

**BY-LAWS OF
THE CANADIAN ASSOCIATION FOR CIVILIAN OVERSIGHT
OF LAW ENFORCEMENT (CACOLE OR the “Association”)**

CONDITIONS OF MEMBERSHIP

1. Membership in the Association shall be limited to individuals and organizations interested in furthering the objects of the Association and the Association shall have the following classes of membership:
 - (a) Regular membership;
 - (b) Associate membership;
2. The following are eligible for regular membership in the Association:
 - (a) Federal or Provincial organizations that have the mandate, by or under a law, to provide civilian oversight in Canada;
 - (b) Organizations whose membership is composed of organizations that fall within paragraph (a);
 - (c) Individuals who are appointed to, employed by, or associated with organizations that fall within paragraphs (a) or (b).
 - (d) Individuals who are appointed to or employed by First Nations governance authorities.
3. First Nations policing organizations that have as part of their mandate to provide civilian oversight to that policing organization in conjunction with organizations that fall within paragraphs (a) or (b) form a special category of regular membership in the Association.
4. Individuals or organizations that have an interest in civilian oversight of law enforcement in Canada are eligible for associate membership in the Association.

PURPOSES

5. The goals of the Canadian Association for Civilian Oversight of Law Enforcement shall be:
 - (a) To provide for the establishment, development, education, and technical assistance of/for the civilian oversight of law enforcement.
 - (b) To develop a national forum to provide an informational and educational clearinghouse and a publication resource of educational information for the public and organizations in the field of civilian oversight of law enforcement.
 - (c) To encourage the highest ethical standards in organizations which oversee law enforcement.

- (d) To educate the public by developing mechanisms to enhance police and community relations, educate law enforcement agencies, and encourage law enforcement to respond with sensitivity to citizens' issues and complaints.
6. For purposes of affairs of the Association:
- (a) "Civilian oversight" means the independent external scrutiny, monitoring and reviewing of the conduct of law enforcement by civilian authorities for the purpose of achieving or enhancing the accountability of law enforcement organizations and individuals, who are employed by those organizations, to the public;
 - (b) "Law enforcement" means the institutions that have the purpose of enforcing the law and includes individuals who are employed by the institutions to enforce the law.
7. The Board may determine annual membership fees or dues for the two classes of membership and annual date for payment of such fees or dues. The fees may vary upon such basis as the Board shall determine and may be waived by a vote of two thirds of the Board.
8. Regular members and associate members may vote on all Association business at Association meetings.

HEAD OFFICE

9. The Head Office of the Association shall be deemed to be in the City and Province in which the serving president resides.

BOARD

10. The Corporation shall be governed by a Board of Directors
11. The Board shall have authority for policy direction, program direction and general financial management of the Association and may delegate all of its powers to a Management Committee. The affairs of the Association, including investments and disposition of its funds, and custody of its property, shall be managed by the Board;
12. Meetings of the Board may be held at any time and place provided that 14 clear days notice of such meeting shall be sent electronically or in writing to each director and provided there shall be at least one meeting per year of the Board. No error or omission on giving notice of any meeting of the Board or any adjourned meeting of the Board of the Association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
13. One-third of the directors of the Board shall constitute a quorum. Decisions of the Board

shall be made by simple majority vote taken at meetings, each director having one vote. The Chairperson shall only vote in the event of a tie.

14. A summary of Board decisions shall be promulgated in an Association publication of general distribution.

ELIGIBILITY FOR AND ELECTION OF THE BOARD OF DIRECTORS

15. Any person who is the head of an organization mandated under provincial or federal legislation that is a regular member of CACOLE or a person duly authorized by the head of the organization will be a director on the Board.
16. First Nations Policing Organizations that form a special category of regular membership in the Association may elect up to 3 representatives from their membership to be directors on the Board.
17. Associate members shall elect two representatives from among their membership to be directors on the Board. Where fewer than two associate members are nominated for the position of an associate director, any nominated associate member may be acclaimed in the position.
18. Where insufficient associate members are nominated or elected to fill the positions on the Board or to be elected by associate members, regular members from any constituency may be nominated to serve in the vacant position or positions, as the case may be. Where regular members are standing for election in such circumstances, all members are entitled to vote for that position in the election.
19. Where no director is elected from a jurisdictional constituency, the Board may appoint a member from that jurisdictional constituency to be a director until the next annual general meeting of the Association.

