

TAFISA

Rules of Procedure

for the Board of Directors and the Executive Office

Preamble:

INTRODUCTORY NOTES IF ANY – Delete section if not necessary

1. General Principles

- 1.1. The Statutes take precedence over these Rules of Procedure where any conflict exists.
- 1.2. The Board of Directors and the Executive Office shall work together in good faith to achieve the objectives described in the Statutes and to perform their tasks.
- 1.3. The TAFISA General Rules of Procedure shall apply in addition to these Rules of Procedure, unless otherwise stated in these Rules of Procedure.

2. Tasks of Board of Directors

- 2.1 The tasks of the Board of Directors are those arising from Chapter X of the Statutes.
- 2.2. The President shall manage the Board of Directors utilizing a cooperative style of leadership. Every member of the Board of Directors shall bear overall responsibility for the successful development of TAFISA and shall perform additional supplementary priority tasks, if necessary.

3. Board Meetings

- 3.1. In addition to the provisions in Chapter X of the TAFISA Statutes, the Board of Directors shall provisionally set the dates and venues for Board meetings in advance for the next year at the end of every ongoing fiscal year.
- 3.2. The Board of Directors should meet at least twice per calendar year.
- 3.3. Upon the invitation of the President or his/her deputy, guests may attend the Board Meeting in an advisory capacity.
- 3.4. The members of the Board of Directors present at the meeting shall be entitled to vote.

4. External Representation of the Decisions of the Board of Directors

- 4.1. Externally, the Board of Directors shall uniformly support the Board's decisions, even if not passed by a unanimous resolution.

5. Collaboration with the Executive Office

- 5.1. As the head of the Executive Office, the Secretary General shall be the point of contact for the members of the Board of Directors.

6. Management/Representation

- 6.1. The Secretary General shall manage the Executive Office and shall represent TAFISA in and out of court; he/she shall appoint a deputy in the event of his/her absence. The appointment of a member of the Executive Office as a permanent deputy shall require the approval of the Board of Directors.

7. Tasks of the Secretary General

- 7.1. The Secretary General shall manage the business of TAFISA in accordance with the Statutes and the resolutions passed by the General Assembly and by the Board of Directors. His/her tasks include the following:
- a. Management of the office, including all staff and contractors
 - b. Preparation of Board Meetings and General Assembly
 - c. Implementation of decisions taken by the Board of Directors
 - d. Regular communication with the Board of Directors, members, formal stakeholders
 - e. Within the limits of the established budget settlement of any expenses connected with the administrative work of TAFISA and other expenses authorized by the Executive Board and Board of Directors
 - f. Representation of TAFISA vis-à-vis internal and external partners
 - g. Strategy and new business development
 - h. Coordination and further development of TAFISA programs and properties
 - i. Development and implementation of fundraising strategy
 - j. Management of public relations and external communications
 - k. Support and development of regional bodies and structures
- 7.2. The Secretary General shall orient himself/herself to the guidelines and policies issued by the Board of Directors and shall regularly report to the Board of Directors about his/her work. The Board of Directors shall advise and supervise the Secretary General.
- 7.3. The employees of the Executive Office under the management of the Secretary General are obligated to cooperate with and mutually inform each other about all matters that overlap their respective areas of responsibility or that are of fundamental significance.

8. Structure of the Executive Office

- 8.1. The Executive Office is divided into divisions if needed.
- 8.2. The division, with the division head and his/her employees, shall be responsible for performing the specialized tasks assigned to this division.
- 8.3. The Secretary General shall prepare an organizational chart of the Executive Office and shall submit this organizational chart to the Board of Directors for their information.

9. Principles of the Work of the Executive Office

- 9.1. The Executive Office understands itself as a team in which all employees are willing to contribute towards the achievement of the objectives of TAFISA when bottlenecks occur, even beyond their own area of responsibility.
- 9.2. The Executive Office shall represent a coordinated and uniform opinion externally as a matter of principle.
- 9.3. The Executive Office shall support the members of the Board of Directors in their work.
- 9.4. As a matter of principle, the Secretary General shall be responsible for contacts with the media and the public.
- 9.5. Letters or emails that reach TAFISA are to be answered within two (2) weeks as a matter of principle. If this is not possible in individual cases, a corresponding interim notice is to be sent.
- 9.6. With respect to the responsibility for projects, project managers shall be responsible for managing the cost centers and cost units allocated to their project.

10. Entry into Force

These Rules of Procedure shall enter into force with the passing of a resolution by the Board of Directors.

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