



THE BRITISH INSTITUTE OF NON-DESTRUCTIVE TESTING

Bye-Law No 3

Rules for Branches

Notes to Bye-Law No 3

1. The following primary considerations form the basis of the conduct of the Institute:
 - a) The proceedings of the Institute shall be conducted democratically.
 - b) Decisions shall be taken on the basis of the best advice reasonably available.
 - c) Decisions shall be taken for the promotion of the Institute's charitable objects for the public benefit.
 - d) The Institute is its Members and it is the Members' Institute.

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Chief Executive Officer

1. Status

- 1.1 These rules are subordinate to and consistent with the Institute's Articles of Association.

2. Branches

- 2.1 The names of Branches and the geographical area served by each shall be approved by Council.

3. Branch membership

- 3.1 New Members joining the Institute will be enrolled as Members of the Branch of their choice or (in the case of Members overseas) as Members of the International Members group if an overseas Branch is not conveniently located.
- 3.2 If Members so wish, they can enrol in more than one Branch.
- 3.3 Any BINDT Member can attend any Branch meeting but Members who attend a particular Branch on a regular basis would be encouraged to enrol in that Branch.
- 3.4 Members may change Branch at any time by notifying the Institute membership department.

4. Management of Branches

- 4.1 Each Branch operates as part of the Institute and shall be subject to the directions and rules from time to time published by the Institute.
- 4.2 Subject to Rule 4.1, the day to day management and control of the business and affairs of the Branch shall be vested in the Branch Committee which is to observe the requirements of this Byelaw. Branch Committees may exercise all power and authority within the scope of these rules.

5. Duties of Branches

- 5.1 The purpose of the Institute Branches is to provide local opportunities and to further and promote the objects, recorded in the Articles of Association, for which the Institute is established.
- 5.2 In pursuit of their objectives, Branches will operate in a manner consistent with the Institute's status as a registered charity and as a Professional Engineering Institute (PEI) of the Engineering Council. Branch Committees are required to exercise assiduous care in maintaining proper standards appropriate to the Institute's status as a national professional body.

6. Mode of financial operation

- 6.1 Branches shall operate as follows:
- 6.1.1 Branch finances shall be within the overall control of BINDT Finance Department to provide clarity as to where control/accountability lies.
- 6.1.2 BINDT Finance Department will record any Branch income, expenditure and surplus in BINDT's accounts.

- 6.1.3 Any surplus will be ring-fenced for the Branch Committee to use as it sees fit (subject to Rules 6.1.1 and 6.1.2 above).
 - 6.1.4 Such surpluses will be carried-forward across years.
 - 6.1.5 In appropriate circumstances as authorised by the BINDT Finance Department, any deficit will be written-off at the end of the respective year.
 - 6.1.6 Resource will be provided by BINDT to assist Branches so that they can operate effectively.
- 6.2 Invoices will normally be paid and issued directly by BINDT, but it is recognised that small amounts, such as paying for refreshments, would be paid-for by a person within the Branch who would then claim it back, through BINDT Finance Department, as a personal expense claim.
- 6.3 As per all BINDT transactions, two people would be required to authorise Branch expenditure: a Branch Officer and an appropriate person at BINDT (usually the Finance Officer). Receipts shall be submitted with any expense claims where possible.

7. Ordinary meetings

- 7.1 Ordinary meetings of the Branch shall be held at such times and at such places as the Branch Committee may determine and the Committee may invite any person to read and discuss a paper or any matter of interest to the Branch.
- 7.2 The Chair of all Ordinary meetings shall be decided as laid down in paragraph 15.6.
- 7.3 Attendance registers shall be provided which contain provision for recording the names of Members and names and addresses of visitors.

8. General meetings

- 8.1 The quorum for Branch Annual General Meetings and Extraordinary General Meetings shall a minimum of five Branch Members that are eligible to vote.
- 8.2 No business shall be transacted at any general meeting unless a quorum of Members is present.
- 8.3 Seven days clear notice of every general meeting shall be given by notice in NDT News or other appropriate media to every Member of the Branch specifying the day, time and place and in the case of Extraordinary General Meetings the notice shall state the nature of the special business to be considered.
- 8.4 An accidental omission to give the required notice to any Member shall not invalidate the proceedings of any general meeting.
- 8.5 At any general meeting, a resolution put to the meeting shall be decided by a show of hands unless, before or upon the declaration of the result of the show of hands, a poll is demanded by the Chair or at least five Members of the Institute, present in person and entitled to vote. Unless a poll is so demanded, a declaration by the Chair that a resolution has, by a show of hands, been carried, or carried unanimously, or by a majority, or lost, or not carried by a particular majority, shall be given. An entry to that effect in the minutes of the Branch shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against the resolution.

