

**CONSTITUTION AND RULES OF THE NEW ZEALAND
INSTITUTE OF PRIVATE INVESTIGATORS
INCORPORATED**

1. NAME

The name of the Society shall be the "NEW ZEALAND INSTITUTE OF PRIVATE INVESTIGATORS INCORPORATED" (hereinafter referred to as the Institute).

2. REGISTERED OFFICE

The Registered Office of the Institute shall be at the office of the nominated accountant for the Institute or at any such other place as the Executive Committee or any general meeting of the Institute may from time to time determine.

3. OBJECTS

The objects for which the Institute is established are:

- (a) To conserve, promote and advance generally the interests of the professional Private Investigation industry in New Zealand.
- (b) To co-operate with government departments, statutory bodies, and entities and other persons in the promotion of the interests of the professional Private Investigation industry and members generally.
- (c) To promote, oppose, or move for the revision of any legislation, regulation, by-laws, or law affecting the interests of the professional Private Investigation industry and members generally.
- (d) To consider and take action in respect of any matters affecting the professional Private Investigation industry and members generally.

- (e) To establish and maintain a Code of Professional Conduct and Ethics governing the activities of members.
- (f) To prepare and make submissions or representation on behalf of members or individually to any commission, committee, board court, tribunal or other body or person in respect of any matter or proceedings which directly or indirectly concern the interests of the members or a member.
- (g) To seek redress of any wrong from which members generally, or individually may from time to time suffer.
- (h) To cooperate with or become a member of or affiliate to any other body or organisation whose objects and purposes are in whole or in part similar to those the Institute.
- (i) To acquire by purchase, take on lease, or otherwise, land and buildings and all other property real or personal, which the Executive Committee of the Institute may from time to time think proper or to dispose of any such property or any part thereof and to erect on any such land any building and to alter, add to, and maintain any buildings erected upon such land.
- (j) To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets and rights of the Institute.
- (k) To raise or borrow money, in such manner and upon such security (if any) as the Executive Committee shall think fit, in particular on the security of any mortgage or mortgages, charge or charges or any part of the Institute's property, assets and rights or by the issue of debentures, charges or notes upon all or any part of the Institute's property, assets and rights generally with such rights upon such terms and conditions in all respects as the Executive Committee shall see fit and to purchase, redeem or pay off any such securities and re-issue the same.
- (l) To invest and deal with monies of the Institute in such manner as may be determined and to operate accounts with such banks as the Executive Committee shall decide.

- (m) To remunerate any person or association or other body for services rendered to the Institute.
- (n) To do all such things as are incidental or conducive to the attainment of the above objects.

4. MEMBERSHIP

- (a) Membership of the Institute shall be open to natural persons only, and subject to the relevant provisions of these Rules.
- (b) Membership is not transferable from one person to another.
- (c) There shall be three categories of membership, namely Full Membership, Life Membership and Honorary Membership.
- (d) Full Membership of the Institute shall be open to any natural person who is the holder, in their own name, of a current Private Investigator Licence. The fact that a person is the holder of a current Private Investigator Licence does not provide a presumption that they will be granted membership of the Institute.
- (e) Full Membership of the Institute shall also be open to any natural person who is the holder, in their own name, of a current Certificate of Approval as a Responsible Employee of a holder of a current Private Investigator Licence. The fact that a person is the holder of a current Certificate of Approval does not provide a presumption that they will be granted membership of the Institute.
- (f) A person who is the holder of either a Private Investigator Licence in their own name, or a Certificate of Approval in their own name must apply for membership under the provisions of clauses (d) and (e) above, and cannot apply under any other clause.
- (g) All applications for Institute membership shall be on the prescribed form, which may be altered and amended, from time to time, as the Executive Committee see fit.

