

**Articles of Association of the
European Federation for Non-Destructive
Testing**

Section I
Form-Name-Registered Office-Purpose-Duration

Clause 1 : Form-Name

A non-profit association governed by the Belgian law of 25 October 1919 as amended by the law of 6 December 1954 is hereby established, to be called the European Federation for Non-Destructive Testing, in abbreviated form EFNDT.

The Federation will continue the work of the European Council for Non-Destructive Testing (ECNDT) which was founded in Florence in 1984 during the third European Conference on Non Destructive Testing with representatives from each national NDT Society in Europe.

The working language is English.

Clause 2 : Registered Office

The Federation's registered office is to be situated at the Chambre Française du Commerce et de l'Industrie pour la Belgique - 47 rue Montoyer - 131040 Bruxelles.

It may be transferred to any other commune in the Greater Brussels area by resolution of the board of directors, published within one month in the supplement to the Belgian "Moniteur".

Clause 3 : Purpose

The main purpose of the Federation is to promote all aspects of scientific and pedagogic nature of non-destructive testing including the technology, research, development application, training and information in all countries within the geographical area of Europe, according to the UN definitions and to initiate any actions likely to improve its quality and reliability.

It will contribute to the removal of technical barriers and act as spokesman for the non destructive testing community in Europe. To this end, it will encourage contacts and exchanges between European associations or groupings and will maintain relations with associations or groupings in other geographical regions, including other regional NDT Committees.

It may participate without prejudice to its principal aim in meetings, seminars, colloquia or conferences including those arranged in association with appropriate governmental and non-governmental organizations and the European Commission in the field of non-destructive testing and related fields.

It may organize seminars, colloquia or conferences in particular, the European Conference on Nondestructive testing (ECNDT), publish reviews, reports or documents of meetings, initiate and conduct studies by working parties, all in the field of non-destructive testing.

It will be responsible for organizing European systems for the certification of individuals and organisations involved with non destructive testing by harmonizing the national systems and ensuring that they operate efficiently.

It may award certificates or other documents as appropriate and validate those issued by the Federation's member organizations.

Clause 4 : Duration

The Federation is established for an indefinite period of time.

Section II
Membership - Admission - Subscriptions

Clause 5 : Membership

There are two types of member:

- Full Members, who enjoy all rights provided for in the present articles of association.
- Associate Members, who have no voting rights at general meetings and whose representative cannot be elected to the board of directors or hold any position in the Federation defined in these articles.

Only entities of a non-profitmaking nature within the geographical area of Europe active in the field of non-destructive testing and which can demonstrate their status as a representative of all interested parties in their country may be Full Members.

Only one Full Member, normally the national NDT Society, shall be admitted for each country. Entities of a non-profitmaking nature anywhere in the world and active in the field of non-destructive testing may be Associate Members of the Federation.

Clause 6 : Admission

Only entities which have applied for membership and been accepted by the Board of Directors will be admitted as Full or Associate Members of the Federation.

All members must abide by the present Articles.

Clause 7 : Loss of Membership

A member will cease to belong to the EFNDT:

- a) If it sends a letter of resignation to the Board of Directors, on the understanding that the subscription for the current year must be paid and that loss of membership only becomes effective at the end of the current calendar year.
- b) If it has failed to pay its subscription.
- c) By resolution of the Board of Directors after hearing representations from the member concerned, if :
 - (i) it has failed to abide by the present articles or the resolutions of the general meeting or the Board of Directors ;
 - or
 - (ii) it has become apparent that it has performed acts contrary to Federation membership ;
 - or
 - (iii) if a member has undertaken any activity in a European foreign country without the agreement and/or cooperation of the Full Member of the involved country.

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

Clause 8 : Subscriptions

All Members of the Federation must pay an annual subscription corresponding to the category to which they belong (Full or Associate Member).

Subscription rates expressed in Euro are proposed by the Board of Directors and decided by the General Meeting.

Section III General Assembly - Board of Directors - Advisory Group

Clause 9 : General Assembly

The General Assembly comprises the delegates of the Full Members of the Federation.

Meetings of the General Assembly are convened by the Board of Directors, with notice being sent to all members at least 45 days in advance.

