

BYE-LAW 4

TERMS OF REFERENCE

FOR A

VICE PRESIDENT

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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:
Vice President(s) means the person(s) appointed in accordance with Article 15;

DIRECTORS: DIRECTORS' POWERS AND RESPONSIBILITIES

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

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 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.
- 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;

BYE-LAW 4: TERMS OF REFERENCE FOR THE VICE 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 Vice 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. A Vice President will undertake to execute specific tasks in agreement with the President of the IFRF.
- 2.2. In a situation where the President of the IFRF is not in a position to fulfil his duties, the Vice President, or when there are two Vice Presidents, the senior Vice President, shall undertake to execute the duties of the President, until the President is in a position to resume the execution of his duties.
- 2.3. In a situation described in paragraph 2.2, but where the President is unable to resume his duties, the Vice President will continue to act as President until a new President is appointed by the IFRF Council.

3. IFRF COUNCIL

- 3.1. A Vice 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 the Articles of Association of IFRF.
- 3.2. A Vice President shall chair meetings of the IFRF Council, in the absence of the President.

4. TENURE OF OFFICE

- 4.1. A Vice President is appointed for a three-year period.
- 4.2. Following completion of period of office, a Vice President may be invited for a further appointment of three years, on proposal to the IFRF Council by the President.
- 4.3. Upon resignation of the President, it is expected that the Senior Vice President will take on the position of President

