

CONSTITUTION

Approved at GA

6th December 2019

Marina Bay Sands, Singapore

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 IMMEDIATE PAST PRESIDENT.....	9
8.5 THE APFNDT EXECUTIVE COMMITTEE (AEC).....	9
8.6 THE BOARD.....	10
8.7 THE GENERAL SECRETARY.....	10
8.8 THE TREASURER.....	11
8.9 THE APCNDT “CONFERENCE PRESIDENT”.....	11
8.10 THE AUDITOR(S).....	11
9. ARBITRATION TRIBUNAL.....	11
10. OTHER ORGANISATIONAL STIPULATIONS.....	12
10.1 SECRETARIAT OF APFNDT	12
10.2 APCNDT CONFERENCES ORGANISING COMMITTEE.....	13
10.3 APFNDT ADVISORY GROUP (AG)	13
10.4 APFNDT TASK GROUPS (TG’s)	13
11. CHANGES TO THE CONSTITUTION	14
12. DISSOLUTION OF THE FEDERATION	14

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.

Therefore, at the Mumbai APCNDT in 2013, the new Federation was legally established and formal constitutional documents published.

The latest revision of the full Constitution incorporates the changes that have become necessary due to the growth of the Federation and by the “re-structure” of the ICNDT in 2018.

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, in accordance with OP11.

The Fiscal year of the APFNDT, shall follow that of the incorporation date in Japan, that being September 1st to August 31st of the following year.

3. PURPOSE

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:

- 3.1 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.
- 3.2 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.

- 3.3 To encourage the foundation, development, strengthening and cooperation of existing and new national and regional NDT Societies.
- 3.4 To assign the place and organisation of the APCNDT to an appropriate NDT society or group of societies of APFNDT at intervals of four years.
- 3.5 To establish and implement membership policies of APFNDT in collaboration with Regional Groupings of NDT societies.
- 3.6 To award distinctions honouring outstanding services in the area of NDT.
- 3.7 To promote and encourage the formulation of regional international standards on NDT in collaboration with the Regional Organisation for Standardisation, and other standards bodies.
- 3.8 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 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.
- 4.2 The necessary funds shall be raised through membership fees, subsidies, other donations (including from the APCNDT 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 in the country/member states as listed in OP11.
- 5.3 Associate Members are entry level non-profit NDT organisations. Organisations which do not qualify as Full Members, may apply for associate membership. Associate members have no right to vote.

5.4 Liaison members are regional organisations e.g.; 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 Executive Committee herein after referred to only as (AEC) and ratification by the APFNDT General Assembly, herein after referred to only as (GA).

Nominated representatives of Liaison Members may attend Meetings of the Federation at the invitation of the AEC, but have no right to 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 participate in a discussion on a resolution, but cannot vote unless they are also a voting delegate of a Full Member society.

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 the Membership Task Group. Following review by the Membership Task Group, The AEC shall approve or reject the application and may allow early entry if applicable. However all applications shall be ratified by the Board and GA 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 GA meeting at each APCNDT. 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 AEC 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 GA meeting of the APFNDT.

6.6 The termination of membership for whatever reason shall not affect the duty of paying the entire membership fee/s being due, at the time of termination.

7. RIGHTS AND DUTIES OF THE MEMBERS

- 7.1 Every Full Member shall appoint two delegates (one voting and one non-voting), who shall have the right to participate in the GA Meeting. 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.
- 7.3 All members are obliged to heed the Constitution of the Federation and to promote its objectives,
- 7.4 Member Societies (both Full and associate) shall maintain the latest relevant Society "Membership Status" and contact information/details, with the Secretariat.
- 7.5 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 AEC.
- 7.6 The AEC reserves the right to remove any level of representative (AEC/Board/GA/TG or AG) in the event of any of the following:
- Significant conflicts of interest
 - Frequent absenteeism from scheduled meetings
 - On-going, disruptive behaviour
 - Failure to act in the best interest of the APFNDT

8. BODIES AND THEIR TASKS

The Officers and Bodies of the APFNDT are:

