



RACF Rules of Membership

**RULES OF MEMBERSHIP OF
RAIL ASSESSMENT CENTRE FORUM**

1. DEFINITIONS AND INTERPRETATION

1.1 In these Rules of Membership, unless the context otherwise requires:

1.1.1 **Approved Mentor** means a representative of a Full Member who:

- (a) has at least two (2) years' experience of managing a psychometric assessment centre or centres; and
- (b) has the competencies required for that role under the RACF Audit Policy;

1.1.2 **BPS** means the British Psychological Society;

1.1.3 **Candidate Privacy Notice** means the RACF candidate privacy notice which can be obtained from the Secretary by Members on request (as varied, superseded or updated from time to time in accordance with these Rules);

1.1.4 **Chairperson** means the chairperson of the RACF from time to time, whose role is further described in Rule 16.15.1;

1.1.5 **Compliance Officer** means the compliance officer of the RACF from time to time, whose role is further described in Rule 16.15.3;

1.1.6 **Confidential Information** means the confidential or proprietary information relating to the business, assets, affairs, customers, clients, suppliers or plans of a Member;

1.1.7 **Controller to Processor Agreement** means the data processing agreement between RACF and the Database Provider, a copy of which can be obtained from the Secretary by Members on request;

1.1.8 **Data Protection Law** means all applicable data protection and privacy legislation in force from time to time in the UK including without limitation the UK GDPR; the Data Protection Act 2018 (and regulations made thereunder) (**DPA 2018**); and the Privacy and Electronic Communications Regulations 2003 (SI 2003/2426) as amended;

1.1.9 **Data Sharing Agreement** means the data sharing agreement entered into by the Members which governs the sharing of personal data between the Members, a copy of which can be obtained from the Secretary by Members on request;

1.1.10 **Database** means the Traincrew Register Database, which contains information relating to prospective train drivers, and in particular contains information in relation to the psychometric assessments of such prospective train drivers, and is hosted by the Database Provider;

1.1.11 **Database Provider** means the third party that hosts the Database from time to time;

1.1.12 **Executive Committee** means the executive committee of RACF constituted accordance with Rule 16;

1.1.13 **Extranet** means the extranet maintained by the RSSB and available <https://catalogues.rssb.co.uk/extranet>;

- 1.1.14 **Full Member** means a Member having Full Service Membership;
- 1.1.15 **Full Service Membership** means the category of Membership described at Rule 8.1.1;
- 1.1.16 **Joint Controllers** has the meaning given to it in Data Protection Law;
- 1.1.17 **Member** means a member of the RACF from time to time (and **Members** shall be construed accordingly);
- 1.1.18 **Membership** means membership of the RACF;
- 1.1.19 **Membership Criteria** means the RACF's Membership criteria as set out in Rule 8;
- 1.1.20 **Mentoring** means:
- (a) the provision and recording of guidance, oversight and training prior to the first psychometric assessments conducted by the Probationary Member; and then on a regular basis during the remaining period of the Probationary Member's Probationary Membership;
 - (b) the attending of assessments in person for the first three (3) days during which psychometric assessments are conducted by the Probationary Member in order to assist with the provision of assessments and provide oversight and guidance;
 - (c) carrying out of an audit within the first three (3) months of the Probationary Member's Probationary Membership for the purposes of ensuring that assessments are carried out to the National Standard;
 - (d) to the extent identified during the initial audit by an Approved Mentor (acting reasonably) as necessary, carrying out of any further audits during the remaining period of the Probationary Member's Probationary Membership; and
 - (e) the providing of confirmation to the Secretary of the RACF that the relevant Probationary Member has met the National Standard,
- in each case:
- (i) by an Approved Mentor (which in relation to Rules 1.1.20(c) and (d) shall (where possible) be a separate Approved Mentor to the primary Approved Mentor allocated to the relevant Probationary Member in accordance with Rule 7.2.2);
 - (ii) in accordance with the RACF Audit Policy and RACF Required Training Policy, as applicable; and
 - (iii) acting under and in accordance with the guidance and instruction of the RACF Mentoring Sub-Group,
- for the purposes of confirming that psychometric assessments are being conducted to levels that meet or exceed the National Standard (and **Mentored** shall be construed accordingly);
- 1.1.21 **National Standard** means the RIS-3751-TOM Issue 3, Rail Industry Standard for Train Driver Selection;
- 1.1.22 **ORR** means the Office of Rail and Road or any other authority or government department to which its functions are transferred
- 1.1.23 **Probationary Member** means a Member having Probationary Membership;

