

INTERNATIONAL POLICE ASSOCIATION

SECTION CANADA

STATUTES



Statutes relating generally to the conduct of the affairs of the

International Police Association – Section Canada

(the “Corporation”)

BE IT ENACTED as the Statutes of the Corporation as follows:

That the following shall comprise the statutes of International Police Association - Section Canada as required under the Canada Not-for-profit Corporations Act S.C. 2009, c. 23 and Article 12 of the International Police Association Statutes.

PART I

Bylaws

PREAMBLE

Section Canada was officially recognized by the International Police Association on March 16, 1961. After much work by our Founder Rev. Charles Wright of Region 1 and a retired member of the London, Ontario Police Service (Charles passed away on Jan. 20, 2016 at the age of 90 years). As of 2016, on March 16 of each year, IPA Canada regions will recognize this date as Founder’s Day.

IPA Canada was officially recognized as a Not-for profit corporation by Corporations Canada on Sept. 4, 2014. The Corporation number is: 900916-7.

The Registered Office of IPA Section Canada shall be the address of the Secretary General.

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1.0 Definitions

In these Bylaws and all other documents made pursuant to the Bylaws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 and any Regulations made pursuant to the Act.

"articles" means the original or restated articles of incorporation.

"Annual General Meeting" has the same meaning as a meeting of members.

"Auxiliary Police Officer" means a person who has received police training and has thereafter been sworn in by a police service as a volunteer Auxiliary Police Officer, whose responsibilities include accompanying sworn police officers performing their duties and providing crime prevention services to the public, as directed.

"Board" means the Board of Directors of the Corporation.

"bylaws" are rules established by this Association to regulate itself, as required by the Act.

"consensus, vote by" means an agreement by general consent and approved by a vote of 50% + 1.

"Director" means an individual appointed by the Minister under section 281 of the Act;

"director" means a member of the Board of Directors.

"electronic vote" or "eVote" means an election system that allows a voter to record his or her ballot.

"extraordinary meeting of members" means a meeting of members called for to discuss a serious issue; a non-routine meeting called for a specific purpose.

"improper conduct" generally means, actions or behaviour that violate the IPA Canada Statutes; means behaviour that a reasonable and sensible person would not do or a violation of the Section IX - Code of Conduct.

"in good standing" means a member of IPA Canada whose membership has not been terminated.

"IPA Canada" means International Police Association - Section Canada, or the Corporation.

"meeting of directors" means a meeting of the Board of Directors.

"meeting of members" means a meeting of any class or classes of IPA Canada members entitled to vote at a meeting of members; includes both an Annual General Meeting and a Special General Meeting.

"officer" means an individual appointed as an officer under section 142 of the Act, the president, secretary general, treasurer, or any other individual who performs functions for the corporation.

“official correspondence” includes correspondence received or sent to any person or entity that is or may be of historical or legal value. Official Correspondence does not include internal or routine emails, sent or received in the conduct of regular business.

“police officer” for the sole purpose of determining membership eligibility means, a sworn peace officer whose primary functions are the prevention of crime, enforcement of municipal, provincial or federal law and the preservation and maintenance of public peace.

“Police Service” means, a branch, service, department or force whose functions are the prevention of crime and the enforcement of municipal, provincial or federal law, together with the preservation of peace and maintenance of good order.

“proposal” means a discussion item.

“quorum”, as it relates to a meeting of members, means one (1) percent of eligible voters, which will be determined by the sum of members in attendance at the meeting plus the number of members who previously cast ballots by eVote, to make the proceedings of that meeting valid.

“regional officer” means any elected or appointed member of a region but does not mean ‘officer’ under section 142 of the Act.

“Regions” means the following Regions have received a charter from IPA Canada.

- | | |
|------------------------------------|---------------------------------|
| 1. London | 9. British Columbia Mainland |
| 2. Toronto | 10. Hamilton |
| 3. Calgary | 11. Windsor |
| 4. Manitoba, Saskatchewan, Nunavut | 13. Vancouver Island |
| 5. Edmonton, Yukon and NWT | 14. Lethbridge |
| 6. Ottawa | 15. Montérégie |
| 7. Montreal | 16. New Brunswick, Nova Scotia, |
| 8. Quebec | PEI, Newfoundland and Labrador |

“Regulations” means the Canada Not-for-profit Corporations Regulations.

“resolution” means a written proposal prepared by a member or a Committee to do something or request that something be done or express an opinion with regard to an issue; synonymous with a written motion.

“resolution, ordinary” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.

“resolution, special” means a resolution that, in order for it to be passed, requires a two third (2/3) majority of votes cast. A special resolution is needed to make, amend or repeal articles dealing with conditions of membership, notices of meetings to members, transferability of membership or absentee voting.

“Reserve Constable” means a person who has received police training and has thereafter been sworn in by a police service as a volunteer Reserve Constable, whose

responsibilities include accompanying sworn police officers performing their duties and providing crime prevention services to the public, as directed.

“**voting member**” means a member entitled to vote.

1.1 Interpretation

1.1.1 In the interpretation of these Bylaws and all other documents made pursuant to the Bylaws of the Corporation, unless the context otherwise requires, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

1.1.2 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws and all other documents made pursuant to these Bylaws.

1.2 Title and Motto

1.2.1 The Association shall be called the "International Police Association - Section Canada" (IPA Canada).

1.2.2 The motto, in Esperanto, shall be "*Servo per Amikeco*" (Service through Friendship).

1.3 Emblem and Logo

1.3.1 The emblem of the IPA is protected by copyright under the W.I.P.O. (World Intellectual Property Organization).

1.3.2 The official logo of the Section Canada of the IPA shall be a red maple leaf surrounding the round logo of the International IPA. As of 2014 a second Canadian logo containing our Maple Leaf logo behind the upper left corner of the International logo was approved. All members shall be entitled to wear the Section Canada logos.

1.4. Corporate Seal

The Association has an approved Corporate Seal and the Secretary General of the Association shall be the custodian.

1.5 Authority

1.5.1 The Board of Directors of IPA Canada acknowledges the authority of the International Executive Council, upon which it is represented, and will undertake to carry into effect the policy and directions of the International Executive Council, save for any restrictions imposed by any laws in force in Canada.

