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**BY-Law No. 1****A by-law relating generally to the conduct of**

the International Council of Police Representative Associations (ICPRA)  
(the Council)

BE IT ENACTED as a by-law of the Council as follows:

**ARTICLE 1  
CORPORATE SEAL**

- 1.1 The seal, an impression thereof is stamped in the margin hereof, shall be the seal of the Council.
- 1.2 The seal shall be the custody of the General Secretary and shall be affixed to all documents required to be sealed on behalf of the Council.

**ARTICLE 2  
HEAD OFFICE**

- 2.1 The head office of the Council shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Council may, by a by-law, change the place or municipality and the province in which the registered office of the Council shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

**ARTICLE 3  
PURPOSE, OBJECTS AND PRINCIPLES**

- 3.1 The objects of ICPRA shall be:
  - (a) to uphold the rights and to foster, protect and improve the rights and interests of Police Officers world wide industrially and otherwise;
  - (b) to foster and assist in the establishment of police unions/associations/federations across the world;

- (c) to foster co-operation and harmonious relations between its members and affiliates across the world;
- (d) to co-operate with like organisations;
- (e) to encourage and foster improvement of the status, training and qualifications of police officers world wide;
- (f) to ensure that all Police Officers enjoy the same civil rights as are enjoyed by other citizens;
- (g) to secure the participation of, and influence of ICPRA members in the administration, development and planning of international policing initiatives;
- (h) to secure international improvements in policing methods and the standard of policing;
- (i) to foster the professional standing of members of ICPRA and the enhancement of the international community standing of the policing profession.

#### **ARTICLE 4 CONDITIONS OF MEMBERSHIP**

- 4.1 Membership in the Council shall be limited to persons interested in furthering the objects of the Council and shall consist of anyone whose application for admission as a member has received the approval of 2/3 of the delegates at a general meeting of the Council.
- 4.2 The Member Associations of the Council shall be made up of the following:

##### **Full Membership**

- 4.3 In order to become a member an organisation has to fulfil the following conditions:
  - (a) be a national representative organization of police employees

- (b) the only or principal purpose of the organisation is the representation of members of civil police forces in respect of their pay, conditions of service and welfare, legislation and policy development in their respective jurisdictions;
- (c) membership is open to all organizations as outlined in item 4.3 (b)
- (d) the organisation is legally constituted in its own country as one which represents, and negotiates on behalf of its members; and
- (e) it is financially, sound and financed by regular subscriptions from its members.

#### Associate Membership

- 4.4 An organisation that is a national representative organisation of employees that is restricted, due to national legislation, and not able to fully comply with the conditions of membership can become associate member of the Council.
- 4.5 An organisation may be granted "Observer Status" if it is a national representative organisation and it complies with the conditions of membership and is in the process of considering membership. Observer status may also be granted to an organisation in order to prepare for membership that is in national competition for members with an already affiliated organisation.
- 4.6 Decisions on Full Membership, Associate Membership and Observer Status are the responsibility of the ICPRA Council on recommendation from the Executive Committee.
- 4.7 Membership of the ICPRA may be terminated by the Council –
  - (a) After application in writing for termination by an affiliated organisation
  - (b) After an affiliated organisation fails to pay its affiliation fees for good reason and after a recommendation from the Executive Committee
  - (c) After an affiliated organisation breaches the rules of the ICPRA and after a recommendation from the Executive Committee

**ARTICLE 5  
MEMBER'S MEETINGS**

- 5.1 The governing body of the ICRPA will be the "Council" which meets biennially.
- 5.2 The location and host of the subsequent ICPRA meeting will be determined by the Council at each biennial meeting.
- 5.3 All powers necessary for achieving ICPRA objectives are vested in the Council.
- 5.4 Council will operate on a one delegate one vote basis. Only affiliates that have 'Full Membership' status will be eligible to vote.
- 5.5 Voting will be by simple majority however the Chairman will have a casting vote.
- 5.6 All Full Member organisations shall be entitled to be represented by two (2) delegates to the Council who have been duly nominated by their respective affiliate who will carry their organisation's voting rights.
- 5.7 Proxy votes will be allowed provided they are on the approved form
- 5.8 Council duties:
  - (a) Credentialing Council delegates;
  - (b) Confirm the strategic direction and the scope of activities as proposed by the Executive Committee;
  - (c) Amend the Rules;
  - (d) Establish and amend policy issues ;
  - (e) Determine criteria and commitments for membership;
  - (f) Approve applicants as Full Member, Associate and Observer status

organisations;

- (g) Set affiliation fees;
- (h) Establish and dissolve Committees as required to meet the ICPRA's objects
- (i) Approve the terms of reference for such committee's ;
- (j) Elect members of the Executive Committee, including the Chairman and the General Secretary for the ensuing two (2) year term;
- (k) Appoint members to any Committee ;
- (l) Determine any decisions to purchase or dispose of assets ;
- (m) Approve the audited accounts of the ICPRA and endorse a budget for the ensuing two (2) years;
- (n) Appoint auditors

### **Executive Committee**

Meetings of the Executive Committee will be determined by the Committee as per the ICPRA Policy Document

5.9 At each biennial Council meeting an "Executive Committee" consisting of (at least seven (7) members including the Chairman and General Secretary. The balance of the Committee shall consist of at least one (1) individual from each of ~~Europe~~, Australasia, North America, Africa and the United Kingdom. Members will be elected by the Council. (No two (2) members of the Executive Committee will be entitled to come from the one affiliated organisation).

