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Federal Council

**AUSTRALIAN INSTITUTE FOR
NON-DESTRUCTIVE TESTING**

ABN 21 005 040 835

PO Box 52 Parkville VIC 3052

Telephone: (03) 9326 7550 Facsimile: (03) 9326 7272

Website: www.aindt.com.au Email: info@aindt.com.au

**AUSTRALIAN INSTITUTE FOR
NON-DESTRUCTIVE TESTING**

**MEMORANDUM
and
ARTICLES OF ASSOCIATION**

HERBERT GEER & RUNDLE

Solicitors & Consultants

Level 21

385 Bourke Street

Melbourne Victoria 3000

Australia

Tel: 03 9641 8747

Fax: 03 9670 3338

Ref: IAM:MXP:777822

CORPORATIONS LAW

(VICTORIA)

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION
of
AUSTRALIAN INSTITUTE FOR NON-DESTRUCTIVE TESTING

1. The name of the Company is AUSTRALIAN INSTITUTE FOR NON-DESTRUCTIVE TESTING (hereinafter referred to as "The Institute").
2. The objects for which the Institute is established are:
 - (a) to promote the science and practice of non-destructive testing;
 - (b) to facilitate the exchange of ideas between members of the Institute and the community in general by holding meetings and by publication of literature;
 - (c) to advance the principles of non-destructive testing by the provision of training, dissemination of knowledge and the inculcation of sound practice;
 - (d) to raise and maintain the standard of non-destructive testing and in furtherance thereof to conduct examinations and certification in such manner as shall from time to time be determined;
 - (e) to initiate, conduct and supervise and assist in conducting and supervising research and investigations in the science and art of non-destructive testing;

And solely for the purpose of carrying out the aforesaid objects the Institute has power:

- (f) to provide prizes, scholarships, exhibitions, bursaries and funds for the purpose of promoting education in non-destructive testing and related subjects;
- (g) to consult with educational authorities, teachers and others to improve the standard of education in those branches of science in which the Institute is interested;
- (h) to make representations to the government of the day regarding the carrying out of the objects of the Institute;
- (i) to provide premises, rooms and other conveniences for the use of members of the Institute and to print, publish, issue, sell and circulate such papers, periodicals, books, circulars and other literary matter as may seem conducive to any of the objects of the Institute and to promote the same;
- (j) to purchase, take on lease or otherwise acquire for the purposes of the Institute any real or personal property rights or privileges whatsoever and to sell, manage, lease, mortgage or otherwise dispose of all or any part of the property of the Institute.
- (k) to borrow or raise money from the members of the Institute or otherwise for the purposes of the Institute and to create, execute and issue mortgages, debenture stock or other securities with or without a charge upon all or any of the property of the Institute;
- (l) to invest the moneys of the Institute upon such securities or otherwise as the Institute may from time to time determine;
- (m) to pay the costs and expenses of and incidental to the incorporation of the Institute in the State of Victoria and its registration in such other States of the Commonwealth of Australia as the Institute may from time to time decide;
- (n) to give guarantees, to lend money, with or without security and to subscribe or contribute to any charitable benevolent or useful object;

- (o) to draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments;
 - (p) to establish or support funds or trusts for the carrying out or otherwise assisting the activities of the Institute or any other body or bodies within the scope of the objects of the Institute or conducive thereto;
 - (q) to join with any other kindred institutes wheresoever in the joint attainment of any of the above mentioned objects of such other institutes;
 - (r) to appoint, employ, remove or suspend such persons as may be necessary for carrying out the objects of the Institute and to pay such salaries, wages, allowances, gratuities and pensions as shall be necessary;
 - (s) to do all such lawful acts, matters and things as are incidental or conducive to the attainment of any of the objects of the Institute:
3. The income and property of the Institute howsoever derived shall be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the Institute except as bona fide compensation for services rendered or expenses incurred on behalf of the Institute.
 4. No member of the Federal Council, or governing body of the Institute, shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and no remuneration or other benefit in money, or money's worth, shall be given by the Institute to any member of such Federal Council or governing body.
 5. The liability of members is limited.
 6. In the event of the Institute being dissolved, the amount that remains after such dissolution, and the satisfaction of all debts and liabilities, shall be transferred to another organisation with similar purposes, which is not carried on for profit or gain of its individual members. Every member undertakes to contribute to the assets of the Institute should it be dissolved and such amount shall not exceed twenty dollars (\$20.00).
 7. If upon winding up or dissolution of the Institute there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Institute but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute and whose Memorandum of Association or Constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Institute under or by virtue of Clauses 3 and 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the manner and in so far as effect cannot be given to the aforesaid then to some charitable object.
 8. True accounts and records shall be kept of the sums of money received and expended by the Institute and of the matters in respect of which such receipts and expenditures take place and of the property credits and liabilities of the Institute and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined by one or more properly qualified auditors.

