



**CONSTITUTION
OF
THE SAINT PROFESSIONAL BODY FOR NON-DESTRUCTIVE TESTING
(SPBNDT)**

Original Adopted by Annual General Meeting November 2014 including amendments on 30 August 2016, 18 July 2017.

1 Scope

The name of the Professional Body is:

SAINT Professional Body for NDT, with the acronym of SPBNDT.

2 Definitions & Terms

In this constitution and any annexures thereto the following words and expressions shall have the following meanings, unless otherwise provided or a contrary meaning appears from the context:

Term	Definition
Annexure A	(to the Bye-Laws) contains the annual subscription rates laid down by the Board from time to time for all grades of membership in terms of Section 8.2.a.
Annexure B	(to the Bye-Laws) contains the annual standardised rates for lecturing fees, accommodation, travel and other sundry expenses as determined by the Board from time to time in terms of Section 8.2.a.
Body	The SPBNDT
Bye-Laws	the day-to-day operating procedures and regulations associated with the running of the SPBNDT as determined by The Board in terms of Section 8.2.a and includes detail regarding the Grades of Membership.
Constitution	this constitution, as amended from time to time.
Chairman	the Chairman of the SPBNDT elected in terms of Section 7.
Vice-Chairman	the Vice- Chairman of the SPBNDT elected in terms of Section 7.
Board	the governing body of the SPBNDT consisting of members elected and co-opted to the Board from time to time in terms of Section 7.
General assembly	annual general meeting or an extraordinary general meeting of the SPBNDT.
Member	a member of the SPBNDT qualifying as such in terms of section 6 and admitted and registered as such in the register of members of the SPBNDT and includes a natural as well as a legal person.
Month	a calendar month
Member in good standing	a member who has paid the current annual subscription, and whose membership is not suspended, whether pending the outcome of disciplinary proceedings or otherwise.
NDT	Non-Destructive Testing.

Office	the registered office of the SPBNDDT.
Person	a natural person, and includes, except where the contrary is indicated, a legal person, whether incorporated in terms of an act or not.
SAINT	South African Institute of NDT, the parent body of SPBNDDT.
SPBNDDT	SAINT Professional Body for NDT, being a voluntary association not for gain.
Secretariat and Staff members	persons in the employ of the SPBNDDT responsible for the administrative affairs of the Body and operating under the direction of the Chairman.
Singular	any reference to the singular includes the plural and vice versa;
Natural Person	any reference to natural persons includes legal persons and vice versa;
Gender	any reference to a gender includes the other genders.

3. Legal Persona

The SAINT Professional Body for NDT is a separate legal entity included as a sub-group of the South African Institute for Non-Destructive Testing (SAINT).

In this context, the affairs of the aforesaid body shall be governed in terms of this Constitution and relevant By-laws.

The Professional Body is registered as a PBO (Public Benefit Organisation) with perpetual succession capable of suing and being sued in its own name and performing such acts as are necessary for or incidental to the achievements of its objectives and the exercise of its powers or the performance of its functions and duties under this Constitution or under any statute of the Republic of South Africa.

Three (3) Directors are the fiduciary in relation to the Body and are obliged to display the utmost good faith towards the Body and in their dealings on its behalf.

4. Objectives

4.1 The SPBNDDT shall be –

- a. A voluntary Legal entity of persons;
- b. An independent body not for gain, bearing rights and obligations independently of its members and with perpetual succession;
- c. Founded for the objectives and with the powers and authorities set out in this constitution;
- d. Capable of suing and being sued and instituting, conducting or opposing any legal or other proceedings in any court or tribunal, and shall be represented in such action by the Board or any other person or persons duly authorised by the Board;
- e. This constitution shall supersede any prior constitution of the Body with effect from the date of its adoption by the General Assembly.

4.2 The main object of the SPBNDDT, which shall be strictly pursued in public interest and not for pecuniary gain for its members, shall be to confer a title and status of Professional Designation in recognition of a person's expertise and/or right to practice in the occupational field of Non-Destructive Testing in South Africa, and without derogating from the generality of the aforesaid, in particular to:

4.2.1 Provide

- a. Provide Professional Designations to those with the required qualifications.
- b. Provide forums and media through which experience with, and knowledge of NDT and its control may be reported, discussed and published.

4.2.2 Recognise

Recognise merit and make awards to persons who make a meaningful and significant contribution to NDT.

4.2.3 Encourage

Encourage the provision of adequate training facilities for workers in the field of NDT.

4.3 Fundamental Principle

The SPBNDDT is committed to ethical practice in all its business dealings and actions. All members, Board members, staff members and persons acting on behalf of the Body, or employed or contracted by the Body, are required to act in an ethical and professional manner, thereby upholding the core value of integrity. Any person failing to abide by the requirements of the Fundamental Principle may be subject to disciplinary action, or termination of their association with, or membership with the body or termination of any contract with the body.

