

CONSTITUTION

Approved 19th November 2013
Mumbai India

Contents

1.	PREAMBLE.....	3
2.	NAME, SEAT AND ACTIVITIES.....	3
3.	PURPOSE.....	3
4.	MEANS OF ACHIEVING THE PURPOSE OF THE FEDERATION.....	4
5.	TYPES OF MEMBERSHIP.....	4
6.	ACQUIRING AND TERMINATING MEMBERSHIP.....	5
7.	RIGHTS AND DUTIES OF THE MEMBERS.....	6
8.	BODIES AND THEIR TASKS.....	6
8.1.	THE GENERAL ASSEMBLY.....	7
8.2.	THE PRESIDENT.....	8
8.3.	THE VICE PRESIDENT.....	8
8.4.	THE EXECUTIVE COMMITTEE.....	8
8.5.	THE BOARD.....	9
8.6.	THE GENERAL SECRETARY.....	9
8.7.	THE TREASURER.....	10
8.8.	THE APCNDT CONFERENCE PRESIDENT.....	10
8.9.	THE IMMEDIATE PAST PRESIDENT.....	10
8.10.	THE AUDITORS.....	10
9.	ARBITRATION TRIBUNAL.....	10
10.	OTHER ORGANISATIONAL STIPULATIONS.....	11
10.1.	SECRETARIAT OF APFNDT.....	11
10.2.	APCNDT CONFERENCES ORGANISING COMMITTEE.....	11
11.	CHANGES TO THE CONSTITUTION.....	12
12.	DISSOLUTION OF THE FEDERATION.....	12

1. PREAMBLE

The first Asia Pacific Conference on Non-Destructive Testing (APCNDT) was held in Tokyo in 1976, initially as a non-profit organisation without a legal status of its own, with the aim of promoting regional cooperation with the specific task of organising successive Conferences.

Terms of Reference (Bylaws) were first developed in and subsequently revised over the years to a point where the later global aspirations could no longer be maintained by a simple regional conference committee.

The present revision of the bylaws into a full Constitution incorporates the changes that have become necessary since approx 2004, with the increasing growth in regional members and forms the basis for converting the APCNDT into a Federation with a legal status of its own.

2. NAME, SEAT AND ACTIVITIES

The Federation is named the Asia Pacific Federation for Non-Destructive Testing and its abbreviation is APFNDT. The graphical symbol/logo and the abbreviated name APFNDT is to be placed upon all correspondence. The Federation has its seat in Tokyo, Japan and operates across the Asia Pacific Region.

The Fiscal year of the APFNDT, shall follow that of the incorporation date in Japan.

3. PURPOSE

- 3.1 APFNDT is a non-profit Federation devoted to the regional development of the science, technology and practice of Non-Destructive Testing, in conjunction with individual already existing and emerging NDT societies. APFNDT's activities are dependent on the voluntary actions of its members. The purposes are, in particular:
- 3.2 to direct its prime focus, to promote and support Non-Destructive Testing (NDT) at an Asia Pacific Regional level for the benefit of the involved community in general.
- 3.3 to promote regional collaboration in all matters relating to NDT, including Collaboration with regional organisations with an interest in NDT, e.g. ICNDT/IAEA/APLAC/AWF & IAEA-RCA Member States, etc;

- 3.4 to encourage the foundation, development, strengthening and cooperation of existing and new national and regional NDT Societies.
- 3.5 to assign the place and organisation of the APCNDT Conference to an appropriate NDT society or group of societies of APFNDT at intervals of four years.
- 3.6 to establish and implement membership policies of APFNDT 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 regional standards on Non-Destructive Testing in collaboration with the Regional Organisation for Standardisation, and other standards bodies.
- 3.9 to promote best practices in NDT and to encourage regional harmonisation in this area.

4. MEANS OF ACHIEVING THE PURPOSE OF THE FEDERATION

- 4.1 The non-profit objectives of the Federation are achieved specifically by the assignation of the place and organisation of the APCNDT Conference held every four years, the maintenance of member contacts and the exchange of experience in the area of NDT with NDT societies and other organisations, national or regional, with interests in NDT, holding scientific lectures and issuing publications in this area of the **APFNDT CONSTITUTION**.
- 4.2 The necessary funds shall be raised through membership fees, subsidies, other donations (including from the APCNDT Conference organisers) and income generated by the Federation's assets.

5. TYPES OF MEMBERSHIP

- 5.1 The members of APFNDT are Full Members, Associate Members, Liaison Members and Honorary Members.
- 5.2 Full Members of APFDNT are non-profit making, legally incorporated NDT societies.
- 5.3 Associate Members are non-profit NDT organisations which do not qualify as FullMembers. They have no right to vote.

