



**CANADIAN ASSOCIATION
OF
CHIEFS OF POLICE

CONSTITUTION**

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CANADIAN ASSOCIATION OF CHIEFS OF POLICE

GENERAL BY-LAWS

Being a by-law relating generally to the transaction of the business and affairs of the Canadian Association of Chiefs of Police (the “Association”).

I. NAME

The name of the Association is:

1.1 in English: **CANADIAN ASSOCIATION OF CHIEFS OF POLICE**, and

1.2 in French: **ASSOCIATION CANADIENNE DES CHEFS DE POLICE**.

II. DEFINITIONS AND INTERPRETATION

2.1 Definitions

2.1.1 “Act” means the *Canada Not-for-Profit Corporations Act*, as amended;

2.1.2 “Annual Conference” means an annual, general meeting of members of the Association;

2.1.3 “appoint” includes “elect” and vice versa;

2.1.4 “Letters Patent” means the letters patent and any supplementary letters patent of the Association;

2.1.5 “Association” means the Canadian Association of Chiefs of Police/Association canadienne des chefs de police;

2.1.6 “Board” means the Board of Directors of the Association;

2.1.7 “meeting of members” means an annual meeting or a special meeting of members of the Association.

2.2 Interpretation

2.2.1 Words importing the singular include the plural and vice versa.

2.2.2 Words importing gender include masculine, feminine and nonbinary.

2.2.3 Words importing persons include individuals, bodies, corporate or not incorporated partnerships or trusts.

- 2.2.4 The terminology of the Act applies in other references.
- 2.2.5 The text of any by-law, resolution, or other written instrument is valid in either of the official languages. However, in the event of a difference in interpretation or meaning between the English and French texts, the meaning expressed by the language of origin governs. Any translation is so identified.
- 2.2.6 The original language of these by-laws is English.

III OFFICES

3.1 Registered office

The registered office of the Association is located in the City of Ottawa, Ontario until changed by the Board in accordance with the *Canada Not-for-Profit Corporations Act*.

3.2 Other offices

The Association may incorporate, establish or otherwise create organizations, agencies, and offices anywhere in Canada, where the Board passes a resolution so providing.

IV OBJECTIVES AND GOALS

4.1 Goals

The goals of the Association are:

- 4.1.1 Advocating legislative reform, resource allocation and policy improvements with the people of Canada and their governments;
- 4.1.2 Advocating innovative solutions for crime and public order issues with Association partners and concerned people of Canada;
- 4.1.3 Advocating community partnerships with the people of Canada;
- 4.1.4 Advocating the highest professional and ethical standards within the police community;
- 4.1.5 Promoting excellence through the provision of support and information to Association members;
- 4.1.6 Conducting the business and operation of the Association in a manner that ensures transparency to the membership.

V MEMBERSHIP

5.1 Classes

Membership in the Association is divided into four (4) classes: Active, Life, Honorary, Associate.

5.2 Withdrawal

Any member may withdraw from the Association by delivering to the Association a written resignation and sending a copy of the same to the secretary-treasurer of the Association.

5.3 Active Members

5.3.1 The following persons are eligible for Active membership:

- a) Sworn peace officers of any First Nations, municipal, regional, provincial or federal police service in Canada; and public and private agency representatives with policing related positions holding the rank at a level equivalent to an Inspector or higher or civilian equivalent;
- b) Canadian Forces Provost Marshal and Deputy Provost Marshal, and senior military police officers in charge of military police training delivery.

5.4 Life Members

5.4.1 An Active or Associate Member in good standing in the Association for a period of five (5) continuous years at the time of their retirement from service for reasons of voluntary separation, age, health, or superannuation, may be elected as a Life member by a majority vote at an Annual Conference.

A Life Member who assumes an occupation that renders the Life Member eligible for either Active membership or Associate membership shall be required to pay the applicable dues until such time as they are no longer eligible for Active membership or Associate membership.

5.4.2 A member in good standing vacating the office of president of the Association becomes a Life Member.

5.4.3 Any Active Member who has served the Association with honour and distinction may be made a Life Member upon recommendation of the Credentials Committee and election by a majority of the votes cast at an Annual Conference.

5.5 Honorary Members

- 5.5.1 Any policing official not eligible for Active or Life membership who has rendered distinguished service in policing or any person of distinction in Canada or elsewhere, may be elected to Honorary membership by a majority vote at an Annual Conference.
- 5.5.2 The membership of each Honorary Member is reviewed annually by the Credentials Committee. Upon the recommendation of a majority of members of the Credentials Committee and the approval of the Board, individual membership may be continued.
- 5.5.3 Honorary Members are not entitled to vote or to hold office.

