



**CODE OF REGULATIONS
OF
INTERNATIONAL MTM DIRECTORATE, INC**

CODE OF REGULATIONS OF INTERNATIONAL MTM DIRECTORATE, INC

Article 1: Name

This corporation shall be known as International MTM Directorate, Inc.

Article 2: Constitution

Section 1: Origin

The International MTM Directorate, Inc., originally constituted in Paris on June 25, 1957, by an assembly of representatives from six countries including the National MTM Associations of the U.S.A., France, the Netherlands, Sweden and Switzerland, is a Federation of National MTM Associations incorporated under the laws of Ohio on November 6, 1968.

Section 2: Composition

The International MTM Directorate, Inc. is composed of Delegates who:

- (1) Represent the Members
- (2) Act in the General Assembly on legislative matters.
- (3) Select a Managing Board of Trustees to act on Executive matters
- (4) Are assisted by Auditors

Section 3: Language

The official language of the International MTM Directorate, Inc. will be English. French and German shall be recognised and accepted for communication purposes.

Article 3: Purpose and Power

Section 1: Objectives

International MTM Directorate, Inc., as a non-profit corporation organised under the laws of the State of Ohio, U.S.A., has as its principal objectives those purposes specified within its Articles of Incorporation.

Section 2: Powers, Rights & Privileges

The corporation shall have all the powers, rights and privileges conferred by Ohio law upon a non-profit corporation except as expressly limited by the Articles of Incorporation or this Code of Regulations.

Section 3: Limitations

The International MTM Directorate, Inc., its General Assembly, its Managing Board of Trustees and its Committees shall not take any position or express any opinion on matters that evidently fall within the sole jurisdiction of its individual Members.

Article 4: Membership

Section 1: Classes of Membership

- (1) Membership in the International MTM Directorate, Inc., known as IMD, shall be held by National associations acknowledged by IMD as representing MTM activities in their respective countries. Admission to membership is restricted to one Association in each country.
- (2) The IMD Board can designate as Aspirant association a local group organised for supporting and promoting MTM in national areas where no MTM association is established but is under development. Such group should be supported by a National MTM association on request by IMD. Only one Aspirant association shall exist for each country, and shall not be a member of IMD.
- (3) Individuals who have rendered outstanding service to IMD, may be elected by the General Assembly to Honorary Membership.

Section 2: Membership Development

- (1) The objectives for membership development is to enable a national area to organise a strong and competent MTM group which can become a National MTM association.
- (2) On request of the IMD Board a National MTM association can be assigned for membership development of an area where no MTM association exists.

This obliges to

- assist in promoting the use of MTM in the developing area
- provide and assist in translation of training material, examinations, etc.
- assist in organising a national MTM group where the users of MTM have the dominating influence
- to report progress to the IMD General Assembly.

Section 3: Application for Membership

- (1) An Aspirant association may apply for or be invited to status as National MTM association. Such group, upon submitting an application to the IMD Board, must subscribe to the same objectives as IMD, and recognise in its by-laws that IMD is the official international body for the co-operation and co-ordination in the field of MTM, its development and practice. It must be demonstrated to IMD that such election from Aspirant association to National MTM association will be in the interest of the users of MTM in that country.
- (2) In addition to the requirements in the preceding paragraph, the applicant must also develop and submit the following:
 - formal request for National Membership signed by the organisation chairman
 - list of officers

- list of membership by classes
 - official copy of by-laws
 - proposed six (6) months meeting schedule
 - financial statement
- (3) If a two-thirds (2/3) majority of the Managing Board of Trustees assembled vote for admission to membership, the question shall then be presented to the General Assembly at its next meeting. A two-thirds (2/3) majority vote of the General Assembly shall be necessary to ratify the admission of the new member.
- (4) Admission to membership of an Aspirant association shall be reported in writing by the Executive Director to the Managing Board of Trustees and to all Members within one (1) month after becoming effective.

