

## **RULES OF THE BRITISH INSTITUTE OF NON-DESTRUCTIVE TESTING BENEVOLENT FUND**

*With the help of the Institute's solicitor and the guidance of the Charity Commission, the Rules of the British Institute of Non-Destructive Testing Benevolent Fund were formulated and published in the British Journal of NDT, October 1989, Volume 31, No. 10, pp 588 – 591. The Fund was then set in operation. It operated without any amendment to the Rules until 2010.*

*The amounts stated in Paragraphs (b) and (d) of Rule 16 were amended at the Fund's Annual General Meeting on 1 April 2010.*

*Paragraph 3(c) was added as a new Charitable Object and an associated Paragraph 16(e) was added to Section 16 Applications for Assistance at the Fund's Annual General Meeting on 31 March 2011.*

*The amended Rules are given below.*

*The Fund is a Registered Charity No. 328481.*

### **1. Definitions**

The following expressions shall have the following meanings where the context so admits or requires :-

- (a) "the Benevolent Fund" shall mean The British Institute of Non-Destructive Testing Benevolent Fund;
- (b) "the Board" shall mean the members for the time being elected to the Board of Management of the Benevolent Fund;
- (c) "the Chairman" shall mean that member of the Board from time to time elected as the Chairman of the Board and the person so elected shall also be Chairman of the Benevolent Fund;
- (d) "the Institute" shall mean The British Institute of Non-Destructive Testing;
- (e) "Dependant" shall mean any person who is or has been in the opinion of the Board supported in whole or in part by a member of the Institute or a deceased member;
- (f) "Life Member" shall mean a member of the Institute who has become a Member for life of the Benevolent Fund by virtue of rule 4(c) hereof;
- (g) "Member" shall mean any person admitted to membership of the Benevolent Fund while such person remains a member;
- (h) "Subscriptions" shall mean moneys received from a Member or Life Member by virtue of his or her membership of the Benevolent Fund;
- (i) "the Trust" shall mean the charitable trust administered by the Board in accordance with the provisions hereof;
- (j) "the Trust Fund" shall mean :-
  - (i) all moneys now held by the Board on the trusts herein contained;
  - (ii) all investments property or cash, including Subscriptions, hereinafter transferred or paid to and accepted by the Board to be held on the trusts hereof;
  - (iii) all income which may in accordance with the provision hereof be accumulated;
  - (iv) the investments and property from time to time representing such investments property or cash and such accumulation or any part or parts thereof.

### **2. Name**

The name of the Trust is The British Institute of Non-Destructive Testing Benevolent Fund.

### **3. Objects**

The objects of the Trust (hereinafter called "the Objects") shall be:-

- (a) To raise and maintain by donations and voluntary subscriptions a fund which shall be devoted to the relief of poverty of necessitous persons, whether or not Members of or subscribers to the Benevolent Fund, who are or have been members of the Institute and spouses, widows, widowers, children of such persons or Dependants.

- (b) To render assistance to eligible persons defined above, who are necessitous by virtue of death, illness, reduced circumstances or social distress, by providing personal contacts and advice and/or financial disbursements as the Board deems appropriate.
- (c) To render assistance in exceptional circumstances to necessitous persons who are working or have worked in non-destructive testing but who are not and never have been members of the Institute, their spouses, widows, widowers, children or dependants.

#### **4. Membership**

- (a) Membership of the Benevolent Fund shall be subject to the acceptance by the Board of an application for membership from a member of the Institute and to payment of the annual subscription of the applicant.
- (b) The Board shall have full discretion to determine any question as to admission of any applicant and its decision shall be final. The Board shall not be bound to give any reason for its decision.
- (c) A member of the Institute may become a Life Member upon payment of a lump sum to be fixed by the Board, in its absolute discretion, in each particular case.

#### **5. Subscriptions**

The amount of the annual subscription (other than for Life Members) shall be determined by the Board from time to time, but shall not be less than five pounds (£5). The subscriptions will last for one year and any person whose subscription shall not be paid by the first anniversary of the last payment shall thereby cease to be a Member. (hereinafter referred to as "the due date").