- 1.1.24 **Probationary Membership** means the category of Membership described at Rule 8.2;
- 1.1.25 **RACF** means the Rail Assessment Centre Forum, an unincorporated association consisting of its members from time to time;
- 1.1.26 **RACF Audit Policy** means RACF's internal policy setting out the audit obligations for its Members, obtainable from the Secretary on request by Members (as varied, superseded or updated from time to time);
- 1.1.27 **RACF Database Access Policy** means RACF's internal policy governing Member access, maintenance and population of the Database, obtainable from the Secretary on request by Members (as varied, superseded or updated from time to time);
- 1.1.28 **RACF Mentoring Sub-Group** means the sub-group appointed by the Executive Committee from time to time to maintain and update the RACF Required Training Policy and provide support, instruction and guidance to those Full Service Members providing Mentoring;
- 1.1.29 **RACF Required Training Policy** means RACF's internal policy setting out the training requirements of Members, obtainable from the Secretary on request by Members (as varied, superseded or updated from time to time);
- 1.1.30 **RACF Website** means the website with the following address: www.RACF.com;
- 1.1.31 **Rule** means any individual rule comprising part of these Rules;
- 1.1.32 **Rules** means these Rules of Membership (as varied, superseded or updated from time to time);
- 1.1.33 **Secretary** means the secretary of the RACF from time to time, whose role is further described in Rule 16.15.2;
- 1.1.34 **Test Results** means all documents (in whatever form and whether in hard copy or stored digitally) recording test results (such as score sheets and test papers) excluding the contents of the Database;
- 1.1.35 **Train Driver Procedures Manual** means the RACF train drivers procedures manual, available on the Extranet; and
- 1.1.36 **UK GDPR** has the meaning given to it in section 3(10) (as supplemented by section 205(4)) of the Data Protection Act 2018.
- 1.2 Headings in these Rules are used for convenience only and shall not affect the construction or interpretation of these Rules.
- 1.3 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.4 Any word following the terms "including", "include", "in particular", "for example" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.5 References to communication "in writing" shall include communication by email.
- 1.6 References to a document shall, unless expressly provided otherwise, include that document as amended, updated and/or replaced from time to time.

2. NAME AND STATUS

- 2.1 The association governed by these Rules is known as the **Rail Assessment Centre Forum** or **RACF**.
- 2.2 The RACF is a not for profit unincorporated association comprised of the Members.

3. OBJECTS AND PURPOSE OF RACF

- 3.1 The RACF exists for the purposes of:
- 3.1.1 promoting best practice and consistency in relation to the psychometric assessment of prospective train drivers in the United Kingdom, thereby contributing to ensuring the safety and safe operation of trains on the rail network in the United Kingdom;
 - 3.1.2 providing a forum for discussions between its Members concerning best practice in relation to the psychometric assessment of prospective train drivers;
 - 3.1.3 confirm that Members' assessment centres conduct psychometric assessments on prospective train drivers to levels that meet or exceed the National Standard; and
 - 3.1.4 maintaining, updating and sharing of relevant information relating to the psychometric assessment of prospective train drivers between Members including in relation to the Database.
- 3.2 The RACF will carry out its functions in a transparent and non-discriminatory way and, to the extent appropriate having regard to the commercial sensitivity of information, shall encourage and foster co-operation between rail industry parties to achieve the purposes of the RACF.

4. CONTACTING THE RACF

- 4.1 The RACF can be contacted by email at contact@racf.uk, or at such other email address as the Executive Committee from time to time decides (at an Executive Committee meeting and in accordance with Rule 16.19.4) and communicates via the RACF Website.

5. STATUS AND AMENDMENT OF THESE RULES OF MEMBERSHIP

- 5.1 These Rules set out the basis of Membership of the RACF.
- 5.2 Any Member may propose an amendment to the Rules. Proposed amendments to these Rules must be submitted in writing by the relevant Member to the Secretary, who will include the proposal in the next Members' Meeting. Any amendment to these Rules will require at least seventy-five per cent (75%) of the Members present at the relevant Members' Meeting (whether in person or by proxy) to have voted in favour of such change.

6. POLICIES AND THEIR AMENDMENT

- 6.1 The RACF shall have, and make available to Members and applicants for Membership, the following policies:
- 6.1.1 RACF Audit Policy;
 - 6.1.2 RACF Database Access Policy; and
 - 6.1.3 RACF Required Training Policy.
- 6.2 Subject to Rule 6.3, the Executive Committee and any Member shall be free to propose further policies or amendments to any existing policies and such proposals shall be discussed and voted upon at the next Members' Meeting. Any such proposals may be approved by a simple majority vote of the Members present at the relevant Members' Meeting (whether in person or by proxy).