Section 4: Censure, Suspension or Expulsion from Membership and Readmission

- (1) Any member not observing the Rules of Conduct and Practice of IMD, or failing to meet his financial obligations toward IMD, shall be warned in writing by the President.
- (2) Any member who seriously prejudices the interests of IMD or fails to heed the President's warning, may be suspended by a resolution of the Managing Board of Trustees. If the Member is not reinstated by subsequent resolution of the Managing Board of Trustees, a motion proposing the expulsion of the Member shall be submitted by the Managing Board of Trustees to the General Assembly.
- (3) For adoption of a resolution proposing expulsion of a Member by the General Assembly, a two-thirds (2/3) majority vote shall be required. With the adoption of such resolution, the termination of the membership shall become effective immediately.
- (4) If requested by the expelled Member, the General Assembly shall appoint an Investigation Committee chosen from the membership of National Member Associations. This Committee shall submit to the next meeting of the Managing Board of Trustees a report on the facts relating to the expulsion and the expelled Member's subsequent efforts to rectify the matters giving rise to expulsion. On the basis of this report, the Managing Board of Trustees can readmit the expelled Member.
- (5) Any suspension or expulsion from membership, or readmission to membership will be reported in writing by the Executive Director to the Managing Board of Trustees and to all Members within one (1) month after becoming effective.

Section 5: Voluntary termination of Membership

- (1) Any Member may voluntarily withdraw from membership. Notice of withdrawal from IMD must be given by registered letter directed to the President. The withdrawal will become effective within one (1) month, but the full annual contribution shall be paid for the financial year in which the membership expires.
- (2) Any termination of membership will be reported in writing by the Executive Director to the Managing Board of Trustees and to all Members within one (1) month after becoming effective.

Article 5: Government

Section 1: Government

The Government of IMD shall consist of two (2) bodies:

- (1) The General Assembly, composed of the Delegates of all Members, having the Legislative Power.
- (2) The Managing Board of Trustees composed of elected Trustees and Officers, having the Executive Power.

Article 6: General Assembly

Section 1: Duties

Except otherwise provided in this Code of Regulations, control of the entire interest of IMD is entrusted to the General Assembly. Its principal duties shall be to:

- (1) Elect the members of the Managing Board of Trustees and Officers for successive terms of three (3) years.
- (2) Elect the Auditors, who need not be members of Member Associations.
- (3) Approve the report of the Auditors.
- (4) Ratify the actions of the Managing Board of Trustees.
- (5) Formulate new Rules and Regulations and modify existing Codes, Rules and Regulations.
- (6) Exercise all powers and duties with respect to voluntary dissolution.

Except as otherwise provided in the Articles of Incorporation or this Code of Regulations, the General Assembly may exercise all powers vested in the members of a non-profit corporation under the laws of Ohio.

Section 2: Composition

Each Member shall name one Delegate to the General Assembly, and the Delegates in their entirety shall compose the General Assembly.

Meetings of the General Assembly may be attended by the Managing Board of Trustees, and persons from Member and Aspirant Member Associations other than Delegates. They may be invited by the Chairman to participate in discussion, but shall have no voting power.

Section 3: Meetings

The General Assembly shall hold a general meeting each year and such interim special meetings as the President and two Members may call.

Advance written notice convening a meeting of the General Assembly, including a tentative agenda, shall be submitted by the Managing Board of Trustees and sent by the Executive Director to all Members at least two (2) month before the date of each meeting of the General Assembly.

Section 4: Agenda

Members may request that additional items be placed on the agenda up to one (1) month before each meeting of the General Assembly. The final agenda of the General Assembly shall then be prepared by the President and issued by the Executive Director to all Members, and to the Managing Board of

Trustees not later than one (1) month prior to the date of each meeting of the General Assembly.

Section 5: Quorum

To constitute a quorum at any meeting of the General Assembly, a majority of the Members represented by their Delegates must be present in person or by a representative in person under written proxy. However, no final action shall be taken on issues not appearing on the final agenda unless two-thirds (2/3) of the Delegates are present.

Section 6: Voting

At every meeting of the General Assembly, each delegate present may cast only one vote on each question unless he is properly proxied by another. All questions shall be decided by majority vote unless the question is one upon which a different vote is required by law, the Articles of Incorporation or this Code of Regulations. In the event of an equality of votes, the deciding vote shall be cast by the Chairman.

Voting on all questions before the General Assembly meetings shall be conducted orally with the exception of membership matters which shall be done by written ballot.