- (8.1) the General Assembly (GA), (Full Member Societies)
- (8.2) the President
- (8.3) the Vice President
- (8.4) the Immediate Past President
- (8.5) the APFNDT Executive Committee (AEC)
- (8.6) the APFNDT Board Members
- (8.7) the General Secretary
- (8.8) the Treasurer
- (8.9) the APCNDT Conference President
- (8.10) an Independent Auditor/s (ex officio)

Bodies includes the following:

- 9.0 Arbitration Tribunal
- (10.1) Secretariat of APFNDT
- (10.2) APCNDT Organising Committee
- (10.3) APFNDT Advisory Group (AG)
- (10.4) APFNDT Task Groups (TG's)

8.1 THE GENERAL ASSEMBLY

The General Assembly of the APFNDT is the “Society 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.

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

The GA has the following tasks:

- To accept representations on the acceptance and exclusion of members.
- To elect the AEC and Board and the Auditor(s).
- To approve the amount of membership fees (Full Member fee and Associate Member fees payable).
- To appoint the Auditor/s and accept the audit reports.
- To review financial reports, accounts and budgets.
- To confirm the Constitution.
- To review Operating Procedures (OP's).
- To possibly dissolve the Federation (If the GA decided to do so).

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

Furthermore, it shall convene if at least one fifth of the Full Members file a respective demand with the AEC.

Extraordinary General Assembly Meetings (EGA), may be called by the President (or his/her appointed representative), to discuss urgent matters arising.

At GA and EGA 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 GA and EGA 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, by electronic processes, which may be used as the need arises. The means of circulation to be organised by the Secretariat (i.e. fax, e-mail, letter or other means), whereby a period of at least 8 weeks is to be granted for voting. The quorum for Electronic meetings shall be at least two thirds of the voting membership. Decisions shall be taken by a simple majority of the voting delegates responding.

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 Chair for all meetings of the APFNDT including the GA, AEC and Board.

He/she shall represent the Federation on the ICNDT “International Committee” as a Voting Representative.

He/she shall “normally” represent the Federation on the ICNDT “Executive Committee” (IEC) as the Voting Representative.

He/she shall also represent the Federation on the ICNDT “Advisory Committee” (IAC), as a Voting Representative.

He/she 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 Chair 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.

He/she shall represent the Federation on the ICNDT “International Committee” as a Voting Representative.

He/she shall “normally” represent the Federation on the ICNDT “Advisory Committee” (IAC), as a Voting Representative.

8.4 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 meetings when required in his/her absence.

8.5 THE APFNDT EXECUTIVE COMMITTEE (AEC)

The AEC shall consist of the following persons:

- President
- Vice President
- Immediate Past President
- General Secretary
- Treasurer
- APCNDT Conference President
- Secretariat Representative (non-voting)
- Auditor (ex officio and non-voting)

The President, Vice President, General Secretary, Treasurer, Immediate Past president and APCNDT Conference President, shall serve the APFNDT Board as the AEC Members and shall be elected by the GA Meeting, held every four (4) years, at each of the APCNDT.

Nominations for the AEC shall be supported by the relevant national Full Member Society for the complete four (4) year commitment.

AEC Elected Officers are to serve the next four (4) year term, until the next GA held at an APCNDT. Each officer position is permitted to be held for a maximum of two (2) consecutive, four (4) year terms.

AEC shall manage the business of the Federation as a cooperative leadership body under the leadership of the President. The AEC'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 GA, in accordance with this Constitution and Operating Procedures.

- The AEC may nominate Task Groups and Committees (e.g. the Membership Task Group) to execute particular tasks. They shall report on their work to the AEC.
- The AEC shall convene in conjunction with every APFNDT GA meeting as well as at times determined by the President.
- Every eligible member of the AEC present shall have one vote. Decisions shall be taken on a simple majority of the votes cast, 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.

8.6 THE BOARD

Regional Representatives shall be elected at the GA Meeting, by each of the recognised Regional Groupings, In accordance with OP11: To represent the APFNDT as Board Members. The appointment to APFNDT is for four (4) years and requires the confirmation by the GA.

