



# **FIRST NATIONS CHIEFS OF POLICE ASSOCIATION**

## **BY-LAWS**

(REV.2015.10.21)

## FIRST NATIONS CHIEFS OF POLICE ASSOCIATION - BY-LAWS

### I NAME

1 The name of the Association is:

1.1 in English: First Nations Chiefs of Police Association of Canada Inc.

### II DEFINITIONS

2.1 Definitions:

- "Act" means the Canada Corporations Act as may be from time to time amended;
- "annual conference" means an annual, general meeting of members;
- "appoint" includes "elect" and vice versa;
- "articles" mean the letters patent incorporating the Association under the Act;
- "Association" mean the First Nations Chiefs of Police Association of Canada Inc.;
- "board" means the board of directors of the Association;
- "director (s)" means one or more members of the Executive Committee;
- "consensus" means substantial agreement of all persons present at any meeting after full discussion of any matter. Said consensus is determined by the Chairperson of any meeting and if any person present challenges the Chairperson's finding of consensus, the Chairperson shall call a vote on the matter in question;
- "meeting of members" means an annual meeting of members or a special meeting of members.

2.2 Interpretation:

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

2.2.2 Words importing the gender include masculine, feminine and neuter.

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

2.2.4 The terminology of the Act applies in other references.

2.2.5 The text of any by-law, resolution and 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.

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### III OFFICES

#### 3.1 Registered Office

The office of the Association shall be located at the ~~Dakota Ojibway~~ Manitoba First Nations Police Service, Province of Manitoba.

#### 3.2 Other Offices

The Association may incorporate, establish or otherwise create organizations, agencies and offices anywhere in Canada, as the board may deem expedient by resolution.

### IV Mandate

The FNCPA exists to serve First Nation police services and First Nation territories across Canada by facilitating the highest level of professionalism and accountability in their police services, all in a manner that reflects the unique cultures, constitutional status, social circumstances, traditions and aspirations of First Nations. Consistent with this mandate, the work of the FNCPA covers a wide range of responsibilities:

#### 4.1 EFFECTIVE POLICING ON FIRST NATIONS TERRITORIES

4.1.1 To provide assistance and expertise in the development and sustainability of highly efficient Self Administered First Nations Police Services throughout Canada.

4.1.2 To facilitate information-sharing across First Nation communities about best practices in First Nations policing.

4.1.3 To encourage the hiring and retention on First Nation territories of the best-qualified aboriginal police officers by advocating and promoting fairness in the compensation, living and working conditions of First Nations officers.

4.1.4 To encourage, advance and study modern and progressive techniques in public security and the prevention and detection of crime in aboriginal communities and territories.

#### 4.2 REFLECTING CULTURAL, SOCIAL AND CONSTITUTIONAL DIVERSITY

To advance Aboriginal values in the delivery of policing.

4.2.1 in order to support the development of distinct approaches to First Nations policing that reflect Aboriginal culture and contributes to the cultural integrity of First Nations; and

4.2.2 in order to promote models of Self Administered First Nations policing that will have maximum effectiveness in light of the unique social and cultural circumstances of each community.

4.2.3 through the sharing of cultural practices among our partners that enhance police service delivery and promote community wellness.

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### **4.3 ACCOUNTABILITY**

4.3.1 To promote and maintain a high standard of ethics, integrity, honour and conduct in the profession of First Nations policing, taking into account traditional values and First Nations traditional law.

4.3.2 To be accountable in all aspects of its work to its member First Nations Police Services.

### **4.4 TRAINING**

To promote and foster cultural meaningful and appropriate training programs to meet the needs of First Nations Police Services and communities.

### **4.5 EDUCATION**

To provide and participate in forums for its members and partners designed to share information about the roles and functions of First Nations Police Services and the policing needs of First Nation communities.

### **4.6 PROVISION OF ADVICE AND EXPERTISE**

As an unparalleled authority on the cultural and operational needs of First Nations police services, the FNCPA is uniquely positioned to share its expertise on issues of justice and public security with its members, non-members and with its government partners.

### **4.7 EFFECTIVE PARTNERSHIPS**

To co-ordinate with the federal and provincial governments and other agencies involved in policing to ensure that their mutual policing policies and initiatives are developed with sensitivity to the unique needs of First Nation communities.