Section 7: Order of Business

The order of business at all meetings of the General Assembly shall be as follows, provided that inapplicable items may be omitted:

- Roll call
- Proof of notice of the meeting or waiver of notice
- Reading of minutes of preceding meeting
- Reports of officers and committees
- Elections, triennially
- Unfinished business
- New business

Article 7: Managing Board of Trustees

Section 1: Duties

All executive measure related to the interests of IMD except those specifically reserved to the General Assembly, are entrusted to the Managing Board of Trustees whose principal duties shall be to:

- (1) Decide on admission of new Members, subject to ratification by the General Assembly.
- (2) Determine the date and place for the meetings of the General Assembly.
- (3) Approve the annual report and the annual accounts.
- (4) Establish annual budgets and member contributions.
- (5) Establish Standing Committees and appoint Functional Co-ordinators for specific areas of activities when found justified.
- (6) Accept, approve and act upon reports from standing committees and from Functional Co-ordinators.
- (7) Issue recommended policies and procedures.

- (8) Present reports and accounts to the General Assembly.
- (9) Appoint the Executive Director and any additional member of the Executive Board.
- (10) Approve annual budget and program.

As an advisory body entrusted with safeguarding the technical excellence of the MTM procedure, the Managing Board of Trustees shall express its opinion by recommending to the National MTM Associations overall policies and procedures. When these recommendations are ratified at a meeting of the General Assembly, they shall become a part of the permanent and official policy and rules.

Except otherwise provided in the Articles of Incorporation or this Code of Regulations, the Managing Board of Trustees may exercise all powers conferred upon the trustees of a non-profit corporation under the laws of Ohio.

Section 2: Composition

The Managing Board of Trustees elected by the General Assembly shall consist of three executive officers (President, Vice President and Executive Director) and a maximum of one trustee from each member. The Managing Board of Trustees will have full executive power.

The President, Vice President and Executive Director will constitute an Executive Board.

Section 3: Term of office

Each member of the Managing Board of Trustees shall be elected for a three (3) year term and shall serve until his successor has been elected and assumed office. A retiring President shall remain a member of the Managing Board of Trustees for one (1) year as an ex-officio member. Vacancies in the Managing Board of Trustees caused by any reason shall be filled temporarily by a vote of the majority of the remaining Trustees even though they may constitute less than a quorum. Provided, however, that the General Assembly shall elect the Trustee to fill the vacancy for the remaining term at its next meeting. If the vacancy applies to any of the three Executive Officers, the Managing Board of Trustees shall elect among themselves his successor to serve until the next General Assembly, which will decide on a permanent appointment for the remaining term of office. If requested by at least two members, the Executive Director shall prepare such election by letter.

Section 4: Meetings of the Managing Board of Trustees

- (1) The Managing Board of Trustees shall meet at least once annually. Special meetings may be called at any time by the President or any two (2) Members of the Managing Board of Trustees. The Executive Board will meet twice a year and at such interim special meetings as the President and Executive Director may call.
- (2) Advance written notice convening a Board meeting, including a tentative Agenda, shall be submitted by the President or the Executive Director and

sent by the Executive Director to the Managing Board of Trustees and all Members at least two (2) months before the date of the meeting. Members may request that additional items be placed on the agenda up to one (1) month before the meeting after which time a final agenda shall be submitted.

Section 5: Quorum and voting

- (1) To constitute a quorum at the meetings of the Management Board of Trustees, at least five (5) of its members must be present in person.
- (2) Each member of the Managing Board of Trustees shall have only one (1) vote.
- (3) Representatives of Member Associations and Honorary Members may attend any Board meeting, but they shall have no voting power.

Article 8: Officers

Section 1: Officers

The principal officers of IMD shall be the President, the Vice President, the Executive Director and the Trustees. Their general responsibilities shall be as follows:

- (1) The **President** represents IMD externally. He shall take the chair at all meetings of the General Assembly, the Managing Board of Trustees and the Executive Board.
- (2) The **Vice President** will preside at the meetings of the General Assembly, the Managing Board of Trustees and the Executive Board in the absence of the President.
- (3) The **Executive Director** shall manage IMD operational affairs and property and deliver a continuous service to the Members and their customers. He shall prepare the annual report, take the minutes of the meetings and keep the files. Copies of all IMD correspondence shall be sent to the Executive Director. He shall keep the accounts to be rendered each year to the Managing Board of Trustees. He shall also be responsible for the technical co-ordination among the Members and for developing and managing training and qualification procedures.
- (4) Each **Trustee** will undertake, on equal basis with other members of the Managing Board of Trustees, such duties that may be assigned to him.

