



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

Bye-Law No 2

**Organisation, Structure and
Control of Institute Committees**

Notes to Bye-Law No 2

1. The following primary considerations form the basis of the conduct of the Institute. These considerations, together with the necessary requirement of appropriate experience, dictate the composition of all Institute committees, but primarily of its Main Committees, i.e. those which have responsibility for the Institute and the conduct of its business.
 - 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 objectives for the public benefit.
 - d) The Institute is its members and it is the members' Institute.
 - e) The Institute shall be as diverse and inclusive as possible consistent with the provisions of the Articles of Association and Bye-Laws relating to membership of the Institute and its committees.
2. The composition of Institute Main Committees relies heavily upon nominations from the membership. The object of this arrangement is to ensure that committee deliberations are informed by the widest and diverse consideration of all viewpoints within the Institute and to aid communication between committees.
3. This Bye-Law regulates the committees of the Institute and takes precedence over the terms of reference for those committees.
4. The Institute is also a certification body offering certification of management systems in compliance with the EN ISO 9000 series of standards, and certification of personnel for compliance with various standards covering inspection, testing and monitoring, such as EN ISO 9712 and ISO 18436. The certification body is structured so as to give confidence to interested parties in its competence, impartiality and integrity, and Bye-Law number 4 is established to address these essential requirements.

D J Gilbert
Chief Executive Officer

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ORGANISATION, STRUCTURE AND CONTROL OF INSTITUTE COMMITTEES

Bye-Law No 2

1. COMMITTEES

1.1 The following Committees shall be established by Council:

- Finance Committee (FC)
- Establishment Review Panel (ERP)
- Membership, Qualification & Education Committee (MQ&E)
- Technical Committee (TC)
- Certification Management Committee (CMC)
- Trade and Industry Committee (T&IC)
- Croxson Committee (Awards and Recognition)
- Governance Advisory Committee (GAC)

1.2 Council and these committees are empowered to set up and dissolve such subcommittees, working groups and advisory groups as is deemed appropriate.

1.3 The composition and responsibilities and the procedure for appointing the Chairs of these Committees is given in Annex A.

1.4 The following committees are the 'main Committees' cited in Bye-law No. 1 the Chairs of which (and Vice-chair of the TC) are deemed to be full voting members of Council (subject to other conditions): MQ&E, TC, CMC and Trade & Industry.

In exercising their responsibilities committees shall have due regard for the paramount power of Council and for the need to conduct the business of the Institute with expedition and efficiency.

All material financial expenditure is subject to approval by the Finance Committee.

2. OTHER COMMITTEES

In addition, subcommittees, working groups and advisory groups will be established to oversee such technical or other type of activity as may from time to time be undertaken. These subcommittees, working groups and advisory groups will operate under rules approved by Council.

Those subcommittees and working groups, to which decision-making is delegated, shall report to Council indirectly through one or more of the oversight committees listed in Section 1 above. An example of such a group is the Engineering Council Working Group which makes engineering registration decisions on behalf of Council. The ECWG reports to Council through MQ&E.

Advisory groups that are established to advise Council shall report directly to Council.

Similarly, advisory groups that are established to advise some other committee shall report to the committee that established it (subject to the requirement to work under rules approved by Council).

3. MEETINGS FREQUENCY & APPOINTMENT OF CHAIR

3.1 Ordinary meetings of all committees shall take place at frequencies according to custom and practice, usually not more than four times a year. Extraordinary meetings may be convened by the committee chair on the advice of the Institute CEO or at the request of not less than three committee members.

- 3.2 Each main committee shall hold an AGM as part of one of its meetings each year in order to 'take stock' of its composition and review its terms of reference.

4. REPORTING

- 4.1 The chairs of the Committees listed in 1 above shall provide regular reports to Council in time for the quarterly Council meetings. In order to keep the amount of business before Council at manageable levels, chairs are encouraged to employ "by exception" principles in their reports but will nevertheless invariably report to Council any major changes in Institute practice proposed and of departures from precedent and any actions/recommendations for Council's consideration.
- 4.2 The chairs of subcommittees and working groups are to report as often as circumstances require to their respective Committee.