### **4.8 BEST PRACTICES IN ABORIGINAL POLICING**

One of the key roles of the FNCPA, given its national scope and mandate, is to identify best practices in First Nations policing and to promote the understanding of those practices.

## **V MEMBERSHIP**

### **5 Classes**

Membership in the Association is divided in five(5) classes:

5.1 Active;

5.2 Honourary;

5.3 Sustaining;

5.4 Associate; and

5.5 Life.

### **6 Active Members**

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The following persons are eligible for Active membership:

6.1 The Chief Constable or person in charge of a police organization recognized by a First Nations or a collective of First Nations of Canada.

6.2 The Deputy Chief or equivalent of a police organization recognized by a First Nations of Canada.

Only one active member is given voting privileges per police service.

### 7 Honorary Members

7.1 Any First Nations law enforcement official not eligible for Active or Life Membership and who has rendered distinguished service in law enforcement or any person of distinction in Canada or elsewhere, may be elected to Honorary membership by a majority vote at an annual conference.

### 7.2 Elders as Honorary Members

On motion of the board of directors First Nations Elders may be appointed as

Honourary members to provide their wisdom to the Association and to assist The board in its deliberations.

7.3 The membership of Honorary members may be reviewed annually by the Credentials Committee. Upon the recommendation of a majority of members of the Credentials Committee and the approval of the board, individual membership may be continued.

7.4 Honorary members are not entitled to vote or to hold office.

### 8 Sustaining Members

8.1 The board, may on motion appoint as a Sustaining member, any person who has made a financial contribution to the funds of the Association to assist in the furtherance of its aims and objectives and who has thereby demonstrated a continuing interest in promoting and developing the welfare of the Association.

8.2 Sustaining members are not entitled to vote or to hold office.

### 9 Associate Members

#### 9.1 Eligibility

The following may be eligible for Associate membership:

Justice administrator/co-ordinator, a chairman of a police commission, it's designate or equivalent and any other individual at the discretion of the Association.

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### 9.2 Privileges

Associate members have all the privileges of Active membership except those of voting and holding office.

### 10 Life Members

#### 10.1 Retired Active or Associated Members

An Active or Associate member in good standing in the Association for a period of five years at the time of his retirement from service for reason of voluntary separation, age, health, or superannuation, may be elected as a Life member by a majority vote at an annual conference.

#### 10.2 Past President

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

#### 10.3 Other Active Members

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

#### 10.4 Founding Members

The following members who attended the founded meeting of the Association are hereby recognized as being entitled to automatic Life Membership, those members being as follows:

\* Chief Ernie Houghton  
AKWESASNE MOHAWK POLICE

\* Chief Elizabeth Scout  
BLOOD TRIBE POLICE

\* Chief Frank McKay  
DAKOTA OJIBWAY TRIBAL COUNCIL POLICE

\* Chief John Toney  
ESKASONI POLICE DEPARTMENT

\* Chief Robert Reid  
LOUIS BULL POLICE DEPARTMENT

\* Chief Dan Kirby  
SIKSIKA LAW ENFORCEMENT

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\* Chief Glenn Lickers  
SIX NATIONS POLICE DEPARTMENT

10.5 A member of any class may withdraw his membership upon notice in writing to the Association. Members who withdraw are not entitled to any refund on membership or related dues.

11 Application For and Proof of Membership

11.1 Form

Any person qualified to become an Active or Associate member as defined in the by-laws, may make application in such form and in such manner as the board may from time to time prescribe.

11.2 Sponsors for Associate Members

Over and above the conditions enunciated in section 9.1 each and every application for Associate membership must be endorsed by two (2) Active members in good standing.

11.3 Processing

All applications for Active or Associate membership are referred to the Credentials Committee. Upon a majority vote by the Committee recommending acceptance of an application and approval by a majority vote of the board, the applicant is entitled to become an Active or Associate member as the case may be.

11.4 Condition of Membership

Upon application to membership, a person is deemed to agree to comply with and to uphold the constitution and by-laws of the Association, present and future.

11.5 Proof of Membership

The secretary-treasurer issues a membership card in the form and manner as the board may from time to time determine.

12 Termination of Membership

12.1 When an Active or Associate member ceases to be a First Nations police officer or active in his duties or profession, his membership ceases at the end of that fiscal year, but any such member may, subject to the provisions of they by-laws, be eligible for election to Life or Honourary membership at an annual conference.

