

ONTARIO SENIOR OFFICERS' POLICE ASSOCIATION



CONSTITUTION AND BY-LAWS

REVISED AND AMENDED TO OCTOBER 21, 2016

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CONSITUTION AND BY-LAWS
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ONTARIO SENIOR OFFICERS' POLICE ASSOCIATION

CONSTITUTION AND BY-LAWS

SECTION 1 – NAME

- 1.1 This organization shall be known as the Ontario Senior Officer's Police Association (hereinafter called "The Association").

SECTION 2 – OBJECTIVES

- 2.1 To unite and to promote the mutual interests of the members of the Association; to uphold the honour of the police profession; to elevate the standards of police services.
- 2.2 To encourage and assist Association members by recommending policies and/or procedures, either provincial or federal, which are conducive to the Association's interests.
- 2.3 To act as a resource/information center for the assistance of the members.
- 2.4 To make and adopt a Constitution and/or By-laws, Rules and Regulations for the admission of its members and for their government, for the collection of fees and dues, for the election or appointment of its officers, for the safe keeping and protection of its property and funds, and from time to time, to alter repeal, rescind or vary its Constitution and By-laws as deemed necessary.
- 2.5 To do all such things as are incidental or conducive to the attainment of the above objectives.

SECTION 3 – OFFICERS/EXECUTIVE BOARD

- 3.1 The Officers/Executive Board of the Association shall consist of a President, First Vice-President, Second Vice-President, Secretary, Treasurer, Immediate Past President, and seven (7) Directors/Zone Representatives hereinafter called Directors.

SECTION 4 – DUTIES OF OFFICERS

4.1 President:

The President shall preside at all meetings of the Association and be an ex officio member of all committees. The President shall be responsible for the overall development of the association's goals and objectives, and report back to the general membership on matters affecting the Association.

The president or designate shall represent OSOPA on government advisory groups and may represent OSOPA (along with another officer or director) at lobbying days/events.

The president or designate may attend events when invited on behalf of OSOPA.

The president shall hold at minimum 4 executive meeting per fiscal year. One of those meetings shall be held prior to the OSOPA AGM. The President shall ensure this meeting, at minimum, has the following items on the agenda: nominations; election (protocol and preparation); annual report (financial report, zone reports, officer reports, prior AGM minutes); AGM agenda; and any other items as required.

The president shall ensure an OSOPA annual general meeting is held annually and sufficient notice is given regarding it.

4.2 First Vice-President:

The First Vice-President shall perform such duties as required by the Board and in the absence of the President, perform the duties of the President.

The first vice-president shall be the liaison between the board and the annual conference/AGM association. The first vice-president shall provide assistance and advice and attend meetings with the conference organizing committee as requested. the first vice-president shall regularly update the OSOPA executive regarding the conference planning.

The first vice-president shall canvass member Associations to host subsequent conferences/AGM (two years in advance) and, if the information is available, present at the annual AGM, the names of recommended associations to host the following years' OSOPA conference/AGM. The members at the AGM will select the host association, when presented with options, at the AGM.

The first vice-president shall carry out such additional duties as may be assigned to them by the President or the Board of Directors.

4.3 Second Vice-President:

The Second Vice-President shall perform such duties as required by the Board and in the absence of the First Vice-President, perform the duties of the First Vice-President.

The second Vice-President shall be responsible for any OSOPA training (i.e. bargaining)

The second Vice-President shall liaise with the zone directors and provide regular updates to the OSOPA executive (at scheduled meetings) regarding zone member Association labour concerns including bargaining activities and issues.

4.4 Immediate Past President:

The Immediate Past President shall assist the Board in the performance of their duties and shall, in the absence of the President, First Vice-President, and Second Vice-President, perform the duties of the President.

The Immediate Past President (or in their absence a designate selected by the President) shall be responsible for presenting a slate for nominations to the board at the executive meeting held before the annual general meeting. They will:

- solicit nominations from the membership.
- contact each nominee and notify them of the nomination
- verify if they wish to stand for election and answer any questions about the position
- ensure the names of all members who wish to stand for each vacant position are considered.

The Immediate Past President (or designate) shall be responsible for preparation for the elections at the annual general meeting. This includes the selection of a member who will be responsible for running the election process at the AGM and the selection of two (2) members as scrutineers, if required.

