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CERTIFICATION BOARD FOR INSPECTION PERSONNEL

Constitution of Certification Board for Inspection Personnel Incorporated New Zealand (2009)

CBIP™

[Revision 1.0]

The following is the Constitution of the Certification Board for Inspection Personnel Society New Zealand (CBIP) (Incorporated). The CBIP is incorporated under section 4 of the Incorporated Societies Act 1908.

Background

CBIP was formed in the early 1980's in conjunction with the NZNDTA (New Zealand Non Destructive Testing Association), HERA (Heavy Engineering Research Association) and industry with the objective of providing manufacturers, end users of inspection services and regulatory authorities with evidence of competence (certification) of individual inspectors and the individual inspectors with recognition of their competence.

The scope of the personnel certification system incorporates inspection activities defined by the Health and Safety in Employment (Pressure Equipment, Cranes and Passenger Ropeways) Regulations 1999 ("PECPR Regulations"). In addition it covers inspection activities during the fabrication, manufacturing and maintenance (in service) functions in the traditional NDT (Non-Destructive Testing) disciplines ultrasonic, radiography and penetrant inspection but also visual inspection for welding and coatings and covering selected product categories not covered in the PECPR Regulations such as Lifts and Elevated Work Platforms. .

The Secretary of Labour has recognised CBIP as a Qualification Issuing Agency ("QIA") for inspection personnel in New Zealand under the PECPR Regulations. Under the PECPR Regulations a QIA must issue a certificate of competence after a determination by examination, assessment or otherwise that the person has the knowledge, training, skills and experience to competently perform every activity that the holder of the certificate of competence would be expected to perform.

The activities of CBIP are managed by a combination of elected Governance Board members and appointed committees.

It is recognised that this constitution is an interim solution to enable CBIP to carry out the necessary restructuring of its Governance Board and practices to allow CBIP to move forward in obtaining ISO accreditation and to ensure compliance with necessary industry standards. The international standard ISO/IEC17024 is a globally accepted benchmark for organisations operating certification of persons and specifies requirements which ensure that certification bodies operating certification schemes operate in a consistent, comparable and reliable manner. All previous constitutional documents and memorandums of understanding are revoked.

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1 Name

The name of the incorporated society shall be the “Certification Board for Inspection Personnel New Zealand (CBIPNZ) (Incorporated)” referred to in this Constitution as “the Society”.

2 Registered Office

The registered office of CBIP the Society shall be at such place as determined from time to time by the Governance Board established under this Constitution. Details must be lodged with the Registrar in accordance with section 18 of the Incorporated Societies Act 1908.

3 Definitions

Associate member is a stakeholder who is not a certificate holder and who has been approved as an associate member in accordance with section 6.2.

Confidential information is any information which may provide an advantage to a competitor or potential competitor or that may provide an advantage to a candidate to undergo CBIP certification. Confidential information includes examination data, business strategies and developments, personal data related to members and matters covered by the Securities Amendment Act 1988.

Governance Board is the board elected by Society members pursuant to section 7 to govern the Society in accordance with this constitution.

Member is a person who holds one or more current Society certificates and who has been approved as a member in accordance with section 6.1

Observer is a person who may attend a Society Governance Board meeting with permission from the Chairman or attend an AGM or SGM as a nonvoting participant.

Portfolios found within the Society are areas of responsibilities assigned to Governance Board members

Quality Procedures Manual (“QPM”) consists of operational procedures and practices

Rules referred to in this document are located in the QPM and SOPs.

Standards of Proficiency (“SOP”) specified for Society inspection activities.

Stakeholders are persons, groups, organisations and any government departments who affect or can be affected by the society’s actions. Stakeholders include, in particular, the members of the inspection industry and owners, fabricators and users of equipment subject to inspections by Society members.