Amended by the Company in General Meeting having been duly passed by Special Resolution on 9 August 1998.

DATED:

SIGNED:
Chairman

WE the several persons whose names addresses and descriptions are subscribed are desirous of being formed into a company in pursuance of this memorandum of Association.

DATED the Twentieth day of September, 1973.

Names, Addresses and Description of Subscribers

DONALD EDWARD FIFER, 80 Killarney Drive, Killarney Heights, NSW Engineer
ALEXANDER ROSS WILSON, 180 Beecroft Road, Cheltenham, NSW, 2119, Metallurgist
LYALL SCOTT HEARD, 123 Third Avenue, Royston Park, SA, 5070, Metallurgist
TALBOT ERNEST GOLDFINCH, 2 Woodhouse Grove, Box Hill, VIC, 3189, Metallurgist
JAMES HENRY COLE, 8 Windermere Crescent, Brighton, VIC, Metallurgist.

Witness to the above signatures.

HARRY JAMES BAKER, 4 Nilpinna Street, Burnside, SA. 5066. Chartered Engineer.

VICTORIA
COMPANIES ACT 1961
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
AUSTRALIAN INSTITUTE FOR NON-DESTRUCTIVE TESTING

INTERPRETATION

1. In the Articles unless there is something in the context or subject matter inconsistent therewith:
 - (a) "Articles" means the Articles of Association for the time being of the Institute;
 - (b) "Committee" means a Committee of the Institute constituted in accordance with the provisions of these Articles;
 - (c) "Corporations Law" means the Corporations Law (Victoria) contained in the Corporations Act (Cth) 1989;
 - (d) "Member" means an honorary or financial member of the Institute as hereinafter provided and includes honorary, individual, company, retired and student members;
 - (e) "Memorandum" means the Memorandum of Association for the time being of the Institute;
 - (f) "Person" and words importing persons include partnerships, associations, corporations and companies;
 - (g) "Regulations" means those regulations referred to in the Articles and to all Rules and regulations made by Federal Council;
 - (h) "Seal" means the common seal from time to time of the Institute;
 - (i) "Institute" means the above named Company;
 - (j) "Unfinancial Member" means a member deemed in accordance with these Articles to be an unfinancial member;
 - (k) Any word or expression contained in these Articles shall be interpreted in accordance with the Acts Interpretation Act 1958;
 - (l) "Federal Council" means the Federal Council of the Institute hereinafter referred to;
 - (m) "Branch Council" means the Council of a Branch of the Institute;
 - (n) The term "President" as used in Article 86 and elsewhere means the officer who is to preside over the whole Institute, as well as over the Federal Council, and who is to take precedence over any other officer of the Institute;

MEMBERSHIP

2. The number of members with which the Institute is registered is 1500 but the Federal Council may from time to time register an increase.
3. A subscriber to the memorandum shall thereby be a member.

4. Any person being eligible as hereinafter provided and wishing to become a member of the Institute shall make application in writing in the form as set out in the first schedule hereto or such other form as shall from time to time be decided by Federal Council. The Federal Council or Branch Councils reserve the right to reject any application for membership.
5. There shall be five classes of members namely:
 - (a) Honorary members, comprising those persons who have been elected by the Federal Council as honorary members as specified in Article 7;
 - (b) Individual members, comprising those persons with qualifications as specified in Article 8 hereof;
 - (c) Company members, comprising organisations as specified in Article 9;
 - (d) Student members, comprising those persons who have been admitted upon the qualifications specified in Article 10;
 - (e) Retired members, comprising those members as specified in Article 11 hereof.
6. Candidates for membership may be admitted as members of the Institute by the Federal Branch Council in accordance with the following provisions.
7. An Honorary member shall be any person (whether already a member or not) who, in the opinion of Federal Council has contributed conspicuously to or is eminent in any of the branches of non-destructive testing in which the Institute is interested, or has rendered outstanding service to the Institute. Not more than two Honorary members shall be elected in any one year in accordance with the procedure set out in Article 14.
8. A candidate for admission as an individual member must be:
 - (a) A person engaged in the practice and application of non-destructive testing, or
 - (b) A person of scientific, literary or technical attainments, or
 - (c) A person engaged in the scientific investigation into non-destructive techniques, or
 - (d) A person engaged in the teaching of subjects which are allied to or incorporate non-destructive testing, or
 - (e) A person having an interest in non-destructive testing and its techniques.
9. A candidate for admission as a Company member should have an involvement or an interest in the field of non-destructive testing.