- 5.4 Liaison members are regional organisations eg; ICNDT/IAEA/APLAC/AWF & IAEA-RCA Member States, etc; with an interest in NDT and a willingness to commit to two way liaison with APFNDT.
Arrangement of Liaison Membership will be by correspondence between the organisation and the APFNDT President, covering mutual arrangements for liaison. Liaison Membership is subject to approval by the APFNDT General Meeting.
Nominated representatives of Liaison Members may attend General Meetings of the Federation 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 APFNDT objectives. They have the right to speak but may only participate in a vote if they have also been appointed as a representative of a member country.

6. ACQUIRING AND TERMINATING MEMBERSHIP

- 6.1 Societies that wish to join the APFNDT as Full or Associate Members shall submit a written application in accordance with the application procedure defined by a Membership Working Group (to be appointed). Following review by the Membership Working Group. The Board may allow early entry, however all applications shall be ratified by the General Assembly at its next meeting.
- 6.2 Proposals for Honorary Membership shall be made by the APFNDT President, seconded by the Immediate Past President. The recommendations need to be approved of by more than half of the APFNDT members present at the second meeting at each APCNDT Conference. Persons to be honoured shall have been active throughout several conference periods in promoting the objectives of APFNDT.
- 6.3 Memberships 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 Assembly meeting of the APFNDT.

- 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 General Assembly. 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 as voting delegate.
- 7.2 Liaison, Associate and Honorary Members have the right to participate in the General Assembly and the right to address questions to all bodies of the Federation but have no voting rights.
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 Federation and to promote its objectives.
- 7.4 The members and the bodies of the Federation shall not receive any payments from the funds of the Federation except for reimbursement of any necessary expenses approved in advance by the Executive Committee.

8. BODIES AND THEIR TASKS

The Bodies of the APFNDT are:

- (1) The General Assembly
- (2) The Elected Board Members
- (3) The Executive Committee
- (4) The President
- (5) The Vice President
- (6) The General Secretary
- (7) The Treasurer
- (8) The Immediate Past President
- (9) The APCNDT Conference President
- (10) An Independent Auditor/s (ex officio)
- (11) Member Societies
- (12) The APFNDT Secretariat

The President, Vice President, General Secretary, Treasurer, Immediate Past president and APCNDT Conference President, shall serve the APFNDT Board as

Executive Committee Members and shall be elected by the General Assembly at the second meeting, held at each of the APCNDT Conferences.

Executive Committee Members are to serve until the next APCNDT Conference, i.e. a term of four years. Re-election is only permissible for one more term of four years.

The APCNDT Conference President shall be nominated by the Member Society represented on the General Assembly, that is chosen to host the next APCNDT Conference, to serve for a period of four years, until the next Conference. This appointment requires confirmation by the Executive Committee.

Two Regional Representatives each shall be elected by each of the recognised Regional Groupings, **In accordance with OP11: (Central, South and Western Asia), (East and South East Asia), (Oceania and Pacific)**, to represent the **APFNDT as Board Members** and shall be made known to the Executive Committee and the APFNDT Secretariat immediately upon their election. The appointment to **APFNDT**, is for four years and requires the confirmation by the General Assembly.

The Member Societies may replace their delegates between meetings; however, they shall inform the Secretariat immediately in writing (or by e-mail).

8.1. THE GENERAL ASSEMBLY

The General Assembly of the APFNDT is the Delegated Representatives of the Federation and thus forms the Representative Body responsible for meeting the requirements pursuant to the Regional Law's on Federations/Non Profit Entities. It is therefore the decision-making body and has the following tasks:

- to accept representations on the acceptance and exclusion of members
- to appoint the President, the Vice president, the General Secretary, the Treasurer elected board members and the Auditor(s).
- to approve the amount of membership fees (Full Member fee and Associate Member fees payable).
- to accept the report by the Auditors
- to approve of financial reports, accounts and budgets.
- to confirm the Rules of Procedure (Operating Procedures).
- to possibly dissolve the Federation (If the General Assembly decided to do so).

The General Assembly shall be convened by the President. It shall meet twice during each APCNDT Conference (which is held every four years), at the beginning and end of the Conference, and once additionally, between APCNDT Conferences, in conjunction with an appropriate regional conference.

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

At General Assembly meetings, every full member shall have one vote. 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 General Assembly meetings shall be at least two thirds of the voting membership.

Decisions shall be taken by a simple majority of the voting delegates present. 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.

8.2. THE PRESIDENT

Shall administer all actions of the APFNDT in accordance with the objectives, strategies and Operating Procedures of the Federation and act as Chairman for all meetings of the APFNDT and the Executive Committee.

He shall represent the Federation solely vis-à-vis third parties, except for matters relating to the current Finance administration.

