

The Companies Act 2006

VERGLAS SOFTWARE LIMITED

Limited by Shares

TERMS OF REFERENCE OUTREACH COMMITTEE

Company Number: 14837037

Incorporated on: 01/05/2023

PART 1 – INTRODUCTION	2
<i>Defined terms.....</i>	<i>2</i>
PART 2 – TERMS OF REFERENCE.....	3
<i>Role.....</i>	<i>Virhe. Kirjanmerkkiä ei ole määritetty. 3</i>
<i>Responsibilities.....</i>	<i>3</i>
<i>Membership.....</i>	<i>3</i>
<i>Meetings.....</i>	<i>3</i>
<i>Term.....</i>	<i>3</i>
<i>Chairperson</i>	<i>3</i>
<i>Quorum.....</i>	<i>4</i>
<i>Decision-making.....</i>	<i>4</i>
<i>Minutes.....</i>	<i>4</i>
<i>Guests.....</i>	<i>4</i>
<i>Accountability</i>	<i>4</i>

PART 1 – INTRODUCTION

Defined terms

1.

- (1). In these Terms the words standing in the first column of the table next hereinafter contained shall if not inconsistent with the subject or context bear the meaning set opposite to them respectively in the second column thereto.

Articles	The Company’s articles of association.
Board of Directors	The Company’s Board of Directors.
Chairman	The Chairman of the Committee, determined by article 7.
Committee	The Outreach Committee defined by these Terms.
Company	Verglas Software Limited.
Terms	These Terms of Reference for the Committee.

Unless the context otherwise requires, other words or expressions contained in these Terms bear the same meaning as in the Companies Act 2006 as in force on the date when these Terms become binding on the Company.

PART 2 – TERMS OF REFERENCE

Responsibilities

2.

- (1). The Committee is responsible for:
 - a. Making executive decisions regarding the Company's events;
 - b. Overseeing the administration and marketing of IglooCode™, and;
 - c. Communication between the Company and its partner companies regarding outreach and events.

Membership

3.

- (1). The Outreach Committee will consist of 5 individuals, who may be:
 - a. Previous IglooCode™ volunteers, staff, and/or organizers;
 - b. Previous IglooCode™ attendees;
 - c. Employees of the Company's partner companies, or;
 - d. Other people nominated by the Board of Directors.
- (2). A committee member who does not uphold their responsibilities or misses 2 meetings without a reasonable explanation will be asked by the Chairperson to resign from the Committee. If the member refuses to resign, a vote shall be taken on the removal of the member from the committee.

Meetings

4.

- (1). The Outreach Board will meet at the discretion of the Chairperson, given at least 72 hours of notice. The meetings may be in-person, by teleconference or electronically, e.g. Skype, Zoom, or Discord call.
- (2). If a member is not able to participate in a meeting, that member can submit written comments or documentation in advance of the meeting to the Chairperson to be read.
- (3). Submissions required for a meeting that are made after said meeting will not be considered for decision-making.

Term

5.

- (1). The Committee will exist indefinitely until decided upon by the Board of Directors.

Chairperson

6.

- (1). The Chairperson will be a Board member determined by the Board of Directors.
- (2). The Chairperson shall:
 - a. Call meetings of the Committee;
 - b. Chair meetings of the Committee;
 - c. Designate another Board member who is a committee member to chair the committee in the chairperson's absence, and;
 - d. Report to the Board on the work of the committee.

Quorum

7.

- (1). Quorum shall be simple majority of the voting Committee members present at a meeting.

Decision-making

8.

- (1). The Committee shall strive for consensus when making decisions. If consensus cannot be achieved, the Committee members must agree on how to deal with the outstanding issue, i.e. vote, continue discussion, table the issue to another meeting, or take the issue to the Board of Directors.
- (2). When voting, majority rules with quorum present. There shall be no proxy voting unless explicitly determined by the Committee in advance of a vote.
- (3). The Committee cannot commit the use of the Company's financial and human resources without prior approval from the Board of Directors.

Minutes

9.

- (1). The Chairperson shall take minutes at the Committee meetings and the minutes shall be approved at subsequent meetings. Minutes will be kept and stored in accordance with the Company's practice.

Guests

10.

- (1). The Chairperson may invite guests to attend meetings as a resource as required.
- (2). Guests will have no voting rights on decisions made by the Committee.

Accountability

11.

- (1). The Outreach Committee will be accountable to the Board of Directors through the Chairperson of the Committee.

Reviewed on: **22/09/2023**
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