6.3 Where such a proposal is made by a Member, they shall submit that proposal in writing to the Secretary. If the proposal is received less than 1 week prior to the date of the next Members' Meeting, then the proposal shall not be considered at that meeting but at the following Members' Meeting.

7. TYPES OF MEMBERSHIP

7.1 Membership shall be available to those entities meeting the Membership Criteria for the category of Membership to which they wish to belong.

7.2 The RACF has the following categories of Membership, each of which has the benefits set out in relation to it in this Rule:

7.2.1 **Full Service Membership:** Full Service Members:

- (a) shall (subject to any conditions and restrictions set out in the RACF Database Access Policy in relation to Full Service Members) have the right to use and access the Database; and
- (b) may attend all RACF Members' Meetings (as defined at Rule 16.1) and (subject to payment of any applicable charge) RACF events.

Detail on the requirements for Full Service Membership is set out in the Membership Criteria.

7.2.2 **Probationary Membership:** Probationary Members:

- (a) shall (subject to any conditions or restrictions set out in the RACF Database Access Policy in relation to Probationary Members) have the right to use and access the Database; and
- (b) may attend all RACF Members' Meetings and (subject to payment of any applicable charge) RACF events.

Probationary Members shall be appointed an Approved Mentor within six (6) weeks of being granted Probationary Membership by the Executive Committee in accordance with Rule 9.2, and this Approved Mentor shall support the Probationary Member through the various training and audit requirements set out in the RACF Training Policy. Detail on the requirements for Probationary Membership is set out in the Membership Criteria.

7.3 Successful applicants for Probationary Membership shall (subject to their continuing compliance with these Rules) be granted such Membership for two years from the date of their admission in accordance with Rule 9.2.

8. MEMBERSHIP CRITERIA

8.1 The Membership Criteria for each of the categories of Membership set out in Rule 7.2 is as follows:

8.1.1 **Full Service Membership:** Full Service Members shall:

- (a) be organisations that have had in operation for at least two years, and continue to operate, an assessment centre or centres providing the full range of psychometric assessments of prospective train drivers set out in the National Standard;
- (b) provide such assessments to levels that meet or exceed the National Standard;

- (c) have staff that are qualified (to the relevant levels set out in the RACF Training Policy) and therefore able to provide psychometric assessments to the National Standard;
- (d) have premises and security measures that are considered suitable (in accordance with the requirements set out in the "Housekeeping" provisions of Appendix A of the RACF Audit Policy) to enable the provision of psychometric assessments, and the storage of testing materials and equipment and Test Results, to the standards required by these Rules;
- (e) have access to the Extranet;
- (f) have the BPS "TUO-A" qualification;
- (g) be on the BPS "RQTU Register";
- (h) have RSSB "MMI" certification; and
- (i) have an ORR registration number.

8.2 Probationary Membership: Probationary Members shall:

- (a) be organisations that wish, and can demonstrate that they are able, to establish an assessment centre or centres providing all of the psychometric assessments of prospective train drivers set out in the National Standard;
- (b) provide such assessments to levels that meet or exceed the National Standard;
- (c) have staff that are willing to commit to become qualified (to the relevant levels set out in the RACF Training Policy) and therefore able to provide psychometric assessments to the National Standard;
- (d) have premises and security measures that meet the requirements set out in the "Housekeeping" provisions of Appendix A of the RACF Audit Policy, to enable the provision of psychometric assessments, and the storage of testing materials and equipment and Test Results, to the standards required by these Rules; and
- (e) have access to the Extranet.

9. MEMBERSHIP

New Members

9.1 Every application for Membership shall be made in writing to the Secretary and shall include the following elements:

- 9.1.1 a description of the applicant's business or proposed business (as applicable and excluding any commercial sensitive information);
- 9.1.2 the number of assessments that the applicant envisages conducting in any year;
- 9.1.3 details of the proposed manager for the assessment centre(s) or proposed assessment centre(s), including the manager's qualifications;
- 9.1.4 the number of assessors within the staff to be retained by the Member, including the necessary qualifications they hold or will hold;
- 9.1.5 details of the proposed premises for the assessment centre(s) or proposed assessment centre(s);