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4 Objectives

The objectives of the Society include but are not limited to the following:

- (a) Provide a comprehensive competency based personnel certification service to NZ and overseas authorities and to industry, in accordance with international accreditation and standards assuring industry and regulatory authorities that the equipment and products inspected by those inspectors is safe, including:
 - i. Defining classes of personnel certification, and competency assessment requirements for each class of certification
 - ii. Certifying candidates who meet the certification requirements;
 - iii. Taking appropriate steps to ensure continuing competence of certificate holders, including (but not limited to) performance monitoring, continued professional development and monitoring of professional conduct.
- (b) Minimise technical barriers to trade with overseas jurisdictions
- (c) Maintain robust processes to ensure high quality services that are transparent, fair, ethical and cost effective
- (d) Take a public position on matters of concern to the Society and its stakeholders, including making submissions and providing advice to Government and Government agencies as appropriate.
- (e) At all times to act on behalf of, and in the interests of the Society and its stakeholders.

5 Powers

To further these objectives, the Society through its Governance Board has the authority to:

- (a) Set and receive subscriptions, fees, grants and funds;
- (b) Employ staff and engage the services of appropriate people and organisations to assist and advise the Society;
- (c) Join, contract, engage or make arrangements with any other person or organisation;
- (d) Discipline its members, office bearers, and/or other appointed or elected personnel and require corrective action where appropriate;
- (e) Establish committees and delegate its powers to those committees;
- (f) Determine policies, and procedures to effectively administer the Society and maintain them within a Quality Procedure Manual;
- (g) Acquire, sell, lease or otherwise deal with facilities and property as required;
- (h) Be a member, affiliate or be associated in any other way with any organisation which has objectives which are similar, in whole or in part, to the objectives of the Society;
- (i) Develop and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that the Society may consider desirable for the promotion of its objectives;

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- (j) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objectives are similar to those of the Society. with which the Society is authorised to amalgamate or generally for any purpose designed to benefit the Society;
- (k) Expand the scope of competency assessment and certification beyond traditional disciplines covered by Pressure Equipment Cranes and Passenger Ropeways regulations (1999).
- (l) Invest, borrow or advance monies, with or without securities and to execute mortgages over any property of the Society or issue debentures as securities for the repayment of any such monies;
- (m) Perform any other acts or procedures which further the objectives of the Society.

6 Society Membership

Membership classes

6.1 **Member:**

A Member is a person which holds one or more current CBIP certificates and has paid the specified membership fee to cover the administrative efforts provided by the Society, and whose membership has been approved by the Governance Board.

6.2 **Associate Member:**

An Associate Member is a stakeholder such as an inspection organisation, inspection services user, training provider who wishes to be associated with the Society, and whose membership has been approved by the Governance Board. Associated members pay membership fees and in return have the ability to participate in committees, certification activities and generally contribute to the viability of the Society in accordance with rules established under section 6.3.

Criteria for Membership

- 6.3 The Governance Board will determine from time to time the:
 - (a) eligibility criteria and conditions for entry and continued membership of the Society,
 - (b) privileges and obligations applying to each class of membership.
- 6.4 Any resolution pursuant to section 6.3 must be incorporated into the QPM in accordance with section 14 of this Constitution.

Application for Membership

- 6.5 An individual or organisation may apply to the Society to become a member or an associate member. An application must be in writing, accompanied by the membership subscription and any other applicable fees or levy approved by the Governance Board under section 12.1 of this Constitution.

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6.6 All applications are subject to Governance Board approval.

General Conditions of Membership

6.7 A member and an associate member of the Society must recognise the Society as a national certificate issuing agency for New Zealand.

6.8 All members agree to accept and to uphold the Society's Constitution and operational Rules (the Rules are specified in the Society Quality Procedures Manual (QPM) and Standards of Proficiency (SOP).

6.9 Member and associate members may only make or receive any pecuniary gain under or by the activities of the Society in accordance with the Incorporated Societies Act 1908.

Termination of Membership

6.10 A Society member or an associate member may resign by notifying the Governance Board in writing, and must first satisfy all outstanding debts to the Society.