12.2 Any member being investigated by the Board of alleged unbecoming conduct will be notified, as such, by the Board. The member will be provided the opportunity to address the Board in writing to explain his/her circumstances.

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- 12.3 The member will be notified in accordance with the Board's decision at a time as deemed appropriate by the Board.

### VI DUES AND ASSESSMENTS

#### 13 Annual Fee

##### 13.1 Active Membership

The annual membership fee for an Active member shall be set by the annual conference. It is payable upon receipt of the account from the treasurer who acknowledges receiving payment by issuing an official receipt and a membership card. The initial Active membership fee is hereby

set at \$150.00 per year and shall remain at that amount until such time as it is changed as aforesaid.

##### 13.2 Associate Membership

The annual dues payable by Associate members shall be \$150.00 and may be reviewed and changed at any annual conference of the Active members.

##### 13.3 Life Membership

A Life member is exempt from the payment of dues. However, a Life member who is eligible and who wished to retain his Active or Associate membership status and privileges must pay the annual fee applicable to such membership. In addition, contributions to the Association by Life members who are able to pay are welcome.

##### 13.4 Honourary Membership

No annual to other dues are levied upon or charged against an Honourary member, however, contributions to the Association by Honourary who are able to pay are welcome.

##### 13.5 Sustaining Membership

No annual or other dues are levied upon or charged against a Sustaining member, however, contributions to the Association by Sustaining members are always welcome.

#### 14 Default

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



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### 15 Arrears

- 15.1 Any active or Associate member in arrears in the payment of annual fees for two (2) years shall be notified by the secretary-treasurer by registered mail that unless paid within thirty (30) days, his/her membership will be terminated and if he/she has not paid within the said thirty (30) days, his/her membership shall automatically be terminated.
- 15.2 Any Active or Associate member who pays to the Association the arrears with respect to his/her membership may be reinstated upon motion of the board and the board may attach such conditions to said reinstatement as it sees fit.
- 15.3 A member who has been terminated pursuant to 15.1 may reapply for membership in the normal course.

## **VII MEETINGS**

### 16 Annual Conference

The annual general meeting of members of the Association is held at such time and place in Canada as the members, by resolution, determine at each preceding annual conference.

### 17 Special Meeting

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

### 18 Notice

- 18.1 Notice of the time and place of the annual conference or of a special meeting is given in writing to all members, no less than thirty (30) days before the day on which the conference is to begin or the meeting is to be held.
- 18.2 Where special business is to be conducted, the notice will give sufficient information to enable members to form a reasoned judgement.

### 19 Quorum

- 19.1 One-half (1/2) of the voting members present plus one (1) constitute a quorum for the transaction of business at the annual conference and at special meetings.
- 19.2 A quorum must be present at the opening of the annual conference or of a special meeting for transaction of business but does not have to be sustained throughout the meeting.

### 20 Voting Privileges

Subject to the provisions of the by-laws, only Active members are entitled to vote upon any question submitted for decision at the annual general or special meeting.

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### 21 Decision, Consensus and Voting

- 21.1 At all meetings of members, the board or any committee an attempt will be made to reach a consensus consistent with the traditions and customs of First Nations and if a consensus is reached the question will be determined by the consensus.
- 21.2 Where a consensus cannot be reached on any question the question shall be determined by a majority of votes unless specifically required otherwise by the by-laws of the Association or the Act.
- 21.3 The chairman of any meeting is entitled to a vote at said meeting. In case of an equality of votes either as a show of hands or as a poll, the vote is lost.

### 22 Voting Method

- 22.1 Subject to the provisions under law, any question at a meeting of the members is decided by a show of hands unless a poll is required or demanded. Upon a show of hands, every member present and entitled to vote has one vote. Whenever a vote by show of hands is taken upon a question, a declaration by the chairman of the meeting that the vote upon the question has been carried by a particular majority or not carried, an entry to that effect in the minutes of the meeting, prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution.
- 22.2 On any question proposed for consideration at a meeting of members, and whether or not by a show of hands, the chairman may require, or any member entitled to vote on the question may demand, a poll. A poll so required or demanded is taken in such manner as the chairman directs. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each Active member in good standing is entitled to one vote.