4.5 Director/Zone Representative¹:

Directors/Zone Representatives shall assist the Board in the business of the Association. Act as a liaison between members or member Associations in the assigned Zone and provide support to members when requested or refer members to the Executive. Prior to Annual General Meeting provide a written report on:

- Bargaining issues in the assigned Region
- Member's concerns/issues
- Feedback on provincial legislation or standards

Directors may:

- Attend rotating Executive meetings
- Chair or participate on committees
- Assist Executive members

4.6 Secretary:

The Secretary shall:

- a) Have charge of the Minutes and records of the Association and all other books incidental to the office.
- b) Keep a proper record all proceedings at all meetings of the Association or in his/her absence delegate someone to perform this task.
- c) See that notice of all meetings, general or otherwise, are sent out in accordance with the by-laws of the Association.
- d) Prepare an annual report immediately after the close of each fiscal year and present it to the Association at the Annual General Meeting.
- e) Keep an alphabetical list of all member associations or members of the Association.
- f) Perform such other duties as required by the Executive Board.

¹ Zones are listed in By-laws

4.7 Treasurer:

The Treasurer shall:

- a) Have charge of all books pertaining to the financial business of the Association.
- b) Have care and custody of the funds of the Association and shall deposit same in the name of the Association in such bank as the Association may direct.
- c) Have authority to pay bills up to and including \$ 500.00. Payments over \$ 500.00 must be agreed to and confirmed, in writing, by the President and Secretary or Treasurer.
- d) Keep accurate records of all monies received and disbursed to the satisfaction of the auditors and produce same for their inspection at any time.
- e) Pay all accounts by cheque, online banking, or credit card.
- f) Perform such other duties as required by the Executive Board.

4.8 Executive Board

- a) The affairs of the Association shall be under the management and control of the Executive Board, which may exercise all such powers and do all such acts and things as may be exercised by the Association, and which are required by the By-laws of the Association to be exercised or done by the Association at General Meetings of the membership.
- b) Reasonable expenses for Executive officers incurred as a result of their duties to the Association shall be paid upon the approval of the Executive Board.
- c) A vacancy on the Executive Board shall be deemed to exist in the case of the disqualification, death, resignation, retirement, or removal of any Director/Officer. Any vacancy occurring in the Executive Board may be filled by the Executive Board until the next annual general meeting. Any Executive Board member who ceases to serve on the Board for any reason shall deliver to the Secretary all official material of the Association not later than ten (10) days following the official date on which such Officer/Director ceases to be an Officer/Director.
- d) The Executive Board may appoint such committee or sub-

committee from the general membership as it may deem necessary in the interests of the Association, and each committee shall appoint a Chair who shall be responsible for submitting any written reports as and when required by the Executive Board.

- e) Executive Board meetings may be formally called by the President or by any four (4) members of the Board, or by the Secretary at the direction of the Board.
- f) An Officer/Director may participate in an Executive Meeting of the Executive Board by means of electronic facilities as permits all persons participating in the meeting to communicate adequately with each other, and an Officer/Director participating in such a meeting by such a means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by a verbal roll call conducted by the Secretary at the beginning of each particular meeting. Each vote cast by an Officer/Director participating by electronic means shall be recorded in the minutes by the Secretary.

SECTION 5 – QUORUM

- 5.1 Five (5) members of the Executive Board shall constitute a quorum at any meeting of the Executive Board.
- 5.2 Fifteen (15) members representing at least one-third (1/3) of the member Associations shall be necessary to constitute a quorum at the General or Special Meetings of the Association.

SECTION 6 – ELECTIONS

The term of office for all officers shall be for two (2) years. Elections for the offices of President, Second Vice-President, Treasurer and four (4) Directors/Zone Representatives of even numbered Zones shall be held on the even numbered years. Elections for the offices of the First Vice-President, the Secretary and the three (3) Directors/Zone Representatives from the odd numbered Zones shall be held on the odd numbered years.

- 6.1 Nominations for positions to be elected on the Executive Board shall be held at each Annual Meeting and shall be chaired by a member selected by the nomination chair.
- 6.2 Two (2) scrutineers shall be appointed to distribute and count the ballots.
- 6.3 Each candidate must be nominated orally at the Annual Meeting, and nomination of any person absent from the meeting shall not be received except on production to the Chair of a signed letter from the candidate stating the consent to the candidature.
- 6.4 After all nominations have been closed; any member who has been nominated may withdraw by announcing the withdrawal to the chair.
- 6.5 Only members in good standing shall be eligible to hold office or be a member of any committee.
- 6.6 In the event the currently serving Past President retires, on pension, the retired member (Life Member) may continue to hold the Past President office, if they choose to do so, in a non-voting status, until such time as a new President is elected.