- 1.5.2 The Board of Directors, by special resolution, may approve the creation, change or amendment of Bylaws. A new or revised Bylaw, once approved by the Board of Directors, will take effect as soon as it is promulgated to the membership. Once ratified at the next meeting of members the Bylaws will be amended.
- 1.5.3 The Board of Directors, by ordinary resolution, may approve the creation, change or amendment of Directives to supplement the Bylaws. The new or revised Directive, will take effect as soon as it is promulgated to the membership. Once ratified at the next meeting of members the Directives will be amended.
- 1.5.4 Resolutions to amend the IPA Canada statutes may be made at a meeting of members or by using the eVoting. The process will be coordinated by the Secretary General or a member designated by the Board.
- 1.5.5 When amendments to the Bylaws are made, the amendment will carry in brackets the month and year the resolution was passed i.e. [JAN/21] to indicate Jan 2021 at the end of the paragraph(s).
- 1.5.6 Resolutions to amend the IPA Canada Statutes by Board or by members shall be deemed carried by ordinary resolution unless identified as requiring special resolution.

1.6 Aims and Objectives

- 1.6.1 The aims and objectives of IPA Canada shall be consistent with those of the International Police Association.
- 1.6.2 The International Police Association is an independent body made up of members of the police service whether on active duty or retired, and without distinction as to rank, sex, race, colour, language or religion. Its purpose is to create bonds of friendship and to promote international cooperation. It is committed to the principles set out in the Universal Declaration of Human Rights adopted by the United Nations in 1948. Its aim includes the development of cultural relations amongst its members, a broadening of their general knowledge, and the exchange of professional experience; in addition, it seeks to foster mutual help in the social sphere and to contribute within the limits of its possibilities to the peaceful coexistence of different peoples and to the preservation of world peace.
- 1.6.3 To this end, IPA Canada undertakes:
 - (a) To unite all serving and retired members of the police service, with the view to establishing ties of friendship and mutual aid among them.
 - (b) To organize or facilitate exchange holidays, pen friendships and group visits.

- (c) To encourage and stimulate the work of public service. To promote respect for law and the maintenance of order among members of the police service in all member countries and when the opportunity arises, to engage in social and cultural activities.
- (d) To render assistance to non-members when such is deemed necessary in the interest of humanity and common decency.
- (e) To exchange publications regularly among national Sections with the view to encouraging relations between members of the IPA throughout the world.
- (f) To establish a correspondence service to inform members on all subjects of interest to the Association.

1.7 General Provisions

Where any discrepancy cannot be satisfactorily resolved by the ordinary rules of interpretation, the English text of the statutes prevails over the French text.

2.0 Fiscal Year End

The fiscal year end of the Corporation shall be the December 31st of each year.

2.1 Banking Arrangements

2.1.1 The banking business of the Corporation shall be transacted with such chartered banks, trust companies, credit unions or other firm or bodies corporate carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

2.1.2 All monies received for or on behalf of IPA Canada shall be paid into an account of IPA Canada at a registered financial institution.

2.1.3 All cheques and other financial documents shall be made payable to "IPA Canada".

2.1.4 The National President, Secretary General and National Treasurer shall be authorized to sign cheques for IPA Canada. Two signatures shall be required on all expenditures from IPA Canada funds.

2.2 Revenue from Membership Enrolment and Renewal

2.2.1 The IPA Canada portion of revenue from membership enrolment and renewal fees shall be paid by the regions to the National Treasurer before the last day of January of the following year.

2.2.2 The membership and enrollment fees will be calculated as follows:

(a) The enrolment fee for Ordinary and Foreign Associate Membership in the IPA Canada shall be thirty-five dollars (\$35.00). The National Treasury shall receive fourteen dollars and 50 cents (\$14.50) of the enrolment fee, and the region shall retain twenty dollars and 50 cents (\$20.50).

(b) The renewal fee for Ordinary and Foreign Associate Membership in the IPA Canada shall be thirty-five dollars (\$35.00). The National Treasury shall receive fifteen dollars and 50 cents (\$15.50) of the renewal fee and the region shall retain nineteen dollars and 50 cents (\$19.50).

2.2.3 Members from Regions that have not paid their portion of revenue from membership enrolment and renewal fees at para. 2.2.1 will not be permitted to participate in any IPA events or activities, in Canada or Internationally, until the said Region's portion of annual dues owing has been paid in full to the National Treasury. The foregoing includes submitting International Travel Forms.

2.2.4 Regions that have not paid their portion of revenue from membership enrolment and renewal fees at para. 2.2.1 will not be permitted to request membership cards.

2.3 IPA Canada Accounts – Yearly Review

IPA Canada National accounts shall be reviewed yearly by a member selected by the Board. The account review report shall be presented at the Annual General Meeting.

2.4 Annual Financial Statements

2.4.1 All financial statements required under section 172 (1) of the Act, shall be made available by the National Treasurer 30 days prior to an Annual General Meeting. For the purpose of paragraph 172(1) of the Act, the prescribed comparative financial statements are the following:

- (a) a statement of financial position or a balance sheet;
- (b) a statement of comprehensive income or a statement of retained earnings;
- (c) a statement of changes in equity or an income statement; and
- (d) a statement of cash flows or a statement of changes in financial position.

2.4.2 The Association financial statements shall be made available to members upon written request through electronic means and/or print means.

2.5 Borrowing powers

No director, officer or member of the corporation may:

- 2.5.1 borrow money on the credit of the corporation;
- 2.5.2 issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- 2.5.3 give a guarantee on behalf of the corporation to secure performance of an obligation of any person; or
- 2.5.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

2.6 Directors and Officers Liability Insurance

The Association will purchase and pay for Directors and Officers Liability Insurance for the Association and the Regions. A copy of the policy will be kept in the possession of the Secretary General.

3.0 Categories of Membership

3.0.1 **Life Membership** (full voting rights),

- (a) Life Membership may be granted to members of IPA Canada after a minimum of five years Ordinary Membership and may be awarded only in recognition of some significant service performed to the benefit of the Association.
- (b) Life Membership shall be subject to recommendation by a regional executive for the approval by the membership at the next AGM.