5. QUALIFICATION

- 5.1 Membership of the Institute's Committees, except the Trade and Industry Committee, is open to all voting members of the Institute as listed in the Institute's register of members.
- 5.2 Membership of the Trade and Industry Committee is open to Corporate Member nominees and all full members of the Institute, nominated by their employer, providing the employing organisation is itself a Corporate Member of the Institute.
- 5.3 The chairs of the 4 Main Committees (see 1.4) and the Vice Chair of the Technical Committee shall be full members of and have full voting rights on the Institute's Council.

6. CO-OPTED/EX OFFICIO COMMITTEE MEMBERS

- 6.1 **Ad hoc co-opted committee members**
Ad hoc co-option is implemented on an exceptional basis rather than as a regular arrangement. Such co-opted member(s) shall fulfil the general and specific requirements of that committee. Ad hoc co-opted members have no voting rights and their presence does not count towards a quorum.
- 6.2 **Regular co-opted committee members**
Regular co-option is implemented on a regular basis rather than an ad hoc arrangement. Examples of regular co-options are: representatives of professional bodies, HSE, Engineering Council or universities. Such regular co-opted member(s) shall fulfil the general and specific requirements of that committee. Regular co-opted members have no voting rights and their presence does not count towards a quorum.
- 6.3 **Ex officio committee members**
Ex officio committee members are those on the committee that have been invited to attend due to their position on another committee, body or organisation. Ex officio committee members may be voting or non-voting members of the committee.

7. TENURE

- 7.1 The tenure of ex-officio members is self-regulating.
- 7.2 All other committee members are appointed on an annual basis but ordinarily will serve a term of three years.

7.3 If a person ceases to be a chair for one of the main committees named above at 1.4, that person shall cease to be a director of the Institute.

7.4 The chair can be removed from office by secret ballot of the committee, by a simple majority vote.

8. SUBSTITUTION

If a member nominated to a committee by another Institute committee is unable to attend the meeting of that committee, he/she may arrange for the attendance of an alternative nominated by the committee concerned, providing such alternative fulfils the appropriate membership requirements for membership of that committee.

9. STAFF INVOLVEMENT IN COMMITTEES

It is expected that relevant staff will attend and participate in committee meetings. Staff members do not normally have a vote and are not counted in the meeting (unless so determined by the specific committee, that staff members who attend a committee do so in a voting capacity, in which case they do have a vote and are counted in the quorum for the meeting – the inclusion of voting members of staff should be recorded in the committee's terms of reference).

10. REIMBURSEMENT OF MEMBERS' EXPENSES

Rules covering this are given in Annex C.

11. VOTING

When a vote is taken the outcome will be decided by a simple majority of those present. In the event of a tie, the Chair will have the casting vote.

12. PRESIDENT

The President is an *Ex officio* member of, and may receive all the papers of, all committees.

ANNEX A – COMPOSITION AND RESPONSIBILITIES OF COMMITTEES

Appointment of Chairs

MQ&E, TC, CMC and Trade and Industry committees:

The Chairing of these ‘Main Committees’ shall be decided by secret ballot among the membership of each committee. The ballots shall be held every two years and shall be for the Chair and the Vice Chair. The term of office of each Chair and Vice Chair shall be two years.

If a vacancy arises for Chair or Vice-Chair for any reason, the vacancy shall be filled by bringing forward the secret ballot, thus establishing a new two-year cycle.

It is the expectation (but not a necessity) that upon the Chair retiring from office on the expiration of their two-year term, they will be succeeded by the Vice-Chair.

However, a retiring Chair or Vice-Chair shall be eligible for re-election.

Finance, ERP, Croxson and GAC committees:

Chairing of the Finance Committee, the ERP, the Croxson Committee (Awards and Recognition) and the GAC, shall be shared amongst the following BINDT Senior Officers: President, President-Elect, Immediate Past President, Honorary Secretary and Honorary Treasurer.

The only restriction is that the Honorary Treasurer is precluded from Chairing the Finance Committee.

Note: the terms of office of the President, President-Elect and Immediate Past President is two years, but the Honorary Secretary and Honorary Treasurer may be annually re-elected into those offices any number of times.

