



CANADIAN ASSOCIATION

OF

CHIEFS OF POLICE

RESEARCH FOUNDATION (1982) INC

CONSTITUTION

- FINAL -

Approved by Membership: August 26, 2012
Amendments Approved by the Board: November 22, 2012
Amendments Approved by the Membership: **August 19, 2013**

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**CANADIAN ASSOCIATION OF CHIEFS OF POLICE
RESEARCH FOUNDATION (1982) INC**

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 (CACP) Research Foundation (1982) Inc (the “Foundation”).

I. NAME

The name of the Association is:

1.1 in English: **CANADIAN ASSOCIATION OF CHIEFS OF POLICE
RESEARCH FOUNDATION (1982) INC,**

- and -

1.2 in French: **ASSOCIATION CANADIENNE DES CHEFS DE POLICE
DE LA RECHERCHE FONDATION (1982) INC**

II. DEFINITIONS AND INTERPRETATION

2.1 Definitions

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

2.1.2 “AGM” means an annual general meeting of members of the Foundation;

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 Foundation;

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 Foundation;

2.1.7 “Meeting of members” means an annual general meeting or a special meeting of members of the Foundation;

2.1.8 “Foundation” means the Canadian Association of Chiefs of Police Research Foundation (1982) Inc.;

2.1.9 “Member” means all active and life members who were previously active 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 neuter.

2.2.3 Words importing persons include individuals, bodies, corporate or non-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 Foundation 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 Foundation may incorporate, establish or otherwise create organizations, agencies and offices anywhere in Canada, where the Board passes a resolution so providing.

IV GOALS AND OBJECTIVES

4.1 Goals

The goals of the Foundation are to create and develop the highest standards of effectiveness in law enforcement by fostering and encouraging research into:

4.1.1 Leadership;

4.1.2 Public trust and engagement;

- 4.1.3 Human resources;
- 4.1.4 Financing;
- 4.1.5 Information management and technology;
- 4.1.6 Policing models; and
- 4.1.7 Management of police operations, including but not limited to:
 - a. Preventing crime;
 - b. Enforcing laws;
 - c. Helping victims;
 - d. Maintaining public order, and
 - e. Responding to emergencies.

V MEMBERSHIP

5.1 Classes

Membership in the Foundation is divided into (2) classes; Regular and Honorary.

5.2 Withdrawal

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

5.3 Regular members

All active and life members who were previously active members of the Association are regular members of the Foundation.

5.4 Honorary Members

5.4.1 Any person who is not a member may, upon recommendation of the Board, be elected to honorary membership by a majority vote at the Annual General Meeting (AGM).

5.4.2 Honorary membership shall be for a period of 36 months and may be renewed by a majority vote of the members at the AGM.

5.5 Termination of Membership

5.5.1 Retirement from Active Police Duties

When an active member of the CACP ceases to be a member, their membership in the Foundation ceases.

5.5.2 Suspension and Expulsion

Any honorary 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 Membership

The Board may establish an annual membership fee for membership in such amounts as are approved by a majority of the membership at the AGM. It is payable upon receipt of the account from the Secretary-Treasurer.

6.1.2 Transfer of Dues

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

6.2 Default

Any member who has not paid their annual dues within 60 days of invoicing is not entitled to attend any meeting of the Foundation, the Board or any committee to which they have been appointed.

6.3 Arrears

Any member who fails to pay the annual membership fee by September 1st of each year shall cease to be a member.

VII MEETINGS

7.1 AGM

The AGM of members of the Foundation is held at such a time and place as the Board determines by motion.

7.2 **At every AGM of members, in addition to any other business that may be transacted, the:**

- 7.2.1 report of the Board, the financial statements and the report of the auditors shall be presented to the members;
- 7.2.2 auditors of the Foundation shall be appointed by the members for the ensuing year; and,
- 7.2.3 Directors shall be elected.

7.3 Special Meeting of the Members

- 7.3.1 Any Special Meeting of members is held at such time and on such day, as the Board may, from time to time, determine.
- 7.3.2 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.