INDEMNIFICATION

20. Every director, committee member, officer of the Association or other person who has undertaken or incurred or is about to undertake or incur any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
 - (a) All costs, charges and expenses which such director, committee member, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
 - (b) All other costs, charges and expenses which he or she sustains or incurs in

or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

OFFICERS AND MANAGEMENT COMMITTEE

21. The officers of the Association shall be the President, Vice-President, Secretary, Treasurer and immediate Past President. Only regular members are eligible for election or appointment as officers of the Association.
22. All officers with the exception of the immediate Past President of the Association shall be elected by the regular members, as defined in By-laws 2 and 3, at the annual meeting of the members of the Association for a one-year term and are eligible for re-election. The voting process shall be chaired by a director not running for office. The chairperson shall only vote in the event of a tie.
23. The Board may appoint a Management Committee comprised of the officers and such directors as the Board determines.
24. The Management Committee may perform any power or function of the Board permitted under these by-laws and the *Canada Corporations Act* and shall report all acts done or taken to the next meeting of Board.
25. A Management Committee member may be removed by majority vote of the Board.

DUTIES OF OFFICERS

26. The President shall be the chief executive officer of the Association and shall be a director of the Association. He or she shall preside at all meetings of the Association and of the Board. He or she shall have the general and active management of the affairs of the Association. He or she shall see that all orders, resolutions, aims of the Association and the directions of the Board are carried into effect. The President shall have no casting vote. In the event of a tie vote, the resolution is not passed. The President, by virtue of office, is a member of all committees of the Association. The President shall represent the interests of the Association in relations with related organizations and agencies.
27. The Vice-President shall perform the duties and exercise the powers of the President in the absence or disability of the President and shall perform such other duties as shall from time to time be imposed upon that person by the Board.
28. The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and their valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Secretary and Treasurer shall also perform such other duties as may from time to time be directed by the Board.

29. The Secretary may be empowered by the Board to carry on the affairs of the Association generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision the Secretary shall be.
30. The duties of all other officers of the Association shall be such as the terms of their engagement require.

EXECUTION OF DOCUMENTS

31. Any two officers shall sign contracts, documents or any instrument in writing requiring the signature of the Association and all contracts, documents, and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents, and instruments in writing. The Board may give the Association's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

MEETINGS

32. The annual or any other general meeting of the members shall be held at any place in Canada as the Board may determine, unless the members resolve that a meeting be held outside of Canada, and on such day as the Board shall appoint. The notice, quorum and voting rights for the members shall be as stated in these By-laws.
33. 14 days' written notice shall be given to each voting member of any annual or general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he or she has the right to vote by proxy.
34. At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business at any special or general meeting of the members. The President or Board shall have power to call, at anytime, a general meeting of the members of the Association.
35. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any

time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member or officer for any meeting or otherwise, the address of the member or officer shall be his or her last address recorded on the books of the Association.

36. Eight members present at a meeting will constitute a quorum. In voting on questions before the Association each regular member is entitled to one vote, and every question shall be determined by a majority vote of such regular members present and voting on such matters, unless the *Canada Corporations Act* or these by-laws otherwise provide.
37. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. The proxy holder must be a member in good standing. The Board may, by resolution, establish procedures for the receipt and validation of proxies.
38. Any action which may be taken at a meeting of the regular members, the Board or the members of the Management or other committee, as applicable, may be taken without a meeting if a consent or consents in writing setting forth the action so taken is signed by all of the regular members or the directors or the members of the Executive or other committee, as applicable, and is filed with the Secretary of the Association.
39. The Board shall call a special general meeting of the members on written requisition of members carrying not less than 50% of the total voting rights.

MINUTES OF MANAGEMENT COMMITTEE AND BOARD OF DIRECTORS

40. The minutes of the Board shall not be available as of right to the general membership of the Association but shall be available to the officers and directors, each of whom shall receive a copy of such minutes.

AMENDMENT OF BY-LAWS

41. The by-laws of the Association not embodied in the letters patent may be repealed by bylaw enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least two thirds of the members at a meeting duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

42. At the annual meeting of the Association, the members shall appoint an auditor to audit the accounts of the Association. The auditor shall hold office until the next annual meeting and may be reappointed. In the event that a vacancy occurs between annual meetings, the Board shall appoint an auditor who shall serve until the next annual meeting. Remuneration of the auditor shall be fixed by the Board. The auditor shall not be a director or officer of the Association unless all members so approve.

BOOKS AND RECORDS

43. The Board shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.
44. The fiscal year shall begin January 1 and terminate December 31.

GENERAL PROVISIONS

45. The official languages of the Association are English and French.
46. The President shall rule on all procedural matters not specifically covered in these bylaws and shall be guided in this duty by Roberts Rules of Order.