
Ontario Association of Chiefs of Police

Constitution



August 2020

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Article 1: Definitions

Definitions

The following definitions are understood:

- a) **Association:** Ontario Association of Chiefs of Police.
- b) **Board:** Board of Directors of the Association.
- c) **Director:** A member of the Board of Directors of the Association.
- d) **Ex Officio:** Positions without vote.
- e) **Member:** A member whose dues are paid in full and who is not otherwise suspended.
- f) **Resolution:** A vote passed by a majority of votes cast by the members in good standing eligible to vote at a meeting at which 30-day notice has been given.
- g) **Zone:** A geographical district in the Province of Ontario designated by the Board for conducting local business of the Association.
- h) **Zone Director:** An Active Member of a Zone elected by majority vote of the members of a Zone in attendance at a meeting called for that purpose, who shall serve as the Zone's representative on the Board of Directors.
- i) **Assistant Zone Director:** An Active Member of a Zone selected by majority vote of the members of a Zone in attendance at a meeting called for that purpose, who shall act as substitute for the Zone Director when required.

Article 2: Classes and Conditions of Membership

2.1 Classes of Members

The Association has the following classes of membership, the conditions of which are set out in Board policy. The Board may introduce other categories of membership and their admission criteria.

- a) **Active Member:** An employee who is an Active Member of a Police Service recognized by the Board, serving in the Province of Ontario, who has sworn an oath of secrecy and is either a Chief, Deputy Chief, Commissioner, Deputy Commissioner, Assistant Commissioner/Senior Officer or equivalent, or a Senior Officer as defined under the Police Service Act and has paid the dues established by the Board. Voting privileges, however, shall be limited to a maximum of five (5) voting delegates from any one Service.
- b) **Associate Member:** A person not being eligible for Active, Honorary or Life membership, and not a member of a Police Service serving in the Province of Ontario, but qualified in police or other law enforcement activities or by other professional attainments in police science or administration that has satisfied the requirements for admission and has paid the dues established by the Board. An Associate member shall have all the privileges of an Active Member, save and except voting and the right to hold office in the Association.
- c) **Affiliate Member:** Any person who is the representative of an affiliation that is recognized as a valuable resource within the community and who is personally recognized as a valuable resource within the community may be recommended for an Affiliate membership. Any Active member, with the consent of the Chief of Police, Deputy Chief of Police, Commissioner, Deputy Commissioner, or Assistant Commissioner of the police service in their proposed area may make this recommendation. An Affiliate member shall have all the privileges of Active membership save and except voting and/or the right to hold office in the Association.
- d) **Corporate Member:** Any corporation, business entity or business representative that has satisfied the requirements for admission and has paid the dues established by the Board. Corporate Members in good standing shall have all the privileges of Active Members, save and except voting and the right to hold office in the Association.
- e) **Life Member:** Any member who has been an Active Member and has satisfied the requirements for admission to become a Life Member according to criteria established by the

Board. Only Life Members who are active, serving members of a Police Service have full voting privileges. All Past Presidents of the Association shall be granted Life Membership upon completion of their term. A Life Member re-entering employment with a law enforcement related service shall be required to pay dues on a pro-rated basis during such employment.

- f) **Honourary Member:** Any person not being eligible for Active or Life membership who has rendered distinguished service in law enforcement or any distinguished personage, within or out of Ontario, is eligible for and may be appointed an Honourary Member by the Board. Honourary members shall not vote in Association affairs.

2.2 Applications for Membership

The Board may establish rules and procedures for membership applications by persons interested in furthering the objectives or interests of the Association. Every application for membership shall be submitted in the form prescribed by the Board. The Board or its designate must approve all applications for membership. A decision to refuse admission shall be communicated in writing to the applicant.

2.3 Rights of Members

Any member in good standing is entitled to receive notice of member meetings, attend member meetings, speak at member meetings, and exercise other rights and privileges given to members in these by-laws.

2.4 Obligations of Members

All members must pay the fees assessed to them to remain members in good standing. All members must comply with the Code of Conduct for the Association. The Code of Conduct sets out the conduct expected by members and may be amended by the Board by resolution.

2.5 Membership Fees

Members shall pay fees applicable to their class of membership as determined by the Board. Voluntary or involuntary withdrawal does not entitle a member to a refund of paid fees, except at the discretion of the Board.