3.0.2 **Ordinary Membership** (full voting rights),

- (a) Shall be open to any serving police officer.
- (b) Shall be open to any retired or former police officer who has served with a police service for a minimum period of five (5) years and has left that employment in good standing. This shall include a "Special Constable or equivalent" who qualified for membership and who served in that capacity for a minimum of five (5) years.
- (c) Shall be open to any officer with the designation "Special Constable, or equivalent" provided he is in the full time employ of a service, department or force whose functions are the prevention of crime and the enforcement of municipal, provincial or federal law as well as the preservation and maintenance of public peace for a minimum of five (5) years. The responsibilities of said special constable must be consistent with those of a police officer. This excludes those special constables whose main duties are clerical or administrative.
- (d) Shall be open to any full-time police cadet who is sworn as a "Peace Officer" as defined in Section 2 of the Criminal Code (R.S.C. 1970 Chapter C-34 or as further amended) and is employed by a police service
- (e) Shall be open to any serving Auxiliary Police Officer, Reserve Constable or Military Police Reservist.
- (f) Shall be open to any former Auxiliary Police Officer, Reserve Constable or Military Police Reservist who has served a minimum of five years and has left the police service in good standing.
- (g) Members of a Provincial Sheriff's Service will not be eligible for membership unless their specific duties are consistent with those of a police officer.
- (h) Membership shall be open to full time civilian employees of a police service who have completed five (5) years of service and who work directly with front line officers on receiving and/or dispatching calls for service or on scenes of crime and forensic investigations.

- (i) Membership shall be open to retired or former full time civilian employees of a police service who had worked directly with front line officers on receiving and/or dispatching calls for service, crime scenes, and forensic investigations and left that employment in good standing with a minimum of 5 years of service.

All applications for "Ordinary Membership" shall be subject to the approval of the regional executive. Any application that is not approved by the regional executive may be appealed in writing to the Board and this decision will be final.

3.0.3 Foreign Associate Membership (full voting rights),

- (a) Foreign Associate Membership shall be open to members of the police community of any other country where the International Police Association does not exist, and whose police status is equivalent to that of "Ordinary Membership" of the IPA Canada.
- (b) Such "Foreign Associate Members" shall become members of the region recruiting them and shall have "Foreign Associate Membership" in that region and the IPA Canada.
- (c) Application for "Foreign Associate Membership" shall be subject to the approval of the regional executive and acceptance by the Board.
- (d) A Foreign Associate Membership within the IPA Canadian Section shall be withdrawn automatically on the formation of a Section of the IPA in that member's country.
- (e) A Foreign Associate Member is not eligible to be a Director of the Association.

3.0.4 Extraordinary Membership (full voting rights),

- a. Shall be open to a widow, or widower of a deceased member in good standing of IPA Canada who was serving as a qualified member of the IPA Canada at the time of his death.
- b. A widow or widower must apply for Extraordinary Membership to the Regional Executive where the original membership was held, within one year of the death of the member.
- c. Extraordinary Members shall receive a membership card and have a vote. They are not required to pay membership dues.
- d. Extraordinary Members cannot hold office either at the regional or national level.

3.0.5 **Honorary Membership** (no voting rights).

- (a) Honorary Membership may be granted to a person who, in the opinion of the Board of Directors, has rendered noteworthy service to IPA Canada, the police profession, or to law enforcement in Canada.
- (b) Such members shall not have a vote and may not hold office within the IPA Canada National level. Honorary members may fill office at the regional level to a maximum of one "Honorary Member" per executive. The office held shall not be that of President, Secretary or Treasurer.
- (c) Application for Honorary Membership must be made by the regional executive concerned and submitted for approval to the Board.

3.1 **Changes to Membership Qualification**

Any changes to the membership qualifications shall not be made retroactive and may in no way disqualify existing members from continuing as members of IPA Canada.

3.2 **Application for Membership**

- 3.2.1 Application for membership in IPA Canada shall be in writing or online using an IPA Canada Membership Application form and members shall be recruited regardless of rank, race, colour, sex or creed.
- 3.2.2 Membership fees shall be paid in advance of membership being granted or renewed.
- 3.2.3 Upon receipt of an application form, a region may enroll a new member who qualifies for membership within IPA Canada, regardless of the applicant's geographical area of work or residence.

3.3 **Annual Membership Dues**

- 3.3.1 The amount of the membership enrolment fees and annual dues for the renewal of membership, as well as the apportionment of revenue between the region and IPA Canada, shall be determined by the Board and ratified by the members eligible to vote at the Annual General Meeting.
- 3.3.2 "Ordinary Members" and "Foreign Associate Members" shall pay annual dues to retain membership in good standing. Payments must be made before the first day of April of the year to which the dues relate.
- 3.3.3 An Ordinary Member who has not paid the previous year's dues may regain his current membership. The member will be required to pay the current year's dues and the dues for the previous year. He will not be permitted to re-join as a new member, in order to waive the previous year's dues.
- 3.3.4 Any former Ordinary Member of IPA Canada, who has let his membership lapse three years or more, including the year in course, shall be treated in the same

procedure as a new member. The member's old number may be re-assigned to him, at the discretion of the regional executive.

- 3.3.5 An applicant for Ordinary Membership or Foreign Associate Membership shall pay the full enrolment fee after being informed his application has been approved. Where an enrolment is made during the months of November or December that single payment shall retain the member in good standing until the close of the following year.
- 3.3.6 Life Members, Honorary Members and Extraordinary Members shall not be required to pay membership dues.
- 3.3.7 Ordinary Members having attained forty (40) years or more of continuous membership in IPA Canada shall not be required to pay the National portion of the yearly membership fee, commencing in the 2019 membership year.
- 3.3.8 The membership year for IPA Canada shall be from the first day of January to the last day of December in the given calendar year.
- 3.3.9 The Regional Treasurer shall provide an accounting of the regional membership composition to the National Treasurer with the remittance of the National dues by January 31. This accounting shall be considered to be the membership strength of the region.

