

Constitution of Certification Board for
Inspection Personnel New Zealand (Incorporated)
(2021)

CBIP™

[Revision 5.0]

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This is the Constitution of the Certification Board for Inspection Personnel New Zealand (CBIP) (Incorporated). 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 industry, 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 not covered by PECPR regulations such as NDT (Non-Destructive Testing) disciplines visual inspection for Welding, Coatings, and other selected plant categories such as Lifts, Elevating Work Platforms, Cable Yarders.

Note: The scope of CBIP personnel certification can be expanded as required to meet the needs of industry.

CBIP is a recognised 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 appointed committees and contracted service providers.

CBIP is accredited by Joint Accreditation System of Australia and New Zealand (JASANZ) to International Standards ISO/IEC 17024 *Conformity assessment – General requirements for bodies operating certification of persons* and ISO 9712 *Non-destructive testing -- Qualification and certification of NDT personnel*.

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The international standards ISO/IEC17024 and ISO 9712 are globally accepted benchmarks for organisations operating certification of persons and specify 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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Constitution

Date Approved:

1 December 2021

Revision No: Five

Approved By:

Malcolm Kelsen

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1 Name

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

2 Registered Office

The registered office of 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 seeking the Society’s certification. Confidential information includes examination data, business strategies and developments, personal data related to members and matters covered by the Securities Amendment Act 1988.

Corporate member is a stakeholder who is not a certificate holder and who has been approved as a corporate member in accordance with section 6.3.

Document Management System (DMS) consists of CBIP’s operational policies, procedures, records, and guidelines defining practices aligned to legislative requirements and the requirements of ISO/IEC/17024 and ISO 9712.

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 non-voting participant.

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

Rules referred to in this document are located in the Document Management System (DMS) and Standards for Certification.

Stakeholders are persons, groups, organisations, and any government departments who affect or can be affected by the Society's actions. Stakeholders may include, in particular, WorkSafe NZ, JASANZ and IANZ.

Standards for Certification specify the Society's requirements for certification for inspection disciplines.

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 sharing information, 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:

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- (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, through approved Terms of Reference. CBIP may engage specialist expertise to perform various functions.
- (f) Determine policies and procedures to effectively administer the Society and maintain them within the DMS.
- (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.
- (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) or any Regulations that may supersede these.
- (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.
- (n) Decline any application for certification that does not meet with the requirements of Standards for Certification. Reasons to decline an application may include evidence of fraudulent and/or improper actions that could potentially:
 - endanger industrial or public safety
 - jeopardise the accreditation status of the Society and its activities as a QIA
 - bring the Society or membership into disrepute.
- (o) Communicate any information considered necessary to uphold legislative and compliance requirements to:

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- Government authorities such as WorkSafe New Zealand, the New Zealand Police; and/or
- Accreditation Bodies such as JASANZ or IANZ; and/or
- any other professional bodies or authorities deemed necessary.

6 Society Membership

Membership classes

6.1 Member:

A Member is a person who holds a current CBIP Competence Certificate and has paid the specified fee to cover the administrative efforts provided by the Society and whose membership has been approved by the Governance Board

Note: An applicant, while not a member until all pre-requisites are met, is bound by this Constitution, CBIP Code of Professional Conduct and Ethics and all other rules and conditions set by CBIP.

6.2 Associate Member:

An Associate Member is a person who is not a member, but who wishes to be associated with the Society and whose membership has been approved by the Governance Board. Associate 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 6.4.

6.3 Corporate Member

Corporate members are groups, organisations and any government departments who affect or can be affected by the Society's actions and include, in particular, members of the inspection industry and owners, fabricators and users of equipment subject to inspections by Society members. It is expected that those applying to become corporate member will financially contribute to CBIP.

Criteria for Membership

6.4 The Governance Board will determine from time to time the:

- eligibility criteria and conditions for entry and continued membership of the Society,
- privileges and obligations applying to each class of membership.

