

BYE-LAW 1

TERMS OF REFERENCE

FOR THE

IFRF COUNCIL

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Relevant Articles in IFRF Ltd's Articles of Association

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

- 1.1 In these Articles, unless the context requires otherwise:
IFRF Council means the governing body of the directors of the Foundation as provided in accordance with Article 4.3;

DIRECTORS: DIRECTORS' POWERS AND RESPONSIBILITIES

4. Directors' general authority

- 4.2 The governing body of the Foundation is vested in a council of the directors which shall be referred to as the "IFRF Council".
- 4.3 The IFRF Council shall have sole control in regard of matters relating to the management of the Foundation, in as far as these matters are not delegated to a committee or other person. The IFRF Council shall be responsible for the property of the Foundation and for day-to-day control of such property.
- 4.4 The IFRF Council may draw up bye-laws containing a further specification of responsibilities and proceedings, the duties of the IFRF Council itself, its officers or the other committees of the Foundation.

5. Strategic objectives

Without prejudice to the generality of Article 4, the directors may resolve in accordance with Article 9 to change the Foundation's name. The IFRF Council will propose a plan of strategic objectives for the Foundation. The plan must indicate the core activities and satellite activities, together with the programme for the information-communication area. With respect to the programme outlined by the plan, the annual budget in draft form, must be issued as draft prior to the first meeting of the IFRF Council. This budget will constitute the operative guidelines for all the areas of the Foundation's activities. The budget will be monitored quarterly by the General Secretary, who will refer for any necessary actions to the Executive Director and to the President. The IFRF Council shall approve the annual accounts of the preceding financial year and the auditor's report where available.

8. Committees

- 8.1 The IFRF Council shall appoint an Executive Committee which shall report to the IFRF Council, consisting of:
- 8.1.1 The President,
 - 8.1.2 The Vice President(s), if nominated,
 - 8.1.3 The General Secretary,
 - 8.1.4 The Executive Director,
 - 8.1.5 The Superintendent of Research, and
 - 8.1.6 The Deputy Superintendent of Research.
- This committee will have the duty to supervise and advise the execution of the tasks of Executive Director, except in the case where other delegations and powers have been assigned by the IFRF Council and shall report to the IFRF Council.

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DECISION MAKING BY DIRECTORS

9. Directors to take decisions collectively

9.4 The IFRF Council shall meet at least once a year. Meetings may also be held if the President or at least two other members of the IFRF Council consider such meetings desirable. The IFRF Council may also hold meetings by teleconference, videoconference, or webconference.

11. IFRF Council decisions

11.1 All decisions of the directors taken within the IFRF Council are by simple majority of votes present or represented save for any proposal for dissolution of the Foundation, where a unanimous decision is required.

11.2 A decision of the directors is taken in accordance with this Article 11 when all non-conflicted directors indicate to each other by any means that they share a common view on a matter.

11.3 A decision may not be taken in accordance with this Article 11 if the non-conflicted directors would not have formed a quorum at a directors' meeting had the matter been proposed as a resolution at such a meeting.

11.4 Once a directors' unanimous decision is taken in accordance with this Article 11 it must be treated as if it had been a decision taken at a directors' meeting in accordance with the Articles.

12. Calling an IFRF Council meeting

12.1 Any director may call a directors' meeting by giving notice of the meeting to each of the directors (including alternate directors), whether or not they are absent from the UK, or if such person is appointed by authorising the secretary to give such notice.

12.2 Notice of any directors' meeting must indicate:

12.2.1 Its proposed date and time;

12.2.2 Where it is to take place; and

12.2.3 If it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

12.3 Subject to Article 12.4, notice of a directors' meeting must be given to each director but need not be in writing.

12.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Foundation prior to or up to and including not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

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13. Participation in IFRF Council meetings

- 13.1 Subject to the Articles, directors participate in an IFRF Council meeting, or part of an IFRF Council meeting, when the meeting has been called and takes place in accordance with the Articles, and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether directors are participating in an IFRF Council meeting, it is irrelevant where any director is or how they communicate with each other.
- 13.3 If all the directors participating in an IFRF Council meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. Quorum for IFRF Council meetings

- 14.1 At an IFRF Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 Subject to Article 14.3, the quorum for the transaction of business at an IFRF Council meeting is such number of the members of the IFRF Council holding in person or as an alternate the voting rights of more than half the members of the IFRF Council entitled to vote. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum. If and so long as there is a sole director, the quorum for the transaction of business in these circumstances shall be one.
- 14.3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 18 (Directors' conflicts of interests) to authorise a director's Conflict, if there is only one non conflicted director in office in addition to the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one non conflicted director, provided that the other requirements of Article 14.2 are met.