7.4 Notice

- 7.4.1 Each member shall be entitled to receive notice of and to attend all meetings of the members.
- 7.4.2 Notice of the time, date and place of the AGM 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 AGM or Special Meeting 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.
- 7.4.3 Whenever special business is to be conducted, the notice must supply sufficient information to allow members to form a reasoned judgment.
- 7.4.4. No error or omission in giving notice of any AGM 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 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 Foundation.

7.5 Quorum

- 7.5.1 Twenty (20) voting members constitute a quorum for the transaction of business at the AGM and at special meetings.
- 7.5.2 A quorum must be present at the opening of the AGM or of a special meeting for transaction of business, but does not have to be sustained throughout the meeting.

7.6 Voting Privileges

- 7.6.1 All Members of the Foundation in good standing are entitled to vote upon any question submitted for decision at the AGM or a Special Meeting.

7.7 Votes to Govern

- 7.7.1 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 Foundation or under the law.
- 7.7.2 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.

7.8 Voting Method

- 7.8.1 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 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 favor of or against the resolution.
- 7.8.2 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 member is entitled to one vote.
- 7.8.3 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 way as to:

- i. Permit the voting members to communicate adequately
- ii. Unless the Act or the By-laws otherwise provide, a majority of the number of the 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 member
- iii. Each voting member will be requested to indicate whether such voting member votes for or against the matter to be voted on.
- iv. A lack of a response within the seven (7) day time limit will be counted as an abstention.
- v. Every matter dealt with electronically shall be decided by a majority of votes cast on the matter.
- vi. The Secretary-Treasurer shall inform each voting member electronically or by fax 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 Foundation are administered by a Board which shall consist of the minimum and maximum number of Directors specified in the Articles. The Board shall be comprised of the fixed number of Directors, as determined from time to time by the Member by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. The Directors shall consist of:

8.1.1 One (1) member of the Board of Directors of the CACP who shall be the Chair;

8.1.2 Four (4) Active or Life Members of the CACP, one of whom shall be appointed as the Secretary-Treasurer;

And in addition may, from time to time, consist of any one or more of the following:

8.1.3 One (1) distinguished Canadian recommended by the CACP;

8.1.4 One (1) public sector leader recommended by the CACP;

8.1.5 One (1) private sector leader recommended by the CACP; and

8.1.6 One (1) academic community leader recommended by the CACP.

8.2 Duties of Directors

Every Director of the Foundation, 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;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) Declare any conflict of interest;
- (d) Support and promote the aims and objectives of the Foundation as set out in the Constitution and By-Laws; and
- (e) Assist in fundraising activities

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

8.4 Qualifications of Directors

8.4.1 To be eligible for election as director, a person must be a member or honorary member in good standing, recommended by the Board of Directors of the CACP and elected by a majority of the voting members at the AGM.

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

8.4.3 An alternate director is not permitted.

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

8.5 Election and Term

8.5.1 The members of the Board of Directors are elected by the members at the AGM. Voting is in accordance with the provisions of Section 7.8 herein. In case of a tie, the Election President may cast a deciding vote.

8.5.2 A director holds office from the termination of the meeting at which they are elected for a period of three (3) years.

8.5.3 A member may not hold the position of director after having served a total of nine (9) years in that capacity.

8.6 Removal and Disqualification of Directors

The office of a director becomes vacant when:

- 8.6.1 A director ceases to meet qualifications as in 8.4 or when a director, by reason of ill health or otherwise, becomes incapable of discharging the duties of a director.
- 8.6.2 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 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.

8.7 Vacancies

Vacancies in the Board may be filled either by the regular members at a Special Meeting called for such purpose, or by the directors.

8.8 Executive Director

The Board may appoint an Executive Director who need not be a member of the Foundation. The Executive Director is not a member of the Board.

8.9 Calling of Meetings

- 8.9.1 Meetings of the Board are held from time to time at such place, on such day and at such time as the Chairperson may determine. The Secretary-Treasurer calls meetings when directed or authorized by the Chairperson.
- 8.9.2 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.
- 8.9.3 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.