#### **6. The Board**

- (a) The Board shall consist of not less than four nor more than 16 members, of which not less than four shall be elected members and not more than two co-opted members in accordance with paragraph (d) of this rule, and no person shall be eligible to serve on the Board unless he is either a Member or a Life Member.
- (b) The members of the Board shall be elected at the Annual General Meeting of the Benevolent Fund in each year, and they shall hold office until their successors are appointed. All retiring members shall be eligible for re-election.
- (c) In the event of any casual vacancy occurring on the Board, the vacancy may be filled by the Board in accordance with paragraph (d) of this rule, but any act or proceeding of the Board shall not be invalidated or be illegal in consequence of there being any such vacancy at the time of such act or proceeding being done or taken unless at such time the number of elected members of the Board shall be less than four.
- (d) The Board shall have power at any time and from time to time to co-opt not more than two Members as members of the Board who shall hold office for not more than one year, and to revoke any such appointments.
- (e) If and so long as the number of the Board shall be less than four elected members the continuing members of the Board may act for the purposes of increasing the number of members of the Board to that number, or of summoning a General Meeting of the Benevolent Fund, but for no other purpose.

#### **7. Meetings or the Board**

- (a) The Board shall meet at such times and places as they may decide.
- (b) Three members of the Board shall form a quorum.
- (c) Questions arising at any meeting shall be determined by a majority of votes cast. In the case of any equality of votes the Chairman shall have a second or casting vote.
- (d) The Honorary Secretary shall at the request of at least two members of the Board summon a meeting of the Board giving at least fourteen days' notice in writing to the members of the Board and stating the object of the meeting.
- (e) At their first meeting after each Annual General Meeting, the Board shall elect one of their number to act as Chairman to hold office until the first meeting after the next Annual General Meeting. Any casual vacancy in this office shall be filled by another elected member of the Board nominated by the Board.
- (f) At their first meeting after the Annual General Meeting, the Board shall elect one of their number to act as Honorary Treasurer to hold office until the first meeting after the next Annual General Meeting. Any casual vacancy in this office shall be filled by another elected member of the Board nominated by the Board.
- (g) At their first meeting after each Annual General Meeting the Board shall elect one of their number to act as Honorary Secretary to hold office until the first meeting after the next Annual General Meeting. Any casual vacancy in this office shall be filled by another elected member of the Board nominated by the Board.

## **8. Powers of the Board**

- (a) The Board shall have power at any time or times until (if it shall ever happen) the whole of the capital of the Trust Fund has been so dealt with to pay apply or appropriate the whole or any part or parts of the capital of the Trust Fund towards and in pursuance of the Objects in such manner as it shall in its absolute discretion think fit.
- (b) In default of and subject to the power aforesaid and to any and every exercise thereof the Board shall pay or apply the income of the Trust Fund towards and in pursuance of the Objects in such manner as it shall in its absolute discretion think fit.
- (c) The Board shall have power to make rules as to the administration of the Trust Fund subject to the approval of the General Meeting passed by a majority of not less than two thirds of Members voting. Such rules may be altered added to or deleted by the Board provided that the alterations or additions or deletions are first submitted to and adopted by a General Meeting by a resolution passed by a majority of not less than two thirds of Members voting.

## **9. Additional Powers**

The Board shall have the following additional powers ;-

- (a) Power to appoint upon such terms as it may determine all such employees as it thinks fit for the purposes of the Trust and subject to the terms of the contract of service of any such employees power at any time to remove any such employees;
- (b) Power to pay out of the Trust Fund or the income thereof the salaries and wages of all employees (not being members of the Board) and all other expenses incidental to the management of the Trust fund for any purpose connected with the Trust;
- (c) Power (without prejudice to the jurisdiction of the Court) to decide what money represents income and what represents capital;
- (d) Power to employ solicitors accountants bankers brokers or other agents to transact any business required to be done in execution of the trusts hereof (including the receipt and payment of money);
- (e) Power to deposit any part of the Trust Fund at any bank for such period or periods as it may think fit;
- (f) The power to delegate its authority to any of its members (being not less than two in number) conferred on trustees by section 34 of the Charities Act 1960 shall extend to the execution or exercise of all or any trusts powers and discretions hereby or by law given to them as trustees provided that any action taken by such delegate or delegates shall be reported to the Board fully and promptly;
- (g) Power at any time or times for the purpose of exercising any power or executing any trust herein or for making or transposing any investments to raise money upon the security of the Trust Fund or any part or parts thereof by way of Mortgage charge or otherwise and upon such terms and subject to such conditions as the Board shall consider expedient and so that any interest which may be payable as a result of the exercise of this power shall be borne by income or by capital as the Board shall in its absolute discretion determine;
- (h) Power to accept (or in the discretion of the Board to disclaim) donations gifts covenants subscriptions legacies and other assistance (including but without prejudice to the generality of the foregoing loans at interest or free of interest);
- (i) Power from time to time to pay or transfer the whole or any part of the income or capital of the Trust Fund by way of donation or subscription to any corporation, trust association or other institution (whether or not promoted or controlled by the Board) having similar charitable objects to those of the Trust.

