

UKTA CONSTITUTION

1. THE ORGANISATION

- 1.1 The name of the organisation is the United Kingdom Thermography Association (UKTA).
- 1.2 The UKTA is a not-for-profit association.
- 1.3 The purpose of the UKTA is to support and encourage the development of professional thermography practise.

2. OBJECTIVES

- 2.1 The primary objective of the UKTA is to support and promote thermography applications in the UK by providing a forum covering matters relating to the science and practise of thermography within industry sectors.
- 2.2 The UKTA Committee will recognise Training Organisations which meet its criteria to demonstrate the provision of training and/or certification in thermography is to a standard of competency appropriate to the applicable industry sector.
- 2.3 The UKTA aims to contribute to consultations on matters pertaining to thermography applications.
- 2.4 The UKTA aims to contribute to the development of standards and regulations pertaining to thermography applications.
- 2.5 The UKTA aims to develop useful and practical online resources pertaining to explanation of thermography applications, training and certification for the benefit of all stakeholders.

3. MEMBERSHIP

- 3.1 The UKTA is open to members worldwide.
- 3.2 There are three types of individual Membership:
 - a) Full Membership is for practising thermographers who meet the training and accreditation criteria listed on the UKTA training page. Each Full Member has one vote. Each Full Member may purchase one entry in the UKTA Find A Thermographer service which is a free online search for those looking to appoint a qualified thermographer. Each Full Member who undertakes training may also purchase an entry on the training page of the UKTA website subject to meeting the criteria in 2.2.
 - b) Provisional Membership is for students or any thermographer not yet meeting the criteria for a Full Member. Each Provisional Member has one vote.
 - c) Interested Party Membership is for beneficiaries and commissioners of thermography services. There is no vote for an Interested Party Member.
- 3.3 There is one type of Corporate Membership:
 - a) Corporate Membership is available to organisations who conduct business within the thermography industry. A Corporate Member has one vote and must nominate a

person within its organisation to cast its vote. Each Corporate Member who undertakes training may also purchase an entry on the training page of the UKTA website.

- 3.4 The membership subscription criteria and eligibility and listing criteria for Find a Thermographer and the training page, along with subscription and listing fees will be decided annually by the UKTA Committee.
- 3.5 Membership subscriptions are notified and gathered via an electronic invoice. Invoices for membership renewal will be issued up to two months prior to renewal. Invoices for new members will be issued throughout the year.
- 3.6 The subscription year is 1st January to 31st December. Membership applications received on or after 1st July will be charged half subscription. The whole subscription rate will then be applicable at annual renewal.
- 3.7 Membership of the UKTA requires the storing of personal data.
- 3.8 The UKTA membership application form is available for download from the homepage of the UKTA website. Applications from prospective Full members will require evidence that the training criteria have been met.
- 3.9 Membership will commence upon receipt of subscription payment and by the issue of a membership logo and membership number. The UKTA logo will state the type of membership and the year of membership.
- 3.10 A member can resign at any time by giving written notice to the UKTA Committee and any subscription paid or listing fee in the Find A Thermographer service or on the training page of the website will be forfeited.
- 3.11 The UKTA Committee reserves the right to resign a member whose subscription is more than three months in arrears.
- 3.12 Until 31st December 2025 Full Members wishing to be listed in Find A Thermographer or on the training page of the UKTA website will be added in the order of joining the UKTA after which the order and search options will be reviewed by the UKTA Committee to enhance ease of use of the service whilst supporting members fairly.
- 3.13 All members are expected to act in accordance with the UKTA Statement of Ethical Principles.
- 3.14 The UKTA Committee will investigate unacceptable behaviour, including racist, sexist or inflammatory remarks or any other matter which it believes to be offensive or discriminatory or is contrary to the Statement of Ethical Principles or the Objectives of the UKTA. The member concerned will have the right attend a hearing undertaken by the UKTA Committee and accompanied by a colleague. The decision of the UKTA Committee is final.

PROPOSED AMENDMENT:

The UKTA Committee will **consider any suggestion, complaint, unacceptable behaviour, including racist, sexist or inflammatory remarks or any other matter which it believes to be**

offensive or discriminatory or is contrary to the Statement of Ethical Principles or the Objectives of the UKTA. The **member(s)** concerned will **be invited** to attend a **meeting with** the UKTA Committee, accompanied by a colleague **if they wish**. **The Secretary will minute the meeting and a copy circulated to all attendees within 48 hours. The UKTA will set out its considerations and its decision within 30 days of the minutes being agreed.** The decision of the UKTA Committee is final.