A Company member shall nominate one person in the employment of the Company who holds the qualifications as set out in Article 8. The nominee shall be called the "Company Representative" and shall be entitled to receive notices of meetings, to "Company Representative" and shall be entitled to receive notices of meetings, to attend any meetings of the Institute, to hold any office and to vote on behalf of the company member at any meeting. A company member may at any time by notice in writing to the Secretary of the Branch with which it is enrolled revoke its nomination of any nominee.
10. A candidate for admission as a student member must be a person under 25 years of age not in full time paid employment and one who is pursuing a recognised course leading to a qualification in non-destructive testing, metallurgy, engineering, chemistry, physics or some other allied subject in an educational institution, except under some conditions and in such special cases as a Branch Council may from time to time determine for those above the age of 25 years, a student member shall not be entitled to vote or to hold any office in the Institute. The privileges of student members shall be as determined from time to time by Federal Council.

No person shall remain in the grade of student member for more than five years from the time of the person's election into this grade. Before the end of each year, if called upon a student member shall satisfy the Branch Council with which the student member is enrolled that he or she still possesses the qualifications specified in this Article. A student member who ceases to qualify under this Article shall be informed by the Branch Secretary that he or she must either apply for individual membership or cease to be a member.

11. A candidate for admission as a Retired member shall have been an Individual member or a Company Representative for not less than five years prior to the persons application for retired member, and shall be retired from active work.
12. Each member of the Institute shall further, to the best of his or her ability and judgement, pursue the objects, purposes, interest and influences, of the Institute. In all the person's professional relations, each member shall be guided by the code of ethics of the Institute as approved by Federal Council.
13. No member of any class whatsoever shall advertise publicly his or her membership of the Institute for purposes of advancement or gain, and no member shall append to his or her name any initials or abbreviations intended to signify that the person is a member of the Institute.

ADMISSION OF MEMBERS

14. No application shall be made for admission of an honorary member. Any Branch may propose a person for honorary membership and each proposal shall be signed by the Branch President and Branch Secretary on behalf of the Branch Council. Any such proposal shall reach the Honorary Federal Secretary at least sixty days prior to the meeting of the Federal Council at which the proposal is to be discussed. Each proposal shall be supported by biographical and other appropriate information which is to be circulated by all Federal Councillors at least thirty days prior to the Federal Council meeting. Approval for admission must be by a majority of at least seven eighths of all those members of Federal Council who are entitled to vote. If insufficient Councillors are present in person or by proxy, a postal ballot shall be held.
15. Every proposal for admission as an Individual member shall be in writing signed by the candidate and shall be in the form as set out in the First Schedule hereto together with such additional requirements as shall from time to time be determined by Federal Council and shall set out the person's name, occupation, usual residence, qualifications and details of involvement in NDT and shall contain an undertaking by the candidate, if elected, to conform to the Memorandum and Articles of Association and the Rules and Regulations of the Federal Council and By-Laws of the Branch Council concerned.
16. Every proposal for admission of a Company member shall be in writing, signed by an authorised officer of the organisation and shall be in the form as set out in the First Schedule hereto and shall set out the name, occupation, usual residence, qualifications and details of involvement in NDT of the nominated Company Representative. The Company member shall give an undertaking that the Company Representative shall, if elected, conform to the Memorandum and Articles of Association and the Rules and Regulations of the Federal Council and By-Laws of the Branch Councils. Any Company Representative shall be subject to the provision of Articles 24 and 25 as if the Company Representative were a member and the Company member shall be notified by the Branch Secretary of any action taken by the Branch Council or the Federal Council in this regard.
17. Every proposal for admission as a Student member shall be in writing signed by the candidate and shall be in accordance with the form prescribed in Article 4 together with such additional requirements as shall from time to time be determined by Federal Council and shall set out the candidate's name, age, occupation, usual residence, qualifications and experience and shall contain an undertaking by the candidate, if elected, to conform to the Memorandum and Articles of Association and the Rules and Regulations of the Federal Council and By-Laws of the Branch Council concerned. Every proposal for admission as a Student member shall be signed by the principal or instructor in non destructive testing, metallurgy, chemistry, physics, engineering or allied course of the institution at which the student is studying, or by two members (not including a Student member) both of whom shall have been members for at least one year. The signatory or

signatories must certify to their personal knowledge of the candidate and of the candidate's suitability for membership.

18. Every proposal for admission shall be sent in the first place to the Secretary of the Branch with which the candidate desires to be enrolled, provided that a candidate usually residing at a place remote from any Branch may send the application direct to the Federal Secretary, who with the approval of the Federal Council or Federal Executive may refer the application to that Branch which seems best able to provide service for the candidate, if subsequently elected as a member.
19. The Secretary of the Branch Council when issuing any notice convening an ordinary meeting of the Branch Council shall include therein the names of any persons who have been proposed for membership. At the next meeting of the Branch Council a ballot shall be taken on each candidate to decide whether the candidate is admitted to membership or the proposal for admission be rejected.
20. The Branch Secretary shall notify the Federal Secretary of the details of all candidates admitted to membership together with any proposal for admission rejected by Branch Council.
21. The Federal Secretary shall notify successful candidates of their election but such election shall not take effect unless the candidate has paid the entrance fee and subscription provided in these Articles.
22. The Federal Secretary shall notify unsuccessful candidates of the rejection of their application but the Branch Council shall not be under any obligation to assign any reason for the rejection of any candidate.

