



**NEW ZEALAND INSTITUTE
OF
INTELLIGENCE PROFESSIONALS**

RULES

RULES OF

New Zealand Institute of Intelligence Professionals (NZIIP) Incorporated

THE INSTITUTE

1. Name

- 1.1. The name of the Institute is New Zealand Institute of Intelligence Professionals Incorporated ("the Institute").
- 1.2. The Institute is constituted by resolution dated 28 March 2008.

2. Registered Office

- 2.1. The Registered Office of the Institute is Kendons Chartered Accountants, 69 Rutherford Street, Lower Hutt.

3. Purposes of Institute

- 3.1. The purpose of the Institute is to promote professionalism in intelligence in New Zealand.
- 3.2. The objectives are to:
 - (a) Facilitate the development of professionalism in those employed in the intelligence field;
 - (b) Act as a focus for creating a sense of professional identity;
 - (c) Act as a forum for promoting education and training, together with opportunities for career development;
 - (d) Provide opportunities for networking and sharing of ideas;
 - (e) Provide professional standards and a code of conduct;
 - (f) Do anything necessary or helpful to the above purposes, and
 - (g) To facilitate and promote relationships with like minded domestic and international institutes and to act as the point of contact with such institutions.
- 3.3. Pecuniary gain is not a purpose of the Institute.

MANAGEMENT OF THE INSTITUTE

4. Managing Committee

- 4.1. The Institute shall have a managing committee ("the Committee"), comprising the following persons:
 - (a) The Chairperson;
 - (b) The Secretary;
 - (c) The Treasurer; and
 - (d) Other Members as the Institute shall decide.

- 4.2. Only Members of the Institute may be Committee Members.
- 4.3. There shall be a minimum of three Committee Members.
- 4.4. A quorum of the Committee shall consist of a minimum of three elected members.
- 4.5. Every matter dealt with by the Committee, unless otherwise provided for in this set of rules, shall be decided by a majority vote.
- 4.6. The Committee shall meet as often as necessary, and at least quarterly.
- 4.7. Voting at Committee meetings shall be as follows:
 - (a) All members of the Committee shall have one vote. Where a motion is put and fails to achieve a simple majority, it shall be deemed to be lost;
 - (b) No member may vote by proxy, but voting by members participating in telephone or video conferencing is permissible;
 - (c) No member of the Committee shall vote on any matter in which that person has either a personal or a financial interest or in which that member's family has either such interest.

5. Appointment of Committee Members

- 5.1. At an Institute Meeting, the Members may decide by majority vote:
 - (a) How large the Committee will be;
 - (b) Who shall have the title of Chairperson, Secretary, and Treasurer;
 - (c) Whether any Committee Member may have more than one title;
 - (d) How long each person will be a Committee Member ('the Term');
- 5.2. Elections shall be held for all positions on the Committee at each Annual General Meeting of the Institute;
- 5.3. Preliminary written notice of an election shall be provided to members by the Secretary at least 21 days prior to the date on which an election is to take place. Such preliminary written notice shall include a call for nominations for election to a position on the Committee;
- 5.4. Nominations for election to a position on the Committee shall require a proposer and seconder, and concurrence of the person being nominated;
- 5.5. Nominations can only be proposed and seconded by members who are Financial Members of the Institute and themselves eligible for election;
- 5.6. Persons who are nominated for election must be Financial Members of the Institute prior to nomination and be a resident of New Zealand;
- 5.7. A person may be nominated for more than one position on the Committee but shall only be elected to one position unless the members decide otherwise by majority vote;
- 5.8. A person may be re-elected to the same position on the Committee;

- 5.9. Where a member is unable to attend an election, that person may cast their vote by way of a postal or facsimile ballot which shall also contain a declaration as to the identity of the person casting the ballot;
- 5.10. All postal or facsimile ballots shall be in the hands of the Secretary at least 24 hours prior to the commencement of the meeting at which the election is to be held;
- 5.11. Where a nomination to the Committee is received from the floor on the day of the meeting, in accordance with 7.3, voting on that nomination shall be limited to those members present and voting at that meeting;
- 5.12. Where a position is left unfilled, the Committee shall be responsible to the membership for the effective and efficient administration of all duties normally allocated to the unfilled position. This may be done at the discretion of the Committee provided that the voting rights of the position shall not be exercised;
- 5.13. Where a vote of no-confidence is sustained against a member of the Committee by the Committee, then a Special General Meeting will be called. It shall then be decided by special resolution at that meeting as to whether the particular Member remains in office and, if so, under what conditions.

