

CONSTITUTION OF THE HEATHROW AIRPORT SCHEDULING COMMITTEE

1. NAME

The name of the Scheduling Committee is the Heathrow Airport Scheduling Committee.

2. DEFINITIONS

"ACL"	means Airport Coordination Limited (Company Number 2603583)
"Airport Operator"	means Heathrow Airport Limited or such other person as shall from time to time be the airport operator of LHR within the meaning of Section 82 of the Civil Aviation Act 1982
"Annual General Meeting"	means the annual general meeting of the Scheduling Committee
"Base Operator"	means an Operator registered in the UK and designated as a Base Operator at LHR by the Airport Operator
"Authorised Representative"	means a Member's representative
"Chairman"	means the Chairman of the Scheduling Committee
"Coordinator"	means the person responsible for Slot allocation and schedule coordination at LHR
"Coordination Committee"	means the Heathrow Airport Coordination Committee
"Deputy Chairman"	means the Deputy Chairman of the Scheduling Committee
"Executive Committee"	means the executive committee of the Scheduling Committee referred to in Clause 8.1
"Honorary Officers"	means the Chairman, Deputy Chairman and the Secretary of the Scheduling Committee
"IATA"	means the International Air Transport Association
"LHR"	means Heathrow Airport - London

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"Local Guidelines"	means rules properly formulated and agreed by the Coordination Committee in accordance with the Regulation
"Member"	means a member of the Scheduling Committee
"Operators"	means airline operators operating public services (whether scheduled or charter) flying into or out of LHR
"Regulation"	means Council Regulation (EEC) No. 95/93 as amended by Regulation (EC) 793/2004 (and its successors)
"Scheduling Committee"	means the Heathrow Airport Scheduling Committee
"Secretary"	means the Secretary of the Scheduling Committee
"Slot"	shall have the same meaning as in the Regulation.
"UK"	means United Kingdom

3. PURPOSE

3.1 The purpose of the Scheduling Committee is:

- 3.1.1 to formulate scheduling policies and guidelines specific to LHR,
- 3.1.2 to maintain close liaison with the Coordinator, other Heathrow committees and similar UK and foreign committees,
- 3.1.3 to represent the views of LHR Operators on scheduling matters,
- 3.1.4 to promote policies and procedures that balance scheduling flexibility, capacity maximisation and efficient utilisation of facilities with user acceptable performance and service quality levels.

4. MEMBERSHIP

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- 4.1 Membership of the Scheduling Committee shall be open to all Operators having expressed an interest in the allocation of Slots and the coordination of schedules at LHR.
- 4.2 The Executive Committee shall have the right to reject applications for membership or to terminate membership if the Operator does not operate or plan to operate services at LHR.

5. MEMBERS REPRESENTATIVES

- 5.1 Each Member may delegate one person ("the Authorised Representative") to attend meetings of the Scheduling Committee.
- 5.2 The Authorised Representative may vary from meeting to meeting but shall where possible, be a Member's employee who where practicable has responsibility for and experience of scheduling and preferably is the Member's delegate to the most recent IATA Slot Conference.
- 5.3 The Authorised Representative may be an agent nominated in writing by the Member to represent it at meetings of the Scheduling Committee.

6. MEETINGS OF THE SCHEDULING COMMITTEE

- 6.1 An Annual General Meeting must be held at least once in each calendar year.
- 6.2 Annual General Meetings shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Executive Committee shall determine.
- 6.3 At least twenty-one clear days notice must be given in writing by the Secretary to each Member of the Annual General Meeting.
- 6.4 At the Annual General Meeting the business shall include the election of the Honorary Officers, the election of members of the Executive Committee, the consideration of an annual report of the work done by or under the auspices of the Executive Committee and the transaction of such other matters as may from time to time be necessary.
- 6.5 The Chairman may request the Secretary to call an Extraordinary General Meeting if he thinks it appropriate to do so.

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- 6.6 The Secretary must call an Extraordinary General Meeting within twenty one days of receiving a written request to do so either from the Chairman or signed on behalf of not less than five Authorised Representatives of Members.
- 6.7 A written request for an Extraordinary General Meeting under clauses 6.5 and 6.6 must state the reason for calling the Meeting.
- 6.8 The quorum at an Annual General Meeting or an Extraordinary General Meeting of the Scheduling Committee shall be the Authorised Representatives of seven Members.
- 6.9 The Coordinator shall normally be invited to attend meetings of the Scheduling Committee as an observer.

7. HONORARY OFFICERS

- 7.1 At each Annual General Meeting the Scheduling Committee shall elect a Chairman, a Deputy Chairman and a Secretary ("the Honorary Officers").
- 7.2 The Chairman shall be the Authorised Representative of a Base Operator and the Deputy Chairman shall be the Authorised Representative of an Operator registered in the UK.
- 7.3 The Honorary Officers shall hold office until the conclusion of the next Annual General Meeting after their election and shall be eligible for re-election.
- 7.4 The Secretary shall be the Authorised Representative of a Member.
- 7.5 Nominations for Honorary Officers or members of the Executive Committee must be made in writing and must be in the hands of the Secretary the day before the Annual General Meeting.
- 7.6 Should nominations for Honorary Officers or members of the Executive Committee exceed vacancies election shall be by ballot. The arrangements for ballots shall be determined by the Executive Committee and the voting procedure shall be in accordance with Schedule 1.