3.4 Termination of Membership

Membership in IPA Canada shall be terminated for any of the following reasons:

- 3.4.1 leaving IPA Canada through non-payment of dues,
- 3.4.2 a violation of Section 9 – Code of Conduct or other improper conduct.
- 3.4.3 an "Honorary Member" of a region who fails, without reasonable excuse, to have contact with that region, or at the discretion of the region to which he belongs,
- 3.4.4 an "Extraordinary Member" of a region who fails, without reasonable excuse, to have contact with that region,
- 3.4.5 leaving the Police Service with less than the required years of service,
- 3.4.6 leaving the employ as a "Special Constable or equivalent" without the required years of service,
- 3.4.7 leaving the Auxiliary Police, Reserve Constables or Military Police Reserves and not qualifying for continuation of "Ordinary Membership", or
- 3.4.8 being a "Foreign Associate Member" whose country forms a national Section of the International Police Association.

- 3.4.9 Violation of the Statutes by conduct likely to bring discredit to IPA Canada shall render members liable to expulsion from IPA Canada, provided the member receives, by registered post, a notice in writing of expulsion signed by the Chair of the Board. Expulsion shall be effective twenty-one (21) days after posting unless notice of appeal is received by the Chair of the Board, by registered post, before the end of this period.

3.5 Privileges

Every member in good standing, shall:

- 3.5.1 have access to IPA Canada's Statutes on providing a written request to the Secretary General.
- 3.5.2 receive an International Police Association membership card.
- 3.5.3 have access to, all journals, newsletters and other literature published for general circulation by the IPA.
- 3.5.4 be allowed to take part in Association sponsored activities subject to the restrictions imposed by the organizing body.

4.0 Board of Directors - Composition

The Board of Directors of IPA Canada shall consist of a minimum of 6 Directors elected by the membership. Additional directors may be appointed by the Board of Directors in accordance with the Act.

4.1 Qualifications of directors

The following persons are disqualified from being a director of a corporation:

- 4.1.1 anyone who is less than 18 years of age;
- 4.1.2 anyone who is incapable;
- 4.1.3 a person who is not an individual; and
- 4.1.4 a person who has the status of a bankrupt.

4.2 No alternate directors

No person shall act for an absent director at a meeting of directors.

4.3 Duty to manage or supervise

Subject to the Act, the articles and any unanimous member agreement, the directors shall manage or supervise the management of the activities and affairs of a corporation.

4.4 Duty to comply

Every director of a corporation shall comply with

- 4.4.1 the Act and the regulations; and
- 4.4.2 the IPA Canada Bylaws and associated Directives.

4.5 Duties of Directors

Every director of a corporation in exercising their powers and discharging their duties shall:

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

4.6 Duties of Board

- 4.6.1 Subject to Section 124 of the Act, the Board shall manage or supervise the management of the activities and affairs of a corporation as set out in the Canada Not-for-Profit Corporations Act, its Regulations and the IPA Canada bylaws and directives including its property and business and shall be accountable to the membership.
- 4.6.2 Pursuant to section 160(1)(b) of the Act, the directors of the Association shall call an annual meeting of members not later than the prescribed period after holding the preceding annual meeting, but not later than the prescribed period after the end of the Associations preceding financial year.
- 4.6.3 Pursuant to Section 163 (1)(a) of the Act, the Board shall place on the agenda of the next members meeting; a motion from a member entitled to vote, subject to 163 (6) of the Act.
- 4.6.4 Pursuant to Article 15 of the International Statutes, National Sections shall elect a National Executive Board whose term of office shall be limited in time by the national statutes and which shall consist of at least a:
- President
 - Secretary General, and
 - Treasurer

4.7 Appointments

- 4.7.1 Pursuant to section 142 of the Act and subject to the articles, the bylaws and any unanimous member agreement, the Board may appoint officers of the Association.
- 4.7.2 The Board shall also appoint from amongst the directors a Chairperson and a Vice Chairperson to carry out the duties of the Chairperson where the Chairperson is unavailable.
- 4.7.3 The Board shall appoint from amongst the directors, or otherwise, a Secretary to the Board.
- 4.7.4 If, after an election, the Board discovers there is a lack of representation on the Board from an area of Canada, the Board shall appoint up to two (2) directors from the underrepresented area(s). In making this determination, the Board will use the following geographical areas:
- Atlantic Provinces,
 - Quebec,
 - Ontario, and
 - the Prairie Provinces, British Columbia and the Territories.

as the benchmark determining areas to be represented

4.7.5 The Board, at its discretion, may appoint from the eligible membership a National Treasurer - Social and Cultural Committee Chairperson, the Membership Committee Chairperson, the Communications Committee Chairperson or other officers or committees that are approved by a resolution and supported by a position description.

4.8 Terms of Office

The terms of office for directors shall be staggered. In the notice of Annual General Meeting, members will be informed each year of the forthcoming vacancies of the directors that require to be filled by election.

4.9 Transition Year

4.9.1 In order to implement staggered terms at 4.8, the year 2021 shall be referred to as the 'Transition Year' and all future elections shall be set based on the transition year and the schedule below:

- (a) the three candidates with the most votes received will be elected as a director for a three-year term, expiring in 2024, and
- (b) the next three candidates with the most votes received will be elected as a director for a two-year term, expiring in 2023.

4.9.2 A director not elected for an expressly stated term, ceases to hold office at the close of the first annual meeting of members following the director's appointment.

4.9.3 The directors will take office at the termination of the Association's Annual General Meeting at which they were elected.

4.9.4 The term of office for all officers elected or appointed prior to the Association's 2021 Annual General Meeting shall expire at the conclusion of this meeting.

5.0 Board of Directors Nomination and Election Process

- 5.1.1 Members of the Board shall be elected by an all-member vote, or appointed in accordance with the Act, from ordinary members of the Association in good standing. As membership in the IPA is required, section 124 (2) of the Act is non-applicable.
- 5.1.2 Members of the Board may serve more than one term if reelected by the membership.
- 5.1.3 Pursuant to Section 132(2) of the Act, if there has been a failure to elect the minimum number of directors provided for in the articles, the directors then in office shall without delay call a special meeting of members to fill the vacancy(ies) and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.
- 5.1.4 If a Director is unwilling or unable to carry out the appointed duties of their office, for whatever reason, a new election will be called. This election will be called as soon as practical after the departure of the incumbent Director.