RESIGNATION AND EXPULSION OF MEMBERS

23. Any member who desires to resign shall inform the Branch Secretary in writing. The Branch Council may accept the resignation at its next meeting provided all moneys owing to the Institute by the member have been duly paid. The Branch Secretary shall notify the Federal Secretary of all such resignations immediately.
24. A Branch Council shall have the right to suspend any member of the Branch who has been convicted by a competent tribunal of any offence or any conduct which in the opinion of the Branch Council renders the member undesirable as a member. A Branch Council may inquire into the conduct of any member of the Branch and if, after giving that member an opportunity to be heard, it decides that such member has been guilty of conduct thought to be prejudicial to the interest of the Institute the Branch Council may suspend such member and in that event shall notify the member in writing of the member's suspension. Approval for this suspension must be at least by four-fifths of those members of Branch Council entitled to vote.
25. Any member who has been suspended may if the member chooses resign forthwith from the Institute but if the member does not choose to do so within seven days after being notified of the suspension the Branch Secretary shall within 21 days of the date of the notification of that member's suspension send to the Federal Secretary a notice of the suspension with reasons therefore. If the Federal Council or the Federal Executive endorses the suspension the suspended member shall be notified in writing and if the member does not resign within 7 days of that notification the member shall thereafter be deemed to be expelled. Any member who has been so expelled shall have the right to appeal for a period of 14 days after receipt of the notification of expulsion from the Federal Council or Federal Executive to an extraordinary general meeting to be called by the Federal Council and to be held not later than 2 months from the date of notification of expulsion given to the member by the Federal Council or Federal Executive and if at the extraordinary general meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting the member shall be expelled. If the Federal Council or Federal Executive or the extraordinary general meeting do not endorse the suspension the member shall be entitled to resume the status the member enjoyed prior to the person's suspension.

REGISTER OF MEMBERS

26. A register of members shall be kept by the Federal Secretary setting forth in respect of each member of every class:

- (a) The member's full name.
- (b) The latest address notified to the Branch Secretary by the member as the member's registered address.
- (c) The date of the member's acceptance as a member.
- (d) The name of the proposers.
- (e) Any further details which the Council may decide.

BRANCH MEMBERSHIP

27. The Institute shall have a Branch in New South Wales, Victoria, Queensland, Western Australia, South Australia and in such other places as the Federal Council may from time to time decide, provided that the membership of any Branch shall be not less than 20 members entitled to vote.

Each Branch Secretary shall keep a roll of the members and company representatives associated with that Branch and in accordance with Article 29 and there shall be added to the roll of each Branch the names and particulars of members subsequently admitted to the Institute by that Branch.

All members shall notify the Branch of any change in their mailing address for receipt of Institute correspondence (Refer Article 108).

28. A member or company representative enrolled with any Branch, while visiting the centre in which another Branch is located, shall be entitled to participate in all the proceedings of that other Branch except that the person shall not be entitled to vote on any motion or resolution pertaining to the domestic affairs of that other Branch.
29. A member enrolled with any Branch who wishes to be transferred to another Branch may with the consent of the Council of both these Branches, and provided the member is financial, require the member's enrolment to be transferred from the Branch with which it is, to that other Branch but may not be a member of more than one Branch at one time.
30. A Company member which desires to be enrolled by more than one Branch must apply for such enrolment to the other Branch or Branches. If admitted, on payment of the subscription as provided in these Articles it may have a representative in each Branch with which it is enrolled.
31. If a Branch Council shall decide that for the more efficient operation of that Branch the formation of one or more Divisional Councils be desirable then subject to the approval of the Federal Council such Sectional Councils shall be formed and shall operate under the control of such Branch Council in accordance with provisions to be laid down from time to time by that Branch Council.

FEES AND SUBSCRIPTIONS

32. Persons submitting a proposal for admission shall pay such entrance fee and annual subscription as determined by the Federal Council from time to time.
33. Members shall pay annual subscriptions as determined by Federal Council from time to time. Federal Council shall also have power to remit the whole or any part of a member's Annual Subscription in circumstances it deems to be special, and may make such rules as it sees fit to define the proportion of Annual subscription payable by new members in respect of the remainder of the financial year in which they become members of the Institute.

Members admitted between 1 January and 30 March inclusive will be credited with 50% of their current subscription towards their subscription for the subsequent membership year.

Members admitted between 1 April and 30 June inclusive shall be considered to be financial to the end of the subsequent financial year.

