

CERTIFICATION BOARD FOR INSPECTION PERSONNEL: CONSTITUTION

1. General

The Certification Board for Inspection Personnel Incorporated (hereafter referred to as CBIP), is a non-profit making Incorporated Society, under the Incorporated Societies Act 1908, whose activities are managed by an elected Governance Board.

1.1. Introduction

CBIP was formed in the early 1980's in conjunction with the NDTA, HERA and industry with the prime objective of providing manufacturers, end users of inspection services and regulatory authorities with evidence of competence of individual inspectors and the individual inspectors with recognition of their competence. The certification system covers inspection activities during the fabrication, manufacturing and maintenance (in service) functions in both the NDT and visual inspection disciplines.

1.2. Memorandum of Understanding Between the NZNDTA & CBIP

CBIP and NZNDTA have in place a Memorandum of Understanding between the two organisations. The basis is that the NDTA is a professional association interested in and promoting the "Learned Body" status of NDTA and other professional aspects of its members. CBIP provides examinations and subsequent certification of proficiency for a wide variety of inspection groupings. CBIP recognises the right of NZNDTA to have permanent representation on the CBIP Governance Board. CBIP also recognises that NZNDTA must be consulted and agree to significant scheme elements and changes insofar as NDT disciplines are affected by these elements and/or changes. CBIP will operate certification for NDT personnel in New Zealand under this MOU.

1.3. Position of CBIP within New Zealand Law

CBIP is recognised by the Secretary of Labour as a certification scheme for inspection personnel in New Zealand. As such this means that *Engineering Safety, Occupational Health and Safety, The Department of Labour* has a relationship with CBIP that includes involvement at Governance Board Level as a non voting permanent member.

1.4. Society Objectives

The objective of CBIP is to establish administer and maintain a certification scheme for inspection personnel in New Zealand. It is the ultimate intent that the Governance Board operates a Quality Management System that complies with the relevant International Standards for Personnel Certification Bodies.

1.5. Membership

The membership of CBIP is divided into two principle categories:

(a) **Contributing Members**

Contributing members are those organisations, companies or Government Departments that contribute to CBIP financially by payment of an annual fee, established by the Governance Board.

(b) **Ordinary Members**

Ordinary members are those individuals or organisations excluding contributing members as above who have a significant interest in the activities of the society.

This category includes all holders of certification(s) issued by CBIP. Organisations or individuals not holding CBIP certification may apply to the Governance Board for Membership under this section. The Governance Board's decision on membership shall be final.

Note that the individuals and organisations in this category must maintain their email addresses with CBIP to enable economical communication. Without this being done the members may not receive notice of Special or Annual General Meetings

2. MANAGEMENT

2.1. Structure

The activities of CBIP is managed by a Governance Board whose members are drawn from industry, government departments, inspection companies, technical organisations and individual members. The Governance Board consists of a Chairman, Secretary and eleven (11) voting representatives (including the Chairman). All members of the Governance Board are nominated for election by contributing members, appointed by permanent organisations, or nominated for election by ordinary members.

The composition of the Governance Board will reflect the duties and responsibilities it is to discharge and perform as representing the interests of inspection personnel, the inspection industry, industry end user's of inspection services and Regulatory Authorities.

2.2. Chairman

The Governance Board Members shall elect the Governance Board Chairman, by a simple majority, for a three (3) year term at the first meeting following a vacancy arising.

An individual may be eligible for a maximum of two terms, however the individual may serve as a Board Member as permitted by Section 2.4.

2.3. Governance Board Secretary

The Governance Board shall appoint a Secretary, a Treasurer and an Auditor. These with the exception of the Auditor may be either a Board member, or external parties.

2.4. Governance Board Membership

Permanent Member - NZNDTA

There is one (1) permanent positions representing the NZNDTA

The representative for this position shall be nominated by the NZNDTA and notified to the Secretary annually at least 40 days prior to the AGM.

Contributing Members – Inspection Industry

Two (2) positions shall be allocated for representatives from Contributing Members. One shall represent the NDT industry and one the Inspection Industry other than NDT. Any Contributing Member may nominate a person as a candidate for one of these positions. If there are more nominations than vacant positions, then an election at the AGM shall by simple majority amongst contributing members in the appropriate category, select the appropriate number of representatives as the Governance Board Member for a three (3) year duration.

The vacancies for these positions shall be notified to all contributing members at least two (2) calendar months prior to the AGM and nominations for the vacancies must be notified to the Secretary at least forty (40) days prior to the AGM.

Contributing Members – End Users

Three (3) positions shall be allocated for representatives from Contributing Members in the general End User category. Any Contributing Member may nominate a person as a candidate for one of these positions.

One (1) position shall be allocated for representatives from Contributing Members in the Manufacturing End User category. Any Contributing Member may nominate a person as a candidate for this positions.

