

BYE-LAW 8

TERMS OF REFERENCE

FOR THE

EXECUTIVE DIRECTOR

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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:
Executive Director means the person appointed in accordance with Article 17.1;

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

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.

16. The Superintendent of Research and Deputy Superintendent of Research

- 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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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.

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.

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.

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 8: TERMS OF REFERENCE FOR THE EXECUTIVE DIRECTOR

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

2. IFRF

- 2.1. The Executive Director shall undertake to represent the International Flame Research Foundation in every respect out of court.
- 2.2. Any document regarding the representation of the International Flame Research Foundation, out of court, from which obligations may arise, shall bear the signature of the Executive Director.
- 2.3. The Executive Director must be in a position to demonstrate that he has sought the advice of the President or the General Secretary, prior to signing documents from which obligations may arise to the International Flame Research Foundation, which conform to the agreed operating plan but have consequences which exceed £1,000, or which do not conform to the agreed operating plan.

3. IFRF COUNCIL

- 3.1. The Executive Director, in co-operation with the Superintendent of Research, shall collect, analyse and present information from the supporting national flame research organisations, such that it is possible for the IFRF Council to update the technical objectives of the Foundation, and to determine its future research funding policy.
- 3.2. Based on the objectives specified by the IFRF Council, the Executive Director shall, each year, in advance of the first IFRF Council meeting, prepare a Draft Operating Plan for the approval of the IFRF Council, covering the forthcoming financial year, which shall incorporate sub-plans, as necessary, for:
 - the acquisition of supporting organisations
 - core and applications research programming
 - an information communications programme
 - provision of technical services to supporting organisations
 - the acquisition and maintenance of a staff for the execution of these programmes.

- 3.3. The Executive Director shall on a day-to-day basis, manage the affairs of the Foundation and the Secretariat of the Foundation, the execution of the Annual Operating Plan, as agreed by the IFRF Council, and the personnel working for the Foundation.
- 3.4. The Executive Director shall be responsible, each year, for the preparation of a Draft Account relating to the execution of the Operating Plan, as agreed by the IFRF Council, for the previous financial year, such account containing a survey of all property, funds and income of the Foundation, as well as costs, charges and expenses incurred in carrying out the activities of the Foundation in the previous year, and report this account to the IFRF Council in order to seek its approval.
- 3.5. Particularly in cases where the Executive Director may propose actions which deviate significantly from agreed operating plans, he may request the President to order the convention of a special meeting of the IFRF Council.

4. EXECUTIVE COMMITTEE

- 4.1. The Executive Director shall report to the Executive Committee on a quarterly basis on all aspects of the execution of the agreed Annual Operating Plan, and upon detailed planning for the future.
- 4.2. The Executive Director shall ask for and heed the advice of the Executive Committee, particularly with respect to significant changes that he may propose to the agreed Annual Operating Plan.