34. The subscription for the first year shall become due and payable immediately the candidate has been notified by the Branch Secretary that the Branch Council has approved the person's election. If Branch Council does not approve the candidates election the subscription for the first year shall be returned immediately by the Branch Secretary.
35. No entrance fee or annual subscription shall be payable by honorary members.
36. If, in the opinion of the Branch Council, the circumstances of a member are such as would warrant the subscription of the said member may be suspended or remitted by resolution of the Branch Council and each suspension or remittal shall be reviewed annually.
37. Annual subscriptions shall become due and payable to the Federal Treasurer on the first day of July in each year.
38. Any member whose current subscription has not been paid by 31 August shall be sent a reminder notice requesting payment. If payment is not made by 31 October, the member shall lose benefits and be sent a final notice. If the member fails to pay by 31 December the member's membership shall be cancelled and the person shall be notified in writing of cancellation.
39.
 - (a) For the purpose of financing the operations of each Branch, Federal Council shall make an annual contribution to the Branch funds of a part of the subscription income received from the members of the Branch. At its meeting immediately preceding the Annual General Meeting, the Federal Council shall determine the percentage of subscription income for the current year that will be returned to each Branch.
 - (b) Notwithstanding the provisions of Article 39 (a) Federal Council may by resolution vary the basis to be used for the calculation of the amount of the annual contribution to be paid to the Branches pursuant to Article 39 (a), provided that sixty days prior notice of motion in writing is given to each Branch of any proposal to vary the said basis and further that for the purposes of this part of the Articles, it shall be necessary for not less than two thirds of the Councillors to vote in favour of the resolution for it to be put into effect.

GENERAL MEETINGS

40. An annual general meeting shall be held once at the least in every calendar year, and not more than fifteen months after the holding of the last preceding annual general meeting. The annual general meeting shall be held at such time as may be prescribed by the Institute in general meeting, and where practicable shall be held in the city or town in which is located the Branch at which the President for the time being is a member. In default of these arrangements, the annual general meeting shall be held between the first day of July and 30 November and at such place as the Federal Council appoints.
41. A general meeting may be convened by two percent in number of the members of the Institute in the same manner, as nearly as possible as that in which meetings are to be convened by the Federal Council.
42. The above mentioned general meetings shall be called ordinary general meetings, all other general meetings shall be called extraordinary general meetings.
43. The Federal Council may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings may also be convened by two percent in number of the members of the Institute in the same manner, as nearly as possible, as that in which meetings are to be convened by Federal Council.

NOTICE OF GENERAL MEETINGS

44. Fourteen days' notice at the least (exclusive of the days on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner (if any) as is prescribed by the Institute in general meeting, to such persons as are entitled to receive such notices from the Institute. With the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members think fit.
45. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by any member shall not invalidate the proceedings at any meeting unless the number so affected exceeds twenty-five percent of those entitled to receive such notice.

SPECIAL BUSINESS

46. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at an ordinary meeting, with the exception of the consideration of accounts, balance sheets and the report of the Federal Council and auditors prescribed by these Articles.

PROCEEDINGS OF GENERAL MEETINGS

47. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members personally present shall be a quorum.
48. If within fifteen minutes from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place. and, if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present shall constitute a quorum.
49. The President of the Federal Council shall preside as Chairperson at every general meeting of the Institute. In his absence the chair shall be taken by the Vice-President of the Federal Council.
50. If there is no such Chairperson, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as a Chairperson, the members present shall choose someone of their number to be Chairperson.
51. The Chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more at any one time, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
52. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy entitled to vote, and unless a poll is so demanded a declaration by the Chairperson that a resolution has on show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
53. If a poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

54. In the case of equality of votes, whether on a show of hands or on a poll. the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
55. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs.

VOTES OF MEMBERS

56. Every member entitled to vote shall have one vote.
57. A member whose subscription is more than four (4) months in arrears shall not be entitled to vote.
58. On a poll, votes may be given either personally or by proxy.
59. The instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy must be a member of the Institute or a Company Representative.
60. The instrument appointing a proxy shall be deposited with the Federal Secretary of the Institute not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default, the instrument of Proxy shall not be treated as valid.
61. An instrument appointing a proxy may be in the form as detailed in the Second Schedule or any other form which the Federal Council approves.
62. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a Poll.

FEDERAL COUNCIL

63. The Federal Council shall consist of the President, Vice President, the Immediate Past President, Federal Secretary and Federal Treasurer and other Councillors elected as provided in Article 65. The President, Immediate Past President, Honorary Federal Secretary and Federal Treasurer shall not represent any Branch.
64. Each Branch shall be entitled to be represented on the Federal Council as nearly as possible in proportion to the number of financial members on its roll at the 30th June of the year preceding the annual general meeting according to the following formula:
for 20 - 100 members - 2 representatives
for 101- 200 members - 3 representatives
for over 200 members - 4 representatives.
65. Councillors shall be elected for a period of two years subject to the provisions of Article 82.
66. Any Federal Councillor who is unable to attend a meeting of Federal Council on account of illness or other adequate reasons may appoint any other Federal Councillor to act as his proxy at that meeting, such appointments to be in writing. Failing such appointment, the Branch Council to which the Federal Councillor belongs may appoint any member of the Institute to act as his deputy, and to exercise his rights and privileges as an ordinary Federal Councillor, for as long as the disability persists, but no longer than the period for which the said Federal Councillor was originally elected. Any deputy, so appointed, shall not hold office in the Federal Council.