*EUROPE*

5.10.1 Meetings of the Executive Committee may be held by electronic and other means unless determined by the Council.

5.9 Executive Committee duties:

- (a) The Executive Committee will govern the ICPRA for the ensuing two (2) years;
- (b) Between meetings of the Council, the Executive Committee shall have and may exercise all the powers of the Council except (subject to any power being delegated to it by the Council) the powers referred to in Article 4 "*Council Duties*" Clauses 1, 3, 7 and 13. Any other decision taken by the Executive Committee in relation to all other "*Council Duties*" shall be reported to the subsequent Council meeting for endorsement;
- (c) The Executive Committee will be responsible for managing the accounts of the ICPRA and prepare comprehensive audited accounts for the Council;
- (d) The Executive Committee, after consultation with affiliates, will be responsible for developing an Agenda for each biennial Council meeting
- (e) All members of the Executive Committee will have equal voting rights

### **Minutes of the Council and the Executive Committee**

- 5.10 Minutes of the Executive Committee will be circulated to the Executive Committee and/or Council Delegates as soon as possible after the respective meeting). I think that by saying they will "not" be available might make people think we are being secretive or have something to hide.

### **Committees**

- 5.11 The Council may appoint committees whose members will hold office at the will of the Council. The Council shall determine the duties of such committees.

### **Execution of Documents**

- 5.12 Contracts, documents or any instruments in writing requiring the signature of the Council, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or

officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

## **ARTICLE 6 ICPRA OFFICERS**

### **Officers**

- 6.1 Officers shall be appointed by resolution of the Council at its biennial Council meeting.
- 6.2 The Officers of the ICPRA shall be the President, General Secretary and one other person from the Executive Committee as determined by the Council.
- 6.3 The Officers of the ICPRA shall hold office for two (2) years from their date of election or until their successor is elected or appointment. Officers shall be subject to removal by resolution of the Council at any time.
- 6.4 The officers of the ICPRA shall be the directors of the corporation.

### **Duties of Officers:**

#### **Chairman**

- 6.4 Chairman's duties:
  - (a) The Chairman will Chair the Executive Committee and the subsequent ICPRA Council and any meeting's held within the two (2) year period unless he/she is unavailable for any reason whereby the Executive Committee, the or the Council can nominate an alternate Chairman for that specific meeting;
  - (b) The Chairman shall attend all meetings of the Council, and Executive Committee and any meeting of the ICPRA held by decision of the Council or Executive Committee. The Chairman

may also participate in all committees of the ICPRA;

- (c) The Chairman shall be the Chief Executive Officer of the ICPRA.
- (d) The Chairman shall preserve order so that the business may be conducted in due form and with propriety and ensure that minutes of meetings are appropriately recorded;
- (e) The Chairman shall be impartial in all transactions and shall see that the ICPRA Rules and Policies are adhered to;
- (f) The Chairman will have a casting vote when/if required;
- (g) The Chairman will receive no remuneration only out of pocket expenses where expenditure has been authorised.

### **General Secretary**

#### 6.5 General Secretary duties:

- (a) The General Secretary, once appointed by the Council, shall act in accordance with directions given to him/her by the Council or the Executive Committee or the Federal President;
- (b) The General Secretary will provide secretariat services to the Executive Committee, the subsequent ICPRA Council and any meetings held within the two (2) year period unless he/she is unavailable for any reason whereby the Executive Committee, or the Council can nominate an alternate General Secretary for that specific meeting;
- (c) The General Secretary will also act as the Treasurer of the ICPRA.
- (d) Keep, cause to be kept, or have access to records required to be kept by an organisation pursuant to the provisions of its Registration and Rules;
- (e) Lodge and file with and furnish to the appropriate authorities all such documents as are required to be lodged, filed or furnished under the articles of the ICPRA's Registration;
- (f) Receive and deposit all monies forming part of the Council funds;
- (g) Submit books, accounts and receipts as may be required by the

Council or Executive Committee to the auditors and to give them such assistance as they may require in the audit, and submit a Report and balance sheet to the Executive Committee and the biennial Council;

- (h) Carry out such other duties as the Council or the Executive Committee may from time to time assign.
- (i) The General Secretary will receive no remuneration only out of pocket expenses where expenditure has been authorised.

#### **ARTICLE 7 INDEMNITIES TO COUNCILLORS AND OTHERS**

- 7.1 Every Director of the ICPRA 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 corporation, from and against;
- (a) all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
  - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

#### **ARTICLE 8 STRUCTURE**

- 8.1 The ICRPA is an international association of national police representative organisations.

