



**CONSTITUTION
OF
THE SOUTH AFRICAN INSTITUTE FOR NON-DESTRUCTIVE TESTING**

Original Adopted by Annual General Meeting on 20 November 1980 including amendments on 21 October 1982, 18 October 1984, 16 October 1986, 26 October 2005, 24 October 2013, 30 August 2016 and 4 December 2020

PREAMBLE AND DEFINITIONS

P.1. In the Constitution and in the By-laws, unless there is something in the subject or the context inconsistent therewith:

- (a) Words importing the masculine gender shall include the feminine; and words importing the singular shall include the plural, and vice versa.
- (b) The term "Institute" shall mean the South African Institute for Non-Destructive Testing.
- (c) The term "Council" shall mean the Council of the Institute as constituted under clause 5 of the Constitution.
- (d) The term "Executive" shall mean the Executive Committee as defined in clause 5.9 of the Constitution.
- (e) The term "postal" shall mean any acceptable written communication by mail, fax or other electronic means as defined in the By-laws.

P.2. The numbering of the clauses in this document is arranged as follows:

- (a) Preamble and definitions - the capital letter P followed by a number and lower case letter in brackets from P.1.(a) to P.3.
- (b) Constitution - purely decimalised numbers from 1.1. to 10.1.3.
- (c) By-laws - a single capital letter followed by decimalised numbers from A.1. to I.2.5.

P.3. The Constitution may only be changed by a General Meeting of the membership, while changes to the By-laws may be affected by the Council.

CONSTITUTION

1. NAME

The name of the Institute is:

The ***South African Institute for Non-destructive Testing***, with the acronym of SAINT.

2. OBJECTIVES

To Protect:

- 2.1. To advance the use of Non-Destructive Testing (NDT) professionals and the need thereof relating to safety of the public, employees and components to ensure a safe working environment in accordance with the OSH Act and Mines Health and Safety act.
- 2.2. To endorse and enhance workplace safety in accordance with the OSH Act and Mines Health and Safety act by incorporating NDT within a documented manufacturing, assembly and in-service-inspection / maintenance program.
- 2.3. To promote the protection of the public and end-users from malpractice.

To Maintain:

- 2.4. To develop, establish, facilitate, manage and promote the NDT profession within the South African industry.
- 2.5. To promote public and end-user understanding and trust in the NDT professions which includes service providers, qualification and certification facilitators, moderators and evaluators, and equipment manufacturers and suppliers.
- 2.6. To promote the necessity and obligation of NDT within the manufacture, assembly, engineering and maintenance environment to ensure as designed operation of plant.
- 2.7. Encourage international leading practice and the raising of esteem for all NDT professions in South Africa.
- 2.8. Facilitate access to and analysis of data related to NDT professions.
- 2.9. Support the development of a national career advice system through recognised certification bodies and training authorities.

To Advance:

- 2.10. To devise, inform, monitor, and continually update the benchmark standards of competence, both academic and practical, required in the practice of the NDT profession.
- 2.11. Encourage and facilitate the development and implementation of continuing professional development through recognised certification bodies, authorised qualification bodies and approved training organisation as well as in-service training and experience programs documented in the company quality manual and managed by recognised and appointed NDT Level 3 individuals.

- 2.12. To encourage social responsibility and accountability within the NDT profession through a code of ethics.
- 2.13. To promote the status of NDT professionals by professional registration and to enhance the pride of all involved in the NDT industry.

3. Powers

3.1. Specific Powers

Subject to the special provisions set out in clause 3.2 below, the Institute shall have all powers to do such things as may be necessary, incidental or conducive to the attainment of the objectives of the Institute, and without derogating from the generality of the foregoing, shall have the following specific powers:

- 3.1.1. to solicit and receive subscriptions, donations, aid and subsidies;
- 3.1.2. to generate funds through membership and the rendering of educational services, not provided by core participating entities, and performing other services and participating in or arranging conferences, seminars, symposiums and such like;
- 3.1.3. to deal with movable and immovable property in any way, including by way of purchase, sale, lease, hire or exchange;
- 3.1.4. to borrow or lend money, within a comprehensive and auditable financial management system and to secure the repayment of such money in a manner as the Institute may deem fit, including by way of mortgage or pledge;
- 3.1.5. to invest its funds in any manner it deems fit and to open and operate banking and saving accounts in its own name;
- 3.1.6. to employ, discharge, remunerate and arrange the conditions of employment of personnel, provided that all remuneration shall be reasonable and fair;
- 3.1.7. to employ, remunerate and discharge professionals, advisers, lecturers and agents, provided that all remuneration shall be reasonable and fair;
- 3.1.8. to enter into any contract, agreement or memorandum of understanding with associations or bodies having similar objectives as those of the SAINT;
- 3.1.9. to amalgamate, affiliate, or co-operate with, or subscribe to, any association, society, corporation or other body in any part of the world, whose objectives are in general similar to the objectives of SAINT and to transfer all or any part of the property, assets or liabilities of the Institute to any such association, society or corporation with which the body may amalgamate, provided that the objectives of such other association, society or corporation are similar to the objectives of SAINT;
- 3.1.10. to promote any other company or body for any purpose which is directly or indirectly calculated to benefit the SAINT;
- 3.1.11. to apply, petition for, or promote any legislation, regulation or measures having the force of law or any other authority necessary for or conducive to the attainment of the objectives of the Institute;

