



# CONSTITUTION

**Draft 2016 v2 is the 2008 version updated to follow the reorganisation plan agreed at the GA39 in Munich in June 2016. Changes specific to the reorganisation plan are highlighted in yellow. Other changes recommended at this time for clarity are highlighted in green.**

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## 1. PREAMBLE

The first World Conferences on non-destructive testing (NDT for short hereinafter) were held in Brussels (1955), Chicago (1957) and Tokyo (1960). The ICNDT was set up in 1960, initially as a **standing committee** without a legal status of its own, with the aim of promoting international cooperation with the specific task of organising successive World Conferences.

Terms of Reference were first developed in 1960 and subsequently revised, for instance, in 1967 (Montreal), 1979 (Melbourne) and 1982 (Moscow).

The **2008** revision of the Constitution incorporated the changes that had become necessary since the end of the 1990s and formed the basis for converting the ICNDT into an association with a legal status of its own.

The 2016 Draft version is the 2008 version updated to follow the reorganisation plan agreed at the GA39 in Munich in June 2016.

## 2. NAME, SEAT AND ACTIVITIES

The Association is named the INTERNATIONAL COMMITTEE FOR NONDESTRUCTIVE TESTING. Its abbreviation is ICNDT. The graphic symbol is the abbreviated name ICNDT printed on a world globe. The Association has its seat in Vienna and operates worldwide.

## 3. PURPOSE

3.1 ICNDT is a non profit association devoted to the international development of the science and practice of Non-Destructive Testing, in conjunction with individual already existing NDT societies and recognised Regional Groupings of NDT societies. ICNDT's activities are dependent on the voluntary actions of its members. The purposes are, in particular:

3.2 to promote and support Non-Destructive Testing (NDT) at an international level for the benefit of the involved public in general.

3.3 to promote international collaboration in all matters relating to NDT, including collaboration with international organisations with an interest in NDT, e.g. International Organisation for Standardisation (ISO), International Institute of Welding (IIW), International Atomic Energy Agency (IAEA), UNIDO, World Federation of NDT Centres etc.

3.4 to encourage the foundation, development, strengthening and cooperation of existing and new national NDT Societies **and their Regional groups**.

3.5 to assign the place and organisation of the World NDT Conference to an appropriate NDT society or group of societies, at intervals of four years.

3.6 to establish and implement membership policies of ICNDT in collaboration with Regional Groupings of NDT societies.

3.7 to award distinctions honouring outstanding services in the area of Non-Destructive Testing.

3.8 to encourage the formulation of international standards on Non-Destructive Testing in collaboration with the International Organisation for Standardisation, and other standards bodies.

3.9 to promote best practices in NDT and to encourage international harmonisation in this area.

#### **4. MEANS OF ACHIEVING THE PURPOSE OF THE ASSOCIATION**

4.1 The non-profit objectives of the Association are achieved specifically by the maintenance of worldwide contacts and the exchange of experience in the area of NDT with NDT societies and other organisations, national or international, with interests in NDT, **the assignation of the place and organisation of the World NDT Conference held every four years**, holding scientific lectures and issuing publications in this area.

4.2 The necessary funds shall be raised through fees, subsidies, other donations (including from the World Conference organisers) and income generated by the Association's assets.

#### **5. TYPES OF MEMBERSHIP**

5.1 The members of ICNDT are Full Members, Associate Members, Liaison Members and Honorary Members.

5.2 Full Members of ICNDT are non-profit making, legally incorporated NDT societies

5.3 Associate Members are non-profit NDT organisations which do not qualify as Full Members. They have no right to vote.

5.4 Liaison members are international organisations (eg ISO, IAEA, UNIDO) with an interest in NDT and a willingness to commit to two-way liaison with ICNDT.

Arrangement of Liaison Membership will be by correspondence between the organisation and the ICNDT Chair, covering mutual arrangements for liaison. Liaison Membership is subject to **ratification** by the ICNDT General Meeting

Nominated representatives of Liaison Members may attend General Meetings of the Association but have no vote.

5.5 Honorary Members are delegates who have been awarded the title of Honorary Member in recognition of their distinguished services within the scope of ICNDT objectives. They have the right to speak but may only participate in a vote **at a General Meeting** if they have also been appointed representative of a member country.