15. President and Vice President(s)

- 15.1 The directors may appoint a person to chair meetings of the IFRF Council and the Executive Committee, and to be President of the Foundation. The person so appointed for the time being is known as the President.
- 15.2 The directors may terminate the President's appointment at any time.
- 15.3 If the President is not participating in an IFRF Council meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.
- 15.4 Upon request by the President, the IFRF Council has the power to nominate one or two Vice Presidents. If two Vice Presidents are elected, it must be made clear who the senior Vice President is.
- 15.5 If the numbers of votes for and against a proposal at a meeting of the IFRF Council are equal, the President or other director chairing the meeting shall not have a casting vote.

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- 15.6 The first President and the first Vice President(s) of the Foundation shall be nominated according to the Articles of the Foundation. They will remain in office for the period stipulated in the Articles, and for a maximum term of three years. At the end of this period, the President nominated shall resign and the Vice President, or senior Vice President if two Vice Presidents are elected, nominated with the Articles takes on the position of President. **The IFRF Council shall nominate a new Vice President, and this procedure will be repeated. As a norm, the President and the Vice President(s) should be from difference geographical areas according to a rotation plan defined by the IFRF Council.**
- 15.7 Upon his appointment, the President must verify that the medium term technical objectives of the Foundation are up to date.
- 15.8 **The President shall formulate the meeting agendas of the IFRF Council meetings, sign the minutes of the meetings with the secretary (if appointed) responsible for recording the minutes, and shall ensure that all the decisions of the IFRF Council are correctly implemented.** The senior Vice President substitutes the President in his absence or unavailability.
- 15.9 The President must ensure that **suitable candidates for the offices of the Foundation and the other posts are submitted for examination to the IFRF Council in proper time** with respect to the provisions to be made.
- 15.10 In cooperation with the General Secretary, the President must monitor and propose any changes to the conditions of employment of the Executive Director and, when necessary, put before the IFRF Council a proposal for nomination of his successor.
- 15.11 The Vice President(s) must perform his (their) duties in agreement with the President.
- 15.12 If the President is not capable of performing his duties, the Vice President, or, if there are two Vice Presidents, the senior Vice President, will perform the duties of the President until the President can resume his duties.
- 15.13 If the President is not capable of resuming his duties on a permanent basis, his substitute must continue to perform functioning as President until a new President has been nominated.

16. The Superintendent of Research and Deputy Superintendent of Research

- 16.1 **The IFRF Council shall, from time to time, appoint a Superintendent of Research, who will be responsible to the IFRF Council for maintaining the scientific quality of research of the Foundation and shall, from time to time, be entitled to remove such person from such office. The IFRF Council may also, from time to time, nominate a Deputy Superintendent of Research and shall, from time to time, be entitled to remove such person from such office.**
- 16.2 The Superintendent of Research is a Group B member by right of the IFRF Council and of the Executive Committee. He initiates the research process with his Deputy, if nominated, in collaboration with the Executive Director and collects information, from the National Committees, that support the research of the Foundation.

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16.3 The Superintendent of Research shall ensure that the IFRF Council continuously updates the technological objectives of the Foundation and will take part in determining the Foundation's policy in terms of financing the research activities.

16.4 If appointed, the Deputy Superintendent of Research shall support the Superintendent of Research in all his activities and duties.

17. Executive Director

17.1 The Executive Director shall be appointed, from time to time, by the IFRF Council and has the task of representing the Foundation in all circumstances for so long as the Executive Director remains in office. The IFRF Council shall, from time to time, be entitled to remove such person from office if they cease to be employed by the Foundation.

