

BYE-LAW 5

TERMS OF REFERENCE

FOR THE

GENERAL SECRETARY

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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:
General Secretary means the person appointed by the Host Partner in accordance with Article 29;

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)

- 15.10 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.

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.

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25. Directors' expenses

25.1 The Foundation may pay any reasonable expenses which the directors (including alternate directors) and the General Secretary properly incur in connection with their attendance at:

25.1.1 Meetings of directors or committees of directors, or

25.1.2 General meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Foundation.

GENERAL SECRETARY

29. Appointment and removal of General Secretary

29.1 The Host Partner may appoint any person who is willing to act as the General Secretary for such term, at such remuneration, and upon such conditions as they may think fit and from time to time remove such person and, if the Host Partner so decides, appoint a replacement, in each case by a decision of the Host Partner.

29.2 If the Host Partner shall not make a proposal within 30 days by the resignation of the General Secretary, then the Executive Committee shall nominate the General Secretary.

29.3 The General Secretary shall remain in office for a period of three years, renewable upon decision of the Host Partner.

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.

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 5: TERMS OF REFERENCE FOR THE GENERAL SECRETARY

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

2. IFRF COUNCIL

- 2.1. The General Secretary 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's Articles of Association.
- 2.2. In case of absence of the President or a Vice President, the General Secretary shall take the chair at meetings of the IFRF Council.
- 2.3. The General Secretary shall ensure that all meetings of the IFRF Council are convened at least fourteen days before the meeting is held; and that all calling notices contain the Agenda of the meeting.
- 2.4. The General Secretary shall ensure the decisions of the IFRF Council are recorded.

3. EXECUTIVE COMMITTEE

- 3.1. The General Secretary is an ex-officio member of the Executive Committee and as such shall undertake to participate in the execution of the duties of that body as indicated in IFRF's Articles of Association.

4. EXECUTIVE DIRECTOR

- 4.1. In cooperation with the President of the IFRF, the General Secretary shall monitor and propose changes to the conditions of employment for the Executive Director.