- (h) All applications for membership must be accompanied by the prescribed fees, such fees being determined on an annual basis at the Institute's Annual General Meeting.
- (i) Upon receipt by a member of the Executive Committee of an application for membership, on the prescribed form, with the prescribed fees enclosed, the Executive Committee shall first promptly advise the membership of the Institute of relevant details of the applicant. These "relevant details" shall include, but are not necessarily limited to, such information as the applicant's full name, address, trading name (if relevant,) employer name (if relevant) and such other information as the Executive Committee deems appropriate to advise the membership of.
- (j) The Executive Committee will be the sole Arbiters as to whether or not an application for membership is approved. The Executive Committee may make such enquiries and investigations as they deem relevant and appropriate, under each individual applicant circumstances, in deciding whether to grant membership or not.
- (k) Once a period of 14 calendar days has expired from the date the information is first sent to the membership, the Executive Committee will then consider any responses from the membership and will, within 21 days of the date the information was first sent to the membership make a decision as to whether to grant membership of the Institute to the applicant or not.
- (l) If the decision that is made is not to grant membership, then the applicant ~~will be advised that their application has been declined, and any applicable refund of fees paid will be included with that notification.~~
- (m) If the decision is made to grant membership then the applicant will be so advised, in writing, by a member of the Executive Committee. Until such time as the applicant receives that written notification they are not a member of the Institute. The Executive Committee shall also advise the membership of the fact that the applicant has been granted membership.

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- (n) Any person who has applied for membership of the Institute, and whose application has been declined, may appeal that decision. Such an appeal, in writing, and giving reasons as to why the decision should be reversed and membership granted, must be lodged with the Secretary within 14 calendar days of the date on the letter of membership declination.
- (o) Upon receipt of such an appeal the Secretary shall forthwith advise the Executive Committee accordingly, who will convene a Membership Appeals Committee. That Committee shall consist of the Chairman, two other members of the Executive Committee, and two "willing to serve" members, selected on the basis of their area of experience by the Executive Committee from amongst the rest of the membership.
- (p) The Membership Appeals Committee shall consider the applicant's request for membership and may, when doing so, make such enquiries and investigations as they deem relevant and appropriate. The Committee may meet in person, or by other means, e.g. teleconferencing, etc. and take such representations from the applicant as they deem relevant and appropriate into their consideration of the application.
- (q) Within 21 calendar days of receipt of the appeal (as referred to in clause (n) above,) the Membership Appeals Committee shall decide as to whether the appeal is to be allowed and the individual granted membership, or whether the original decision of the Executive Committee not to grant membership is to stand. When making the decision of the Membership Appeals Committee the Chairman may, if necessary, exercise his right to a casting vote.
- (r) Once the Membership Appeals Committee has made its decision that decision shall be promptly conveyed to the individual, in writing.
- (s) There shall be no further appeal to the Institute from the decision of the Membership Appeals Committee.

- (t) Upon an application by no less than three Full members of the Institute, in writing, to the Executive Committee, that a current member be granted Life Membership of the Institute, the Executive Committee shall consider that application. If the Executive Committee are of the opinion that the member should not be made a Life Member the Executive Committee shall advise those three members, in writing, of that decision. That decision should not be communicated to the membership at large.
- (u) If the Executive Committee is of the opinion that Life Membership should be granted to the member, that decision should be advised to the membership at large, in writing. A minimum vote of 60% of the membership, including members of the Executive Committee, is required before Life Membership may be conferred on a member.
- (v) Life Membership may be conferred on a member in a manner deemed appropriate by the Executive Committee.
- (w) A member who is made a Life Member shall pay no membership fees from the date such membership is conferred upon them, nor may they hold office nor vote. A person made a Life Member of the Institute shall remain so until they are deceased.
- (x) Despite the provisions of clause (aa), a Life Member may be an *ex officio* member of an Institute committee.
- (y) Upon application by three Full members of the Institute, in writing, to the Executive Committee, that a person be granted Honorary Membership of the Institute, the Executive Committee shall consider that application. In this instance, the decision of the Executive Committee is final.
- (z) An Honorary Member may attend meetings of the Institute, but may not vote nor may they hold office, nor may they be appointed to any Institute committee in any capacity. A person remains an Honorary Member of the Institute at the ongoing discretion of the Executive Committee, or until such time as they may wish to voluntarily relinquish such membership.