6.5 Any resolution pursuant to section 6.4 must be incorporated into the DMS in accordance with section 14 of this Constitution.

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Application for Membership

- 6.6 An individual or organisation may apply to the Society to become a member, associate member, or a corporate member. An application must be in writing, accompanied by the membership subscription (if any) and any other applicable fees or levy approved by the Governance Board under section 12.1 of this Constitution.
- 6.7 All applications are subject to Governance Board, or its delegates', approval.

General Conditions of Membership

- 6.8 A member, associate member or a corporate member of the Society must recognise the Society as the national certificate issuing agency for New Zealand.
- 6.9 All members agree to accept and to uphold the Society's Constitution and operational Rules. The Rules are specified in the DMS and Standards for Certification.
- 6.10 Members, associate members, or corporate 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

- 6.11 A Society member, associate member or corporate member may resign by notifying the Governance Board in writing and must first satisfy all outstanding debts to the Society.
- 6.12 Membership may be terminated:
- (a) following an investigation into adverse conduct, breach of CBIP Code of Ethics, improper behaviour, fraudulent activity; or
 - (b) if subscriptions, levies, or fees are not paid pursuant to section 12 of this Constitution. Before such termination can occur, the Society will give the member, associate member, or corporate 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.
- 6.13 Membership ceases upon the death of a member.

Membership Register

- 6.14 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 2020.

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- 6.15 The Governance Board must approve (or delegate approval) all membership and alterations or removal of members and ensure that the membership register is amended accordingly.
- 6.16 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.
- 6.17 Every member must provide the Society with all prerequisite information to enable CBIP to make a judicious assessment of competence, meet its regulatory and accredited obligations and then maintain the membership register for the Societies records.

7 Governance Board

Overview

- 7.1 The Governance Board consists of five (5) 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 two (2) months in advance of the Society Annual General Meeting (AGM). Information provided with the notification must include:

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- i. the number of vacancies to be filled,
- ii. the names, of continuing members,
- iii. 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 DMS.

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 the Terms of Reference defined within the DMS. The Nomination Committee must screen all nominations against the approved selection criteria and provide a list of suitable nominees to the members for the election process.

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 either a postal or internet ballot 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 or Reviewer 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 DMS 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 three (3) years. Co-opted members may not be reappointed for more than three consecutive terms.

7.11 There may be no more than two (2) co-opted members at one time.

Governance Board Vacancies during Term of Office

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- 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 WorkSafe NZ and the Ministry of Business, Innovation and Employment (MBIE), Joint Accreditation Society Australia and New Zealand (JASANZ).and International Accreditation New Zealand (IANZ) are considered key stakeholders and where appropriate will be invited to attend as observers by the Governance Board Chairman.

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 the DMS.

- 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 three meetings minimum per annum). The Chairman or any three (3) members of the Governance Board may call Governance Board meetings as necessary. The Chairman of

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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 four (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:
- 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.

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- 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 of the Society must be held no later than 31 October in each year. In special circumstances the AGM may be deferred by a Governance Board decision.
- 8.2 Not less than two (2) months' notices 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:
- 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 or Reviewer 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, associate members and/or corporate members, must be accompanied by written justification and submitted to the Governance Board for

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approval. If approved by the Governance Board, the SGM must be held within six (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, associate members or corporate 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' notices 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 either in person or by electronic means at an AGM or SGM to constitute a quorum.
- 8.11 Each member, associate member or corporate members 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, relayed electronically or secret ballot, if requested by at least two eligible voters. The Chairman of the meeting has a casting vote.

Minutes

- 8.12 Minutes of all proceedings of the Society including Meetings of the Governance 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 Professional Conduct and Ethics

- 9.1 The Governance Board must adopt and maintain a Code of Professional Conduct and Ethics.
- 9.2 The Code of Professional Conduct and Ethics is binding on all certificate holders of the Society.
- 9.3 Breaches of the Code of Professional Conduct and Ethics will be managed in accordance with section 10 and may result in forfeiture or suspension of membership and/or certification as the Governance Board decides.