- 3.1.12. to take action by process of law or otherwise which the Council may deem advisable, in the interest of the Institute, and to pay the expenses related thereto;
- 3.1.13. to make, amend and repeal rules and by-laws for the orderly conduct of the business and affairs of the Institute and the regulation of its organisational relationships;
- 3.1.14. to establish subordinate structures such as committees, task groups, interest groups and advisory panels of specialists, whether ad hoc or permanent, and to assign functions and powers thereto and to revoke such functions and powers, provided that the activities of such subordinate structures shall be governed by and comply with this constitution.

3.2. Special Provisions

Notwithstanding any contrary provisions contained in this constitution, the following special provisions shall take precedence and shall govern the capacity and powers of SAINT:

- 3.2.1. The activities of SAINT shall be carried out in a non-profit sustainable manner and in public interest and with any surplus funds generated, reinvested over time, to achieve the objectives of SAINT as per section 2 of this constitution.
- 3.2.2. No activity of SAINT shall be intended to directly or indirectly promote the economic self- interest of any fiduciary or employee of the Institute, otherwise than by way of reasonable remuneration payable to that fiduciary or employee.
- 3.2.3. The income and property of SAINT whencesoever derived shall be applied solely towards the promotion of its main objectives, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Institute or members of the Council; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration or reimbursement to any officer or servant of the Institute or to any member thereof in return for any service actually rendered or goods supplied to the Institute.
- 3.2.4. Upon its winding up, de registration or dissolution, the assets of SAINT remaining after the satisfaction of all its liabilities shall be given or transferred to any one or more public benefit organisations in the Republic having similar objectives as the Institute, as may be determined by the members of the Institute at or before the time of dissolution, or, failing such determination, by the Court.
- 3.2.5. SAINT shall submit to the Commissioner for the South African Revenue Service a copy of this and any amendment to this Constitution.
- 3.2.6. The three Directors shall accept the fiduciary responsibility of SAINT in terms of Section 30(3)(b)(i) of the Income Tax Act.

4. MEMBERSHIP

- 4.1. Membership is open to all individuals, companies, firms, organisations and associations, interested in NDT. There shall be three classes of membership viz. individual, corporate and honorary.

4.2. Individual Membership

- 4.2.1. Individual Members shall be persons of good character interested in accomplishing the objectives of the Institute.

Corporate Membership

- 4.2.2. Corporate Members shall be companies and organisations interested in accomplishing the objectives of the Institute. Each Corporate Member shall have the right to appoint two Representatives who shall have equal rights as Individual Members.

4.3. Honorary Membership

- 4.3.1. Honorary Members shall be individuals who have rendered outstanding services to the Institute and / or exceptional contributions to South African NDT; in accordance with the objectives of the Institute.

4.4. Membership Register and Certificate

- 4.4.1. SAINT Secretariat shall keep a register of members; in which, shall be recorded the names of all bodies members, their membership grade and such other particulars as the Council may from time to time direct without contravening the protection of personal information act (POPI Act No. 4 of 2013).
- 4.4.2. Membership of SAINT shall take effect upon receipt of the annual subscription fee and registration in terms of section 4.5.1, and shall, where appropriate, be renewable annually by payment of the relevant membership subscription.
- 4.4.3. Upon acceptance of membership, the applicant shall be advised by the SAINT Secretariat of his admission as a member of the Institute.
- 4.4.4. The Council shall issue to every member a certificate showing the class to which he has been admitted. Such certificate shall remain the property of, and shall on request be returned to, SAINT.

4.5. Powers and Privileges of Members

All members participate in the activities of SAINT and as such will be entitled to:

- 4.5.1. attend meetings of the General Assembly, Council (where invited), participate in the proceedings thereat, be vested with such voting rights as set out in Section 7.3, and are eligible to be elected to any office of the Institute;
- 4.5.2. receive a reduction in fees payable for SAINT events;
- 4.5.3. receive any benefits which Council may from time to time devise for members of the Institute.
- 4.5.4. use the following authorised letters designating his class of membership of the Institute:

4.5.4.1.	Honorary Member	SAINT Honorary member
4.5.4.2.	Individual Member	SAINT Individual member
4.5.4.3.	Corporate Member	SAINT Corporate member

4.5.5. a Corporate Member in good standing shall have one vote only at meetings of the General Assembly which may be exercised by its duly authorised representative.