5.1 Pre-election procedures

- 5.1.1 Nomination forms for an election of Board members shall be prepared by the Secretary General or a member designated by the Board.
- 5.1.2 One hundred and twenty (120) days prior to the date of an Annual General Meeting at which an election is to be held, the Secretary General or a member designated by the Board shall forward to all members eligible to vote, a nomination form.
- 5.1.3 The Nominations form shall also be posted on the National Website.
- 5.1.4 All nomination forms are to be returned to the Secretary General or a member designated by the Board by the date indicated in the correspondence; not later than ninety (90) days prior to the AGM.
- 5.1.5 Any member in good standing may nominate a Life Member or an Ordinary Member for election to the Board.
- 5.1.6 A nominated candidate shall within forty-eight (48) hours of nomination send an email to the Secretary General or a member designated by the Board confirming that he or she will stand for the election.
- 5.1.7 A potential candidate can self-nominate, in which case, the above email of confirmation is not necessary.
- 5.1.8 Nomination forms shall be accompanied by a brief resume or one-page covering letter, prepared by the candidate, detailing their qualifications and in particular

their organizational knowledge, high-level decision making skills, strengths in collaboration and governance, management acumen and responsibility.

- 5.1.9 The Secretary General or a member designated by the Board shall, within a three (3) week period following the receipt of the nomination forms, send out a ballot form to all members. The ballot form shall be accompanied by a list of all members nominated (alphabetically, by surname).

5.2 Selection process

- 5.2.1 The process of conducting elections will be under the direction of the Secretary General or a member designated by the Board with the support of a Returning Officer and Assistant(s).
- 5.2.2 The election of Directors shall be based on one vote per eligible voting member. As all eligible members will be allowed to vote, proxy voting or voting on behalf of another member is not permitted.
- 5.2.3 Eligible voting members who are present at an AGM and who have not previously cast an absentee ballot by eVote, are entitled to vote by paper ballot at the AGM. An envelope and paper ballot will be distributed, as required, at the commencement of the AGM.
- 5.2.4 All envelopes containing completed paper ballots shall be clearly marked "BALLOT". The voting member will complete an affidavit stating that he or she has not cast an eVote in the current election.
- 5.2.5 All completed paper ballots must be placed in an election box monitored by the Returning Officer or an Assistant Returning Officer prior to 1100 hours on the first day of the Annual General Meeting at which an election is to be held.
- 5.2.6 The paper ballots will be tabulated on the final day of the AGM at which an election is held. The results of the election will be the final order of business of the AGM.

5.3 Appointment of Returning Officer and Assistant(s)

- 5.3.1 The Board shall, prior to an election, appoint a Returning Officer and at least one assistant.
- 5.3.2 Only in the year of transition, 2021, names of parties interested to be Returning Officer and assistant(s) shall be collected by the Secretary General and submitted to the NEC for approval.
- 5.3.3 Only in the year of transition, 2021, shall the Returning Officer and assistant(s) be approved at least six (6) weeks before the AGM.
- 5.3.4 The persons appointed shall not be a nominee for a Director position.

5.4 Duties of Returning Officer and Assistant(s)

- 5.4.1 The Returning Officer shall not vote except to cast a deciding vote.
- 5.4.2 The assistant(s) to the Returning Officer shall assist throughout the election as required or directed by the Returning Officer and shall witness the counting of the paper ballots.
- 5.4.3 The Returning Officer or if unavailable the assistant will be responsible for receiving and tallying all votes. The voter will remain anonymous.
- 5.4.4 On the day of the AGM, once all the votes cast have been tallied, the Returning Officer or his assistant, shall announce the results of the election.
- 5.4.5 The Returning Officer shall indicate the number of ballots cast for each individual member and will indicate the members who have received the majority number of votes in order of highest vote for the number of Directors needed.
- 5.4.6 As soon as practicable following the election of Directors, the Returning Officer or Assistant will have all elected Directors, either individually or as a group, recite the Declaration found at Appendix "A".
- 5.4.7 The Returning Officer shall retain all ballots, documents and eVote material pertaining to the election of Directors for a period of three (3) months, after which they will be destroyed.

Appendix “A”

Declaration by a Director of the International Police Association, Section Canada

I [- - - name - - -] accept the position of Director.

I declare that while I hold the office of Director:

- I will comply with the Canada Not-for-profit Corporations Act, its Regulations and the International Police Association Statutes.
- I will uphold the Statutes of IPA Canada.
- I will exercise my powers and discharge my duties with honesty and good faith.
- I will always act in the best interest of IPA Canada.
- I will never permit personal feelings, animosities or friendships to influence my decisions as a Director.
- I will exercise care, diligence and all my skills to guide IPA Canada to the best of my ability.

6.0 Meeting of Directors

- 6.1.1 The Board shall meet as soon as practicable following the Association's Annual General Meeting to appoint the officers of the Association.
- 6.1.2 Inclusive of the above meeting, the Board shall meet at least four (4) times a year.
- 6.1.3 Directors, by majority vote, may determine the place or method of their meeting (in-person, telephonic or virtual) and the notice required.
- 6.1.4 A majority of Board members, the Chair of the Board or in their absence, the Vice-Chair may call a meeting of the Board at any time.
- 6.1.5 A notice of meetings of directors shall precede any meeting of directors.
- 6.1.6 Notice of meetings will specify the purpose of the meeting and/or the business to be transacted.
- 6.1.7 A notice of meetings shall include agendas identifying the matters to be considered at the meetings, but matters not included in those agendas may, with the consent of the directors, be added to the agendas and considered by the directors.
- 6.1.8 At any meeting of the Board, a quorum shall consist of a simple majority (50% + 1) of those entitled to be present and vote. Directors who declare a conflict of interest on an agenda item shall nonetheless be counted determining a quorum.
- 6.1.9 The chairperson shall not exercise voting powers unless there is a tied vote.
- 6.1.10 Only Directors in attendance at any meeting of the Board of Directors may vote. Replacements, voting by proxy or other types of absentee voting are not permitted.