6. Cessation of Committee Membership

- 6.1. Persons cease to be Committee Members when:
 - (a) They resign by giving written notice to the Committee;
 - (b) They are removed by majority vote at an Institute Meeting;
 - (c) Their Term expires;
 - (d) They become deceased.
- 6.2. If a person ceases to be a Committee Member, that person must within one month give to the Committee all Institute documents and property.

7. Nomination of Committee Members

- 7.1. All members of the Committee shall be eligible for re-election if nominated.
- 7.2. At least 14 days prior to the Annual General Meeting, the Secretary shall post all nominations received in writing on a suitable notice.
- 7.3. Where no nomination for a Committee vacancy is received prior to notice being given in accordance with 7.2, nominations to that Committee vacancy may be received from the floor at an Annual General Meeting, or in writing prior to such a meeting.
- 7.4. If the position of any Committee Member becomes vacant between Institute Meetings, the Committee shall appoint another Committee Member to fill that vacancy until the next Institute Meeting.
- 7.5. If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

8. Role of the Committee

- 8.1. Subject to the rules of the Institute ("The Rules"), the role of the Committee is to:
 - (a) Administer, manage, and control the Institute;

- (b) Carry out the purposes of the Institute, and Use Money or Other Assets to do that;
 - (c) Manage the Institute's bank accounts;
 - (d) Ensure that all members follow the Rules;
 - (e) Decide how an applicant becomes a member, and how an applicant stops being a member;
 - (f) Decide the times and dates for Meetings, and set the agenda for Meetings;
 - (g) Decide the procedures for dealing with complaints;
 - (h) Propose for ratification by an Institute Meeting membership fees, including subscriptions;
 - (i) Set levies;
 - (j) Make regulations.
- 8.2. The Committee has all of the powers of the Institute, unless the Committee's power is limited by these Rules, or by a majority decision of the Institute.
- 8.3. Decisions of the Committee bind the Institute, unless the Committee's power is limited by these Rules or by a majority decision of the Institute.

9. Roles of Committee Members

- 9.1. The Chairperson's role is to:
- (a) Ensure that the Rules are followed;
 - (b) Convene Meetings;
 - (c) Chair Meetings, deciding who may speak and when;
 - (d) Oversee the operation of the Institute;
 - (e) Give a report on the operation of the Institute at each Annual General Meeting;
 - (f) Advise the Registrar of Incorporated Societies of any alteration to the Rules.
- (Deletion of duplicate clause)
- (g) The Chairperson shall be a co-signatory of any mortgage, lease, loan agreement or other similar such document where an expense or a financial obligation is incurred on behalf of the Institute. The Chairperson shall also be a co-signatory on all contracts entered into by the Institute no matter the subject matter.
 - (h) The Chairperson shall be an ex-officio member of all sub-committees formed either by the Committee or by the Institute membership generally but voting rights in any such case shall only exist in the event that any such committee is deadlocked on an issue.
 - (i) In the Chairperson's absence, the Secretary shall occupy and exercise the powers of the chair.
- 9.2. The Secretary's role is to:
- (a) Record the minutes of Meetings;

- (b) Keep the Register of members;
- (c) Hold the Institute's records, documents, and books, unless for reasons of security or practicality the Committee deems these shall be held by another Committee member;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Retain the common seal of the Institute, if the Institute has a common seal.
- (f) The Secretary shall also be responsible for the administration of the Institute including the oversight of any permanent or casual employees thereof.

9.3. The Treasurer's role is to:

- (a) Collect and receive all payments made to the Institute. These payments must be banked within seven days after the Treasurer receives them;
- (b) Keep a true and accurate record in the Institute's account book, so that the Institute's financial situation can be clearly understood at any point in time;
- (c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Institute decides this in a Meeting;
- (d) Forward the annual financial statements for the Institute to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting;
- (e) The Treasurer shall be a co-signatory on all cheques issued by the Institute.

