



**MPPAC
ACPMP**

Mounted Police Professional Association of Canada
Association Canadienne de la Police Montée Professionnelle

Constitution & By-Laws

Mounted Police Professional Association of
Canada / Association Canadienne de la
Police Montée Professionnelle
(MPPAC / ACPMP)

Approved by the Association's Founders in 2010

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A. PREAMBLE

Whereas the British Columbia Mounted Police Professional Association (“BCMPPA”) was incorporated as a nonprofit society in 1994 with its objects including to engage in collective bargaining with RCMP management on behalf of members of the Force;

And Whereas the Mounted Police Association of Ontario (“MPAO”) was incorporated as a not for profit corporation in 1998, to continue the member associations formed for “O” Division which began in 1990, and the National Capital Region, which began in 1995, with the same objects for member representation;

And Whereas the BCMPPA and MPAO brought legal proceedings to vindicate RCMP members’ rights to engage in collective bargaining through an independent association, and were successful in such proceedings;

And Whereas the opportunity exists for RCMP members to form an independent national association to represent the interests of regular and civilian members of the RCMP across Canada, for the purposes of engaging in collective bargaining among other things, the founding members of this Association, being members of the existing associations, have joined to form this Association for that purpose;

Now Therefore this Association is constituted in accordance with the terms herein, being the Association’s Constitution and By-Laws (the “By-Laws”).

B. ASSOCIATION OBJECTS, MEMBERSHIP AND GOVERNANCE OVERVIEW

Article 1. NAME OF THE ASSOCIATION

Section 1.01 The Association shall be known as the Mounted Police Professional Association of Canada, and in French, the Association Canadienne de la Police Montée Professionnelle, referred to as MPPAC / ACPMP, or the Association.

Article 2. OBJECTS AND PRINCIPLES OF THE ASSOCIATION

Section 2.01 The objects of the Association shall be:

- (a) to act as bargaining agent for members of the RCMP;
- (b) to uphold the members' rights and foster good labour relations, and improve the wages, benefits and working conditions of members;
- (c) to represent member interests on matters of workplace health, safety and wellness;
- (d) to foster harmonious relations amongst members of the Association, and between Association members and other police representative associations, like organizations and their members;
- (e) to encourage and foster improvement of the status, training and qualifications of the members, and the professional standing of members and the policing profession generally; and
- (f) in co-operation with the RCMP, to foster improvements in policing methods and the standard of policing.

Section 2.02 The guiding principles of the Association shall be:

- (a) To ensure that members are treated with dignity, respect and fairness;
- (b) To adhere to democratic principles of self-governance in order to express the interests and carry out the will of the membership; and
- (c) To recognize and support members' commitment to the RCMP and to further the core values of the RCMP, being integrity, honesty, professionalism, compassion, respect and accountability.

Article 3. MEMBERSHIP ELIGIBILITY

Section 3.01 A person is eligible to be an Active Member of the Association if he:

- (a) Is a regular or civilian member appointed to the force by the Commissioner pursuant to s.7(1)(a) of the RCMP Act, or a successor provision;
- (b) Is currently employed as a regular or civilian member;

- (c) Is not occupying a position within the force which is excluded from representation by the Association;
- (d) Must be a member who's dues are paid up and currently in good standing with the association;
- (e) Members cannot be part of any employer funded or employer run program that is in contravention to the mission, vision, values of MPPAC with an end objective of collective bargaining and binding arbitration;
- (f) Not suspended or expelled from the association;
- (g) Member's must abide by Article 2.01 and Article 2.02 in the national constitution; and
- (h) Association dues are non-refundable.

Section 3.02 Commissioned Officers and public service staff are not eligible for Active Membership in the Association, however upon application, consideration will be given to permitting membership as a Life Member on a case by case basis, as may be determined by the Board.

Section 3.03 Life Members – Individuals who have ceased to qualify for Active Member status as a result of retirement or departure from the Force are eligible to become Life Members.

Section 3.04 Honorary Members – Individuals who have demonstrated a commitment to support the Objects of the Association, but who do not qualify as Active Members, may be admitted to the Association as Honorary Members.

Article 4. BECOMING A MEMBER

Section 4.01 Active Members and Life Members shall be admitted to the Association upon acceptance by the Association of an application for membership which includes the commitment by the proposed member to be bound by the By-laws of the Association, and payment of the requisite fees or dues.

Section 4.02 Honorary Members shall be admitted to the Association upon a decision of the Board of Directors or the Voting Member Delegates.