5 Powers

5.1 Specific Powers

Subject to the special provisions set out in clause 5.2 below, the SPBNDDT shall have all powers to do such things as may be necessary, incidental or conducive to the attainment of the objectives of the Body, and without derogating from the generality of the foregoing, shall have the following specific powers:

- a. To solicit and receive subscriptions, donations, aid and subsidies;
- b. To generate funds through membership and the rendering of Continued Professional Development (CPD), and participating in or arranging conferences, seminars, symposiums and such like;
- c. To deal with movable and immovable property in any way, including by way of purchase, sale, lease, hire or exchange;
- d. To borrow or lend any amount of money and to secure the repayment of such money in such manner as the Body may deem fit, including by way of mortgage or pledge;
- e. To invest its funds in any manner it deems fit and to open and operate banking and saving accounts in its own name;
- f. To employ, discharge, remunerate and arrange the conditions of employment of personnel, provided that all remuneration shall be reasonable and fair;
- g. To employ, remunerate and discharge professionals, advisers, lecturers and agents, provided that all remuneration shall be reasonable and fair;
- h. To institute, defend, settle, compromise or discontinue any legal or other proceedings in the name of or against the SPBNDDT;
- i. To enter into any contract and take over the assets, liabilities and operations of associations or bodies having similar objectives as those of the SPBNDDT;
- j. 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 the SPBNDDT and to transfer all or any part of the property, assets or liabilities of the Body 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 the SPBNDDT;
- k. To promote any other company or body for any purpose which is directly or indirectly calculated to benefit the SPBNDDT;

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- l. 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 Body;
- m. To take action by process of law or otherwise which the Board may deem advisable in the interest of the Body and to pay the expenses related thereto;
- n. To make, amend and repeal rules and bye-laws for the orderly conduct of the business and affairs of the Body and the regulation of its organisational relationships;
- o. 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;
- p. To publicise the objectives of the Body.

5.2 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 the SPBNDT:

- a. The activities of the SPBNDT shall be carried on in a non-profit manner and in public interest and with any surplus funds generated, reinvested over time, to achieve the objectives of the SPBNDT as per Section 4 of this constitution.
- b. No activity of the SPBNDT shall be intended to directly or indirectly promote the economic self-interest of any fiduciary or employee of the body, otherwise than by way of reasonable remuneration payable to that fiduciary or employee.
- c. The income and property of the SPBNDT 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 Body or members of the Board; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration or reimbursement to any officer or servant of the Body or to any member thereof in return for any service actually rendered or goods supplied to the Body.
- d. Upon its winding up, de registration or dissolution, the assets of the SPBNDT remaining after the satisfaction of all its liabilities shall be given or transferred to any one or more public benefit organisations in the Republic of South Africa having similar objectives as the Body as may be determined by the members of the Body at or before the time of dissolution or, failing such determination, by the Court.
- e. The SPBNDT shall submit to the Commissioner for the South African Revenue Service a copy of this and any amendment to this Constitution.
- f. The three Directors shall accept the fiduciary responsibility of the SPBNDT in terms of Section 30(3) (b) (i) of the Income Tax Act.

6 Membership and Termination

6.1 Membership

6.1.1 Eligibility

- a. Membership of the SPBNDT is voluntary and shall be open to any person who subscribes to the objectives and fundamental principles of the body as set out in Section 4 of the Constitution and who has paid the annual subscription fee as determined by The Board.
- b. The SPBNDT adheres to principles of fairness and due process and endorses the principles of equal opportunity. It shall not discriminate or deny opportunity to anyone on the grounds of national or ethnic origin, gender, age, religion, marital status, sexual orientation, or disability.
- c. An applicant shall be expected to subscribe to the Constitution and to the Code of Conduct.

6.2 Notices

- a. Every member shall timeously notify the Secretariat of any change of contact details, failing which; he shall be deemed to have waived service of any notices and or publications.
- b. Any notice sent by post or electronically shall be deemed to have been served the day following that of sending to the members contact details as recorded on the Body's register.
- c. The accidental omission to serve notice upon a member shall not invalidate the proceedings of any meeting or of any resolutions taken thereat.

6.3 Termination of Membership

- a. 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 The Board declining to renew membership as per Section 6.1.1.d or upon failure to pay the relevant membership subscription as determined by The Board in terms of Section 6.1.3b and thereafter upon failure to make such payment pursuant to written demand therefor by the SPBNDDT, and without the Board furnishing further reasons.
- b. Any member may resign as a member by giving written notice to the Board.
- c. The Board may terminate or suspend membership of any member, for serious infringement of the fundamental principles of the SPBNDDT 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 Body by the Board, after giving the member concerned a fair written notice of all charges and a fair opportunity to present the member's case to the Board.
- d. Upon suspension or termination of membership or refusal to renew membership, a member who holds any office in the SPBNDDT shall vacate such office, or in the case of suspension until such suspension is uplifted.
- e. The Board shall have the power to reinstate a member whose membership has been terminated, on such terms or conditions as it may deem fit.
- f. 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 Body for any subscription or other debt due to the Body, but which remains unpaid.