INSTITUTE MEMBERSHIP

10. Membership

10.1. Membership of the Institute shall be by application. The Committee shall determine the appropriate membership category by reference to the relevant role held by the applicant and their qualifications and experience. There shall be distinct categories of membership as follows:

- (a) **Member**, a New Zealand citizen or a person currently resident in New Zealand who:
 - (i) has a minimum of 3 years continuous service in an intelligence role or intelligence-related duties in government, the military, or law enforcement in New Zealand; or
 - (ii) has a minimum of 3 years continuous service in an intelligence role or intelligence-related duties in government, the military, or law enforcement in a country, agency and role deemed by the Committee to be, at least, of equal standing to such engagement in New Zealand

For the sake of clarity and practicality, the service offered to validate an application for membership must be able to be independently and easily verified by and to the satisfaction of the Committee.

- (b) **Associate Member**, a person who:
 - (i) is engaged in an intelligence role or intelligence-related duties in government, the military, or law enforcement in New Zealand, but has less than 3 years continuous service; or

- (ii) is currently engaged in an intelligence role or intelligence-related role or intelligence-related research in private or academic enterprise in New Zealand.

Whilst the Institute is intended to serve the profession of intelligence in New Zealand, Associate membership is open to persons who are not resident in New Zealand at the discretion of the Committee and subject to their meeting the requisite criteria.

Associate members do not possess voting rights or the right to seek office.

- (c) **Corporate Member** – A group, organisation, corporation, authority, government and/or quasi-government instrumentality or institution that is engaged in providing intelligence or intelligence-related products and/or services in New Zealand or abroad; so long as it is not affiliated with any political party, creed, sect, race or religion.

Corporate membership is intended to allow organisations working within the intelligence community to support the activities of the Institute while also allowing that organisation to promote their organisation as a Corporate Member of the Institute.

Corporate membership does not entitle any or all employees of that corporate to be deemed a Member or Associate Member of the Institute, such membership must be applied for on an individual basis.

Corporate membership does entitle that organisation to have a single representative at Institute events and members' meetings. The organisation's representative may differ for any given event or meeting, so that the organisation might be represented by the person they deem most appropriate for any given topic or issue.

Corporate members do not possess voting rights or the right to seek office.

- 10.2. Membership of the Institute is a privilege and not a right, and the Institute is not bound to accept any applicant for membership. The Committee is entitled to reject any application for membership if it determines that the grant of membership to the individual or entity in question would not be in the best interests of the Institute. There is no right of appeal from the Committee's decision.
- 10.3. Any Member, Associate Member or Corporate Member, including a representative of a Corporate Member, has the rights and responsibilities set out in these Rules.
- 10.4. Subject to the provisions of clause 12 of these Rules, the Institute will publish an annual membership directory.

11. Admission to Membership

- 11.1. To become a member, the applicant must:
 - (a) Complete an application form, if the Committee requires this; and
 - (b) Supply any other information the Committee requires; and
 - (c) Pay the joining and membership fees then applicable to the category of membership applied for.
- 11.2. The Committee may interview the applicant or, in the case of an applicant for Corporate membership, its principals or representative(s), when it considers membership applications.

12. The Register of Membership

- 12.1. The Secretary shall keep a register of membership ("the Register"), which shall contain the names, the addresses and telephone numbers of the membership, and the dates at which they became members.
- 12.2. If a member's address or telephone number changes, that member shall give the new address or telephone number to the Secretary.
- 12.3. The Secretary shall publish a membership directory annually that includes the names of all Financial Members and contact particulars. The directory will be made available to all members for official Institute business only. Members may opt to be excluded from the published directory upon written notice to the Secretary.
- 12.4. To prevent unauthorised persons from making claims to membership of the Institute, the Secretary shall inform any member of the Institute who so requests it of the current membership status of any other person or persons. Further, the Secretary shall make the Register available to the Committee and any authorised sub-committee for the proper administration of the Institute.
- 12.5. Each member shall provide such other details as the Committee requires.

