

BYE-LAW 3

TERMS OF REFERENCE

FOR THE

PRESIDENT

Author:	Philip Sharman, Executive Director
Version:	1.0
Approved by:	Mohamed Pourkashanian, General Secretary
Date:	22 June, 2017

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:
President means the person appointed in accordance with Article 15;

DIRECTORS: DIRECTORS' POWERS AND RESPONSIBILITIES

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.

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.

[continued]

[continued]

9.5 All meetings shall be convened at least fourteen days before the meeting is held. All notices shall contain the agenda of the meeting. The place of the meeting shall be decided upon each time by the President or the persons convening the meeting. All meetings shall be convened in accordance with Article 12.

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.

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 different 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.

[continued]

[continued]

- 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.

APPOINTMENT AND TERMINATION OF APPOINTMENT OF DIRECTORS

22. Methods of appointing directors

- 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;

ORGANISATION OF GENERAL MEETINGS

37. Chairing general meetings

- 37.1 If the directors have appointed a President, the President shall chair general meetings if present and willing to do so.
- 37.2 If the directors have not appointed a President, or if the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - 37.2.1 The directors present, or
 - 37.2.2 (If no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chair must be the first business of the meeting.
- 37.3 The person chairing a meeting in accordance with this Article is referred to as the chair of the meeting.

[continued]

[continued]

VOTING AT GENERAL MEETINGS

42. Poll votes

- 42.1 On a poll every Limited Liability Member of IFRF Ltd who (being an individual is present in person or by proxy) or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote. On a poll, Limited Liability Members of IFRF Ltd entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- 42.2 A poll on a resolution may be demanded:
- 42.2.1 In advance of the general meeting of the Limited Liability Members of IFRF Ltd where it is to be put to the vote, or
- 42.2.2 At a general meeting of the Limited Liability Members of IFRF Ltd, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 42.3 **A poll may be demanded by:**
- 42.3.1 **The President or the chairman of the meeting;**
- 42.3.2 The directors;
- 42.3.3 Two or more persons having the right to vote on the resolution; or
- 42.3.4 A person or persons representing not less than one tenth of the total voting rights of all the Limited Liability Members of IFRF Ltd having the right to vote on the resolution.
- 42.4 A demand for a poll may be withdrawn if:
- 42.4.1 The poll has not yet been taken, and
- 42.4.2 The President or the chair of the meeting consents to the withdrawal. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
- 42.5 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 42.6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 42.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

BYE-LAW 3: TERMS OF REFERENCE FOR THE PRESIDENT

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 President.
- 1.2. This bye-law is subject to the Articles of Association of IFRF Ltd, which take precedence.

2. INTERNATIONAL FLAME RESEARCH FOUNDATION

- 2.1. The President shall ensure that the Objects for which the Foundation is established (article 3 in the Articles of Association) are reviewed triennially, and propose modifications to same.
- 2.2. The President shall ensure that the medium term technical objectives of the Foundation are reviewed triennially and that a triennial operating plan is drawn up.
- 2.3. The President shall ensure that suitable candidates for the tasks of the Senior Officers are proposed for consideration by the IFRF Council, in due time prior to the date when the present incumbents are due to be succeeded.
- 2.4. The President shall ensure that suitable candidates for the up to two seats on the Executive Committee to be taken by Members of the IFRF Council, other than the President, the General Secretary and the Superintendent of Research, are proposed for consideration by the IFRF Council, prior to the date when the present incumbents are due to be succeeded.

3. IFRF COUNCIL

- 3.1. The President is an ex officio member of the IFRF Council and as such shall undertake to participate in the execution of the duties of that body as indicated in IFRF Doc No A 00/y/20 - the Articles of Association of IFRF.
- 3.2. The President shall chair meetings of the IFRF Council.

4. EXECUTIVE COMMITTEE

- 4.1. The President is an ex officio member of the Executive Committee and as such will undertake to participate in the execution of the duties of that body as indicated in IFRF Doc No A 00/y/20 - the Articles of Association of IFRF.

4.2. The President shall chair the meetings of the Executive Committee.

5. EXECUTIVE DIRECTOR

5.1. In cooperation with the General Secretary of the IFRF, the President will monitor and propose changes to the conditions of employment for the Executive Director and, when necessary, propose a successor for consideration by the IFRF Council.