Article 5. ASSOCIATION GOVERNANCE OVERVIEW

Section 5.01 The Association shall be operated based on democratic principles. Members of the Association shall be grouped into Branches based upon their work assignment. Members in each Branch shall elect their Voting Member Delegates and Branch Officers.

Section 5.02 Voting Member Delegates from all Branches shall elect the Board of Directors and National Officers, including the President.

Section 5.03 The operations of the Association shall be carried out by the National and Branch Officers, and their staff, acting in accordance with the instructions of the Board of Directors.

C. VOTING MEMBER DELEGATES

Article 6. POWERS OF THE VOTING MEMBER DELEGATES

Section 6.01 Each Voting Member Delegate, or Voting Member Delegate's proxy, shall be entitled to vote at a General Meeting of the Association.

Section 6.02 The Voting Member Delegates shall be responsible for:

- (a) Electing the Directors of the Board and transacting such other business as may be

required to be conducted at an Annual General Meeting;

- (b) Setting and amending the remuneration for Directors, Officers, and committee members by way of resolution;
 - (c) Reviewing any reports of the National Officers, the Board of Directors or its Committees, as presented to the membership; and
 - (d) Making any amendments to the By-Laws of the Association,
- All of which duties shall be performed in the context of General Meetings.

D. BOARD OF DIRECTORS

Article 7. COMPOSITION AND POWERS OF THE BOARD OF DIRECTORS

Section 7.01 The property and business of the Association shall be managed by a Board of Directors, comprised of nine (9) Directors in addition to the President, Vice-President and Secretary-Treasurer, for a total of twelve (12) Board members.

Section 7.02 Powers of Directors - The Board of Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and exercise all such other powers and do all such other acts and things as the Association is, by the By-Laws, authorized to do. In particular, and without limiting the generality of the foregoing, the Board of Directors:

- (a) shall have power to call a General Meeting;
- (b) shall have power to authorize expenditures on behalf of the Association;
- (c) may delegate to an Officer or Officers of the Association the right to employ and pay salaries to employees;
- (d) 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 assigned by the Board of Directors at the time of such appointment;
- (e) may, on a case by case or policy basis, reduce fees or dues for Active Members on maternity leave, parental leave, sick leave, leave without pay, or similar absence from the workplace;
- (f) may exercise all of the financial decisions as a natural person, including:
 - (i) entering into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Association in accordance with such terms as the Board of Directors may prescribe;
 - (ii) borrowing money upon the credit of the Association, from any bank, Association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an

extent and in such manner as the Board of Directors in its discretion may deem expedient;

- (iii) limiting or increasing the amount to be borrowed;
- (iv) issuing or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors; and
- (v) securing any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, 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.

Section 7.03 The provision of these general powers to the Board of Directors shall not be construed as derogating from any specific powers which have otherwise been granted in the By-laws to the Board of Directors, the Officers, or other designates.

Section 7.04 The Board of Directors shall meet at least four (4) times per year.

Article 8. DIRECTORS' TERM OF OFFICE

Section 8.01 Directors shall be elected for a term of three (3) years by Voting Member Delegates at a General Meeting of the Association. The Directors of the Association shall hold office from the date of appointment or election until their successors are elected or appointed in their stead. No more than half of the Directors shall be subject to election in the same year without the approval of the Voting Member Delegates at a General Meeting. Generally, elections of Directors shall be staggered to permit three (3) Directors to be elected every year, subject to unforeseen vacancies.

Section 8.02 The office of Director shall be automatically vacated:

- (a) If at a General Meeting of members, a resolution is passed by a 2/3 vote cast in favour of the removal of the Director and may by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of the term;
- (b) if a Director has resigned his office by delivering a written resignation to the Secretary-Treasurer of the Association;
- (c) if a Director suffers serious injury or illness and becomes unable to perform his duties on the Board, as determined by the remaining Directors of the Board;
- (d) if he is found by a court to be of unsound mind;
- (e) if he becomes bankrupt; or
- (f) on death.

Section 8.03 Vacancies - In the event of a vacancy occurring on the Board of Directors the Board of Directors shall hold an election at the next General Meeting to fill the vacancy if the next General Meeting is to be held within sixty (60) days of the vacancy occurring. Otherwise,

the Directors may appoint a person to fill the vacancy until the next General Meeting, however such person must be qualified to be a member of the Board of Directors in accordance with the By-Laws.

Article 9. COMMITTEES OF THE BOARD OF DIRECTORS

Section 9.01 The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Board of Directors shall determine the duties of such committees. Committees may be made up of such members as the Board of Directors may determine.

