RULES

OF THE

NEW ZEALAND NON-DESTRUCTIVE TESTING ASSOCIATION INCORPORATED

(2019 Revision)

SECTION 1: NAME

1.1 The Group shall be named the New Zealand Non-Destructive Testing Association Incorporated, hereinafter referred to as "The Association".

SECTION 2: OBJECTS

2.1 The Association shall be concerned with the advancement of the science and practice of non-destructive testing.

SECTION 3: QUALIFICATION FOR MEMBERSHIP

3.1 **Personal membership** of the Association shall be open to any person engaged in the practice of non-destructive testing or interested in the objects of the Association. There are three grades of this membership:

(a) STUDENT MEMBERS (PERSONAL)

Individuals studying engineering or scientific subjects at a university or recognised technical institute on a full-time basis.

(b) RETIRED MEMBERS (PERSONAL)

Individuals who have retired from the permanent work force but wish to continue to take an interest in the activities of the association

(c) PERSONAL MEMBERS (PERSONAL)

Available to any individual person in industry, education or research who is interested in Non-destructive Testing.

3.2 **Honorary Membership** of the Association shall be open to any person who has been actively engaged in the activities of the NZNDTA over many years and have contributed markedly to the effectiveness of the Association as a whole. Decisions on Honorary membership shall be made by the Executive Committee, from formal written nominations received prior to each annual general meeting.

3.3 **Company and Corporate membership** of the Association shall be open to any company/corporation, or other organisation which carries out non-destructive testing or otherwise has an interest in the objects of the Association. There are two grades of this type of membership.

(a) COMPANY MEMBERS (Small NDT Companies)
Organisations which carry out non-destructive testing and employ for this purpose, less than 15 employees possessing qualifications which are recognised by the Association.

"ONE designated representative of a Company Member, which has been admitted to membership shall enjoy the full rights and privileges of a personal member, as well as business development opportunities available through the Association".

(b) CORPORATE MEMBERS (Large NDT Companies & Equipment Suppliers)
Organisations which either support or carry out non-destructive testing and employ for this purpose, 15 or more persons across multiple regional offices, with most staff possessing qualifications which are recognised by the Association.

"THREE designated representatives of a Corporate Member, which has been admitted to membership shall enjoy the full rights and privileges of a personal member, business development opportunities available through the Association, as well as Professional Support".

SECTION 4: APPLICATION FOR AND ADMISSION TO MEMBERSHIP

4.1 Admission to membership of the Association shall be subject to the approval of the Management Committee of the Association (hereinafter referred to as "The Management Committee")

4.2 Each application for membership shall be made on a form providedby the Association and applicants shall supply such information as to their qualifications, experience and field of interest as the Management Committee shall require. This shall be accompanied by a signed declaration by the prospective member stating that he/she will abide by the Code of Conduct, (refer Appendix A).

4.3 Applications for affiliation to the Association by any society or association shall be made in the form of a letter signed by a duly appointed officer of the society or association giving full details of that body's interest in the objects of the Association and such other information as the Management Committee shall require.

4.4 Personal and Corporate members may be given a certificate on their election to membership. Each such certificate shall remain the property of the Association and shall be returned to the Executive Officer when the person or body to which it was issued has ceased to be a member of the Association.

4.5 All members who wish to designate themselves or their organisations otherwise than in full as belonging to the Association shall use one of the following abbreviations only as appropriate:

Member (Personal)	M.NZNDTA
Member (Company/Corporate)	CM.NZNDTA
Retired Member (Personal)	RM.NZNDTA
Student Member (Personal)	SM.NZNDTA
Honorary Member	Hon.NZNDTA

SECTION 5: RESIGNATION AND RE-ADMISSION

5.1 Each member or affiliated society or association may, by notice in writing to the Institution, resign their membership or relinquish affiliation after payment of all sums due in respect of subscription or otherwise.

5.2 Any person or body which has ceased to be a member may apply for re-admission and any society or association which has ceased to be an affiliated body may apply for re-affiliation. The Management Committee, may approve such re-admission or re-affiliation under such conditions as it may see fit to impose. (Refer also section 9.5)

SECTION 6: MANAGEMENT OF THE ASSOCIATION

6.1 The affairs of the Association shall be managed by a committee elected at each Annual General Meeting of the Association, to be known as the Management Committee of the Association.