6.1 Meeting of Members(Annual General Meeting)

- 6.11 An Annual General Meeting (AGM) shall be held each year in a different geographical area. An exception is permitted for special circumstances. The host region will establish, subject to the approval of the Board, the date and the venue for the meeting.
- 6.12 Locations of future Annual General Meetings shall be set, where possible, at least two years in advance at an AGM.
- 6.13 For the sole purpose of selecting a location for an AGM, the geographical areas for IPA Canada will be:
 - (a) East - includes the Atlantic Provinces and the Province of Quebec;
 - (b) Central – the Province of Ontario and

(c) West – the Prairie Provinces, British Columbia and the Territories.

6.14 Only members of the IPA Canada shall attend official meetings of IPA Canada, unless the chairperson of the meeting concerned, grants prior approval. Any such attendance is to be recorded in the minutes of the meeting.

6.15 Any member of IPA Canada may attend and speak on any matter on the agenda.

6.2 Quorum

A quorum shall be 1% of the voting members, as confirmed by the meeting Chair, is the minimum. In determining quorum, votes submitted in accordance with 6.5 (Absentee Voting) will also be used.

6.3 Timings

6.3.1 An AGM shall be held at least once a year.

6.3.2 The Secretary General or a member designated by the Board will call for motions at least ninety (90) days before the AGM.

6.3.3 The Board Chairperson on behalf of the Board, officers and every region, are required to provide a written report on their activities for the previous year. A written report, in the format prescribed, must be sent to the Secretary General at least sixty (60) days before the AGM.

6.3.4 The Secretary General or a member designated by the Board must receive motions for the agenda, in writing, at least sixty (60) days prior to the Annual General Meeting.

6.3.5 The Secretary General or a member designated by the Board shall ensure that a Notice of an Annual General Meeting, the proposed agenda and the eVote process is circulated to all members and posted on the National website at least thirty(30) days prior to the Annual General Meeting.

6.3.6 Notice of the time and place of an AGM shall be given to each member by mail, electronic mail or telephone.

6.4 Voting

6.4.1 Any member eligible to vote may only exercise one vote on any agenda item.

6.4.2 If a physical AGM is held, voting may be done in person, using a paper ballot at the AGM, or in advance of the meeting in accordance with Absentee Voting.

6.4.3 The voting member in attendance will complete an affidavit stating that he or she has not cast an eVote pertaining to AGM agenda business.

6.5 Absentee Voting

- 6.5.1 In the event that there is not a physical meeting or a member is unable to attend a meeting at which he or she is entitled to vote, the member may vote in advance of the meeting by eVote.
- 6.5.2 Absentee voting for elections will be conducted by eVote prior to an Annual General Meeting at which an election of Directors is required.
- 6.5.3 Upon receipt of the document containing the eVote instructions, list of Director nominees and Absentee Voter Ballot, the member will complete the Voter Ballot form indicating their vote beside the candidate(s) of their choice and submit the ballot to the eVote provider as per instructions.

6.6 Absentee Voter Ballot

Upon receipt of the document containing the motions and Absentee Voter Ballot, the member will complete the form indicating their vote beside each motion number and submit the ballot to the eVote provider as per the instructions.

6.7 Costs

- 6.7.1 The expenses for the Board, National President, Secretary General and National Treasurer to attend physical meetings shall be subsidized by the National Treasury. The expenses for other officers will be subject to Board approval through the annual budget process.
- 6.7.2 Honorary members and special guests invited to report to the meetings will be subsidized at a rate determined by a majority of the Board and invitees will be informed of the subsidy amount at the time of the invitation.
- 6.7.3 In the case of a physical meeting, financial assistance will be provided to the region hosting the Annual General Meeting to help defray their costs.
- 6.7.4 The business cost of hosting an Annual General Meeting will be the responsibility of IPA Canada.
- 6.7.5 Regions hosting an Annual General Meeting may set delegate and guest registration fees to cover social hosting costs.
- 6.7.6 The Board shall receive the budget from the host region and provide member registration fee for approval at least six months prior to the Annual General Meeting.

6.8 Meeting Etiquette

- 6.8.1 The National President or in his absence the Secretary General or a member designated by the Board will act as Chairman and will preside over the meeting. The Chairman's decision will be final in all matters not the subject of votes or

resolutions. The Chairman shall control, at his discretion, the length of any submissions.

- 6.8.2 Any motion arising from a topic of discussion included on the agenda shall automatically be included for vote on the agenda of the following meeting.
- 6.8.3 Before the commencement of the normal business of the meeting, agreement must be reached on the agenda, including any item declared under Other Business.
- 6.8.4 Only one member shall speak at one time, and the Chairman shall indicate the member who may speak
- 6.8.5 No member shall leave the meeting room without informing the Chairman.
- 6.8.6 The Secretary General or a member designated by the Board shall state aloud to the meeting the true count, including votes cast by absentee voters, of the vote on any matter.
- 6.8.7 After a resolution has been adopted by the members, the resolution may be set aside by a two-thirds (2/3) majority vote, at a subsequent meeting.
- 6.8.8 Under the topic of “Other Business”, any member may introduce items to be placed on the agenda of the next meeting and eliminate the need to notify the Secretary General or a member designated by the Board in writing. No discussion will take place on such items.
- 6.8.9 The meetings shall be recorded on duplicate sound recording devices.
- 6.8.10 The meeting shall be adjourned or closed at the direction of the Chairman.
- 6.8.11 Simultaneous translation should be used in every Annual General Meeting held in the Province of Quebec and the National Treasury will pay for this expense.

6.9 Resolutions

- 6.9.1 In order to comply with the requirements at 21(1)(c) of the Act, any member or committee wishing to introduce new business at an Annual General Meeting shall do so by submitting a Resolution to the Secretary General or a member appointed by the Board, 60 days before an Annual General Meeting.
- 6.9.2 All Resolutions received will be added to the meeting agenda and will be read aloud by the committee Secretary after which time a seconder for Resolution will be sought. If no seconder for the resolution comes forward, the Resolution will be recorded as defeated.
- 6.9.3 A Resolution shall be prepared using a Resolution form as shown at Appendix “A”. A blank fillable Resolution form may be found on the National website under Forms.