7 General Assembly

7.1 Authority

- a. The General Assembly shall be the highest authority of the SPBNDDT, and is vested with the ultimate control thereof. The General Assembly shall determine the general policy and the primary direction of the Body and in particular shall have control over any changes, alterations or amendments to the Constitution or winding up of the body.
- b. The Board shall represent the SPBNDDT when the General Assembly is not in session.

7.2 Annual General Meeting

- a. The General Assembly shall meet for the annual general meeting of the SPBNDDT at least once in each year within a period of not more than three (3) months after the end of each financial year of the Body. The time, date and place of such meeting shall be determined by the Chairman in consultation with the Board.
- b. The business of the General Assembly when meeting as the annual general meeting of the Body shall include:
 - i. the receipt and confirmation of the annual financial report of the SPBNDDT and presentation of the financial report of the auditors of the Body by the Honorary Treasurer; the annual report by the Chairman of the Body's affairs, achievements over the past year and goals for the coming year and;

- ii. setting the annual subscription fees;
- iii. the discussion of any special business of which notice shall have been given to the Honorary Secretary at least twenty one (21) days before the date of the annual general meeting;
- iv. the appointment of auditors to the SPBNDDT;
- v. the confirmation of the elected officers and the relevant members of the Board appointed in terms of Section 8 of the Constitution.

7.3 Notices

- a. Notice of the Annual General Meeting shall be dispatched to members electronically, unless specifically requested otherwise, not less than twenty one (21) clear days prior to the date decided for such meeting. The notice of meeting shall include all items on the Agenda for the meeting.
- b. A general meeting shall, notwithstanding the fact that it is called by shorter notice than that specified in this section, be deemed to have been duly called if it is so agreed by a quorum of voting members of the General Assembly, having 25% of all votes exercisable at the General Assembly.

7.4 Procedures at General Meetings

- a. The General Assembly shall regulate its meetings as it deems fit and, subject to the provisions of this Constitution in regard to the quorum for the passing of special resolutions, may determine the quorum necessary for the due constitution of a meeting and the transaction of business thereat. Unless so determined, not less than twenty (20) voting members in good standing shall form a quorum at an Annual General Meeting. If at any meeting a quorum is not present, the meeting shall stand adjourned to the same place and time one week later, and the members then present shall be deemed to form a quorum.
- b. The Chairman or in his absence, a Vice-Chairman, shall preside at the Annual General Meeting, and the Chairman shall have an ordinary and casting vote.
- c. Except as otherwise provided for in the Constitution, motions shall be decided by majority vote on a show of hands. Only members in good standing shall be entitled to vote.
- d. Suitably signed postal and proxy votes, shall be allowed at all general meetings.
- e. At an Annual General Meeting, each Member shall be entitled to one vote.
- f. The Board shall cause Minutes to be kept of the proceedings of each Annual General Meeting of the Body. The Minutes of any meeting signed by the Chairman of the meeting, or of a next succeeding meeting, shall be conclusive evidence of the transactions recorded in such Minutes. Minutes shall be distributed to all members prior to or at the next Annual General Meeting.

7.5 Extraordinary General Meetings and Requisitioned Meetings

- a. An Extraordinary General Meeting of the SPBNDDT may be convened at any time by the Board, for the transaction of such business as may be determined by The Board, or at the request of not less than twenty (20) members who shall notify the Honorary Secretary in writing, stating the purpose of the meeting, which shall be to transact some business which by virtue of the provisions of this constitution is required or permitted to be transacted by the General Assembly (a requisitioned general meeting). An Extraordinary General Meeting shall be called within thirty (30) days of receipt of such request, and with at least twenty one (21) days' notice prior to such a meeting.
- b. Not less than twenty (20) voting members in good standing shall form a quorum at an Extraordinary General Meeting. In the event of a quorum not being present at the Extraordinary General Meeting, the meeting shall be rescheduled. In the event of a quorum not being present at a requisitioned general meeting, the meeting shall be abandoned.
- c. All other procedural matters shall be the same as those laid down for Annual General Meetings.

8 Board

8.1 Composition of the Board

The Board shall consist of the following:

- Eight (8) ordinary members making up the following structure:
 - Chairman;
 - Vice-Chairman;
 - Honorary Secretary and Treasurer;
 - Designation Committee Chairman;
 - Complaints and Appeals Committee Chairman;
 - Three (3) Regional Representatives.
- SPBNBDT Manager

8.2 Appointment of the Board

8.2.1 Members of the Board

- a. Members of the Board are appointed by the SAINT Council.
- b. Any vacancy on the Board caused by the death, resignation, dismissal or defection of any member, shall be filled by an appointee of the SAINT Council, who shall serve out the remaining term of office of the member he replaces.
- c. All members of the Board shall normally serve for a period of two years. They shall be eligible for re-election.

