

# POLYGRAPH EXAMINERS ASSOCIATION INTERNATIONAL (PEAI)

**NPC (2019/010829/08)**

## A Voluntary Association

### **CONSTITUTION**

#### **1. DEFINITIONS**

In the interpretation of this Constitution the following definitions shall apply:

- **Accredited institution:** An institution that is accredited to present formal polygraph training and continued professional development and meets relevant common internationally recognised polygraphy standards. Institutions shall apply per application form and checklist approved by the PEA board and/or AGM;
- **Amendments to Constitution and Dissolution thereof:** Explanation of how the Constitution can be changed and how PEA can be closed down by its members;
- **Annual General Meeting:** Annual general meeting (AGM) of the Association's members;
- **Association:** Is a non-profit organisation (NPO) in terms of the Non-Profit Organisations Act, No 71 of 1997 (into effect since 01 Sep 1998) which defines a NPO as either a trust, company or other organisation or association of people established to serve a public purpose. A voluntary association is an agreement between three or more people to achieve a common object, primarily other than the making of profits;
- **Registered Accountant:** Appointed to deal with the Association's audit requirements and other related matters;
- **Ballot:** An audited voting process used by members to vote on an issue of the Association. The ballot may be by electronic vote, physical vote or by proxy vote;
- **Board:** Board of Directors of the Association as elected or appointed per this constitution;
- **Code of Ethics:** A code of ethical conduct that members of the Association shall adhere to;
- **Code of Practice:** A code of standards of practice that members of the Association shall adhere to;
- **Constitution:** The constitution of PEA;
- **Continued Existence.** PEA will have continued existence notwithstanding changes in the composition of its membership or office-bearers;
- **Director:** An elected member of the Board;
- **Disputes:** The procedure for resolving serious disputes between members about interpretation;
- **Elected term:** The period between the date of a Director's election and the day on which he vacates that position;
- **Elective year:** The period between two consecutive Annual General Meetings;
- **Examinee:** A person who voluntarily undergoes or has undergone a polygraph examination;

- **Indemnity and Indemnity of members:** Provision of members and office-bearers of the VA who are not personally liable for any of its obligations and debts. These clauses reinforce the principle of limited liability captured in the legal status clauses pertaining to the type of entity;
- **Financial matters:** Membership contributions will be paid annually in advance and the period of membership will coincide with the financial year i.e. 28/29 February. A Bank Account with FNB (First National Bank) was opened in the name of PEAI and funds are paid into and from said account. The President will be responsible for managing the account and co-signing of transactions where needed will be done by the Vice-President or in his/her absence, another nominated Director. Lisa Cronje ICBA 4865945 SAIT 53829137 has been appointed as the independent Bookkeeper tasked with preparing and submitting annual financial statements as well as Tax returns;
- **Internal enquiry:** An enquiry conducted by the Association to investigate an allegation of misconduct, poor service delivery or a breach of the Constitution or a Regulation by a member;
- **Legal Status:** Constitution must define VA as an incorporated association with its own legal identity, refer to the Association;
- **Majority vote:** An audited voting result reflecting the choice of 50% plus-one of the members who voted in a ballot;
- **May:** Indicates an option;
- **Meeting:** Any meeting of the members of the Association or the Board, whether in person, by teleconference or by any other communication or electronic means;
- **Member:** A paid-up member of the Association;
- **National ballot:** A national voting process in which all members of the Association may cast their votes on a matter brought before them in terms of this Constitution;
- **NPO:** The Act, Act, 71 of 97 defines an NPO as a trust, company or other association of persons established for a public purpose; and the income and property of which are not distributable to its members or office bearers except as reasonable compensation for services rendered (Section 1(x));
- **Person:** A natural person;
- **Polygraph instrument:** An instrument used to conduct polygraph examinations. Excludes any voice stress equipment;
- **Polygraph examination:** A complete pre-test, in-test and post-test polygraph procedure using a polygraph instrument and generating a finding;
- **Polygrapher:** An experienced investigator who has undergone specific and recognised specialised training in the field of polygraphy, synonymous with the term 'polygrapher' or 'polygraph examiner';
- **Polygraphy:** The forensic detection of deception (PDD) and truth verification as conducted by a qualified Polygrapher using a polygraph instrument and recognised polygraph testing procedures;
- **Powers:** Self-regulating in order to provide and maintain standards and ethics within the profession.
- **Proxy:** A vote assigned to a member by another member who cannot attend a voting process. No more than 3 Proxy votes can be assigned to any single member. Must be a paid-up member;