5.6 Associate Members

- 5.6.1 The following persons may be eligible for Associate membership:

Any serving officer of a police service legally constituted by an act of Parliament or of a provincial legislature, or a by-law of a municipality, provided they are not a member of the same association, brotherhood, or union as are constables or non-commissioned officers of their police service and provided also that their Associate membership is recommended by their chief officer.

The chairperson or president of a police commission, board or committee, legally constituted, and any serving member thereof upon the recommendation of the chairperson or president.

The chief officer, deputy or assistant chief officer of an organization in Canada, not eligible for Active membership and or in corporate security.

A director, deputy director and regional director of any federal government department engaged in enforcing the laws of Canada and serving in Canada.

A person, other than an appointed and sworn peace officer, qualified by professional attainment in police administration, police science, police training, or in related fields.

At any time, the Board may approve as an Associate Member, representatives of corporations and/or the business community, who are recognized as a valuable resource within their local community.

5.7 Processing

- 5.7.1 Any person qualified to become an Active or Associate Member, as defined in the by-laws, may make application in such form and in such manner as the Board may from time to time prescribe.
- 5.7.2 In addition to the conditions set out in section 5.6, every application for Associate membership must be endorsed by two Active Members in good standing, residing or serving within the same province or territory as that of the applicant.
- 5.7.3 All applications for Active or Associate membership are referred to the Credentials Committee. Where a majority vote by the Credential Committee recommends acceptance of an application and a majority vote of the Board approves the recommendation, the applicant is entitled to become an Active or Associate Member as the case may be.
- 5.7.4 Upon application to membership, a person is deemed to agree to comply with and uphold the Constitution and by-laws of the Association, present and future.

5.8 Termination of membership

5.8.1 Retirement from active police duties

When an Active or Associate Member ceases to be a police officer or active in their duties or profession, their membership ceases at the end of that fiscal year, but any such member may, subject to the provisions of the by-laws, be eligible for election to Life membership at an Annual Conference.

5.8.2 Suspension and expulsion

Any member whose conduct is alleged to be unbecoming may be suspended from membership by the Board pending an investigation during which the member has the right to be heard. Thereafter, the Board may, if it considers that the misconduct justifies it, expel the member and strike their name from the membership register.

VI DUES AND ASSESSMENTS

6.1 Annual fees

6.1.1 Active & Associate Members

The annual membership fee for an Active and Associate Member is set at each Annual Conference. It is payable upon receipt of the account from the secretary-treasurer who acknowledges receiving payment by issuing an official receipt and a membership card.

6.1.2 Life and Honorary Members

Life and Honorary Members are exempt from the payment of dues.

6.1.3 Transfer of Dues

The annual dues are attached to the person and not transferable or refundable.

6.2 Default

Any Active or Associate Member in default of payment of annual fees is not entitled to attend any meeting of the Association, the Board, or any committee to which they may have been elected or appointed.

6.3 Arrears

Any Active or Associate Member who fails to pay invoiced dues by September 1st of each year shall cease to be a member.

VII MEETINGS

7.1 Annual Conference

The annual general meeting of members of the Association is held at such time and place as the Board of Directors by motion, determined at each preceding Annual Conference.

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

7.2.1 the report of the Board, the financial statements and the report of the auditors shall be presented to the members;

7.2.2 the auditors of the Association shall be appointed by the members for the ensuing year; and,

7.2.3 the directors shall be elected.

7.3 Each member shall be entitled to receive notice of and to attend all meetings of the members.

7.4 Special meeting

7.4.1 Any special meeting of members is held at such time and on such day, as the Board may, from time to time, determine.

7.4.2 At the request of no less than 5% of the voting members, the secretary-treasurer shall give notice of a special meeting of voting members, to consider any serious matter of interest to the membership at large.

7.5 Notice

7.5.1 Notice of the time, date and place of the Annual Conference or of a special meeting is given in writing to all members, either by mail, personal delivery or by electronic means, not less than thirty (30) days before the day on which the conference is to begin or the meeting is to be held. The notice may appear in a regular newsletter or circular letter, which is sent to all voting members individually.

7.5.2 Whenever special business is to be conducted, the notice must supply sufficient information to allow members to form a reasoned judgment.