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- 9.4 All members, including committee members, must keep all information obtained in the process of its activities confidential. Such information may be disclosed only with written consent from the organisation or individual from whom the information was obtained, except as authorised by the Governance Board or required by law.
- 9.5 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.
- 9.6 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.

10 Breaches of the Code of Professional Conduct and Ethics

- 10.1 Any member, associate member, or corporate member of the Society who breaches the Code of Professional Conduct and Ethics will be investigated by the Society.
- 10.2 The Professional Conduct Committee (PCC) consists of a minimum of three (3) persons appointed by the Governance Board based on the competencies required to address the matter(s) being investigated. In accordance with its Terms of Reference, the PCC has delegated authority from the Governance Board to investigate breaches of the Code of Professional Conduct and Ethics and make recommendations on disciplinary actions to the Governance Board.

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 annual accounts, together with the Auditor or Reviewer's report thereon, is presented to the Annual General Meeting and is made available to members and associate members on the website.
- 11.4 An Auditor or Reviewer 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.

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- 11.5 The qualifications of the Auditor or Reviewer must be as determined by CBIP in its DMS, but they will not be a member of the Society. It is the duty of the Auditor or Reviewer 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.
- 11.6 The Governance Board may fill any casual vacancy in the office of Auditor or Reviewer.

12 Subscriptions and Fees

- 12.1 The Governance Board may set such fees and charges payable by members, associate members and corporate members and due dates for those fees and charges, as 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.

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 Document Management System

- 14.1 The Governance Board is “top management” as defined by ISO/IEC 17024:2012 (E) clause 10 Management system requirements. The Governance Board is responsible for ensuring the DMS is implemented, kept up-to-date and internally audited to ensure ongoing compliance with legislative and accreditation requirements.
- 14.2 The content of the DMS supports this Constitution and must be observed accordingly. If there is any inconsistency between the DMS and this Constitution, then this Constitution prevails.
- 14.3 The Governance Board must ensure that the entire DMS, or relevant parts of the DMS, is accessible to all persons affected by the content.
- 14.4 The Governance Board must ensure that all members receive notification of DMS amendments.

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15 Alterations to Constitution

- 15.1 This Constitution may be altered or replaced by a new Constitution only by a majority of members attending the Annual General Meeting, or a Special General Meeting called for the purpose.
- 15.2 In the event that inconsistencies, errors, or omissions are identified in this Constitution, or inability to assemble a quorum the Governance Board is authorised to amend the Constitution subject to the following conditions:
- i. the amendment must be necessary to maintain effective governance and management of the Society,
 - ii. the amendment must be as consistent as practicable with the understood intent of the Constitution,
 - iii. all affected parties must be advised of the amendment before it comes into force, or as soon as practicable afterwards,
- 15.3 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 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:
- i. A simple majority of votes at a Special General Meeting passes a resolution appointing a liquidator; and
 - ii. 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.

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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 (see note) in relation to any matters contained in the Society's Constitution (see exceptions) or DMS, those concerned must endeavour to resolve the difference or dispute by agreement. If necessary, a mutually agreed mediator may be engaged.

Note: Applicants are not considered Society members. Refer to section 6.1.

Exceptions to this clause are: 4d, 5n, 5.1, 6.8, 6.13, 7.7 and 7.14

- 17.2 If agreement cannot be reached, the dispute may 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.

19 Intellectual Property

- 19.1 For the avoidance of doubt the Society's intellectual property consists of its DMS, Standards for Certification, examination questions, databases and answers, exam test samples and radiographs, certification lists, markers papers, commercial data, photographs of failures, trademarks, business plans and financial information.
- 19.2 Governance Board members, Officers, employee, or members of the Society (including attendees at Society meetings) must not:
- i. 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

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- ii. 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 Governance Board); or
- iii. 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 Society's assets are vested in the Governance Board. This must be in accordance with the Law of New Zealand.
- 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

- 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.
- 22.2 The DMS and all Standards for Certification 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.

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