

THE UNITED KINGDOM FLIGHT SAFETY COMMITTEE



CONSTITUTION

1. BACKGROUND AND TITLE

The 'Transport Flight Safety Committee' was formed in 1959 by the then Minister of Transport and Civil Aviation; it was renamed the 'United Kingdom Flight Safety Committee' (UKFSC) in 1961 when it became independent of Government. The UKFSC is an unincorporated not-for-profit association of Members involved in or concerned with aviation safety.

2. OBJECTIVES

The objectives of the UKFSC are to:

- a. Pursue the highest standards of aviation safety.
- b. Facilitate the free exchange of aviation safety data.
- c. Maintain an appropriate liaison with other bodies concerned with aviation safety.
- d. Constitute a body of experienced aviation safety personnel available for consultation.
- e. Provide assistance to operators establishing and maintaining a flight safety organisation.

3. CONFIDENTIALITY

a. The effectiveness of the UKFSC depends on aviation safety matters being discussed openly and freely, which in turn requires a trusted environment in which participants respect the confidentiality of information and the views expressed. Moreover, safety information is protected under UK (EU) Reg No 376/2014. For this reason the "Confidential Warning", which is based on the Chatham House Rule¹, is read out at each Safety Information Exchange (SIE) Meeting and is to be included on the meeting register which Members sign as accepting the Rule of Confidentiality. The full text of the Confidential Warning is as follows:

"Unless notified as being already in the public domain, details of accidents and incidents which may be discussed at this meeting may be protected from disclosure by UK (EU) Reg No 376/2014 and are to be regarded as confidential. You are entitled to use the information with discretion within your own organisation. Members are not to be quoted by name or organisation without their prior consent."

¹ The Chatham House Rule states: 'when a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.'

b. Unredacted minutes of SIE Meetings fall under the Rule of Confidentiality and therefore may not be circulated to non-UKFSC Members either in whole or part. However, wider distribution of the executive summary of the minutes is permitted.

4. **MEMBERSHIP**

a. Eligibility for Membership. Membership of the UKFSC is available to all bodies directly involved in or concerned with aviation safety. Membership confers full voting rights and the eligibility of the Member's representative to hold office. Individuals or organisations may also be appointed as advisers by the Executive Board; advisers will be subject to the requirements of membership and be eligible to receive minutes and associated documentation but will not have voting rights or be able to hold office.

b. Application for Membership. All new applications for membership will be submitted to the Executive Board by the Chief Executive. The Board will approve applications from *bona fide* aviation entities, informing the Committee whenever an application is rejected. Contentious applications will be referred for a Member vote in plenary session as soon as practicable.

c. Continued Membership. Subject to the payment of the annual subscription fee approved at the Annual General Meeting (AGM), continued membership will be automatic. Any Member wishing to resign must give notice in writing²; no refunds of the annual subscription fee will be made.

d. Members' Representatives. Member organisations are expected to nominate a principal and an alternate representative. The UKFSC office should be notified of changes to the Member's principal representative, who will be the normal recipient of all UKFSC communications, usually via email. Despatch from a UKFSC email address to the Member's last notified email address will constitute good notice of the matters contained therein.

e. Membership List. The Chief Executive will provide a complete Membership list of contact details and membership categories on the UKFSC website. A list of the Chairman and Members of the Executive Board, and of any Working Groups, will also be provided.

5. **OFFICERS**

a. The Officers of the UKFSC are the Chairman, Vice-Chairman, Treasurer, and Non-Executive Board Member. The Chief Executive and a CAA-nominated representative are *ex-officio* Officers of the Executive Board.

b. The Chairman, Vice-Chairman, Treasurer and a Non-Executive Board Member will be elected by a vote taken at the AGM. Members may offer to stand for any of the available Officer positions on the Executive Board. Candidate details will be notified to Members no less than 7 days before nominations close.

² 'Writing' includes email communications.

c. Members elected as Officers will serve for a period of two years from the relevant AGM but may stand for re-election for a further term. Other than in exceptional circumstances, the Chairman should only serve for a maximum of two terms. Elections for the Chairman and Vice-Chairman positions will normally be de-conflicted by one year to provide an element of continuity for the Executive Board.

d. Officers who cease to be Members of the UKFSC for any reason will be required to relinquish their position unless any new employer is or becomes a Member. The UKFSC Executive Board may co-opt a Member to an Officer vacancy for a period until an election at the next EGM or AGM.

e. In the event of an Officer becoming unfit to perform their Committee duties, the Executive Board will determine whether it is the best interests of both the individual and the UKFSC to seek a temporary or permanent replacement or to wait for the Officer to regain fitness.