They are chaired by the President of the Federation. The latter is assisted by two tellers appointed at this meeting.

The convocation shall indicate the date, hour and place of the General Assembly.

Each Full and Associate Member is represented at the General Assembly by a delegate. Normally the president of the national NDT Society will be the nominated delegate of a Full Member.

Each Full Member has one vote. Proxy votes can be admitted but no more than 2 per delegate.

Associate Members may be present at the General Assembly in a non-voting capacity.

Ordinary general meetings of the General Assembly are held at least once a year.

A quorum of half delegates of the Full Members present or represented through proxy is required to make the deliberations of the meeting valid.

No quorum is required if the meeting is convened a second time with the same agenda.

The ordinary general meeting's business will include :

- approve the Directors' report;
- approve the accounts of the preceding accounting periods and the budget for the forthcoming year;
- elect the members of the Board of Directors, the President and Vice-President;
- appoint the auditors;
- adopt or alter the federation's rules and regulations;
- decide the annual subscription rate for full and associate members.

Voting shall be by a simple majority, not counting abstentions, except for the election of President and Vice-President and Directors which shall follow a specific procedure defined in an Internal Regulation of the Federation.

Extraordinary General Meetings are convened by the Board of Directors or at request of one-third of members. For an Extraordinary General Meeting to be properly constituted, the number of delegates present must represent at least half the membership of Full Member organizations on the first convening of the meeting or at least one-third if it is convened a second time with the same agenda. Resolutions of Extraordinary General Meetings require the support of two-thirds of those voting, not counting abstentions.

Only Extraordinary General Meetings are able to :

- alter the Articles,
- revoke the members of the Board of Directors
- decide on the dissolution of the Federation.

All decisions of the General Assemblies are recorded on a register which is kept by the Secretariat. All members can consult it without displacement of the register.

Any modification of the present statutes shall be approved by a royal decree and shall be published in the annexes of the Moniteur Belge.

Clause 10 : Board of Directors - President, Vice-President - Advisory Group

The Federation is administered by a Board of Directors comprising eight voting persons, including the President and a Vice-President, each of whom must have been proposed by a Full Member belonging to the Federation.

The President, the Vice-President and the members of the Board are elected by the Ordinary General Meeting of the General Assembly. Appointments are for three years, with possibility of re-election on two consecutive occasions for a maximum continuous duration of nine years.

The Board of Directors meets at least twice a year. A quorum of five directors is required. Its resolutions are passed by a simple majority, not counting abstentions, with the President having a casting vote.

A register on which will be recorded the minutes of the Board of Directors meetings is kept by the Secretariat.

The President is responsible for representing the Federation to third parties, including on legal matters, within the guidelines set by the resolutions of the Board of Directors. He may assign partial responsibility to the Vice-President or to a member of the board. He chairs board meetings and general meetings.

The Immediate Past-President attends meetings of the Board of Directors as of right for two years in a consultative, non-voting, capacity.

The President of the European Conference, nominated by the NDT Society(ies) selected to organize the European Conference, will be an ex-officio non-voting member of the Board of Directors.

The Vice-President replaces the president if the latter is unable to be present.

The Treasurer appointed by the Board of Directors from amongst the Board Members manages the accounts of the Federation, supervises its books and deals with receipts and payments in conformity with the articles of association, the resolutions of the Board of Directors and the directives of the President.

The President, Vice-President and the Treasurer shall be of different nationalities.

The President, Vice-President, Treasurer and the other Directors rely on the resources of the national Society(ies) which have nominated them.

The Secretariat of the Federation shall be appointed by the Board of Directors and may be assumed by the member organisation of the President. It is responsible for the day- to-day operations required to run the Federation, within the guidelines set by the directives of the Board and the President.

An Advisory Group is appointed by the Board of Directors in order to assist the President and support the work of the Board of Directors. The members of this Advisory Group should be English speaking experts who shall be available, nominated and financially supported by their national organization.

Section IV
Budget - Accounts - Auditing

Clause 11 - Budget - Accounts

The Federation's budgetary and accounting year runs from 1 January to 31 December. However, the first budgetary and accounting period starts when the Federation is founded and ends on 31 December of the following year.