8.2.2 Co-opted members of the Board

- a. The Board is empowered to co-opt, from among the Members, a maximum of three additional members.
- b. Co-opted members shall not have Board votes.
- c. Co-opted members may hold office if so elected by the Board.
- d. Co-opted members shall automatically retire from Council at the Annual General Meeting following their co-option.
- e. The Board may nominate a representative of any kindred organisation as determined by the Board, to serve on the Board or attend its meetings as non-voting visitors.

8.2.3 The Manager

The manager is an employee therefore is not elected.

8.3 Executive of Board

The Executive shall consist of the following Officers;

- Chairman;
- Vice-Chairman;
- Honorary Secretary and Treasurer;
- Manager.

8.4 Board Members

8.4.1 Eligibility of Board Members

Only members in good standing, of SAINT shall be eligible for appointment to Board.

8.4.2 Co-Option

Additional members may be co-opted in terms of Section 8.2.2, which co-opting may take place by unanimous vote of Board for such period as deemed necessary.

8.4.3 Term of Office for Board Members

The eight (8) Board members shall hold office for two (2) years, but they shall be eligible for re-appointment if no other candidates are available.

8.4.4 Vacancies

The SAINT Council shall have the power to fill any casual vacancy on the Board.

8.5 Termination of Board Membership

8.5.1 Attendance of Meetings

If an appointed Board member fails to attend at least 50% of scheduled Board meetings in a 12 month period, their membership of Board may be terminated by majority vote of the Board. A member of Board who has been absent from two consecutive meetings without an acceptable, preceding apology shall be considered to have tendered his resignation.

8.5.2 Resignation

Any Board Member may resign in writing.

8.5.3 Breach of Code of Conduct

If any Board Member is found by a majority of his fellow Board members in a ballot to be in breach of the Code of Conduct and Fundamental Principles or generally accepted ethical values, his membership of Board will be terminated, after giving the Board member concerned a fair written notice of all charges and a fair opportunity to present his case to the Board. In hearing the evidence the Board will be required to strictly uphold their duties under the Code of Conduct in the exercise of this discretionary power.

8.6 Election of Executive Committee

8.6.1 The Chairman

The Chairman shall be elected by the new Board, from its ordinary Members, a meeting before the Annual General Meeting and take office immediately after the annual general meeting.

- a. No member shall be elected to the office of Chairman unless he has served on the Board for at least the preceding term.
- b. The Chairman shall hold office for two years and be eligible for re-election, but not for a period exceeding two consecutive terms.
- c. The Chairman or, in his absence, the Vice-Chairman shall be ex officio a member of all committees formed.

8.6.2 The Vice Chairman

The Vice Chairman shall be elected by the new Board, from its ordinary Members, at a meeting before the Annual General Meeting.

- a. No member shall be elected to the office of Vice Chairman unless he has served on the Board for at least the preceding term.

- b. The Vice Chairman shall hold office for two years and be eligible for re-election, but not for a period exceeding two consecutive terms.

8.6.3 The Honorary Secretary and Treasurer

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

- a. The Honorary Secretary and Treasurer shall be an Individual or SAINT Honorary Member.
- b. The Honorary Secretary and Treasurer shall hold office for two (2) years and be eligible for re-election.

8.6.4 The Manager

The manager is an employee therefore is not elected.

8.7 Fiduciary

Three (3) Directors are elected by SAINT and appointed to satisfy regulatory requirements of SARS.

9 Powers and Duties of the Board

- a. The Board shall be responsible for the management of the affairs of the SPBNDT and for implementing the general policy and the directives laid down by the General Assembly. It shall exercise all such powers and functions as are not, by this constitution, required to be exercised by the General Assembly, subject however to the provisions of this constitution and such regulations as may be prescribed by the General Assembly, provided that no regulation adopted by the General Assembly shall invalidate any prior act of the Board which would have been valid if that regulation had not been adopted. The Board shall be responsible to and shall report to the General Assembly.
- b. In particular, but without limiting the generality of its functions, the Board shall have the following specific functions, namely:
 - i. to make, amend and repeal bye-laws and regulations in relation to the business and affairs of the Body, including the determination of member subscription rates and consultant fees, employees remuneration, and to provide financial support for kindred organisations, provide and determine bursaries, scholarships or grants and to prescribe the rules and procedures relating to the execution of the activities to achieve the Body's objectives and duties, and to approve funding of the functions and decisions of the Board and any subordinate organs of the body, provided that such regulations, rules and procedures shall not be in conflict with the constitution or any bye-laws or regulations prescribed by the General Assembly;
 - ii. to appoint any office employees, agents, contractors, lecturers and consultants of the Body, including where necessary, any administrative managers and secretaries, and to settle the terms of their appointment and to terminate their services in appropriate circumstances;
 - iii. to prepare and approve the budget of the SPBNDT;
 - iv. to appoint such standing and/or ad hoc committees as may be deemed necessary by it, including technical committees and regional representatives on such basis and with such functions, powers and duties as the Board may determine;
 - v. to appoint the SPBNDT's delegations to represent the Body at national and international events that the Body may attend;
 - vi. to submit, for the consideration of the General Assembly, an annual report on the affairs and activities of the SPBNDT and of its activities;
 - vii. to appoint, and when necessary replace, bankers, accountants, auditors and legal advisers to the Professional Body;
 - viii. to purchase, rent or furnish suitable premises for the use of the Body;

- ix. to establish trust funds to further the objectives of the body. Where a trust fund is established and trustees are appointed for the purpose of such trust, the Board may appoint and remove such trustees under such terms and conditions as it may determine.
- c. The Board shall have the power to delegate such of its powers and functions as it may deem fit to the Office Bearers (acting as executive committee) or any individual Board Member, or Regional Representative, or any other sub-committee or interest groups comprising members, and to revoke or vary such delegation at any time.

