

“European Federation for Non-Destructive Testing”

Abbreviated as **“EFNDT”**

International non-profit association

Headquarters: Rue du Commerce, 20-22, 1000 Brussels.

Company registration number: 0468.647.481

AMENDMENT TO THE STATUTES IN ACCORDANCE WITH THE COMPANIES AND ASSOCIATIONS CODE, WITH REFORMULATION OF THE PURPOSE AND ACTIVITIES COVERED BY THE INTERNATIONAL NON-PROFIT ASSOCIATION – POWERS

STATUTES

Chapter 1: Legal Status, Denomination, Headquarters, Purpose Activities, Duration.

Article 1- Legal Status, Denomination

An International Non-Profit Association, ruled by Belgian law, with the denomination **“European Federation for Non-Destructive Testing”**, abbreviated as **“EFNDT”** is created. It is referred to thereafter in this text as the **“Federation”**.

The Federation will continue the action of the European Council for Non-Destructive Testing (ECNDT), which was founded in Florence in 1984 at the third European Conference for Non-Destructive Testing by the representatives of every national non-destructive testing company in Europe.

In all acts, invoices, announcements, publications, letters, order forms and other documents emanating from the association, the denomination of the association must always be preceded or followed by the mention **“international non-profit association”**, as well as the precise information of the headquarters.

Article 2 - Headquarters

The headquarters of the Federation is located in the region of Brussels-Capital.

It can be transferred to any other borough of the Brussels Region by the General Assembly.

Article 3 - Purpose and activities

The Federation’s purpose is to promote, in all countries of the European geographical area, according to the definition of the United Nations, all aspects of scientific and teaching nature of non-destructive testing, including technology, research, development of applications, training, certification, ethical issues and information and to take all the actions necessary to improve its precision, reliability, application and practice.

It will contribute to the elimination of technical barriers and will act as the voice of the community of non-destructive testing in Europe.

To this end, the Federation will develop contacts and exchanges between European companies, associations or groupings and will maintain links with associations or groupings of other geographical areas, including other regional committees on non-destructive testing.

It can take part, notwithstanding its principal purpose, in all meetings, seminars or conferences, including those organised in association with qualified governmental or non-governmental organisations and the ones of the European Commission in the field of non-destructive testing and other related fields.

It can organise seminars, conferences or congresses, particularly the European Conference on Non-Destructive Testing (ECNDT), publish journals, reports, minutes of meetings and commission or carry out studies within working groups, all within the field of non-destructive testing.

It can provide supporting elements for the training and the examination of NDT personnel in Europe.

It can promote the implementation of Research and Development projects and their exploitation in the field of non-destructive testing.

It will be active in the field of certification of NDT personnel in Europe by promoting the harmonisation of national schemes and by aiming to ensure their correct operation.

Article 4 - Duration

The Federation is created for an unlimited period.

Chapter II: Members, Admission, Contribution

Article 5 - Members

There are two kinds of members:

- The Full Members who enjoy all the rights intended by the law and these statutes.
- The Associate Members who may participate in all the organised activities and attend the General Assemblies, without, however, having the right to vote.

The Associate Members or their representatives cannot be elected to the Board of Directors, nor can they pursue any statutory function within the Federation.

Only legal persons representing non-profit legal organisations with headquarters in the European geographical area, pursuing an activity in the field of non-destructive testing, and who are able to show by their statutes that they represent all the relevant sectors in their respective countries, may become Full Members.

Only one member entity per country may be admitted as a representative, normally the national non-destructive testing society of its country. Non-profit legal organisations based in any country of the world and active in the field of non-destructive testing may become Associate Members of the Federation.

Article 6 - Admission

Only the legal organisations having submitted their application and having been accepted by the Board of Directors may be admitted as Members of the Federation. All Members, either Full or Associate, must abide by the present statutes.

Article 7- Loss of Membership

A Full or Associate Member ceases to be a member of the EFNDT:

- a. If it addresses a resignation letter to the Board of Directors, being understood that the contribution of the current year is due and that the loss of the membership becomes effective only at the end of the current calendar year.
- b. Upon decision of the Board of Directors, taken after having given the member a reasonable period of time to take action:
 - i) If the member in question fails to pay the membership fees within a period of time agreed by the Board of Directors;
 - ii) If the member has failed to abide to the present statutes and/or the decisions taken by the General Assembly and/or the Board of Directors;
 - iii) If it is proven that the member's behaviour was incompatible with membership of the Federation.

Such decisions of the Board of Directors must be confirmed by the General Assembly.

Article 8 – Fee

All Members of the Federation must pay an annual Fee corresponding to their category (Full Member or Associate Member).

The amount of the contribution, expressed in Euro, is fixed by the General Assembly upon proposal of the Board of Directors.

Chapter III: General Direction Body – Administration Body – Advisory Group

Article 9 – General Assembly

The General Direction Body, called the “General Assembly”, consists of the delegates of the Full Members of the Federation.

Each Full and Associate Member is represented at the General Assembly by up to two delegates, one of them normally being the President of the national non-destructive testing company.

Each Full Member has one voting right corresponding to one vote.

The Associate Members can be present at the General Assembly, but they do not have voting rights.

The General Assembly meets, upon convocation of the Board of Directors, at least once per year and the notice of the meeting should be sent to each member at least thirty days in advance. The notice must indicate the date, time and location of the General Assembly.

Full Members who are unable to attend a General Assembly may authorize one of the representatives of another Full Member to vote on their behalf by proxy. No member may represent more than two proxy votes.

The General Assembly is chaired by the President of the Federation, or the Vice-President in his absence, or a person appointed by the present or represented members in their absence. Two Scrutineers assist the President. They are designated during the meeting if warranted by the number of members.

