

THE CONSTITUTION OF AND BYLAWS OF BORDERPOL™

1. INTERPRETATION

1.1 DEFINITIONS AND INTERPRETATION.

In the absence of an express provision to the contrary or unless the context otherwise requires, in this Constitution:

“Board of Directors” consists of members named directors of BORDERPOL;

“BORDERPOL” is the official and is registered name under the Canada Not-For-Profit Corporations Act S.C. 2009, c.23;

“Chief Executive Officer” presides over the Board of Directors and ensures compliance with the mission and principles of BORDERPOL;

"constitution" means this document - as amended from time to time;

"organization" means - BORDERPOL;

"officer" means the Chief Executive Officer, deputy Chief Executive Officer, Secretary Treasurer, or other appointed director of the organization that enjoy voting rights;

“patron” means a person or entity that supports the organization through social, political or fiscal means and approved by the Board of Directors

“world border organization” is the unofficial name and descriptor title of BORDERPOL

2. MISSION OF BORDERPOL

(a) To promote the widest possible mutual assistance between all border enforcement authorities within the limits of the laws existing in the different countries and in the spirit of the “Universal Declaration of Human Rights”;

(b) To promote safe and secure borders through good border governance and complementing the efforts of existing international organizations through dynamic and effective partnerships through global cooperation, communication and consultation among border security professionals;

(c) To work with border services the world over to develop active and successful partnerships that promote research in the field of border security and intelligence in the interest of higher education, scholarship and an informed public opinion;

(d) To promote international peace and security in accordance with the principles of international justice as embraced by the family of the United Nations;

(e) To provide a body of resource expertise in order to facilitate awareness and understanding of the activities of the international border security community;

(f) To hold an annual meeting and conference, as well as special conferences on the advice of stakeholders and state actors on particular themes;

(g) To publish a regular newsletter containing information about the Organization and its activities and other items pertinent to the Organization's mandate;

(h) To study the role of border security, to foster the accumulation of knowledge about such activities, and to study the relationships between border security agencies, governmental institutions and civil societies;

(i) To provide professional developmental assistance and training to organizations and border security agencies.

3. OPERATIVE PRINCIPLES

(a) It is strictly forbidden for the organization to undertake any intervention or activities of a political, military, religious or racial character;

(b) Having regard to the mission provided in the Constitution, BORDERPOL shall establish noncompetitive and complementary relations with other intergovernmental or non-governmental international organizations where such activities are appropriate;

(c) The official languages of BORDERPOL are English, French and Spanish.¹

(d) The missions shall be carried on without purpose of gain for its members. Any profits or wealth accruing to the organization shall be used in promoting its overall mission.

4. HEAD OFFICE. The head office of the organization shall be located at Ottawa, Ontario, Canada subject to letters of patent approved by the Minister of Industry by the powers vested in him by the Canada Corporations Act.

5. INTERNATIONAL BUREAUS

These will be established and geographically located as shall be determined by the needs of the organization and approved by the Board of Directors. The function of a bureau is to promote the mission of the organization, support interagency cooperation and provide client or member services as determined by the bureau management.

6. NEWSLETTER AND WEB SITE

6.1 NEWSLETTER. A newsletter of BORDERPOL shall appear on a regular basis.

6.2 NEWSLETTER POLICY. The Newsletter is an instrument of BORDERPOL and serves to promote its constituted objects. The Board of Directors holds collective responsibility for overseeing editorial policy in the interests of BORDERPOL.

6.3 WEB SITE. BORDERPOL shall maintain a web site, pursuant to the objects of the organization.

6.4 WEB POLICY. The office of the Chief Executive Officer shall administer the web site. The web site is an instrument of BORDERPOL and serves to promote its objects. The Board of Directors holds collective responsibility for overseeing web site content in the interests of the membership of the Organization.

7. TRADE MARKS

BORDERPOL is a registered trademark since 2004-09-17 reference TMA619920 and its use is protected under international law regarding intellectual property.

¹ Exercised within fiscal and operational capabilities.

8. BY-LAWS

A by-law relating generally to the conduct of the affairs of BORDERPOL (the "Corporation")

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

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, 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.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4. Financial Year

The financial year end of the Corporation shall be January 1 in each year.