Such committee or individual shall operate within such budgetary allowances and constraints and such procedural rules as shall be determined by the Board. No resolution of any such committee or individual shall bind the Body without the specific authority of the Board,
- d. The Chairman shall have the right ex officio to attend any meeting of any committee so appointed.
- e. The Board shall not be entitled to decide questions at variance with existing policy of the Body, but shall nonetheless be empowered to act on behalf of the General Assembly in an emergency or at times when the General Assembly is not in session. In such event, the Board shall report on its actions and the reasons therefor as soon as possible to the General Assembly.
- f. All financial matters pertaining to the activities of the SPBNDT, including its Regions, Interest Groups, Affiliated non-profit organisations and Committees shall at all times remain under the control of the SPBNDT's Honorary Treasurer, whose actions shall be governed by the Board.

10 Board Meetings

The same procedural rules for Board meetings shall apply to regional committees of the SPBNDT.

- a. The Board may meet and adjourn and otherwise regulate its ordinary meetings as it shall deem fit, provided that it shall meet at least four (4) times in every year.
- b. Six (6) members of the Board shall constitute a quorum at all Board Meetings.

The business tabled at an ordinary meeting at which a quorum was not present, has to be circulated to be dealt with via written resolution or be re-tabled at the next Board meeting.

Alternatively to section 9.a, within the discretion of the Chairman, if at any ordinary Board meeting a quorum is not present, the meeting shall stand adjourned to the same place and time seven (7) days later or twenty one (21) days later, and its members then present shall be deemed a quorum.
- c. An Extraordinary Meeting of the Board shall be convened at any time by the Chairman or upon the request of three (3) Board Members; but should a quorum not be present, the meeting shall be abandoned and rescheduled.
- d. An Extraordinary Meeting shall be held within twenty one (21) days of receipt by the Honorary Secretary of a request for such a meeting signed by not less than three (3) members of the Board clearly stating their reasons for calling such a meeting.
- e. The agenda and attachments for Board Meetings other than an Extraordinary Meeting shall be forwarded to Board Members at least seven (7) days prior to such meetings.
- f. Each Board member shall have one vote. The Chairman shall have an ordinary and a casting vote.
- g. Motions shall be decided by a show of hands unless at least three (3) members of the Board request a ballot which shall be taken immediately.
- h. At all meetings of the Board, the Chairman shall preside as Chairman, or in his absence the Vice-Chairman. In the absence of the Chairman and Vice-Chairman, a Chairman shall be elected from amongst the members of the Board present.
- i. The Board shall cause Minutes to be kept of the proceedings of all meetings of the Board.

- j. Board meetings are confidential. The Minutes of any meeting signed by the Chairman of the meeting, or the Chairman of the next succeeding meeting, shall be conclusive evidence of the transactions recorded in such Minutes. Minutes shall be distributed to all Board members prior to a subsequent meeting and these Minutes are strictly confidential. Certified excerpts from the minutes may only be distributed with the approval and under the direction of the Chairman.

Likewise regional committees and sub committees of the SPBNDT shall keep minutes of meetings and forward these regularly to the Board, addressed for the attention of the Chairman.

11 Office Bearers

The Office Bearers shall be the Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer, SPBNDT Manager. The Office Bearers are collectively known as the Executive Committee, which Committee is vested with such power and authority as delegated to them by Board to manage, conduct, operate and carry out the day to day activities of the SPBNDT in the normal course of the business.

The Office Bearers shall serve in their respective capacity for two (2) years only, but shall be immediately eligible for re-election to the same or another office, providing that no person shall hold the office of the Chairman for more than two consecutive terms.

11.1 Eligibility of Office Bearers

- a. No person shall be eligible for election as SPBNDT Chairman unless he has served a term as Vice-Chairman and has been a member of Board for the two (2) preceding years.
- b. No person shall be eligible for election as Vice-Chairman who has not been a member of Board for the two (2) preceding years.

11.2 Election of Office Bearers

- a. Board shall elect the Office Bearers for the ensuing year, before the next Annual General Meeting.
- b. The existing Office Bearers shall elect the incoming Chairman, by ballot, before every second Annual General meeting, and before the incumbent but outgoing Chairman's term automatically expires.