4.5.6. Notwithstanding the above subsection, a Corporate Member may have up to two (2) individuals enjoy the benefits ascribed to Corporate Members from time to time by the Council.

4.6. Notices

4.6.1. Every member shall timeously notify the Secretariat of any change of address, failing which; he shall be deemed to have waived service of any notices and or publications.

4.6.2. Any notice sent by post or electronically shall be deemed to have been served the day following that of sending to the members' address as recorded on the Institute register.

4.6.3. The accidental omission to serve notice upon a member shall not invalidate the proceedings of any meeting or of any resolutions taken thereat.

4.7. Termination of Membership

4.7.1. Membership shall terminate upon the resignation of the member, or in the case of a natural person upon his death, or in the case of a legal person, upon its winding-up; or upon Council declining to renew membership as per Section 4.8.3 or upon failure to pay the relevant membership subscription as determined by Council in terms of By-laws and thereafter upon failure to make such payment pursuant to written demand therefor by SAINT, and without the Council furnishing further reasons.

4.7.2. Any member may resign as a member by giving written notice to the Council.

4.7.3. The Council may terminate or suspend membership of any member, for serious infringement of the fundamental principles of SAINT or otherwise infringement of any of the provisions of this Constitution or any rules or standards of behaviour made or agreed hereunder or in the bylaws, or for any conduct which is deemed detrimental to the interests of the Institute by the Council, after giving the member concerned a fair written notice of all charges and a fair opportunity to present the member's case to the Council.

4.7.4. Upon suspension or termination of membership or refusal to renew membership, a member who holds any office in SAINT shall vacate such office, or in the case of suspension until such suspension is uplifted.

4.7.5. The Council shall have the power to reinstate a member whose membership has been terminated, on such terms or conditions as it may deem fit.

4.7.6. No refund of any subscription or part thereof shall be made to a member ceasing to be a member, who shall in any event remain liable to the Institute for any subscription or other debt due to the Institute, but which remains unpaid.

5. CONTROL

- 5.1. Subject to the Constitution and in conformity with the By-laws, the management and control of the affairs of the Institute shall be vested in a Council whose members shall hold office until their successors have been elected.
- 5.2. Council members shall be selected from persons who are not connected in relation to each other. All entities shall be equally represented with care taken not to have a single majority private or public representation. No member shall have any personal or private interest in SAINT.
- 5.3. The council shall be responsible to ensure that decisions and actions taken, relating to SAINT resources and industrial interaction / participation, are to the benefit of the South African NDT Industry as a whole.
- 5.4. The council shall adopt transparent procedures and processes in order to instil trust and confidence of its members and all entities participating in the South African NDT Industry.
- 5.5. Council decisions shall be made in line with the objectives of the Institute and shall be in compliance with the requirements stated in Section E of the By-laws relating to Meetings of Council.
- 5.6. SAINT may not have a share or other interest in any business, profession or occupation which is carried on by its members.
- 5.7. SAINT Council shall consist of **Nine (9)** individuals elected from SAINT members (General assembly) through an election process. The council shall consist of
- 5.7.1. Ordinary Council members (which includes the immediate past president)
- 5.7.2. Co-opted members (Additional individuals whose expertise could be beneficial to the operation of SAINT council)
- 5.8. Election of Council
- 5.8.1. Ordinary members of Council
- 5.8.1.1. Ordinary members of Council shall be elected from among Individual and Honorary Members of the Institute, as well as Corporate Representatives.
- 5.8.1.2. There shall be a postal ballot for the election of nine (9) members to fill the vacancies occurring as a result of the automatic retirement after two (2) years.
- 5.8.1.3. All nominations, for election to Council, shall be proposed and seconded by any Member. Such nominations to be accompanied by a signed acceptance of nomination by the nominee.
- 5.8.1.4. Voting shall be done by post, under supervision of the Honorary Secretary, who shall report to the Annual General Meeting, according to the By-laws.
- 5.8.1.5. Only Individual and Honorary Members, as well as Corporate Representatives, may vote.

5.8.1.6. In the event of an equal number of votes being recorded for two or more nominees, all of whom cannot be declared elected, the Council shall decide the result by a simple majority vote, except that any member of Council who is such a nominee may not take part in the elimination vote.

5.8.1.7. Any vacancy on the Council caused by the death, resignation, dismissal or defection of any member, shall be filled by an appointee of the Council, who shall serve out the remaining term of office of the member he replaces.

5.8.1.8. All ordinary members of Council shall normally serve for a term of two years. They shall be eligible for re-election.

5.8.2. Co-opted members of Council

5.8.2.1. Council is empowered to co-opt, from among the Individual and Honorary Members, as well as Corporate Representatives, a maximum of three additional members.