- **Quorum for an AGM and SGM:** When 30% plus one of the paid-up members are present or represented by proxy then a motion shall be carried when 50% plus one of the votes cast support the motion by show of hands;
- **Quorum for an electronic ballot:** When 50% plus one of the members participates in the ballot then a motion shall be carried when 50% plus one of the votes cast support the motion;
- **Recognised institution.** An institution that represents formal polygraph training and continued professional development and meets relevant common internationally recognised psycho physiological analyses. Prospective member shall provide proof of training as per application form and checklist approved by the PEAI board and/or AGM;
- **Regulations:** The rules and procedures established and adopted by the Board to administer the affairs of the Association and include a Code of Ethics (COE) and a Code of Practice (COP);
- **Shall:** Indicates an obligation;
- **Special General Meeting:** An extra-ordinary special general meeting (SGM) of the Association's members convened for a specific purpose in terms of the Constitution;
- **Structure:** This is a procedure build in accountability by the office-bearers to the members of the VA. There should be a clause which identifies the highest governing body of the VA. There should be a clause which entrusts all the powers of the VA to a managing body to enable it to manage and control the affairs of the VA. If the Managing Body is not the highest governing authority, then such powers should be subject to the members in an AGM. You must include clauses that specify how VA will conduct meetings and make and record decisions;
- **Voluntary Association (VA):** Polygraph Examiners Association International (PEAI), is a Voluntary Association in terms of the Non-Profit Organisations Act, No 71 of 1997. Has its own legal identity and exists as a distinct legal entity separate from its members or office-bearers;
- **Vote:** A selection made by a member when balloted and may be by electronic vote, physical vote or by proxy vote.

## 2. OBJECTIVES:

At PEAI, we take pride in ensuring that our members are exposed and alerted to the latest developments in our profession. This should allow for consistent testing results as the use of up to date techniques, scoring methodologies and interview and questioning protocols being applied across the membership base.

Constant development is a priority at PEAI, and for that reason it has very close ties with reputable polygraph training institutions, both locally and internationally. Member CPD progress is tracked and recorded, again ensuring that our members are informed, educated and prepared at all times.

All members are audited annually to ensure standards are maintained.

Members of PEAI have the luxury of a pool of polygraph examiners active in the marketplace upon whom they can call for brainstorming with like-minded professionals and draw from vast levels of experience. PEAI is also fully supported by a leading Training Provider in the industry. This should instill

confidence in the minds of existing and potential customers that our members are equipped with the best skillset and toolkit to deliver a world class service.

**3. MISSION:**

The mission of the Polygraph Examiners Association International (PEAI) is to:

- 3.1 Be a professional organisation that exist to self-regulate its membership to ensure professional conduct to customers and stakeholders;
- 3.2 Facilitate training for its members and entrants into the profession through accreditation of training providers and industry related workshops;
- 3.3 Ensure the integrity of the profession through setting standards of professional as well as ethical conduct and holding members accountable for compliance;
- 3.4 Grow the credibility of the profession through engaging with stakeholders that have impact on the profession;
- 3.5 Form alliances and co-operation with persons, bodies and representatives of institutions that have a vested interest in the industry either as a customer, provider, regulator or any other stakeholder with a close association with the Polygraph Industry;
- 3.6 Invest in the education of society of the benefits and value of polygraph examinations and growing the knowledge base and professionalism of the industry.

**4. GENERAL PROVISIONS:**

The following provisions shall govern the contents of this Constitution:

- 4.1 This Constitution shall apply to all members of the Association;
- 4.2 All Annexures will be considered part of this constitution;
- 4.3 All business, notices, reports, statements and records of the Association shall be conducted in the English language;
- 4.4 Unless the context requires otherwise, any words referring to the singular shall also imply the plural and vice versa. Words referring to any one gender shall include the other gender;
- 4.5 The annual financial cycle of the Association shall end on the last day of February;
- 4.6 The Association shall maintain a bank account with a South African banking institution and conduct all financial transactions through the bank account.