12 Code of Conduct

- a. All members of Board, its sub-committees and all officials duly appointed by the SPBNDT stand in a fiduciary relationship to the SPBNDT and therefore have the following common law fiduciary duties:
 - i. act in good faith and in the best interest of the Professional Body at all times and prevent any conflict of own interest with the interests of the Body. This means that a member of Board or an official will prevent conflict of interest situations to arise and declare up front any interests in contracts with the Body or activities undertaken for financial gain that may raise a possible conflict of interest, directly or indirectly;
 - ii. act only within the powers vested in them by this Constitution or delegated to them in terms of this Constitution;
 - ii. exercise unfettered discretion in the interest of the Body, act fairly and impartially in the performance of their functions and at no time afford any undue preferential treatment to any group or individual or unfairly discriminate against any group or individual;
 - iii. act with the necessary degree of care, skill and diligence that may reasonably be expected of a Board member and a Professional in the NDT industry.
- b. All members of Board and their delegates (Committee Members or officials) undertake to base their governance of the Body on the following four ethical values:

Responsibility: Board assumes responsibility for the assets and actions of the Body and is willing to take corrective actions to keep the Body on a strategic path that is ethical and sustainable and in accordance with its objectives;

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- Accountability: Board shall be able to justify its decisions and actions to its members and other stakeholders;
- Fairness: Board will ensure that it gives fair consideration to the legitimate interests and expectations of all stakeholders in the Body;
- Transparency: Board will disclose information in a manner that enables stakeholders to make an informed assessment of the Body's performance of its objectives and its sustainability.

- c. Every Board Member, sub-committee member and official shall be required to sign the Code of Conduct on joining the Board, sub-committee or office.

13 Financial Provisions

- a. The financial year of the Body shall commence on the 1st day of September of each year, and shall terminate on the last day of August of the year following.
- b. In respect of any operations of the Body, whether such operations are carried out by any member of the Board or by any official of the Body, the final authority and responsibility in all matters relating to finance and contractual arrangements shall rest with the Board, which shall operate within a budget approved by the Board.
- c. All property, funds or other assets owned, vested in, held or acquired or received by the Body shall be held, controlled and administered by the Board in accordance with the objectives of the Body, the policies determined by the General Assembly and the provisions of this constitution, subject, however, to the terms and conditions under which they are owned, vested in, held or acquired by the Body.
- d. All membership subscriptions and all other funds generated by or donated to the Body shall be deposited and maintained in a bank account under the control of the Board, to be spent or otherwise disposed of strictly in accordance with the Objectives described in Section 4 and Powers described in section 5, as well as budgets approved in terms of Section 9 of the Constitution. All monies due by the Body shall be paid by electronic payment or cheque and released/signed by any two of the approved signatories nominated by the Board, provided that there is no conflict of interest.
- e. No member of the Body or any member of Board may be remunerated for attending any Board meetings, committee meeting, subcommittee meeting or Body function. Notwithstanding the aforementioned, the Board may remunerate members of the Body, including Board members, employed or appointed in terms of Section 9 for specific pre-agreed tasks such as lecturing, course administration, course development and other specific tasks, provided that a fair and transparent selection process was followed and that such resultant remuneration will be in accordance with the remuneration guidelines set by Board from time to time as described in (Annexure B to the Bye-Laws).
- f. The Board shall ensure that such accounting records and books of account are kept as are necessary fairly to present, in conformity with generally accepted accounting practice, the state of affairs and activities of the Body, and to explain the transactions and financial position of the Body, and at the discretion of the Board, appoint an accountant to achieve the requirements of Section 13.f.
- g. The Board shall cause to be prepared and laid before the annual general meeting of the Body the annual financial statements of the Body. The annual financial statements shall be prepared in accordance with International Financial Reporting Standards (IFRS) for small and medium enterprises.
- h. An auditor shall be appointed to the Body in terms of Section 7.2.b who shall audit the financial statements of the Body at least once per year. The auditor shall be registered with the independent Regulatory Board of Auditors in South Africa in terms of the Auditing Profession Act.
- i. Notice of the Annual General Meeting (AGM) and the agenda items shall be made available, at least twenty one (21) days prior to such meeting to all members. The Audited Financial Statements (AFS) shall be available at least twenty one (21) days prior to the AGM, to any member requesting a copy, and the AFS shall also be available for distribution at an annual general meeting, along with any other relevant information, pertaining to items on the agenda to be discussed at that annual general meeting.
- j. Daily EFT banking to be done by the Manager or Administrative Secretary and approved at the next Board Meetings. Expenses exceeding R5000.00, to be approved by 2 members of the executive Board, via electronic mail.
- k. The liabilities of members of the SPBNDT are limited to any unpaid fees and subscriptions.