#### **6. ACQUIRING AND TERMINATING MEMBERSHIP**

6.1 Societies that wish to join the ICNDT as Full or Associate Members shall submit a written application in accordance with the application procedure defined by **the** Membership Working Group. Applications shall be voted on by the International Committee at its next meeting **or by post/email**, following review by **the** Membership Working Group.

6.2 Proposals for Honorary Membership shall be made by the ICNDT Chair, seconded by the Immediate Past Chair. The recommendations need to be approved of by more than half of the ICNDT members present at the second General Assembly meeting at each World Conference. Persons to be honoured shall have been active throughout several conference periods in promoting the objectives of ICNDT.

6.3 Membership shall be terminated through the loss of legal status, loss of contact, failure to pay membership fees or (in the case of an Honorary Member) death, or voluntary termination or expulsion.

6.4 Voluntary termination shall be implemented on 31 December of any given year by submitting a written resignation, at least 3 months prior to the date of withdrawal.

6.5 Expulsion may be ruled at the decision of the Executive Committee on the grounds of a violation of membership duties or of dishonourable behaviour or on other serious grounds. A Member so expelled will have a right of appeal to the next full General Meeting of ICNDT.

6.6 The termination of membership for whatever reason shall not affect the duty of paying the membership fee for the full year.

## 7. RIGHTS AND DUTIES OF THE MEMBERS

7.1 Every Full Member shall appoint two delegates (one voting), who shall have the right to participate in the International Committee. Each Full Member shall have one vote in all matters brought to a vote. This vote shall be cast by the respective delegate of the two who has been appointed voting delegate. **The Members may replace their delegates between meetings; however, they shall inform the Secretariat immediately in writing (or by e-mail).**

7.2 Liaison, Associate and Honorary Members have the right to participate in the International Committee and the right to address questions to all bodies of the Association but no vote. Note: Honorary members may cast a vote if they have also been appointed voting delegates of a member country.

7.3 All members are obliged to heed the Constitution of the Association and to promote its objectives.

7.4 The members and the bodies of the Association shall not receive any payments from the funds of the Association except for reimbursement of any necessary expenses approved in advance by the Executive Committee.

## 8. BODIES AND OFFICERS AND THEIR TASKS

The bodies of the ICNDT are:

- (i) The International Committee (ICNDT)
- (ii) The Executive Committee (IEC)
- (iii) The Advisory Committee (IAC)
- (iv) Working Groups (WG..) and Task Groups (TG..)
- (v) The Regions**

The officers of the ICNDT are:

- (i) The Chair
- (ii) The Immediate Past Chair
- (iii) The General Secretary
- (iv) The Treasurer
- (v) The World Conference President
- (vi) The Auditors**

The Chair, the General Secretary, the Treasurer, and the Auditors shall be elected by the International Committee at the second General Assembly at the World Conference to serve until the next World Conference, ie for four years. Re-election is permissible.

The World Conference President shall be appointed to serve for four years by the member represented on the International Committee chosen to host the next World Conference. This appointment shall be notified to the International Committee.

Two Regional Representatives each shall be nominated by each of the recognised Regional Groupings (Europe, Asia-Pacific, Pan-America, Africa etc.) and be made known to the Chair, the General Secretary and the ICNDT Secretariat immediately.

### 8.1. THE INTERNATIONAL COMMITTEE

of ICNDT is the Delegates' Conference and thus forms the General Meeting pursuant to the Austrian Law on Associations of 2002. It is the decision-making body and has the following tasks:

- to take decisions on the acceptance and exclusion of members
- to elect the Chair, the General Secretary, the Treasurer and the Auditors
- to agree the amount of membership fees (Full Member fee and Associate Member fee)
- to accept the report by the Auditors
- to approve of financial reports, accounts and budgets
- to confirm the Rules of Procedure (Operating Procedures) to be tabled by the Executive Committee
- to possibly dissolve the Association

The membership of the International Committee shall comprise:

two voting representatives nominated by each recognised Region  
one voting representative of each Full Member

Members who are unable to attend may nominate in writing another member representative to vote on their behalf. No member may exercise more than one proxy vote.

The quorum of the International Committee shall be at least one third of the voting membership. When insufficient members are present physically the meeting may be adjourned for 15min and reconvened including members present by internet.

Decisions at meetings shall be taken by a simple majority of the voting delegates present (including proxies) in person and via the internet.

Decisions may also be taken, as the need arises, by means of circulation to be organised by the Executive Committee by fax, e-mail or letter, whereby a period of at least 8 weeks is to be granted for voting.