2.6 Transferability, Resignation, Suspension, Cancelling, Obligations, and Readmission of Members

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- a) **Transferability:** Membership is not transferable and automatically terminates on death, expiry, resignation, cancellation, or otherwise in accordance with the Constitution. A corporate member may designate another person from the company as the representative.
 - b) **Resignation:** Members may resign from the Association by providing written notice. The resignation is effective when accepted by the Board.
 - c) **Suspension or Cancellation:** Where fees are not paid within a time established by the Board and where notice has been sent, the Board may cancel a membership. A cancelled member may not apply for reinstatement until all fees are paid and any other conditions are fulfilled to the Board's satisfaction.

The Board may suspend or cancel a membership for breaches to the Code of Conduct or Constitution. A member so accused will be given notice of a meeting to address the suspension or cancellation, and the accused member may make a representation at that meeting.

The Board may cancel a corporate membership if the objects of the corporation conflict with the objects of the Association.

The Board will deliver written notice of a suspension or cancellation to the member.

- d) **Continuing Obligations:** The termination of membership by cancellation, suspension, resignation, or otherwise does not excuse any debts or obligations that existed prior to the termination.
- e) **Readmission:** A former member may apply for readmission by submitting a request in the form prescribed by the Board. Normally all fees payable at the time of cancellation, and any new fees assessed by the Board, must be paid in full and any other conditions imposed must be fulfilled to the satisfaction of the Board.

2.7 Meetings of Members

There shall be Annual General, General, and Special Meetings of members.

- a) **Annual General Meeting:** The Annual General Meeting shall be held within ninety (90) days of the fiscal year end and at any time or place in the Association's territory. At the Annual General Meeting the Board shall report to the membership on its activities and shall request the adoption of financial statements for the last fiscal year, provide a recommendation for

auditor(s), present a slate of nominees for election to the Board of Directors, and address any other business that may properly be brought before the meeting.

- b) **General Meeting:** A General Meeting may be convened by the Board at any time with proper notice stating the business to be brought before the Meeting.
- c) **Special Meeting:** A Special Meeting shall be convened by the Board if a petition in writing signed by one quarter of the Active Members in good standing stating the purpose of the meeting is issued. A Special Meeting shall be held within thirty (30) days of receiving the petition. Discussion is limited to the initial purpose of the meeting unless a majority agree to introduce other agenda items.

2.8 Notice

The time and place of every Annual General, General, or Special Meeting shall be given to each member a minimum of thirty (30) days before the date fixed for the meeting. All notices shall contain the time, place, and proposed business of the meeting, including the text of any special resolution or by-law to be considered. Notices shall be delivered in accordance with the by-laws.

2.9 Quorum

A quorum for the transaction of business at any Annual General, General, or Special Meeting shall be a minimum of thirty (30) Active Members in good standing. If the number of members at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.

2.10 Voting

Resolutions at an Annual General, General, or Special Meeting may be passed by simple majority of the votes cast in person by members in good standing, unless the issue must be decided by special resolution. In the event of a tie, the motion is lost. At member meetings, questions will be decided by a show of hands unless a poll is demanded. The Board may, on its own accord, or upon request of a member, provide for electronic or proxy voting.

2.11 Parliamentary Procedure

Robert's Rules of Order shall be used to govern any Annual General, General or Special Meetings of members.

Article 3: Conduct of Members

3.1 Abide

A member shall abide by the Letters Patent and by-laws of the Association. Any member whose professional or personal conduct is unbecoming may be suspended from membership in the Association by the Board. The investigation by the Board of such conduct may result in a recommendation to expel such a person from membership in the Association by the Board. A two-thirds (2/3) majority vote by the Board in attendance is necessary to adopt a recommendation for expulsion.

3.2 Accusation

Any member accused shall be notified by the Board by registered mail of the substance of the complaint and, upon giving written notification to the Board, may attend at the next scheduled Board of Directors meeting to review the complaint. If the complaint is upheld by the Board, the member may, by written notice, appeal the decision at the next Annual General Meeting. The members present at the Annual General Meeting, after hearing the complaint and reasons for appeal, shall, by a simple majority ballot vote, confirm or mitigate the expulsion.

3.3 Exemplary Conduct

A member should, at all times, set a good example through exemplary conduct and should take precautions to ensure that those they recommend for membership have the proper qualifications.

3.4 Assist

Members should do everything possible to assist the Board of Directors, Committee Chairs, and others in their efforts to achieve the goals and objectives of the Association.