6. BOARDS AND COMMITTEES

Executive Board. The UKFSC Executive Board comprises the Chairman, Vice-Chairman, the Treasurer, the Non-Executive Member, a nominated CAA Representative and the Chief Executive. Led by the Chairman, the Board is responsible for:

a. Determination of UKFSC policy and its strategic direction.

b. The policy, control and administration of UKFSC finances.

c. Appointment and employment of the Chief Executive and the definition of associated duties and responsibilities.

d. The Executive Board may initiate Standing or Ad Hoc Committees, which will each have a nominated Chairman. Committees should have written terms of reference which clearly define responsibilities, output requirements and deadlines.

7. ANNUAL GENERAL MEETINGS

a. An Annual General Meeting (AGM) of all Members of the UKFSC will be held once each year but not more than fifteen months after the previous AGM.

b. UKFSC governance business will be transacted at the AGM with a quorum of 30% of the voting Membership, otherwise the AGM shall be postponed. The AGM will receive reports by the Chairman and the Treasurer, including the audited Accounts and Balance Sheet, and approve the Budget for the following year. In addition, the AGM will ratify the outcome of the election of the Executive Board Officers and appoint the Auditor and the Legal Adviser for the following year. Finally, any proposed changes to the Constitution are to be approved by an AGM vote or, exceptionally, at an Extraordinary General Meeting (EGM).

c. All voting will be decided by a show of hands combined with any formal proxy or email votes; the show of hands may include any other indications determined by the Chair for meetings conducted wholly or in part online. The meeting Chairman will declare the result, and the declaration will be recorded in the Minutes; the number of votes in favour or against a particular resolution need not be recorded. Business conducted online will have the same validity as that conducted with Members physically present.

d. Proxy votes for General Meetings may be requested with 7 days' notice by email. Members may either cede their vote for use by the Chairman or indicate their voting intentions when returning their proxy information. Members who subsequently elect to attend a meeting in person may withdraw their proxy vote on the day by giving notice to the Chairman or Chief Executive.

8. EXTRAORDINARY GENERAL MEETINGS

The Chief Executive is to convene an EGM at the request of not less than 35% of Members or at the request of the Executive Board. At least 21 clear days' notice of an EGM must be provided along with details of the proposed business.

9. CONDUCT OF SIE MEETINGS

a. SIE Meetings will normally be chaired by the Chairman or Vice-Chairman. In their absence, and if no other Officers are present, Full Members attending may elect one of their number to take the Chair for that meeting only.

b. The Confidential Warning is to be read out at each meeting and included in the meeting register which Members are to sign as accepting the Rule of Confidentiality. Participants in online meetings at any point after the reading of the Confidential Warning will be deemed to have accepted the Rule.

c. Beyond the principle and alternate representatives, additional staff from Member safety offices are encouraged to attend but prior approval must be sought through the Chief Executive when meetings are held in person or for any non-Member guests. Members are responsible for ensuring their guests acknowledge and respect the Rule.

d. The Chairman will decide if any matters require a vote but a quorum of 30% of the voting Membership must be present to do so. In the case of equal votes, the Chairman will have a casting vote.

e. Minutes of all SIE Meetings are to be compiled by the Chief Executive, confirmed at the subsequent SIE meeting and signed by the Chairman. The minutes will provide sufficient evidence of the matters discussed.

10. FINANCE

- a. UKFSC Income. Income is to be applied solely to the promotion of the objectives stated at paragraph 2, including remuneration and reimbursement of expenses for UKFSC employees; no portion is to be paid or transferred directly or indirectly by way of profits to the Members.
- b. Accounting. True accounts³ of the income, expenditure, liabilities and assets of the UKFSC are to be kept by the Chief Executive.
- c. Bank Accounts. The Chief Executive, the Administration Manager and an elected Executive Board Officer will be registered as signature authorities with access to the UKFSC Bank Accounts.
- d. Financial Authority. Unless otherwise directed by the Executive Board, payments up to £2,500 are to be approved by one of the authorised signatories. Payment greater than £2,500 are to be approved by two of the authorised signatories.