Article 9: Committees

Section 1: Standing Committees

The standing committees of IMD shall be established from time to time by the Managing Board of Trustees.

Section 2: Duties of Standing Committees

The committees so established shall have the authority, responsibilities and reporting functions as specified from time to time by the Managing Board of Trustees.

Article 10: Meeting procedures

Section 1: Rules of procedure

The proceedings and business of IMD shall be governed by Roberts' latest book on parliamentary procedure, unless otherwise provided herein.

Section 2: Minutes of meetings

The minutes of all meetings will be kept by the Executive Director and sent to the entire membership.

Article 11: Finances

Section 1: Fiscal year

The fiscal year of IMD shall begin on the first day of January every year. The fiscal year herein established shall be subject to change by the Managing Board of Trustees with the prior written approval or ratification of the General Assembly.

Section 2: Revenue

The revenue of IMD may be derived from one or more of the following:

- (1) Annual contributions paid by Members are to be established by the Managing Board of Trustees according to a Regulation set by the General Assembly. Honorary Members shall pay no contributions.
- (2) Any royalties established by the General Assembly, or any royalties Established by the Managing Board of Trustees according to a Regulation set by the General Assembly.
- (3) Proceeds from publications.
- (4) Donations.
- (5) Other means of income designated by the Managing Board of Trustees and General Assembly.

Section 3: Auditors

Each three (3) year period one Auditor who is a Certified Public Accountant shall be appointed by the General Assembly. He shall inspect annually the financial accounts of IMD and shall furnish a written audit report to the Managing Board of Trustees and to the General Assembly.

Article 12: Nominations

Section 1: Nominations

- (1) The Executive Director will solicit suggestions from the membership for the officers of the Managing Board of Trustees at least two (2) month before the date for the meeting of the General Assembly. The nomination will have a closing date four weeks after the despatch of the nomination form.
- (2) Independent nominations may also be made by any two (2) Members of IMD by submitting them in writing to the Executive Director not less than one (1) month prior to the date of the meeting of the General Assembly at which elections are to be held.

- (3) The Executive Director shall mail a ballot to each Member of IMD Together with the final invitation to the meeting of the General Assembly.
- (4) At the meeting of the General Assembly, the ballots shall be cast and counted, and those so elected shall serve until their successors have been elected.

Article 13: Responsibility for copyrights

Section 1: Responsibility for copyright

Copyrights for the original basic MTM data card (Ref. MTMA 101 dated March 1955) are in the name of the MTM Association for Standards and Research, U.S.A. However, each Member who is entitled in his country to copyrights in the field of Methods Time Measurement (MTM) shall, for the period of his membership, place the corresponding foreign copyrights with IMD.

Each Member is delegated the authority to use these copyrights so placed with IMD under the following conditions:

- (1) The rights, as referred to above, are to be adequately established and legally protected in each country.
- (2) Translations of the names, initials and other data are to be registered where legally possible.
- (3) The term Methods Time Measurement or its authorised translations, and the term MTM will be used only when referring to or in connection with official published data.
- (4) The symbols and the initials MTM are to be the only official designations and shall not be translated.
- (5) No group or association shall adopt in its name the words “Method Time Measurement” or the abbreviation (MTM) unless officially authorised to do so by IMD.
- (6) In the field of MTM, no sole rights will be granted or allowed to any person or group.
- (7) Each Member will, in its territory, guard the proper fulfilment of the conditions (1) through (6) stated above.

Article 14: Further member rights and duties

Section 1: Nominations

Each Member may furnish to the Executive Director its suggested list of candidates for the offices of the Managing Board of Trustees.

Section 2: Publications

Each Member and Aspirant Member shall furnish to IMD on request of and at the expense of IMD all publications of the Member or Aspirant Member in the language of publication.

Section 3: Research results

Members and Aspirant Members may have full access to the research results

obtained by other Members of IMD.

