



## **ARTICLES OF ASSOCIATION**

**OF**

## **THE BRITISH INSTITUTE OF NON-DESTRUCTIVE TESTING**

A Company Limited by Guarantee and not having a share capital  
Amended by Special Resolution passed at the Annual General Meeting held on 9 September 2015  
Amended by Special Resolution passed at the Annual General Meeting held on 16 September 2020

Registered in England No 969051

Registered Charity No 260666

Registered address

**Midsummer House  
Riverside Way  
Bedford Road  
Northampton  
NN1 5NX**

*John Hansen*  
**President**

Revised September 2020 (Rev 10)

# ARTICLES OF ASSOCIATION

## of

### The British Institute of Non-Destructive Testing

#### 1. The name of the Company is

The British Institute of Non-Destructive Testing and in this document it is called the 'Institute'.

#### Interpretation

#### 2. In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Institute;

'the articles' means the Institute's articles of association;

'the Institute' means the company intended to be regulated by the article;

'clear days' in relation to the period of notice means a period excluding:

- The day when the notice is given or deemed to be given; and
- The day for which it is given or on which it is to take effect.

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Institute;

'the directors' mean the directors of the Institute. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'the memorandum' means the Institute's memorandum of association;

'officers' includes the directors and secretary (if any);

'present in person' includes, unless otherwise specified, any person whether physically present or present by video or audio conferencing;

'the register of members' means the Institute's governing document entitled "register of members" which details the classes of membership of the Institute and the eligibility of different classes to vote, as it is from time to time adopted by the board of directors, but subject to article 8;

'the seal' means the common seal of the Institute;

'secretary' means any person appointed to perform the duties of Institute Secretary;

'the United Kingdom' means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Institute.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

The official year and the financial year of the Institute shall be the recognised calendar year ending on 31 December.

### **Liability of members**

3. The liability of the members is equal to a sum not exceeding £10, being the amount that each member undertakes to contribute to the Institute's assets in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be members, for:

- (1) Payment of the Institute's debts and liabilities incurred before he, she, it ceases to be a member;
- (2) Payment of the costs, charges and expenses of winding up; and
- (3) Adjustment of the rights of the contributories among themselves.

### **Objects**

4. The Institute's objects ('Objects') are specifically restricted to the following:

- (a) To promote the advancement of the science and practice of non-destructive testing, condition monitoring, diagnostic engineering and all other associated materials and quality testing disciplines.
- (b) To promote meetings for the reading and discussion of Scientific papers and for the delivery of talks and lectures and for the discussion and theoretical study of all matters related to or connected with Non-Destructive Testing or other Electronic, Electrical, Physical or Scientific matter of interest to members of the Institute.
- (c) To initiate, conduct and supervise researches into and theoretical and practical studies of the Science and Technology of Non-Destructive Testing and other matters as aforesaid and the publication of the results of these studies.
- (d) To promote the advancement of the science and practice of engineering as a whole.

And in furtherance of the foregoing objects but not further or otherwise:

- (e) To organise, conduct and advise on means and systems of education of and to organise and provide and assist in the organisation and promotion of classes, lectures and other matters referred to in Sub-clause 4(c) hereof for all engaged or desirous of being engaged or interested in the Science and Technology of Non-Destructive Testing and to establish and assist and advise in the establishment of examinations in professional competence and to provide examiners therefor and to co-operate with any recognised educational or professional body or Technical Society, Institute or Association as the Institute may deem expedient.
- (f) To operate a scheme for the assessment and certification of compliance of engineering organisations' quality systems with relevant national and international standards.
- (g) To acquire the copyright in and similar rights over literary theoretical and technical books and books of reference appertaining or related to or having a bearing on the study of Non-Destructive testing and of

- any other electronic electrical physical or other sciences as the Institute may deem fit and other such works of any description and to commission the writing compiling or editing of such works as may seem expedient or beneficial to the Institute.
- (h) To establish a library of Scientific works of all kinds.
  - (i) To publish Scientific and Technical Journals, Brochures, Pamphlets, Leaflets, Magazines, Books and Scientific Technical works of every description and to act as printers and publishers.
  - (j) To establish, organise and operate exhibitions and conferences to promote the advancement of non-destructive testing and other associated materials testing.