## **10. Additional Powers in relation to Land**

If at any time or times the Trust Fund or part thereof shall comprise land or any interest therein the Board shall have the following additional powers:-

- (a) Power to keep any buildings for the time being forming part of the Trust Fund insured against such risks as it thinks fit with Lloyds Underwriters or some Insurance Office of repute in the names of members of the Board and it may for such purpose pay all premiums and other moneys which may be required out of the capital or income of the Trust Fund;
- (b) Power to apply any money for the time being forming part of the Trust Fund in improving or developing any land which or the proceeds of sale of which may for the time being be subject to the trusts hereof and which may be necessary or convenient for the purpose of the Trust or in erecting enlarging improving or rebuilding any buildings upon such land and which may be necessary or convenient for the purposes of the Trust;

- (c) Power in addition to the powers of management conferred by law upon trustees holding land upon trust for sale and subject to such consents as may be required by law to sell exchange convey lease mortgage charge agree to let or otherwise conduct the management of any land held subject to the trust hereof as if the Board were the beneficial owners of such land absolutely entitled;
- (d) Power for the purpose of promoting the efficient management and administration of the Trust to accept purchase or take or lease any freehold or leasehold premises for use as office premises for the management and administration of the Trust and to apply trust moneys in the purchase or hiring of furniture fittings or equipment for use in connection with such premises provided that such use shall be incidental or ancillary to the promotion of the charitable purposes hereof.

#### **11. Salaries**

The Board shall have power subject to the provisions of rule 9(b) to pay salaries working expenses and necessary disbursements; and to give receipts for all moneys or to delegate this power from time to time to such person or persons as it may think fit.

#### **12. Honorary Treasurer**

It shall be the duty of the Honorary Treasurer to keep full and accurate accounts of all moneys received and payments made by the Benevolent Fund and to deposit all moneys so received with such bank as the Board may direct.

#### **13. Honorary Secretary**

It shall be the duty of the Honorary Secretary to keep correct minutes of the proceedings of all meetings of the Benevolent Fund and the Board to carry out such other duties as may be delegated to him by the Board.

#### **14. Banking Accounts and Funds**

- (a) The Board shall keep open a bank or building society account in the name of the Benevolent Fund for use in the day to day running of the Benevolent Fund and to enable distributions to be made.
- (b) All cheques or withdrawal authorities required to be drawn on the Benevolent Fund bank or building society accounts shall be signed by two members of the Board one of whom shall be the Honorary Treasurer or such other member of the Board appointed to act in his absence.

#### **15. Accounts and Audits**

The Board shall make an annual report in writing of the proceedings of the Benevolent Fund which, together with the accounts of the preceding year, made up to 31st December and duly audited by the Benevolent Funds' auditors, shall be circulated among the members with the notice convening the Annual General Meeting of the Benevolent Fund.

#### **16. Applications for Assistance**

- (a) All applications for assistance shall be made to the Honorary Secretary who shall refer them to the Board. With the help of the branch of the Institute nearest to the applicant, the Board shall make enquiry into the needs of each case and shall grant such relief by way of donation, loan or other forms it deems necessary but within the limits prescribed by paragraph (d) of this rule and the Board shall determine the form that such relief should take.
- (b) In the case of an applicant who is in urgent need or distress an immediate grant of relief as they may deem necessary, not exceeding £5000, may be made by the Chairman, or any other two members of the Board, and the Honorary Secretary. Every such grant shall be reported by the Honorary Secretary to the Board at the next meeting thereof.
- (c) The Board shall have power at its absolute discretion to grant relief in each individual case or to refuse to grant relief to an applicant without assigning any reason therefor.
- (d) The Board shall not make a grant or grants exceeding ten thousand pounds (£10000) to any one applicant within the period of any 12 Calendar months without the consent of a General Meeting as prescribed by rule 17.
- (e) All applications for assistance by or on behalf of necessitous persons who are working or have worked in non-destructive testing but who are not and never have been members of the Institute, their spouses, widows, widowers, children or dependants shall be referred to all members of the Board.