- (aa) Full Membership of the Institute shall last for a period of twelve months from the date of the member's original application for membership, or from the date of the last renewal of their membership, whichever is applicable.
- (ab) Upon the expiration of a period of 12 months from the date of membership application, or renewal, current financial members will be invited by the Executive Committee to renew their membership by completing a membership renewal form.
- (ac) Upon receipt by a member of the Executive Committee of the prescribed membership renewal form, and membership renewal fees, the Executive Committee will promptly instigate the provisions of clauses (h) to (s) inclusive, as above, as if those clauses referred to applications for membership renewal.
- (ad) Every member shall be deemed to have notice of all the Rules of the Institute and shall be bound thereby as if they had been an original subscriber thereto.
- (ae) Any member may resign from the Institute by forwarding to the Secretary a letter to that effect. Upon receipt of such a letter the Secretary shall advise the Executive Committee of that resignation and shall also ensure that the member's details are deleted from the Institute's website and that the Institute membership are advised that the individual is no longer a member. No refund of any membership fees shall be made to any person who resigns from the Institute.
- (af) Any person ceasing to be a member of the Institute shall voluntarily, or upon demand, forthwith return to the Institute any property of any nature that belongs to the Institute that is in their possession and/or under their control.
- (ag) No person who is not a member of the Institute shall at any time hold themselves out to be a member of the Institute.

- (ah) If at any time a person who is a Full Member of the Institute under the provisions of clauses (d) or (e) above ceases to hold either a current Private Investigator Licence or a current Certificate of Approval, then their membership immediately lapses and they shall no longer be entitled to hold themselves out as a member of the Institute until such time as their membership is renewed, nor are they entitled to any of the benefits of membership whilst their membership has lapsed.
- (ai) Members whose membership lapses under the provisions of clause (ah) above who promptly apply, in writing, to renew their membership may, at the discretion of the Executive Committee, do so without penalty.
- (aj) Membership of the Institute may be cancelled by the Executive Committee advising the member of such cancellation, in writing, at any time, if the member:
 - (i) Becomes insolvent within the meaning of the Insolvency Act 1967; and/or
 - (ii) Is declared bankrupt; and/or
 - (iii) Is convicted of any offence and sentenced to a term of imprisonment; and/or
 - (iv) Is convicted of any offence which, in the opinion of a majority vote of the members of the Executive Committee has brought the Institute into disrepute; and/or
 - (v) Has, in the opinion of the Ethics Committee, such opinion having been ratified by the Executive Committee, pursuant to Rule 7, breached the Institute's Code of Ethics.
- (ak) Any member whose membership of the Institute has been cancelled by the Executive Committee pursuant to clause (aj) above, shall have the right to appeal such cancellation, provided they advise the Executive Committee, in writing, within 14 calendar days of their receipt of such membership cancellation advice of their wish to exercise such right. Appeals will only be considered if the member is able to prove they have new supporting information that might cause the decision to be reviewed.

- (a) Upon receipt from a member of notification that they wish to appeal the cancellation of their membership the Executive Committee shall reconsider that matter and new supporting information, within 60 calendar days of the Committee's receipt of the notice of appeal.
- (am) The decision of the Executive Committee will be final.
- (an) Having received a written complaint, or information that in the opinion of the Executive Committee might warrant such action, in respect to a current member, the Executive Committee has the authority, at their discretion, to suspend that member pending the outcome of the investigation. There will be no refund of any membership fees paid for the period of the suspension.
- (am) All enquiries and investigations made by the Executive Committee with regard to any aspects of an individual's application for any class of membership of the Institute, or renewal of membership, shall be deemed to be "evaluative material" within the meaning of the Privacy Act 1993, Section 29 and the Institute will therefore not disclose to the individual the results of those enquiries and investigations and it is a term and condition of any application for any membership that the individual will not, at any time, seek access to the information obtained as a result of those enquiries and investigations.

5. EXECUTIVE COMMITTEE AND OFFICERS

- (a) Policy and management of the affairs of the Institute shall be vested in the Executive Committee which shall comprise of the Chairman, Vice-Chairman, Treasurer, Secretary and at least three other persons.
- (b) The Executive Committee shall deal with all matters referred to it by any general meeting. It shall also have authority to initiate or respond to matters arising outside general meetings but shall report on such activities to all members as soon as may be convenient in a manner felt most appropriate to the nature and the urgency of the subject under consideration.

