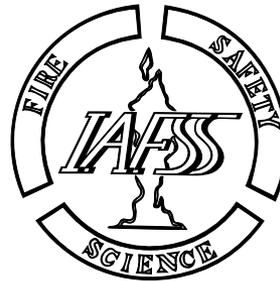


# International Association for Fire Safety Science (IAFSS)

A global community of fire safety scientists and engineers.

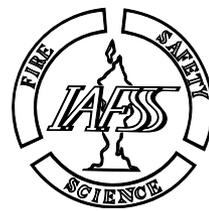
## Governance Changes & Special General Meeting

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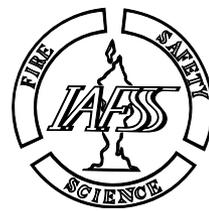


# Agenda

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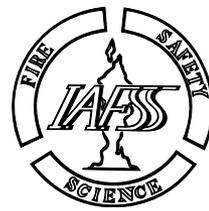
- Provide some background on why we needed to submit an application to the UK Charity Commission for a 'new' version of IAFSS
- Overview the new Constitution, Rules and related policies, highlighting major changes.
- Overview the purpose of the Special General Meeting (SGM) to be held on December 6 and how voting will work



# Background

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- The IAFSS is a Registered Charity in England. We were first registered in 1988.
- In 2011 the UK Charities Act was revised. The revision consolidated three prior Acts which governed different types of charities, resulting in a new set of legal structures for charities.
- A review by the Governance Committee, in consultation with legal counsel, identified ***Charitable Incorporated Organisation (CIO)*** as the appropriate structure for IAFSS.
- Changing to a CIO requires us to apply for a new registration by [The Charity Commission - GOV.UK \(www.gov.uk\)](http://www.gov.uk).



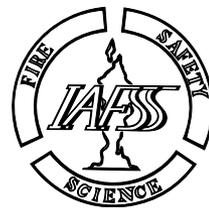
# Background

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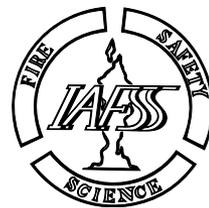
- Why a CIO?
  - As currently registered, there are challenges to how we make financial transactions and where legal liabilities lie.
  - As currently structured, the responsibilities are not in sync between the Managing Committee, Executive Committee, and Trustees.
  - To maintain as much of the current rules as practicable, bring us into appropriate legal alignment, and allow us the needed financial transaction capability, the CIO 'association model' is the best fit.
- Can I read the governance documents for the CIO?
  - Our website [IAFSS | International Association for Fire Safety Science](https://iafss.org) has the [Draft Governance Documents - International Association for Fire Safety Science \(iafss.org\)](https://iafss.org) as submitted with the CIO application, along with a [Join the Forum - International Association for Fire Safety Science \(iafss.org\)](https://iafss.org) in which questions can be raised and discussion held.

# Background

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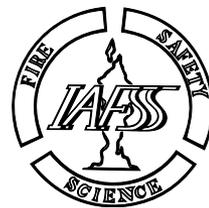
- What is the process going forward?
  - The application to register IAFSS as a CIO was made on October 4.
  - Once approved, and we have a new registration, we will need new bank accounts.
  - By our Rules, we need a Special General Meeting (SGM) to ‘wind up’ the existing association.
- What is the purpose of the December 6 SGM?
  - To hold a vote of the IAFSS members to ‘wind up’ the current association once the new CIO is approved, new bank accounts are in place, and assets can be transferred.
  - This requires a 2/3 positive vote by the members in the SGM



# Governance

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- There are three primary [Draft Governance Documents - International Association for Fire Safety Science \(iafss.org\)](https://iafss.org)
  - IAFSS Constitution
  - IAFSS Rules
  - IAFSS Terms of Reference
- Constitution replaces current Rules as the official governing document for compliance with the UK Charity Commission
- New Rules includes non-required but critical information, such as officers, elections, committees
- Terms of reference provides roles and responsibilities for all leaders, WG and committee members



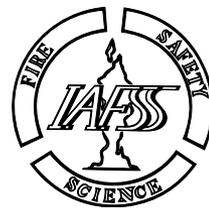
# Governance

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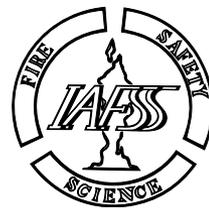
- Policies and procedures, as approved by the MC, are at [Governance Documents - International Association for Fire Safety Science \(iafss.org\)](https://www.iafss.org/governance-documents)
  - IAFSS Privacy Policy (30 August 2022)
  - IAFSS Financial Policy (30 June 2022)
  - IAFSS Member Code of Conduct (30 June 2022)
  - IAFSS Trustee Code of Conduct (30 June 2022)
  - IAFSS Safeguarding and Protecting People Policy (30 June 2022)
  - IAFSS Conflict of Interest Form (30 June 2022)
  - IAFSS Feedback and Complaints Procedure (23 April 2022)
  - IAFSS Strategic Plan (2018-2023)
  - IAFSS Social Media Guidelines (September 1, 2017)
  - Guidelines for Sponsorship of Conferences (September 8, 2015)