6.10 Minutes of Meetings

- 6.10.1 Minutes of every meeting of the Board of Directors shall be recorded and these minutes shall be made available to any member upon request.
- 6.10.2 Minutes of every AGM shall be prepared in both official languages and circulated by the Secretary General or a member designated by the Board, to each member of the Board of Directors and to each Regional Secretary within ninety (90) days after the meeting, or as soon thereafter as is practicable.
- 6.10.3 A copy of the minutes will be filed at the office of the Secretary General and the Historian.

Sample Copy of Resolution Form



INTERNATIONAL POLICE ASSOCIATION – SECTION CANADA

Resolution

Resolution Number

Prepared by:	Date	Entity: <i>(Board of Directors, Region, etc.)</i>

Resolution Title:

--

Resolution

--

Justification:

--

Implications if not adopted:

--

Financial Considerations:

--

FOR MEETING USE ONLY

The motion is stated and thrown open for discussion by the Chair

Discussion being finished, the Motion is put to a vote

VOTE COUNT:

YEA

NAY

ABSTENTION

STATUS OF MOTION:

CARRIED

DEFEATED

7.0 Regions

- 7.0.1 IPA Canada shall be comprised of regions, which will work together through the Board in a horizontal or flat organizational model to advance the aims and objectives of the IPA in Canada.
- 7.0.2 A region must have at least twenty (20) Ordinary Members and an elected executive of at least three positions:
- (a) Regional President
 - (b) Regional Secretary, and
 - (c) Regional Treasurer
- 7.0.3 Depending on need and individual circumstances of the region, a region may identify additional executive positions.
- 7.0.4 In the case of a key regional executive, as described in 7.3, who is unable for whatever reason to carry out the duties of his/her office, the regional executive may elect either to hold a by-election or to appoint a member to the office for the balance of the term.
- 7.0.5 Each region shall:
- (a) Convene a minimum of one general meeting annually,
 - (b) Provide a copy of the minutes of each general meeting to the Secretary General within 60 days following the meeting, and
 - (c) Provide a copy of all official correspondence and documentation to the Secretary General upon publication.
- 7.0.6 Individual members or Regions within IPA Canada must receive approval from the Board prior to initiating any promotional activities (i.e. Friendship Weeks) that involves the participation of IPA members from outside of Canada.

7.1 Regional Bylaws

Regions may draft their own Bylaws for approval by ordinary resolution at a Regional Annual General Meeting. The following conditions apply to Regional Bylaws:

- 7.1.0 they do not conflict with these statutes;
- 7.1.2 disputes regarding the interpretation of the statutes will be decided by the Board, and
- 7.7.3 a copy of the final approved Bylaws will be sent to the Secretary General

7.2 Regional Finances

- 7.2.1 The Regional President, Regional Secretary and Regional Treasurer shall be authorized to sign cheques on behalf of their respective region.
- 7.2.2 The accumulated assets of a Region remain with that Region for the purpose of local programs that will advance the Aims and Objectives of IPA Canada in that Region.
- 7.2.3 No Region may incur a liability it is unable or unwilling to discharge.
- 7.2.4 Regional Treasurers shall make available, upon request from a member of their region, an up to date financial statement.
- 7.2.5 At the request of the National Treasurer, each region will provide a Profit and Loss Statement in the format and timeframe required.

7.3 Expulsion

- 7.3.1 In the event of a serious violation of the IPA Canada Statutes by a region, the Board shall inform every region of the intended measures in writing by registered post, fax or e-mail. Temporary expulsion can occur, however, only by special resolution of the Board. At the next Annual General Meeting, an appeal may be lodged. Final expulsion must be by special resolution of the Board.
- 7.3.2 Any region of IPA Canada which has not paid its portion of the required annual national dues as provided for in Article 2.2 shall, after being in arrears for two years, receive a letter of notice of arrears, by registered post, fax or e-mail from the Treasurer. Should the region not pay after this warning, the Board at the next Annual General Meeting shall pronounce its expulsion.

8.0 Corporate Records and Registers

8.0.1 IPA Canada shall prepare and maintain at its registered office or at any other place designated by the Board, records containing:

- (a) the articles and the Statutes, and amendments to them, and a copy of any unanimous member agreement;
- (b) the minutes of meetings of members and any committee of members;
- (c) the resolutions of members and any committee of members;
- (d) a register of directors;
- (e) a register of officers; and
- (f) a register of members.

8.0.2 Pursuant to Section 22(1) of the Act a member may examine and on reasonable payment of any reasonable fee, take extracts from the records referred to in Article 23.1 items (a) to (e). A register of the corporation's members may be examined subject to the conditions contained in Section 23 of the Act.

8.1 Registers

Registers shall contain all the information prescribed under section 2 of the Regulations.

8.2 Membership Lists

8.2.1 All Regions will submit their membership list, containing the following information in the following order and in alphabetical order, to the Secretary General, no later than the first day of November of each year.

- (a) membership Number
- (b) name – in Surname, Given Name format
- (c) current residential or business address
- (d) telephone number
- (e) email address
- (f) the date on which the person became a member and if applicable the date on which that person ceased to be a member
- (g) the class of membership.

8.2.2 To satisfy 24.1(f), and the date on which a person ceased to be a member, Regions will notify the Secretary General, by email, and include and member's membership number and the date the member ceased to be a member of the IPA.

8.3 Communications

- 8.3.1 Every member of the Board shall forward, direct to the Secretary General or a member designated by the Board, one copy of any correspondence written on behalf of the IPA Canada or resulting from any official capacity of the Board. An additional copy will be sent to any other member who is directly concerned with the subject matter.
- 8.3.2 Every member of any committee or sub-committee shall forward direct, to the Secretary of that committee or sub-committee, one copy of any correspondence written on behalf of that committee or sub-committee or resulting from any official capacity of that committee or sub-committee.