A quorum of at least half of the present and/or represented Full Members is required to have binding in all General Assemblies.

No quorum is required if a second convocation to a General Assembly with exactly the same agenda is called.

The Ordinary General Meeting rules on:

- The discharge of the Board of Directors;
- The approval of the annual accounts and budgets;
- The election of the members of the Board of Directors, President and Vice-President;
- The designation of the Auditor and their discharge;
- The adoption or modification of the rules of procedure and other rules of the Federation;
- The fixing of the annual Fee to be paid by the Full and Associate Members.

The decisions are taken by the simple majority of the cast votes, the abstentions not being taken into account except for the election of the President, Vice-President and Board, which is made according to a specific procedure specified in rules of procedure of the Federation.

An Extraordinary General Assembly meets upon convocation of the Board of Directors or following the request of one third of the Members. To be binding, it is necessary that it gathers at least half of the Full Members for the first convocation, or at least one third of the Full Members on second convocation with the same agenda.

Its decisions are taken by a majority of 2/3 of the cast votes, the abstentions not being taken into account.

Only the Extraordinary General Assembly may:

- Amend the Statutes,
- Revoke the Board of Directors,
- Declare the dissolution of the Federation,
- Take all decisions provided for by law.

All the decisions of the General Assemblies are included in an official minutes' register, kept by the Secretariat. All Members can consult it.

Any EFNDT meeting (including General Assemblies, EGMs or Board of Directors' meetings) may be held in any of the following ways:

- a) A physical meeting with members present in person;
- b) A video conference, using an online platform or similar electronic method that allows for simultaneous visual and audio participation and also allows for voting and secret balloting if required;
- c) A combination of any of the above methods (a) - (b).

Article 10- Administration Body, President, Vice-President and Advisory Group

An Administration Body, called the "Board of Directors", manages the Federation. The Board of Directors consists of 10 physical persons, including the President and the Vice-President, all formally proposed by the Full Members of the Federation.

The President, the Vice-President and the Board of Directors are appointed by the Ordinary General Assembly. Their mandate lasts for four (4) years, with the possibility of being re-elected once, that is for eight (8) years maximum continuous duration, these limitations applying to the roles and not to the individuals.

Due to exceptional reasons the election rules can be modified at an Extraordinary General Assembly, on the proposal of the Board of Directors or following the request of at least one third of the members.

If necessary, the President, the Vice-President and the Board may co-opt two additional Directors, whose mandate will finish at the same time as the mandate of those who had co-opted them.

The Board of Directors meets at least twice a year, upon convocation of the President, sent by surface mail or "delivery receipt" email. A quorum of half of the Members is necessary. The Board of Directors' decisions are taken by the simple majority of the cast votes, the abstentions not being taken into account and the President having a deciding vote in case of a tied vote.

The Secretariat is responsible for producing the minutes of the Board of Directors' meetings and maintaining an accessible register of them.

The President represents the Federation before third parties, including justice, when decisions taken by the Board of Directors are involved. He or she may delegate partial mandates to the Vice-President or to a Director.

The President chairs the meetings of the Board of Directors and the General Meetings.

The outgoing President is entitled to attend the meetings of the Board of Directors for four (4) years, with an advisory role.

The President of the European Conference, designated by the National Non-Destructive Testing Companies organising the European Conference, is entitled to attend the Board of Directors meeting, without voting rights.

The Vice-President replaces the President if unavailable.

The Treasurer, designated by the Board of Directors among the Directors, manages the accounts of the Federation, maintains its accountancy and manages incoming and outgoing payments according to the statutes, the resolutions of the Board of Directors and the President's instructions.

The President, the Vice-President, and the Treasurer must be from different organisations (Full Members).

The President, the Vice-President, the Treasurer and the other Board Members are paid by the organisation(s) which appointed them.

The Secretariat of the Federation is established by the Board of Directors and may be fulfilled by the President's member organisation. The Secretariat is responsible for the everyday operations of the Federation, within the directives given by the Board of Directors and the President.

An "Advisory Group" may be established by the Board of Directors in order to help the President and to support the Board of Directors' work. The members of this Advisory Group must be available, English-speaking experts, and are designated and financially supported by their national organisation.

Chapter IV: Budget, Annual Accounts, Audit

Article 11- Budget, Annual Accounts

The Federation's budgetary and accounting year begins on the 1st of January and ends on the 31st of December of every calendar year.

Every year, the Board of Directors reviews the accounts of the past accounting period as well as the budget of the following year.

Article 12- Audit of the Accounts

An Auditor of the accounts is named by the Ordinary General Assembly, for four years, with the possibility of renewing their mandate once. The Auditor must come from a Full Member organisation, different from the one of the Secretariat and of the Treasurer. He produces a report on the audited accounts for the General Assembly.

Chapter V: Rules of Procedure

Article 13- Rules of Procedure

The General Assembly may adopt rules of procedure, upon proposal of the Board of Directors.

The rules of procedure may create internal bodies of the Federation, without interfering with the powers of the bodies resulting from the Statutes.

Chapter VI: Dissolution-liquidation

Article 14 – Dissolution-liquidation

Only an Extraordinary General Assembly can dissolve the Federation.

The Extraordinary General Assembly declaring the dissolution of the Federation will name a liquidator and determine the principles of liquidation.

The liquidator pays the creditors of the Federation and gives the remaining assets to one or many non-profit European organisations involved in the field of non-destructive testing. If such organisations cannot be found, the remaining assets will be donated to a charitable cause, designated by the General Assembly, or, failing this, by the liquidation.