REASON:

The UKTA Committee also responds to any suggestions or complaints made under the UKTA Suggestion and Complaint and Policy.

4. UKTA COMMITTEE

- 4.1 The composition of the UKTA Committee should aim to be reflective of the membership type demographic and industry sectors to represent a broad a spectrum of thermography interests.
- 4.2 The UKTA Committee will aim to be a minimum of six and a maximum of twelve members.
- 4.3 The UKTA Committee will comprise four Officer Members and up to eight Ordinary Members.
- 4.4 Any member can nominate themselves or other members to serve on the UKTA Committee by giving notice to the Secretary at any time but no later than 2 days before a General Meeting.
- 4.5 All UKTA Committee members will be elected by the membership eligible to vote at a General Meeting.
- 4.6 In the event of more than one member from a company, commercial group or other organisation are voted onto the UKTA Committee, the remaining committee members will determine whether it would represent a potential conflict of interest. If the UKTA Committee determines there is a conflict of interest it will also determine how the conflict is to be resolved. The decision of the UKTA Committee is final.
- 4.7 A UK Committee member may resign at any time by giving notice in writing to the Chair and Deputy Chair.
- 4.8 The UKTA Committee may retire any committee member who for whatever reason is not delivering the duties of the role. If such an event occurs, the member concerned who may be accompanied by a colleague will be invited to an interview with UKTA Officers. The decision of the UKTA Committee is final.
- 4.9 If a pre-term departure of a committee member occurs, the UKTA Committee may appoint an interim "Acting" member until a replacement is elected at the next Annual General Meeting.

PROPOSED AMENDMENT:

If a pre-term departure of a committee member occurs, **or an application is made to join the UKTA Committee**, the UKTA Committee may appoint an interim "Acting" member until a replacement is elected at the next Annual General Meeting.

REASON:

The UKTA Committee welcomes applications to join the Committee, and it would be in the interests of the UKTA if the Committee could be expanded with acting members throughout the year.

- 4.10 A committee member retired by the UKTA Committee may not be nominated to serve on the committee for a period of 2 years unless the UKTA Committee agree otherwise.
- 4.11 The UKTA Committee must formally notify the membership of any pre-term departure of a UKTA Committee member at the following Annual General Meeting.
- 4.12 The term of office for the Chair and Deputy Chair will be 2 years from the General Meeting at which they were elected unless ended sooner.
- 4.13 The Offices of Chair and Deputy Chair can only be held by Full Members.

PROPOSED AMENDMENT:

At least one of the Offices of Chair and Deputy Chair must be held by a Full Member.

REASON:

To enable Interested Parties, including retired thermography practitioners, to be eligible for these Offices.

- 4.14 A member may hold each office of Chair and Deputy Chair for two consecutive terms.
- 4.15 A past Chair or past Deputy Chair can return to the same office after two years.
- 4.16 The term of office for the Treasurer and Secretary will be 2 years from the General Meeting at which they were elected unless ended sooner.
- 4.17 A member may hold each office of Treasurer and Secretary for three consecutive terms.
- 4.18 A past Treasurer or Secretary can return to the same office after two years.
- 4.19 The term of service for an Ordinary Member will be 2 years from the General Meeting at which they were elected unless ended sooner.
- 4.20 A member may serve as an Ordinary Member for three consecutive terms.
- 4.21 A past Ordinary Member can serve as an Ordinary Member again after two years.

- 4.22 A past Officer may serve as an Ordinary Member.
- 4.23 The UKTA Committee may appoint a Membership Administrator who at its discretion may or may not be a committee member.
- 4.24 The term of service for a Membership Administrator will be 3 years from the Annual General Meeting at which the appointment was notified to the membership unless ended sooner.
- 4.25 A Membership Administrator can serve 3 consecutive terms.
- 4.26 The UKTA Committee may appoint a Press Officer who at its discretion may or may not be a committee member.
- 4.27 The term of service for a Press Officer will be 3 years from the Annual General Meeting at which the appointment was notified to the membership unless ended sooner.
- 4.28 A Press Officer can serve 3 consecutive terms.
- 4.29 The UKTA Committee may invite or appoint Advisors who may or may not be a member of the UKTA to provide guidance on specific agenda items.
- 4.30 Each UKTA Committee member, including acting members, will be entitled to one vote.
- 4.31 A simple majority will decide a motion although the aim will be for consensus.
- 4.32 In the event of a tied vote, the meeting chair (be that the Chair or Deputy Chair) will have a casting vote to decide the motion.
- 4.33 Any UKTA Committee members may propose or second a motion.
- 4.34 Any UKTA Committee members may put an item on the agenda.
- 4.35 At least three Committee Officers will preside at a hearing or interview. In exceptional circumstances the Officers may invite one or more Ordinary Members to preside with them.
- 4.36 All UKTA Committee members will contribute to the decision of a hearing or interview, although the presiding members will make the decision based on a simple majority, with the chair of the hearing or interview using a casting vote in the event of a tied decision.