# Governance

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- Since we needed to submit a new application, and the CIO association model requires some modifications to our governance structure, the Managing Committee decided to make some additional modifications
  - Streamlining the operational management structure from a combination of MC, EC and trustees to only trustees (9 elected and 1 ex officio trustees, who are responsible parties under a CIO)
  - Establishing a new Membership Advisory Council (MAC) of 18 elected members to oversee all member-based activities (working groups and committees, including symposium planning committee)
  - Establishing regional balance requirements and term limits
  - Establishing other necessary policies and procedures



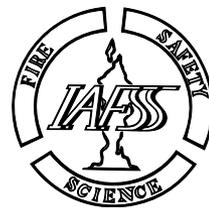
# Governance

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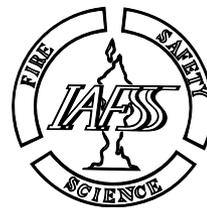
- Service as either a Trustee or member of the Membership Advisory Committee (MAC) is by nomination and election by the membership
- If you are interested in serving, **you must choose either the EC (board of trustees) or the MAC** – it is not permitted to run for both groups in the same election
  - Members elect 9 trustees, 3 from each region, and the trustees decide amongst themselves the officers, with the chair rotating amongst regions (similar to existing, with Past Chair ex officio)
  - Members elect 18 MAC members, 6 from each region, and the MAC elects its chair

# Governance

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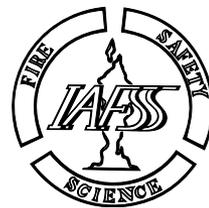
- Term limits
  - A charity trustee may not serve more than 3 elected, 3-year (nominal) terms, in total. Incumbent officers shall be eligible for election as officers, except that no person shall serve more than one term in the same office.
  - A member of the MAC may not serve more than 3 elected, 3-year (nominal) terms, in total.
  - Service on the MAC is independent of service as a charity trustee (i.e., members are eligible to serve 3, 3-year terms on the MAC and 3, 3-year terms as charity trustees, if so elected by the membership).



# Special General Meeting

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- In order to close down the current Association and transfer into the new CIO structure, we need to comply with Article 17 of our current Rules, which states that
  - “The Association may be dissolved by a Resolution passed by two-thirds majority of those members present in person at a Special General Meeting convened for that purpose of which 3 months prior written notice shall have been given to the Members....”
- SGM is scheduled for December 6. Notice was given on August 30 via email, newsletter and posting on the IAFSS website. Must be a currently paid member to vote.
- **The sole purpose of the December 6 SGM is to vote on a resolution to dissolve the current registered association and transfer assets to the new CIO when all is ready.**



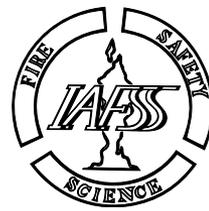
# Special General Meeting

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- The SGM will be held in Zoom. A link will be sent to all active (paid) members on 29 November.
- We all appreciate that there is no single time that works well for all time zones. We have determined the most equitable time for the maximum number of members is 6:00 EST / 12:00 CET / 19:00 CST
- Voting at the SGM will be via Zoom. For those unable to attend, an electronic ballot will be provided. A link to the ballot will be sent in an email on 29 November.
- The vote will be to approve / disapprove the resolution

# Summary

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- Change in form of association was needed to comply with current requirements of the Charities Act 2011 and Charity Commission governance documents.
- IAFSS Governance Committee formulated [Draft Governance Documents - International Association for Fire Safety Science \(iafss.org\)](#) for Charity Commission. Additional policies developed by Diversity, Equity and Inclusion SC at [Governance Documents - International Association for Fire Safety Science \(iafss.org\)](#). All approved by MC and vetted by legal counsel. Some reorganization both for legal and operational reasons.
- SGM on December 6 is to hold a vote to dissolve our current association and transfer assets to the new CIO when Charity Commission approval received & bank accounts are in place.

# International Association for Fire Safety Science (IAFSS)

A global community of fire safety scientists and engineers.

Visit <https://iafss.org/draft-governance-documents/> for copies of documents and <https://iafss.org/join-the-forum/> for Q&A

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