

THE UNITED KINGDOM FLIGHT SAFETY COMMITTEE



RULES OF PROCEDURE

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 became incorporated in April 2023 as a not-for-profit company, limited by guarantee, for organisations involved in or concerned with aviation safety. The governing document for the UKFSC (the Company) is the Articles of Association (link) registered with Companies House, and the Articles therein take precedence over these Rules where any conflict arises. Members of the UKFSC agree to conduct themselves in accordance with these Rules.

2. OBJECTS

The objects of the UKFSC are the promotion and development of the science of aviation safety and 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, a Rule of Confidentiality is imposed via a Confidential Warning read out at each Safety Information Exchange (SIE) Meeting and included on the meeting register which attending Members sign as accepting the Rule. Members who remain attending a meeting via electronic means after the Confidential Warning has been read will be considered to have signed the meeting register.

b. 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.”

c. 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, subject to the approval of the Board of Directors. 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 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, be able to hold office, or be liable for the guarantee linked with membership of the Company.

b. **Application for Membership.** All new applications for membership will be submitted to the 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 may be referred for a Member discussion in plenary session.

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 writing¹; 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 is required, as Company Secretary, to provide a complete Membership list to Companies House. A membership list containing contact details and membership categories will be available on the members' area of the UKFSC website.

5. **OFFICERS**

a. The Officers of the UKFSC are the Chair, Vice-Chair, Treasurer, and Non-Executive Board Member. The Chief Executive and a CAA-nominated representative are *ex-officio* Officers of the Board. Officers are Directors of UKFSC (the company) and will be listed as such with Companies House.

¹ 'Writing' includes email communications.

- b. The Chair, Vice-Chair, 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.
- c. Members elected as Officers will normally 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 Chair should only serve for a maximum of two terms. Elections for the Chair and Vice-Chair positions will normally be de-conflicted by one year to provide an element of Board continuity.
- 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 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

Board of Directors. 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 Board may initiate Standing or Ad Hoc Committees, which will each have a nominated Chair. 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 normally 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 Chair 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 Officers and appoint the Auditor and the Legal Adviser for the following year. Finally, any proposed changes to the Articles of Association

are to be approved by special resolution at a general meeting; per the Companies Act 2006, this means a resolution passed by a majority of not less than 75%.

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 Chair 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 Chair 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 Chair 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 Chair or Vice-Chair. 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. 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 of Confidentiality.

c. The Chair 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 Chair will have a casting vote.

d. Minutes of all SIE Meetings are to be compiled by the Chief Executive, confirmed at the subsequent SIE meeting and endorsed by the Chair. 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 accounts² of the income, expenditure, liabilities and assets of the UKFSC are to be kept by the Chief Executive.

c. Financial Authority. Unless otherwise directed by the Board, payments up to £2,500 are to be approved by one of the authorised signatories to the UKSFC bank account. 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 Board will provide 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 Board report 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 accountant 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 name of a Director (normally the Chief Executive).

b. Contracts, leases or other legal obligations made on behalf of the UKFSC will normally be in the name of the Chief Executive or, when necessary, the Chair or Vice-Chair.

c. Directors entering any obligations 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 Directors and/or the Administration Manager and require two authorised signatures to access them.

² Records may be kept in electronic form.

14. SUBSCRIPTIONS

- a. The annual subscription payable for Membership will be determined by the 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 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 Directors 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 Directors 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, investigation findings are to be reported at an 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 be 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 Chair, Vice-Chair or Chief Executive.