6.11 Membership may be terminated following an investigation into adverse conduct or if subscriptions, levies or fees are not paid pursuant to section 12 of this Constitution. Before such termination can occur, the Society must give the member or associate member seven (7) days notice in writing specifying the payment due and requiring receipt of the payment by the expiry of those seven (7) days.

6.12 Membership ceases upon the death of a member.

Membership Register

6.13 The Governance Board must ensure that a register of all members is kept in accordance with and containing such particulars as are required by the Incorporated Societies Act 1908 and Privacy Act 1993.

6.14 The Governance Board must approve all membership and alterations or removal of members and ensure that the membership register is amended accordingly;

6.15 The Governance Board must also ensure that such other member information is kept as is prescribed in rules made by the Governance Board. Any confidential information will be kept in accordance with legislative requirements.

6.16 Every member must furnish the Society with all required information to enable the membership register and Society's records to be maintained.

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7 Governance Board

Overview:

- 7.1 The Governance Board consists of five persons elected by Society members and associate members to govern the Society in accordance with this constitution. All Governance Board members will be assigned roles as office bearers as provided for in section 7.15.

Powers and Functions

- 7.2 Except for powers and functions reserved to the Society acting in general meeting, or as elsewhere provided by this Constitution, the full and exclusive power of management and control of the Society as noted in section 5, is vested in the Governance Board.
- 7.3 No act or proceeding of the Governance Board, or of any person authorised to act as a member of the Governance Board, shall be invalidated in consequence of there being a vacancy in the membership of the Governance Board at the time of the act or proceeding, or of the subsequent discovery of some defect in the election or appointment of any member of the Governance Board.
- 7.4 If the Governance Board subcontracts work related to certification (e.g. examination) to an external party a properly documented agreement covering the agreement, including confidentiality and prevention of a conflict of interest must be drawn up.

Governance Board Member Nomination

- 7.5 Notification of Governance Board elections must be sent to Society members and associate members no less than 2 months in advance of the Society Annual General Meeting (AGM). Information provided with the notification must include:
- i. the number of vacancies to be filled,
 - ii. the portfolios of the positions that become vacant,
 - iii. the names, CVs and portfolios of continuing members,
 - iv. how and when nominations for vacancies must be submitted.
- 7.6 Nominations for Governance Board members can be made by any member or associate member of the Society. Nominations must be submitted in accordance with requirements contained in the QPM.

Governance Board Member Nomination Screening

- 7.7 Before nominations for Governance Board members are called for, the Governance Board must appoint a Nomination Committee to screen nominations, in accordance with a procedure contained in the QPM. The Nomination Committee must screen all nominations against Governance Board selection criteria contained in the QPM, and make available a list of suitable nominees to the membership for the election process.

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Governance Board Member Election Process

- 7.8 If there are more nominations than vacant positions the Governance Board must be elected from the pool of accepted nominations via a ballot either postal or via the internet of all members and associate members with each member and associate member having one vote. In the case of a draw the position must be filled by a toss of a coin by the Chairman at the AGM following the election, or in the presence of the auditor appointed in accordance with section 11.4.

Governance Board Member Term of Office

- 7.9 Each member of the Governance Board has a term of office of three (3) years and then must retire, but may be available for re-election. The expiry of the three year term occurs automatically at the conclusion of the Annual General Meeting of the third year. The Governance Board must include in the QPM provision for overlapping of Governance Board member terms, to ensure continuity in governance

Governance Board Co-option of members

- 7.10 Additional members may be co-opted by the Governance Board, to draw in additional expertise. The terms of appointment of co-opted members may be specified and/or extended or terminated by the Governance Board, but may not exceed 3 years. Co-opted members may not be reappointed for more than three consecutive terms.
- 7.11 There may be no more than 2 co-opted members at one time.