POWERS AND DUTIES OF THE FEDERAL COUNCIL

67. The affairs of the Institute shall be managed by the Federal Council which may exercise all such powers of the Institute as are not by these Articles required to be exercised by the Institute in general meeting, subject nevertheless to any provisions of these Articles or of the Corporations Law.

68. Branches shall abide by directions from the Federal Council on matters over which the Federal Council has authority. In the event of a Branch failing to abide by the Federal Council's decision, the Federal Council has the power to take over the affairs of the Branch.
69. The Federal Council has authority in the following matters:
- (a) Any item which in the opinion of the Federal Council may affect members of more than one Branch.
 - (b) Any item which relates to matters outside geographic zones covered by the established Branches.
70. Notwithstanding any item not encompassed by Article 69 the following shall specifically be within the authority of the Federal Council.
- (a) The name, insignia and the styling of the letterhead and seal and membership application form of the Institute.
 - (b) Publication policy.
 - (c) Annual awards of the Institute. However, this does not preclude individual Branches from making Branch awards.
 - (d) Co-ordination of Branch activities where such co-ordination would be considered desirable by the Federal Council.
 - (e) Official contact with other Australia wide organisations on a Federal basis.
 - (f) Liaison with overseas organisations and societies including the funding of delegates to attend meetings of the International Committee on Nondestructive Testing (ICNDT), the Asian Pacific Non-destructive Testing Committee (APNDTC) the International Organisation for Standardisation (ISO), and such other bodies as Federal Council may from time to time determine.
 - (g) Formation of new Branches.
 - (h) Publicity and public relations on Australia wide basis.
 - (i) Affiliation with other societies outside Australia with similar objectives to those of the Institute. The Federal Council shall arrange the exchange of such privileges as may be mutually decided upon from time to time, between the Institute and other Societies.
 - (j) Determination of the membership entrance fees and subscriptions.
 - (k) Appointment of a committee known as the Certification Board, to administer Standards Australia specifications covering the certification of NDT personnel, including the conducting of examinations, the issuing of certificates and the collection of fees associated with these activities.
71. The Federal Council shall cause minutes to be recorded:
- (a) Of all appointments of officers made by the Federal Council.
 - (b) Of the names of the Councillors present at each meeting of the Federal Council and of any committee of the Federal Council.
 - (c) Of all resolutions and proceedings at all meetings of the Institute and of the Federal Council and of committees of the Federal Council.

- (d) Copies of all proceedings referred to under (a), (b) and (c) herein shall be furnished to all Branch Secretaries within fourteen days after being confirmed by the Council as correct.

PROCEEDINGS OF FEDERAL COUNCIL

72. The Federal Council may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. The Chairperson shall not vote except in the case of an equality of votes when the chairperson shall have a casting vote. The Federal Secretary shall summon a meeting at the requisition of the President, or of the Federal Executive, or of any three Councillors.
73. The quorum necessary for the transaction of the business of the Federal Council may be fixed by the Federal Council and unless so fixed shall be equal to the number of Branches of the Institute provided all Branches are represented personally by councillors or deputies.
74. The continuing Councillors may continue to act notwithstanding any vacancy in their body subject however to the provisions of Article 73.
75. The President shall be Chairperson of the Federal Council, in his absence the chair shall be taken by the Vice-President. If no such Chairperson is present within five minutes after the time appointed for holding any meeting, the Councillors present may choose one of their number to be Chairperson of the meeting.
76. The Federal Council may delegate any of its powers to committees and each member of such committee shall in normal circumstances be a Federal Councillor, Federal Secretary, Federal Treasurer, or a Branch Councillor unless some exceptional circumstances necessitate representation from another organisation or the expertise of a particular individual. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that are imposed on it by the Federal Council. No committee of the Federal Council shall have power to co-opt without the permission of the Federal Council.
77. The Federal Council shall appoint a committee to be known as Federal Executive and may confer on it such powers as it thinks fit. The Federal President, Federal Secretary, Federal Treasurer, Federal Vice President and Immediate Past President shall be members of the Federal Executive.
78. The Federal Council shall appoint a convenor of each committee. A committee may elect a Chairperson of its meeting if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to be Chairperson of the meeting.
79. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
80. All acts done by any meeting of the Federal Council or of a committee of the Federal Council or by any person acting as a Councillor shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Councillor or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.
81. In lieu of convening a meeting of the Federal Council, the President may submit any resolution to all Councillors in the form of a postal ballot and if as a result of the postal ballot, two thirds of the Councillors are in favour of the resolution, the resolution shall have the same effect as if it had been passed at a duly constituted meeting of the Federal Council. Any office bearers to be elected by the Federal Council may be elected by postal ballot in a similar manner and with a similar effect, but in that case a simple majority shall suffice.