5.8.2.2. Co-opted members shall not have Council votes.

5.8.2.3. Co-opted members may hold office if so elected by Council.

5.8.2.4. Co-opted members shall automatically retire at the Annual General Meeting following their co-option.

5.9. Executive Committee of Council

The Executive shall consist of the following officers:

5.9.1. The President

5.9.2. The Vice President

5.9.3. The Immediate past President

5.9.4. The Honorary Secretary

5.9.5. The Honorary Treasurer

5.10. Election of Executive Committee

5.10.1. The President

5.10.1.1. The President shall be elected by the new Council, from its ordinary Members, at a meeting held before the Annual General Meeting and take office immediately after the annual general meeting.

5.10.1.2. No member shall be elected to the office of President unless he has served on the Council for at least the preceding term.

- 5.10.1.3. The President holds office for two years and be eligible for re-election, but not for a period exceeding two consecutive terms.

5.10.2. The Vice President

- 5.10.2.1. The Vice President shall be elected by the new Council, from its ordinary Members, at a meeting held before the Annual General Meeting and take office immediately after the annual general meeting.
- 5.10.2.2. No member shall be elected to the office of Vice President unless he has served on the Council for at least the preceding term.
- 5.10.2.3. The Vice President holds office for two years and be eligible for re-election, but not for a period exceeding two consecutive terms.

5.10.3. The Immediate Past President

- 5.10.3.1. This is a non-elective appointment, as it is automatic. The appointment shall apply until a new President is elected; at which time the retiring President shall become the Immediate Past President.

5.10.4. The Honorary Secretary

- 5.10.4.1. The Honorary Secretary shall be elected, by the new Council, a meeting held before the Annual General Meeting, but need not necessarily be from among its members and may be co-opted.
- 5.10.4.2. The Honorary Secretary shall be an Individual or Honorary Member or a Corporate Representative.
- 5.10.4.3. The Honorary Secretary holds office for two years and be eligible for re-election.

5.10.5. The Honorary Treasurer

5.10.5.1. The Honorary Treasurer shall be elected, by the new Council, at a meeting held before the Annual General Meeting, but need not necessarily be from among its members and may be co-opted.

5.10.5.2. The Honorary Treasurer shall be an Individual or Honorary Member or a Corporate Representative.

5.10.5.3. The Honorary Treasurer holds office for two years and be eligible for re-election.

5.10.6. Fiduciary

5.11. Three (3) Directors shall be appointed out of Council to act as the fiduciary for -SAINT

5.12. Standing Chairs of Council

Shall consist of :

5.12.1. Chair of Technical Committee

5.12.2. Chair of Training and Qualification Committee

5.12.3. Chair of Marketing Committee

5.12.4. Chair of Quality Audit Committee

5.12.5. Chair of Ethics Committee – automatically filled by the Immediate Past President

5.13. By-laws

5.13.1. Council may frame By-laws which must be consistent with the provisions of the Constitution, for the conduct of the business and management of the affairs of the Institute.

5.13.2. Such By-laws may at any time be added to, repealed or amended by Council, provided that notice of the intention to move any such change to the By-laws, is included in the notice convening the Council meeting concerned, and provided further, that not less than two thirds of the voting members of Council present vote in favour of such change.

5.13.3. All members shall be notified within two weeks of any alterations to the By-laws affected by Council.

6. FINANCE

6.1. All funds shall be utilised to maintain, manage and promote the objectives of the Institute.

6.2. When required and approved by council, and for services rendered, remuneration for employees, office bearers, members or other persons shall not be excessive and shall be comparable to remuneration within the sector and in relation to the services provided.

- 6.3. Annual subscriptions shall be determined by Council and be approved at a General Meeting.
- 6.4. The financial affairs of the Institute shall be under the control of Council through the Honorary Treasurer.
- 6.5. Daily Electronic Funds Transfer (EFT) banking to be done by the Administrative Secretary and approved at the monthly Council Meetings. Expenses exceeding R 5 000.00, to be approved by 2 members of the executive council, via electronic mail.
- 6.6. Council is empowered to invest funds, at its discretion, with recognised and authorised financial service providers.
- 6.7. Council is empowered to disburse / distribute funds or assets at its discretion, but in accordance with the objectives of the Institute.
- 6.8. The Institute's accounts will close as at 31 December of each year; and shall be subject to an annual audit by accredited auditors.
- 6.9. A statement, of the accounts of the Institute, for the preceding financial year, shall be presented for approval at each Annual General Meeting.
- 6.10. The Council, in administering the funds of the Institute, is presumed to be acting as the Institute's agent and its members will not be personally liable for the debts of the Institute, unless they have acted in bad faith or exceeded the powers conferred on them by this Constitution.
- 6.11. The liabilities of members of the Institute are limited to any unpaid fees and subscriptions.