- (c) The Chairman, Vice-Chairman, Treasurer, Secretary and other members of the Executive Committee shall be elected at the annual general meeting of the Institute held each year.
- (d) The secretaries shall attend all appropriate meetings of the Institute, record all minutes, forward to the Executive Committee of members as promptly as possible copies of all notices of motion and minutes of general meetings and make levies on members as decided by Clause 10.
- (e) The Treasurer shall supervise the banking, recording, control and disbursement of funds and the preparation and keeping of financial records.
- (f) The Executive Committee shall have the right at its discretion to co-opt such additional members as it deems fit. Such members shall hold office until the purpose for which they have been co-opted shall have been completed.
- (g) All meetings of the Executive Committee shall be presided over by the Chairman or in his absence by the Vice-Chairman. In the event both the Chairman and Vice-Chairman are absent a member shall be elected as chairman by those members of the Executive Committee present.
- (h) The office of an Executive Committee member shall become vacant:
 - (i) If he/she dies or resigns or becomes of unsound mind or incapable of controlling his affairs.
 - (ii) If he/she ceases to be eligible to be a member of the Institute.
 - (iii) In the event of a member of the Executive Committee dying, resigning or otherwise ceasing to qualify for membership of that committee, the Executive Committee shall have the option to appoint a replacement who shall hold office until the next annual general meeting.

6. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (a) The Executive shall meet at such time or times during its tenure as it shall determine appropriate to enable them to properly conduct the business of the Institute and do not need to meet in person but may do so by any accepted means.
- (b) At all meetings of the Executive Committee four members shall be a quorum.
- (c) The Chairman or any two members of the Executive Committee may and the Secretary shall upon the direction of the Chairman or any of the Executive Committee summon a meeting of the Executive Committee at any time.
- (d) Questions at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairman for the time being shall have a second or casting vote.
- (e) Seven clear days' notice shall be given of all meetings.
- (f) The Executive Committee may delegate to a committee of members of the Institute any of its powers and authorities and may at any time revoke any such delegation; and may make such rules, regulations and by-laws it may deem desirable for the conduct of the business of such committee.
- (g) A meeting of the Executive Committee is able to be conducted electronic communications where the discussion and decision making process is recorded by email, and any such meeting will have the same status as a meeting held under the provisions of sections (a) – (f) above.

7. CODE OF ETHICS

- (a) The Executive Committee shall as may be required from time to time appoint an Ethics Committee whose function shall be:
 - (i) To develop a code of professional conduct and ethics for adoption by a general meeting of members.

- (ii) To keep under review a code of professional conduct and ethics and to recommend as necessary any changes to it for adoption by a general meeting of members.
 - (iii) To investigate breaches of the code of professional conduct and ethics by members of the Institute.
 - (iv) To recommend to the Executive Committee any disciplinary action that should be taken against a member who has in its opinion breached the code of professional conduct and ethics.
- (b) The Ethics Committee shall comprise of a Chairman and at least two other persons who need not be members of the Institute.
 - (c) The Ethics Committee shall conduct its proceedings in accordance with the rules or by-laws prescribed by the Executive Committee for that purpose.

8. GENERAL MEETINGS

- (a) Annual general meetings of the Institute shall be held in every year at such time and place or by means of video conference using currently available technology as the Chairman may determine. The business of such meeting will be to receive and consider the annual statement of accounts, the report of the Chairman and matters incidental thereto, to fix the subscriptions for the current year and to transact any other business which lies within the objects of the Institute or is provided to be done by the rules. All other meetings of the Institute shall be deemed extraordinary general meetings and the Executive Committee shall fix the times and places of such meetings.
- (b) Nine members either personally present or online shall form a quorum at all general meetings. No business shall be transacted unless a quorum of members is present.