RETIREMENT OF ELECTED FEDERAL COUNCILLORS

82. At each AGM the Councillors who have completed their two year term shall retire but shall be eligible for re-election. Each Branch shall before the end of that year elect such number of Councillors as shall be necessary to give it its correct representation on the Federal Council for the next ensuing year.
83. If any Councillor retires before completion of their term of office, it shall be advised in writing by the Councillor to the Federal Secretary and the Branch Council which appointed such retiring Councillor may appoint another member from the Branch to complete the term of office. The Branch Secretary shall advise the Federal Secretary in writing of any replacement councillor.

ELECTION OF FEDERAL COUNCILLORS AND OFFICE BEARERS

84. Federal Councillors to represent any Branch shall be elected by ballot of members of the Branch Council provided that the provisions of this Article shall be without prejudice to the provision of Articles 86 and 89. Any Federal Councillor shall be a member, either by election or ex officio of the Council of the Branch with which the Federal Councillor is enrolled.
85. Federal Councillors elected by Branch councils in accordance with articles 82 and 83 shall take office at the conclusion of the Annual General Meeting of the Institute but should attend the Federal Council meeting immediately preceding the AGM to participate in the deliberation of the Federal Council and shall be entitled to vote on the election of office bearers and on any issue that comes before the Federal Council before the AGM.
86. At the Council Meeting immediately preceding the Annual General meeting, the President shall be elected for the ensuing year by the incoming Federal Council from among its own members. Alternatively the incoming Federal Council may elect, by unanimous secret ballot, any member of the Institute to be President. The Federal Secretary and the Federal Treasurer shall be eligible to be nominated for election to the position of Federal President. If either is elected, the position previously occupied by the person elected shall become vacant when the President takes office as Federal President. Any position held by the newly elected President as representative of a Branch shall become vacant immediately following the person's election as President, and as soon as possible thereafter the Branch from which the Federal President comes shall elect a Councillor to fill the consequential vacancy.
87. The Immediate Past President, during tenure of that office shall not be eligible to represent a Branch, but shall be a member of the Federal Council ex officio.
88. At the Council Meeting immediately preceding the Annual General Meeting or by postal ballot of the Councillors, one Vice President shall be elected for the ensuing year by the incoming Federal Council from among its own members but this election shall not be deemed to create a vacancy on the Federal Council.
89. At the Council Meeting immediately preceding the Annual General Meeting or by postal ballot of the councillors the incoming Federal Council shall elect an Honorary Federal Secretary and an Honorary Federal Treasurer, who must be members of the Institute. Any position held by the newly elected Honorary Secretary or Honorary Treasurer as representatives of a Branch shall become vacant on taking over the office of Secretary or Treasurer. and as soon as possible thereafter the Branch from which the Secretary or Treasurer comes shall elect another Councillor to fill the consequential vacancy. The Secretary and Treasurer, if newly elected, shall be entitled to participate in the deliberations of the Federal Council but shall not be entitled to vote.
90. The Federal Council shall have power to appoint an Assistant Federal Secretary or a Secretariat and such other persons as shall be required and to determine their remuneration accordingly.
91. All office bearers (other than councillors) shall be elected for one year only, but shall be eligible for re-election, except in the case of President, as hereinafter provided.

92. Notwithstanding anything to the contrary in these Articles the Federal Council by unanimous secret ballot in circumstances deemed to be special, may re-elect a President for a second successive year or may elect another Councillor from the retiring President's Branch to be President in the next ensuing year, after which that Branch shall not have a representative elected as President until after the elapse of two years. If through any cause. the office of President becomes vacant during any year, the Council shall elect a successor from among its members to complete the current term of office. The member so elected shall be eligible for re-election as President for the next ensuing year provided that neither the Federal President nor a representative of the Federal President's Branch has held the office of President during either of the two years immediately preceding the year in which the Federal President was elected to fill the casual vacancy.

ORGANISATION OF BRANCHES

93. Each Branch shall have a Branch Council to be elected by the members of the Institute enrolled with that Branch and such office bearers and committees as the By-Laws of that Branch shall make provision for. Before 30 June in each year, each Branch shall elect its own Council for the next ensuing year.
94. Each Branch Council shall pass By-Laws to regulate the affairs of that Branch and may from time to time amend and add to the same, but no such By-Law shall be inconsistent with any of the provisions of the Memorandum and Articles or the Rules or Regulations of the Federal Council nor shall any By-Law or any amendment thereof have any force or effect until it has been approved by the Federal Council.