## **VIII DIRECTORS**

### 23 Board of Directors

- 23.1(a) The First Directors shall be the three (3) individuals filing the application for incorporation. Upon incorporation, the First Directors shall cause an annual meeting of active members to be called and a board of at least three (3) and not more than five (5) directors shall be elected.
- 23.1(b) After the first Annual Meeting referred to in paragraph 23.1 (a) the business and affairs of the Association are to be administered by a Board of not less than five (5) Directors elected at the Annual Meeting. Elections will take place every second year.
- 23.2 The Executive Committee as set out in paragraph 40 herein shall be comprised of the Board of Directors and the Immediate past President, only.
- 23.3 The board takes such steps as it deems necessary to enable the Association to receive donations and benefits for the purpose of furthering and advancing the objectives of the Association.

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- 23.4 To provide space for the registered or other offices of the Association, the board may adopt a resolution to authorize the acquisition of immovable property in an amount not exceeding the amount set by the membership at an annual conference.
- 23.5 The board may delegate to any committee or officer any or all powers, duties and authority of the board which lawfully may be delegated except those which must be exercised by the board.
- 24 Qualification of Directors
- 24.1 To be eligible for election as director, a person must be an Active member in good standing and hold the position of Chief of Police.
- 24.2 A director must at all times during his term of office, be a member in good standing.
- 25 Election and Term
- 25.1 The members of the board are elected by the Active members in general session at the annual conference. Voting may be by ballot or show of hands. In case of a tie, the election president may cast a deciding vote.
- 25.2 A director holds office from the termination of the meeting at which he is elected to the close of the second annual conference of the Association following such election; however, should he cease to be an Active member before the end of this term the board may consider the office vacant and fill it in accordance with the provisions of Section 27.
- 26 Removal and Disqualification of Directors
- 26.1 The office of a director becomes vacant:
- 26.1.1 When he ceases to be an Active member in good standing;
- 26.1.2 When he resigns his office of director;
- 26.1.3 When the incumbent, by reason of ill health or otherwise, becomes incapable of discharging the duties of a director;
- 26.1.4 When after the President receives a request in writing from at least five per cent (5%) of voting members the President shall call a special or general meeting of the Association for the purpose of considering a resolution to remove any director and three-quarters (3/4) of the Active members present at the said meeting vote to remove the said director.
- 26.1.5 When the incumbent dies.
- 26.2 A director may be removed from office before the expiration of his term, by resolution of the board, at their discretion or for having been absent from three (3) consecutive meetings of the board without a reason deemed reasonable by the board".

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### 27 Vacancies

Vacancies in the board may be filled either by the Active members at a special meeting called for the purpose or by the directors. If the number of directors is increased, a vacancy or vacancies in the board is deemed to have occurred which may be filled in the manner provided herein.

### 28 Executive Director

The board may appoint an executive director who need not be a member of the Association. The executive director will not be a member of the board.

### 29 Calling of Meetings

29.1 Meetings of the board are held from time to time at such place, on such day and at such time as the president may determine. The secretary calls meetings when directed or authorized by the president.

29.2 Notice of every meeting, including special meeting, is given to each director not less than fourteen (14) working days before the time when the meeting is to be held, save 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.

### 30 Meetings by Telephone

Provided that all the directors agree, any or all of the directors may participate in a meeting of the board or of a committee of the board, by means of a conference telephone or some other communication facility that permits all persons participating in the meeting to hear one another. A director who participates in such a meeting by means of such device is deemed to be present at such meeting.

### 31 First Meeting of New Board

Each newly elected board, provided a quorum of the directors is present, may without notice hold its first meeting immediately following the meeting of the Association at which such board was elected, for the purpose of organization and the election and appointment of officers.

### 32 Special Meetings

The president shall call a special meeting of the board of directors whenever a written demand is addressed to him 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 except with the agreement of two-thirds (2/3) of the directors present.

### 33 Place of Meeting

Meetings of the board are held at the registered office of the Association or elsewhere in

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Canada or, if three-quarters (3/4) of the members of the board agree, at some other place outside Canada.

### 34 Meeting Chairman

The president or, in his absence, the vice-president, chairs meetings of the board.

### 35 Quorum

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

35.2 A quorum must be maintained throughout the meeting. A person who is precluded from voting because, for instance, of a conflict of interest with what is being decided by the board, cannot be counted in determining a quorum.

### 36 Decisions, Consensus, Voting

36.1 At all meetings of the board, the board or any committee an attempt will be made to reach a consensus consistent with the traditions and customs of First Nations and if a consensus is reached the question will be determined by the consensus.