7. GENERAL MEETINGS

- 7.1. A general meeting known as the Annual General Meeting shall be held at a place and date decided upon by Council, provided that it shall take place within three months after the end of the financial year.
- 7.2. Special General Meetings
 - 7.2.1. At a Special General Meeting, only such business as that specified in the notice convening the meeting shall be transacted.
 - 7.2.2. Council may, at any time, convene a Special General Meeting.
 - 7.2.3. Council shall convene a Special General Meeting as soon as is practical, after receipt of a written application, signed by not less than 10 % of the Members, provided that such application specifies the business for which the meeting is required.
- 7.3. Only Individual and Honorary Members, as well as Corporate Representatives, shall be entitled to vote at any of the Institute's general meetings.
- 7.4. Suitably signed postal and proxy votes, shall be allowed at all general meetings.
- 7.5. Notices convening all general meetings shall be despatched to members at their registered addresses (physical or postal or e-mail), not less than 21 days prior to the date decided upon, for such meeting.

8. SUBGROUPS

- 8.1. Council may, at its discretion, approve the formation of specialist subgroups, upon receipt of reasonable representations from members concerned.
- 8.2. Each subgroup shall draw up its own constitution, which shall become effective only after approval by Council.
- 8.3. Membership of subgroups shall be in accordance with the individual constitutions of such groups, provided that no person may become a member of any such group, unless he is a Member of the Institute.
- 8.4. Constitutions of subgroups once approved, may not be changed except by bilateral agreement between SAINT Council and the group concerned.
- 8.5. In the event of the dissolution of a subgroup, any funds or assets of such a group shall be applied in a manner to be directed by Council.
- 8.6. No subgroup shall purport to act for the Institute in any matter or manner whatsoever unless specifically authorised in writing by Council, so to act.

9. SAINT STANDING COMMITTEES

9.1. Technical Committee

The technical committee is tasked to establish, maintain and advance comprehensive technical knowledge, skills development and to transcend international best practice.

9.2. Training and Qualification Committee

The training and qualification committee is tasked to:

- 9.2.1. standardize training and examination with international norms as governed by the International Committee for NDT and in compliance with the national skills development strategy;
- 9.2.2. ensure that training, qualification and certification entities are accredited by the national accreditation forum viz. SANAS, in line with relevant ISO standards

9.3. Marketing Committee

Establishes and maintains a sustainable non-profit financial model in accordance with an approved budget by engaging all SAINT standing committees within their field of operation and to actively market all products / services on all relevant platforms based on a synchronized advertising campaign.

9.4. Quality Audit Committee

Audit and assess compliance with regard to SAINT requirements and consequently issues compliance certificates in accordance with published requirements.

The quality audit standing committee shall not venture / interfere where national / international standards exist or where accreditation / certification is provided by the national accreditation body viz. SANAS or similar international bodies such as the ICNDT.

9.5. Ethics Committee

Upholds the ethical operating principals and maintain policies regarding professionalism, transparency, conflict of interest, impartiality and fairness without external influences impacting on any of the aforementioned principals.

Proactively address real risks to abovementioned and constantly address perceived policy non-conformance / observations

10. CHANGES TO THE CONSTITUTION

10.1. Changes to this Constitution may only be made at an Annual General Meeting or at a Special General Meeting called for this purpose.

10.2. Proposed changes may be submitted by:

10.2.1. Council;

10.2.2. Or any three members; such submission to reach the Honorary Secretary not less than six weeks prior to the meeting in question.

10.3. The Honorary Secretary shall circulate such proposed changes to all members, together with the notice convening the meeting.

10.4. The meeting may:

10.4.1. adopt any proposed change,

10.4.2. may adopt it after amendment,

10.4.3. or may reject it.

by a minimum vote of at least two-thirds (2/3) of Individual and Honorary Members and Corporate Representatives present, or via postal and / or proxy votes.

10.5. A proposed change which is carried becomes effective immediately, and the Honorary Secretary shall notify all members of such change within fourteen (14) days.