Section 9.02 The following Standing Committees shall be established:

- (a) Negotiating Committee – A committee to carry out negotiations related to collective agreements;
- (b) Electoral Committee – A committee consisting of 3 members. The Chair of the Electoral Committee shall be selected by the Committee. The Chair shall oversee the electoral processes nationally and at the Branch level. Any disputes regarding the electoral processes shall be resolved by the Chair;
- (c) Policy Committee – A committee to establish policy positions;
- (d) Finance and Audit Committee – A committee to oversee the finances of the Association.

E. NATIONAL OFFICERS

Article 10. OFFICER POSITIONS

Section 10.01 The Officers of the Association shall be President, Vice-President and Secretary-Treasurer. No two offices may be held by the same person. Officers are ex officio members of the Board of Directors.

Section 10.02 Officers of the Association shall be elected by the Voting Member Delegates at a General Meeting for a term of three (3) years. Elections for Officers shall take place once every three years, unless a position falls vacant during the three year term, in which case the Board of Directors will determine whether to appoint a replacement pending the next General Meeting, at which point an election shall be held to fill the vacancy for the remainder of the term.

Section 10.03 The provisions in section 8.02 relating to the removal of Directors shall apply also to the removal of Officers.

Article 11. PRESIDENT'S DUTIES

Section 11.01 The President shall be the Chief Executive Officer of the Association. The President shall preside at all General Meetings of the Association and of the Board of Directors. The President shall have the general and active management of the affairs of the Association.

The President shall see that all orders and resolutions of General Meetings and Board of Director's meetings are carried into effect.

Article 12. VICE PRESIDENT'S DUTIES

Section 12.01 The 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 assigned by the Board of Directors. The Vice-President shall assist the President in carrying out his duties.

Article 13. SECRETARY-TREASURER'S DUTIES

Section 13.01 The Secretary-Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Secretary-Treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. The Secretary-Treasurer shall also perform such other duties as may from time to time be assigned by the Board of Directors.

Section 13.02 The Secretary-Treasurer shall act as clerk at meetings of the Board and General Meetings, 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 Directors, and shall perform such other duties as may be assigned by the Board of Directors. The Secretary-Treasurer shall be the custodian of the seal of the Association.

F. NATIONAL ELECTIONS

Article 14. ELECTION PROCESSES

Section 14.01 The Board of Directors shall notify the members of the opportunity to stand as a Director and/or Officer, as applicable, and shall establish and communicate a deadline for candidates to provide notice of their intention to stand for election. In the case of an Annual General Meeting, such notice shall be provided to the members together with notice of the location and date of the Annual General Meeting required under Article 20 of the By-Laws.

Section 14.02 In order to be eligible to stand for election, a member must be an Active Member in good standing with the Association.

Section 14.03 Active Members wishing to stand for election as an Officer or Director must provide notice to the Board of Directors not later than sixty (60) days prior to the General Meeting at which the election will be held. Such notice shall indicate the position for which the member seeks to stand, as well as a statement indicating that he is willing to discharge the duties of the position if elected.

Section 14.04 Any Director who wishes to run for the office of President shall be required to resign the balance of his term as Director effective upon giving notice of an intention to stand for election.

Section 14.05 The Elections Committee shall facilitate the dissemination of election material on behalf of all candidates in an election prior to the General Meeting. Candidates shall supply any printed campaign materials at their own expense for mailing, should the Elections Committee determine to provide a mail out to the members. The Elections Committee may facilitate the dissemination of election material by electronic means.

Section 14.06 All members standing for election shall be entitled to address the General Meeting for not more than ten (10) minutes each.

Section 14.07 For each Officer position, the candidate receiving the most votes shall be elected to such position. Should no candidate for a given office obtain the support of a majority of the votes cast on the first ballot, the candidate with the lowest total number of votes cast shall be removed from the ballot and a second ballot shall be held. Should no candidate obtain the support of a majority of the votes cast on the subsequent ballot, the candidate with the then lowest total number of votes cast shall be removed from the ballot and a further ballot shall be held until a candidate obtains the support of the majority of votes cast.

Section 14.08 In the case of a tied vote between two or more candidates for the position of Director, the Chair shall draw one name of the tied candidates from a hat to determine the winner.

Section 14.09 Voting for Officers and Directors shall be conducted by secret ballot. Each Voting Member Delegate will receive a ballot as prepared by the Elections Committee. The Elections Committee shall cause the votes to be counted in a fair and impartial manner. The Chair of the meeting shall announce the results and the successful candidates will assume their duties following the conclusion of the General Meeting.

Section 14.10 If there is only one candidate for a position, the Chair shall declare that person as acclaimed as part of the General Meeting, and shall not hold an election for that position.