14 Dispute Resolution

- a. Should any dispute with regard to any matter arising from or in connection with this Constitution, including (but without prejudice to the generality of the foregoing) any dispute over the interpretation or implementation of any of the provisions of this Constitution arise between the Body and any member, such dispute shall be referred to a Senior Counsel or a retired Judge appointed by the Board.
- b. The Senior Counsel or retired Judge appointed in terms of Section 14.a.
 - i. shall act as an expert and not as an arbitrator;
 - ii. shall be entitled to dispense with the normal rules of evidence in determining the dispute in question;
 - iii. shall be entitled to determine the manner and form in which the dispute shall be submitted to him or her;
 - iv. shall be entitled to seek payment and pay for independent advice, and ask for a deposit payable in advance against costs, from the member who is the plaintiff in the dispute;
 - v. and such Senior Board or retired Judge's determination, including any determination regarding the liability of the party (ies) to the dispute for the payment of fees, costs and disbursements incurred in the determination of the dispute, which determination may include a deposit against costs which may be required in advance from a party (ies), shall be final and binding on all parties.

15 Confidentiality

Every member of the SPBNDT may be required, before entering upon his duties as a member of any duly constituted organisational structure or Committee of the Body, or the Board, to sign a declaration pledging himself to observe strict confidentiality regarding all transactions of such structure or Committee and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except, when required to do so by the Board or a Court of law, and except so far as may be necessary, on order to comply with any of the provisions of this Constitution contained. This proviso will not apply to any information or knowledge which is in the public domain.

16 Indemnity

Each member of Board shall be accountable only in respect of his own acts, and shall not be held accountable for any acts done or authorized to which he shall not have expressly assented, (his dissent and reasons therefore being recorded) and no member of the Board shall incur any personal liability in respect of loss or damage incurred by the Body through any act, matter or thing done or authorized by him in good faith for the benefit of the Body, although in excess of his legal power.

17 Dissolution or Winding Up

- a. In order to wind up and dissolve the SPBNDT, the vote of a least two-thirds of the members present shall be requisite, such vote to be taken at a Special General Meeting duly called, the notice for which sets out the objectives of such meeting. The Board shall decide on the distribution of any surplus assets, but the nature of such distribution is to be made known to members of the Body before any vote on winding up is taken.
- b. On winding up or dissolution of the SPBNDT the restrictions of Section 5.2.d. shall apply. After the satisfaction of all debts and liabilities any income or property whatsoever, shall not be paid to or distributed among the members of the Body, but shall be given or transferred to some other organisation(s) having objectives similar to the objectives of the Body, and which shall prohibit the distribution of its or their income and property among its members, such organisation(s) to be determined by the members of the Board at or before the time of dissolution.

18 Decision on the Meaning Rules

If any doubt shall arise as to the proper meaning of any paragraph or section of this Constitution, the annexures and bye-laws, the decision of the Board thereon shall be final and conclusive, provided such decision is recorded in the Minutes of the proceedings of the Board.

19 Alterations to the Constitution

- a. Proposed alterations to the Constitution shall first be approved by a two-thirds vote of Board prior to being presented to the General Assembly for adoption as per Section 7.1.a.
- b. Alterations to the Constitution shall require approval by a two-thirds vote of the members present at an Annual General Meeting or at an Extraordinary Meeting called for that purpose.
- c. Notice of the meeting at which amendments to the constitution will be voted upon, shall include the exact wording of the proposed alteration(s), together with a statement giving reasons for, and the effect of such alteration(s), and any member of the Body shall have reasonable access to the original and amended version of the constitution or can request the Honorary Secretary to email or fax, or make available copies in the the twenty one (21) days preceding such a meeting.

20 Commencement and Transitional Arrangements

This constitution shall be deemed to have come into operation on the date of the Annual General Assembly or Extraordinary Meeting at which it is adopted by the members of the Body.

21 By-Laws

- a. The Board 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 Body.
- b. Such By-laws may at any time be added to, repealed or amended by Board, provided that notice of the intention to move any such change to the By-laws, is included in the notice convening the Board meeting concerned, and provided further, that not less than two thirds of the voting members of the Board present vote in favour of such change.
- c. All members shall be notified within fourteen (14) days of any alterations to the By-laws affected by the Board.

SAINT PROFESSIONAL BODY FOR NDT

BY-LAWS

1 Membership

1.1 Membership Classes

The membership of the Professional Body will comprise of the following single class:

Affiliate Member

A non-designated person who has an interest in the South African NDT industry or is engaged in NDT activities, possesses knowledge and / or practical experience which qualifies the candidate, to cooperate with skills development providers, in the advancement of their knowledge and practical experience, allowing him / her through a progression pathway to achieve Individual Member status.

1.2 Membership Grades

Members are divided into the following grades:

1.2.1 Designated Member

A professionally designated person in terms of the NQF Act (Act 67 of 2008).

Designated members are further divided into the following designation grades:

- a. Operator (Level 1);
- b. Technician (Level 2);
- c. Technologist (Level 3, Administrative or Operational).

Designation grades are further divided into specialisations:

a.	Method	ET	MT	PT	RT	UT	VT
b.	Level	1	2	3	Responsible 3		
c.	Type	Administrative			Operational		
d.	End User	As required					

1.2.1 Academic Member

A non-designated person, with applicable Tertiary degree, either in applied sciences or engineering, and who is engaged in NDT activities such as education, research, design, manufacture, implementation and evaluation of appropriate methods, techniques or systems related to inspection, qualification, certification and engineering of NDT.

