

## **Article 1 – Name**

- 1.1 The International Confederation of Police Representative Associations hereafter referred to as ICPRA has been constituted and incorporated as an Association in accordance with the law of the State of Tennessee in the United States of America.

## **Article 2 – Location**

- 2.1 The location of the Secretariat of ICPRA shall be decided by its Council.

## **Article 3 – Aims**

- 3.1 The objects of ICPRA shall be:
  - to uphold the rights and to foster, protect and improve the rights and interests of Law Enforcement Officers world wide;
  - to foster and assist in the establishment of law enforcement unions /associations /federations across the world;
  - to foster co-operation and harmonious relations between its members and affiliates across the world;
  - to co-operate with like organisations;
  - to encourage and foster improvement of the status, training and qualifications of police officers world wide;
  - to ensure that all Law Enforcement Officers enjoy the same civil rights as are enjoyed by other citizens;
  - to secure the participation of, and influence of ICPRA members in the administration, development and planning of international policing initiatives;
  - to secure international improvements in policing methods and the standard of policing;
  - to foster the professional standing of members of ICPRA and the enhancement of the international community standing of the policing profession

## **Article 4 – Membership**

1. Membership of ICPRA shall be determined by its Council.
2. Membership to Council shall be limited to persons interested in furthering the objects of ICPRA and shall consist of any police representative association whose

application for admission as a member has received the approval of 2/3 of the delegates at a general meeting of the Council.

3. Membership shall be limited to Full Member and Associate Member.
4. In order to become a full member an organisation has to fulfil the following conditions:
  1. be a national or trans national representative organisation of law enforcement employees
  2. the organisation is legally constituted in its own country as one which represents, and negotiates on behalf of its members; and
  3. is financially sound and financed by regular subscriptions from its members.
5. 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 apply to become associate member of the Council.
6. Associate membership shall be at the absolute discretion of Council.
7. Council may at its absolute discretion grant "Observer Status" to a national representative organisation if;
  1. it complies with the conditions of membership and is in the process of considering membership or
  2. in order to prepare for membership that it is in national competition for members with an already affiliated organisation
8. Membership of the ICPRA may be terminated by the Council;
  1. After application in writing for termination by an affiliated organisation
  2. After an affiliated organisation fails to pay its affiliation fees without good reason and after a recommendation from the Executive Committee
  3. After an affiliated organisation breaches the rules of the ICPRA

#### **Article 5 – IPCRA Council**

1. The governing body of the ICRPA will be the "Council"
2. Council will comprise no more than two delegates of each affiliated organisation
3. Council will meet no less frequently than once every two years
4. Meetings of the Council may be face to face or by electronic means
5. If unanimously agreed by affiliates, Council may meet more frequently.
6. The location and hosting affiliated organisation for the subsequent ICPRA meeting will be determined by the Council at each previous meeting
7. All powers necessary for achieving ICPRA objectives are vested in the Council.

## **Article 6 – Council Responsibilities**

### **6.1. Council shall have specific responsibility to**

1. Confirm the strategic direction and the range of activities as proposed by the Executive
  2. Credentialing Council delegates;
  3. Amending Rules;
  4. Establish and amend policy issues;
  5. Determine criteria and commitments for membership;
  6. Approve or disapprove applicants as Full Member, Associate and Observer status organisations;
  7. Set affiliation fees;
  8. Establish and dissolve Committees as required to meet the ICPRA's objects
  9. Approve the terms of reference for such committee's ;
  10. Elect members of the Executive Committee, including the Chairman, General Secretary and treasurer for the ensuing two (2) year term;
  11. Appoint members to any Committee ;
  12. Determine any decisions to purchase or dispose of assets ;
  13. Approve the audited accounts of the ICPRA and endorse a budget for the ensuing two (2) years;
  16. Establish and maintain sound financial governance arrangements for ICPRA funds.
  17. To confer upon the Executive Committee any responsibilities as it sees fit
2. Council may appoint committees whose members will hold office at the will of the Council. Council shall determine the duties of such committees.

## **Article 7 – Voting**

1. Council will operate on a one delegate one vote basis. Only affiliates that have 'Full Membership' status will be eligible to vote.