7.5.3 No error or omission in giving notice of any annual general meeting of members or any adjourned meeting of members, whether general or special, 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 purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the member's, director's or officer's last address as recorded on the books of the Association.

7.6 Quorum

7.6.1 Twenty (20) voting members constitute a quorum for the transaction of business at the Annual Conference and at special meetings.

7.6.2 A quorum must be present at the opening of the Annual Conference or of a special meeting for transaction of business but does not have to be sustained throughout the meeting.

7.7 Voting privileges

7.7.1 Subject to the provisions of the Constitution and by-laws, Active and Life Members who were previously Active Members, are entitled to vote upon any question submitted for decision at the annual general or special meeting. In any case, members must be members in good standing to be eligible to vote.

7.7.2 Pursuant to the provisions of the *Canada Not-for-Profit Corporations Act*, members in non-voting membership classes are permitted to vote on the following Association matters:

- specific amendments to membership classes, rights and conditions;
- decisions to amalgamate or dissolve the corporation;
- on the sale, lease or an exchange of all or substantially all of the property of the corporation other than in the ordinary course of its activity.

7.8 Votes to govern

7.8.1 At all meetings of members, every question is determined by a majority of votes unless otherwise specifically required by the articles or by-laws of the Association or under the law.

7.8.2 The chairperson of any meeting is entitled to a second or casting vote in case of an equality of votes either as a show of hands or as a poll.

7.9 Voting method

7.9.1 Subject to the provisions under law, any question at a meeting of the members is decided by a show of hands unless a poll is required or demanded. Upon a show of hands, every member present and entitled to vote has one (1) vote. Whenever a vote by show of hands is taken, a declaration by the chairperson of the meeting that the vote upon the question has been carried or not carried by a particular majority and an entry to that effect in the minutes of the meeting, is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

7.9.2 On any question proposed for consideration at a meeting of members, the chairperson may require, or any member entitled to vote may demand, a poll. A poll is taken in such manner as the chairperson directs. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each Active Member and each Life Member who was formerly an Active Member in good standing is entitled to one (1) vote.

- 7.9.3 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 that permits 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 Association 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 voting members consent thereto, votes on any issue may be conducted electronically under the direction of the secretary-treasurer of the Association in such a manner as to permit the voting members to communicate adequately. Each voting member shall be issued an identifier code by the secretary-treasurer of the Association and shall receive the same information and motions electronically. Unless the Act or the by-laws otherwise provide, a majority of the number of voting 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 voting member. Each voting member will be requested to indicate whether such voting 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 voting member electronically of the outcome of all votes including the identity of the voting members voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes.

VIII DIRECTORS

- 8.1 The business and affairs of the Association are administered by a Board of nineteen (19) directors consisting of:
- 8.1.1 the immediate past president;
 - 8.1.2 the president;
 - 8.1.3 the secretary-treasurer;
 - 8.1.4 two (2) directors representing the interests of the membership in the province of British Columbia;

- 8.1.5 two (2) directors representing the interests of the membership in the province of Ontario;
- 8.1.6 two (2) directors representing the interests of the membership in the province of Quebec;
- 8.1.7 eight (8) directors, one (1) representing the interests of the membership in each of Alberta, Saskatchewan, Manitoba, the Northern Territories, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador;
- 8.1.8 one (1) director representing the interests of members whose appointment as peace officers, police constables or constables are provided for by an Act of Parliament;
- 8.1.9 one (1) director representing the interests of members in the First Nations Chiefs of Police.
- 8.1.10 No jurisdiction shall exceed two (2) directors. Jurisdictions with one (1) director wishing to increase the number of directors shall present a business case to the Board of Directors. The Board, after considering the business case, will decide whether to grant the request.

8.2 Duties of directors

Every director of the Association in exercising their powers and discharging their duties shall:

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In addition to their duties and responsibilities as specified herein, the directors shall:

- (a) support and promote the aims and objectives of the Association as set out in the Constitution and by-laws (Letters Patent or Articles);
- (b) express the interest of the Association to their provincial or territorial governments;
- (c) communicate to the Board, the specific policing problems and needs of their provinces or territories as well as the views of members of the Association within their provinces or territories;
- (d) communicate information on official business of the Association to the policing community within their provinces or territories;
- (e) encourage membership in the Association; and
- (f) submit requests for funding assistance to their provincial or territorial authorities.