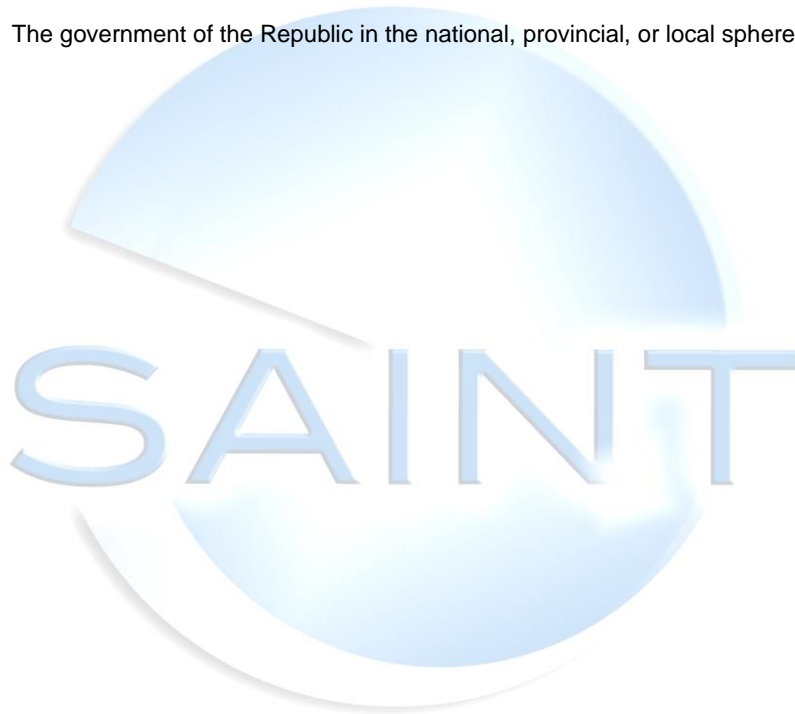
11. INTERPRETATION

In the event of any ambiguity as to the meaning of any portion of the Constitution and of the By-laws, the interpretation of Council shall be binding upon all Members.

12. DISSOLUTION

12.1. Council shall have the power to dissolve the Institute provided that:

- 12.1.1. All Members be informed regarding such intention at least two months prior to the intended date of dissolution, such notice to include appropriate postal and proxy ballot forms.
- 12.1.2. All Individual and Honorary Members as well as Corporate Members as well as Corporate Representatives shall be entitled to vote.
- 12.1.3. Not less than two-thirds (2/3) of the responding votes are in favour of dissolution.
- 12.2. Upon dissolution, all assets shall be transferred to either of the following:
 - 12.2.1. Another entity approved by the Commissioner in terms of Section 30B of the Income Tax Act.
 - 12.2.2. A public benefit organization approved in terms of Section 30 of the Income Tax Act.
 - 12.2.3. An institution, board or body which is exempt from tax under Section 10 (1) (c) (A) (i) or
 - 12.2.4. The government of the Republic in the national, provincial, or local sphere.



SOUTH AFRICAN INSTITUTE FOR NON-DESTRUCTIVE TESTING

BY-LAWS

(Adopted by Council on 19 March 1981 in terms of Constitution 4.6 including amendments on 16 October 1986, 24th October 2013, 19th October 2017 and 4 December 2020)

A. ELECTION TO MEMBERSHIP

A.1 Individual Membership of SAINT may be applied for on line via www.saint.org.

A.2 Corporate Member

Companies may apply on line via www.saint.org.za for Corporate Membership as provided for in clause 4.3. of the Constitution. Naming 2 people to represent their Company.

A.3 Honorary Members

It is intended that the elevation to Honorary status should represent a very special and significant honour and not merely a routine procedure for old and/or retired persons. It is therefore essential that considerable caution be exercised in not allowing the conferment of Honorary Membership to become a regular and routine practice.

A.3.1 The nomination of a candidate shall be submitted with a written citation of the candidate's qualifications for Honorary status, duly signed by the nominator/s.

A.3.2 The privilege of nomination is vested in:

A.3.2.1 an Honorary Member;

A.3.2.2 a Past President;

A.3.2.3 a Member of Council;

A.3.2.4 any five or more Members, collectively, who must all sign the citation referred to in clause A.3.1 supra.

A.3.3 All submissions shall be made directly to the President or, if he be the nominee, to the Vice-President.

A.3.4 The President or, if he be the nominee, the Vice-President, shall discuss the submission with the Executive, except that if an officer be the nominee he be precluded. If approved at this stage, the submission shall be presented to Council.

A.3.5 Election to Honorary Membership shall only be made if the submission is accepted by Council without an adverse vote.

A.3.6 A newly elected Honorary Member shall, at such appropriate function decided upon by the Executive Committee, be formally presented with a suitable certificate.

- A.4 If Council is satisfied that the necessary conditions are fulfilled for the class of membership applied for, it shall confer membership. In any case, the applicant for membership will be informed by the Honorary Secretary of the decision within two weeks.

B MEMBERSHIP REGISTER

- B.1 A database/register of names, contact details of all members shall be kept by the Honorary Secretary. Names of Companies and their representatives appear on the SAINT Website.
- B.2 The register/database shall reflect all the classes and grades of membership listed in Paragraph 4 of the Constitution, namely:
- B.2.1 Individuals
- B.2.2 Corporate Members, and their Representatives;
- B.2.2 Honorary Members.
- B.3 It shall be incumbent upon all Members of all classes and grades to notify the Honorary Secretary in writing of any change of address, failing which, they shall be deemed to have waived service of any notices etc. and the onus of notification of such non-service shall rest with the member.
- B.4 A notice dispatched by hand or through the post to the address last registered with the Institute shall be deemed to have been duly served on the Member.