The term of office for each Chair shall be two years. A retiring Chair shall be eligible for re-nomination.

Which of these officers shall chair which of these committees shall be reviewed on the same two-yearly cycle as the two-yearly change of President, and shall be discussed and agreed at the first ERP meeting after the new President’s tenure starts. If a vacancy arises for the Chair, the above BINDT Senior Officers shall agree and nominate a successor Chair to hold office until the inauguration of the next President.

All committees:

Any person who may be appointed Chair or Vice-Chair should be mindful of the need to avoid and if necessary, declare conflicts of interest.

1. Finance Committee and Establishment Review Panel (ERP)

1.1 The composition of the Finance Committee shall be:

President
President-Elect
Immediate Past-President
Honorary Secretary
Honorary Treasurer
Institute CEO

PA to the CEO (minute secretary – non-voting)

Representative from Institute’s Accountants (non-voting)

1.2 See the Annex A foreword regarding Chair of the Finance Committee and the ERP

1.3 The quorum for meetings shall be three.

1.4 Responsibilities:

- (a) Drafting the Institute's annual budget
- (b) Overseeing the production of quarterly management accounts
- (c) Presenting financial reports to Council
- (d) Liaison with the Institute's Accountants
- (e) Development and oversight of effective financial controls
- (f) Monitoring the Institute's investments.
- (g) Liaising with the Institute's Finance Department staff and the Branch Honorary Treasurers as necessary to ensure that branch finances are captured in the Institute's statutory accounts.
- (h) Review of off-budget expenditure requests for recommendation to Council

1.5 The members of the Finance Committee, excluding the representative from the Institute's Accountant also form the **Establishment Review Panel (ERP)** which has responsibility for reviewing and agreeing any and all material changes in:

- 1.5.1 Staff headcount and/or number of full time equivalents (FTEs)
- 1.5.2 Staff salaries, bonus payments, pension and other employment benefits
- 1.5.3 Staff organisation chart
- 1.5.4 Institute's premises and/or facilities
- 1.5.5 Insurance cover
- 1.5.6 Operational matters
- 1.5.7 Review of partnerships
- 1.5.8 Other matters as required

Note: In the event where discussions are about the CEO or are in some way materially connected to the CEO, the CEO will leave the meeting until such time as the discussions have been concluded.

2. Membership, Qualification and Education Committee

2.1 This Committee must be representative of the three sections of the Engineering Council's Register and should include no less than 8 Engineering Council registrants holding a minimum of one CEng, one IEng and one EngTech.

2.2 The composition of the Committee shall be:

Chair

Vice-Chair Immediate

Past Chair

Up to 10 additional voting members of BINDT to ensure representation of each full member grade and compliance with Engineering Council requirements in clause 2.1 above. Co-opted: Manager (or Deputy Manager) of the Certification Services Division.

2.3 The quorum for meetings shall be five and shall invariably include a majority of members registered as CEng, IEng, or EngTech.

2.4 Assessment of an applicant's suitability for Institute membership shall be carried out by a panel consisting only of voting members of the Institute, and containing at least one member of a grade higher than that of the application (except when assessing an applicant for Fellow Grade).

2.5 Responsibilities:

- a) Recommending standards to be adopted for admission to various grades of membership
- b) Assessing applications for all full membership grades
- c) Assessing applications for registration with the Engineering Council (UK)
- d) Managing the engineer registration processes
- e) Managing the accreditation of training bodies and education and training programmes
- f) Sponsoring and/or advising on training programmes
- g) Sponsoring and/or advising on competency tests
- h) Liaison with such organisations as may be appropriate in all matters concerned with education, training, examination, certification and registration
- i) Membership development
- j) Liaison with Branches.

3. Technical Committee

3.1 The composition of the committee should be:

Chair

Vice-Chair Immediate

Past Chair

The Chairs of all the sub-committees, working groups and Technology User Groups that report into the TC.

The Vice-Chairs of the NDT, SHM and CM Sub-committees (SCs).