9. Annual General Meeting

- 9.1 An Annual General Meeting of the Branch shall be held once in every calendar year, not less than one month before the Annual General Meeting of the Institute.
- 9.2 At each Annual General Meeting the Branch Committee shall present a report of the year's activities together with a statement of financial account.

10. Extraordinary General Meeting

- 10.1 An Extraordinary General Meeting of the Branch may be called at any time by the Branch Committee and shall also be called by the Branch Committee upon a written request signed by not less than ten Members of the Branch, such request to be lodged with the Branch Secretary, stating fully the purpose of the request. In default of such meeting being called by the Branch Committee within twenty-eight days from the date of the request being so lodged, the signatories may call on the Institute CEO to convene the meeting on their behalf.
- 10.2 All business that is transacted at an Extraordinary General Meeting shall be deemed to be Special Business and no business shall be entered upon by any Extraordinary General Meeting except that which is set forth in the notice convening it.

11. Voting

- 11.1 If a poll is duly demanded, it shall be taken at such time and in such manner as the Chair directs and he or she shall have power to authorise or direct the voting to be by ballot paper. The result of such poll shall be deemed to be the resolution of the Branch in general meeting, provided always that a poll demanded on the election of a Chair or on any question of adjournment shall be taken at the meeting at which the demand is tabled.
- 11.2 The Chair of any meeting shall be the sole and absolute judge of the validity of every vote tendered, whether on a show of hands or on a poll and may allow or disallow votes accordingly.

12. Branch Committees

- 12.1 A Branch Committee shall consist of the following voting Members:

Branch Officers

- Branch Chair
- Immediate past Chair
- Vice-Chair
- Branch Honorary Secretary*
- Branch Honorary Treasurer*
- Programme Secretary+
- Branch-elected Member of Council +

Elected Members

- up to six Members

* these offices may be combined

+ if appointed

- 12.2 Election of the Chair, Vice-Chair, Branch-elected Member of Council and Members of the Committee shall be transacted at the Annual General Meeting of the Branch.
- 12.3 The Honorary Secretary, Honorary Treasurer and Programme Secretary shall be appointed by the Branch Committee and shall continue in office at the discretion of the Committee.
- 12.4 The Branch Committee shall have the power to co-opt non-voting Members.
- 12.5 The Chair and Vice-Chair shall normally hold office for one year and be eligible for re-election for a further year. The Branch-elected Member of Council shall retire annually and be eligible for re-election.
- 12.6 Any Branch Officer may be removed from office at an Annual or Extraordinary General Meeting of the Branch, subject to the resolution for such removal being supported by two-thirds majority of the Members voting by ballot papers previously notifying the resolution.
- 12.7 It is not a requirement that all Branches elect a Branch elected Member of Council. Rather, it should be viewed as a right of a properly constituted Branch that it may then elect a representative for Council.

13. Eligibility

- 13.1 A Branch-elected Member of Council is required to be a voting Member of the Institute, as listed in the Institute's register of Members. Other Branch offices may be filled by Members of any grade (including Corporate Member nominees), except Affiliate Members who shall not hold Branch office.
- 13.2 Members of a Branch Committee shall hold office for three years. Retiring Members of a Branch Committee shall be eligible for re-election.
- 13.3 The official year of the Branch shall begin on 1st August. The financial year shall be the recognised calendar year.

14. Process for election to Branch office

- 14.1 In NDT News, or other suitable media, prior to the AGM each year, the Honorary Secretary shall provide a list of vacancies and the nominations of the Branch Committee for election to the Committee and shall invite additional nominations.
- 14.2 Any two voting Members of the Branch may nominate any other qualified person to fill any such vacancy prior to the opening of the AGM, or at the discretion of the Chair at the AGM.
- 14.3 Candidates must be nominated and seconded by a Members of the Branch and elected at the AGM or at an EGM.
- 14.4 If the number of candidates validly nominated is the same or less than the number of vacancies, such nominees shall be deemed to be duly elected.
- 14.5 If the number of candidates validly nominated is more than the number of vacancies, any candidate may withdraw or, with his or her consent in writing, be withdrawn by the nominators in writing. However, if the number of candidates remains in excess of the number of vacancies an election shall

be conducted by ballot of the Members present. The candidate with the most votes from those in attendance at the Branch AGM will be elected to office.