5. Banking Arrangements

Robert W. Dunlop, Director, shall be the Secretary Treasurer of BORDERPOL. He shall be the designated signing officer for banking transactions and is instructed to maintain the company accounts at the Bank of Montreal, College Square, 1381 Woodroffe Avenue, Ottawa, Ontario Canada K2G1V7. The Board of Directors may by resolution change or designate another bank, trust company or other firm to transact the companies banking business.

6. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Limits or restrictions regarding the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation may be imposed by the Chief Executive Officer.

7. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

8. Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Class A Members

- a. Class A membership is decreed to the Chief Executive Officer and the Treasurer.
- b. Other Class A voting memberships may be available to persons who have applied and have been accepted for Class A voting membership in the Corporation.
- c. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- d. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

- e. Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation.
- f. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- g. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of

the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

13.

14. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

15. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the Chief Executive Officer of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members' section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

16. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

17. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be

final and binding on the member, without any further right of appeal.

d. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

e. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

f. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

g. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chief Executive Officer or by resolution of the members.

h. Chairperson of Members' Meetings

If the Chief Executive Officer of the board and the Deputy-Chief Executive Officer of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to Chair the meeting.

i. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

j. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

k. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of

such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

1. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

2. Calling of Meetings of Board of Directors

Meetings of the board may be called by the Chief Executive Officer of the board, the Treasurer of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

3. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 10 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

4. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chief Executive Officer of the meeting in addition to an original vote shall have a second or casting vote.

5. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

7. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

8. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. ***Chief Executive Officer***
– The Chief Executive Officer shall be responsible for implementing the strategic plans and policies of the Corporation. The Chief Executive Officer subject to the authority of the board shall have general supervision of

the affairs of the Corporation.

- b. ***Secretary Treasurer*** – The Secretary Treasurer shall attend and be the treasurer of all meetings of the board, members and committees of the board. The Secretary Treasurer shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the treasurer shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary Treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

9. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,

- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

10. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The treasurer may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the treasurer to be reliable. The declaration by the treasurer that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

11. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

12. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

13. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Date modified:

24/04/2018 The Constitution of BORDERPOL was approved by the first General Meeting of Board of Directors held at Sheraton Airport Hotel & Conference Centre, Frankfurt, Germany on 9 March 2005.

Subsequent to the approval and creation of the Board of Directors and the Border Enforcement Committee, 15 July 2006, transitional amendments to the Constitution were adopted and approved by the members of the organization 1 August 2006.

Amendment May 21, 2007. Technical correction reflecting numbering error contained in amendment of 1 August 2006.

Amendment December 4, 2007 was approved at the 3rd Board of Directors meeting by the Board of Directors at Olympia Hall, London, England

Amendment April 13, 2011 reflecting creation of new membership categories, membership regulations was approved by the Board of Directors meeting via teleconference and filed as 2005 Ver. 1.7. 13042011.

Print correction filed as 2005 Ver. 1.7b

Amendment May 7, 2013 reflecting regulatory changes required under the Canada Not-For-Profit Corporations Act S.C. 2009, c.23

Amendment April 15, 2015 reflecting the strategic reorganization of BORDERPOL as approved by the Board of Directors at its annual meeting in Budapest, Hungary on 10 December 2014. Filed as 2005 Ver.1.9 [2015]

Amendment January 5, 2016 reflecting name of Common Council changed to Intergovernmental Council following recommendations made to General Secretariat during 4th Annual Meeting in The Hague 8 December 2015 Ver. 2.0 [2016]

Amendment January 19, 2017 reflecting changes to Treasurer, other officials following recommendations approved by Board of Directors at its Annual General meeting during the 5th BORDERPOL Global Forum in Budapest Hungary 7 December 2016.

Amendment November 15, 2017 reflecting changes to Treasurer, approved by Chief Executive Officer.

Amendment April 24, 2018 reflecting changes to the titles, corporate structure and deletion of programs following recommendations of the Board of Directors (Executive Committee 2018) at its Annual General Meeting held during the 6th BORDERPOL Global Forum in Prague, Czech Republic 12 April 2018.

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