5. MEETINGS

All Meetings

- 5.1 For a meeting to be valid it must be quorate and have the Chair or Deputy Chair in attendance.

- 5.2 A meeting can be in person or virtual at the discretion of the UKTA Committee.
- 5.3 Members can cast votes in person or by proxy. Proxy votes must be submitted to the Chair, Deputy Chair and Secretary by email no later than 2 working days before the notified date of the meeting.
- 5.4 Motions will be decided with a simple majority unless specified otherwise in the UKTA Constitution.
- 5.5 Members will be expected to fully support the decision of a motion.
- 5.6 The Chair, or Deputy Chair in the absence of the Chair, may use a casting vote at any meeting.

Committee Meetings

- 5.7 There will be a minimum of four UKTA Committee meetings each year.
- 5.8 The quorum for a meeting to be valid is 2/3^{rds} of the UKTA Committee members one of whom must be the Chair or Deputy Chair.
- 5.9 Each UKTA Committee member is entitled to one vote when attending or one vote by proxy.
- 5.10 At the discretion of the chair of a meeting voting may be by secret ballot.
- 5.11 The Secretary will serve a meeting notice on committee members not less than 15 working days before the meeting date unless the UKTA Committee members agree otherwise.

PROPOSED AMENDMENT:

The Secretary will serve a meeting notice on committee members not less than 15 days before the meeting date unless the UKTA Committee members agree otherwise.

REASON:

A notice period of 15 *working* days is a variable period whereas 15 days is a fixed period which makes the planning of administrative tasks easier.

- 5.12 UKTA Committee meetings will be open to attendance by UKTA members who may speak but not vote. However, the chair of the meeting has the discretion to limit attendance to the UKTA Committee when sensitive issues are to be discussed.

PROPOSED AMENDMENT:

UKTA Committee meetings will be open to attendance by UKTA members who may speak but not vote. However, the chair of the meeting has the discretion to limit attendance to

the UKTA Committee when sensitive issues are to be discussed. **Any UKTA member who wishes to attend UKTA Committee meetings should contact the Secretary.**

REASON:

There is no regular quarterly meeting date for the UKTA Committee, because it meets more frequently and adopts a flexible approach to committee meetings to maximise attendance by Committee Members.

- 5.13 Committee members may submit items for the agenda to the Secretary no later than 10 working days before the date of the meeting unless the UKTA Committee members agree otherwise.

PROPOSED AMENDMENT:

Committee members may submit items for the agenda to the Secretary no later than 10 days before the date of the meeting unless the UKTA Committee members agree otherwise. **At any time, UKTA members may also submit items to the Secretary for a UKTA Committee agenda which will be included within 6 months of the submission.**

REASON:

A period of 10 *working* days is a variable period whereas 10 days is a fixed period which makes the planning of administrative tasks easier. The UKTA Committee welcomes agenda items from members.

- 5.14 The Secretary will issue UKTA Committee members an agenda including all supporting documents no later than 5 working days before the notified date of the meeting unless the UKTA Committee agree otherwise.

PROPOSED AMENDMENT:

The Secretary will issue UKTA Committee members an agenda including all supporting documents no later than 5 days before the notified date of the meeting unless the UKTA Committee agree otherwise.

REASON:

A period of 5 *working* days is a variable period whereas 5 days is a fixed period which makes the planning of administrative tasks easier.

- 5.15 The Secretary will issue the UKTA members an agenda no later than 5 working days before the notified date of the meeting unless the UKTA Committee agree otherwise.

PROPOSED AMENDMENT:

The Secretary will issue **any** UKTA members **wishing to attend a Committee meeting** an agenda no later than 5 days before the notified date of the meeting unless the UKTA Committee agree otherwise.