11. ANNUAL ACCOUNTS

- a. The UKFSC financial year runs from 1st April to 31st March. At least annually, the Executive Board is to provide the Members with an account of the income and expenditure for the past year, together with a balance sheet dated not more than six months prior. The accounts and balance sheet will normally be provided for the AGM.
- b. Accounts and the balance sheet are to be accompanied by a report from the Treasurer or the Chairman on the financial affairs of the Committee, copies to be sent to Members not less than 7 days before the relevant meeting.

12. AUDIT

The accounts are to be examined annually by a qualified auditor to verify the accuracy of the statement of income and expenditure and balance sheet.

13. PROPERTY AND INVESTMENTS

- a. UKFSC property must be vested in the names of an Officer (normally the Chief Executive); petty cash will be under the control of the Administration Manager.
- b. Contracts, leases or other legal obligations entered into on behalf of the UKFSC will normally be in the name of the Chief Executive or, when necessary, the Chairman or Vice-Chairman.
- c. Officers entering into any obligations in accordance with this Constitution

³ Records may be kept in electronic form.

on behalf of the UKFSC, including those under paragraph 19d, are indemnified against risk and expense out of the assets of the UKFSC provided they do so in good faith.

d. UKFSC funds not required for near-term use should be invested, taking independent financial advice, with the intention of generating additional income while maintaining reserve operating capital. The Executive Board will agree any changes to investment strategy or choice of financial institution on behalf of the Committee.

e. All selected investments are to be registered in the name of UKFSC Officers and/or the Administration Manager and require two authorised signatures to access them.

14. SUBSCRIPTIONS

a. The annual subscription payable for Membership will be determined by the Executive Board and approved at the AGM. The date on which annual subscriptions become due is the 1st day of April in each financial year.

b. At the discretion of the Executive Board, Members may forfeit all benefits of membership if their subscription is in arrears.

c. New membership will take effect after the applicable subscription, determined by the Chief Executive, has been paid for the period ending on the 31st March following their admission.

15. PROFESSIONAL CONDUCT OF MEMBERS

a. Members and their representatives are expected to conduct themselves in a professional and courteous manner when engaged on UKFSC business, particularly in respect of the Rule of Confidentiality.

b. Allegations of inappropriate professional or personal conduct, including bullying and harassment, will be investigated by two or more Officers or an impartial panel appointed by them which may include independent (non-UKFSC) members. Advice should be sought from the Legal Advisor before opening an investigation. If any allegation is potentially criminal in nature the matter is to be referred immediately to the police. Before any investigation commences, allegations shall be made known in full to the Member or representative in writing. The Member or representative concerned shall be given the opportunity to respond to the complaint or allegation, to call witnesses and to participate fully in any investigation.

c. The Officers or appointed investigators may recommend expulsion, temporary suspension of membership, withdrawal of the representative or dismissal of the allegations. In all respects, the investigation, subsequent proceedings and actions taken must be fair and transparent.

d. Other than when allegations are dismissed, the Officers or appointed investigators are to report their findings at an Extraordinary General Meeting (EGM) after which Members will vote on any recommendations. Excluding the subject of the complaint, a 90% majority of those present is sufficient to confirm or reject the recommendations. When allegations are dismissed the Committee will be informed the matter is closed.

e. Where the EGM (or AGM) votes to expel a Member, the Member will forfeit interests and privileges in UKFSC immediately; any unexpired subscription balance will be returned pro-rata for the remaining period of membership. A Member may also be temporarily suspended for a period determined by the EGM but with no return of unexpired subscription. Members shall have the right of appeal against any sanctions imposed by the Committee.

16. STATEMENTS TO THE MEDIA

UKFSC Members are not to make media statements concerning UKFSC business without the prior permission of the Chairman, Vice-Chairman or Chief Executive.

17. DISSOLUTION OF UKFSC

If a resolution to dissolve the UKFSC is passed at any General Meeting, an EGM with dissolution as its single focus must be held within eight weeks, with no less than 28 days written notice of the Meeting being given to each Member. If the resolution is confirmed at the second Meeting, the Executive Board and Chief Executive must proceed to liquidate the assets of the UKFSC by the date specified in the resolution. After meeting liabilities, including any redundancy payments, residual monies shall be divided equally between paid up Members. Upon completion of the division, the UKFSC will be dissolved.