Section 4: Mailing address

Members and Aspirant Members will submit a registered mailing address to the Executive Director of IMD.

Article 15: Provision for expediting corporate business

Section 1: Waiver of notice

Notice of the time, place and purposes of any meeting of the General Assembly or Managing Board of Trustees, as the case may be, whether required by law, the Articles of Incorporation or the Code of Regulations, may be waived in writing either before or after the holding of the meeting by any Delegate or Trustee which writing shall then be filed with and entered upon the records of the meeting.

Section 2: Action without meeting

Any action which may be authorised or taken at a meeting of the General Assembly or Managing Board of Trustees can be authorised and taken without a meeting in a written submission, signed by such number of Delegates or Trustees as the action so taken would otherwise require at a duly convened meeting specifically called for such purpose. Any such action in writing without meeting shall be filed with and entered upon the records of the General Assembly or Managing Board of Trustees and a copy thereof shall be sent to each Member or Trustee, as the case may be. Provided, however, that no Member may be expelled nor may the corporate entity be dissolved by action in writing without meeting.

Article 16: Amendments

Section 1: General Assembly

This Code of Regulations may be amended at any meeting of the General Assembly, provided notice of the proposed amendment has been submitted to the Members together with the final agenda one (1) month prior to the meeting. A two-thirds (2/3) vote shall be required for amendment.

Section 2: Managing Board of Trustees

This Code of Regulations may also be amended at any meeting of the Managing Board of Trustees provided notice of the proposed amendment has been submitted to the Trustees together with the final agenda one (1) month prior to the meeting. A two-thirds (2/3) vote of Trustees shall be required for amendment.

Article 17: Indemnification of Trustees and Officers

Section 1: Corporation rights

The corporation may indemnify every person, his heirs, executors and administrators, against any and all judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and

necessarily incurred by him in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the corporation or otherwise, civil, criminal, administrative or investigative, including appeals), to which he may be or is made a party by reason of his being or having been a trustee or officer of the corporation.

However, there shall be no indemnification:

- (1) As to matters in which the person shall be adjudged in an action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; or
- (2) As to matters as shall be settled by agreement specifically predicated on the existence of such liability; or
- (3) In the case of any criminal matters, that the person had reasonable cause to believe that his conduct was unlawful.

Section 2: Individual rights

Any such person shall be entitled to indemnification as of right:

- (1) If he has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding; or
- (2) Except as hereinabove provided, in respect of matters as to which a court or independent legal counsel shall have determined that he acted in good faith for a purpose which he reasonably believed to be in the best interests of the corporation and in addition, in the case of any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

A court or independent counsel shall have the power to determine that he person is entitled to indemnification as to some matters even though he is not so entitled as to others. The termination of any claim, action, suit or proceeding by settlement, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that the person did not act in good faith for a purpose which he reasonably believed to be in the best interest of the corporation and, in the case of any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 3: Amounts paid

Amounts paid in indemnification shall include, but shall not be limited to, counsel and other fees and disbursements and judgements, fines or penalties against, and amounts paid in settlement not predicated on the existence of liability by, such person. The corporation may advance expenses to, or where appropriate, may itself at its expense undertake the defence of, any such person provided that he shall have undertaken to repay or to reimburse such expenses if it should be ultimately determined that he is not entitled to indemnification under this Article.

Section 4: Limitations

The rights of indemnification provided in this Article 17 shall not be exclusive of any rights to which any such person may otherwise be entitled by contract or as a matter of law.

Article 18: Rules of Conduct and Practice

Section 1: Content

The Rules of Conduct and Practice of the International MTM Directorate, Inc. governing the actions of Members and Aspirant Members shall consist of this Code of Regulations and such Rules as are ratified by the General Assembly.

Section 2: Observance

Each Member shall accept the Rules of Conduct and Practice and agree to abide by them, except when such Rules conflict with National laws.

Article 19: Voluntary dissolution

Section 1: Resolution

The dissolution and liquidation of the International MTM Directorate, Inc. may be recommended by the Managing Board of Trustees or by one-third (1/3) or more of the Members. The General Assembly may not decide on the dissolution unless the proposal is on the final agenda submitted one (1) month prior to the meeting. A two-thirds (2/3)-majority vote shall be required for dissolution.

20 January 2002