G. BRANCHES

Article 15. ESTABLISHMENT OF BRANCHES OF THE ASSOCIATION

Section 15.01 Branches of the Association shall conduct Branch business and facilitate

communication between members and the Board of Directors.

Section 15.02 The Association shall have Branches in each of the fourteen (14) Divisions of the RCMP, National Headquarters, and Depot. Each Branch shall be composed of those members of the Association who are stationed within the territory of the Branch. Members of National Headquarters Deployed Units, who are stationed in RCMP divisions, shall belong to the Branch covering their assigned location. If special circumstances exist, the Board of Directors may at its discretion change a member's Branch assignment.

Article 16. BRANCH OPERATIONS

Section 16.01 The Branch President shall perform the duties assigned by the Board of Directors, including, but not limited to:

- (a) Maintaining a good working knowledge of governing legislation, regulations, policies and procedures of the RCMP;
- (b) Keeping their Membership informed of new developments as may be applicable;
- (c) Liaising with RCMP management and mediating member concerns;
- (d) Providing advice on, and processing grievances;
- (e) Ensuring that members in all work locations are aware of Association representatives available to assist them;
- (f) Ensuring that their Branch Officers are performing their duties as required, pursuant to the Association's By-Laws;
- (g) Representing the Association at functions and events within the Branch;
- (h) Monitoring Branch events to ensure proper licensing and insurance;
- (i) Maintaining ongoing two-way communications with the Board of Directors and National Officers; and
- (j) Attending General Meetings and any training workshops required by the Board.

Section 16.02 The Branch Secretary shall perform the duties assigned by the Board of Directors, including, but not limited to:

- (a) Maintaining a good working knowledge of governing legislation, regulations, policies and procedures of the RCMP;
- (b) Supporting the Branch President in his duties;
- (c) Maintaining Branch files;
- (d) Keeping minutes of all Branch meetings and forwarding those minutes to the Board and Branch Officers within fifteen (15) days of each meeting;
- (e) Ensuring proper and timely distribution of Branch correspondence to Voting Member Delegates and members; and

- (f) Attending General Meetings and any training workshops required by the Board.

Section 16.03 Should a Branch President or Secretary be unable to perform their duties or fulfill the obligations of their position for an extended period of time, such that the operations of the Branch are undermined, in the opinion of the Board of Directors, the Board will determine whether and how to fill the vacancy pending the next Branch election, or the ability of the Branch Officer to resume his duties.

Section 16.04 The provisions of section 8.02 of these By-Laws relating to the removal of Directors shall apply also to the removal of Branch Officers.

Section 16.05 In the event that it is determined by the Board of Directors, and endorsed by the Voting Member Delegates at a General Meeting or Special General Meeting, that a Branch is being operated:

- (a) in a manner that is contrary to the By-Laws; the Policy and Procedures; the or the objects of the Association; or
- (b) in a manner that is causing disaffection amongst the membership and concern for the Association,

The Board of Directors may deem the Branch ineffective and may temporarily suspend one or more of the Branch Officers as it deems necessary, and assume the responsibilities and operations of the Branch until such time that the Board of Directors, endorsed by the Voting Member Delegates, determines that the Branch operations can resume.

Article 17. BRANCH ELECTIONS

Section 17.01 Any Active Member in good standing with the Association is eligible to stand for election as a Voting Member Delegate or Branch Officer.

Section 17.02 Election of Branch Officers - Election of Branch Officers shall be conducted at Branch meetings in which members have been given not less than thirty (30) days' notice of the intention to hold elections. Branch Officers shall hold office for a term of three (3) years, until their successors are elected or appointed in accordance with these By-Laws.

Section 17.03 Branch elections shall be carried out under protocols to be established by the Branches, as approved by the Elections Committee, and may include methods for members to exercise their right to vote (such as mail, email or internet based voting) so that members may vote without attending in person at a Branch meeting called for that purpose.

Article 18. VOTING MEMBER DELEGATE ELECTIONS

Section 18.01 Voting Member Delegates' elections shall be held not less than thirty (30) days prior to the Annual General Meeting, in order for the Voting Member Delegates to represent the members of the Branch at the Annual General Meeting. The Voting Member Delegates shall also represent the members of the Branch at any General Meetings called during the year following their election, and until such time as they are replaced by election.

Section 18.02 The Election Committee of the Board of Directors shall notify the Branch Secretaries of the number of Voting Member Delegates each Branch is entitled to elect for the next Annual General Meeting ninety (90) days prior to the date fixed for the Annual General Meeting. Following the Election process, the Branch Secretary shall notify the Secretary-Treasurer of the names of the Voting Member Delegates from that Branch.