**5. INDEMNITY:**

Members or office-bearers do not become liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members or office bearers of the organisation. Office-bearers are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office-bearer is performing functions for or on behalf of the organisation

**6. MEMBERSHIP:**

A person may apply for membership of the Association if the person complies with the following minimum requirements:

- 6.1 Has completed polygraph training at an accredited or recognised institution and graduated as a Polygraph Examiner;
- 6.2 Has not been convicted of an offence, as listed in Schedules 1 and 2 of the Criminal Procedure Act, 51 of 1977 in the past ten years and has been sentenced to a period of one year or longer in prison without the option of a fine;
- 6.3 Is of good moral and ethical standing;
- 6.4 Has not previously been expelled from this or any other polygraph body or training institution for violating their Code of Ethics or Code of Practice, or bringing the polygraph profession into disrepute.

## **7. CLASSES OF MEMBERSHIP:**

There shall be two (2) classes of membership:

### **7.1 Full Member**

- Graduated from an accredited or recognised institution.
- Is eligible to hold any elective office in the Association.

### **7.2 Membership statuses:**

- Full member – Qualified as a Polygraph Examiner from an accredited or recognised institution;
- Silver Status – Full Member with five hundred (500) completed polygraph examinations;
- Gold Status – Full member with one thousand (1000) completed polygraph examinations;
- Platinum Status – Full member with one thousand five hundred (1500) completed polygraph examinations;
- Master Status – Full member with five thousand (5000) completed polygraph examinations.

### **7.3 Stakeholder member:**

Any person or representative of an institution that has a vested interest in the industry either as a customer, provider, regulator or any other stakeholder with a close association with the Polygraph Industry. These members will have advisory and attendance rights, but will not have voting rights.

- ### **7.4 Changes or additions to the classes of membership or the requirements and rights.** Any changes of membership classes, requirements and shall be approved by a majority vote of the members at an AGM, SGM or during a national electronic ballot.

## **8. TERMINATION OF MEMBERSHIP:**

Membership of the Association may be terminated in the following circumstances:

- 8.1 Any repeated contraventions by a member of the Constitution, Regulations, Code of Ethics or the Code of Practice;
- 8.2 Conduct that has brought the Association or the polygraph profession into disrepute;
- 8.3 When a member is convicted of a serious crime that has or could bring the Association, its

members or the polygraph profession into disrepute;

- 8.4 Persistent failure of a member to meet his financial obligations to the Association;
- 8.5 Failure on the part of accused member to provide information requested by the Board and/or to co-operate fully with an investigating Director appointed to conduct an Internal Enquiry;
- 8.6 Proven contraventions of the Constitution, the Code of Ethics and/or the Code of Practice;
- 8.7 The Board or AGM may terminate the membership with immediate effect of any person or institution for any matter not provided in this constitution for any reason that the Board or AGM feel is to the detriment of PEAI, the polygraph industry or other members. Such member may not continue to present their membership of PEAI at any forum whatsoever including but not limited to administrative bodies, courts of law or any other regulatory body.

## **9. TERMINATION PROCESS:**

- 9.1 The Board terminates membership after proper inquiry into the charges. There must be minutes of the inquiry with the findings, decision and reasons documented;
- 9.2 The member may appeal in writing to the AGM at the next AGM. Should a member appeal the decision, they remain suspended until such time as the AGM convene. They may not serve in any capacity for the rest of the elective term;
- 9.3 Consideration of the appeal. Members present at the AGM with voting rights will consider the minutes of the inquiry and the appeal motivation from the former member and vote on the matter. By joining PEAI members acknowledge that PEAI is a voluntary organisation and agree that the decision of the AGM is full and final and no further challenges will be made on the decision in any administrative body or court of law.

## **10. RE-APPLICATION FOR MEMBERSHIP:**

A former member of the Association may re-apply for membership provided that he meets the requirements for membership above, has not previously been expelled from the Association for bringing it or the profession into disrepute and does not have any outstanding financial obligations to the Association.

## **11. MEMBERSHIP FEES:**

Membership fees. Shall be determined annually and approved by the Board.