13. Cessation of Membership

- 13.1. Any member may resign by giving written notice to the Secretary.
- 13.2. A member may have their membership terminated in the following way:
 - (a) If, for any reason whatsoever, the Committee is of the view that a member is breaching the Rules or acting in a manner inconsistent with the purposes of the Institute, the Committee may give Written Notice of this to the member ("the Committee's Notice"). The Committee's Notice must:
 - (i) Explain how the member is breaching the Rules or acting in a manner inconsistent with the purposes of the Institute;
 - (ii) State what the member must do in order to remedy the situation; or state that the member must write to the Committee giving reasons why the Committee should not terminate the member's membership;
 - (iii) State that if, within 14 days of the member being deemed to have received the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the member's membership;
 - (iv) State that if the Committee terminates the member's membership, the member may appeal to the Institute;
 - (b) 14 days after the member is deemed to have received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the member's membership by giving the member Written Notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the member may appeal to the Institute at the next Meeting by giving Written Notice to the Secretary ("Member's Notice") within 14 days of the member's receipt of the Termination Notice;
 - (c) If the member gives the Member's Notice to the Secretary in accordance with 13.2(b), the member will have the right to be fairly heard at the next Institute Meeting. If the member chooses, the member may provide the Secretary with a written explanation of the events as the member sees them ("the Member's Explanation"), and the member may require the Secretary to give the Member's Explanation to every other member

within 7 days of the Secretary receiving the Member's Explanation. If the member is not satisfied that the other Institute Members have had sufficient time to consider the Member's Explanation, the member may defer their right to be heard until the following Institute Meeting;

- (d) When the member is heard at an Institute Meeting, the Institute may question the member and the Committee Members;
- (e) The Institute Meeting shall then by majority vote decide whether to let the termination stand, or whether to reinstate the member. The Institute Meeting's decision will be the final determination of that Termination Notice.

14. Re-admission of former Members

- 14.1. Any former member who has resigned may apply for re-admission in the same way as a new applicant, but if the former member's membership was terminated by the Committee or the Institute, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

15. Obligations of Members

- 15.1. All members (and Committee Members) shall promote the purposes of the Institute and shall do nothing to bring the Institute into disrepute.

MONEY AND OTHER ASSETS OF THE INSTITUTE

16. Use of Money and Other Assets

- 16.1. The Institute may only Use Money and Other Assets if:
 - (a) It is for a purpose of the Institute;
 - (b) It is not for the sole personal or individual benefit of any member; and
 - (c) That use has been approved by either the Committee or by majority vote of the Institute.

17. Joining Fees, Subscriptions and Levies

- 17.1. The Committee shall propose, subject to ratification by majority vote at an Institute Meeting:
 - (a) What a member must pay to join the Institute ("Joining Fee");
 - (b) What a member must pay in order to stay a member ("Subscription") and how often this must be paid; and
 - (c) Any additional levies greater than \$20.00 per member in any one financial year.
- 17.2. The Committee may by majority vote impose a levy or levies on members up to a maximum total of \$20.00 in any one financial year.
- 17.3. If any member does not pay a Subscription or levy by the date set by the Committee or the Institute, that member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the member shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Institute activity until all the arrears are paid, and the member's membership shall be suspended until all arrears are paid in full.

18. Additional Powers

18.1. The Institute may:

- (a) Employ people for the purposes of the Institute;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Institute Meeting.

19. Financial Year

19.1. The financial year of the Institute begins on 1 April of every year and ends on 31 March of the next year.

20. Cheques

- 20.1. Any Payment made by the Institute above a value of twenty dollars must be by Cheque or electronic deposit.
- 20.2. All Cheques must be signed by the Treasurer, and countersigned by one other Committee Member.

21. Appointing an Auditor

21.1. At an Annual General Meeting, the Institute may by majority vote appoint someone to audit the Institute ("the Auditor"). The Auditor shall audit the Institute's accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Institute of Accountants, and must not be a member of the Institute. If the Institute appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

CONDUCT OF MEETINGS

22. Institute Meetings

- 22.1. An Institute Meeting is either an Annual General Meeting or a General Meeting.
- 22.2. The Annual General Meeting shall be held once every year between 1 April and 31 August. The Committee shall determine when and where the Institute shall meet within those dates.
- 22.3. General Meetings may be called by the Committee. The Committee must call a General Meeting if the Secretary receives a written request signed by at least a quarter of the members.
- 22.4. The Secretary shall give all members at least 14 days written notice of:
 - (a) The business to be conducted at any Institute Meeting;
 - (b) A copy of the Annual Report and Statement of Accounts, if the Institute Meeting is an Annual General Meeting;
 - (c) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide members with information exceeding one side of an A4 sheet of paper per Nominee);