8.10 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 to the Secretary-Treasurer of the Foundation, 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 Foundation in such a manner as to permit the directors to communicate adequately and in accordance with rules which may from time to time be established by the Board.

8.11 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 Foundation at which such Board was elected for the purpose of organization, the election of a Chairperson, a Vice-Chairperson and the appointment of other officers.

8.12 Special Meetings

The Chairperson 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.

8.13 Place of Meeting

Meetings of the Board are held at the Registered Office of the Foundation or elsewhere in Canada or, if all members of the Board agree, at some other place outside Canada.

8.14 Meeting Chairperson

The Chairperson or, in the absence of the Chairperson, the Vice-Chair or one of the directors appointed by a majority of the directors at the time of the absence of the Chairperson, shall chair meetings of the Board.

8.15 Quorum for the Foundation

8.15.1 At any meeting of the Board, a quorum consists of the majority of directors. Such quorum of directors present is competent to do and to perform all acts which are to be done at any such meeting.

8.15.2 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.

8.16 Votes to Govern

8.16.1 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.

8.16.2 Only the directors present at a meeting may vote. Mail ballot and proxies are not permitted.

8.17 Attendance

The Chairperson 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.

8.18 Remuneration and Expenses

8.18.1 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.

IX COMMITTEES OF THE BOARD

9.1 Executive Committee

9.1.1 Members

The Executive Committee is comprised of the Chairperson, a Vice-Chairperson (a director who is elected by the directors at the inaugural meeting, who serves for one year) and the Secretary-Treasurer.

9.1.2 Powers

In the intervals between meetings of the Board, the Executive Committee manages the affairs of the Foundation, 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 Chairperson 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 a 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 Foundation at which a new Board was elected, for the purpose of organization including the election to the Executive Committee of a Vice-Chairperson.

9.1.5 Quorum of the Executive Committee

Two members of the Executive Committee in office at any one time—provided it includes the Chair—forms a quorum.

9.1.6 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.

9.1.7 Attendance

The Chairperson 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.

9.1.8 Remuneration and Expenses

Members of the Executive Committee do not receive 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.

9.1.9 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 Chairperson appoints the Chairperson of the Audit Committee.

9.2.2 The Audit Committee is composed of no fewer than three members who cannot, at any time during their term of office, be officers or employees of the Foundation or of an affiliate, nor can they enter into any contract or arrangement with the Foundation 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 Foundation 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; however, by resolution of the Board, expenses for their attendance at each regular, special or committee meeting of the Board may be allowed.

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 resolution of the Board.

10.4 Appointments

10.4.1 The Chairperson of each committee established by the Board shall be appointed by resolution of the Board.

10.4.2 The Committee Chairperson may appoint members of the committee provided that the Chairperson and the Executive Director be informed of the members appointed. When substitutions are made for any reason, the Committee Chairperson shall notify the Board Chairperson.

10.4.3 The Chairperson may appoint a 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 Members of a committee do not have to be a member of the Foundation.

10.5 Members of committees do not receive 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

10.6 Members of committees shall be subject to removal by resolution of the Board at any time.

10.7 Representation

The Chairperson endeavors to ensure national representation.

10.8 Quorum

Unless otherwise specified by the resolution of the Board establishing the committee, a quorum consists of two members, one 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 time per year.

10.9.2 The Committee's year-end report, including any recommendations endorsed by a majority of its membership at a meeting held for that purpose, is delivered by the Chairperson at the AGM of the Foundation, 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 to the Board from time to time.

XI OFFICERS

11.1 Officers of the Foundation

The Officers of the Foundation are the Chairperson, the Vice-Chairperson, the Secretary-Treasurer and the Executive Director.

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

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

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

11.5 Duties of Officers

Every officer of the Foundation in exercising their powers and discharging their duties shall Act honestly and in good faith with a view to the best interests of the Foundation.

11.5.1 Chairperson

The Chairperson is the Chief Executive Officer of the Foundation and presides at all meetings of the Foundation, of the Board and of the Executive Committee. The Chairperson is responsible for the implementation and the carrying out of all orders and resolutions of the Foundation, of the Board and of the Executive Committee. The Chairperson is a member, *ex-officio*, of all standing and special committees.