## **12. THE BOARD OF DIRECTORS:**

The following applies:

- 12.1 **Eligibility.** Only members in the category Full Member may be elected as Directors of the Board. Elected Directors must have reasonable experience or aptitude in their portfolio;
- 12.2 **Duties and Functions.** Directors shall perform the duties and functions of their portfolios as stipulated below;
- 12.3 **Ad hoc committees.** The President may establish ad-hoc committees for the purpose of achieving a specific objective. He shall appoint a Director or co-opt a Full Member to act as the convenor of the ad-hoc committee for its duration. The ad-hoc committee shall dissolve upon the completion of its stated purpose;

- 12.4 **Administration.** The Board shall compile and retain administrative and financial records, policies and procedures created during its term to administer the Association. These archives and historical records shall be transferred to subsequent Boards for that intended purpose;
- 12.5 **Number of Directors.** The Board shall consist of five Directors, namely:
- The President;
  - The Vice-President;
  - Director: Training and Marketing;
  - Director: Administration and Membership;
  - Director: Legislation and Ethics;
- 12.6 **General Regulations related to Board Members.** The following shall apply to the Board:
- 12.6.1 All positions on the Board shall be elected by the members of the Association by majority vote during an electronic vote or at a properly constituted AGM or SGM;
- 12.6.2 The Board may from time to time formulate, amend and administer appropriate Regulations that govern the day to day functioning of the Association;
- 12.6.3 The Board shall convene prior to every AGM or SGM and whenever necessary. A meeting of the Board may be called at any time by the President or any Director with reasonable notice;
- 12.6.4 The Board is responsible for the daily administration of the Association and to protect the best interests of the Association, its members and the polygraph profession;
- 12.6.5 All decisions of the Board shall be made by a majority (5/8) vote of the Directors representing a quorum and only after inputs concerning the matter tabled have been received from all Directors of the Board;
- 12.6.6 The term of an elected Director shall be one year. A Director may be consecutively re-elected to the Board by the members but only for a maximum of three (3) consecutive terms, which includes a partial term;
- 12.6.7 A former Director may be re-elected to the Board by the members after a two-year period of absence from the Board;
- 12.6.8 Any vacancy that arises may be filled by the Board from the pool of qualifying full members to a maximum of two vacancies per elective term. Thereafter an SGM must be called or electronic nominations and voting may be used to fill vacancies;
- 12.6.9 The Board may request any Director, including the President or Vice-President, to step down should the majority of the Board members be of the opinion that such director behaves in a manipulative, political, disruptive, disrespectful, deceitful, or destructive way towards board members, membership or stakeholders. Such a process may be done by electronic vote with a full report to the membership by the President or Acting President. The director will be considered suspended as Director and member until such time as the AGM convene or the membership vote by electronic vote to uphold the suspension and terminate membership and/or directorship or the director resigns. The director may appeal to the AGM at the next AGM but remains suspended until such AGM. The AGM will then confirm the action to be taken against the member;

- 12.6.10 Should three board members resign simultaneously or a third vacancy arise while two other positions are vacant, an SGM must be called for the sole purpose as to reconvene a new board. If three directors resign simultaneously or a third vacancy arises while two vacancies existed and the board did not co-opt members to fill those vacancies before the third vacancy arose, the board may not fill the vacancies and must call an SGM;
- 12.6.11 Members of governing boards of non-profit organisations must adhere to the legal obligations imposed on them by the founding documents of the organisation, the common law and the legislation governing the organisation. All board members must exercise the following legal obligations when acting for the organisation they serve:
- Act in good faith and in the best interests of the organisation;
  - Not allow personal interests to conflict with the interests of the organisation;
  - Not act beyond the powers of the organisation or the limitations placed on such powers in terms of the founding documents;
  - Exercise the degree of skill that may be reasonably expected from such a person of his/her knowledge. It is however important to note that members are not required to have exceptional intelligence and will not be liable for mere errors of judgement;
  - Apply her/his mind to decisions & exercise an independent discretion; and
  - Give intermittent, not continuous attention to the affairs of the organisation.