17.2 The Executive Director is a member by right of the IFRF Council and the Executive Committee.

17.3 The Executive Director shall, in conjunction with the Executive Committee, manage routine administration of costs relating to the running of the Foundation and to the maintenance of fixed assets and property, within the limits of approved budget expenditure.

18. Directors' conflicts of interests

18.9 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Foundation for any remuneration, profit or other benefit which he receives as director or other officer or employee of the Foundation's subsidiaries or of any other body corporate in which the Foundation is interested or which he derives from or in connection with a relationship involving a Conflict which has been authorised by the IFRF Council or by the Foundation in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of CA 2006.

18.10 Subject to the applicable provisions for the time being of the Companies Acts and to any terms, limits and/or conditions imposed by the directors in accordance with Article 18.5.2 and provided that he has disclosed to the directors the nature and extent of any interest of his in accordance with the Companies Acts, a director notwithstanding his office:

18.10.2 Shall be counted as participating for voting and quorum purposes in any decision in connection with any proposed or existing transaction or arrangement with the Foundation, in which he is in any way directly or indirectly interested unless the IFRF Council requests that he does not participate in the voting

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19. Records of decisions to be kept

The directors must ensure that the Foundation keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the IFRF Council or any committee accessible to all members of the IFRF Council and the Limited Liability Members of IFRF Ltd.

APPOINTMENT AND TERMINATION OF APPOINTMENT OF DIRECTORS

22. Methods of appointing directors

22.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution or by the members of the IFRF Council subject to the following restrictions. The IFRF Council shall be composed of the following directors:

22.1.1 The General Secretary and the Executive Director, being members by right of the IFRF Council; and

22.1.2 A variable number of directors appointed upon nomination of the various National Committees in accordance with Article 22.2.

22.2 Each National Committee shall be entitled from time to time to appoint a single member of the IFRF Council and, from time to time to remove such person from office. Such nominees will enter in office starting from the date of the letter of designation and remain a member until their mandate is terminated by the National Committees that conferred it. If a vacancy arises among these members, the IFRF Council shall invite the National Committee by which the leaving member has been nominated, to send in within a period of 60 days after the invitation has been sent, a nomination of one person to fill the vacancy, which nomination shall be binding to the IFRF Council;

Such nominees are referred to in these Articles as (Group A).

22.3 In addition to Group A members in accordance with Article 22.1, the following persons shall be entitled to attend meetings of the IFRF Council as observers who may be asked to speak by the IFRF Council and in the case of the President to chair the meetings but may not vote or be counted in the quorum for meetings:

22.3.1 The President, the Vice President(s), the Superintendent of Research and the Deputy Superintendent of Research; and

22.3.2 Up to a maximum of 10 other members may be co-opted by the IFRF Council on the basis of competence recognized by the scientific community in the various areas of flame research and industrial combustion, as an expression of the interdisciplinary nature of the Foundation. These members will take up their posts as observers from the date of their acceptance by the IFRF Council, and will retire at the end of the period determined by the IFRF Council at the moment of their co-opting by the IFRF Council and may be removed from office by the IFRF Council at any time;

Such nominees are referred to in these Articles as (Group B).

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22.4 The Superintendent of Research and the Deputy Superintendent of Research cannot be members of Group A, if they are part of Group A, they shall automatically lose their role as member of Group A and a substitute must be found for the group.

22.5 If the number of supporting National Committees increases, the provisions of Articles 22.1.2 shall apply to the appointment of the new members of the IFRF Council resulting from the establishment of the new National Committee.

23. Termination of director's appointment

23.1 A person ceases to be a director of the IFRF Council or as the case may be the right to be a Group B member as soon as:

23.1.1 That person ceases to be a director by virtue of any provision of CA 2006 or is prohibited from being a director by law;

23.1.2 If a Limited Liability Member of IFRF Ltd, that person ceases to be a Limited Liability Member of IFRF Ltd;

23.1.3 A bankruptcy order is made against that person;

23.1.4 A composition is made with that person's creditors generally in satisfaction of that person's debt and the Foundation resolves that his office be vacated;

23.1.5 a registered medical practitioner who is treating that person gives a written opinion to the Foundation stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