8.3 The Board takes such steps as it deems necessary to enable the Association to receive donations and benefits for the purpose of furthering and advancing the objectives of the Association.

8.4 The Board may delegate to any committee or officer any or all powers, duties and authority of the Board which lawfully may be delegated.

8.5 Qualifications of directors

8.5.1 To be eligible for election as director, a person must be an Active Member in good standing in the Association.

8.5.2 A director must at all times during their term of office, be a member in good standing.

8.5.3 An alternate director is not permitted.

8.5.4 Except for the office of immediate past president, where there is no conflict of interest, as determined by the Board of Directors, a director must be an actively serving Chief of Police, Deputy Chief of Police or equivalent thereto as determined by the Electoral Commission.

8.5.5 A director must meet the requirements and qualifications of the *Canada Not-for-Profit Corporations Act* as amended from time to time.

8.6 Election and term

8.6.1 Except for the office of immediate past president, the members of the Board are elected by the Active Members and each Life Member who was formerly an Active Member in general session of the Annual Conference. Voting is by ballot. In case of a tie, the election president may cast a deciding vote.

8.6.2 A director holds office from the termination of the meeting at which they are elected for a period of two (2) years; however, should they cease to be a serving and Active Member before the end of their term, the Board shall consider the office vacant and fill it in accordance with the provisions of section 8.8.

8.7 Removal and disqualification of directors

- 8.7.1 The office of a director becomes vacant when a director ceases to meet qualifications as in 8.5 or when a director, by reason of ill health or otherwise, becomes incapable of discharging the duties of a director, or when, at a special or general meeting of the Association called for that purpose, a resolution is passed by three quarters (3/4) of the Active Members present at that meeting; or when a director dies.
- 8.7.2 By resolution of the Board, a director may be removed from office before expiration of their term for cause or for having been absent from two (2) consecutive meetings of the Board without a reason deemed reasonable by the Board, provided that the director has previously been given the right to be heard within a reasonable time considering the frequency of the meetings.

8.8 Vacancies

Except for the office of the immediate past president, and subject to the provisions of section 8.6.2, vacancies in the Board may be filled either by the Active Members at a special meeting called for the purpose or by the directors. If the number of directors is increased, a vacancy or vacancies in the Board is/are deemed to have occurred which may be filled in the manner provided herein.

8.9 Chief executive officer

The Board may appoint a chief executive officer who need not be a member of the Association. The chief executive officer is not a member of the Board.

8.10 Calling of meetings

- 8.10.1 Meetings of the Board are held from time to time at such place, on such day and at such time as the president may determine. The secretary-treasurer calls meetings when directed or authorized by the president.
- 8.10.2 Notice of every meeting, including special meetings, shall be given to each director not less than two (2) days if sent other than by mail (which includes, but is not limited to, personal delivery and electronic means) or at least 14 days (excluding all or any part of a holiday as defined by the *Interpretation Act*, R.S.C. 1985, c. I-21, as amended, or any act substituted therefore) if sent by mail before the time when the meeting is to be held, except that no notice of a meeting is necessary if all the directors are present or if those absent waive notice of, or otherwise signify their consent to, the holding of such meeting.

8.10.3 No error or omission in giving notice of any meeting of the directors or any adjourned meeting of the directors shall invalidate such meeting or make void any proceedings taken thereat, and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.11 Meetings by telephone

Provided that a majority of the directors consent thereto, a director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or some other communications facility that permits all persons participating in the meeting to communicate adequately with each other. A director participating in such a meeting by such means, is deemed to be present at the meeting. The directors shall be required to provide the secretary-treasurer of the Association a phone number or e-mail address that are personal to such directors and shall use their best efforts to ensure that such communication facilities are kept secure and available only to such director. Further, if a majority of the directors consent thereto, votes on any issue may be conducted electronically under the direction of the secretary-treasurer of the Association in such a manner as to permit the directors to communicate adequately. Each director shall be issued an identifier code by the secretary-treasurer of the Association and shall receive the same information and motions electronically. A majority of the number of directors 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 director. Each director will be requested to indicate whether such director 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 director electronically of the outcome of all votes including the identity of the directors voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes.

8.12 First meeting of new Board

Each newly elected Board, provided a quorum of directors is present, may without notice hold its first meeting immediately following the meeting of the Association at which such Board was elected, for the purpose of organization, the election of vice-presidents for a term of one (1) year and the appointment of other officers.