- 9.1.6 details of the security measures in place or to be put in place for storage of testing materials and equipment and Test Results;
- 9.1.7 proposed timescales for setting up any proposed assessment centre(s);
- 9.1.8 confirmation that the applicant will:
 - (a) enter into and comply with the Data Sharing Agreement;
 - (b) comply with the RACF Database Access Policy; and
 - (c) use and publish a privacy notice substantially in the form of the Candidate Privacy Notice; and
- 9.1.9 confirmation that the applicant has read these Rules, the RACF Audit Policy, the RACF Database Access Policy and the RACF Required Training Policy and understands that Membership is on the basis of those documents and remains at all times conditional on continuing compliance with them.
- 9.2 The Executive Committee will approve or reject each application for Membership, and determine the appropriate category of Membership, strictly in accordance with the Membership Criteria.
- 9.3 Membership approval or rejection will be communicated in writing by the Secretary to the applicant within forty-eight (48) calendar days of the date on which the application for Membership was received by the RACF and within five (5) calendar days of the date on which the decision is made.
- 9.4 If the application for Membership is rejected the Secretary shall provide written reasons for the decision. Applicants may request that the decision of the Executive Committee is reviewed in accordance with Rule 18.
- 9.5 When an applicant's Membership application is approved in accordance with Rules 9.2 or 18.4, the applicant shall be admitted to the relevant category of Membership.

10. MEMBER OBLIGATIONS

- 10.1 All Members shall, at all times:
 - 10.1.1 comply with these Rules (and in no case will ignorance of a Rule be an excuse for a breach thereof or for a failure to comply therewith);
 - 10.1.2 comply with the RACF Audit Policy;
 - 10.1.3 ensure that assessment days are run at least four (4) times per calendar year;
 - 10.1.4 appoint a designated assessment centre manager with at least two (2) years' experience of managing or working at an appropriate level within a psychometric assessment centre and whose details shall be shared with the RACF;
 - 10.1.5 if they are a Full Member, where requested by the Executive Committee, to work closely with a Probationary Member for the purposes set out in Rule 11.1;
 - 10.1.6 assist with ensuring information contributed, including into the Database, is up to date and accurate;
 - 10.1.7 safely and securely retain all Test Results for a period of at least two years following the date of the test to which they relate;

- 10.1.8 only use Confidential Information received from other Members and applicants for Membership for and in pursuance of the purposes of the RACF as set out in Rule 3.1 and to the extent necessary for those purposes;
 - 10.1.9 not disclose any Confidential Information received from other Members and applicants for Membership, other than to other Members in accordance with the purposes of the RACF as set out in Rule 3.1 and to the extent necessary for those purposes;
 - 10.1.10 comply with Data Protection Law;
 - 10.1.11 not behave in any manner which will bring the RACF (or any Member) into disrepute or otherwise damage its reputation or standing;
 - 10.1.12 attend no less than half of the RACF events / meetings held during each calendar year;
 - 10.1.13 keep confidential all non-public details of testing materials and equipment knowledge of which would provide an applicant for assessment with an unfair advantage;
 - 10.1.14 submit to such audits as are required by the RACF Audit Policy;
 - 10.1.15 ensure that all their assessors are registered with the ORR and the BPS;
 - 10.1.16 ensure that all their assessors undertake and complete, all necessary training as set out in the RACF Required Training Policy (including where required in order to achieve Full Service Membership); and
 - 10.1.17 provide a standard of service at their assessment centre(s) that meets industry best practice and the standards set by the documents referenced at Rule 13.1.
- 10.2 Members shall notify the Secretary in writing as soon as reasonably practicable of:
- 10.2.1 their postal and email addresses for written communications and any change of such addresses, and
 - 10.2.2 any circumstances affecting their continuing eligibility for the category of Membership to which they belong.
- 10.3 Members shall promptly pay any contributions or fees reasonably stipulated by the Executive Committee, including but not limited to the annual Database maintenance fee.

11. PROBATIONARY MEMBERS

- 11.1 In addition to the obligations of all Members in Rule 10, all Probationary Members shall be Mentored by an Approved Mentor or Approved Mentors.
- 11.2 If a Probationary Member refuses to accept Mentoring in accordance with Rule 11.1 and (following their being notified of the failing by the RACF) the Probationary Member does not rectify the failing within a reasonable period (not exceeding one (1) calendar month), then the Executive Committee may terminate their Membership with immediate effect by simple majority vote.
- 11.3 After a period of two years, provided the Probationary Member meets the Full Service Membership criteria as set out in Rule 8.1.1, the Probationary Member will automatically be granted Full Service Membership.

12. RESIGNATION

- 12.1 A Member shall give no less than three (3) months' notice of its intention to resign their Membership, such notice to be made in writing to the Secretary. The notice period shall commence upon date of receipt of such notice by the Secretary.

- 12.2 Upon resignation, the resigning Member shall return or destroy all assessment materials obtained in their capacity as a Member.
- 12.3 The resigning Member agrees to submit to an audit, to be carried out by the Executive Committee (or any agent or external auditor appointed by the Executive Committee) and in accordance with the RACF Audit Policy, for the purposes of ensuring that all assessments undertaken have been carried out to the standards required by RACF as set out in these Rules, to enable an orderly handover of any tasks that following the resigning Member's resignation will need to be undertaken by other Members and as otherwise required by the RACF Audit Policy.

