

EFNDT : STATUTES

Note: This is an unofficial English translation of the French original of the modified Statutes agreed at the extraordinary General Assembly of 9 June 2010 held at the Notaire Gauthier Clerens a Mechelen and submitted to Belgian authorities for publication in the Moniteur Belge 14.4.2011.

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

Article 1- Legal Status, Denomination

An International non-profit Association, ruled by the Belgian law, which receives the denomination of "European Federation for the Non destructive testing", in summary "EFNDT" is created. It is referred to thereafter in this text by the term "Federation".

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

In all the acts, invoices, advertisements, publications, letters, order notes and other documents emanating from the association, the denomination of the association will always have to be preceded or followed by the mention "non-profit international association" or in summary "aisbl", as well as the precise information of the headquarters.

Article 2 - Headquarters

The headquarters of the Federation is fixed at rue de Commerce 20-22, 1000 Brussels, in the legal district of Brussels.

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

Article 3 - Purpose

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

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 associations or groupings and will maintain links with associations or groupings of other geographical areas, including other regional committees of non-destructive testing.

It is entitled to take part, notwithstanding its principal purpose, in all meetings, seminars or conferences, including those organized 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 is entitled to organise seminars, conferences or congresses, particularly the European Conference of Non-destructive testing (ECNDT), to publish journals, reports, minutes or acts of meetings, to carry out or make studies within working groups, all within the field of non-destructive testing.

It is entitled to provide supporting elements for the training and the examinations of the NDT personnel.

It is entitled to promote the execution of Research and Development projects and their exploitation in the field of the non-destructive testing.

It will be responsible for the organisation of a European personnel or organisations certification system for actors operating in non-destructive testing by harmonising the national systems and by ensuring their correct operation.

It will be entitled to issue, if necessary, certificates or other documents and to validate those issued by the Federation's member organisations.

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 non-profit legal organisations with Headquarters in the European geographical area, pursuing an activity in the field of the non-destructive testing, and which are able to show by their statutes that they represent all the relevant sectors in their country, may become Full Members.

Only one Full member, normally the national non-destructive testing society, can be accepted for each 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) if it did not pay its Fee.
- c) upon resolution of the Board of Directors, taken after having left the member a period of time to make a statement:
 - i) if this member has failed to abide to the present statutes or the decisions taken by the General Assembly or the Board of directors;
 - ii) if it is proven that the member's behaviour was incompatible with the membership of the Federation;
 - iii) if this member undertook an activity in another European state than his without the agreement or the co-operation of the country's Full Member.

Such resolutions 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 Direction Body

The General Direction Body, called the "General Assembly", consists of the delegates from the Full Members of the Federation.

The General Assembly meets, upon convocation of the Board of Directors, sent to each member at least forty-five days in advance.

The General Assembly is chaired by the President of the Federation.

Two Scrutineers, designated during the meeting, assist the President.

The convocation must indicate the date, time and location of the General Assembly.

Each Full and Associate member is represented at the General Assembly by a delegate. Normally, the President of the national non-destructive testing society will be the delegate designated by the Full member.

Each Full Member has one vote. A power of attorney can be allowed but is limited to two votes per delegate.

The Associate Members can be present at the General Assembly without voting rights.

The ordinary General Assembly meets at least once per year.

A quorum of half of the present or represented Full Members is required to have binding deliberations.

No quorum is required if a second convocation with the same agenda is called.

The ordinary General Assembly rules on:

- The discharge of the Board of Directors;
- The approval of the past accounts and the budget of the following year;
- The election of the members of the Board of Directors, President and Vice-President;
- The designation of the Auditor;
- 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 meeting 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 meeting is competent:

- To amend the Statutes,
- To revoke the Board of Directors,
- To declare the dissolution of the Federation.

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

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 three years, with the possibility of being re-elected consecutively two times, for a nine years maximum continuous duration, these limitations applying to the functions and not to the individuals.

If necessary, the President, the Vice-President and the Board may coopt two additional Directors, whose mandate will finish at the same time as the mandate of those who had coopted 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 casting vote in case of a tied vote.

A register of the minutes of the Board of Directors meetings is maintained by the Secretariat.

The President represents the Federation in front of the third parties, including justice, when decisions taken by the Board of Directors are involved. He 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 Assemblies.

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

The President of the European Conference, designated by the National Non-Destructive testing Society(ies) 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 collects and pays according to the statutes, to the resolutions of the Board of Directors and to the President's instructions.

The President, the Vice-President and the Treasurer must be of different nationality.

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 member organisation the President comes from. 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" is 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, Accounting, Control

Article 11- Budget, Accounting

The Federation's budgetary and accounting year begins on the 1st of January and ends on the 31st of December of every calendar year. However, the first exercise starts with the foundation of the Federation and finishes on the 31st of December of the following 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 three years, with the possibility of renewing his mandate twice. 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, presented to the General Assembly for review.

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, but these must respect the competences of the bodies resulting from the Statutes.

Chapter VI: Dissolution

Article 14- Dissolution

Only an extraordinary General Assembly can dissolve the Federation.

The extraordinary General Assembly declaring the dissolution of the Federation will name a liquidator and determines 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 the 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.