## **Powers**

5. The Institute has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular the Institute has power:
  - (1) to raise funds. In doing so, the Institute must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Institute. In exercising this power, the Institute must comply as appropriate with the Charities Act 2011;
  - (4) to borrow money and to charge the whole or any part of the property belonging to the Institute as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Institute must comply with sections the Charities Act 2011 if it wishes to mortgage land.
  - (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects or any charitable trusts, associations or institutions formed for the charitable purpose of the relief of poverty, provided that such charitable organisation works with persons or families connected with or formerly connected with the Institute's Objects.
  - (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
  - (8) to set aside income as a reserve against future expenditure but only in accordance with written policies about reserves;
  - (9) to employ and remunerate such staff as are necessary for carrying out the work of the Institute. The Institute may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
  - (10) to:
    - (a) deposit or invest funds;
    - (b) employ a professional fund manager; and
    - (c) arrange for the investments or other property of the Institute to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, of the Charities Act 2011;
- (12) to pay out of the funds of the Institute the costs of forming and registering the Institute both as a company and as a charity.

## **Application of income and property**

### **Universal clauses**

- 6. (1) The income and property of the Institute shall be applied solely towards the promotion of the Objects.
- (2)
  - (a) A director is entitled to be reimbursed from the property of the Institute or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Institute.
  - (b) A director may benefit from trustee indemnity insurance cover purchased at the Institute's expense in accordance with, and subject to the Charities Act 2011.
  - (c) A director may receive an indemnity from the Institute in the circumstances described in article 58.
- (3) None of the income or property of the Institute may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Institute. This does not prevent a member who is not also a director receiving reasonable and proper remuneration for any goods or services supplied to the Institute.

### **Directors' benefits**

#### **Provision of goods and services, employment, other remuneration/financial benefits – directors/connected persons**

- (4)(A) No director or connected person may:
  - (a) buy any goods or services from the Institute on terms preferential to those applicable to members of the public;
  - (b) sell goods, services or any interest in land to the Institute;
  - (c) be employed by, or receive any remuneration from, the Institute in respect of or in connection with their office as a director of the Institute;
  - (d) receive any other financial benefit from the Institute unless:
    - (i) the payment is permitted by article 6(4)(B)(a); or
    - (ii) the directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has monetary value.

### **Scope and powers permitting directors/connected persons' benefits**

- (4)(B) (a) (i) A director or connected person may receive a benefit from the Institute in the capacity of a beneficiary of the Institute provided that a majority of the directors do not benefit in this way.
- (ii) A director or connected person may enter into a written contract for (and be remunerated for) the supply of services, or of goods that are supplied in connection with the provision of services, to the Institute where that is permitted in accordance with, and subject to the conditions in, the Charities Act 2011.
- (iii) Subject to article 6(4)(C) a director or connected person may provide the Institute with goods that are not supplied in connection with services provided to the Institute by the director or connected person.
- (iv) A director or connected person may receive interest on money lent to the Institute at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors.
- (v) A director or connected person may receive rent for premises let by the director or connected person to the Institute if the amount of rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (vi) The directors may arrange for the purchase, out of the funds of the Institute, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, the Charities Act 2011.

### **Payment for the supply of goods only – controls**

- (4)(C) The Institute and its directors may only rely upon the authority provided by article 6(4)(B)(a)(iii) if each of the following conditions is satisfied:
- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
- (i) the Institute or its directors (as the case may be) and
- (ii) the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Institute.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the Institute to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Institute.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.

- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 6(4)(A).
- (5) (a) In sub-clauses (2)-(4) of this article 6 'Institute' shall include any company in which the Institute:
  - holds more than 50% of the shares; or
  - controls more than 50% of the voting rights attached to the shares; or
  - has the right to appoint one or more directors to the board of the company
- (b) In sub-clause (4) of this article 6, sub-clause (2) of article 47 and sub-clause (2) of article 48 'connected person' means:
  - (i) a child, parent, grandchild, grandparent, brother or sister of the director;
  - (ii) the spouse or civil partner of the director or any person falling within paragraph (i) above;
  - (iii) a person carrying on business in partnership with the director or with any person falling within paragraph (i) or (ii) above;
  - (iv) an institution which is controlled –
    - (I) by the director or any connected person falling within paragraph (i), (ii) or (iii) above; or
    - (II) by two or more persons falling within sub-paragraph (I), when taken together
  - (v) a body corporate in which –
    - (I) the director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
    - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest.
- (c) The terms used in this sub-clause have the meanings as defined in the Charities Act 2011.