12.7 **Duties of Directors as Board members:**

Directors of the Association shall perform the following duties as designated by the portfolios below and any other duties agreed upon by the Board:

12.7.1 **The President:**

Responsible for the growth of the association as a whole. Oversees board member activities and ensures that tasks given to board member are completed in the time agreed upon. In charge of the association's finances. Keep board members informed of the financial status of the association and keeps track of the spending of the organisation. Gets board approval for spending. Ensures that all membership fees are paid timeously. Ensuring that the association's constitution is up to date. Responsible for communicating any board decisions to the members.

12.7.2 **The Vice-President:**

Assist all board members with their duties when they require assistance. Responsible for overseeing any remedial action to be taken against a member (in the case of non-compliance) with regards to counselling (not necessarily additional training) etc. in order to get the member to attain an audit certificate or dismissal from the association if necessary. Responsible for being the point of contact for any queries from the website (membership confirmation, audit confirmation, membership enquiries etc).

**12.7.3 Director: Training and Marketing:**

Responsible for making available all required training to PEAI members in accordance with the set amount of training hours required as decided by the board and members. Works closely with the Polygraph Academy. Responsible for making available to PEAI members any polygraph related news articles and research studies to keep them up to date with developments in the polygraph industry. Ensure that PEAI has a digital presence (Website, Facebook, LinkedIn). Inform the board of any members not complying to training requirements.

**12.7.4 Director: Administration and Membership:**

Responsible for minute-taking during official board meetings and AGM's. Responsible for disseminating any admin or membership information to members as and when required. Responsible for sending membership certificates to all members and keeping a record of all membership certificates. Responsible for sending training certificates to members upon completion of training and keeping record of those certificates. Responsible for sending audit reports to members and keeping record of those reports.

**12.7.5 Director: Legislation and Ethics:**

Responsible for ensuring that all PEAI members adhere to the PEAI minimum standards of polygraph examinations. Responsible for conducting annual audits on all members. Responsible for alerting the board members of any examiners not complying with the minimum standards. Responsible for informing the Director Administration and Membership regarding completed audits. Responsible for being a contact point for members for advice regarding disciplinary hearing and CCMA expert witness testimony;

**12.8 Remuneration of expenses to members of the Board**

12.8.1 Members of the Board or any other member co-opted by the Board may be remunerated for expenses incurred on behalf of the Association, provided that a budget proposal has been presented to the Board before the expenses have been incurred and the expenses are reasonable and in the interests of the Association;

12.8.2 9.8.2 **The** Board member or co-opted member shall be required to present a detailed claim with supporting documentation and receipts for expenses incurred, to the Board for consideration and approval;

12.8.3 9.8.3 Any extraordinary or fruitless expenses shall be presented to the Board for consideration and approval or rejection with remedial proposals.

12.8.4 9.8.4 Expenses may include any reasonable operational, travel or hotel expenses incurred in the interests of the Association, provided that recognised accounting procedures are followed to record and justify such official expenses.

12.8.5 9.8.5 In cases where advanced training seminars, annual general meetings or annual conferences are being organised, a budget proposal shall be prepared by the relevant Director in conjunction with the Director Financial Management and presented to the Board for consideration and approval before the expenses are incurred.