REASON:

The issue of the UKTA Committee agenda to all members creates unnecessary email and administration activity. The Secretary welcomes any enquiries from members such as Committee agenda items. A period of 5 **working** days is a variable period whereas 5 days is a fixed period which makes the planning of administrative tasks easier.

- 5.16 Committee members and attending members must declare any actual or potential conflict of interest prior to or during a meeting.
- 5.17 If an actual or potential conflict of interest is declared, the UKTA Committee will decide whether the member is able to attend the discussion of the item or vote. The decision of the Committee will be final.
- 5.18 Minutes of a meeting will be taken by the Secretary or the Deputy Chair in the absence of the Secretary and once approved by the Chair and Deputy Chair will be circulated to all committee members, and at the discretion of the UKTA Committee to all other attendees, within 14 days of the meeting.
- 5.19 The minutes of the preceding committee meeting will be agreed at the next meeting and circulated to all committee members within 14 days.

Annual General Meetings and Extra General Meetings

- 5.20 The UKTA Committee will hold an Annual General Meeting each year.

PROPOSED AMENDMENT:

The UKTA Committee will hold an Annual General Meeting to report its annual activity to UKTA members.

REASON:

The annual occurrence of an Annual General Meeting can be displaced by a few months when Extra General Meetings take place.

- 5.21 There will be a maximum of 15 months between Annual General Meetings.
- 5.22 The UKTA Committee can call an Extra General Meeting at any time to discuss matters that need to be put before the whole membership.

- 5.23 Whilst UKTA membership is below 200 members, the quorum criteria for a General Meeting to be valid will be 2/3^{rds} of the UKTA Committee members one of which must be the Chair or Deputy Chair and at least an equivalent number of the members.
- 5.24 When the UKTA membership exceeds 200 members, the UKTA Committee will review the quorum criteria for a General Meeting.
- 5.25 All UKTA members will be entitled to attend a General Meeting provided that their membership subscription is current.
- 5.26 All UKTA members eligible to vote will have one vote provided that their membership subscription is current.
- 5.27 At the discretion of the UKTA Committee voting may be by secret ballot.
- 5.28 The Secretary will serve a meeting notice on all members not less than 21 working days before the meeting date.

PROPOSED AMENDMENT:

The Secretary will serve a meeting notice on all members not less than 21 days before the meeting date.

REASON:

A period of 21 *working* days is a variable period whereas 21 days is a fixed period which makes the planning of administrative tasks easier.

- 5.29 Members may submit items for the agenda to the Secretary no later than 15 working days before the date of the meeting.

PROPOSED AMENDMENT:

Members may submit items for the agenda to the Secretary no later than 15 days before the date of the meeting.

REASON:

A period of 15 *working* days is a variable period whereas 15 days is a fixed period which makes the planning of administrative tasks easier.

- 5.30 Members will be issued with the agenda including all supporting documents no later than 5 working days before the notified date of the meeting.

PROPOSED AMENDMENT:

Members will be issued with the agenda including all supporting documents no later than 5 days before the notified date of the meeting.

REASON:

A period of 5 **working** days is a variable period whereas 5 days is a fixed period which makes the planning of administrative tasks easier.

- 5.31 Members must declare any actual or potential conflict of interest prior to or during a meeting.
- 5.32 If an actual or potential conflict of interest is declared, the UKTA Committee will decide whether the member is able to attend the discussion of the item or vote. The decision of the UKTA Committee will be final.
- 5.33 At an Annual General Meeting the Chair will report the work of the UKTA over the past year including membership numbers, types and industry sector demographics.
- 5.34 At an Annual General Meeting the Deputy Chair will report the plans for the UKTA for the forthcoming year.
- 5.35 At an Annual General Meeting the Treasurer will report the UKTA accounts for the previous year and the financial proposal for the forthcoming year.
- 5.36 At an Annual General Meeting the Secretary will report on the yearly review of the Constitution with the UKTA Strategy, the review of policies and procedures and report any relevant GDPR issues.
- 5.37 At an Annual General Meeting the UKTA Committee will present nominations for any Officers and Ordinary Members whose term of office is complete or who have been serving an Acting role for election by the membership.
- 5.38 Minutes of a meeting will be taken by the Secretary or the Deputy Chair in the absence of the Secretary and once approved by the Chair and Deputy Chair will be circulated to all attendees within 14 days of the meeting.
- 5.39 Attendees of an Annual General Meeting will be invited to make amendments to the minutes within 5 days of circulation.
- 5.40 A draft of the minutes for an Annual General Meeting including any amendments will be emailed to attendees and, at the discretion of the UKTA Committee, to all members within 28 days of a General Meeting.
- 5.41 The minutes of the preceding general meeting will be agreed at the subsequent general meeting and circulated to all UKTA members within 14 days and at the discretion of the UKTA Committee posted on the UKTA website.