## Members

- 7. (1) The subscribers to the memorandum are the first members of the Institute.
- (2) Membership is open to other individuals or organisations who:
  - (a) apply to the Institute in the form required by the directors; and
  - (b) are approved by the directors.
- (3) (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Institute to refuse the application.
- (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

- (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferrable
- (5) The directors must keep a register of names and addresses of members.

### **Classes of membership**

- 8. (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations of each class of members in a document entitled the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
  - (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provision in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **Termination of membership**

- 9. Membership is terminated if:
  - (1) the member dies or, if it is an organisation, ceases to exist;
  - (2) the member resigns by written notice to the Institute unless, after the resignation, there would be less than two members;
  - (3) any sum due from the member to the Institute is not paid in full within six months of it falling due;
  - (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the Institute that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
    - (a) the members has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
    - (b) the member, or at the option of the member, the member's representative (who need not be a member of the Institute) has been allowed to make representations to the meeting.

### **General meetings**

- 10. (1) The Institute must hold its first annual general meeting within eighteen months after the date of its incorporation.



- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
  - (3) a meeting may be held in any of the following ways; (a) a physical meeting with members present in person; (b) a video conference, using an online platform or similar electronic method that allows for simultaneous visual and audio participation; (c) telephone conferencing; or (d) a combination of any of the above a-c methods.
11. The directors may call a general meeting at any time.

### **Notice of general meetings**

12. (1) The minimum periods of notice required to hold a general meeting of the Institute are:
- (a) fourteen clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - (b) fourteen days for all other general meetings.
- (2) A general meeting may be called at shorter notice if it is so agreed by a majority in numbers of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19. If participation via a video and/or telephone conference is to be permitted, the Notice must provide information as to how members can access the meeting.
- (4) The notice must be given to all the members and to the directors and auditors.
13. The proceedings of a meeting shall not be invalidated because a person who was entitled to receive a notice of the meeting did not receive it because of an accidental omission of the Institute.

### **Proceedings at general meetings**

14. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 10 members present in person (or by proxy voting) and entitled to vote upon the business to be conducted at the meeting.
15. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting;  
or
  - (b) during a meeting a quorum ceases to be present;
- The meeting shall be adjourned to such time and place as the directors shall determine.
- (2) the directors must reconvene the meeting and must give at least seven days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified

for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

16.
  - (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
  - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
  - (3) If there is only one director present and willing to act, he or she shall chair the meeting.
  - (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
17.
  - (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
  - (2) the person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
18.
  - (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
    - (a) by the person chairing the meeting; or
    - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
    - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
  - (2)
    - (a) the declaration by the person who is chairing the meeting of the result of the vote shall be conclusive unless a poll is demanded.
    - (b) The result of the vote must be recorded in the minutes of the Institute but the number or proportion of votes cast need not be recorded.
  - (3)
    - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
    - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
  - (4)
    - (a) A poll must be taken as the person chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
    - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- (5)
  - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
  - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person chairing the meeting directs.
  - (c) The poll must be taken within thirty days after it has been demanded.
  - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
  - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- (6) if members attend a general meeting by means of an electronic platform and are entitled to vote, if the vote is taken by a 'show of hands' such members may vote using the relevant buttons on the electronic platform. If the vote is to be taken by poll and the poll is taken immediately, the members attending via the electronic platform may vote on the poll by using the relevant buttons on the electronic platform.

### **Content of proxy notices**

- 19. (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which –
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the Institute in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Institute may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as –
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

- 19.A (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Institute by or on behalf of that person.

- (2) An appointment under a proxy notice may be revoked by delivering to the Institute a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

### **Written resolutions**

- 20. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

- 21. Subject to article 8, every eligible member (as referenced in article 23(4) below), whether present in person or by proxy, shall have one vote.
- 22. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 23. (1) Any organisation that is a member of the Institute may nominate any person to act as its representative at meetings of the relevant Institute groups and committees only, as laid down in the Institute's bye-laws.
- (2) The organisation must give written notice to the Institute of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Institute. The representative may continue to represent the organisation until written notice to the contrary is received by the institute.
- (3) Any notice given to the Institute will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Institute shall not be required to consider whether the representative has been properly appointed by the organisation.
- (4) Members eligible to vote at Institute meetings are individual voting members, as listed in the register of members.