Governance Board Vacancies during Term of Office

- 7.12 Any vacancy during the term of office of a member of the Governance Board may be filled by appointment by the Governance Board. The appointment terminates at the same time as the term of the vacancy.

Delegation of Attendance

- 7.13 Governance Board members may not delegate their role as a member to another person, but may appoint an observer, in accordance with section 7.14.

Observers

- 7.14 Persons who are not Governance Board members may attend Governance Board meetings as observers, subject to Governance Board approval. Observers may not address meetings except with Governance Board approval. Observers are not entitled to vote at Governance Board meetings.

Note: - Government Departments including the Department of Labour (DOL), Ministry for Economic Development (MED) and the Department of Building and Housing (DBH) are considered to be key stakeholders and where appropriate will

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be invited to attend as observers by the Governance Board Chairman. The Department of Labour may send a representative to attend as an observer.

Office Bearers and Treasurer

- 7.15 The office bearers of the Society are the Governance Board members holding assigned responsibilities:
- i. Governance Board Chairman,
 - ii. Deputy Chairman, and
 - iii. Portfolio holders (*held by all members including the Chairman and Deputy Chairman*)
- 7.16 All office bearers must be elected by the Governance Board.
- 7.17 Portfolios and their assignment to office bearers are defined by the Governance Board in a QPM.
- 7.18 A Secretary and a Treasurer may be appointed, as required, by the Governance Board.

Governance Board Meeting Location and Frequency

- 7.19 The Governance Board must meet at such places and times as it determines (typically four meetings per annum). The Chairman or any three (3) members of the Governance Board may call Governance Board meetings as necessary. The Chairman of Governance Board meetings is the Governance Board Chairman or in their absence, the Deputy Chairman or one of the elected Governance Board Members. Society members may attend Governance Board meetings in accordance with section 7.14.

Quorum

- 7.20 At least 4 members of the Governance Board must be present at a meeting to constitute a quorum.

Governance Board Decision Making

- 7.21 All decisions and resolutions of the Governance Board must be passed by a vote of a majority of Governance Board members present at a Governance Board meeting. Voting may be verbal, by show of hands, or secret ballot (if requested by any Governance Board member present). In the case of a tie the Chairman of the meeting has a casting vote. Proxy votes are not permitted.

Disqualification through Non-Performance

- 7.22 The Governance Board may, by a decision made in accordance with section 7.21, dismiss a member of the Governance Board who:

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- i. is absent for more than one meeting per year without reasonable cause, or
- ii. does not perform their activities or responsibilities, or
- iii. is not constructively contributing.

7.23 Before disqualification occurs the Governance Board member must be notified in writing by the Chairman and required to make improvement. Where reasonable improvement is not made or there are grounds to suspect improvements are not likely to occur, the Governance Board has the authority to disqualify. A new Governance Board member will be appointed in accordance with section 7.12.

Indemnity

7.24 All Governance Board members or Officers of the Society must act with honesty and integrity at all times. They shall not be answerable or responsible for any act, receipt, omission, neglect, or default of any other person; or for any loss or damage whatsoever suffered by the Society, unless the loss or damage happens through their own dishonesty, negligence, misfeasance or malfeasance.

7.25 Except when otherwise expressly provided in the Incorporated Societies Act 1908, membership of the Society must not of itself impose on the members any liability in respect of any contract, debt, or other obligation made or incurred by the Society.

7.26 The Society must indemnify every member of the Governance Board and all those within its operational structure against all costs and losses in respect of any covenant, contract or agreement entered into; instrument executed; act or thing done in discharge of their duties; carrying into effect any object of the Society; and in respect of any action, suit, proceedings or other matter whatsoever connected with the Society or its affairs, and the Governance Board must make such payments as are necessary for the purpose of giving effect to such indemnity.

8 General Meetings

Annual General Meeting

8.1 The Annual General Meeting (AGM) of the Society must be held no later than 31 May in each year. In special circumstances the AGM may be deferred by a Governance Board decision.