Section 18.03 The number of Voting Member Delegates to a General Meeting shall be determined by a representation by population formula applied in each of: the fourteen (14) Divisions, RCMP National Headquarters, and RCMP Depot. The data source for the formula will be the employer or the most current publication of: Police Resources in Canada; Statistics Canada.

Section 18.04 The formula to determine the number of Voting Member Delegates to be elected by each Branch is set out below, together with the number of Voting Member Delegates per Branch to be elected at the first election of Voting Member Delegates.

VOTING MEMBER DELEGATES FORMULA	
NUMBER OF MEMBERS PER BRANCH	VOTING MEMBER DELEGATES
0-499	2
500-999	3
1000-1499	4
1500-1999	5
2000-2499	6
2500-2999	7
3000-3499	8
3500-3999	9
4000-4499	10
4500-4999	11
5000-5499	12
5500-5999	13
6000 and over	14

NUMBER OF 2010 VOTING MEMBER DELEGATES	
BRANCH	VOTING MEMBER DELEGATES
A DIVISION (NATIONAL CAPITAL REGION)	5
B DIVISION (NEWFOUNDLAND & LABRADOR)	3
C DIVISION (QUEBEC)	3
D DIVISION (MANITOBA)	3
E DIVISION (BRITISH COLUMBIA)	13
F DIVISION (SASKATCHEWAN)	4
G DIVISION (NORTHWEST TERRITORIES)	2
H DIVISION (NOVA SCOTIA)	3
J DIVISION (NEW BRUNSWICK)	3
K DIVISION (ALBERTA)	7
L DIVISION (PEI)	2
M DIVISION (YUKON TERRITORY)	2
O DIVISION (ONTARIO)	4
V DIVISION (NUNAVUT TERRITORY)	2
DEPOT (REGINA, SASKATCHEWAN)	2
NHQ	3
TOTAL	61

H. MEETINGS

Article 19. CONDUCT OF MEETINGS

Section 19.01 Where the meeting is at a national level and the President is present, the President shall act as Chair of the meeting. In the President's absence, the Vice-President shall Chair the meeting. In the Vice President's absence, the members of the Board of Directors, or the Voting Member Delegates, as the case may be, shall select a Chair for the meeting.

Section 19.02 Where the meeting is a Branch meeting, the Branch President shall Chair the meeting. If the Branch President is absent, the Branch Secretary shall Chair the meeting. In the Vice President's absence, the members present shall select a Chair for the meeting.

Section 19.03 The Chair of the meeting shall be entitled to cast a second vote in the event of a tie.

Article 20. GENERAL MEETINGS

Section 20.01 General Meetings may be held at any time and place to be determined by the Directors provided that thirty (30) days' notice of the time and date of such meeting shall be given, except in the case of the Annual General Meeting, in which case ninety (90) days' notice is required. The notice shall remind the Voting Member Delegates of the right to vote by proxy.

Section 20.02 Although only Voting Member Delegates, or their proxies, are permitted to vote at a General Meeting, any member may attend.

Section 20.03 Attendance by Voting Member Delegates at a General Meeting may be in person, or if the Board of Directors adopts an alternative to personal attendance, such other approved method of attendance. A majority of Voting Member Delegates in attendance at a General Meeting will constitute a quorum.

Section 20.04 There shall be at least one General Meeting per year, and at least one General Meeting per year shall be designated as an Annual General Meeting. Each Annual General Meeting shall take place between ten (10) and fourteen (14) months of the last Annual General Meeting.

Section 20.05 General Meetings shall be held at the Head Office or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint.

Section 20.06 At General Meeting designated as the Annual General Meeting, in addition to any other business that may be transacted, the following business shall be carried out:

- (a) Financial statements shall be presented and approved, together with the report of the auditors;
- (b) Auditors shall be appointed for the ensuing year;
- (c) Directors shall be elected; and

- (d) The President and the Chair of each Committee shall present a report to the meeting attendees.

Section 20.07 Each Voting Member Delegate in attendance at a General Meeting shall have the right to exercise one vote. A Voting Member Delegate may, by means of a written proxy, appoint a proxy holder to attend and act at a General Meeting, in the manner and to the extent authorized by the proxy. A proxy holder must be an Active Member of the Association. The Board of Directors may specify the form of proxy and include it with notice of the meeting.

Section 20.08 A majority of the votes cast shall determine the questions in General Meetings except where the vote or consent of a greater number of Voting Member Delegates is required by these By-Laws.

Section 20.09 A General Meeting constituted under these By-Laws is a meeting of the members of the Association.