#### **17. Additional Assistance**

It shall be in the power of any General Meeting to allow upon the recommendation of the Board to any applicants for assistance sums in excess of the limit mentioned in paragraph (d) of rule 16.

## **18. Meetings**

- (a) An Annual General Meeting of the Benevolent Fund shall be held once in every calendar year at such time and place as shall be appointed by the Board of which not less than twenty one days' notice in writing shall be given to Members.
- (b) Extraordinary General Meetings, of which fourteen days' notice shall be given specifying their objects, may be called by the Board at any time and shall be called by it within 21 days after receipt by the Honorary Secretary of a requisition in writing stating the objects of the meeting and signed by not less than 20 members of the Benevolent Fund.
- (c) The quorum at a General Meeting shall be five Members present in person in addition to any members of the Board.
- (d) If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be deemed to constitute a quorum.
- (e) The business of an Annual General Meeting shall be to receive and consider the reports of the Board and the Benevolent Fund's Auditors, the accounts of the preceding year made up to 31st December and to elect members to the Board and auditors.
- (f) Only those Members who have paid their subscriptions by the due date preceding any General Meeting shall be entitled to notice of any such General Meeting.

## **19. The Chairman**

- (a) At all General Meetings the chair shall be taken by the Chairman or if he shall not be present within ten minutes after the time appointed for holding such meeting, the Members present shall choose another member of the Board as Chairman of the meeting and if no member of the Board be present, or if all those present decline to take the chair, then the Members present shall choose one of their own number to be chairman of the meeting.
- (b) The chairman shall have a second, or casting vote in case of equality of votes.

## **20. Voting and Resolutions at General Meetings**

All business (other than any alteration, addition or deletion of all or any of these rules) done at a General Meeting shall be decided by a majority of the Members present unless a poll be then demanded by not less than ten Members present, and in that case the poll shall take place within 14 days at a time and place to be appointed by the chairman and of which seven days' previous notice shall be given to each Member by the Honorary Secretary. On a poll every Member shall have one vote and Members may vote either by post or in person.

Only those Members who have paid their subscriptions by the due date preceding any General Meeting shall be entitled to vote at any such General Meeting or on any such poll.

## **21. Minutes**

The minutes of any meeting signed by the Chairman shall be taken as conclusive evidence of the transactions recorded therein.

## **22. Indemnity**

In the execution of the Trusts hereof no member of the Board shall be liable for any loss to the property of the Trust arising by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other member of the Board hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by any member of the Board hereof or by reason of any other matter or thing other than wilful and individual fraud wrongdoing or wrongful omission on the part of the member of the Board who is sought to be made liable.

## **23. Notices**

- (a) A notice may be served by the Benevolent Fund upon any member either personally or by sending it prepaid through the post by first class mail addressed to each Member at his address as registered in the books of the Benevolent Fund.

- (b) Any notice if served by post shall be deemed to have been served upon the day following that upon which the same was posted, and as proof of such service, it shall be sufficient to prove that the notice was properly addressed and posted.
- (c) Any Member who does not have a registered address within the United Kingdom shall not be entitled to any such notice and all proceedings may be had and taken without notice to such person in the same manner as if he had had notice.

#### **24. Alterations to the Rules**

Alteration to these rules shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or a Special General Meeting. A resolution for the alteration of the constitution must be received by the Secretary of the Trust at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration to rule 3, rule 26 or this rule, shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained, and no alteration shall be made which would have the effect of causing the Trust to cease to be a charity in law.

#### **25. Trust Property**

The title to all real or personal property which may be acquired by or on behalf of the Benevolent Fund shall be vested in a corporation lawfully entitled to act as custodian trustee or in not less than three or more than five individual persons (not being members of the Board).

#### **26. Dissolutions**

If the Board by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Benevolent Fund it shall call a meeting of all Members of the Benevolent Fund who have the power to vote of which meeting not less than twenty one days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a two thirds majority of those present and voting at such meeting the Board shall have power to dispose of any assets held by or on behalf of the Benevolent Fund. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to any other charitable institution or institutions having objects similar to the objects of the Benevolent Fund as the Board may determine.