SECTION 7 – FISCAL YEAR

- 7.1 The fiscal year of the Association shall commence on the 1ST day of August and terminate on the 31ST day of July in each year.

SECTION 8 – EXAMINERS

- 8.1 At the Annual Meeting, two (2) members of the Association, other than the Executive Board, shall be appointed to examine the financial records from the past year for any irregularities. The members will then report to the Annual Meeting on the findings of their examination.
- 8.2 Commencing on the fiscal year ending July 31, 2016, OSOPA shall retain the services of an independent auditor (minimum CGA qualified) every fifth fiscal year, to conduct and report on a review of the OSOPA financial books and records in keeping with the current regulations for not-for profit organizations.

SECTION 9 – MEMBERSHIP

9.1 ACTIVE MEMBER

A member of a police service in the Province of Ontario who:

- a) Holds the rank of Inspector or higher, but does not include a Chief of Police or Deputy Chief of Police.
- b) A civilian employee in a confidential or supervisory capacity, as defined within the meaning of a senior officer under The Police Services Act.

9.2 LIFE MEMBER

A Life Member is an Active member in good standing (as defined below) at the time of retirement, on pension, or promotion to the rank of Deputy Chief or Chief. A life member may attend and participate at meetings of the members of the Association, but shall not hold office, shall not vote, and shall speak only with the permission of the Chair.

9.3 HONOURARY MEMBERS

Any person not being eligible for active or life membership who has rendered exceptional service to the police community may be granted an honorary membership. Honorary Memberships shall be reviewed and approved by majority vote annually at the Annual General Meeting. An Honourary member shall not hold office, shall not vote and shall speak only with the permission of the Chair at any association meeting.

For the purposes of this By-Law, members whose financial obligations to the Association are paid in full and whose membership in the Association has not been terminated shall be considered in “good standing”.

SECTION 10 – VOTING

- 10.1 Except as provided in subsection 10.03 at General or Executive Board meetings of the Association, each member present shall have one (1) vote.
- 10.2 Except as provided, a vote shall be taken by a show of hands. On any properly presented motion, a written ballot shall be conducted upon the call of ten (10) members present. Except where acclaimed, the election of members to the executive Board shall always be conducted by a written ballot.

Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which they may be otherwise entitled.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Association unless they are in good standing in accordance with Section 9 of this By-Law.

At any meeting, unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting, or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

- 10.3 Questions arising at any meeting shall be decided by a majority of the votes of those present and voting, and, in the event of an equality of votes, the Chair shall cast a vote, but otherwise shall not vote.

SECTION 11 – CONDUCT OF MEMBERS

- 11.1 Any member, whose conduct is detrimental to the good of the Association, may be suspended or removed from membership by a vote taken at a properly constituted meeting. The member must be served with a notice of the motion at least three (3) weeks prior to the meeting at which this motion is to be made. A two-thirds (2/3) majority of those present will be required to carry this motion.

SECTION 12 – MEMBERSHIP FEES

- 12.1 The annual membership fees shall be set by the Executive Board and voted on by the membership at the Annual General Meeting. The fee is payable to the Association when application for membership is made, and annually thereafter prior to voting at the Annual General Meeting. A member Association who is one year in arrears shall not be eligible for office and shall be prohibited from taking part in any meeting of the Association. A member Association in arrears beyond one year shall be notified in writing by the Treasurer and, if payment is not received within thirty (30) days following such notification, membership shall be automatically terminated.
- 12.2 Notice of any proposed change of membership fees shall be in writing to the Secretary at least forty (40) days before the Annual General Meeting, and the Secretary shall include such notice in the Notice for the meeting.

SECTION 13 – AMENDMENTS TO BY-LAWS

- 13.1 Amendments to the by-laws may be made at any General or Special Meeting of the Association upon a two-thirds (2/3) majority vote of the members present, subject, however, to due notice having been given as hereinafter set forth.
- 13.2 Notice of any proposed change of amendment to the By-laws and Constitution shall be received in writing to the Secretary at least forty (40) days before the meeting at which such change or amendments are to be voted on and the Secretary shall include such notice in the Notice calling the meeting.
- 13.3 Whenever applicable, unless a contrary intention appears throughout these constitution and By-laws, the singular shall include the plural and the masculine shall include the feminine.