Article 21. SPECIAL GENERAL MEETINGS

Section 21.01 A Special General Meeting of the Association is a type of General Meeting, and except as specifically set out herein, all of the provisions within these By-Laws that relate to the conduct of a General Meeting, which has not been designated as an Annual General Meeting, apply to a Special General Meeting.

Section 21.02 The Board of Directors shall call a Special General Meeting of the Association on written requisition of Voting Member Delegates carrying not less than 35% of the voting rights. A majority of Voting Member Delegates present at a Special General Meeting will constitute a quorum.

Section 21.03 Fourteen (14) days' notice shall be given to the members of any Special General Meeting. The notice shall contain sufficient information about the business to be transacted to permit the member to form a reasoned judgment on the decision to be taken.

Article 22. BOARD OF DIRECTORS MEETINGS

Section 22.01 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours' notice of such meeting shall be given to each Director. Each Director is authorized to exercise one (1) vote.

Section 22.02 A majority of Directors in office, from time to time, but no less than five (5) Directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-Laws of the Association.

Article 23. BRANCH MEETINGS

Section 23.01 Each Branch may hold meetings as and when necessary to carry out Branch business, at which meetings all of the Branch's Active members are entitled to one vote. Life

and Honorary Members may attend but not vote.

Section 23.02 Branch meetings shall be held not less than once per year.

Section 23.03 Active Members within a Branch may put matters forward by way of resolution for consideration at a Branch meeting. A request made by no less than twenty-five (25) Active Members within a Branch shall serve to compel the Branch Officers to convene a meeting of the Branch so soon thereafter as notice to the Branch Membership can reasonably be provided.

Article 24. MINUTES OF MEETINGS

Section 24.01 The minutes of the Board of Directors meetings shall not be available to the general membership of the Association but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

Section 24.02 Minutes of a General Meeting will be presented for approval at the following General Meeting. A draft of the minutes will be circulated to all Voting Member Delegates and made available to the members as soon as is practicable after the General Meeting.

Section 24.03 Minutes of a Branch meeting will be presented for approval at the following Branch meeting, and shall be made available to the members.

Article 25. RULES OF ORDER FOR BRANCH AND GENERAL MEETINGS

Section 25.01 The Chair shall preserve order and decorum at any meeting. In making any rulings or determinations, the Chair shall apply Roberts Rules. Only the Chair shall decide questions of order or practice, stating the rule applicable.

Section 25.02 Members shall speak only when recognized by the Chair.

Section 25.03 When two or more members speak at the same time, the Chair shall decide who is to speak first.

Section 25.04 No member, while speaking, shall be interrupted, except upon a point of order.

Section 25.05 No member shall use improper language.

Section 25.06 No member shall speak longer than ten (10) minutes without the permission of the Chair.

Section 25.07 A member may require the motion under discussion to be read for his/her information at any time during the debate, except when another member is speaking.

Section 25.08 A motion may be withdrawn at any time before decision by permission of the meeting.

Section 25.09 When a question is being debated, no motion shall be received except to amend, to postpone, to lay on the table, the previous question, or to adjourn.

Section 25.10 All motions, before being debated, shall be read by the Recorder.

Section 25.11 Where a resolution or motion has been received from the floor at any General Meeting and where, in the opinion of the Board of Directors, after their appropriate study, such motion or resolution, if implemented, would be harmful to the interest of the Association or impossible to implement, the Board of Directors shall return such motion or resolution together with their recommendations to the next such meeting.

I. DUES

Article 26. ANNUAL DUES

Section 26.01 Prior to the point when the Association can collect dues under the Rand Formula, annual dues for Active Members shall be:

- (a) \$50.00 per month or \$600.00 annually to maintain a member's good standing in the Association in compliance with Section 2, 2.01 and 2.02 of the national constitution;
- (b) For new members joining after the Legal Program inception will also be subject to a \$50.00 administration fee (waived if annual fee amount paid);
- (c) The \$20.00 initiation fee per active member to be eliminated; and
- (d) No dues for Life or Honourary Members. The Association does not accept voluntary dues donations from Life Members or Honourary Members to further the goals and the objectives of the movement.

Section 26.02 Dues after Rand Formula: On the commencement of automatic and mandatory deduction of dues from the pay of Active Members, the dues for Active Members will be 1.25% of a first class constable salary for each member regardless of rank, except those making less than a first class constable salary. For members making less than a first class constable salary, their dues shall be adjusted to an amount proportionate to salary relative to a first class constable salary.