## **Directors**

24. (1) A director must be a natural person aged 16 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 38.
- (3) A director must be a member of the Institute eligible to vote at a general meeting, as listed in the register of members.
25. The number of directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. The board of directors of the Institute constitute its Council.
26. The first directors shall be those persons notified to Companies House as the first directors of the Institute.
27. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

## **Powers of directors**

28. (1) The directors shall manage the business of the Institute and may exercise all the powers of the Institute unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

## **Retirement of directors**

29. At the first annual general meeting all the directors must retire from office unless by the close of meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one third of the directors or three, if that is less, must retire from office. If there is only one director he or she must retire.
30. (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) Directors elected at an Annual General Meeting shall take office on the 1<sup>st</sup> day of January following the Annual General Meeting at which their election is reported.

## **Appointment of directors**

31. The Institute may by ordinary resolution:
- (1) appoint a person who is willing to be a director; and
- (2) determine the rotation in which any additional directors are to retire.

32. Not less than three calendar months prior to the Annual General Meeting in each year the Institute's Council shall send to each member entitled to vote a list of Directors who are due to retire at the end of the year and who are eligible or ineligible (as the case may be) for re-election together with a list of other members eligible to be appointed a director, if any, nominated by them for election to the Institute's Council (Board of Directors).
33. After the issue of the Council's list referred to in paragraph 32 and not later than three weeks after such notification, any three members who are entitled to vote at all Ordinary Meetings, Annual General Meetings and Extraordinary General Meetings of the Institute may nominate any other duly qualified person to fill any such vacancy other than that of President, President-Elect, Vice-President, Hon Treasurer or Hon Secretary who shall be nominated by the Council only, by delivering such nomination in writing to the Council together with the written consent of the nominee to accept office if elected.
34. (1) The directors may appoint a person who is willing to be a director to fill any vacancy arising.
- (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
35. When a person is elected by a branch of the Institute at the branch AGM to represent that branch on the Council, the elected representative shall, if they are not already a director, automatically be appointed a director of the Institute for the duration of their period of office representing the branch. A director appointed in this way becomes a full voting member of Council. Such representatives are to be elected in accordance with the Institute's Bye-Laws in force from time to time. It is, however, not compulsory for a branch AGM to include the election of a representative to Council.
36. When a person is elected chair of any one of the 5 committees identified below at 36(i)-(v), the committee chair shall, if they are not already a director, automatically be appointed a director of the Institute for the duration of their chairmanship of the committee. A director appointed in this way becomes a full voting member of Council. Such chair persons are to be elected by their committee in accordance with the secret ballot method as outlined in the Institute's Bye-Laws in force from time to time. The selected committees for the purpose of this article 36 are as follows:
- i. the Membership, Qualification & Education Committee;
  - ii. the NDT Technical Committee;
  - iii. the CM Technical Committee;
  - iv. the Certification Management Committee; and
  - v. the Industry Group Executive Committee.
37. The appointment of a director, whether by the Institute in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

### **Disqualification and removal of directors**

38. A director shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (2) is disqualified from acting as a trustee by virtue of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - (3) ceases to be a member of the Institute;
  - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her affairs;

- (5) resigns as a director by notice to the Institute (but only if at least two directors will remain in office when the notice of resignation is to take effect);
- (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated;
- (7) ceases to be a branch representative or the branch ceases to exist or be eligible for representation on the Council of the Institute; or
- (8) ceases to be the chair of a committee listed above at article 36.

## **Remuneration of directors**

39. The directors must not be paid any remuneration unless it is authorised by article 6.

## **Proceedings of directors**

40. (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
41. (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger numbers as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which the director is not entitled to vote.
42. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
43. (1) The directors shall appoint a director to chair their meetings and may at any time revoke such an appointment.
- (2) If no one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the other directors.

