

NA-003 Membership:

The Board shall consist of persons representing specific interests within the Australian aerospace sector. Representations include but are not limited to the following interests: Manufacturing, major airlines, regional airlines, general aviation, MRO/NDT service providers and training providers.

Board Structure: The Board shall be limited to 14 members. At least six of its members shall be current NDT Level 3, however all members shall have relevant technical aerospace background or knowledge. The officers are the Chairman, Deputy Chairman and Secretary-Treasurer. The Chairman's position is restricted to a Level 3 qualified person. All three positions are elected from within the Board.

Classes of Member: In addition to ordinary members there are the following classes of members:

Observer Member- CASA and the RAAF are examples of observer members who are entitled to attend meetings. Observer members do not have voting rights.

Co-opted Member- From time to time the Board may seek co-opted members, who through their expertise or qualification assist with the conduct of business. Co-opted members do not have voting rights.

Election to the Board (New Members): Each 2 years, a Board election is to be held which is open to the aerospace industry. Nominees are to be proposed by their employer. It is not permitted to nominate oneself. The election procedure is described in procedure NA-008. Each aerospace organisation or entity is entitled to one vote for each of the 14 member positions. Proxies written on official company letterhead are permitted. A ballot paper shall be prepared on which all nominees are shown, their employer and the aerospace sector they represent. A returning officer nominated by the Board shall oversee the counting of votes and declare the result as soon as practicable after voting closes.

Where the result of the election is not in accordance with the proportional representation described in this section, the returning officer shall administer a "run-off" election between the nominees within the representation category which does not comply. A person shall represent only one sector, but may nominate for any sector in which he/she has legitimate involvement. Proportional representation on the Board shall be as per the following:

Manufacturers – Maximum 3

Training organisations – Maximum 3

Major airlines – Maximum 2

Regional airlines – Maximum 2

Maintenance and Repair Organisations / NDT service providers – Maximum 3

General aviation operators – Maximum 2

Others - 1

Automatic Membership: A person who on the day the Board is incorporated was a member of the unincorporated Board, shall be admitted as a member of the same class to the incorporated Board, if he/she agrees to become a member.

Period of appointment: Persons are elected to the Board for 2 years and shall be eligible for re-election. However a person may be the Chairman for only 4 years in any 8 consecutive years. Persons are appointed to the Board for 2 years and may be re-appointed in accordance with the above section upon presentation to the Board a letter of nomination (not written by the nominee).

Resignation of a Member: A member may resign by providing the Secretary with written notice, either directly or from his/her employer.

Removal of a member: A member may be removed from the Board if it is shown to the satisfaction of the Board that he/she has wilfully contravened any of the requirements of the Rules of Governance, or has not participated in Board business or communicated with the Board, for the previous two meetings or thirteen months, whichever is the longer. No member may be removed for reasons outlined above without being contacted by the Board and given the opportunity to give the reasons for his/her actions, and that the reasons be conveyed to the Board prior to any motion to remove the member. In the event that a vote on the motion to remove the person is tied, the Chairman has a second vote. In the event the person is the Chairman, the Deputy Chairman has a second vote.

Casual Vacancy: A casual vacancy on the Board may be filled by seeking nominations from employers of that aviation sector which has lost representation. The Board may appoint one of the nominees to the Board for the remainder of the term. A casual vacancy of office bearers may be filled by electing a replacement office bearer from Board members. The Board may choose not to fill a casual vacancy.

Management Committee: The Chairman, Deputy Chairman and Secretary/Treasurer are the members of the management committee.

Secretariat: The Board may enter into an arrangement with any suitable organisation to provide secretariat services. The secretary/secretariat is responsible to maintain a register of current and past members.

Formation of sub-committees: The Board may from time to time form sub-committees and co-opt persons to assist the conduct of the Board's business. The Chairman will provide the sub-committee or co-opted person with directions as to the scope and limitations of the task to be undertaken.

Fees and subscriptions: None.

Duties of Office Bearers:

Chairman:

- Shall convene the Board and manage the business of meetings.
- Shall mediate discussions, guiding members to consensus decisions
- Shall act on behalf of the Board based on decisions reached by the Board

Shall release information on behalf of the Board or authorise its release
Shall liaise with all Board members and others as appropriate for the efficient
conduct of Board business
Shall co-opt other persons to assist with the conduct of business as required
Shall not misrepresent the Board or its decisions

Deputy Chairman:

Shall act as the Chairman in the absence of the Chairman.

Secretary/Treasurer:

Shall provide secretariat service to the Board as required.
Has responsibility for the custody of all books, documents and correspondence
of the Board.
Shall manage the finances of the Board including reporting.