- 14.6 Elected Committee Members, except the Branch elected Member of Council, shall assume office on the 1st August following the Branch AGM at which their election is reported. The Branch elected Member of Council shall assume office on the 1st January following the Branch AGM at which his or her election was reported.
- 14.7 The Branch-elected Member of Council shall, in accordance with the Articles of Association, automatically be appointed a director of the Institute. The representative shall cease to be a Member of Council and a director of the Institute if they resign, if the Branch Committee resolves the representative should cease to hold office or, if at an AGM or EGM of the Institute, a resolution is passed for them to cease to hold office.

15. Branch Committee meetings

- 15.1 The Branch Committee may meet for the dispatch of business and may adjourn or otherwise regulate its meetings and procedure as it thinks fit. The quorum for all Branch Committee meetings shall be four.
- 15.2 Meetings of the Branch Committee shall take place at such times as the Chair and Secretary may determine.
- 15.3 At least six clear days' notice of regular Branch Committee meetings shall be given by announcement in NDT News, or other suitable media. The accidental omission to send such notice, or non-receipt thereof by a Member of the Committee shall not invalidate any resolution or proceeding at the meeting.
- 15.4 Questions arising at a meeting of the Branch committee shall be decided by a majority of votes. In the case of equality, the Chair of the meeting shall have the casting vote.
- 15.5 The Branch Committee shall cause proper minutes to be made of the proceedings of the Branch at General Meetings and all meetings of the Branch Committee or sub-committees thereof and any such minutes, if signed by the Chair of such meetings or by the Chair of the next succeeding meeting, shall be taken as conclusive evidence of the matters stated therein.
- 15.6 The Chair of the Branch shall be chair of all meetings of the Branch Committee and Branch General Meetings. In his or her absence the Branch Vice Chair shall be chair. If the Vice chair is also absent, the chair shall be taken by a Member elected at the meeting.

16. Duties of Branch Officers

- 16.1 The Honorary Secretary shall:
 - 16.1.1 Conduct the general business and correspondence of the Branch
 - 16.1.2 Convene and attend General Meetings of the Branch and of the Branch Committee and keep minutes of all proceedings. The absence of the Honorary Secretary shall not invalidate any business conducted at a properly convened meeting, provided that he or she is represented by a person approved by the meeting to act on his or her behalf.
 - 16.1.3 Each year, prepare a report of the past year's work for submission to the Branch Committee and presentation thereafter to the Branch AGM. A copy of this report shall be

circulated to each Member attending the AGM and shall be provided to any Member of the Branch who requests it.

- 16.1.4 Transmit to the Institute's Council via the Institute CEO a certified copy of the minutes of all Annual and Extraordinary General Meetings of the Branch and of the Branch Committee.

16.2 The Honorary Treasurer shall:

- 16.2.1 Liaise with BINDT Finance Department to ensure that proper financial records are kept.
- 16.2.2 Oversee the finance-related activity of Branch Officers (raising BINDT Purchase Orders, checking suppliers' invoices, requesting the issue of BINDT invoices for customers, etc.)
- 16.2.3 Present at each meeting of the Branch Committee, unless otherwise directed, a statement of financial transactions since the last meeting.
- 16.2.4 Each Member of the Branch Committee and other officers of the Branch shall be accountable in respect of his or her acts only and shall not be accountable for any acts done or authorised to which he or she has not expressly consented.

17. Setting up a New Branch

It is encouraged that Members who are in an area where there isn't an easily accessible BINDT Branch, should consider the possibility of setting up a new Branch.

- 17.1 If a new Branch is being contemplated, the following list should be considered:

- Are there enough Members in the surrounding area to justify a new Branch?
- Where would you meet?
- Should you hold your meetings in a social environment until it is fully established?
- Is there a sponsor (company) willing to host your meetings once you become more formalised?
- Are there other institutes in the area that could be invited to your meetings?
- Are there people willing to be on the Branch Committee when it is established?
- Do you need help from BINDT?

- 17.2 Once you have decided to set up a new Branch, you should keep it informal until such times that you collectively agree to formalise the Branch structure.

- 17.3 An informal new Branch will be entitled to the support and facilities of an existing established Branch

- 17.4 Once you have convened a new Branch (albeit informally) you should register the Branch name with BINDT Membership Department.

- 17.5 BINDT anticipates that you would formalise the structure of the Branch within a two-year period of registration.

- 17.6 A formalised Branch Committee should include the following positions:

- Chair
- Vice Chair
- Honorary Secretary

- Honorary Treasurer
- Programme Secretary
- Welfare representative
- Branch representative on Council

18. BINDT Support

If viable, BINDT will support any initiative to set up a new Branch.