36.2 Where a consensus cannot be reached on any question the question shall be determined by a majority of votes unless specifically required otherwise by the by-laws of the Association or the Act.

36.3 The chairman of any meeting is entitled to a vote at said meeting. In case of an equality of votes either as a show of hands or as poll, the vote is lost.

36.4 At any meeting of the board, only directors may vote and proxies are not permitted.

### 37 Interest of Directors in Contracts

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

### 38 Attendance of Non-Board Members

The president may invite the chairman 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.

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### 39 Remuneration and Expenses

- 39.1 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.
- 39.2 In exceptional circumstances, the board may, by resolution, award special remuneration out of the funds of the Association to any director who performs any special work or service for, or undertakes any special mission on behalf of the Association outside the work or services ordinarily required of a director of the Association.

## IX COMMITTEES OF THE BOARD

### 40 Executive Committee

#### 40.1 Members

The Executive Committee is the Board of Directors with the addition of the immediate past President. The Committee is comprised of,

40.1.1 the President;

40.1.2 the Vice-President (West); (region from Manitoba West to British Columbia)

40.1.2.1 the Vice-President (East); (region from Manitoba East to East Coast)

40.1.3 the Secretary/Treasurer, and

~~40.1.4 the Treasurer, and~~

40.1.5 the past President

The executive committee shall be selected by the directors at every second annual conference.

#### 40.2 Selection of the Executive Committee

The Board/Executive shall be elected by the general membership every two (2) years.

#### 40.3 Terms of office of Directors/Executive is a two (2) year term.

40.3.1 Terms of the office of length of the Directors/Executive: Executive positions will be held for 2 terms maximum. (2 terms consecutive would equal 4 years in an Executive position, regardless of the Executive position) Then the candidate could sit out 2 years, prior to accepting any nominations to run again. The candidate would be then eligible to run again for 2 consecutive terms. (4 years) Candidates would be eligible to run for 2 terms in each Executive position.

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### 40.4 Vacancy on Executive Committee

If there be a vacancy on the executive committee between elections the directors may fill the vacancy until the next election or, in the alternative, the board may on motion direct elections at the next annual conference to fill the vacancy or vacancies.

### 40.5 Powers

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

### 40.6 Meetings

40.6.1 The executive committee meets upon call of the president at such time and place as he/she designates, 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. Attendance is in person only.

40.6.2 The provisions of section 30 respecting telephone meetings apply to meetings of the executive committee.

### 40.7 First Meeting of New Executive Committee

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

### 40.8 Quorum

A majority of members of the executive committee in office at any one time, provided it includes the president or the vice-president, forms a quorum.

### 40.9 Meeting Chairman

The president or, in his absence, the vice-president, chairs the meetings of the executive committee.

### 40.10 Decisions, Consensus, Voting

40.10.1 At all meetings of the executive committee, the board or any committee an attempt will be made to reach a consensus consistent with the traditions and customs of First Nations and if a consensus is reached the question will be determined by the consensus.

40.10.2 Where a consensus cannot be reached on any question the question shall be determined by a majority of votes unless specifically required otherwise by the by-laws of the Association or the

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40.10.3 The chairman of any meeting is entitled to a vote at said meeting.

In case of an equality of votes either as a show of hands or as a poll, the vote is lost.

40.11 Interest of Executive Committee Member in Contract.

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

40.11.2 A member of the executive committee shall not take part in discussions on, nor vote on any resolution relating to any such contract or arrangement.

40.12 Attendance at Executive Committee Meetings

The president may invite the chairman 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.

40.13 Remuneration and Expenses

40.13.1 Members of the executive committee do not receive any remuneration for their services.

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

40.13.3 A member of the executive committee may be paid such sums in respect of his out-of-pocket expenses incurred in attending meetings or other business in respect of the performance of his duties as the board may determine.

### **X OTHER GENERAL AND SPECIAL COMMITTEES**

41 Delegation

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

42 Role of General and Special Committees

General and special committees perform an advisory function.



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### 43 Terms of Reference

The terms of reference of each general or special committee shall be defined by resolution of the board.

### 44 Appointments

44.1 All appointments to committees for the ensuing year are made by the incoming president in consultation with the executive committee after the annual meeting. The president designates each chairman and provides him with a suggested list of members of his committee.