1.2.2 Qualification and Certification Member

Companies and organisations authorised / recognised by the Professional Body to provide Training, Examination / Assessment and Certification to NDT personnel in accordance with ISO 9712.

Qualification & Certification Members are further divided into the following qualification & Certification grades:

- a. National Certification and Qualification Body;
- b. Authorised Training Body (Third party qualification scheme in accordance with ISO 9712).

2 Election to Membership

2.1 Application

Application for Membership and grade of membership as provided for in the Constitution shall be made on line via the SPBNDDT web site.

3 Register of Names

- a. A register of the names, addresses and qualifications of all Members shall be kept by the Registrar and this register shall be made available to Members from time to time, as the Board may direct.

The register shall reflect all the Classes, Grades with Specialisation of membership.

- b. It shall be incumbent upon all Members of all classes and grades to notify the registrar 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.
- c. A notice dispatched by hand or through the post to the address last registered with the SPBNDDT shall be deemed to have been duly served on the Member.

4 Membership Subscriptions

- a. Annual subscription and entrance fees for all grades of Members shall be determined by Board and may, at the discretion of Board, be reviewed from time to time for approval at a General Meeting, as required by clause 7.2 of the Constitution.
- b. Membership subscriptions shall be due on the anniversary of the previous membership period.
- c. The privileges of any Member whose subscriptions are not paid within sixty (60) days of due date shall automatically lapse.
- d. Where privileges or membership have lapsed, Board may affect full reinstatements of privileges and/or membership upon payment of all subscriptions due and any penalties which may, at the discretion of Board, be levied.
- e. There shall be no refund of subscriptions, either in full or on a pro rata basis, to Members resigning their membership.
- f. Board is empowered, in exceptional circumstances, to reduce or waive the subscriptions due by any Member.
- g. Annexure A contains the annual subscription rates as determined by Board in terms of Section 8.2.a. of the constitution.

5 Membership Rules

- a. No member may make any public statement on behalf of the SPBNDDT, of any sort whatsoever, including press releases and interviews without obtaining SPBNDDT Executive Committee's prior written approval of the nature and wording thereof.
- b. If members have complaints against fellow SPBNDDT members and they have prima facie evidence to support their complaint they must lodge the complaint in the prescribed manner to SPBNDDT.
- c. It is recommended that any request for a SPBNDDT member to assist in any inspection, investigation or audit from anyone whomsoever, including the Department of Labour, be reduced to writing and that the "inspector" is adequately covered with public liability and contractor's all risk insurance. Neither the SPBNDDT nor any of its office bearers accepts responsibility or liability for the action of the individual so contracted.
- d. No member shall accompany or assist any individual, from a Company and / or the Department of Labour in any inspection, investigation or audit without prior written approval from that specific organisation.

6 Rates for Fees

Annexure B contains the standardised rates for lecturing, accommodation, travel and other sundry expenses as determined by Board.

7 Professional Body Manager/Registrar

A Manager shall be appointed by the Body's Board with the following responsibilities and duties:

- a. the overall maintenance of records and data as required by SAQA and the QCTO, and shall also maintain all records and information related to the work of the Designation Committee.
- b. establishing, maintaining and reviewing the quality management system of the Body.
- c. keep abreast of changes in national legislature pertaining to the NQF act and related skills development and informing Board regarding the impact that it might have on its operation.
- d. be familiar with needs of NDT industry and international code / standard requirements and shall ensure that compliance is upheld.
- e. act as the Registrar for membership application and issuance of certificates.

8 Designation Committee

The Designation Committee is appointed in writing by the Body's Board and has the power to review applications for designation and approve or deny all designations awarded to practitioners in accordance with the applicable operational procedures.

9 Complaints and Appeals Committee

The Complaints and Appeals Committee is appointed in writing by the Body's Board and has the power to conduct investigations and report to the Board on complaints and appeals by members.

10 Changes to the By-laws

- a. Any changes to these By-laws shall be in accordance with clause 5.1.n. of the Constitution.
- b. Proposed changes to these By-laws may be submitted to Board for consideration by any three (3) members, with such a proposal to reach the Honorary Secretary not less than forty five (45) days prior to the Board meeting concerned.

Annual Subscription Rates

The annual subscription rates as set by Board at the 2015 Annual General Meeting are tabulated below.

Class	Designation Grade			Total per annum	
Affiliate	R200.00			R200.00	R200.00
Affiliate	R200.00	Operator	(Level 1)	R200.00	R400.00
Affiliate	R200.00	Technician	(Level 2)	R550.00	R750.00
Affiliate	R200.00	Technologist	(Level 3)	R800.00	R1000.00
Affiliate	R200.00	Academic		R550.00	R750.00
Affiliate	R200.00	Corporate			R5000.00

Rates for Fees

TBD