Article 4: Board of Directors

4.1 Powers

The Board of Directors governs the affairs of the Association and supervises, controls, and directs all its activities. The Board actively pursues the mission and goals of the Association and may adopt rules and regulations for the conduct of its business, including:

- a) Making contracts, exercising powers, and carrying out actions it is authorized by its objects to do;
- b) Regulating admission of members, requirements of membership, and termination of membership;
- c) Governing and regulating the operations, management, and control of the Association and all its activities;
- d) Appointing committees as required for the benefit of the Association;
- e) Interpreting the intent of any by-law, rule, regulation, resolution, or report in connection with the Association and resolving any dispute in that regard.

Without limiting its general responsibility, the Board may delegate its powers and duties to an administrator.

4.2 Eligibility

In order to be elected as a Director, a person must be an Active Member in good standing.

4.3 Composition

The Board of Directors of the Association shall consist of the Special Directors elected pursuant to Article 4.7, in addition to the following Executive Officers:

- a) A President;
- b) The Immediate Past President;

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- c) A Secretary-Treasurer;
 - d) A First Vice President; and
 - e) Three (3) Vice Presidents.

4.4 Duties of Executive Officers

President

It shall be the duty of the President to call and chair meetings of the Board and membership and implement policies governing the Board. The President is an ex officio member of all association committees except the Nominating Committee.

First Vice President

The First Vice President shall fulfill the role of President in his/her absence, disability or refusal to act.

Secretary-Treasurer

The Secretary-Treasurer shall ensure that minutes of proceedings at members and Board meetings are entered in the books and ensures notice is served to all members, Directors and auditors. The Secretary-Treasurer shall also ensure that proper accounting records are maintained, appropriate financial controls and processes are in place, and shall report to the Board as required on the financial position of the Association.

Immediate Past President

The Immediate Past President shall serve as Chair of the Nominating Committee and assist the Board as required.

4.5 Vacancies of Officers

The Board may fill vacancies of Executive Officers from among the members to serve until after the next Annual General Meeting at which Directors are elected. Where a position of Zone Director becomes vacant, the Zone shall elect a replacement at its next Zone meeting or by another method acceptable to a majority of Zone members.

4.6 Removal of Officers

The Board by resolution may remove an Officer before the expiration of their term.

4.7 Special Directors

Zone Directors

Annually, the members of each Zone shall elect an Active Member to serve as Director for the following year.

Other Directors

Annually, the Commissioner/Chief of the Ontario Provincial Police, Royal Canadian Mounted Police, and Toronto Police Service shall appoint an Active Member to serve as Director for the following calendar year.

First Nations

Annually, the First Nations Police Services shall appoint an Active Member to serve as Director for the following calendar year.

Where any position of Director becomes vacant, the Board may appoint an Active Member to fill the position until a successor is elected or appointed.

4.8 Executive Director

The Board may employ an Executive Director to manage and operate the Association according to Board policies and within limitations established by the Board. The Executive Director is an ex officio member of all Association committees except the Nominating Committee.

4.9 Indemnification

Each Director or Executive Officer holds office with protection from the Association. The Association indemnifies each Director or Executive Officer against all costs and charges that result from any act done as a Director or Executive Officer for the Association. The Association does not protect any Director or Executive Officer for acts contrary to the Criminal Code of Canada, other laws governing Canada, fraud, dishonesty, or bad faith.

No Director or Executive Officer is liable for the acts of any other Director, Executive Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association. No Director or Executive Officer is liable for any loss due to an oversight or error in judgement, or by an action when acting as a Director or Executive Officer of the Association, unless the act is fraudulent, dishonest, or done in bad faith.

Directors or Executive Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Executive Officers are not liable for any loss or damage as a result of acting on that statement or report.

Article 5: Election and Terms of Office

5.1 Nominating Committee

The Nominating Committee shall prepare a slate of candidates for the three (3) Vice President positions and Secretary-Treasurer position.

The Nominating Committee shall also appoint a currently serving member of the Board of Directors to assume the office of First Vice President. That member shall automatically assume the office of President the following year unless removed from office pursuant to Article 2.6.

5.2 Other Nominations

The Nominating Committee shall invite nominations from the floor from candidates who are present or who have indicated in writing their willingness and ability to serve if elected in the offices of Vice President or Secretary-Treasurer. Alternately, the Nominating Committee may recommend election of a partial slate and direct the Board to appoint the remaining Directors within a reasonable period should additional nominees not come forward. In the event of a full slate and no nominations from the floor, the Board will be acclaimed.