Up to 9 other voting members including at least one representative from each member grade and should aim to ensure diversity. Three of these should be elected by each of NDT SC, CM SC and SHM SC (must be voting members of BINDT).

Regular Co-opted: Honorary Technical Editors.

Up to 3 other invited voting members to ensure diversity and who may not also be on other BINDT committees.

Other co-opted (non-voting) members may be appointed as required for specific purposes.

3.2 The quorum for meetings shall be five.

3.3 Responsibilities:

- a) Publication of the Institute's journal Insight
- b) Production of technical publications
- c) Establishing panels of referees for technical papers
- d) Organisation of conferences and symposia including the Institute's Annual Conference
- e) Liaison with Branches and other sections of the Institute concerning technical activities
- f) Liaison with other organisations in the sponsoring or organising of conferences and symposia
- g) Liaison with relevant research and development centres
- h) Advising on technical developments within NDT, CM or SHM
- i) Proposing new publishing, conference and other technical initiatives.

3.4 Technical Axis Structure

A snapshot of the Technical Axis Structure is shown in Annex C.

4. Certification Management Committee

4.1 The composition of the committee shall be:

Chair
Vice-Chair Immediate
Past Chair
Up to 10 other full members of the Institute
At least 11 BINDT voting members nominated by industry bodies

4.2 The quorum for meetings shall be not less than one third of the full voting members, of whom at least 51% will be industry nominated members.

4.3 Responsibilities:

- a) assist the Institute in developing the policies relating to impartiality of its certification activities,
- b) counteract any tendency to allow commercial or other considerations to prevent the consistent objective provision of certification activities,
- c) advise on matters affecting confidence in certification, including openness and public perception,
- d) conduct a review, at least once annually, of the impartiality of the audit, certification and related decision-making processes of the Institute.
- e) The following additional tasks have been assigned to the Certification Management Committee provided these additional tasks or duties do not compromise its essential role of ensuring impartiality:
 - Managing the Institute's certification activities
 - Maintaining records and recommending budgets for certification activities
 - Liaison with test centres and training bodies
 - Recommending certification fees and levies
 - Liaison with appropriate national and international bodies on certification matters
 - Maintaining relevant accreditation for the Institute's certification activities
 - Liaison with external accreditation bodies
 - Auditing of test centres
 - Maintaining an effective quality management system and compliance with essential requirements for certification bodies
 - Proposing and managing certification initiatives
 - Establishing sub-groups where appropriate.

4.4 Appointment of Chair/Vice Chair

An ex-officio member, who could be the chair of TEG or the outside/inside agency group chair, or any other ex-officio member on any committee, is a voting member of the committee. As a voting member they are eligible to be elected chair or vice chair. However, at least one industry representative shall be in the chair or vice chair role at any one time. Additionally, if an ex-officio member changes during their term of office as chair or vice-chair, the replacement cannot automatically assume the chair or vice-chair position on CMC – the committee must re-appoint.

5. Trade and Industry Committee

5.1 The composition of the committee shall be:

Chair
Vice –Chair
Immediate Past Chair
Up to 16 members elected at the Industry Group AGM.

5.2 The quorum for meetings shall be five.

5.3 Responsibilities:

- a) Providing a forum for all Corporate Members of the Institute, allowing them to respond to, and influence, developments within the Institute, feedback requirements of the industry and discuss wider NDT related subjects
- b) Fostering appropriate links with industry, professional bodies, trade associations, and Government
- c) Promoting Corporate Membership of the Institute
- d) Coordinating and ensuring that the Institute responds appropriately to significant NDT events within industry (e.g. trials; studies; incidents) which have an impact on how NDT should be conducted.

6. Croxson Committee (Awards and Recognition)

6.1 Introduction

- Ultimate control of the Croxson Committee rests with the BINDT Council which is the final arbiter regarding any matter on which the Croxson Committee cannot agree.
- The Croxson Committee is concerned with all matters relating to the Awards and Recognition Proposition.

6.2 Constitution

- See Annex A foreword regarding Chair of the Croxson Committee.
- There is no upper limit to the number of Voting or Co-opted (Non-Voting) Members of the Croxson Committee.
- Voting members of the Croxson Committee must be members of the Institute, and a proportion of them shall be drawn from other BINDT Committees.