11.5.2 Vice-Chairperson

The Vice-Chairperson performs such duties as he or she is assigned by the Chairperson or the Board of Directors from time to time. In the absence of the Chairperson, the Vice-Chairperson shall chair a meeting of the Foundation's Board of Directors or Executive Committee.

11.5.3 Secretary-Treasurer

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

11.5.4 Executive Director

The Executive Director is responsible to the Board for the general administration of the Foundation 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; exercises as prime responsibility those duties set out in the By-laws though the overall responsibility remains with the Secretary-Treasurer; has co-signing authority with any of the designated officers of the Foundation; assists the Secretary-Treasurer in the preparation of an annual budget for presentation to the Board; submits to the Secretary-Treasurer all recommendations for capital expenditures; is the appointed Secretary of the Board and is responsible for all related procedures as contained in the By-laws; 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; takes or causes to be taken the action necessary to achieve the aims and objectives of the Foundation.

XII AGENTS AND EMPLOYEES

12.1 Appointment and Engagement

The appointment of an agent, contractor, consultant or other professional person, 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 Foundation.

XIII BUSINESS OF THE FOUNDATION

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 Foundation.

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

13.1.4 The custody of the seal is entrusted to the Secretary-Treasurer.

13.2 Financial Year

The financial year of the Foundation 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 Foundation 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 Officers of the Foundation may also execute and deliver for and on behalf of the Foundation, 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 resolution 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 membership of the Foundation.

13.5 Directors of the Foundation – Capacity to Conduct Business

For the purposes of conducting business on behalf of the Foundation, the Directors may, from time to time:

- 13.5.1 Borrow money upon the credit of the Foundation;
- 13.5.2 Limit or increase the amount to be borrowed;
- 13.5.3 Issue debentures or other securities of the Foundation;
- 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 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
- 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 Foundation 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 Foundation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Foundation.

XIV FINANCES

14.1 Negotiable Instruments

All cheques, drafts, notes, acceptances or orders for the payment of money may be signed by the Chairperson, the Vice-Chairperson, the Secretary-Treasurer, a Director, the Executive Director or by such other officer or person as the Board may, from time to time, appoint provided that bills of exchange, promissory notes, cheques or orders for the payment of money may be endorsed for deposit to the credit of the Foundation with any

banker of the Foundation by any one of the Chairperson, the Vice-Chairperson, the Secretary-Treasurer, a Director, the Executive Director or such other person as the Board may appoint for that purpose, or if the Board so determines, by means of a rubber stamp or electronic signature. If authorized by resolution 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 resolution 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 Foundation.

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 Foundation, shall be signed by any two of the following: the Chairperson, the Vice-Chairperson, the Secretary-Treasurer or the Executive Director.

14.2.2 All contracts, documents and instruments in writing so signed binds the Foundation without any further authorization or formality. The seal of the Foundation, when required, may be affixed to all such written documents and instruments.

14.2.3 The Foundation cannot make loans or provide any pecuniary gains to its members or directors.

14.3 Banking

The Foundation's bank account is kept in a bank, trust company, 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 Foundation are deposited to the credit of the Foundation in such manner as the Board may approve.

14.4 Financial Management

The Board may set aside a reserve for contingencies or may add to the surplus funds of the Foundation.

14.5 Auditors

14.5.1 The Board may fill any casual vacancy in the office of auditor.

14.5.2 The remuneration of the auditor is determined by the Board.

14.5.3 No director, officer or employee of the Foundation 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.

14.5.4 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 Foundation, their heirs and legal representatives are, at all times, indemnified out of the funds of the Foundation or representatives are, at all times, indemnified out of the funds of the Foundation 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 Foundation, if they acted honestly and in good faith with a view to the best interests of the Foundation; and 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 Foundation 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 Foundation, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Foundation.

XVI AMENDMENTS TO THE BY-LAWS

16.1 The By-laws of the Foundation 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 Foundation at a meeting duly called for the purpose of considering the said By-law.

XVII DISSOLUTION

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