The International Committee shall be convened by the Chair as follows:

General Assemblies

The International Committee shall meet twice during each NDT World Conference held every four years, at the beginning and end of the Conference, and once between World Conferences, in conjunction with an appropriate regional conference. These meetings are referred to as General Assemblies.

Annual General Meeting

An Annual General Meeting shall be held in January each year, accessible as a physical meeting and also by internet.

Other meetings

Furthermore, the International Committee shall convene if at least one tenth of the members file a respective demand with the Executive Committee.

## 8.2. THE EXECUTIVE COMMITTEE

shall manage the business of the Association as a cooperative leadership body under the leadership of the Chair. The Executive Committee's task is to advise and support the Chair and Secretariat in the operations of ICNDT, to supervise the execution of policy approved by the International Committee, in accordance with this Constitution and such Operating Procedures as the membership shall approve.

The ICNDT Executive Committee will be made up of:

Voting members

Elected by the General Assembly:

Chair, General Secretary, Treasurer

Nominated by the Regions:

One representative of each Region, normally the President

Ex-officio:

Past-Chair

President of the next World conference (nominated by the WCNDT organiser)

Non-voting members:

Chairs of ICNDT Committees and Working Groups

The Executive Committee shall convene at times determined by the Chair.

Every member of the Executive Committee present shall have one vote. Decisions shall be taken on a simple majority of the votes cast, whereby at least five members need to be present for a quorum. The Chair has the decisive vote in case of an equal number of votes cast.

### 8.3. ADVISORY COMMITTEE (IAC)

The Advisory Committee is appointed by the ICNDT to provide a strategic overview of the activities of the Association and a means for the Executive Committee to communicate with a wider cross section of the membership between full general meetings of the ICNDT.

It will provide advice to the IEC and WGs. It will meet annually in a different region each time over the four-year cycle of World Conferences.

The membership of the IAC will be:

Members of the IEC as above

One additional member from each Region as nominated to the General Assembly, normally the Vice-President.

ICNDT Honorary members.

Co-opted members (This would allow the IAC committee to co-opt additional members if this was judged necessary to balance the committee)

This committee will be chaired by the Past-Chair of ICNDT (alternate the Chair).

### 8.4. WORKING GROUPS AND TASK GROUPS

The Executive Committee may nominate Working Groups, Task Groups and Committees (e.g. the Membership Working Group) to execute activities in accordance with Terms of Reference approved by the full membership. They shall report on their work to the International Committee.

### 8.5 REGIONAL GROUPS OF ICNDT (THE "REGIONS")

Regional Groups of members, recognised by ICNDT, in accordance with the relevant Operating Procedure will be supported by ICNDT.

The Regional Federations will be represented on the ICNDT General Assembly alongside the member societies, with two voting representatives nominated by each Regional Group/Federation (one also being nominated to the IEC and both to the IAC).

Coordination of the activities of the Regional Groups and ICNDT is the responsibility of the IEC.

Members of ICNDT will advise the secretariat which Regional Groups they wish to join.

### 8.6 CHAIR

The Chair shall administer all actions of the ICNDT in accordance with the objectives, strategies and Operating Procedures of the Association and act as Chair for all meetings of the ICNDT and the Executive Committee. He or she shall represent the Association solely vis-à-vis third parties, except for matters relating to the treasurer'ship.

In the absence of the Chair, one of the following shall act as Vice Chair with the responsibilities of the Chair (in order of precedence):



- Immediate past chair
- General Secretary
- Treasurer

#### **8.7. THE GENERAL SECRETARY**

shall be responsible through the Secretariat for recording all matters associated with the ICNDT between meetings as well as for recording and distributing minutes of International Committee meetings held during his term of office. Furthermore, the General Secretary shall also arrange for the Secretariat to maintain a Register of Member Societies and of the names and addresses of appointed representatives accessible to all members and the public via the World Wide Web.

#### **8.8 THE TREASURER**

shall be responsible for keeping the current records of income and expenditure as well as the preparation of a budget and an annual financial report, in the form of income and expenditure accounts, including an overview of the assets to be submitted to the Executive Committee and Annual General Meeting for approval. He shall arrange for the audit of the annual accounts by the elected Auditors. He shall prepare a financial report for each meeting of the ICNDT.