23.1.6 By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

23.1.7 Notification is received by the Foundation from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

23.1.8 A National Committee closes or ceases to be part of the Foundation, the representative members of the IFRF Council belonging to this National Committee shall automatically cease to be members of the IFRF Council;

23.1.9 A member loses their status in relation to the National Committee that nominated them, their membership of the IFRF Council ending on the earlier of the day of the appointment of the succeeding member or the Foundation's receipt of notice of their removal;

23.1.10 A National Committee, while maintaining affiliation to the Foundation, ceases to support its activities as previously agreed, the membership of those directors nominated by that organisation ends at the end of the period for which the support had been given;

23.1.11 they are removed from office by the IFRF Council in the case of the any Group B member; or

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23.1.12 if a member sends written notice to the IFRF Council announcing their plan to retire as a member of the IFRF Council, their membership ends on the date that the written notice is received by the Foundation.

GENERAL SECRETARY

29. Appointment and removal of General Secretary

29.4 Each year, on the basis of the objectives of the IFRF Council, the General Secretary shall verify the budget prepared by the Executive Director by 31 July for the following financial year. Subject to any changes required by the IFRF Council, the budget shall be approved and ratified by the IFRF Council as soon as practicable thereafter.

LIMITED LIABILITY MEMBERS OF IFRF LTD: BECOMING AND CEASING TO BE A LIMITED LIABILITY MEMBER OF IFRF LTD

30. Applications for membership

The first Limited Liability Member of IFRF Ltd is the Host Partner. No person shall become a Limited Liability Member of IFRF Ltd unless:

- 30.1 That person has completed an application for Limited Liability Membership in a form approved by the IFRF Council; and
- 30.2 The IFRF Council has approved the application.

ADMINISTRATIVE ARRANGEMENTS

50. Accounts and other records

50.2 At the end of each Financial Year the General Secretary shall verify the draft prepared by the Executive Director and/or the auditors of the annual accounts of the preceding financial year. The draft shall be submitted for ratification and approval by the IFRF Council within 180 days of the end of the financial year.

BYE-LAW 1: TERMS OF REFERENCE FOR THE IFRF COUNCIL

1. BACKGROUND

- 1.1. According to the agreement of the IFRF Council made in Sheffield on 21st June 2017, the following is the bye-law providing terms of reference for the IFRF Council.
- 1.2. This bye-law is subject to the Articles of Association of IFRF Ltd, which take precedence.

2. TASKS OF THE IFRF COUNCIL

- 2.1. Based on Proposals made by the President, to make the following appointments at appropriate times:
 - Senior Officers
 - Members of the Executive Committee
 - Executive Director
- 2.2. Based on Proposals made by the Executive Director, to appoint members of the Technical and Scientific Experts Group at appropriate times.
- 2.3. Review periodically, and at least every three years and conclude revisions to the Objects for which the Foundation is established (i.e. the long-term objectives and mode of operation) of IFRF) as stated in its Articles of Association.
- 2.4. Based on proposals made by the Superintendent of Research in co-operation with the Deputy Superintendent of Research and the Executive Director, to:
 - Review triennially and conclude general research objectives for the forthcoming period
 - Review triennially and conclude a core research programme for the forthcoming period
- 2.5. Based on proposals made by the Executive Director, to:
 - Review annually and update an information-communications programme for the following three years
 - Appoint appropriate persons to be responsible for organisation and execution of the individual items within the information/communications programme
 - Monitor progress and evaluate the results from the information/communications programme

- 2.6. Based on proposals made by the Executive Committee, in-co-operation with the Executive Director, to:
- Review annually and conclude an operating plan for the IFRF for the forthcoming year
 - Review annually and accept the results of execution of the IFRF operating plan for the previous year
- 2.7. In general, in all matters not specifically delegated to an individual, the IFRF Council must make a decision.