BY-LAWS**BY-LAW 1 - RULES OF ORDER**

1. The President shall preserve order and decorum, and decide questions on order or practice, stating the rule applicable. The President's decision shall be subject to an appeal to the Association at a General meeting.
2. The President shall not vote on any motion unless on an equal division, except in the election of officers.
3. Every member shall, prior to speaking rise and address the Chair.
4. When two or more members rise at the same time, the Chair shall decide who is to speak first.
5. When the Chair is putting a question, no one shall speak or move about the meeting room.
6. No member, while speaking, shall be interrupted, except upon a point of order.
7. When a member is called to order the member shall remain seated until the question of order is decided. The member may however, be permitted to explain, but in no case, to introduce new matters.
8. When the ruling of the Chair is appealed against, the Chair shall without debate, put the question in the following words: "Shall the ruling of the Chair be sustained? The Chair shall have the right to state reasons for the decision given.
9. No member shall use improper language, nor speak beside the question debate.
10. No member shall use language, nor speak beside the question in debate.
11. A motion to adjourn shall always be in order, except when it was the proceeding motion.
12. A member may require the motion under discussion to be read at any time during the debate, except when another member is speaking

13. A motion may be withdrawn at any time with permission of the meeting.
14. When a question is being debated, no motion under discussion shall be received, except to amend, to postpone or lay on the table the previous question, or to adjourn.
15. On the call of five (5) members, the previous question shall be put and until decide, shall preclude all amendments or debate, and shall be submitted in the following words: "Shall the vote on the main question be now taken?"
16. All motions before being debated shall be read by the Secretary.
17. No Motion to amend an amendment to an amendment shall be received.
18. The yeas and the nays shall be taken only upon the request of seven (7) members.
19. Any member refusing to be seated when ordered by the Chair may be suspended by the Chair for the session.
20. The method of voting on any matter, other than elections at the Annual meeting, may be presented at any meeting and shall be decided upon two-thirds (2/3) majority of members in attendance.
21. In all cases where there is no provision, the Chair shall decide, but the decision shall be subject to an appeal to the meeting and generally the rules, forms and customs of the Parliament of Canada shall be followed.
22. All meetings may be recorded by the Secretary
23. In addition to the rules stated above, meetings shall be conducted pursuant to Robert's Rules of Order as amended from time to time.

BY-LAW 2 – ZONES

The following zones shall be represented by an elected Director/Zone Representative:

- **Zone 1** **North-Eastern/North-Western Ontario**
 - Dryden Police Service
 - Espanola
 - Greater Sudbury Regional Police Service
 - North Bay Police Service
 - Sault Ste. Marie Police Service
 - Thunder Bay Police Service
 - Timmins Police service
 - West Nipissing Police Service

- **Zone 2** **Eastern Ontario**
 - Belleville Police Service
 - Brockville Police Service
 - Cornwall Community Police Service
 - Deep River Police Service
 - Gananoque Police Service
 - Kingston Police Service
 - Ottawa Police Service
 - Pembroke Police Service
 - Smith Falls Police Service
 - Stirling-Rawdon Police Service

- **Zone 3** **Central Ontario**
 - Barrie Police Service
 - Cobourg Police Service
 - Port Hope Police Service
 - Durham Regional Police Service
 - City of Kawartha Lakes Police Service
 - Midland Police Service
 - Peel Regional Police Service
 - Peterborough Police Service
 - South Simcoe Police Service
 - York Regional Police Service

- **Zone 4 South-Central Ontario**
 - Amherstburg Police Service
 - Aylmer Police Service
 - Brantford Police Service
 - Chatham-Kent Police Service
 - Halton Regional Police Service
 - Hamilton Police Service
 - London Police Service
 - Niagara Regional Police Service
 - Woodstock Police Service (formerly Oxford Community Police Service)
 - Windsor Police Service

- **Zone 5 North-Central Ontario**
 - Guelph Police Service
 - Hanover Police Service
 - Orangeville Police Service
 - Owen Sound Police Service
 - St. Thomas Police Service
 - Sarnia Police Service
 - Saugeen Shores Police Service
 - Shelburne Police Service
 - Stratford Police Service
 - Strathroy-Caradoc Police Service
 - Waterloo Regional Police Service
 - West Grey Police Service

- **Zone 6 OPP Commissioned Officers Association**
 - Ontario Provincial Police

- **Zone 7 Toronto Police Senior Officers Organization**
 - Toronto Police Service

**THE BY-LAWS PREVIOUSLY IN EFFECT ARE HEREBY REPEALED. THIS
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OCTOBER 21, 2016**

PRESIDENT

SECRETARY