44.2 The committee chairman may amend the list by additions and/or deletions subject to confirmation by the president.

44.3 The chairman appoints the vice-chairman of his committee.

44.4 The vice-chairman performs the duties of the chairman in the latter's absence.

44.5 At any time, the chairman may initiate substitutions in the membership of his committee, provided he reports any such change promptly to the president and obtains his assent.

44.6 The chairman may also commission, with the prior approval of the board, non-members of the Association to serve as technical advisors on his committee.

### 45 Representation

The chairman ensures as broad a representation on his committee practical, consistent with provision of a nucleus of members located in relatively close proximity to one another to facilitate their meeting as a sub-committee when a meeting of the whole committee cannot be convened.

### 46 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 chairman or the vice-chairman

### 47 Reports

47.1 During his term of office, the chairman of a committee reports to the board on the work accomplished by his committee. He may seek advice or direction from the board or his coordinator on any matter pertaining to the activities of his committee.

47.2 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 chairman to the annual meeting of the Association, unless otherwise specified in the terms of reference establishing the committee. Any resolution proposed and endorsed by a majority of the committee as a result of its work, is submitted as may be directed by the board from time to time.

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### 48 Interrelations Between Committees

- 48.1 The coordination and integration of tasks as well as the rational development of general and special committees is ensured by coordinators, in numbers as may from time to time be appointed by the president and chosen from members of the board of directors.
- 48.2 The areas of responsibilities of each coordinator are as determined from time to time by the president.
- 48.3 The chairman of any committee familiarizes himself with the terms of reference and areas of activities of other committees and avoids any duplication of work and any conflict by consulting with his coordinator, chairmen or members of other committees that may be involved with, share or assume responsibility for any matter or project under consideration by his committee.

## **XI OFFICERS**

### 49 Officers of the Association

The executive committee are the officers of the Association.

- 50 The board may, by resolution, appoint one or more assistants to any of the officers of the Association.

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

### 52 Duties of Officers

#### 52.1 President

The president is the chief executive officer of the Association. He presides at all meetings of the Association, of the board of directors, and of the executive committee. He is responsible for the implementation and the carrying out of all orders and resolutions of the Association, of the board, and of the executive committee. He appoints all members of standing and special committees in accordance with the procedure set forth in the by-laws. He is a member, ex-officio, of all standing and special committees.

#### 52.2 Vice-President

- 52.2.1 In the absence or disability of the president, the vice-president performs the duties and exercises the powers of the president.
- 52.2.2 The vice-president assists the president and performs such duties and exercises such powers as may be prescribed from time to time by the board or as delegated from time to time by the president.

## FIRST NATIONS CHIEFS OF POLICE ASSOCIATION - BY-LAWS

### 52.3 Secretary/Treasurer:

52.3.1.1 Gives or causes to be given all notices to members, directors and members of committees;

52.3.1.2 Attends all meetings of directors, their committees, and members;

52.3.1.3 Enters or causes to be entered in books kept for that purpose, minutes of all proceedings at all meetings of the Association;

52.3.1.4 Is custodian of the seal of the Association; and

52.3.1.5 Performs such other duties as may from time to time be prescribed by the board or required by law.

52.3.1.6 Is custodian of, responsible for, and has charge of all funds and securities of the Association, deposits or causes to be deposited all such funds and securities in the name of the Association in such depository as may be selected by the board;

52.3.1.7 Keeps or causes books to be kept in which are entered the receipts and disbursements and assets and liabilities of the Association;

52.3.1.8 Attends all meetings of directors, their committees and members;

52.3.1.9 Performs such other duties as may from time to time be prescribed by the board or required by law.

### 52.4 Directors' Additional Duties.

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

52.4.1 Support and promote the aims and objectives of the Association as set out in the constitution, by-laws and Articles of Incorporation;

52.4.2 Express the interest of the Association as to their Provincial, Federal and First Nations;

52.4.3 Communicate to the board, the specific law enforcement problems and needs of their regions as well as the view of members of the Association within their regions;

52.4.4 Communicate information on official business of the Association to the First Nations law enforcement community within their regions.