Special General Meeting

- 5.42 A Special General Meeting can be at the request of a majority of the UKTA Committee or at least eight UKTA members giving a written request to the Chair or Secretary stating the reason for their request.
- 5.43 A Special General Meeting will take place within twenty-one days of the request.
- 5.44 The Secretary will serve a meeting notice and agenda on all members not less than 14 working days before the meeting date.

PROPOSED AMENDMENT:

The Secretary will serve a meeting notice and agenda on all members not less than 14 days before the meeting date.

REASON:

A period of 14 **working** days is a variable period whereas 14 days is a fixed period which makes the planning of administrative tasks easier.

- 5.45 Minutes of a meeting will be taken by the Secretary or the Deputy Chair in the absence of the Secretary and once approved by the Chair and Deputy Chair will be circulated to all attendees within 14 days of the meeting.
- 5.46 Attendees of a Special General Meeting will be invited to make amendments to the minutes within 5 days of circulation.
- 5.47 A draft of the minutes for a Special General Meeting including any amendments will be posted on the UKTA website.

PROPOSED AMENDMENT:

A draft of the minutes for a Special General Meeting including any amendments **at the discretion of the UKTA Committee** will be posted on the UKTA website **within 28 days of the meeting**.

REASON:

To correct overlapping and inconsistent information in Paragraphs 5.47 and 5.48.

- 5.48 A draft of the minutes for a Special General Meeting including any amendments will be emailed to all Members within 28 days of the meeting and at the discretion of the UKTA Committee posted on the UKTA website.

PROPOSED AMENDMENT:

A draft of the minutes for a Special General Meeting including any amendments will be emailed to all Members within 28 days of the meeting.

REASON:

To correct overlapping and inconsistent information in Paragraphs 5.47 and 5.48.

5.49 All other rules for a Special General Meeting are the same as for General Meetings.

6. FINANCES

- 6.1 The UKTA Committee will maintain a dedicated bank account on behalf of the UKTA at a bank agreed by the committee.
- 6.2 There will be at least three UKTA Committee member signatories on the account.
- 6.3 All payments from UKTA funds must be authorised by the UKTA Committee and transacted by at least two signatories.
- 6.4 The Treasurer will maintain records of income and expenditure and a financial statement will be given at each UKTA Committee meeting.
- 6.5 All funds raised by the UKTA will be spent in pursuit of the objectives laid out in the UKTA Constitution.
- 6.6 The UKTA Committee will endeavour to use at least 50% of the UKTA subscriptions raised each year in pursuit of its objectives.
- 6.7 The UKTA Committee will adopt a minimal expenses policy and any funds expended on member expenses will be particularised at the Annual General Meeting.

7. CHANGES TO THE UKTA CONSTITUTION

- 7.1 The UKTA Constitution can be changed at a General Meeting.
- 7.2 Each change to the UKTA Constitution will require a 2/3rd majority vote.

8. DISSOLUTION

- 8.1 The UKTA Committee may give notice of dissolution at a General Meeting.
- 8.2 The UKTA Committee must give members at least six months written notice of the intention to dissolve the UKTA stating its reasons together with a profit and loss statement and balance sheet for the current year and a two-year projection.
- 8.3 A motion for dissolution of the UKTA will be decided with a 2/3rd majority vote.
- 8.4 On dissolution UKTA members will not be entitled to any refund of subscriptions or listing fees for entries in the Find A Thermographer Service or for entries on the Training page of the UKTA website.
- 8.5 On dissolution the UKTA Committee will endeavour to pay all outstanding invoices for services and goods provided to the UKTA.
- 8.6 On dissolution the UKTA Committee will determine the charitable distribution of UKTA assets.

- 8.7 On dissolution the UKTA Committee will determine the charity to which any UKTA funds will be donated.
- 8.8 The UKTA Committee will issue a statement to all members detailing the distribution of UKTA assets and funds.
- 8.9 On dissolution all UKTA members will cease to use the UKTA logo.
- 8.10 On dissolution all membership benefits will cease without compensation or redress.