6.2 The Management Committee shall consist of a Chair, Vice-Chair and Honorary Secretary/Treasurer together with not less than four other members. At least one member of the committee shall be a corporate member of the Association.

6.3 The Chair, Vice-Chair and Honorary Secretary/Treasurer shall be elected by and from members of the Executive Committee.

6.4 Each member of the Management Committee shall be elected or appointed to serve for one year but may be re-elected or re-appointed on any number of consecutive occasions.

6.5 The Management Committee may co-opt members to fill vacancies at any time. Each member appointed to fill such a vacancy shall hold office until the next Annual General Meeting.

6.6 The Management Committee may appoint an Executive Officer for the Association on a full or part time basis to perform such administrative duties as the committee shall decide and shall, when required, perform the duties of Hon. Secretary/Treasurer.

6.7 The Executive Officer of the Association shall be the official Secretary of the Association.

6.8 At meetings of the Management Committee, the quorum shall be four.

6.9 The activities of the Association shall be limited to within New Zealand.

6.10 Payments to members
No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

SECTION 7: POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

7.1 The Management Committee shall meet as often as the business of the Association may require.

7.2 The Management Committee shall be responsible for the policy and administration of the Association, its powers shall include:

(a) The fixing of the rates of annual subscription to be paid by all grades of membership and any affiliation fee to be paid by affiliated societies or associations.

(b) The promotion of conferences, seminars, symposia and meetings of members.

(c) The development of liaison with other organisations having similar or related objects.

(d) The publication of a periodic bulletin or newsletter.

(e) The promotion of technical education and qualification in the practice of non-destructive testing.

(f) Assistance with the preparation of standard specifications and contract procedures.

(g) The promotion of regional and specialist sub-groups in liaison with other organisations.

(h) The preparation of public relations material for release by the Association.

(i) The encouragement of research in terms of the objects of the Association.

(j) The expression of the considered views of the Association on matters within its activity and interests.

(k) The employment of full or part-time staff to assist the Committee in carrying out its administrative functions.

(l) The consideration of applications for membership.

(m) The consideration of complaints regarding alleged breaches of these Rules or the Code of Conduct.

7.3 Subject to the Rules, the decisions of the Management Committee on the interpretation of the Rules of the Association and on all matters not otherwise provided for in the Rules of the Association shall be final and binding on all members of the Association.

SECTION 8: PROCEDURE FOR ELECTION OF THE MANAGEMENT COMMITTEE

8.1 The election in any year shall take place at the Annual General Meeting, or by postal ballot, the method to be used being decided by the immediately-preceding Annual General Meeting.

8.2 Nominations for the Committee shall be made in writing and shall bear the name of the proposer and the consent of the nominee.

8.3 Nominations will be accepted up to the time of commencement of the Annual General Meeting, unless a postal ballot is to be held, when nominations must be in the hands of the Executive Officer four weeks before the date of the Annual General Meeting.

8.4 Should the Annual General Meeting decide that the voting at the following election shall be by postal ballot, then the procedure normally adopted by the Association for postal ballots shall be followed.

SECTION 9: FINANCE

9.1 The financial year means the period commencing on lst April and ending on 31st March of the following year.

9.2 The subscription year means the period commencing lst April and ending on 31st March of each year.

9.3 Each member of the Association shall pay an annual subscription, the amount of which shall be determined by the Management Committee. The annual subscription shall be due on 1st April and shall be paid to the Secretary/Treasurer.

9.4 Each affiliated society or association shall pay an annual affiliation fee based on the number of members in each such society or association. The amount of the annual fee shall be determined by the Management Committee and shall be, due on 1st April and shall be paid to the Secretary/Treasurer.

9.5 Members or affiliated bodies whose annual subscriptions have not been received by the Secretary four months after subscription accounts have been sent out shall be regarded as being in "arrears of subscription" and their rights of membership shall be suspended until the arrears have been paid. Members or affiliated bodies which remain in arrears of subscription after the end of the subscription year in which the arrears first applies shall have their names deleted from the List of Members and Affiliates and their certificates of membership withdrawn.