POWERS AND DUTIES OF BRANCH COUNCILS

95. The Council of each Branch shall have the sole right to control, use, expend and deal with all funds and other assets of the Institute collected or acquired by the Council, subject only to the payment by that Council to the Federal Council of such contributions as may from time to time be payable, and the Council of each Branch shall discharge out of the funds and other assets under its sole control all obligations it shall from time to time incur.
96. Each Branch shall submit a broad outline of its proposed major activities to the Federal Council for approval to ensure that it does not clash in time or purpose with the activities of other Branches.
97. Branches shall forward to the Federal Secretary within twenty eight days of the meeting copies of minutes of all ordinary and special Branch Council meetings. Also by the 30th Day of August of each year the Branch shall forward a copy of its annual report to the Federal Secretary.

ACCOUNTS AND AUDIT

98. Proper accounts shall be kept of all the assets and liabilities of the Institute and of all its financial transactions whether controlled, incurred or performed by the Federal Council or the Federal Executive or the Branches or otherwise howsoever.
99. The Federal Council may give such direction as it may think fit for the keeping of accounts of the Institute and of the Branches, and the Federal Executive and the Branches shall comply with such directions.
100. Not later than the 30th day of August in each year, each Branch shall forward to the Federal Treasurer an annual statement of receipts and disbursements and a balance sheet made up in each case to the 30th day of June of that year showing the financial position of the Branch at that date. Such statement and balance sheet shall be duly certified by the Branch Auditor.
101. The Federal Council shall lay before the members of the Institute at the Annual General Meeting each year, an account of the revenue and expenditure of the Institute of the preceding year and a balance sheet of the Institute's assets and liabilities as at the end of the preceding year. Such account and balance sheet shall be audited by the Institute's Auditors before the Annual General Meeting, and any report such Auditors may have made regarding that account and balance sheet or the financial transactions or records of the Institute

shall also be laid down before that meeting. One copy of the said account and balance sheet shall be posted to every member who is entitled to vote, not less than fourteen days before the Annual Meeting.

SEAL

102. The Seal of the Institute shall not be affixed to any Instrument, except by the Authority of a resolution of the Federal Council and in the presence of a Councillor and of the Federal Secretary or such other person as the Federal Council appoints for the purpose. That Councillor and the Federal Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Institute is so affixed in their presence.

A register of the use of the Seal of the Institute shall be maintained by the Federal Secretary and the use of the Seal ratified at the next Federal Council meeting.

METHOD OF CONDUCTING ELECTIONS

103. In any general meeting, or meeting of the Federal Council, a preferential system of voting shall be used in the following circumstances:
- (a) When there are more than two candidates for one vacancy.
 - (b) When there are two or more vacancies and the number of candidates exceeds the number of vacancies.
 - (c) In such other circumstances as in the opinion of the Chairperson would warrant it.

The kind of preferential system to be used shall be as prescribed from time to time by the Federal President.

FORMATION OF NEW BRANCHES

104. Any member, group of members, or Branch of the Institute may use endeavours towards the formation of a new Branch. Copies of all correspondence and broad outlines of action shall be, however, forwarded regularly to the Federal Secretary.
105. Unless Federal Council determines otherwise, the new group formed shall be considered as a Division of the Branch to which the fostered members belong, until the membership in the new state, territory or country reaches twenty or more. The Division may then apply to the Federal Council for admission to the Institute as a Branch.

WINDING UP

106. The provisions of the memorandum relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these Articles.

NOTICES

107. A notice may be given by the Institute to any member either personally or by sending it by properly pre-paid post to the member or leaving it for the member at the member's registered address. All notices if served by post shall be deemed to have been served on the day following the day of posting. For the purpose of this Article "registered address" includes any address any member specified in writing for the forwarding of notices including any office or place of business or post office numbered box.

INDEMNITY

108. Every member of the Federal Council, Branch Councils, office bearers, and other officers and servants for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by the person in such capacity in defending any proceedings whether civil or criminal in which judgement is given in the person's favour or in which the person is acquitted or in connection with any application under the Corporations Law in which relief is granted to the person by the Court in respect of any negligence default breach of duty or breach of trust.

Adopted by the Company in General Meeting having been duly passed by Special Resolution on 16 August 1997.

DATED:

SIGNED:
Chairman

**FIRST SCHEDULE
APPLICATION FOR MEMBERSHIP
(Member of Unincorporated Association)**

I, of.....
Telephone Number - Home:Business:.....
Occupation /
being a financial Member of the present
(class of member)

unincorporated Association known as the "Non-Destructive Testing Association of Australia" hereby make application to become a member of the Australian Institute for Non-Destructive Testing and request you to enter my name in the Register of Members and agree to be bound by the Memorandum and Articles of Association.

DATED.....day of.....19....

SIGNED:.....

SECOND SCHEDULE
AUSTRALIAN INSTITUTE FOR NON-DESTRUCTIVE TESTING
PROXY

I, of
Australian Institute for Non-Destructive Testing, appoint of
as my proxy to vote for me and on my behalf at the (ordinary or extraordinary as the case may be) general meeting of
the Institute to be held on the and at any adjournment thereof.

Signed thisday of19.....