6.3 Terms of Reference

- The Croxson Committee shall formulate a vision for awards and recognition.
- The Croxson Committee shall oversee the development of a strategy for realising its vision.
- The Croxson Committee shall oversee the execution of the strategy.

- The Croxson Committee shall oversee the operation of schemes such as the Arkwright Scholarship scheme.
- The Croxson Committee will base its decisions on the best available advice and it will operate with impartiality.
- All members of the Croxson Committee shall at all times preserve the confidentiality of information to which they may gain access in the course of their duties.

6.4 Method of Working

- To ensure the objectives are met, the Croxson Committee will have meetings on two timescales:
- Quarterly
 - Quarterly meetings taking place over teleconference. This meeting will serve primarily to produce oversight on the Education and Professional Development (EPD) activities. Specifically what is being done by the Institute and, if and where there are gaps in our activities that the committee feels should be closed. Initial applications for EPD grants will be sifted by the committee on this timescale with a view to establishing eligibility and again determining how the wider area is encouraged. The secondary purpose of these meetings is to assess nominations and opinions of the committee on nominations for Fellowship and Honorary Fellowship.
 - The results of these meetings will be presented in written form to Council.
- Annual
 - The annual meetings will be run in person typically during conference to ensure good attendance. The purpose of this meeting is to perform an annual review of the Institutes awards, specifically the administration of the awards (whether it is proceeding as planned) and an assessment of the existing awards.
 - A brief report of this meeting will be rolled into the nearest quarterly report to Council.
- A quorum is five Voting Members. In the event of a failure to reach quorum in a meeting, an email vote will be carried out.
- Officers and Voting Members unable to participate in a given meeting may vote on motions via a proxy, provided:
 - The proxy is also a Voting Member.
 - The proxy is participating in the respective meeting.
 - The respective motion has been aired and discussed/corresponded-on beforehand.
- A written record will be created of all Croxson Committee meetings of the key points and actions arising from the meeting and agreed-upon at the time of the meeting by those participating.
- The Croxson Committee could commission Working Groups, some permanent and some temporary, which shall be created to undertake specific work or tasks in accordance with specific terms of reference agreed by the Croxson Committee.
- Subject to the conditions of the BINDT Financial Control protocol, BINDT may fund the acquisition of resources and/or facilities deemed necessary by the Croxson Committee to enable it or any of any of its Working Groups to complete its work.

7. Governance Advisory Committee (GAC)

7.1 The minimum composition of the committee shall be:

Honorary Secretary
 President
 President-Elect

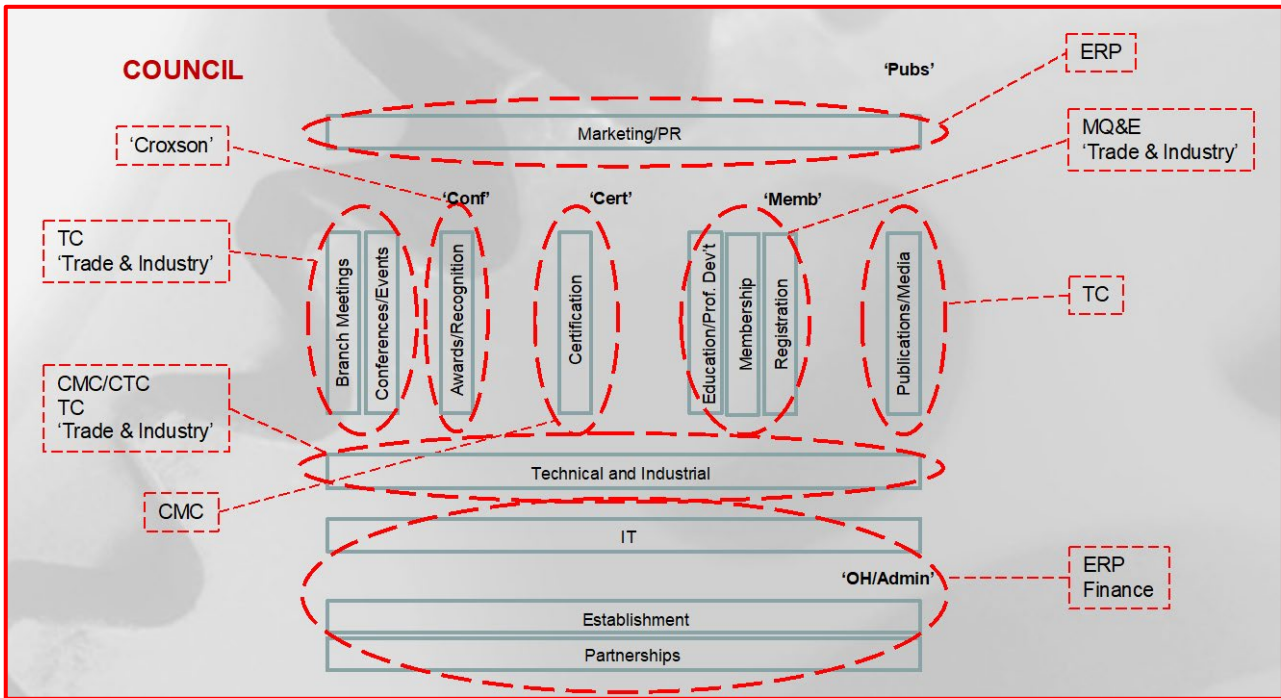
Immediate Past President
Honorary Treasurer
Institute CEO
External Advisers (legal/financial/compliance)