9.6 The Association shall conduct all its financial transactions through the accounts of the Association.

9.7 The Executive Officer of the Association in his capacity as Secretary of the Association shall handle all financial dealings of the Association, including the collection of subscriptions and the payment of accounts, and shall keep a separate record of the income received and expenditure incurred by the Association. Investment of surplus funds from time to time will be at the discretion of the Management Committee, the Executive Officer is to make recommendations as he/she sees fit for Management Committee approval.

9.8 At the end of each financial year the Executive Officer/Treasurer shall prepare an Annual Statement of accounts which shall be posted to all members of the Association not less than fourteen days before the Annual General Meeting and shall be laid before such meeting.

9.9 The Chairperson of the Management Committee shall prepare an Annual Report on the activities of the Association for presentation at the Annual General Meeting. This report shall be posted to all members of the Association not less than fourteen days before the Annual General Meeting.

9.10 Subsequent to the Annual General Meeting the Annual Statement of Accounts and the Annual Report shall be submitted to the Chairperson of the Association.

SECTION 10: ANNUAL GENERAL MEETING

10.1 An Annual General Meeting of the Association shall be held once in each calendar year on such date and at such place as the Management Committee shall decide.

10.2 Notice of each Annual General Meeting shall be posted to each member at least fourteen days before such meeting.

10.3 There shall be no quorum for the Annual General Meeting.

SECTION 11: SPECIAL GENERAL MEETING

11.1 Special General Meetings of the Association may be called by the Management Committee at any time and shall be called by such Committee if requested by not less than ten financial members.

11.2 Notice of each Special General Meeting and of the nature of the business to be transacted thereat shall be posted to each member at least fourteen days before such meeting.

11.3 The quorum for Special General Meetings shall be ten financial members.

SECTION 12: VOTING AT MEETINGS

12.1 Personal Members and designated representatives of Corporate Members actually and rightfully present at any meeting of the Management Committee or at any general meeting have the right to vote on any motion before such meeting.

12.2 Each affiliated society or association shall have the right to exercise one vote on any motion before such meeting and before each meeting each affiliated society or association shall inform the Chair of the meeting of the name of the person appointed as the member to exercise that vote.

12.3 Voting on any motion before such meeting shall be by the voices, except that any member present at the meeting may require a show of hands and any ten percent of the members present at such meeting may require a secret ballot.

12.4 A majority of members voting shall decide all questions unless the Rules otherwise provide.

12.5 In the event of equality of voting the Chair of the meeting may exercise a casting vote in addition to a deliberative vote.

SECTION 13: COMPLIANCE WITH THE RULES OF THE ASSOCIATION

13.1 Members of the Association shall be bound by the Rules of the Association and the form of application for membership shall contain a declaration to be signed by each applicant. (See Appendix A)

13.2 A Code of Conduct for members of the Association, as drawn up by the Management Committee, shall form part of these Rules. (See Appendix A)

13.3 A Complaints Committee shall be convened by the Management Committee as and when required in order to consider any matter relating to the Rules and Code of Conduct which arises from a complaint brought by or in respect of any member. A Complaints Committee shall consist of not less than three members of the Management Committee and its findings in respect of any matter referred to it for consideration shall be binding on all those members concerned.

13.4 Any complaint involving a breach or alleged breach of the Rules or Code of Conduct which is deemed appropriate to be brought to the attention of the Management Committee shall be submitted to the Executive Officer of the Association in writing under confidential cover. The Management Committee shall then initiate action to deal with such complaint in accordance with Rule 13.3.

13.5 If a Complaints Committee convened by the Management Committee decides that a member whose conduct is the subject of an investigation has acted in an improper or unprofessional manner, the Complaints Committee may recommend one or more of the following actions:

(a) That such member be expelled from membership of the Association or suspended from membership for any period.

(b) That such member be reprimanded or admonished.

(c) That such member pay a sum not exceeding $1000 towards the costs incurred by the Association and/or the complainant as are directly attributable to the investigation, hearing and/or determination of the complaint.

If accepted by the Management Committee the recommendations of the Complaints Committee in respect of any such determination shall be conveyed to the member concerned in writing by the Executive Officer.