2. Voting will be by simple majority.
3. The Chairman will have a casting vote.

### **Article 8 – Executive Committee**

- 8.1. The Executive Committee shall, subject to any direction or restriction laid down by Council, be responsible for the day to day running and governance of ICPRA.
- 8.2. Subject to Article 6.1.15 the Executive Committee shall be responsible for establishing and amending the ICPRA Rules and policies.
- 8.3. Subject to Article 6.1.15 the Executive Committee shall be responsible for determining the use of funds for the furtherance of ICPRA aims.
- 8.4. Meetings of the Executive Committee will take place at the determination of the Committee in accordance with the wishes of Council.
- 8.5. Meetings of the Executive committee may be face to face or by electronic means
- 8.6. The Executive Committee shall be appointed at a biennial Council meeting and shall serve for not less than two years.
- 8.7. The Executive Committee will consist of at least five (5) permanent members made up as follows. One of each member from each of the following;
  - Africa
  - Australasia
  - Europe
  - North America and
  - Great Britain & Ireland
8. The Chairman, General Secretary and Treasurer of ICPRA will be additional members of the Executive Committee
9. No two (2) members of the Executive Committee will be entitled to come from the one affiliated organisation
- 8.10. Decisions taken by the Executive Committee in relation to “Council Duties” shall be reported to the subsequent Council meeting.
- 8.11. The Executive Committee will be responsible for managing the accounts of the ICPRA and prepare audited accounts for the Council.
- 8.12. The Executive Committee, will be responsible for developing an Agenda for each biennial Council meeting
- 8.13. All members of the Executive Committee will have equal voting rights

- 8.14 Minutes of the Executive Committee will be circulated to the Committee and Affiliated members.

### **Article 9 – ICPRA Officers**

- 9.1 Officers shall be appointed by resolution of the Council at its biennial Council meeting.
- 9.2 The Officers of ICPRA shall be the Chairman, General Secretary and Treasurer from the Executive Committee as determined by the Council.
- 9.3 The Officers of the ICPRA shall hold office for not less than two (2) years from their date of election or until their successor is elected or appointment.
- 9.4 Officers shall be subject to removal by resolution of the Council at any time.
- 9.5 The officers of the ICPRA shall be the directors of the corporation.
- 9.6 The Chairman will Chair the Executive Committee and the subsequent ICPRA Council and any meeting's held within the two (2) year period unless unavailable for any reason whereby the Executive Committee, or the Council can nominate an alternate Chairman for that specific meeting;
- 9.7 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;
- 9.8 The Chairman shall be the Chief Executive Officer of the ICPRA.
- 9.9 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;
- 9.10 The Chairman shall be impartial in all transactions and shall see that the ICPRA Rules and Policies are adhered to;
- 9.11 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.
- 9.12 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;
- 9.13 The General Secretary will 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;

- 9.14 The General Secretary will 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;
- 9.15 The Treasurer shall act in accordance with directions given to him/her by the Council or the Executive Committee or the Chairman and will be responsible for the finances of ICPRA.
- 9.16 The Treasurer will receive and deposit all monies forming part of the Council funds;
- 9.17 The Treasurer will 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;

#### **Article 10 – Execution of Documents**

- 10.1 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.
2. 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.
3. 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.
4. 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 11 – Indemnities**

- 11.1 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;
  1. 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;
  2. 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 wilful neglect or default.

#### **Article 12 – Funds**

1. Affiliated associations will pay ICPRA such membership fee as may be determined from time to time by Council and such fee shall be laid out in the rules. The current membership fee is \$1,000 U.S. per annum.
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.
3. The Council shall prepare and adopt policies and rules regarding collection and expenditure of Council funds and assets;

#### **Article 13 – Amendments to Rules**

- 13.1 These Rules may be amended by the Council or subject to Article 8.2, by the Executive Committee at a meeting.
- 13.2 The quorum for a vote to amend these Rules requires two-thirds of the total voting rights of council or subject to article 8.2, of the executive committee.
- 13.3 Amendments shall require an affirmative vote of a simple majority of the voting rights cast.
- 13.4 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**

1. **The treasurer** shall make a recommendation to council at each biennial meeting that council appoint an auditor to audit the accounts and annual financial statements of the Council for report to the members at the next annual meeting.
2. The auditor shall hold office until the next biennial meeting provided that the Executive Committee may fill any casual vacancy in the office of the auditor.

#### **Article 15 Books and Records**

- 15.1 Council will ensure 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.