8.13 Special meetings

The president calls a special meeting of the Board whenever a written demand is addressed to them by a majority of the members of the Board. The business to be transacted at such special meeting is stated in the notice thereof, and no other business may be considered at that meeting.

8.14 Place of meeting

Meetings of the Board are held at the registered office of the Association or elsewhere in Canada or, if all members of the Board agree, at some other place outside Canada.

8.15 Meeting chairperson

The president or, in the absence of the president, one of the four vice-presidents in order of precedence determined by resolution of the Board, chairs meetings of the Board.

8.16 Quorum

8.16.1 At any meeting of the Board, a quorum consists of the majority of directors in office at any one time, provided it includes the president or one of the vice-presidents. Such quorum of members present is competent to do and to perform all acts which are to be done at any such meeting.

8.16.2 A quorum must be maintained throughout the meeting. A person who is precluded from voting because, for instance, of a conflict of interest, cannot be counted in determining a quorum.

8.17 Votes to govern

8.17.1 At all meetings of the Board, every question is decided by majority of the votes cast on the question. In case of equality of votes, the chairperson of the meeting is entitled to a second or casting vote in addition to their original vote.

8.17.2 Subject to the provisions of sections 8.11, only the directors present at a meeting may vote. Mail ballot and proxies are not permitted.

8.18 Interest of directors in contracts

Subject to section 9.2.2, a director is not disqualified by reason of their office from contracting with the Association, nor is any contract or arrangement entered into by, or on behalf of the Association, or an affiliate, or with any director, or in which any director is in any way interested, liable to be voided, nor is any director so contracting, or being so interested, liable to account to the Association, to any of its members or to its creditors for any profit realized pursuant to any such contract or arrangement by virtue of being a director.

8.19 Attendance

The president may invite the chairperson of any standing or special committee, or a representative of any duly constituted organization, to attend a regular or special meeting of the Board as an observer or to report on any matter of interest to the Board.

8.20 Remuneration and expenses

8.20.1 Directors are not paid any remuneration for their services; however, by resolution of the Board, expenses for their attendance at each regular, special or committee meeting of the Board may be allowed.

8.20.2 In exceptional circumstances, the Board may, by resolution, award special remuneration out of the funds of the Association to any director who performs any special work or service for, or undertakes any special mission on behalf of, the Association outside the work or services ordinarily required of a director of the Association.

IX COMMITTEES OF THE BOARD

9.1 Executive Committee

9.1.1 Members

The Executive Committee is comprised of the president, the immediate past president, the four vice-presidents and the secretary-treasurer.

9.1.2 Powers

In the intervals between meetings of the Board, the Executive Committee manages the affairs of the Association, actively pursues its objectives and, subject always to such directions, restrictions and limitation as may from time to time be given or imposed by the Board, possesses all the powers and authority of the Board.

9.1.3 Meetings

The Executive Committee meets upon call of the president at such time and place as they designate, provided that fourteen (14) days notice is sent to each member. No formal notice is required if all members of the Executive Committee are present at the meeting or waive notice thereof in writing.

9.1.4 First meeting of new Executive Committee

Each new Executive Committee, provided a quorum is present, may without notice hold its first meeting immediately following the meeting of the Association at which a new Board was elected, for the purpose of organization.

9.1.5 Quorum

The majority of members of the Executive Committee in office at any one time, provided it includes the president or one of the vice-presidents, form a quorum.

9.1.6 Meeting chairperson

The president or, in their absence, one of the vice-presidents in order of precedence determined by a resolution of the Board, chairs the meetings of the Executive Committee.

9.1.7 Votes to govern

At all meetings of the Executive Committee, every question is decided by a majority of the votes cast; in case of equality of votes, the chairperson of the meeting is entitled to a second or casting vote in addition to their original vote. Only members present in person may vote. Mail ballot and proxies are not permitted. A written resolution may be used in place of a meeting or part thereof if all members of the Executive Committee eligible to vote sign it.

9.1.8 Interest of Executive Committee member in contract

A member of the Executive Committee is not disqualified by reason of their office from contracting with the Association; nor is any contract or arrangement entered into by, or on behalf of the Association, or an affiliate, or with any director, or in which any director is in any way interested, liable to be voided, nor is any director so contracting, or being so interested, liable to account to the Association, to any of its members or to its creditors, for any profit realized pursuant to any such contract or arrangement by virtue only of being a member of the Executive Committee.