8.4 Archives

- 8.4.1 Retention of all historical documents and minutes of meetings shall be indefinite. All other correspondence shall be retained for a period of five (5) years. Membership applications will only be retained for a period of two (2) years after a member has failed to renew his/her membership.
- 8.4.2 The records shall be maintained on acid-free paper in a protected binder sleeve until they are scanned for retention on a portable hard drive. Information retained by the historian will be made available to IPA Canada members upon request. Members requesting information will be responsible for all costs incurred in the reproduction and shipping of the requested material.
- 8.4.3 The IPA Canada Secretary General shall retain all minutes and all correspondence for the previous three years.
- 8.4.4 Upon dissolution of any committee or sub-committee, the Secretary of that committee or sub-committee shall tender all files of that committee or sub-committee to the Secretary of the original appointing body.
- 8.4.5 Every member acting in any official capacity for the IPA Canada shall maintain a file of all correspondence, both direct and received, on behalf of the IPA Canada. Any such files will be transferable to a member elected or appointed to that position.

9.0 Code of Ethics

IPA Canada - Code of Ethics

We are committed to:

- Integrity in our actions.
- Responsibility for our decisions and their consequences.
- Acting honestly, truthfully and with integrity in all our transactions and dealings.
- Avoiding conflicts of interest.
- Treating every individual with dignity and respect.
- Complying with both the spirit and the letter of the law.
- Being responsible, transparent and accountable for all of our actions.
- Improving the accountability, ethical conduct and effectiveness of the Association as we evolve.

9.1 Application

Applies to all members of IPA Canada.

9.2 General Rules of Conduct

9.2.1 All matters of policy connected with the IPA Canada shall be discussed only in IPA circles and no matter shall be discussed with unauthorized persons or disclosed to the press except through the NEB.

9.2.1 No discussion or activity shall be permitted which affects or concerns any Police Act in Canada, or the pay, pensions, or conditions of service of any Police Service at any meeting of IPA Canada. Any discussion or activity occurring in contravention of this rule shall be void and of no effect.

9.2.3 No member shall promote or attempt to promote any discussion concerning politics, religion, or racial matters at any meeting of IPA Canada, or through the medium of correspondence with any member of IPA Canada.

9.3 Compliance

9.3.1 IPA Canada requires all members, officers and directors to comply with all laws, rules and regulations applicable to the Association.

9.3.2 If, as a member of IPA Canada, you become aware of the violation of any law, rule or regulation by an IPA member, whether by an officer, director, or third-party doing business with or on behalf of IPA Canada, it is the member's responsibility to report the matter:

- (a) in the case of a member, to the regional president to which the member(s) belong.

- (b) in the case of an officer, to a regional president or the Chairperson of the Board of Directors; or
- (c) in the case of a director or third party, to the IPA Canada President.

9.3.3 **No Retaliation**

Members who report a concern in good faith shall not be subjected to any adverse action including:

- (a) Bullying and harassment, either in person or online,
- (b) Exclusionary behavior, or
- (c) Any other behavior that singles out the person unfairly

9.4 Conflict of Interest

9.4.1 Officers and directors must act in the best interests of IPA Canada and must refrain from engaging in any activity that presents a conflict of interest that could compromise their judgement or ability to act in the association's best interest.

9.4.2 Officers and directors must disclose any business relationships, associations or activities that could create actual, potential, or even perceived conflict of interest, at a meeting of members or Board meeting or in writing to the Chairperson of the Board.

9.5 Confidentiality

9.5.1 Officers and directors must maintain the confidentiality of sensitive information entrusted to them, including but not limited to:

- (a) personal or employment information gathered through the application process.
- (b) any communication marked as 'personal', 'private', 'not for distribution' or any other caveat indicating a restriction on sharing

9.5.2 Unauthorized disclosure of sensitive information is prohibited. Additionally, officers and directors should take appropriate precautions to ensure that sensitive information is not communicated except to other IPA members who have a need to know such information to perform their responsibilities.

9.6 Equal Authority

IPA Canada will not tolerate discrimination based on race, color, religion, gender, age, national origin, sexual orientation, marital status or disability

9.7 Harassment

IPA members will be treated with dignity and respect at all times. Any type of harassment, including physical, sexual, verbal or other, is prohibited and can result in administrative action up to, and including, expulsion from IPA Canada. Harassment includes actions, language or written words that create an intimidating or hostile environment.

9.8 Bullying

IPA Canada is committed to ensuring that all members enjoy a respectful environment that is free of bullying. Any type of Bullying:

- 9.8.1 Spreading malicious rumor or gossip
- 9.8.2 Excluding or isolating someone socially
- 9.8.3 Establishing impossible deliverables
- 9.8.4 Withholding necessary information or purposefully giving the wrong information
- 9.8.5 Intimidating someone
- 9.8.6 Impeding someone's work
- 9.8.7 Criticizing or belittling someone constantly

is prohibited and can result in administrative action up to, and including, expulsion from IPA Canada.

10.0 Travel

Except for in the case of emergency, all members wishing to avail themselves of the hospitality services of the International Police Association whether Nationally or Internationally shall give at least one (1) month notice through official channels outlining their intentions. Members of other National Sections of the International Police Association wishing to visit Canada and requesting the assistance of IPA Canada shall submit such request in writing to the National Travel Secretary at least one (1) month prior to the visit. Groups require three (3) months notification to the Section concerned.

10.1 Retention of Property

10.1.1 All rights, title and interest, both legal and equitable, in and to property of IPA Canada shall remain in IPA Canada. If any such property shall be in the possession or trust of a member, it shall be returned immediately to IPA Canada in the event of his/her death, resignation or termination.

10.1.2 The Secretary General shall maintain an inventory of all property.

11.0 Date of Commencement

- 11.0.1 Any amendments made to these Statutes shall become effective immediately after the amendment is passed.
- 11.0.2. Following the conclusion of the Annual General Meeting at which amendments to the Statutes were passed, a version of the said amendments in both official languages will follow as soon as possible.

12.0 Dissolution

- 12.0.1 The dissolution of IPA Canada can only occur with the unanimous agreement of an Extraordinary General Meeting at which at least three-quarters (3/4) of the Board is present.
- 12.0.2 In the event of the dissolution of IPA Canada the disposition of the assets of the Section shall be decided by an Extraordinary General Meeting.