8.2 **Notice:** Not less than two (2) months notice must be given to all members by the Governance Board of the date and place for the Annual General Meeting, and items of business to be submitted. The items which must be discussed at the Annual General Meeting are:

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- i. the Chairman's report,
- ii. the statement of annual audited accounts,
- iii. any appointments to be made as necessary, and
- iv. the appointment of a financial auditor in accordance with section 11.4.

- 8.3 The notice must also include information on Governance Board vacancies in accordance with section 7.5.
- 8.4 Governance Board nominations must be made, screening completed, and elections held, in accordance with sections 7.6 to 7.8.
- 8.5 An agenda containing the business to be discussed at an Annual General Meeting must be notified on the Society website at least fourteen (14) days before the date of the meeting.

Special General Meetings

- 8.6 A Special General Meeting (SGM) of the Society may be called at any time by the Governance Board or by a minimum of eight (8) Society members and/or associate members.
- 8.7 A request for an SGM by Society members and/or associate members must be accompanied by written justification and submitted to the Governance Board for approval. If approved by the Governance Board, the SGM must be held within 6 months from the date of the request.
- 8.8 The Governance Board may decline a request for an SGM only if it is satisfied that the request is frivolous or vexatious, or if the number of members or associate members calling for the SGM falls below eight by reason of withdrawal. If the request is declined the Governance Board must so advise those who called for the SGM and must give them the reason for declining.
- 8.9 Not less than twenty one (21) days notice must be given of the date and place for the Special General Meeting and the item(s) of business to be discussed. Notification is satisfied by posting the notice on the website.

Quorum - General Meetings

- 8.10 At least ten (10) members or associate members must be present at an AGM or SGM to constitute a quorum.

Voting - General Meetings

- 8.11 Each member or associate member present at an AGM or SGM is entitled to one vote. Voting is by a majority of those present and entitled to vote. Voting may be by a show of hands or secret ballot, if requested by at least two eligible voters. The chairman of the meeting has a casting vote.

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Minutes

- 8.12 Minutes of all proceedings of the Society including Meetings of the Governing Board must be recorded in permanent form.
- 8.13 The minutes of each meeting must be signed by the Chairman of the meeting to which they relate, or by the Chairman of a subsequent meeting. The signed minutes are then deemed sufficient record of the proceedings.

9 Code of Ethics and Professional Conduct

- 9.1 The Governance Board must adopt and maintain a Code of Ethics and Professional Conduct.
- 9.2 The Code of Ethics and Professional Conduct is binding on all certificate holders of the Society.
- 9.3 Breaches of the Code of Ethics and Professional Conduct will be dealt with according section 10 of this constitution.
- 9.4 Breaches of the Code of Ethics and Professional Conduct may result in forfeiture or suspension of membership, and/or certification as the Governance Board decides.
- 9.5 All members including committee members must keep confidential all information obtained in the process of its activities. Such information may be disclosed only with written consent from the organization or individual from whom the information was obtained, except as required by law.

10 Discipline

- 10.1 Any member or associate member of the Society who, following a formal complaint to the Chairman of the Governance Board that the member or associate member has acted in a way that is not in line with the Code of Ethics or is considered prejudicial to the Society, or by incompetence or misconduct brings the Society into disrepute, may be investigated by the Society.
- 10.2 For misconduct which occurs during a meeting and has been confirmed as such misconduct by the majority of this meeting, the member or associate member may be disciplined in accordance with the QPM on Meetings.
- 10.3 Any other misconduct which is not dealt with under section 10.2 of this Constitution may be dealt with by the Standing Disciplinary Committee delegated that responsibility by the Governance Board.
- 10.4 A member must not use the certification in a manner that brings the Society into disrepute and must not make any statement regarding the certification which the Governance Board may consider misleading or unauthorised.

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- 10.5 The Society may take corrective measures following inappropriate or misleading use of certificates including the suspension or withdrawal of certification, publication of the infraction and where appropriate additional legal action.