#### **ARTICLE 9 FUNDING OF ICPRA**

- 9.1 Delegates to the 2008 ICPRA Council meeting agreed that a nominal membership fee for ICPRA be struck, at the proposed rate of \$0.01US per active member of that organisation, per year and that such membership fee be capped at \$1,000 US;
- 9.2 At each biennial meeting of the ICPRA the Council will receive a recommendation from the Executive Committee as to a proposed annual ICPRA affiliation fee for the subsequent two (2) years.
- 9.3 The Council shall prepare and adopt policies and rules regarding collection and expenditure of Council funds and assets;

**ARTICLE 10  
CO-OPERATION**

- 10.1 The ICPRA will restrict its activities to strategies and programmes which require international co-ordination or direction, or can be handled more efficiently across national and regional boundaries. It will not become involved with actions at the level of the affiliate organisations except at the express invitation of such groups.
- 10.2 The ICPRA will therefore take any measures necessary to avoid duplication or overlap with the activities of affiliate organisations.

**ARTICLE 11  
ICPRA POLICIES**

- 11.1 The Council may prescribe such rules, regulations and policy guidelines not inconsistent with these by-laws relating to the management and operation of the Council as they deem expedient, provided that such rules, regulations and policy guidelines shall have force and effect only until the next biennial meeting of the members of the Council when they shall be confirmed, and failing such confirmation at such biennial meeting of members, shall at and from that time cease to have any force and effect.

**ARTICLE 12  
FINANCIAL**

- 12.1 The Executive Committee shall establish as part of this by-law, a transparent and appropriate financial accountability process for approval of expenditures, and for the auditing and accounting of the ICPRA accounts;
- 12.2 The financial year of the Council shall be determined by the Council.

### **Financial Assistance to Members**

- 12.3 The ICPRA Executive Committee be authorised to vet, recommend and facilitate donations to organisations or individuals by affiliates through the ICPRA
- (a) ICPRA open a bank account with the Secretary of the ICPRA being the sole signatory
  - (b) Until a further protocol is developed for possible affiliation fees or the like to be dealt with, any moneys deposited into the ICPRA account for donations are not to be used for any other purpose
  - (c) When a situation is identified of an organisation and individual or group of individuals that are in need of financial assistance all details relating to that situation should in the first instance be forwarded to the ICPRA Secretariat. Affiliates are encouraged not to make any donations direct until such time as they have notified the ICPRA Secretariat and this protocol is followed. If the support is of an urgent nature the issue is to be given priority by the ICPRA Secretariat.
  - (d) The Secretariat should make preliminary inquiries to verify the information and if then deemed appropriate by the Secretariat formally notify the ICPRA Chair who would then make a determination as to whether to call a meeting of the ICPRA Executive Committee to discuss any possible support
  - (e) The Secretariat would make a full report to the Executive Committee and then by way of vote a determination be made as to whether the Executive Committee recommends to affiliates that they make a contribution to the cause. The Committee should also make a recommendation as to the size of the donation, which should be in \$US. It should be noted that the Executive Committee

can only make recommendations. The final decision as to whether to contribute is a decision of each affiliate

- (f) Where the Executive Committee make a decision to recommend a donation be given by affiliates the Secretariat would draft correspondence to be signed by the ICPRA Chair which would be then forwarded to each affiliate. Such correspondence would contain an explanation as to why the donation is sought, the amount that is recommended to be donated and the bank account details of the ICPRA
- (g) Where the Executive Committee make a decision not to recommend to affiliates to make a donation, affiliates who fell so inclined may still make donations direct to the cause

### **ARTICLE 13 AMENDMENTS OF BY-LAWS**

- 13.1 These Rules may be amended by the Council at a meeting. The Secretariat must give notice of the meeting date, the venue, and the proposed rule changes to each financial affiliate at least 60 days in advance of the meeting.
- 13.2 The quorum for a vote to amend these Rules requires two-thirds of the total voting rights to be represented. Amendments shall require an affirmative vote of at least four-fifths of the voting rights cast.
- 13.3 A face-to-face meeting of Council shall determine the terms and conditions for the dissolution and liquidation of the ICPRA and the disposal of the available funds and of all documents, works and archives belonging to the ICPRA. Such actions shall require an affirmative vote of at least four-fifths of the voting rights cast.

### **ARTICLE 14 AUDITORS**

- 14.1 The members shall, at each biennial meeting, appoint an auditor to audit the accounts and annual financial statements of the Council for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Executive Committee may

fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Council.

**ARTICLE 15  
BOOKS AND RECORDS**

- 15.1 The Executive Committee shall see that all necessary books and records of the corporation required by the bylaws of the corporation or by any applicable statute or law are regularly and properly kept.

**ARTICLE 16  
INTERPRETATION**

- 16.1 In these by-laws and in all other by-laws, rules, regulations or policy guidelines of the Council hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.