13. **MEETINGS, ELECTIONS AND BALLOTS:**

- 13.1 Members of the Association shall meet at least once every calendar year for the purpose of dealing with business brought before it or to elect new Directors.
- 13.2 Members may elect to meet at any other time for any other purpose after consulting with the Board to establish a suitable date, time and place for such a meeting.
- 13.3 When required members shall be balloted by national electronic ballot or at an AGM or SGM, as determined by the Board if not prescribed in the constitution.
- 13.4 An AGM or SGM shall enjoy a quorum when 30% plus one of the paid-up full members are present or represented by proxy by paid up members. A motion brought before it by formal motion shall be carried when 50% plus one of the votes cast support the motion. Votes shall be taken by a show and count of hands and any valid proxy votes submitted shall be included in the final count.
- 13.5 A national electronic ballot shall enjoy a quorum when 50% plus one of the members casting a vote in the ballot. A motion voted upon shall be carried when 50% plus one of the votes cast support the motion.
- 13.6 Directors shall be nominated when required through a formal nomination procedure and a ballot shall be held by national electronic vote or during an AGM or SGM to elect Directors to the Board.
- 13.7 In the event of the incapacity, resignation or the inability of a Director to complete his elected term, the Board shall identify and appoint by majority vote a replacement to serve the unexpired term of the former-Director. The Vice-President shall complete any unexpired term of the President unless the Board agrees to elect a new President from its ranks.
- 13.8 A Director may be removed from office for good cause by a unanimous vote of the Board or by a 'vote of no confidence' by a majority of the members at an AGM or SGM or if a written complaint has been received and an internal enquiry has been concluded in terms of the Constitution and Regulations.
- 13.9 Any member may make a submission or table a motion to an AGM, an SGM or the Board at any time. The submission or motion shall however be distributed to the members for comment at least twenty-one (21) days prior to the meeting.
- 13.10 All paid up members with voting rights shall have the right to vote on any motion, to participate in any ballot and contribute to any business brought before the members.
- 13.11 All members shall be entitled to receive copies of the annual financial statements and minutes of any general meeting of the members from the Director Administration. This may not be distributed to any person not a member of PEAI.
- 13.12 Agenda. Every meeting shall have an agenda which closes 7 days before a meeting and 20 days before an AGM. This does not apply for an SGM which has one agenda issue for discussion. Minutes detailing decisions made must be drafted and distributed within seven days after the meeting.
- 13.13 Proxy. A member entitled to vote at a general meeting shall be entitled to appoint one person or more than one person in the alternative to each other as his proxy / proxies to attend, speak and vote at a general meeting on his behalf. The instrument appointing a proxy shall be in writing under the hand of the appointer or his agent duly authorized in writing. A proxy need

not be witnessed. Whether he is himself a member or not, the holder of a general or special power of attorney given by a member shall, if duly authorized under that power to attend and take part in meetings and proceedings of the Company or companies generally, are entitled to attend general meetings and to vote at such.

**14. REGULATIONS:**

- 14.1 Regulations, as contained in the annexures to this Constitution, shall be established, maintained and enforced by the Board for the purpose of promoting the mission of the Association and administering the goals and objectives thereof.
- 14.2 Regulations shall be amended by a majority vote (5/8) of the Board.
- 14.3 A copy of any proposed amendment or revision of a Regulation shall be circulated to all Board members at least thirty (30) days prior to the date upon which the amendment is to be discussed and voted on.
- 14.4 Any amendments to the Regulations shall be relayed to the members within fourteen (14) days of the amendments being adopted.
- 14.5 The AGM has the right to change the regulation at the next AGM or SGM if such an SGM are requested in writing by a Director or at least 10% of the membership.

**15. CONSTITUTIONAL AMENDMENTS:**

- 15.1 This Constitution may be amended through a national electronic ballot and shall deem to have been approved and adopted when 50% plus one of the total members participated in the national ballot and when a simple majority (50% plus one) of the members voted in favour of the matter or motion tabled.
- 15.2 Amendments to the Constitution shall be voted upon only after a copy of the proposed amendment or revision has been circulated to all members at least twenty-one (21) days prior to the date at which the amendment is to be voted upon.
- 15.3 Any member of the Association may submit written proposals to amend the Constitution or the Regulations for consideration to the Board or may submit a petition signed by at least twenty (20) members for consideration by the Board.
- 15.4 Approved amendments shall take effect immediately unless otherwise stated and shall be conveyed to all members within fourteen (14) days of adoption.

**16. LEGISLATIVE AUTHORITY:**

- 16.1 In all instances the legislative authority of the Association shall be that of the Republic of South Africa (RSA).
- 16.2 All meetings shall be conducted in accordance with the recognised procedures and rules of order in the RSA at the time.
- 16.3 The Board may by unanimous vote formally register the Association with the Registrar of Non-Profit Organisations in terms of the Act, should it be deemed necessary to do so in the interests of the Association.

**17. DISSOLUTION:**

Should the organisation be dissolved for whatever reason, the assets must be transferred to another non-profit organisation registered as public benefit organisations with similar objectives.

**18. RATIFICATION:**

18.1 This Constitution shall take immediate effect and replace any previous Constitution of the Association upon its adoption.

18.2 This Constitution was approved and adopted by the members of the Polygraph Examiners Association International at an AGM on..... at Pretoria.