Standing Disciplinary Committee

- 10.6 The Standing Disciplinary Committee (SDC) consists of a minimum of three (3) persons appointed by the Governance Board. It has the power to hear and determine those matters including complaints as set out in the SDC QPM. The SDC may recommend penalties as it considers necessary. Recommendations made by the SDC are subject to approval by the Governance Board.

Appeals

- 10.7 Any applicant, candidate or certified person may appeal to the Governance Board for reconsideration of any decision related to their certification status made by the Governance Board or an agent of the Governance Board.
- 10.8 Any member, associate member or office bearer who is disciplined by SDC has the right of appeal to the Governance Board.
- 10.9 Any member, associate member or office bearer who is disciplined by the Governance Board or an agent of the Governance Board must first exhaust their appeal rights provided for in this Constitution, if applicable, before seeking external recourse to a government department or the courts of New Zealand.

11 Finance

- 11.1 The financial year of the Society commences on 1 January and ends on 31 December each year.
- 11.2 The finances of the Society are controlled and managed by the Governance Board provided that it may delegate such operational responsibility to specified Society employees or contract financial management services.
- 11.3 The Governance Board must ensure that an annual report and statement of audited annual accounts, together with the Auditor's report thereon, is presented to the Annual General Meeting and is made available to members and associate members on the website.

Audit

- 11.4 An Auditor must be appointed by the Society at the Annual General Meeting each year, will hold office until the next Annual General Meeting and is eligible for re appointment.
- 11.5 The qualifications of the Auditor must be as determined by CBIP in its QPM, but they will not be a member of the Society. It is the duty of the Auditor to report to the members of the Society whether the financial statements present a true and fair view of the state of the Society's affairs at the end of the financial year.

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11.6 The Governance Board may fill any casual vacancy in the office of Auditor.

12 Subscriptions and Fees

12.1 The Governance Board may set such fees and charges payable by members and associate members, and due dates for those fees and charges, as and it sees fit for the conduct of its affairs.

12.2 Any such fees and charges must not conflict in any way with this Constitution, and must be fair and reasonable and all such changes will take place in consultation with all stakeholders.

13 Common Seal

13.1 The Society must have a common and trademarked™ seal. Subject to the Incorporated Societies Act, the Governance Board must determine when the common seal is to be used and make provision for its safe custody.

14 Approval of and amendments to QPM

14.1 The Governance Board must approve a Quality Procedures Manual (QPM) and, from time to time, make amendments to the QPM.

14.2 The content of the QPM supports this Constitution and must be observed accordingly. If there is any inconsistency between the QPM and this Constitution, then this Constitution prevails.

14.3 The Governance Board must ensure that all content of the QPM must be readily available to all persons affected by that content.

14.4 The Governance Board must ensure that all members and associate members receive notification of any amendments to the QPM that affect them, at least 28 days before those changes come into effect.

14.5 The Governance Board must take reasonable steps to ensure all other persons (e.g. trainees) receive appropriate and timely notification of those parts of the QPM, including amendments that affect them.

15 Alterations to Constitution

15.1 This Constitution or any amended Constitution for the time being in force, may be altered or replaced by a new Constitution only by a majority of members attending a Special General Meeting called for the purpose.

15.2 Nothing, whether contained in the Constitution for the time being in force or otherwise, may be construed as implying or creating any privilege, priority or right

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in favour of any member that limits the power of the Society to amend, rescind or add any section to the Constitution, at any time.

16 Liquidation

- 16.1 The Society may voluntarily be put into liquidation in accordance with the Incorporated Societies Act if:
- (a) A simple majority of votes at a special general meeting passes a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent Special General Meeting, called for that purpose in accordance with sections 8.6 and 8.9, and held not later than sixty (60) working days after the date on which the resolution was passed.
- 16.2 Any surplus assets of the Society, after payment of all costs, debts, and liabilities, must be disposed of by distributing them in the best interests of the objectives of CBIP, as determined by the Governance Board, or failing such directions, then in such manner in all respects as the Registrar of Incorporated Societies shall determine.