A member of the Executive Committee does not take part in discussions on, nor vote on, any resolution relating to any such contract or arrangement.

9.1.9 Attendance

The president may invite the chairperson of any standing or special committee, or a representative of any duly constituted organization, to attend a regular or special meeting of the Executive Committee as an observer or to report on any matter of interest to the Executive Committee.

9.1.10 Remuneration and expenses

Members of the Executive Committee do not receive remuneration for their services.

In exceptional circumstances, the Board may, by resolution award special remuneration out of the funds of the Association to any member of the Executive Committee who performs any special work or service for or undertakes any special mission on behalf of the Association outside the work or services ordinarily required of a member of the Executive Committee.

A member of the Executive Committee may be paid such sums in respect of their out-of-pocket expenses incurred in attending meetings or other business in respect of the performance of their duties as the Board may determine.

9.1.11 Removal

Members of the Executive Committee shall be subject to removal by resolution of the Board at any time.

9.2 Audit Committee

9.2.1 At the first meeting of a new Board, the president appoints the chairperson of the Audit Committee.

9.2.2 The Audit Committee is composed of no fewer than three (3) members who cannot, at any time during their term of office, be officers or employees of the Association or of an affiliate, nor can they enter into any contract or arrangement with the Association or any of its affiliates.

9.2.3 The appointment of the other members of the Audit Committee is made in compliance with the procedure set forth for standing and special committees.

- 9.2.4 The Association submits the financial statements to the Audit Committee for review.
- 9.2.5 Meetings of the Audit Committee may be called by any member of the committee or by the auditor.
- 9.2.6 Members of the Audit Committee do not receive any remuneration for their services.
- 9.2.7 Members of the Audit Committee shall be subject to removal by resolution of the Board at any time.

X OTHER GENERAL AND SPECIAL COMMITTEES

10.1 Delegation

The Board may, by resolution, establish general and special committees as it deems advisable.

10.2 Role of general and special committees

General and special committees perform an advisory function.

10.3 Terms of reference

The terms of reference of each general or special committee are defined by motion of the Board.

10.4 Appointments

- 10.4.1 All appointments to committees for the ensuing year are made by the incoming president after the annual meeting. The president designates each chairperson and provides them with a suggested list of members of their committee.
- 10.4.2 The committee chairperson may amend the list by additions and/or deletions subject to confirmation by the president.
- 10.4.3 The chairperson appoints the vice-chairperson of their committee.
- 10.4.4 The vice-chairperson performs the duties of the chairperson in the latter's absence.

- 10.4.5 At any time, the chairperson may initiate substitutions in the membership of their committee, provided the chairperson reports any such change promptly to the president and obtains the president's assent.
- 10.4.6 All individuals serving on CACP committees shall be a CACP member in good standing.
- 10.4.7 The chairperson may also appoint, with the prior approval of the President, non-members of the Association to serve as technical advisors of their committee.
- 10.5** Members of committees do not receive any remuneration for their services.
- 10.6** Members of committees shall be subject to removal by motion of the Board at any time.
- 10.7 Representation**
- The chairperson ensures as broad a national representation on their committee as practical, consistent with provision of a nucleus of members located in proximity to one another to facilitate their meeting as a sub-committee when a meeting of the whole committee cannot be convened.
- 10.8 Quorum**
- Unless otherwise specified by motion of the Board establishing the committee, a quorum consists of two (2) members, one (1) of which being either the chairperson or the vice-chairperson.
- 10.9 Reports**
- 10.9.1 During their term of office, the chairperson of a committee meets with and reports to the Board on the work accomplished by the committee at least one (1) time per year.
- 10.9.2 The committee's reports, including any recommendations, endorsed by a majority of its membership at a meeting held for that purpose, is delivered by the chairperson to the annual meeting of the Association, unless otherwise specified in the terms of reference establishing the committee. Any resolution proposed and endorsed by a majority of the committee as a result of its work, is submitted as may be directed by the Board from time to time.

XI OFFICERS

11.1 Officers of the Association

The officers of the Association are the immediate past president, president, and secretary-treasurer who shall each hold office for two (2) years, as well as four (4) vice-presidents who shall each hold office for a term of one (1) year, and the chief executive officer.

11.2 No one officer may hold more than one office at any one time.

11.3 No officer may be a member of the Audit Committee.

11.4 Officers shall be subject to removal from office by motion of the Board at any time.

11.5 Officers are not paid any remuneration for their services; however, the Board may, by motion, reimburse officers for reasonable expenses incurred in the performance of their duties as officers.