52.4.5 Encourage membership in the Association;

52.4.6 Submit requests for funding assistance to appropriate funding authorities;

52.4.7 And assist in fund raising activities on behalf of the Association.

## FIRST NATIONS CHIEFS OF POLICE ASSOCIATION - BY-LAWS

### 52.6 Executive Director/Administration

52.6.1 The executive director as and when appointed:

52.6.1.1 Is responsible to the board of directors for the general administration of the Association and the furtherance of its aims in accordance with the constitution, by-laws and such policies as may be set from time to time by the board;

52.6.1.2 Will enter into a contract with the Board on behalf of the Association that outlines all of the Executive Director's responsibilities.

52.6.1.3 Assists the treasurer in the preparation of an annual budget for presentation to the board;

52.6.1.4 Submits to the treasurer all recommendations for capital expenditures;

52.6.1.5 Is the appointed secretary of the board of directors and is responsible for all related procedure as contained in the by-laws;

52.6.1.6 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,

52.6.1.7 Takes or causes to be taken the action necessary to achieve the aims and objectives of the Association.

52.6.1.8 Exercises as prime responsibility those duties set out in section 52.4.1 of the by-laws though the overall responsibility remains with the treasurer;

### XII AGENTS AND EMPLOYEES

#### 53 Appointment and Engagement

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

#### 54 Duties of Agents and Employees

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

## **FIRST NATIONS CHIEFS OF POLICE ASSOCIATION - BY-LAWS**

### **XIII BUSINESS OF THE ASSOCIATION**

#### 55 Seal

55.1 The seal of the Association is in such form as may be prescribed by the board.

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

55.3 The custody of the seal is entrusted to the secretary.

#### 56 Fiscal Year

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

#### 57 Voting Rights in Other Agencies, Associations or Organizations.

57.1 All voting rights held from time to time by the Association in other agencies, associations or organizations may be voted at any and all meetings of these agencies, associations or organizations, in such manner and by such persons as the board may from time to time determine.

57.2 The proper signing officers of the Association may also execute and deliver for and on behalf of the Association, instruments of proxy and arrange for the issuance of voting certificates or other

evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board.

### **XIV FINANCES**

#### 58 Negotiable Instruments

All cheques, drafts, notes, acceptances or orders for the payment of money may be signed by any member of the Executive or by such other officer or person as the board may from time to time appoint, provided that bills of exchange, promissory notes or cheques or orders for the payment of money may be endorsed for deposit to the credit of the Association with any banker of the Association by any member of the Executive or such other officer or person as the board may appoint for that purpose.

#### 59 Contracts and Other Documents

Contracts, documents and other instruments in writing requiring the signature of the Association is signed by any two of the following: the president, the vice-president, the secretary, the treasurer and the executive director. All contracts, documents and instruments in writing so signed binds the Association without any further authorization or formality. The seal of the Association, when required, may be affixed to all such written documents and instruments.

## **FIRST NATIONS CHIEFS OF POLICE ASSOCIATION - BY-LAWS**

### **60 Banking**

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

### **61 Auditors**

- 61.1 The members shall at each annual meeting appoint an auditor to audit the accounts of the Association for a report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the board may fill any casual vacancy in the office of auditor.
- 61.2 The remuneration of the auditor is determined by the board of Directors.

## **XV INDEMNIFICATION AND INSURANCE**

### **62 Indemnification**

Every director, officer, agent and employee of the Association, his heirs and legal representative are, at all times, indemnified out of the funds of the Association or of the proceeds from an insurance policy against such liabilities, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in

respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director, officer, agent or employee of the Association, if:

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

### **63 Insurance**

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

## FIRST NATIONS CHIEFS OF POLICE ASSOCIATION - BY-LAWS

### XVI AMENDMENTS TO THE BY-LAWS

- 64 The by-laws of the Association may be amended or repealed by a by-law adopted by majority of the directors at a meeting of the board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast by the voting members of the Association at a meeting duly called for the purpose of considering the said by-law, provided that the amendment or repeal of such by-law is not enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs Canada is obtained.

### XVII DISSOLUTION

- 65 It is specially provided that in the event of dissolution or winding up of the Corporation all its remaining assets for payment of its liabilities shall be distributed to one or more organizations in Canada carrying on similar activities.

- 66 Aboriginal Self-Government

It is understood that the Association has been established as a Federally incorporated company for purposes of convenience and legal certainty and without prejudice to Aboriginal, Treaty or inherent rights. In the event that Aboriginal self-government, inherent or otherwise, is recognized in Canada and jurisdiction is assumed over corporate matters, the Association may apply for status as a First Nations Company and discontinue its status as a Federally Incorporated Company.