In the absence of the President, one of the following shall act as Chairman with the responsibilities of the President (in order of precedence)

- Vice President
- Immediate past President
- General Secretary
- Treasurer

8.3. THE VICE PRESIDENT

Shall administer all actions of the APFNDT in accordance with the objectives of the President above. The duties of the Vice President shall be to assist the President and perform other such duties as delegated by the President, including chairing the Committee in his absence.

8.4. THE EXECUTIVE COMMITTEE

Shall manage the business of the Federation as a cooperative leadership body under the leadership of the President. The Executive Committee's task is to advise and support the President and Secretariat in the operations of APFNDT, to supervise

the execution of policy approved by the General Assembly, in accordance with this Constitution and such Operating Procedures.

The Executive Committee shall consist of the following persons:

- President APFNDT
- Vice President
- General Secretary
- Treasurer
- Immediate Past President APFNDT
- APCNDT Conference President

- The Executive Committee may nominate Working Groups and Committees (e.g. the Membership Working Group) to execute particular tasks. They shall report on their work to the Executive Committee.

- The Executive Committee shall convene in conjunction with every APFNDT GA meeting as well as at times determined by the President.

- 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 a positive vote by 2/3 of the votes cast (excluding abstentions) with a minimum ballot return of 50% of the voting members is required. 2/3 of the members need to be present for a quorum.

- The President has the decisive vote in case of an equal number of votes being cast.

8.5. THE BOARD

- Eight Regional members shall be directly elected by the APFNDT GA, to the Board, along with the Executive Committee.

- The Board is to represent the Broader Regional Aspirations and is in place to support the Executive Committee and to make presentations on behalf of the entire region for the GA.

8.6. THE GENERAL SECRETARY

Shall be responsible through the Secretariat for recording all matters associated with the APFNDT between meetings, as well as for recording and distributing minutes of Executive Committee meetings held during his/her 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, to be accessible to all members and the public, via the World Wide Web.

8.7. THE TREASURER

Shall be responsible for keeping the current records of income and expenditure, as well as the preparation of an annual financial report. In the form of income and expenditure accounts including an overview of the assets, as well as the budget to be submitted to the Executive Committee for approval. He/she shall arrange for the audit of the annual accounts by the elected Auditor(s). He/she shall prepare a financial report for each General Meeting of the APFNDT. The Treasurer shall also arrange for the Secretariat to maintain the financial matters of the APFNDT, including the issuing of invoices and the receipt of fees.

8.8. THE APCNDT CONFERENCE PRESIDENT

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

The APCNDT Conference President and the Conference Secretary shall be appointed by the APFNDT Member Society chosen by the General Assembly, to host the next APCNDT Conference.

8.9. THE IMMEDIATE PAST PRESIDENT

The duties of the Immediate Past President shall be that of a respectable stature, who is able to advise the President and perform other such duties as delegated by the President, including chairing the Elected Board of Members in his absence.

8.10. THE AUDITORS

Auditor(s), with suitable knowledge, shall be elected by the General Assembly for a fixed period of four years. The Auditors will audit the accounts and Financial Reports prior to their presentation to the General Assembly meeting. They may be re-elected only after a minimum break of four years.

9. ARBITRATION TRIBUNAL

Any disputes arising from the relationship of a member with the Federation shall be settled by an Arbitration Tribunal. It shall consist of a President 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 President 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 President 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 APFNDT

A Member Society shall be elected by the APFNDT GA, to provide a Secretariat service to the APFNDT President, APCNDT Conference President and the Executive Committee. The duties of the Secretariat shall include (but not be limited to):

- maintaining the APFNDT website and APFNDT Journal.
- maintaining a register of member's societies and Membership Working Groups and officers and publishing it on the website.
- issuing agendas and minutes of meetings and publishing them on the website.
- arranging the procedures around elections.
- supporting the Treasurer.
- issuing of invoices and collection of fees.

10.2. APCNDT CONFERENCES ORGANISING COMMITTEE

An APCNDT Conference Organising Committee shall be formed by the selected Conference host Member Society and shall consist of the APCNDT Conference President, the Conference Secretary, the Immediate Past APCNDT Conference President and the President of APFNDT 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 APCNDT Conference President, another member of a former APCNDT Conference Organising Committee be a

member of the new 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 other meetings within the conference as required by the APFNDT President
- to report on Conference progress and activities to APFNDT President and Executive 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 member societies
- proposal notified to all members by the Executive Committee and after at least six months
- proposal subject to a vote at a full General Assembly 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 voting members is required.

12. DISSOLUTION OF THE FEDERATION

The voluntary dissolution of the Federation may only be decided upon by the General Assembly, 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 all members of the Federation
- and after at least six months, a vote at a full General Assembly, or a postal / electronic ballot of the voting members of the GA.

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

Signed This Day: 19th November 2013

Inaugural President of APFNDT: .....
Dr. Norikazu Ooka