13.6.1 In any case where the Management Committee has made such a determination in respect of any member, the member so affected may, not later than 28 days after the date when the notification of the determination was posted to the member, lodge with the Executive Officer of the Association at its registered office an appeal in writing against such determination. On receipt of an appeal the Executive Officer shall proceed in accordance with the Rules prescribed by the Association for dealing with such appeals. (see 13.7)

13.7 In the event of an appeal a meeting with the original management committee along with the Executive Officer if not already a member of this committee shall be convened. Any new evidence shall then be submitted from any party which may affect the outcome of the decision. If no new information is forthcoming the appellant may request that the original circumstances are revisited for a decision on whether the original recommendations stand. In such an event the findings of the appeal will be final.

SECTION 14: ALTERATION OF RULES

14.1 Alteration to the Rules of the Association may be made only by motion passed at the Annual General Meeting or at a Special General Meeting called for the purpose.

14.2 No Association Rules or alterations thereto shall become operative until approved by the Management Committee.

14.3 No alteration to the Rules shall be approved if it in any way affects the winding-up rule (15).

14.4 No addition to or alteration of the non-profit aims, personal benefit clause or the winding-up clause shall be approved without the approval of Inland Revenue.
The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

14.5 No alteration, addition, rescission or substitution which would alter the charitable nature of the Association shall be permitted.

SECTION 15: WINDING UP THE ASSOCIATION

15.1 The dissolution or liquidation of the Association can be accomplished only by a resolution passed by a simple majority of financial members of the Association present in person at a Special General Meeting called to consider such a resolution.

15.2 If upon the winding up or dissolution of the association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having objects
Similar to the objects of the first organisation, or to some other charitable organisation or purpose, within New Zealand.

SECTION 16: INCORPORATED SOCIETY COMMON SEAL:

16.1 The common seal of the Association will be held by the executive officer, the seal shall only be affixed to outgoing official correspondence as directed by the Management Committee from time to time.

Approved by AGM 21st November 2019

"This The Latest Bylaws Document" as approved in the minutes above for the NZNDTA, is submitted by the current Chairman: Mr. Leslie John Dick.

(place)...Blenheim..... District Court House ..... this ..17th..... day of December 2019 before me"

Signed: ..... (JP/~~Witness~~)

G.J.A. Kerr QSO, JP
#8030
BLENHEIM
Justice of the Peace for New Zealand

Signed: ..... (NZNDTA Chairman)

Annex A

CODE OF CONDUCT

FOR MEMBERS OF THE

NZ NON-DESTRUCTIVE TESTING ASSOCIATION

When engaged in the science or practice of NDT, members shall:

1) So conduct themselves as to promote the dignity, standing and reputation of the NDT profession and of the Association.

2) Exercise their professional and technical skills and judgement to the best of their ability and discharge their professional responsibilities with integrity at all times.

3) Not misrepresent the limits of their competence and qualification or accept work outside the scope of such limits.

4) Ensure that all persons working under their direction or authority are competent and appropriately qualified to carry out the tasks assigned to them.

5) Not do anything, or permit anything under their authority to be done, which could, in their professional judgment, endanger life or safety, expose property to the risk of destruction or serious damage, or needlessly pollute the environment.

6) Strive to maintain and improve their professional competence by keeping themselves informed about developments relevant to their professional activities and encourage those working under their direction to do likewise.

7) When considered appropriate, draw to the attention of the Management Committee of the Association.

   (a) Any breach or alleged breach of this Code of Conduct by another member.
   (b) Any failure on the part of a client or employer to accept their professional advice which could cause conflict with the requirements of Clause 5 above.
   (c) Any dispute with another member which may require arbitration by the Association.

8) Members of the Association shall be bound by the Rules of the Association and the form of application for membership shall contain a declaration in the following terms, to be signed by each applicant:

"I/We believe myself/ourselves to be a proper person/organisation to be admitted to membership of the New Zealand Non-Destructive Testing Association Incorporated and do hereby promise that, in the event of my/our admission to membership, I/we will be governed by the Rules of the Association for the time being in force, or as they may hereinafter be amended, including, where appropriate, the terms of the Code of Conduct for members forming part of these Rules, and I/we agree to abide by any decision of a Complaints Committee appointed by the Management Committee to consider any matter relating to such Rules and Code of Conduct."