5.3 Election

In the event of more nominees than positions, an election will be held. If an election is required at the Annual General Meeting, the Nominating Committee may appoint up to three (3) scrutineers who are not candidates for election to the Board. The scrutineers will count the eligible votes and report to the membership in accordance with procedures prescribed by the Board.

5.4 Term of Office

All members of the Board of Directors shall hold office for a period of one (1) year or until their successors have been elected or appointed.

5.5 Removal of a Director

Members may, by resolution of which notice has been given, at a General Meeting, remove a Director before expiration of their term of office. When a Director has been removed in accord with this article, the Board may appoint an Active Member to fill the position until an Active Member is appointed or elected.

Article 6: Conflict of Interest

6.1 Resignation

A member of the Board shall resign their position immediately if they hold any other office or place of profit in the Association.

6.2 Voting Rights

No Officer or Director shall be required to resign their office by reason of being a shareholder in any business, which has entered into contract with, or done any work for the Association. Such Directors shall not vote or enter into any discussion with respect of such contract or work.

Article 7: Board Meetings

7.1 Frequency

The Board shall meet at the call of the President at least once per year at the Annual General Meeting, or upon the request of two-thirds (2/3) of the Board.

7.2 Voting

Only a Board member present at a meeting shall have the power to vote.

7.3 Quorum

A simple majority of members of the Board shall constitute a quorum.

7.4 Resolutions

A resolution signed by all members of the Board shall be as valid and effectual as if it has been passed at a duly constituted Board meeting.

7.5 Delegation

By resolution the Board may delegate any of their powers to a committee. A committee so formed shall conform to any regulation imposed upon it by the Board.

Article 8: Committees

8.1 General

The Board may appoint members to Committees and Task Forces to manage certain activities of the Association and report to the Board.

8.2 Quorum

Subject to any regulations imposed by the Board, Committees and Task Forces have the power to fix their quorum at not less than a majority of their members and may fix their own rules of procedure.

8.3 Meetings

Meetings of Committees and Task Forces may be held at any place and in any manner that suits the agenda, subject to approval by a majority of members affected. Committees and Task Forces shall keep a record of their meetings and shall report the results of their work to the Board in the form and time lines requested by the Board.

8.4 Executive Committee

The Executive Officers form the Executive Committee. Members of the Executive Committee shall serve at the pleasure of the Board and, in any event, only so long as they remain Directors.

Authority

Subject to any regulations imposed by the Board, between Board meetings the Executive Committee may exercise all the powers of the Board in the management and direction of the affairs of the Association (except what must by law be performed by the Board). The Executive Committee may operate in any manner that it deems best for the interests of the Association when the Board has not given specific directions.

Meetings

Meetings of the Executive Committee may be held at any place and in any manner that suits the agenda. The Executive Committee shall keep minutes of its meetings, including all actions taken by it, and shall submit them as soon as practical to the Board for ratification. Subject to any regulations imposed by the Board, the Executive Committee has the power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure.

Article 9: Financial and Contractual Matters

9.1 Fiscal Year

The financial year of the Association concludes on the 30th day of April in each year.

9.2 Audit

The Association will conduct an annual audit and ensure that at each Annual General Meeting the members appoint an auditor to audit the accounts for the coming year. The auditor shall be retained until the next Annual General Meeting. If the position is vacated for any reason, the Board of Directors shall fill the vacancy. The Board will set remuneration of the auditor.

9.3 Deposit of Securities for Safekeeping

The securities of the Association shall be deposited for safekeeping with one or more Canadian Chartered Banks, Trust Companies, or other financial institutions as determined by the Board.

9.4 Property

The Association may acquire and own all kinds of real or personal property and may sell, exchange, mortgage, lease, let, improve, or develop such property.

9.5 Remuneration

Directors and volunteers shall not receive remuneration for acting in that capacity on behalf of the Association. Directors and volunteers may be repaid for out of pocket expenses incurred in the discharge of their duties as determined by the Board.

9.6 Seal

The seal that bears the name “Ontario Association of Chiefs of Police” is the Corporate Seal of the Association. Custody of the seal, and its use, shall be determined by the Board.

Article 10: Amendment of By-Laws

The By-Laws of the Association may be repealed or amended by resolution enacted by a 2/3 majority of Directors at a Board meeting and sanctioned by a resolution of the members in good standing voting at a meeting duly convened for that purpose.

Article 11: Repeal of Previous By-Laws

These By-Laws repeal and supersede any previous By-Laws of the Association, and shall, if approved by the membership at the Annual General Meeting, come into effect on July 1, 2007.