13. DISCIPLINE, SUSPENSION AND EXPULSION

- 13.1 Where a Member or its assessors: (a) materially fails to comply; or (b) repeatedly fails to comply in such a manner as to reasonably justify the opinion that the Member's conduct is inconsistent with it having the intention or ability to comply with such requirements, with:

- 13.1.1 these Rules;
- 13.1.2 the National Standard;
- 13.1.3 the Data Sharing Agreement;
- 13.1.4 the Candidate Privacy Notice;
- 13.1.5 the Train Driver Procedures Manual;
- 13.1.6 the RACF Required Training Policy; and/or
- 13.1.7 the RACF Audit Policy (and any audit carried out pursuant to it),

the Executive Committee shall provide written notice to the relevant Member of their failure and may take a range of further action, as detailed in Rule 13.2.

- 13.2 Where a Member is in breach of the requirements referenced in Rule 13.1, the Executive Committee shall (provided that it acts reasonably and proportionately) have the power to take a range of actions, including:
- 13.2.1 requiring the breaching Member to undertake such additional training and assessments within a specific timeframe as is required to remove any breach and ensure the Member is able to meet the National Standard;
 - 13.2.2 requiring the breaching Member to undertake additional audits (to be conducted in accordance with the RACF Audit Policy) within a specific timeframe;
 - 13.2.3 suspension or withdrawal of access to the Database with immediate effect;
 - 13.2.4 notification to the Office of Rail and Road of the breaching Member's non-compliance; and
 - 13.2.5 where the Member has failed to remedy its breach within a reasonable time period (to be no later than thirty (30) calendar days from the date the Member was notified of the breach pursuant to Rule 13.1), termination of Membership with immediate effect.
- 13.3 Where the Executive Committee reasonably suspects that a Member may be in breach of these Rules, the Executive Committee shall have the power to take a range of actions including suspension of Membership pending investigation into the potential breach and/or requiring a Member's representative to cease to hold office as a member of the Executive Committee pending investigation into the Member's alleged breach. Members shall co-operate with the Executive Committee including by providing copies of documents and/or other information reasonably required by the Executive Committee on request.

13.4 The decisions of the Executive Committee taken pursuant to this Rule 13 may be challenged by a Member through the procedure set out in Rule 18.

14. LIABILITY

14.1 Nothing in these Rules shall exclude any Member's liability for:

14.1.1 liabilities arising in connection with the Database and/or any breach of Rule 15;

14.1.2 death or personal injury caused by its negligence, or the negligence of its employees, agents or subcontractors (as applicable);

14.1.3 fraud or fraudulent misrepresentation; and

14.1.4 any matter in respect of which it would be unlawful for a Member to exclude or restrict its liability.

14.2 Subject to Rule 14.1, the liability of Members shall be limited in any calendar year to a value equal to the amounts they are required to contribute to the RACF during such calendar year.

15. THE DATABASE

15.1 All Members shall agree to and are subject to the terms of the Data Sharing Agreement and the Controller to Processor Agreement. Where a Member fails to sign and return a copy of the Data Sharing Agreement and/or the Controller to Processor Agreement, but continues to use the Database, that Member shall be deemed to have agreed to the Data Sharing Agreement and Controller to Processor Agreement, and shall be bound by their terms.

15.2 All Members shall take reasonable steps to ensure that the Database is maintained in accordance with the Data Sharing Agreement and the RACF Database Access Policy.

15.3 All Members shall meet their obligations under Data Protection Law in their capacity as Joint Controllers in relation to the Database.

15.4 Any proposed changes to the structure, management or hosting of the Database must be submitted to the Secretary, who will include the proposal in the agenda of the next Members' Meeting. Any changes must be approved by a simple majority of the Members present at the relevant Members' Meeting (whether in person or by proxy).

16. GOVERNANCE

Members' Meetings

16.1 RAFC shall have the following Members' Meetings, open to all Members:

16.1.1 an annual general meeting to be held once in any calendar year, which may be attended virtually or in person. At the annual general meeting the members of the Executive Committee will be elected; and

16.1.2 extraordinary general meetings, to be convened by the Executive Committee upon:

(a) written request signed by no less than twenty per cent (20%) of Members; or

(b) where the Executive Committee decides (at an Executive Committee meeting and in accordance with Rule 16.19.4) that the holding of an extraordinary general meeting is necessary or beneficial,

together, the **Members' Meetings**.