The Board of Directors approves the budget and the annual accounts each year.

Clause 12 - Auditing of Accounts

The accounts are audited by one auditor appointed by the Ordinary General Meeting for a period of 2 years, which is renewable twice. The auditor must be from a different Full Member organisation to the Secretariat and Treasurer. He reports to the Ordinary General Meeting on the accounts he has examined.

Section V
Rules and Regulations

Clause 13 - Rules and Regulations

The general meeting may adopt a set of rules and regulations on the proposal of the Board of Directors.

The rules and regulations may establish bodies within the Federation, without encroaching on the responsibilities of those set up by the articles of association.

Section VI
Dissolution

Clause 14 - Dissolution

The Federation may only be dissolved by decision of an Extraordinary General Meeting.

The Extraordinary General Meeting resolving to dissolve the Federation will appoint a liquidator and determine the terms of liquidation.

Liquidation will reimburse the Federation's creditors and pass on its assets to European non-profitmaking organizations active in the field of non-destructive testing.

Section VII

Clause 15 - Coming to force

These Articles come into force on 25 May 1998.

Transitory provisions

The General Assembly comprising the representatives of the National Societies of Non Destructive Testing Founding Members the list of which is given in annex had elected as :

- President : Mr. SCHNITGER Dierk (Deutsche Gesellschaft für Zertörungsfreie Prüfung (DGZfP) - Motardstrasse 54 - D-13629 Berlin - Germany)
- Vice-President : Mr. LARSEN Bjarne (Danish Society for Non Destructive Testing - Park Alle 345 - DK-2605 Broendby - Denmark)
- Directors :
 - 1/ Mr. DELIEGE François-Xavier (Belgian Association for Nondestructive Testing (BANT) - Cense Rouge 15 - B-4031 Angleur - Belgium)
 - 2/ Mr. FARLEY J.M. (British Institute of Non-Destructive Testing (BINDT) - 1 Spencer Parade - Northampton NN1 5AA - United Kingdom)
 - 3/ Mr. NARDONI Giuseppe (Associazione Italiana Prove Non Distruttive Monitoraggio Diagnostica (AIPnD) - Via A Foresti 5 - 25127 Brescia - Italy)
 - 4/ Mr. KLJOUJEV Vladimir (Russian Society for Non-Destructive Testing and Technical Diagnostics (RSSNTTD) - 35 St. Usacheva - Moscou 119048 - Russia)
 - 5/ Mr. REISSE Robert (Confédération Française pour les Essais Non Destructifs (COFREND) - 1 rue Gaston Boissier - 75724 Paris Cedex 15 - France)
 - 6/ Mrs. KRSTELJ Vjera (Croatian Society for Nondestructive Testing (CrSNDT) - c/o FSB-Zagreb - Ivana Lucica 1 - 41000 Zagreb - Croatia)
- Auditor : Mr. ROMERO Emilio (Asociacion Español de END (AEND) - Avenida de Baviera - 16 Bajo Izda - 28028 Madrid - Spain)

Internal regulation

Procedure for election of President, Vice-President and Board of Directors

Nominations for Election

- President:** each Full Member may nominate one candidate who shall be a member of any one of the national NDT Societies in Full Membership of the Federation.
- Vice-President:** each Full Member may nominate one candidate who shall be a member of any one of the national NDT Societies in Full Membership of the Federation.
- Board of Directors:** each Full Member may nominate one candidate who shall be member of any one of the national NDT Societies in Full Membership of the Federation.

Election process

The General Assembly will vote in turn for:

1. The President from among those nominated. The election will be repeated until a candidate achieves at least 50% of the votes of those present plus proxies (re-vote between the two highest).
2. the Vice-President is elected from those nominated plus any candidates for President who wish to stand for election. The election will be repeated until a candidate achieves at least 50% of the votes of those present plus proxies (re-vote between the two highest). Note that the Vice-President must be a different nationality from the President.
3. five other Directors (any nationality excluding those of the elected President and Vice President) from those nominated plus any candidates for President and Vice-President who wish to stand for election.
4. One further Director from the remaining unelected candidates who shall be Belgian if none of those elected via 1 to 3 are Belgian.