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8. EXECUTIVE COMMITTEE

- 8.1 The policy and general management of the Scheduling Committee shall be directed by an executive committee ("the Executive Committee") which shall meet as frequently as required to transact business.
- 8.2 The Executive Committee shall be composed of Authorised Representatives of UK and non-UK Operators. The Executive Committee shall consist of not less than six nor more than twelve members.
- 8.3 The Honorary Officers, and the Authorised Representatives of each Base Operator shall be ex officio members of the Executive Committee.
- 8.4 The members of the Executive Committee shall, if nominations exceed vacancies, be elected by ballot at the Annual General Meeting in accordance with the voting procedure set out in Schedule 1. The arrangements for the ballot shall be determined by the outgoing Executive Committee.
- 8.5 The members elected under clause 8.4 shall remain in office for two years and be eligible for re-election.
- 8.6 The Executive Committee may fill casual vacancies by appointing Authorised Representatives to hold office until the conclusion of the next Annual General Meeting and persons so appointed shall be eligible for election at that meeting.
- 8.7 The Secretary of the Scheduling Committee shall be the Secretary of the Executive Committee.
- 8.8
- 8.9 The proceedings of the Executive Committee shall not be invalidated by any failure to elect, or any defect in the election appointment co-option or qualification of, any member.

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9. MEETINGS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE

- 9.1 Meetings of the Executive Committee shall take place as frequently as required to transact business.
- 9.2 Meetings shall be convened by the Secretary and shall be held only if a quorum is present.
- 9.3 A quorum shall consist of not less than six members of the Executive Committee.
- 9.4 The Executive Committee may in its absolute discretion invite observers to its meetings but such observers shall not vote.
- 9.5 The Coordinator shall normally be invited to attend meetings of the Executive Committee as an observer.
- 9.6 The Executive Committee shall exercise the functions set out in Schedule 2.

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10. RULES OF PROCEDURE AT MEETINGS

- 10.1 Except for alterations to the constitution and elections of Honorary Officers and members of the Executive Committee, all questions arising at any meeting shall be decided by a simple majority of the votes (calculated in accordance with Schedule 1) of those present and entitled to vote.
- 10.2 Arrangements for proxy voting may from time to time be made by the Executive Committee provided that no such arrangements shall be made with regard to clauses 12 and 13.
- 10.3 Except as provided for in clause 10.4, no person shall exercise more than one vote.
- 10.4 In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 10.5 Minute books shall be kept by the Scheduling Committee and the Executive Committee and a proper record shall be kept of all proceedings and resolutions.
- 10.6 The Executive Committee shall have power to adopt and issue standing orders and rules for the Scheduling Committee. Such standing orders and rules shall come into operation immediately provided that they shall be subject to review by the Scheduling Committee in a Meeting and shall not be inconsistent with the provisions of this Constitution or the Regulation.

11. STATUS

- 11.1 The Scheduling Committee is an unincorporated association.

12. ALTERATIONS TO THE CONSTITUTION

- 12.1 Any alteration of this Constitution shall receive the assent of a majority of votes at a meeting specially called for the purpose provided that notice of any such alteration shall have been received by the Secretary in writing not less than twenty one clear days before the meeting at which the alteration is to be brought forward. The arrangements for ballots on changes in the constitution shall be determined by the Executive Committee and the voting procedure shall be in accordance with Schedule 1.

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- 12.2 At least fourteen clear days notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each Member.

13. DISSOLUTION

- 13.1 If the Executive Committee by a simple majority decides at any time that it is necessary or advisable to dissolve the Scheduling Committee, it shall call a meeting of all Members with not less than twenty one days notice, (stating the terms of the resolution to be proposed) .
- 13.2 If such decision shall be confirmed by a simple two-thirds majority of those present and voting at such meeting the Executive Committee shall have the power to dispose of any assets held by or on behalf of the Scheduling Committee. Any assets remaining after the satisfaction of any proper debts and liabilities shall be distributed to the members of the Scheduling Committee in equal shares.

14. NOTICES

- 14.1 Any notice may be served by the Secretary on any Member or its Appointed Representative by sending it via facsimile, telex, e-mail or through the post in a prepaid letter addressed to such member at his or her last known address and any letter so sent shall be deemed to have been received within ten days of posting.

15. INTERPRETATION

- 15.1 For the interpretation of this constitution, the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.

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SCHEDULE 1

VOTING PROCEDURE

1. The following procedure shall apply where a vote is required at a Meeting:
2. On 1st March each year the Coordinator shall calculate the total number of current winter season and forthcoming summer season Slots for each Operator as identified in ACL's computer system.
3. Each Operator qualified to vote shall have one vote for each Slot calculated under paragraph 2.
4. An Operator may vote for itself.

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SCHEDULE 2

FUNCTIONS OF THE EXECUTIVE COMMITTEE

1. Advising the Coordinator on scheduling policy for Slot allocation at LHR based on IATA Worldwide Slot Guidelines, the Regulation and any local or community-wide guidelines.
2. Representing the views of the Operators in industry consultations and in the development of Local Guidelines.
3. Consulting and negotiating with the Airport Operator and Government and regulatory bodies on LHR capacity levels and constraints and other matters relating to scheduling at LHR.
4. Liaison with ACL.
5. Calling general consultative meetings on Scheduling.
6. Determining arrangements for ballots.
7. Determining the Scheduling Committee's response at Meetings of the Heathrow Airport Coordination Committee where any of the matters set out in Article 5 of the Regulation are being considered.
8. Representing the Airlines in discussions between the Airport Operator and the Airlines about the following:
 - 8.1 Capacity and common user facilities
 - 8.2 Introduction or removal of scheduling constraints
 - 8.3 Improvements in the utilisation of airport facilities