- Eight Regional members shall be directly elected by the APFNDT GA meeting, to the Board, along with the AEC.
- The Board is to be constituted in accordance with OP1.
 - Central, South and Western Asia – Two (2) Representatives
 - East and South East Asia – Four (4) Representatives
 - Oceania and Pacific – Two (2) Representatives

The Board has the following tasks:

- To represent the Broader Regional Aspirations and is in place to support the AEC and to make presentations on behalf of the entire region.
- To discuss matters on the acceptance and exclusion of members.
- To review and approve financial reports, accounts and budgets.
- To review and approve Operating Procedures (OP's).
- To review and update the Constitution for approval by the GA.

8.7 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 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 names

and addresses, as well as the names and positions of appointed representatives. To be accessible to all members and the public, via the World Wide Web.

8.8 THE TREASURER

Shall be responsible for ensuring the Secretariat follow procedures in regards to the current records of income and expenditure.

The Treasurer shall prepare the budget and an annual financial report in the form of income and expenditure accounts including an overview of the assets, as well as the budget. It is to be submitted to the AEC, Board and GA for approval. He/she shall arrange for the audit of the annual accounts by the Auditor(s). He/she shall prepare a financial report for each GA Meeting of the APFNDT.

8.9 THE APCNDT “CONFERENCE PRESIDENT”

The APCNDT “Conference President” shall be nominated by the Member Society represented on the GA, which is chosen to host the subsequent APCNDT and is to serve for a period of four years, until the next Conference President, takes office. These appointments requires confirmation by the AEC.

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

The APCNDT Conference President (and the Conference Secretary if required) shall be appointed by the APFNDT Member Society chosen by the GA, to host the next APCNDT.

8.10 THE AUDITOR(S)

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

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 AEC.

In case one party to the dispute does not name an arbitrator (Assessor) within the given period of time, the AEC 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, the AEC and Board, as well as the APCNDT Conference President.

The Society elected to provide the Secretariat, shall ensure sufficient staff and resources as necessary, to fully meet the needs of the APFNDT.

The Society shall also nominate a “Secretariat Representative”, who shall administer the processes of the Secretariat.

Such support however, precludes ‘direct influence’ of APFNDT due processes by the Societies officers.

The duties of the Secretariat shall be detailed in appropriate administrative procedures and include (but not be limited to):

- Maintaining the APFNDT website and APFNDT newsletter
- Maintaining a register of member’s societies and Membership Task 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 with financial status and reports
- Issuing of invoices and collection of fees

10.2 APCNDT CONFERENCES ORGANISING COMMITTEE

An APCNDT 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 society 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 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 AEC
- To arrange a Conference Secretariat

10.3 APFNDT ADVISORY GROUP (AG)

Advisory Group members are appointed by the APFNDT President and ratified by the Board, in order to assist the President and support the work of the AEC and Board. The members of the AG should be English speaking-experts, who hold considered experience in matters regarding APFNDT business.

Appointments are reported in the minutes of the respective Board meeting in accordance with OP8. The number of members of the AG should not exceed 7.

10.4 APFNDT TASK GROUPS (TG's)

Task Groups are to be set up upon the APFNDT Board decision with defined areas of the scope and methods of tasks in accordance with OP 7.

Participation in the APFNDT TG's is open to all APFNDT officers, Full and Associate, member NDT Societies representatives and partners in MoU relationships with APFNDT.

TG Convenors shall be elected by the AEC. Nominations for the Convenor shall be supported by the relevant national Full Member Society for the full four (4) year commitment.

11. CHANGES TO THE CONSTITUTION

Changes to the Constitution require the following process:

- Proposal notified to all members by the AEC within Three (3) months of the GA Meeting.
- Proposal subject to a vote at a full GA 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 GA, by positive vote of a two-thirds of the voting members following completion of the following process:

- Proposal for dissolution by the AEC
- Proposal notified to all members of the Federation
- And after at least six months, a vote at a full GA meeting, 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: 6th December 2019



President of APFNDT: Dr Norikazu Ooka