C MEMBERSHIP SUBSCRIPTIONS

- C.1 Annual subscriptions for members shall be determined by Council and may, at the discretion of Council, be reviewed from time to time for approval at a General Meeting, as required by clause 6.3 of the Constitution. No subscription or fees are payable by Honorary Members.
- C.2 Membership subscriptions shall be due on 1 January of each year in advance.
- C.2.1 The membership of any Member whose subscriptions are not paid by 30 April shall automatically lapse.
- C.2.2 Where privileges or membership have lapsed in terms of clauses C.2.1 supra, Council may affect full reinstatements of privileges and/or membership upon payment of all subscriptions due and any penalties which may, at the discretion of Council, be levied.
- C.3 New members joining after mid financial year i.e. 1 July to 31 December will pay half the subscription amount.
- C.4 There shall be no refund of subscriptions, either in full or on a pro rata basis, to Members resigning their membership.
- C.5 Council is empowered, in exceptional circumstances, to reduce or waive the subscriptions due by any Member.

D DUTIES OF COUNCIL

D.1 Council

Council shall:

- D.1.1 promote the objectives of the Institute;
- D.1.2 ensure that resolutions taken at general meetings are carried out;
- D.1.3 attend to the efficient and expeditious execution of the day to day business of the Institute;
- D.1.4 promote the activities of subgroups;
- D.1.5 undertake liaison with international organisations with which the Institute may adhere or develop close links;
- D.1.6 examine and either authorise, amend, or reject proposals made for the Organisation of conferences or meetings held under the aegis of the Institute;
- D.1.7 examine and either authorise, amend, or reject constitutions of proposed subgroups;
- D.1.8 determine any membership entrance fees and annual subscriptions;
- D.1.9 appoint, or sanction the appointment of, such committees or subcommittees as it may deem necessary.

D.2 Executive Committee

- D.2.1 The Executive, as defined in clause 5.9 of the Constitution, is empowered, in cases of urgency where it is not possible to constitute a full Council meeting or where immediate action on behalf of the Institute is called for, to take such decisions and actions as are deemed necessary.
- D.2.2 Three Officers shall constitute a majority.
- D.2.3 Decisions and any actions taken by the Executive shall be reported to Council as soon as possible.

D.3 The President or Vice-President

The President or, in his absence, the Vice-President shall:

- D.3.1 be an ex-officio member of all subgroups , and of the executive committees of such groups, and of any committees or subcommittees formed under the auspices of the Institute;
- D.3.2 prepare a written annual report on the activities of the Institute for presentation to the Annual General Meeting;
- D.3.3 attend to the formalities associated with the election of a member to Honorary Membership, as provided for in clause A.3.4 of these By-laws;
- D.3.4 make suitable alternative arrangements if an officer is precluded from executing his duties.

D.4 The Honorary Secretary

The Honorary Secretary shall with the assistance of the Administrative Secretary:

- D.4.1 Deal with all correspondence in consultation with the President or, if he be absent, the Vice-President.
- D.4.2 Call all meetings of the Institute.
- D.4.3 Attend to the formalities of general meetings and elections.
- D.4.4 Call for motions and nominations from members not less than six weeks prior to the Annual General Meeting.
- D.4.5 Circulate to members the notices convening all general meetings, the ballot and proxy forms, statements of motions and names of nominees to Council not less than 21 days prior to the date decided upon for the meeting, as required in clause 7 of the Constitution.
- D.4.6 Circulate to members the final agenda for general meetings not less than 14 days prior to the date decided upon for the meeting.
- D.4.7 Call all Council meetings.
- D.4.8 Prior to the Annual General Meeting notify all members regarding amendments to the membership register.
- D.4.9 In consultation with the President or, in his absence, the Vice-President, appoint two impartial scrutinizers who shall submit to the Honorary Secretary the names of all nominees for Council, according to clause 5.8 of the Constitution, in order of votes received. The Honorary Secretary shall retain the list with full details of the number of votes received until the first subsequent Council election.
- D.4.10 Immediately when the results of the postal ballot pertaining to Council elections become available, notify all members of the new Council of the names of the full new Council.
- D.4.11 Ensure the maintenance of suitable records of all meetings of the Institute and of the Council.

D.5 The Honorary Treasurer

The Honorary Treasurer shall:

- D.5.1 Oversee the Administrative Secretary in the receiving, and arranging of disbursement of, all monies pertaining to the Institute and maintaining the financial affairs in order by keeping appropriate books.
- D.5.2 In conjunction with the auditors as provided for in clauses 6.8 of the Constitution, prepare an annual financial report for presentation to Council and to the Annual General Meeting.
- D.5.3 Oversee the Administrative Secretary task, that before 31 August of each year, all Members accounts are dispatched, pertaining to annual subscriptions due.