- (d) Notice of any motions and the Committee's recommendations about those motions.
 - (e) If the Secretary has sent notice to all members in good faith, the Meeting and its business will not be invalidated simply because one or more members do not receive the notice.
- 22.5. While Members, Associate Members and a representative of Corporate Members may attend Institute Meetings, voting is restricted to Members.
- 22.6. No Institute Meeting may be held unless at least eight Members attend.
- 22.7. All Institute Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Secretary shall chair the Institute Meeting. If the Secretary is also absent, the Institute shall elect another Committee Member to chair that meeting. Any person chairing an Institute Meeting has a casting vote.
- 22.8. On any given motion at a Institute Meeting, the Chairperson shall in good faith determine whether to vote by:
- (a) Voices;
 - (b) Show of hands; or
 - (c) Secret ballot;
 - (d) However, if any Member demands a secret ballot and the meeting agrees to that demand before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.
- 22.9. The business of an Annual General Meeting shall be:
- (a) Any minutes of the previous Meeting(s);
 - (b) The Chairperson's report on the business of the Institute;
 - (c) The Treasurer's report on the finances of the Institute, and the Statement of Accounts;
 - (d) Election of Committee Members;
 - (e) Motions to be considered;
 - (f) General business; and
 - (g) Approval of plans for the balance of the current and next calendar years.

23. Motions at Institute Meetings

- 23.1. Any Member may request that a motion be voted on ("Member's Motion") at a particular Institute Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Institute will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:
- (a) It must be voted on at the Institute Meeting chosen by the Member; and
 - (b) The Secretary must give the Member's Information to all members at least 14 days before the Institute Meeting chosen by the Member; or

(c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Institute Meeting.

23.2. The Committee may also decide to put forward motions for the Institute to vote on ("Committee Motions").

24. Committee Meetings

24.1. No Committee Meeting may be held unless a quorum, as defined in 4.4, attends either personally or by telephone or video conference.

24.2. The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that meeting.

24.3. Decisions of the Committee shall be by majority vote.

24.4. The Chairperson or person acting as Chairperson has a casting vote.

24.5. Only Committee Members present at a Committee Meeting or participating by telephone or video conference, may vote at that Committee Meeting.

24.6. Subject to these Rules, the Committee may regulate its own practices.

SIGNING OF DOCUMENTS

25. Signing of Documents

25.1. The Institute shall have a common seal. A document shall be executed on behalf of the Institute if:

(a) The common seal is attached to the document; and

(b) The document is witnessed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member of the Committee.

ALTERING THE RULES

26. Altering the Rules

26.1. The Institute may alter or replace these Rules at an Institute Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

26.2. Any proposed motion to amend or replace these Rules shall be signed by at least 15 Members and given in writing to the Secretary at least 28 days before the Institute Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

26.3. At least 14 days before the Institute Meeting at which any Rule change is to be considered the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

26.4. When a Rule change is approved by a Institute Meeting the Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

WINDING UP

27. Winding up

27.1. If the Institute is wound up:

- (a) The Institute's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Institute may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
 - (iii) No distribution may be made to any member;
- (c) The surplus Money and Other Assets shall be distributed to the departments and agencies from which membership is drawn, in proportion to their representation in the membership; or to The Treasury.

28. Definitions

28.1. In these Rules:

- (a) "Associate Member" means a member of the Institute as defined in clause 10.1(b);
- (b) "Cheque" means a personal cheque or a bank cheque;
- (c) "Committee" means the Committee of the Institute;
- (d) "Committee Meeting" means a meeting of the Committee;
- (e) "Committee Member" means any Member who is on the Committee;
- (f) "Corporate Member" means a member of the Institute as defined in clause 10.1(c);
- (g) "Financial Member" means a member pursuant to clause 10 that has met and paid all the financial obligations placed on them under the Rules including, but not limited to, any joining fee, subscription or levy;
- (h) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting;
- (i) "Member" means a member of the Institute as defined in clause 10.1(a);
- (j) "Meeting" means any Annual General Meeting, any General Meeting, and any Committee Meeting;
- (k) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Institute;
- (l) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque;
- (m) "Rules" means these rules, being the rules of the Institute;

- (n) "Institute Meeting" means any Annual General Meeting, or any other General Meeting, but not a Committee Meeting;
- (o) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets;
- (p) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods sent to the last known address of the party being communicated to; and will be deemed to have been received:
 - (i) when delivered personally; or
 - (ii) in the case of post or courier, three days after it has been put into the post or collected by the courier service; or
 - (iii) in the case of email, in accordance with section 11 of the Electronic Transactions Act. 2002.