#### **8.9 THE WORLD CONFERENCE PRESIDENT**

shall organise and conduct the forthcoming World Conference as directed by the Member Society responsible for the Conference, during his term of office and with the aid of a World Conference Organising Committee, and shall liaise with the ICNDT via the Committees in which he is an ex-officio member.

The World Conference President shall be appointed by the ICNDT Member Society chosen by the ICNDT membership to host the next World Conference.

#### **8.10 THE IMMEDIATE PAST CHAIR**

The duties of the Immediate Past Chair shall be to advise the Chair and perform other such duties as delegated by the Chair, including chairing the **Advisory Committee**.

#### **8.11 THE AUDITORS**

Two Auditors, suitably knowledgeable and not members of the Executive Committee, shall be elected by the International Committee at the General Assembly for a fixed period of four years. The Auditors will audit the annual accounts and Financial Report prior to their presentation to the Annual General meeting.

### **9. ARBITRATION TRIBUNAL**

Any disputes arising from the relationship of a member with the Association shall be settled by an Arbitration Tribunal. It shall consist of a Chair and two Assessors.

Each of the two parties to the dispute shall appoint an arbitrator (Assessor) from the ranks of the delegates or officers within 14 days after a written request by registered post from the opposing party or the Executive Committee.

The two arbitrators (Assessors) shall agree on a Chair of the Arbitration Tribunal from the ranks of the delegates or officers within a period of four weeks. In case such an agreement is not reached, the Chair shall be appointed by the Executive Committee.

In case one party to the dispute does not name an arbitrator (Assessor) within the given period of time, the Executive Committee is called upon, following a respective request by the other party to the dispute, to name an arbitrator (Assessor) within their reasonably exercised discretion for the defaulting party to the dispute.

The Arbitration Tribunal shall only constitute a quorum when all three members are present and shall decide on a simple majority. The Arbitration Tribunal shall make a final decision after hearing the parties to the dispute. The costs of arbitration shall be borne by the parties to the dispute as ruled by the Arbitration Tribunal.

## **10. OTHER ORGANISATIONAL STIPULATIONS**

### **10.1. SECRETARIAT OF ICNDT**

A Member Society shall be elected by the ICNDT to provide a Secretariat service to the ICNDT Chair, World Conference President, the International Committee, the Executive Committee and the Advisory Committee.

Duties of the Secretariat shall include (but not be limited to):

- the ICNDT website and ICNDT Journal
- maintaining a register of members and publishing it on the website.
- issuing agendas and minutes of meetings and publishing them on the website
- arranging elections
- supporting the Treasurer
- collection of fees

### **10.2. WORLD CONFERENCES ORGANISING COMMITTEE**

A World Conference Organising Committee shall be formed by the selected Conference host Member Society and shall consist of the World Conference President, the Conference Secretary, the Immediate Past World Conference President and the Chair of ICNDT and preferably one or two other members, who may be from the host country or from member societies from other countries.

It is suggested that in addition to the Immediate Past World Conference President, another member of a former World Conference Organising Committee be a member of the Committee in order to benefit from past experience and to help maintain continuity between Conferences.

The functions of the Committee shall be:

- to organise the forthcoming Conference
- to arrange the International Committee meetings as required by the ICNDT Chair

- to report on Conference progress and activities to ICNDT Chair, General Secretary, Executive Committee as well as the Policy and General Purposes Committee
- to arrange a Conference Secretariat.

## **11. CHANGES TO THE CONSTITUTION**

Changes to the Constitution require the following process:

- proposal in writing signed by a minimum of five members;
- proposal notified to all members by the Executive Committee and after at least six months;
- proposal subject to a vote at a full General Meeting or a postal/electronic ballot of the Full Members.

A positive vote by 2/3 of the votes cast (excluding abstentions) with a minimum of ballot return of 50% of the eligible voting members is required.

## **12. DISSOLUTION OF THE ASSOCIATION**

The voluntary dissolution of the Association may only be decided upon by the International Committee by positive vote of a two-thirds of the voting members following completion of the following process:

- proposal for dissolution by the Executive Committee;
- proposal notified to members of the Association and, after at least six months. a vote at a full General Meeting or a postal/electronic ballot of the voting members.

In the event of Dissolution or in the case of the absence of the previous privileged Purpose of the Association, the assets remaining after the deduction of all liabilities shall be allocated to the most similar non-profit making purposes possible.