- (c) Fourteen clear calendar days' notice specifying the place, date and hour of a meeting and the purposes for which it is to be held shall be sent to members by e-mail and/or by such method or methods as the Executive Committee deems appropriate.
- (d) Any member may appoint any other member his proxy to attend and vote on his behalf. Such proxy must be produced to, and accepted by the Chairman of the meeting, prior to the meeting at which time such vote is to be given; and such proxy may be general or limited to one or more meetings and may be to one or more members in the alternative.
- (e) Every question submitted to a general meeting shall be decided in the first instance on the voices or by a show of hands, but immediately after declaration by the chairman of the result of the voting, a poll may be demanded by any one member, and if so demanded, shall be taken in such a manner as the chairman may direct, and the result of the poll shall be deemed the resolution of the meeting. In the case of an inequality of votes, the chairman shall vote on a show of hands or on a poll having a casting vote in addition to the vote to which he may be entitled as a member. On show of hands, or on a poll being taken, each member shall be entitled to one vote. No member shall be entitled to vote at any meeting if his subscription or part thereof is in arrears. A declaration by the chairman that a resolution has been carried or not carried by a particular majority and an entry to that effect in the book of proceedings of the Institute shall be conclusive proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9. ANNUAL SUBSCRIPTION

- (a) The annual subscription payable by members shall be such sum and on such a basis as determined by a general meeting after considering the recommendation of the Executive Committee.
- (b) Subscriptions shall be payable yearly in advance and become due and payable within one calendar month of the member's subscription becoming due.

10. LEVY

In addition to the subscription the Executive Committee shall have the right to impose levies from time to time to meet any extraordinary or unusual expenses.

11. FINANCIAL YEAR

The financial year shall end on March 31 in each year.

12. FUNDS

The funds of the Institute shall be devoted solely to the furtherance of the objects as set out in these rules and shall be under the sole control of the Executive Committee which shall decide as to the method of operating on the Institute's bank account and as to the investment of funds not immediately required.

13. WINDING UP

- (a) Any resolution to wind up the Institute must be carried out by a majority of members at the general meeting specially called to consider the matter.

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- (b) The resolution adopted in 13(a) shall be confirmed at a subsequent meeting of members called together for the purpose held not earlier than 30 days after the date on which the resolution is to be confirmed was passed.
- (c) If upon the winding up or dissolution of the Institute and settlement of all liabilities there remain any asset, these shall be dealt with as directed by the general meeting provided that no member of the Institute shall receive any pecuniary gain on such winding up.

14. INDEMNITY

No action in law or otherwise shall lie in favour of members or their successors, executors or administrators, or other representatives against any other member of the Institute for or in respect of any act, matter or thing done, or suffer, or purporting to be done, omitted or suffered in pursuance of these rules and that notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing.

No member of the Executive Committee, or other officer, or for joining in receipt or document, or for any act or conformity or for any loss or expense happening to the Institute unless the same happens from his/her own wilful default.

15. ALTERATION OF RULES

These rules may be altered added to or rescinded by resolution passed at any ordinary or extraordinary general meeting by three-fifths majority of the members present or represented by proxy at such meeting provided that notice of the intention to propose such resolution and the nature thereof shall have been contained in the notice calling such meeting and such resolution shall be approved by the Registrar as provided by section 21 of the Incorporated Societies Act 1908.

16.COMMON SEAL

The common seal of the Institute shall be in the control and custody of the secretary or such other person as may be appointed by resolution of the Executive Committee. The said seal shall not be affixed to any document except by resolution of the Executive Committee.

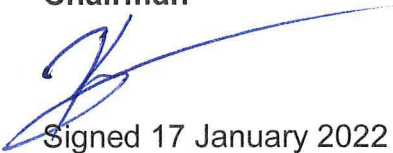
The seal shall be affixed in the presence of such two of the following persons: the Chairman, Vice-Chairman, Secretary, Treasurer and a member of the Executive Committee, as may from time to time be appointed by resolution of the Executive Committee.

Signed 17 January 2022

Ronald Alexander McQUILTER



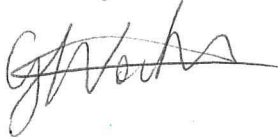
Chairman



Signed 17 January 2022

Karl Ruby

Secretary



Georgea Worth.