- 16.2 Written notice of Members' Meetings shall be given by the Chairperson or Secretary (as relevant) no less than one month in advance and must include:
- 16.2.1 the proposed date and time;
 - 16.2.2 the physical location or virtual dial-in details; and
 - 16.2.3 the agenda for the meeting (which, if it is the annual general meeting, shall include the election of members of the Executive Committee).
- 16.3 Unless represented by a proxy, Members should be represented at Members' Meetings by their assessment centre manager, a senior member of management or an appropriately qualified delegate.
- 16.4 At a Members' Meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another Members' Meeting.
- 16.5 The quorum for a Members' Meeting may be fixed from time to time by a decision of the Members. Unless it is so fixed, the quorum for a Members' Meeting is five. For the purposes of assessing whether a quorum is present, each individual attending (regarding of whether they are empowered to cast proxy votes) shall only count once.
- 16.6 The Chairperson will chair Members' Meetings.
- 16.7 In the event that the Chairperson is unable to attend a Members' Meeting (for example due to their resignation or removal under Rule 16.18, illness, incapacity or death), the Executive Committee (or, in the Executive Committee's absence, the Members) may appoint a representative of a Member to fulfil the role that would have been undertaken by the Chairperson at the Members' Meeting.
- 16.8 Every Member is entitled to vote at a Members' Meeting in person (including virtually) or by proxy, provided that where a proxy is appointed the appointment is in writing and notified to the Secretary before the commencement of the Members' Meeting.
- 16.9 Subject to Rules 5.2 and 16.18.2, and provided that the relevant Members' Meeting is quorate, proposals heard during the Members' Meetings can be approved or rejected by a simple majority of the Members present (whether in person or by proxy).
- 16.10 If the number of votes for and against a proposal are equal, the Chairperson has a casting vote.
- 16.11 If a proposed decision of a Members' Meeting is concerned with a matter in relation to which a Member has a conflict of interest, that Member's representative is not to be counted as participating in the decision-making process for voting purposes. Where that person is the Chairperson, then another Member shall be appointed by the Members' Meeting to fulfil the Chairperson's role in relation to the proceedings of the Members' Meeting addressing that matter.
- 16.12 Rule 16.11 shall not apply where:
- 16.12.1 a proposal to disapply Rule 16.11 is passed by Members in a Members' Meeting (in relation to which the conflicted Member shall not be permitted to vote); or
 - 16.12.2 the Member's interest cannot be reasonably regarded as likely to give rise to a conflict of interest.
- 16.13 The Secretary shall keep minutes, inclusive of the names of the attending Members and their representatives, for all Members' Meeting in such form as may from time to time be decided by the Executive Committee. Minutes signed (including by way of electronic signature) by the Chairperson shall be evidence of the proceedings and be filed (electronically or in hard copy) for future reference by the Secretary.

Executive Committee Governance

16.14 The Executive Committee shall have no less than three members and no more than five members. The Executive Committee members shall at all times include the Chairperson, the Secretary and the Compliance Officer, and no person can occupy more than one of those roles at any time. The Executive Committee may, but does not have to, also include up to two Additional Executive Members. Each member of the Executive Committee shall represent one of the Members of the RACF, and no Member of the RACF shall have more than one representative on the Executive Committee at any time.

16.15 Composition of the Executive Committee:

16.15.1 **Chairperson:** The Chairperson shall hold the post of RACF chairperson for no longer than two (2) years unless reappointed by a further vote at a Members' Meeting, and shall:

- (a) be responsible for chairing the meetings of the Executive Committee and Members' Meetings; and
- (b) be the primary point of contact for Rail Delivery Group and any other relevant organisations regarding the activities of the RACF.

16.15.2 **Secretary:** The Secretary shall hold the post of RACF secretary for no longer than two (2) years unless reappointed by a further vote at a Members' Meeting, and shall:

- (a) be responsible for taking the minutes of each meeting of the Executive Committee and each Members' Meeting, and for distributing the minutes following each meeting;
- (b) collate and agree items for each Members' Meeting agenda and the Executive Committee meetings agenda;
- (c) distribute copies of the agenda to all Members prior to each Members' Meeting;
- (d) arrange the venue and dial in details for each Members' Meeting;
- (e) receive and handle resignation requests from existing Members; and
- (f) receive and handle any review or appeal requests concerning unsuccessful applications for Membership.

16.15.3 **Compliance Officer:** The Compliance Officer shall hold the post of Compliance Officer for no longer than two (2) years unless reappointed by a further vote at a Members' Meeting, and shall:

- (a) be the primary point of contact for the Database Provider with regards to any proposed amendments to the Database or the methods of recording data;
- (b) facilitate and assist Members with registration of additional usernames in relation to the Database, or any amendments to existing users of the Database;
- (c) notify the Executive Committee of changes to assessors engaged at Member's assessment centres; and
- (d) maintain a central register of qualified assessors of prospective train drivers.

