



THE BRITISH INSTITUTE OF NON-DESTRUCTIVE TESTING

Bye-Law No 1

Constitution of Council (Board of Directors and Trustees of the British Institute of Non-Destructive Testing)

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.
2. This Bye-Law describes the detailed operation of Council in line with the more broadly defined role of the Board of Directors in the Institute's Articles of Association.

D J Gilbert
Chief Executive Officer

Approved by Council on 15th December 2011
Revision 2 approved by Council in June 2014
Revision 3 approved by Council in March 2016
Revision 4 approved by Council in June 2018 and AGM September 2018
Revision 5 approved by Council in June 2019 and AGM September 2019
Revision 6 approved by Council in December 2019 and AGM September 2020
Revision 7 approved by Council in July 2023 and AGM September 2023

Constitution of Council

1. The Council shall consist of the following voting Members:
 - (a) President of the Institute
 - (b) President-Elect
 - (c) Immediate past President
 - (d) Up to four Vice-Presidents
 - (e) Hon Treasurer
 - (f) Hon Secretary
 - (g) Nine elected Members
 - (h) Chairs of the MQ&E, Certification Management and Industry committees, plus the Chair and Vice Chair of the Technical Committee, representing the whole Technical Axis.
 - (i) One representative from each Branch, to be appointed annually by the Branch at a properly constituted Branch AGM.

In addition, the Council may from time to time invite the attendance of other Members of the Institute who have been charged with specific duties or any person whether a Member of the Institute or not whose presence may be deemed desirable but such invitees shall not have voting powers and shall not contribute to a quorum. No person who is not a Member of the Institute shall be eligible as a voting Member of the Council.

2. The President and the President-Elect shall hold office for one year and be eligible for re-election for a further year but shall not be eligible for re-election to that post until after an interval of three years.
3. The Vice-Presidents shall hold office for one year and shall be eligible for re-election for up to two consecutive years but shall not be eligible for re-election to that post until after an interval of three years.
4. The Hon Treasurer and Hon Secretary (if any) shall retire annually and shall be eligible for re-election. It is generally considered desirable that the term of office for these Honorary positions should not exceed six consecutive years.
5. Elected Members of Council shall hold office for a period of three years. Failing election to Hon office, elected Members shall not normally be eligible for re-election to that post until after the lapse of one year from retirement. Elected Members of Council shall retire annually in rotation: the Members to retire shall be those who have been longest in office since their last elections, and, as for Members elected on the same day, those to retire shall (in the absence of agreement among themselves) be determined by lot. If there are insufficient candidates to fill the vacated positions on Council, then outgoing Members of Council may reapply for election.
6. Chairs of the MQ&E, Certification Management and 'Trade and Industry' committees (the main committees), plus the Chair and Vice Chair of the Technical Committee, shall be considered full voting Members of Council provided:
 - a They are a Member of the Institute; and
 - b They are elected at a committee AGM or general meeting by secret ballot in accordance with Bye-Law 2.

When an individual is appointed chair of a main committee Council must invite him or her to become a full voting Member of Council and this appointment as a director of the Institute must be ratified at the next Institute AGM.

7. The official year and the financial year of the Institute shall be the recognised calendar year ending on 31 December.
8. The office of a Member of Council shall be vacated if he or she ceases to be a Member of the Institute or if he or she is absent from the Meetings of Council for more than six consecutive meetings without the consent of the Council.
9. The Council shall have power to appoint a Member to fill any vacancy occurring during a particular year in the Honorary Offices or elected Council Members but the person so appointed shall only hold office until the next following Annual General Meeting and shall then be eligible for re-election for the remainder of the previous Member's terms of office.
10. Council shall nominate the President, President-Elect, Vice-President, Hon Treasurer or Hon Secretary, by delivering such nominations in writing to the Council together with, if applicable, a short citation of suitability and contribution and written consent of the nominee to accept office if elected.
11. Not less than three calendar months prior to the Annual General Meeting in each year the Council shall send to each Member entitled to vote a list of Honorary Officers and elected Members of Council who are due to retire at the Annual General Meeting and who are eligible or ineligible (as the case may be) for re-election to the respective offices, together with a list of other Members, if any, nominated by them for election to Honorary Office or membership of Council.
 - a The nomination for President shall be either the incumbent (if he or she shall be eligible for re-election) or the President-Elect. The nomination(s) for the President-Elect shall be either the incumbent (if he or she shall be eligible for re-election), or one of the Vice-Presidents who has served for at least two years, or any voting Member who has previously served as a Vice-President or held Honorary Office for at least two years.
 - b The nomination(s) for the Vice-Presidents shall be amongst such of the incumbents as shall be eligible for re-election and voting Members who have served for at least two years as elected Members of Council, Branch representatives or main Committee Chairs.
 - c The nominations for elected Members of Council shall comprise any nominations from the membership, any retiring Council Members that wish to re-apply (subject to the conditions in clause 5 above) and any Council nominees. All nomination(s) should be made in writing with a short citation of suitability and contribution together with written consent of the nominee to accept office if elected. If the number of nominations is greater than the number of vacancies, then a ballot of Council Members shall be held and the required number of nominees with the highest number of votes shall be the Council nominations.
12. After the issue of the Council's list referred to in paragraph 11 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 those referred to in paragraph 10 by delivering such nomination in writing to the Council together with a short citation of suitability and contribution and written consent of the nominee to accept office if elected.
13. If the candidates validly nominated are not more in number than the vacancies, such nominees shall, as from the next Annual General Meeting, be deemed to be duly elected.

If the number of candidates nominated is in excess of the number of vacancies, any candidate may withdraw or, with his or her consent in writing, be withdrawn by the nominators in writing, but if the candidates still remain in excess of the number of vacancies the election shall be conducted by ballot as follows:

- a. Not later than one month before the Annual General Meeting, the CEO shall send a ballot paper to all Institute Members entitled to vote. Such paper shall contain the names of all persons duly nominated as candidates for election and stating which of the said candidates are nominated by the Council and giving the names of the Members by whom each of the other candidates if any is nominated, along with a short citation of suitability and contribution for all candidates.
 - b. Votes on the ballot paper shall be given by marking a cross in the space provided opposite the name of each candidate to whom a vote is intended to be given. Each Member shall have as many votes on such ballot paper as there are vacancies to be filled and no more. Any other mark on a ballot paper or a number of votes in excess of the number of vacancies or more than one vote to any person shall invalidate the ballot paper as a whole.
 - c. The ballot papers shall be returned so as to reach the Registered Office of the Institute 14 clear days before the Annual General Meeting and any ballot papers not so returned shall be deemed void.
 - d. Prior to the Annual General Meeting the Council shall choose two or more scrutineers for the purpose of the ballot. The ballot papers shall be delivered unopened to the scrutineers who shall open and examine them and count the votes and report the result to the Chair of the Meeting. In the event of a tie for any office the scrutineers shall submit the names of the candidates to the President of the Institute or Chair of the Meeting who shall determine by his or her casting vote or votes which of such candidates shall be elected.
14. All elected Members of Council shall take office on the 1st day of January following the Annual General Meeting at which their election is reported.