If there are more nominations than vacant positions, then an election at the AGM shall by simple majority of contributing members in the appropriate category, select the appropriate number of representatives as the Governance Board Member for a three (3) year duration.

The vacancies for these positions shall be notified to all contributing members at least two (2) calendar months prior to the AGM and nominations for the vacancies must be notified to the Secretary at least forty (40) days prior to the AGM.

Ordinary Member Representatives

There are four (4) positions established to represent this category of member.

To be eligible for election to the Governance Board in this category an individual must be an ordinary member as defined in 1.5 (b).

The nominations for these positions must be supported by signatures of the nominator and a seconder and the nominated individual, all from the category of ordinary member as defined in 1.5 (b).

Two (2) positions shall be for representatives of the Inspection disciplines and two (2) positions for representatives of the Non-destructive Testing Disciplines.

If more persons than positions are nominated, the positions shall be filled by election at the AGM, by simple majority. The elected representative shall serve for a three (3) year period.

Non Voting Members

There are two permanent non voting positions representing OSH & IANZ

The representatives for these positions shall be nominated by the applicable organisations and notified to the Secretary annually at least 40 days prior to the AGM.

Casual Vacancies

In the case of vacancies the position will be filled by a new election within the appropriate category.

Retirements

Elected Governance Board Members shall retire by rotation, but may be eligible for re-nomination as defined in Section 2.4. An elected member would serve no more than three (3) terms, unless a special dispensation is granted by the entire Governance Board.

2.5. Terms of Reference

2.5.1. Governance Board

The Governance Board is responsible for overseeing the functions of the certification body. The Governance Board will have absolute discretion to accept or disregard any recommendations made by the Examination Body or Technical Advisory Committees.

The Governance Board's principle activities are seen to be:

- To establish and oversee the certification policy and procedures
- Ensure that the Policy, Procedures and Practice meet the criteria of the delegations of the Secretary of Labour issued to CBIP as a Certificate Issuing Authority.
- To appoint Technical Advice Committees , Examination Body (Bodies) and sub-committees
- To approve SOP's, Financial Statements and Budgets
- To Ratify results and issue Certificates of Competence

The Governance Board shall maintain a list of duties for itself (the Governance Board) and the Technical Advisory Committees.

Governance Board Meeting Attendance and Member Substitution

Members of the Governance Board are expected to attend all meetings. In the event of an elected Member being unable to attend any meeting, the elected member may appoint a substitute to the Governance Board in writing to the Secretary prior to the meeting. The substitute shall have all the responsibilities and authorities vested in the elected member who he/she represents. No member of the Governance Board may be represented by a substitute at more than two consecutive meetings or a maximum of four (4) meetings total within their 3-year period of office, without prior approval of the Board. A member of the Governance Board who is not present (or has no substitute) more than one (1) meeting per year will be disqualified and the position become vacant.

2.5.2. Technical Advisory Committees

Two Technical Advisory Committees (TAC's) shall be established to provide technical advice to the Governance Board.

The TAC's will be formed into two basic areas, with equal standing. The two TAC's will be:

- **Inspection** (including coatings and welding)
- **NDT**

The prime objective of the TAC's is to ensure that when the Governance Board issues a Certificate of Competence that all reasonable steps have been taken to ensure that the required Standards of Proficiency have been achieved and ensuring that the delegations of the Secretary of Labour have been fulfilled.

The Governance Board appoints these committees for a 2 year period. The Chairman of each TAC will be a Governance Board Member who will advise the relevant TAC on policy matters and report to the Governance Board on the implementation of policy.

The appointment of membership to a TAC will be after a selection process by the Nominations Committee whose members in turn are appointed by the CBIP Governance Board. No one person should sit on more than one TAC.

The nominations for the TAC will be open to all interested parties with the selection process based on nominations from inspectors, end users and industry, with balance achieved by the inclusion of non-specific members permitting a broader perspective on the examination processes.

2.5.3. Examination Bodies

The Society may engage one or more bodies to perform the actual examination function. The function of this body (or if split these bodies) is to ultimately provide an internationally recognised and accredited scheme for the examination and subsequent certification of inspection personnel to meet the needs of New Zealand industry and CBIP Procedures and Protocols. Certification will be issued to inspectors who have proven their competence in the required disciplines. This competence will require to be re-verified periodically per the requirements of the relevant Standards of Proficiency.

2.6. Exclusions

The Governance Board shall ensure that appropriate management processes are in place to prevent the Board, its Officers, individual members, or members of an examination panel, working party or sub-committee appointed by the Board, from carrying financial liability for actions representing the Board, or for liability for damages resulting from, or alleged to have resulted from, decisions of personnel qualified under any CBIP scheme for any loss or consequential loss arising out of the operation of the scheme.