44. (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### **Delegation**

45. (1) Subject to article 45(2), the directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) In respect of the 5 named committees listed below, it is required that one director be present at the committee meetings at any one time. The directors may delegate appropriate powers or functions to those committees. The members of such committees shall consist of at least one director and such other persons as the Council from time to time shall nominate. The Council may remove any person who sits on any such committee. The committees to which this article applies are;
- i. the Membership, Qualification & Education Committee;
  - ii. the NDT Technical Committee;
  - iii. the CM Technical Committee;
  - iv. the Certification Management Committee; and
  - v. the Industry Group Executive Committee.
- (3) The directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Institute except in accordance with a budget previously agreed with the directors.
- (4) The directors may revoke or alter a delegation.
- (5) All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **Declaration of directors' interests**

46. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Institute or in any transaction or arrangement entered into by the Institute which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Institute and any personal interest (including but not limited to any personal financial interest).

### **Conflicts of interests**

47. (1) If a conflict of interests arises for a director because of a duty of loyalty to another organisation or person and the conflict is not authorised by virtue of any provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:



- (a) the conflicted director is absent from the part of the meeting at which there is discussion on any arrangement or transaction affecting the other organisation or person;
  - (b) the conflicted director does not vote on any such matter and is not counted in considering whether a quorum of directors is present at the meeting; and
  - (c) the unconflicted directors consider it is in the interests of the Institute to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

### **Validity of directors' decisions**

48. (1) Subject to article 48(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- (a) who is disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- If without:
- (d) the vote of that director; and
  - (e) that director being counted in the quorum;
- the decision has been made by a majority of the directors at a quorate meeting.
- (2) Article 48(1) does not permit a director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 48(1), the resolution would have been void, or if the director has not complied with article 46.

### **Seal**

49. The seal of the Institute must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

### **Minutes**

50. The directors must keep minutes of all:
- (1) appointments of officers made by the directors;
  - (2) proceedings at meetings of the Institute;

- (3) meetings of the directors and committees of directors including:
  - (a) the names of directors present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

## **Accounts**

- 51. (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable statements of recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Acts.

## **Annual Report and Return and Register of Charities**

- 52. (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
  - (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual report and the transmission of a copy to the Commission;
  - (c) preparation of an Annual return and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the Institute's entry on the Central Register of Charities.

## **Means of communication to be used**

- 53. (1) Subject to the articles, anything sent or supplied by or to the Institute under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Institute.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 54. Any notice to be given to or by any person pursuant of the articles:
  - (1) must be in writing; or
  - (2) must be given in electronic form
- 55. (1) The Institute may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her

address; or

- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address; or
- (e) by placing the notice on a website and providing the member with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

- (2) A member who does not register an address with the Institute or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Institute.

56. A member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and of the purposes for which it was called.

57. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

## **Indemnity**

58. (1) The Institute may indemnify any director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a 'relevant director' means any director or former director of the Institute.

## **Rules**

59. (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Institute.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members to the Institute (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Institute in relation to one another, and to the Institute's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Institute's premises at any particular time or times or for any particular purpose or purposes;

- (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Institute in general meeting has the power to alter, add to or repeal the rules or byelaws.
  - (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Institute.
  - (5) The rules or bye laws shall be binding on all members of the Institute. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.
  - (6) If there is any conflict between a bye law and these Articles of Association the Articles take precedence.

## **Dissolution**

- 60. (1) The members of the Institute may at any time before, and in expectation of, its dissolution resolve that any net assets of the Institute after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Institute be applied or transferred in any of the following ways:
  - (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Institute, the directors of the Institute may at any time before and in expectation of its dissolution resolve that any net assets of the Institute after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Institute be applied or transferred:
  - (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Institute be paid to or distributed among the members of the Institute (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the Institute shall be applied for charitable purposes as directed by the Court or the Commission.

## **SECOND TIER DOCUMENTS**

### **1. Bye Law 1**

Constitution of Council

### **2. Bye Law 2**

Organisation, Structure and Control of Institute Committees

### **3. Bye Law 3**

Rules for Branches

### **4. Bye Law 4**

Impartiality

### **5. Register of Members**

Section 1	Description of membership grades, eligibility criteria and voting rights
Section 2	Database of members

### **6. Code of Conduct**

Members

## **THIRD TIER DOCUMENTS**

### **1. Strategic Plan**

### **2. Procedures**

- (a) Membership
- (b) Certification
- (c) Conference organisation
- (d) Seminar organisation
- (e) Exhibition organisation
- (f) Branch events
- (g) Publications – deadlines, timetables, advertising
- (h) Staff manual
- (i) Induction of new Council and committee members
- (j) The Institute Year – annual planning for key activities
- (k) Document control