11.6 Duties of officers

Every officer of the Association in exercising their powers and discharging their duties shall:

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.6.1 President

The president presides at all meetings of the Association, of the Board, and of the Executive Committee. The president is responsible for the implementation and the carrying out of all orders and motions of the Association, of the Board, and of the Executive Committee. The president appoints all members of the Audit, standing, and special committees in accordance with the procedure set forth in the by-laws. The president is a member, *ex officio*, of all standing and special committees.

11.6.2 Immediate past president

The duties of the immediate past president are defined from time to time by the president or a motion of the Board.

11.6.3 **Vice-presidents**

In the absence or disability of the president, a vice-president, in order of precedence determined by a resolution of the Board, performs the duties and exercises the powers of the president.

Vice-presidents assist the president, perform such duties and exercise such powers as may be prescribed from time to time by the Board.

11.6.4 **Secretary-Treasurer**

The secretary-treasurer:

- (a) is custodian of, responsible for, and has charge of all funds and securities of the Association, deposits or causes to be deposited all such funds and securities in the name of the Association in such depository as may be selected by the Board;
- (b) keeps or causes books to be kept in which are entered the receipts and disbursements, assets and liabilities of the Association;
- (c) gives or causes to be given all notices to members, directors and members of committees;
- (d) may attend all meetings of the Association, Board of Directors and committees;
- (e) enters or causes to be entered in books kept for that purpose, minutes of all proceedings at all meetings of the Association;
- (f) is custodian of the seal of the Association;
- (g) performs such other duties as may from time to time be prescribed by the Board or required by law.

11.6.5 **Chief executive officer**

The chief executive officer:

- (a) is responsible to the Board for the general administration of the Association and the furtherance of its aims in accordance with the Constitution, by-laws, and such policies as may be set from time to time by the Board;
- (b) exercises as prime responsibility those duties set out in section 11.6.4 of the by-laws though the overall responsibility remains with the secretary-treasurer;
- (c) has co-signing authority with any of the designated officers of the Association;
- (d) assists the secretary-treasurer in the preparation of an annual budget for presentation to the Board;

- (e) submits to the secretary-treasurer all recommendations for capital expenditures;
- (f) is the appointed secretary of the Board and is responsible for all related procedure as contained in the by-laws;
- (g) takes or causes to be taken all minutes of meetings of the Board and of its committees, and ensures the proper maintenance of the minute books;
- (h) takes or causes to be taken the action necessary to achieve the aims and objectives of the Association.

XII AGENTS AND EMPLOYEES

12.1 Appointment and engagement

The appointment of an agent as well as the engagement of an employee are subject to the formalities, limitations, remunerations and all other conditions defined from time to time by the Board.

12.2 Duties of agents and employees

Agents and employees perform such duties as are and may from time to time be contracted with the Association.

XIII BUSINESS OF THE ASSOCIATION

13.1 Seal

13.1.1 The seal of the Association is in such form as may be prescribed by the Board.

13.1.2 Subject to the approval of the Board, duplicate seals may be authorized for use by any branch office of the Association.

13.1.3 Except where legislation may require, any authorized document or negotiable instrument is not invalidated simply because it does not have the Association seal.

13.1.4 The custody of the seal is entrusted to the secretary-treasurer.

13.2 Financial year

The financial year of the Association ends on the 31st day of March of each year.

13.3 Voting rights in other agencies, associations or organizations

- 13.3.1 All **voting rights** held from time to time by the Association in other agencies, associations or organizations may be voted at any and all meetings of these agencies, associations or organizations, in such manner and by such persons as the Board may from time to time determine.
- 13.3.2 The proper signing officers of the Association may also execute and deliver for and on behalf of the Association, instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to vote in such names as they may determine without the necessity of a motion or other action by the Board.

13.4 Minutes of the Board and of the Executive Committee

The minutes of the Board and of the Executive Committee are available to the general membership of the Association.

13.5 The directors of the Association may from time to time:

- 13.5.1 Borrow money upon the credit of the Association;
- 13.5.2 Limit or increase the amount to be borrowed;
- 13.5.3 Issue debentures or other securities of the Association;
- 13.5.4 Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- 13.5.5 Secure any such debentures or other securities or any other present or future borrowing or liability of the Association by mortgage, hypothecate, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association and the undertaking and rights of the Association; and
- 13.5.6 Guarantee liabilities or obligations of any other person.