3. MEETINGS

3.1. Annual General Meeting

The Governance Board Secretary shall call an Annual General Meeting (AGM) by written notice to all members, as defined in Section 1.5(a) & (b). The notice period shall be at least 28 days. The AGM will be held before 1 June. Elections for membership of the Governance Board, presentation of financial statements, a Chairman's report and appointment of an auditor will occur at the AGM. The attendance of ten (10) members shall constitute a quorum. Voting shall be by a show of hands or secret ballot at the discretion of the Chairman.

The AGM notice, to all members, shall include a listing of existing Governance Board Members, their attendance record at Meetings during the previous twelve (12) months, their employer and sponsoring organisation, where applicable. In instances where Board vacancies arise, nominations for those positions shall be identified. The notification for the AGM shall be issued formally in hardcopy to all Governance Board members and Contributing members and by means of email notification to Ordinary members to their last advised email address. In addition the notice shall be posted on the CBIP website.

Only members who are present at the meeting shall be eligible to cast a vote.

The Chairman of each TAC shall present a written report to the AGM and be present.

Any member of CBIP may request, via the Secretary and subject to Chairman's approval, addition of an item to the agenda. This must be done at least 14 days prior to the meeting.

Each Member of The Society who attends the Meeting shall have one (1) vote. In the event of a tie, the Chairman shall have the casting vote

3.2. Special General Meetings

Any ten (10) Members as defined in Section 1 may request a Special General Meeting at any time by written notice to the Governance Board Secretary. This notice must outline the purpose of the

meeting. The meeting timing and venue is at the discretion of the Governance Board Chairman, but must take place within 6 months of the request.

The attendance of ten (10) Members of The Society shall constitute a quorum.

All attendees who are qualified as members shall have one (1) vote. In the event of a tie, the Chairman has the casting vote.

Notification will be given by the Secretary with the notice period and distribution per the requirements of the AGM.

3.3. Governance Board Meetings

The Governance Board will normally hold meetings 3 times per year and will hold additional meetings, as the occasion requires.

Notification will be given by the Secretary with the notice period and distribution per the requirements of the AGM, with the exception that the notice may be only by electronic means.

At each normal meeting the Board will consider:

- Financial Reports
- Secretary's Report
- Examination Results
- Reports from the TAC Chairmen
- Specific proposals or items concerning major issues and opportunities
- Performance of the Examination Body / Bodies
- Items covered by Governance Board responsibilities.
- Other issues at the discretion of the Chairman

The attendance of six (6) Voting Members shall constitute a quorum.

Each voting Member of the Governance Board shall have one (1) vote. In the event of a tie the Chairman shall have the casting vote.

Only the Secretary and Members of the Governance Board shall attend Board Meetings, except by invitation of the Chairman.

3.3.1. Appointment of Personnel.

The Governance Board, as determined and approved by a Governance Board resolution, shall have the power to appoint consultants, other contract personnel, volunteers or staff, if required.

4. SOCIETY ASSETS

The control and responsibility for the use and investment of the Society's assets shall be vested in the Governance Board. This shall be in accordance with the Law of New Zealand for the control and management of trust funds.

All money due to the Society shall be forwarded to the Treasurer who shall forthwith pay them to the credit of the Society's bank account.

All disbursements shall be made from the Society's bank account and all cheques and other negotiable instruments of withdrawal shall be signed by such authorised persons as the Governance Board may from time to time appoint for that purpose.

The Treasurer shall keep proper books of accounts.
The financial year of CBIP shall be from 1 January to 31 December.

The Treasurer shall present the annual accounts and financial statements containing particulars of the income and expenditure of the Governance Board and a balance sheet of assets and liabilities at the close of the financial year, to be presented to the Annual General Meeting.

The Governance Board shall require the annual accounts to be audited.

5. ALTERATION TO THE CONSTITUTION

The Constitution of CBIP may be added to, altered or rescinded at a Special Meeting of CBIP called for that purpose.

Any alteration shall require a resolution passed by a two thirds majority of CBIP Members at the meeting.

In addition to the constitution being approved at the meeting the changes cannot be accepted without the formal endorsement of both the NZNDTA and the Secretary of Labour. In the event that either party rejects the proposed change it will not be adopted.

Provided that before a resolution, which has the effect of altering Clause 6 is put before a Special Meeting, the resolution must be first approved by the Commissioner of Inland Revenue.

6. LIQUIDATION

Twelve months notice to terminate the Society may be given at any time if a majority of the members of The Society considers it is in the best interest of the parties concerned to do so.

In the event of the Society being wound up or dissolved, the property, assets and funds thereof, shall be transferred to such other society or societies whose objectives are similar to those of the Society. The Governance Board shall direct the distribution of such assets, or failing such directions, then in such manner in all respects as the Registrar of Incorporated Societies shall determine.