J. DISCIPLINE

Article 27. OBLIGATIONS AND DISCIPLINE OF MEMBERS

Section 27.01 Membership in the Association constitutes acceptance by each member of the provisions of the By-Laws of the Association, and an agreement to abide by them.

Section 27.02 Following a complaint and/or investigation, a member of the Association may be charged with a violation of the By-Laws, or any Rules or Policies made thereunder. Charges shall be made in writing. Charges may be made by the President or, in relation to an Officer, by the Board of Directors.

Section 27.03 Where circumstances warrant, the Board of Directors may suspend any member so charged until the matter of the charge has been disposed of in accordance with this section. A suspended member shall be suspended from attending any meeting of the Association;

however such member shall continue to pay dues.

Section 27.04 The Board of Directors may make rules providing for a discipline procedure, and such rules shall be in accordance with natural justice, with procedural safeguards consistent with this document, and shall have regard for the seriousness of the matter.

Section 27.05 The President shall give immediate notice in writing to any member against whom a charge has been preferred, the particulars of such charge, and shall also give reasonable notice to members concerned of the manner of hearing, and the date, time, and place of same, if applicable, at which the hearing of the charge shall take place, together with such further notices as may be necessary to finally dispose of the charge.

Section 27.06 If any member against whom a charge has been laid does not participate in the hearing, the hearing may proceed in such member's absence.

Section 27.07 Where a charge against a member is founded, the Board of Directors may take such disciplinary action as may be deemed appropriate, including one or more of the following: providing a reprimand or caution, fining a member in an amount not to exceed his annual dues, placing conditions on membership consistent with the members' duties to the Association, and suspending a member for up to six (6) months. In cases which might warrant expulsion from the Association, the Board of Directors shall submit the findings and recommendations to the members at a General Meeting.

Section 27.08 A member suspended by the Board of Directors may be reinstated by the Board of Directors. The General Meeting may, by majority vote of those present, reinstate a member who has been suspended or may continue the suspension indefinitely or for a stated period. A member so charged may be expelled at a General Meeting by a two-thirds majority vote of those members present, and the Board of Directors shall forthwith provide the member with notice of such decision.

K. CONSTITUTION AND BY-LAW AMENDMENTS

Article 28. AMENDMENT OF CONSTITUTION AND BY-LAWS

Section 28.01 Quorum to Amend - The quorum for a General Meeting to vote to amend the By-Laws requires two-thirds (2/3) of the total voting rights to be represented. Amendments shall require an affirmative vote of at least four-fifths (4/5) of the voting rights cast.

Section 28.02 Any of the By-Laws may be amended or repealed, including those dealing with: (a) admission of persons as members of the Association, the classes of membership and the qualifications and conditions of membership;

- (b) suspension and termination of members of the Association;
- (c) election of Association Officers;
- (d) the representational structure for Voting Member Delegates to meetings of the Association;
- (e) qualifications, election, appointment, functions, duties and removal of Officers;
- (f) the appointment of standing committees;

- (g) the holding of any Association meetings, including procedures for their call, quorums for such meetings, and their conduct;
- (h) changes to the fees and dues of members;
- (i) procedures for the holding of membership votes;
- (j) relating to the creation of obligations binding on the Association including the execution of documents in its name or on its behalf; and
- (k) the conduct, in all other particulars, of the affairs of the Association.

Section 28.03 Effective date of By-laws - By-laws take effect on being enacted or any later date specified in them.

Section 28.04 – A decision to dissolve or liquidate the Association, and the terms and conditions for doing same, shall be made on the same quorum and affirmative voting requirements as set forth in section 14.03.

L. FINANCIAL AND GENERAL PROVISIONS

Article 29. APPOINTMENT OF AUDITORS

Section 29.01 At the end of each fiscal year, and at such other times as the General Meeting may determine, the books and accounts of the Association shall be audited by a firm of chartered accountants or certified public accountants appointed for that purpose by the Board of Directors.

Section 29.02 Auditors shall be appointed each year at the Annual General Meeting to audit the accounts and annual financial statements of the Association for report to the members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting. The Board of Directors may fill any casual vacancy in the office of the auditor.

Article 30. FINANCIAL YEAR

Section 30.01 The financial year of the Association shall initially be the calendar year, and may be altered by normal resolution at an Annual General Meeting.

Article 31. BOOKS AND RECORDS

Section 31.01 The Board of Directors shall see that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute or law are regularly and properly kept.

Article 32. RULES AND REGULATIONS

Section 32.01 The Board of Directors may prescribe such rules, regulations and policy guidelines not inconsistent with this document relating to the management and operation of

the Association as they deem expedient, provided that such rules, regulations and policy guidelines shall have force and effect only until the next general meeting of the members of the Association when they shall be confirmed, and failing such confirmation, shall at and from that time cease to have any force and effect.