E. MEETINGS OF COUNCIL

- E.1 Council shall meet not less than six times a year, the first meeting to follow within one month after the Annual General Meeting.
- E.2 Quorum
- E.2.1 50 % of the voting members of Council shall constitute a quorum.
- E.2.2 Should a quorum not be realised the Executive shall act, in consultation with the other Council members present, in accordance with clause D.2.1 of the By-laws.
- E.3 Chairman
- E.3.1 The President or, in his absence, the Vice-President shall preside over all meetings.
- E.3.2 In the absence of both the President and the Vice President the meeting shall elect its own chairman from among the Council Members present.
- E.4 Suitably signed postal and proxy votes shall be allowed at all Council meetings.
- E.5 Resolutions taken at Council meetings shall be deemed carried by a simple majority vote in their favour, except when By-laws (clause 5.11 of the Constitution) or Honorary Membership (clause A.3 supra) are concerned.
- E.6 Voting shall normally be by show of hands, except that a secret vote shall be permitted if requested by not less than two voting members, or if so ruled by the Chairman.
- E.7 The chairman shall have a deliberative vote and, in the event of a tie, a casting vote.
- E.8 If an elected Council member fails to attend at least 50% of scheduled Council meetings in a 12 month period, their membership of Council may be terminated by majority vote of the Council. A member of Council who has been absent from three consecutive meetings without an acceptable, preceding apology shall be considered to have tendered his resignation.

F. GENERAL MEETINGS

- F.1 Quorum
- F.1.1 10% of the Membership shall constitute a quorum.
- F.1.2 Should a quorum not be realised the meeting shall be adjourned for a period specified at the discretion of the chairman. When the meeting is reconvened those members who are present, provided there are not fewer than ten Members and Representatives, shall be regarded as constituting a quorum.
- F.2 All motions may be proposed and seconded by any Member or Representative and, except for changes to the Constitution and the By-laws, shall be adopted on the basis of a simple majority vote.
- F.3 Voting shall normally be by show of hands, except that a secret vote shall be permitted if requested by not less than two Members and/or Representatives, or if so ruled by the Chairman.

F.3.1 The President or, in his absence, the Vice-President shall preside over all meetings.

F.3.2 In the absence of both the President and the Vice President, the meeting shall elect a chairman from among those Members or Representatives present.

F.4 The chairman shall have a deliberative vote and, in the event of a tie, a casting vote.

G. STANDING COMMITTEES AND SUBGROUPS

G.1 The President or, in his absence, the Vice-President shall be ex officio a member of all subgroups, and of the executive committees of such groups, and of any committees formed within such groups.

G.2 Council may, at its discretion, allocate such funds and/or assistance as it may deem necessary to provide for the satisfactory functioning of subgroups.

G.3 Chairmen of standing committees and subgroups shall report on the activities of their groups to the Council and at the Annual General Meeting of the Institute.

G.4 Dissolution

G.4.1 Subgroups may be dissolved:

G.4.1.1 by resolution of Council;

G.4.1.2 by resolution of Council following appropriate representations from the executive committee of the group concerned.

G.4.2 Such resolution as provided for in clause G.4.1 supra shall be sent in writing to the chairman of the group concerned not less than six months prior to the proposed date of dissolution. The chairman shall cause all members of his group to be informed of the resolution within two weeks of his receipt of the said resolution.

G.4.3 Any five or more members of the group concerned shall have the right of appeal against the proposed dissolution, such appeal being in the form of a hearing before Council.

G.4.4 In the event of an appeal as provided for in clauses G.4.3 supra, the decision of Council shall be final.

H. CHANGES TO THE BY-LAWS

H.1 Any changes to these By-laws shall be in accordance with clause 5.11 of the Constitution.

H.2 Proposed changes to these By-laws may be submitted to Council for consideration by any three Members, with such a proposal to reach the Honorary Secretary not less than six weeks prior to the Council meeting concerned.

I. DISSOLUTION

- I.1 Should Council decide upon dissolution in terms of clause 13 of the Constitution, all outstanding debts of the Institute shall be settled forthwith from existing funds and/or assets.
- I.2 After settling all debts as provided for in clause I.1 supra, any remaining funds or assets shall be applied as determined by a simple majority vote of all Members according to one or more of the following:
- I.2.1 to all Members in good standing on a basis to be determined by Council depending on class of membership and on years of membership;
 - I.2.2 to existing academic departments or scientific institutions concerned with NDT in the Republic of South Africa, for the purpose of establishing or enlarging non-destructive testing libraries;
 - I.2.3 to subgroups of the Institute should any of these continue functioning as independent bodies;
 - I.2.4 to charitable institutions proposed by any Member; or
 - I.2.5 any other reasonable process proposed by Council or by Members.