Other Senior Officers and Committee Chairs may participate in the GAC if appropriate.

- 7.2 See the Annex A foreword regarding Chair of the GAC
- 7.3 The quorum for meetings shall be five. The committee shall meet at least once per calendar year and as and when required by Council. The external advisors will include an expert in charity law, an expert in charity accounting and an expert in certification body compliance.
In making recommendations to Council the GAC shall ensure that the appropriate external advisor(s) has been involved.
- 7.4 Responsibilities:
- a) Monitoring the Institute's compliance with its governance obligations, particularly with respect to charity regulations, company law, the Institute's Articles of Association and Bye laws.
 - b) Establishing panels to deal with actual or potential breaches of the requirements contained within the Institute's governance documents:
Articles of Association
Bye-law 1 – Constitution of Council
Bye-law 2 – Organisation, Structure and Control of the Institute's Committees
Bye-law 3 – Rules for Branches
Bye-law 4 – Impartiality
 - c) Conducting an annual audit and review of the Institute's governance arrangements. Any recommendations resulting from this review will be passed to the Institute's Council and the relevant committees and staff.
 - d) Making appropriate and timely recommendations to Council on any matter affecting the Institute's governance.

ANNEX B - INSTITUTE ORGANISATION (at the time of writing)

Propositions plus Departments plus Oversight Committees (on behalf of Council)



ANNEX C - REIMBURSEMENT OF MEMBERS' EXPENSES

1. Principle

Ordinarily it will be assumed that all members accepting elected office or a committee place have access to support for travelling and subsistence costs and no claims will be admitted.

2. Exceptions

2.1 When a member is performing specific tasks over and above the normal work of a committee and which could not be carried out by a member of staff or when the member's financial support is removed during this period of office and his or her continuance is essential, claims may be admitted.

2.2 When the support assumed in paragraph 1 is not available to the President or senior officer deputising for the President, claims may be submitted.

3. Overseas Travel

There will be instances which require the presence of the President or his or her authorised deputy to attend meetings overseas. Because it is unreasonable to expect employers to carry this burden, special arrangements will apply. The need for and the cost of such journeys will be authorised by the CEO.

4. Authorisation

Outline applications for reimbursement of costs to persons eligible vide paragraph 2.1 above are to be supported by the chair of the relevant committee (or an honorary officer when the subject is the committee chair).

5. Reimbursement

Travel and subsistence claims should be in accordance with the Institute's travel and subsistence policy. Expenses on behalf of BINDT should be agreed with the CEO prior to expenditure.

6. Claim

Claims arising from members under these provisions are to be approved by the CEO.

ANNEX C. Technical Axis organisation chart

