

**RULES OF NORTHAMPTONSHIRE VOLUNTARY COMMUNITY SOCIAL ENTERPRISE
ASSEMBLY LIMITED**

FOR

THEMATIC SUB-COMMITTEES



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BACKGROUND

- (A) In accordance with Article 8.1.3 the Trustees may delegate their functions to a Sub-Committee; and
- (B) the Trustees have decided to create thematic sub-committees to examine and advise them on particular Themes that are of interest to the Company; and
- (C) in accordance with Article 8.1.5 the Trustees have created the following Rules, consistent with the Articles to govern proceedings at the meetings of Thematic Sub-Committees and the powers of those Sub-Committees.

OPERATIVE PROVISIONS

1. Interpretation

- 1.1 The definitions and rules of interpretation in this clause apply in this Agreement.

"Articles" the articles of association of the Company from time to time.

"Attendee" means an individual, (representing themselves or a company or organisation) who forms a part of the Thematic Sub-Committee.

"Committee Chair" means the person elected to act as the chair of the Thematic Sub-Committee pursuant to these Rules.

"Company" Northamptonshire Voluntary Community Social Enterprise Assembly Limited a company incorporated in England and Wales with company number 09080083, whose registered office is at 15 St Giles Street, Northampton, Northamptonshire, NN1 1JA.

"Majority" means more than 50% of the Trustees.

"Thematic Sub-Committee" means a group of individuals (representing themselves and/or companies and/or organisations) created by the Company consisting of three or more individuals appointed by the Committee Chair for the purpose of discussing and investigating and reporting on a Theme.

"Theme" means a particular area of interest that a Thematic Sub-Committee is to examine, consult and advise on, the parameters of which are set by the Trustees from time to time.

"Trustee" means a director of the Company.

“**Vice-Chairperson**” means the person elected as vice-chairperson of the Thematic Sub-Committee.

2. Constitution

2.1 Each Thematic Sub-Committee shall consist of:

2.1.1 a Committee Chair;

2.1.2 a Vice-Chairperson; and

2.1.3 three or more individuals appointed by the Committee Chair who shall have skills and/or experience relevant to that Thematic Sub-Committee’s Theme.

2.2 At least one Attendee of every Thematic Sub-Committee must be a Trustee, unless otherwise decided by the Trustees.

3. Appointment

3.1 The Committee Chair will be elected by a simple majority of the Attendees.

3.2 A Majority of Trustees of the Company may terminate the appointment of the Committee Chair at any time and appoint a new Committee Chair or request that the Attendees elect a new Committee Chair.

3.3 The Vice-Chairperson will be elected by a simple majority of the Attendees.

3.4 The Attendees may elect more than one Committee Chair and more than one Vice-Chairperson, in which case the Attendees shall decide (by simple majority) at each meeting who, of such elected persons, shall preside at that meeting.

4. Committee Chair’s powers

4.1 The Committee Chair has the power (and the Trustees have the power) to appoint Attendees to the Thematic Sub-Committee.

4.2 The Committee Chair presides at each meeting of the Thematic Sub-Committee. If within 15 minutes of the start of the meeting, the Committee Chair is unable or unwilling to preside, then the Vice-Chairperson presides at the meeting.

4.3 If the Vice-Chairperson is unable or unwilling to preside, then the meeting shall be postponed until further notice (being the point at which a new Committee Chair and/or a new Vice-Chairperson is appointed or elected).

4.4 The Committee Chair may terminate any Attendee's membership of their Thematic Sub-Committee, with the prior support of a majority of the Attendees of the Thematic Sub-Committee.

5. Role of the Thematic Sub-Committee

5.1 Each Thematic Sub-Committee shall:

5.1.1 investigate and discuss the Theme assigned to it by the Trustees; and

5.1.2 prepare a report advising the Trustees on its findings.

5.2 No Thematic Sub-Committee, nor its Attendees shall incur any liabilities or enter into any contract on behalf of the Thematic Sub-Committee or the Company without the written consent of a Majority of the Trustees.

5.3 Except for as set out in these Rules, the Thematic Sub-Committee and its Attendees shall act in accordance, as closely as possible, to the Articles and in accordance with such directions as the Trustees may from time to time make.

5.4 The Thematic Sub-Committee shall take such evidence from such persons as it deems appropriate in order to be able to prepare its report.

6. Term

6.1 Each Thematic Sub-Committee will continue to run until such time as the Trustees decide to terminate its functioning.

6.2 An Attendee may resign from a Thematic Sub-Committee at any time by giving written notice to the Committee Chair or Vice-Chairperson.