3. COMPOSITION

3.1. Group A (directors of IFRF Ltd)

According to the Articles of Association each National Committee for Flame Research will be represented in the IFRF Council by one representative. On 21st June 2017, the following National Committees are represented in the IFRF Council:

AFRC American Flame Research Committee
BFRC British Flame Research Committee
CF Comité Français - French Flame Research Committee
DVV Deutsche Vereinigung für Verbrennungsforschung - German Committee
FFRC Finnish Flame Research Committee
NVV Nederlandse Vereniging voor Vlamonderzoek - Netherlands Flame Research Committee
SFRC Swedish Flame Research Committee

In addition, it is anticipated that the Italian Flame Research Committee (CI - Comitato Italiano) will join the IFRF Council once it is re-established.

3.2. Group B (not directors of IFRF Ltd)

From the 21st June 2017, the IFRF Council shall have Senior Officers and co-opted scientific/technical/regional specialists with the status of Group B member.

Senior Officers:

- President
- Vice President(s) – up to two, with one being nominated as ‘senior’
- General Secretary
- Superintendent of Research
- Deputy Superintendent of Research

Co-opted specialists (up to 10, typically covering the following specialisms):

- Flame Aerodynamics
- Flame Chemistry
- Heat Transfer
- Mathematical Modelling
- Basic Research
- Solid Fuels
- Liquid Fuels
- Gaseous Fuels
- Waste Incineration
- Environment
- Regional interests

The required number, functions and fields of expertise of the Group B members will be reviewed triennially by the IFRF Council.

- 3.3 To strengthen continuity of the Executive Committee, a President, Vice President, General Secretary or Superintendent of Research that has stepped-down from the Executive Committee may be invited to attend the subsequent meeting of the Executive Committee at the Discretion of the President.

4. SUCCESSION GUIDELINES FOR GROUP B MEMBERS

4.1. President

The President should serve for six years. He should propose his successor to the IFRF Council and this should be agreed by the IFRF Council during the second triennial period at least one year before stepping down.

4.2. Vice President

A Vice President is appointed for three years. Following completion of this period of office, a Vice President may be invited to serve for a further three years. According to the Articles of Association, a second Vice President may be appointed, in which case, the IFRF Council should determine which of the two is senior.

4.3. General Secretary

The General Secretary should remain in office indefinitely. The need for a successor should be reviewed triennially. If it is evident that a new appointment should be made, then this should be agreed by the IFRF Council.

4.4. Superintendent and Deputy Superintendent of Research

The Superintendent of Research should initially, for a period of one triennial, serve as the Deputy Superintendent of Research, during which time he should be involved in planning activities for the following period. He should then serve as Superintendent of Research for one triennial, during which time he should be involved in the monitoring of the execution of research and the planning for the forthcoming period. Approximately half way through each triennial period, the Deputy Superintendent of Research for the forthcoming triennial should be proposed to the IFRF Council by the Executive Director, in consultation with the Superintendent of Research.

4.5. Co-opted specialists

Presently there are ten areas of scientific/technical expertise defined, plus an area of 'regional interests' (e.g. Asia). Approximately half way through each triennial the IFRF Council should review, and if necessary modify the number and areas of expertise required and plan accordingly.

Where an area of expertise is to be continued in the following triennial, the present incumbent may be invited to provide the expertise for a further triennial. Where an incumbent will have completed two triennials, as a rule it is recommended that a successor be proposed to the IFRF Council, by the Executive Director.

5. FREQUENCY OF MEETINGS

- 5.1. The IFRF Council shall meet in general session two times per year, with webconferencing being preferred for one of these general sessions.
- 5.2. The first general meeting of the year will take place at the beginning of the financial year, with a primary objective to review the results of the execution of the operating plan during the previous year.
- 5.3. The second general meeting of the year will take place in the latter half of the financial year, with a primary objective to determine the planning of the forthcoming year.
- 5.4. The IFRF Council may meet in special session at its own discretion.

6. AGENDA OF MEETINGS

- 6.1. The agenda for a general meeting should meet with the following guideline:

Opening of the meeting
Agreement of the Agenda
Formal approval of Minutes of the previous meeting and actions arising
Presentation of research results and planning

Presentation of information / communication results and planning
Presentation of financial results and planning
Administrative matters
Any other business

- 6.2. The agenda for special meetings will be determined principally by the topic(s) of concern.

7. PLACE OF MEETINGS

- 7.1. Meetings will be hosted by the National Committees for Flame Research or the Host organisation of IFRF Ltd.