17 Dispute Resolution (non disciplinary)

- 17.1 In the event of any difference or dispute involving the Society and its members, its associate members or its office bearers in relation to any matters contained in the Society's constitution or QPM, or its application or interpretation, (but excluding issues raised under section 8 of this Constitution), those concerned must use their best endeavours to resolve the difference or dispute by agreement between them and if necessary use an agreed mediator appointed by the parties in dispute for that purpose. Any costs associated with the mediator will be met by the parties.
- 17.2 If agreement cannot be reached the dispute must be submitted to arbitration, to be heard and decided in accordance with the practice or procedures that are agreed or in accordance with the Arbitration Act with the parties meeting their own costs.

18 Legal Proceedings

- 18.1 The Governance Board has the sole authority to initiate and conduct legal proceedings brought by the Society against any individual or organisation and to defend legal proceedings brought against the Society or its Officers, as agents of the Society. This authority is subject to approval by the Society's insurers where appropriate.
- 18.2 Notwithstanding anything to the contrary in this Constitution, a resolution of the Governance Board to initiate legal proceedings must be passed with a simple majority.

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19 Intellectual Property

- 19.1 For the avoidance of doubt the Society's intellectual property consists of its QPM's, SOP's, examination questions, bases and answers, exam test samples and radiographs, certification lists, markers papers, commercial data, photographs of failures, trade marks, business plans and financial information.
- 19.2 Governance Board members, Officers, employee or members of the Society (including attendees at Society meetings) must not:
- (a) use the Confidential Information for any purpose other than permitted purposes. If in doubt the Recipient must obtain the written consent of the Governance Board; or
 - (b) disclose the Confidential Information or intellectual property to any third party without the prior consent in writing of the Governance Board (which may be given in the absolute discretion of the Society); or
 - (c) use the Confidential Information in conflict with the rights of the Society.

20 Assets

- 20.1 Responsibility and control for the use and investment of the Societies assets are vested in the Governance Board. This must be in accordance with the Law of New Zealand for the control of and management of trust funds.
- 20.2 The Governance Board must ensure that all examinations and related items is maintained in a secure environment that protects its confidentiality throughout its useful life.

21 Matters Not Provided For

- 21.1 Any matters which are not provided for in this Constitution may be decided as required by the Governance Board.

22 Transitional provisions

Transition for existing Society members

- 22.1 All persons and organisation who were CBIP Contributing Members or Ordinary Members on the day before this Constitution came into effect are deemed to be members or associate members (as appropriate) provided that they meet relevant membership criteria contained in section 6 of this Constitution. For the purposes of this provision, the requirement in sections 6.1 and 6.2 that membership be approved is waived.

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QPM and SOPs

- 22.2 The QPM and all SOPs in force at the time this Constitution comes into effect continue in force under this Constitution until amended or revoked in accordance with section 14.
- 22.3 QPMs A01 to A05, as agreed at the SGM of 26 May, are adopted as QPMs as provided for in section 14 of this Constitution.

Changes to Governance Board membership

- 22.4 All provisions in this constitution that relate to Governance Board membership are suspended until the appointment cycle leading up to the 2010 AGM is initiated, and arrangements for Governance Board membership appointments in 2009 will be as provided in QPM A04.

Necessary amendments to this Constitution

- 22.5 In the event that inconsistencies, errors, or omissions are identified in this Constitution, the Governance Board is authorised, to the period until the 2010 AGM, to amend the Constitution subject to the following conditions:
- (a) the amendment must be necessary to maintain effective governance and management of the Society,
 - (b) the amendment must be as consistent as practicable with the understood intent of the Constitution,
 - (c) all affected parties must be advised of the amendment before it comes into force, or as soon as practicable afterwards,
 - (d) the amendment must be documented and explained to members at the 2010 AGM.

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