16.15.4 **Additional Executive Members:** The Additional Executive Members, if any, shall hold the post of Additional Executive Member for no longer than two (2) years unless reappointed by a further vote at a Members' Meeting, and shall provide advice to the Executive Committee on matters falling within their areas of expertise.

16.16 Conflicts of Interest

16.16.1 If a proposed decision of the Executive Committee is concerned with a matter in relation to which a member of the Executive Committee has a conflict of interest, that member of the Executive Committee shall not participate in the relevant proceedings of the Executive Committee and shall not vote in any decision-making process, and is not to be counted as participating in the decision-making process for voting purposes.

16.16.2 Rule 16.16.1 shall not apply where:

- (a) a proposal to disapply Rule 16.16.1 is passed by a vote of the other members of the Executive Committee (in relation to which the conflicted member of the Executive Committee shall not be permitted to vote); or
- (b) the Members' interests cannot be reasonably regarded as likely to give rise to a conflict of interest.

16.17 Election of the members of the Executive Committee

16.17.1 The members of the Executive Committee shall be elected by the Members during a Members' Meeting (or, where the election concerns the replacement of members of the Executive Committee that have resigned or been removed, in an extraordinary general meeting) in accordance with Rule 16.

16.17.2 Executive Committee Members may be re-elected for consecutive terms.

16.18 Resignation or Removal of Executive Committee Members

16.18.1 Where an Executive Committee Member wishes to resign from their role on the Executive Committee, they shall give no less than three (3) months' notice of their intention to resign, such notice to be made in writing to the Secretary (or, where the resigning member is the Secretary, to the Chairperson). The notice period shall commence upon date of receipt of such notice by the Secretary or Chairperson (as relevant).

16.18.2 A Member may request that a member of the Executive Committee is removed from their role where such Executive Committee member's conduct has fallen short of the standards reasonably expected of them. This request will be included as a proposal, and voted upon, at a Members' Meeting in accordance with Rule 16 save that in order for the vote to be passed at least seventy-five per cent (75%) of Members present at the relevant Members' Meeting (whether in person or by proxy) must vote in favour. Where the vote is passed, an election will be held to appoint a replacement member of the Executive Committee (and other representatives of the Member whose previous representative was removed from office may stand in that election), and such election will be managed in accordance with Rule 16.17.

16.19 Executive Committee Meetings and Decisions

16.19.1 The following matters require Member approval (at a Members' Meeting) and cannot be decided by the Executive Committee:

- (a) any changes to the Rules;
- (b) any proposed financial commitments or transactions above £3,000 in value, or with particularly onerous terms;
- (c) any sale or disposal of material assets of RACF; and
- (d) election or removal of Executive Committee Members.

- 16.19.2 Meetings of the Executive Committee shall be held at least 2 times in any calendar year, and may be attended virtually or in person. Members of the Executive Committee may not appoint proxies to attend Executive Committee meetings on their behalf.
- 16.19.3 The Chairperson may call a meeting of the Executive Committee by giving at least one (1) week's notice of the meeting to the members of the Executive Committee. Such notice must be provided in writing.
- 16.19.4 Proposals heard during Executive Committee meetings can be approved or rejected by a simple majority, so long as the relevant meeting is quorate.
- 16.19.5 No less than 3 Executive Committee members must be present in order for an Executive Committee meeting to be quorate. Where for whatever reason an Executive Committee member is unable to participate (for example due to their resignation or removal under Rule 16.18, illness, incapacity or death), the Executive Committee may co-opt, on a meeting-by-meeting basis, a representative of a Member onto the Executive Committee to fulfil the role of the absent member.
- 16.19.6 If the number of votes for and against a proposal are equal, the Chairperson has a casting vote.
- 16.19.7 The preceding provisions of this Rule 16.19 shall not apply in relation to decisions regarding applications for, or to change category of, Membership, which shall be made strictly in accordance with the Membership Criteria.
- 16.19.8 The time limits for decision making by the Executive Committee set out in Rules 9.3, 18.3 and 19.3 shall be extended by a reasonable period of time where events, circumstances or causes beyond the RACF's reasonable control (including, but not limited to, (a) those associated with any epidemic or pandemic or (b) any directions of a government or regulator) make such time limits impossible or impractical to meet.
- 16.19.9 Minutes, inclusive of the names of the attending Executive Committee members, shall be kept for all Executive Committee meetings in such form as may from time to time be decided by the Executive Committee. Minutes signed by the Chairperson shall be evidence of the proceedings and be filed (electronically or in hard copy) for future reference by the Secretary.
- 16.20 Members of the Executive Committee will be entitled to claim reasonable expenses provided that they are incurred solely in the performance of the relevant Executive Committee role and are approved by the Executive Committee by a simple majority vote (where possible in advance).