The directors may from time-to-time delegate any or all of the foregoing powers to such officers or directors of the Association to such extent and in such manner as the directors may from time to time determine. Nothing herein contained shall limit or restrict the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

XIV FINANCES

14.1 Negotiable instruments

All cheques, drafts, notes, acceptances or orders for the payment of money may be signed by the president, a vice-president, the secretary-treasurer, a director, the chief executive officer or by such other officer or person as the Board may from time to time appoint, provided that bills of exchange, promissory notes or cheques or orders for the payment of money may be endorsed for deposit to the credit of the Association with any banker of the Association by any one of the president, a vice-president, the secretary-treasurer, a director, the chief executive officer or such other person as the Board may appoint for that purpose, or if the Board so determines, by means of a rubber stamp. If authorized by motion of the Board, the signature of any officer or other person authorized to sign cheques may be engraved, lithographed or otherwise mechanically reproduced in facsimile, and in such event, and subject to the terms and conditions set forth or provided for in such motion having been complied with, such facsimile signature shall for all purposes be deemed to be the signature of the officer or person whose signature it reproduces and shall be binding upon the Association.

14.2 Contracts and other documents

- 14.2.1 Contracts, documents and other instruments in writing, outside the normal course of business, requiring the signature of the Association, shall be signed by any two (2) of the following: the president, a vice-president, the secretary-treasurer or the chief executive officer.
- 14.2.2 All contracts, documents and instruments in writing so signed binds the Association without any further authorization or formality. The seal of the Association, when required, may be affixed to all such written documents and instruments.
- 14.2.3 The Association cannot make loans or provide any pecuniary gains to its members or directors.

14.3 Banking

- 14.3.1 The Association's bank account is kept in a bank, or trust company, or co-operative association, or any firm or corporation carrying on a banking business, as the Board may from time to time determine. All funds of the Association are deposited to the credit of the Association in such manner as the Board may approve.
- 14.3.2 The Board may set aside a reserve for contingencies or may add to the surplus funds of the Association.

14.4 Auditors

- 14.4.1 The Board may fill any casual vacancy in the office of auditor.
- 14.4.2 The remuneration of the auditor is determined by the Board.
- 14.4.3 No director, officer or employee of the Association or of an affiliated association or corporation, or person associated or related to them, may be appointed as auditor, unless 100% of the voting members have consented.
- 14.4.4 The auditor shall audit all financial statements and prepare a report to the members.

XV INDEMNIFICATION AND INSURANCE

15.1 Indemnification

Every director, officer, agent and employee of the Association, their heirs and legal representatives are, at all times, indemnified out of the funds of the Association or of the proceeds from an insurance policy against such liabilities, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director, officer, agent or employee of the Association, if:

- (a) they acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

15.2 Insurance

The Association shall purchase and maintain insurance for the benefit of a director, officer, agent or employee against any liability incurred by them, in their capacity as a director, officer, agent or employee of the Association, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Association.

XVI AMENDMENTS TO THE BY-LAWS

- 16.1** The by-laws of the Association may be amended or repealed by a by-law adopted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least two thirds (2/3) of the votes cast by the voting members of the Association at a meeting duly called for the purpose of considering the said by-law.

XVII DISSOLUTION

- 17.1** In the event the Association ceases its business and winds up its operations, any and all assets, liquid or otherwise, are pooled into a trust to be formed by the winding-up executive officers of the Association. The trust is then used for charitable purpose within the police community as may be determined by the trustees in accordance with the law.

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Ottawa, Ontario K1A 0G8

Corporations Canada
9^e étage
Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0G8

CNCP011

Your file Votre référence

Our file Notre référence

December 24, 2008

034389-7

Sue Kavanagh, Law Clerk
Manager Corporate Services
Perley-Robertson, Hill & McDougall LLP
1400-340 Albert Street
Ottawa, Ontario
K1R 0A5

Dear Ms. Kavanagh:

RE: By-law Amendments:
CANADIAN ASSOCIATION OF CHIEFS OF POLICE /
ASSOCIATION CANADIENNE DES CHEFS DE POLICE

This will acknowledge receipt of your letter dated December 2, 2008 concerning the by-law amendments which were duly sanctioned by the members on August 27, 2008.

The amendments have received Ministerial approval as of December 2, 2008.

Sincerely,



Richard G. Shaw
Director General

RGS/mmsr