Article 33. GENERAL MATTERS

Section 33.01 – The Association Seal shall be in the custody of the Secretary-Treasurer and shall be affixed to all documents required to be sealed on behalf of the Association.

Section 33.02 – The Head Office - The Head Office of the Association shall be situated in the City of Ottawa in the Province of Ontario and at such place therein as the Directors may from time to time determine.

Section 33.03 - Execution of Documents - Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association 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 Directors.

Section 33.04 Indemnities to Association Directors and Others - Every Director of the Association and their heirs, executors and 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 Association, from and against;

- (a) all costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default, or those costs, charges or expenses which are inconsistent with these By-Laws or any policy approved by the Board of Directors relation to expense reimbursement.

Section 33.05 The Association may obtain Directors' and Officers' liability insurance.

Section 33.06 Notice – Where notice is required to be given within the By-Laws, and the

manner of notice is not specified, notice may be provided, and is effective, as follows:

- (a) by regular mail, taking effect 7 days after mailing;
- (b) by fax, effective on the date sent, if received before 5pm, and the day after, if received after 5pm;
- (c) by email, if the recipient acknowledges receipt, effective as of the date receipt is acknowledged;
- (d) by courier, effective as of the date delivered; or
- (e) by hand delivery, effective as of the date delivered.

Section 33.07 Where notice is required to be given to all members of the Association, or all members of a Branch, such notice may be provided by email, web-posting or newsletter, and in any such case delivery is deemed effective five (5) days later.

Section 33.08 No error or omission in giving notice of any General Meeting, Branch Meeting or Directors' Meeting, or any adjourned meeting thereof, shall invalidate such meeting or make void any proceedings taken. Notice may be waived, and the proceedings taken may be ratified, approved and confirmed.

Section 33.09 For the purpose of mailing or couriating notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his last address recorded on the books of the Association.

Section 33.10 Interpretation - In this document and in all other By-Laws, rules, regulations or policy guidelines of the Association hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Associations.

Section 33.11 Where there is an inconsistency between the English version of these By-Laws or any policies, rules or regulations made hereunder, and the corresponding French version, the English version shall prevail.

M. TRANSITIONAL PROVISIONS

Article 34. TRANSITIONAL PROVISIONS PENDING ASSOCIATION DEVELOPMENT

Section 34.01 Notwithstanding anything set forth above, the operations and governance structure of the Association shall be as set out within this Article until such time as the membership support level and Association income, in the opinion of the Board of Directors, permits transition to the full governance and operational structure contemplated within the By-Laws. In no event shall the transition to the full governance structure and operations contemplated within the By-laws be implemented later than the point at which Association membership reaches 5,000.

Section 34.02 - Interim Governance – The interim governance of the Association as established by the Association’s Founding Members, is as follows:

- (a) The Interim Board of Directors shall consist of seven (7) members, being the four (4) initial officers, the Chairperson, Vice-Chairperson, Treasurer, Secretary and three other directors. The initial directors and officers are: Chairperson - Rae Banwarie, Vice-Chairperson - Randy Belmore, Treasurer – Bryan Tepper, Secretary - Cyrus Nava and directors, Leland Keane, John Thompson and Minh Nyugen.
- (b) The Interim Board of Directors may appoint further National and Branch Officers to hold office until such time as elections may be properly carried out in accordance with the By-Laws, and such Officers shall report to the Board of Directors, and shall not form part of the Board of Directors unless such appointment is to replace an appointment under Section 34.02(a), notwithstanding any other provision of these By-Laws;
- (c) The Interim Board of Directors shall be responsible for all aspects of governance of the Association and shall act in the best interests of the Association and the members thereof, in accordance with the By-Laws;
- (d) If any member of the Interim Board of Directors shall be unwilling or unable to act in accordance with the requirements of the Association as articulated in the By-Laws, then the remaining Directors shall appoint a replacement member to the Interim Board of Directors; and
- (e) The work of the Association will be primarily carried out by the Board of Directors, any Officers which are appointed, and committees consisting of the volunteers dedicated to the Objects of the Association and service to the members.
- (f) The interim board has the authority by majority vote, to remove any officer of the association whose actions or conduct is contrary to the objectives of the association.

Section 34.03 Until regularity is established with a Board of Directors consisting of 9 elected Directors and the Officers, with Directors serving for three (3) year terms, a Director’s term in office may be shortened or extended in accordance with the determination of the existing Board of Directors made prior to the election for said positions.