17. DELEGATION OF AUTHORITY

- 17.1 Subject to Rule 16.19.1 the Chairperson (and provided that the Executive Committee has voted to approve, or shall vote to ratify, the proposed commitment), has the right to enter into agreements and other arrangements that legally bind the RACF and all of its Members.

18. REVIEW AND APPEAL PROCESS IN RELATION TO DECISIONS OF THE EXECUTIVE COMMITTEE

- 18.1 Where a decision by the Executive Committee is made in relation to an application for Membership, or a Member (as appropriate) under Rule 9 (Membership), Rule 11.2 (termination of Probationary Membership) and Rule 13 (Discipline, Suspension and Expulsion), the applicant or Member in respect of whom the decision is made shall have the right to request a review of the decision.
- 18.2 Any request for a review of a decision of the Executive Committee shall be made in writing to the Secretary within forty-eight (48) calendar days of the date on which the Secretary sent notification

of the decision to the relevant Member or applicant. The relevant Member or applicant must provide full written grounds for their request for review and (where relevant) supporting evidence.

- 18.3 The Executive Committee, plus the representatives of two additional Members that are not represented on the Executive Committee, shall consider any request for review submitted pursuant to Rule 18.2 within forty-eight (48) calendar days of the RACF's receipt of the written review documentation, and shall decide whether to change their decision. The Secretary will communicate the outcome of the review, along with an explanation of the decision, in writing to the relevant Member or applicant within fourteen (14) calendar days of the date on which the Executive Committee made its decision.
- 18.4 When an applicant's Membership application is approved following a review, the applicant shall be admitted to the relevant category of Membership.
- 18.5 Where a Member or applicant's request for review is rejected, the Member or applicant will have a final right of appeal to an independent barrister. Such barrister shall be selected by agreement between the Executive Committee and the appealing Member or applicant or, where the parties cannot so agree, be appointed by the President of the Law Society. Such barrister shall have a minimum of 7 (seven) years standing as a barrister and shall not have advised, acted for or been instructed by the RACF, the Members, or by the appealing Member or applicant in the last two (2) years.
- 18.6 The independent barrister's decision shall be final and binding on the Executive Committee and his or her decision shall be communicated within twenty-eight (28) calendar days of the date on which the appeal was referred to him or her.
- 18.7 The appealing Member or applicant shall bear its own costs arising in relation to any appeal brought under this Rule 18 unless the appealing Member or applicant is successful, in which case the costs of the appeal will be borne by the RACF.
- 18.8 Any costs incurred by the RACF in relation to any appeal brought under this Rule 18 shall be shared equally between the Members (excluding the appealing Member where relevant).

19. MEMBER COMPLAINTS PROCEDURE

- 19.1 Other than reviews or appeals regarding Executive Committee decisions (as dealt with pursuant to Rule 18), all other Member complaints or disputes shall be dealt with in accordance with this Rule 19.
- 19.2 All complaints shall be made in writing to the Secretary. The relevant Member must provide full written grounds for their complaint and (where relevant) supporting evidence.
- 19.3 The Executive Committee shall consider any complaint made pursuant to Rule 19.2 within forty-eight (48) calendar days of the RACF's receipt of such complaint. The Secretary will communicate the Executive Committee's decision in relation to the complaint, along with an explanation of the decision, in writing to the relevant Member within fourteen (14) calendar days of the date on which the Executive Committee made its decision.
- 19.4 Where a Member is not satisfied with the decision of the Executive Committee in relation to their complaint, the Member will have a final right of appeal to an independent barrister. Such barrister shall be selected by agreement between the Executive Committee and the appealing Member or, where the parties cannot so agree, be appointed by the President of the Law Society. Such barrister shall have a minimum of 7 (seven) years standing as a barrister and shall not have advised, acted for or been instructed by the RACF, the Members, or by the appealing Member in the last two (2) years.
- 19.5 The independent barrister's decision shall be final and binding on the Executive Committee and his or her decision shall be communicated within twenty-eight (28) calendar days of the date on which the appeal was referred to him or her.

- 19.6 The complaining Member shall bear its own costs arising in relation to any complaint brought under this Rule 19 unless the complaining Member is successful, in which case the costs of the complaint will be borne by the RACF.
- 19.7 Any costs incurred by the RACF in accordance with this Rule 19 shall be shared equally between the Members (excluding the complaining Member).