustees may determine by by-law.

31. Officers of the Foundation shall be appointed by resolution of the Trustees at the first meeting of the Trustees held following the annual meeting of members at which Trustees are elected.

32. The officers of the Foundation shall be subject to removal at any time by a resolution of the Trustees.

33. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

34. The remuneration of all officers, agents and employees shall be fixed by the Board of Trustees by resolution. Such resolution shall have force and effect only until the next annual or special general meeting of members when it shall be confirmed by resolution of the members, and in the absence of such confirmation by the members, then the remuneration to such officers, agents, or employees shall cease to be payable from the date of such meeting of members.

35. The officers of the Foundation shall hold office for one year and until the successors are elected or appointed in their stead.

DUTIES OF OFFICERS

36. The President shall be the chief executive officer of the Foundation. The President shall preside at all meetings of the Foundation and of the Board of Trustees. The President shall have the general and active management of the business of the Foundation. The President shall see that all orders and resolutions of the Board are carried into effect and the President and a Vice-President, with the Secretary-Treasurer or other officer appointed by the Board for the purpose, shall sign all by-laws and other documents requiring the signatures of the officers of the Foundation.

37. A Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon the Vice-President by the Board.

38. The Secretary-Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation and shall deposit all moneys and other valuable effects in the name and to the credit of the Foundation and in such depositories as may be designated by the Board of Trustees from time to time. The Secretary-Treasurer shall disburse the funds of the Foundation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Trustees at the regular meeting of the Board, or whenever they may require it, an account of all transactions of the Secretary-Treasurer and of the financial position of the Foundation.

39. The Secretary-Treasurer, or the designate of the Secretary-Treasurer, shall attend all meetings of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary-Treasurer shall give or cause to be given notice of all meetings of the members and of the Board of Trustees. The Secretary-Treasurer shall be custodian of the corporate seal of the Foundation, which the Secretary-Treasurer shall deliver only when authorized by a resolution of the Board to do so and to such person or person as may be named in the resolution. The Secretary-Treasurer

shall also perform such other duties as may from time to time be determined by the Board or by the President, under whose supervision the Secretary-Treasurer shall be.

MEETINGS OF MEMBERS

40. The annual or any other general or special meeting of the members of the Foundation shall be held at the head office of the Foundation or elsewhere in Canada as the Board of Trustees may designate at such time and on such date as shall be determined by the Board of Trustees.

41. Each member shall be entitled to receive notice of, attend and vote at every meeting of the members.

42. At every annual general meeting of members, in addition to any other business that may be transacted:

- a. the report of the Board, the financial statements and the report of the auditors shall be presented to the members and,
- b. the auditors of the Foundation shall be appointed by the members for the ensuing year and,
- c. the Trustees shall be elected who shall be the duly elected Board of Directors of the Canadian Association of Chiefs of Police.

The members may consider and transact any business either special or general at any meeting of the members.

43. The Board or the President or Vice-President shall have power to call, at any time, a general or special meeting of the members, provided that in the event of the calling of a special meeting of the members by the Board, the purpose of such special meeting shall be specified in the notice calling such special meeting. The Board shall call a special general meeting of the members on written requisition of members carrying not less than 5% of the voting rights.

44. Unless the *Canada Corporations Act* otherwise provide, a majority of the members present in person or represented by proxy shall constitute a quorum for any meeting of the members.

45. At least fourteen (14) days' written notice, if sent by mail, or at least 48 hours' notice if sent other than by mail (which includes, but is not limited to, personal delivery or electronic means), shall be given to each voting member of any annual general or special meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

46. No error or omission in giving notice of any annual general meeting of members or any adjourned meeting of members, whether general or special, of the members shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or

had thereat. For the purpose of sending notice to any member, Trustee or officer for any meeting or otherwise, the address of the member, Trustee or officer shall be the member's, Trustee's or officer's last address as recorded on the books of the Foundation.

47. At all meetings of members of the Foundation, every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act or by these by-laws.

48. If a majority of the members consent thereto, a member may participate in a meeting of the members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such meeting by such means is deemed to be present at the meeting. The members shall be required to provide to the Secretary-Treasurer of the Foundation a phone number or e-mail address that are personal to such members and shall use their best efforts to ensure that such communication facilities are kept secure and available only to such member. Further, if a majority of the members consent thereto, votes on any issue may be conducted electronically under the direction of the Secretary-Treasurer of the Foundation in such a manner as to permit the members to communicate adequately. Each member shall be issued an identifier code by the Secretary-Treasurer of the Foundation and shall receive the same information and motions electronically. If any member objects to the specific means of communication to be used for voting on a specific matter, then the electronic voting process shall not be followed. [* members] / [Unless the Act or the By-laws otherwise provide, a majority of the number of members] shall respond electronically to the Secretary-Treasurer in order to constitute a quorum within seven (7) days from the date of transmission of the motion from the Secretary-Treasurer to that member. Each member will be requested to indicate whether such member votes for or against the matter to be voted on. Lack of a response within the seven (7) day limit will be counted as an abstention. Every matter dealt with electronically shall be decided by a majority of votes cast on the matter. The Secretary-Treasurer shall inform each member electronically and by fax of the outcome of all votes including the identity of the members voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes.

AMENDMENTS OF BY-LAWS

49. By-laws of the Foundation may be enacted, and the by-laws repealed or amended by by-laws enacted, by a majority of the Trustees at a meeting of the Board of Trustees and sanctioned by an affirmative vote of a majority of the members at a meeting duly called for the purpose of considering the said by-laws, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry Canada or such other Minister as may from time to time be responsible for the administration of the *Canada Corporations Act*, has been obtained

50. Until changed by resolution of the Board of Trustees, the financial year of the Foundation shall end on the 31st day of March in each year.

AUDITORS

51. The members shall at each annual meeting appoint an auditor to audit the accounts of the Foundation to hold office until the next annual meeting provided that the Trustees may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Trustees.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

52. Contracts, documents or any instruments in writing requiring the signature of the Foundation shall be signed by any two of the President, a Vice-President and the Secretary-Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The Trustees shall have power from time to time by resolution to appoint an officer or officers on behalf of the Foundation either to sign contracts, documents and instruments in writing. The seal of the Foundation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Trustees.

RULES AND REGULATIONS

53. The Board of Trustees may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Foundation as they deem expedient provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Foundation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

54. In these by-laws, the singular shall include the plural and the plural the singular.

ENACTED the 17th day of May 1982

WITNESS the corporate seal of the Foundation.

(Gordon V. Torrance)
President

(D.N. Cassidy)
Secretary