

Constitution of

.....
Adopted on

NAME

- 1. The name of the Co-operative shall be

Purpose

- 2. The purpose of the Co-operative is to carry out its function as a co-operative and to abide by the internationally recognised values and principles of co-operative identity as defined by the International Co-operative Alliance.

OBJECTS

- 3. The objects of the Co-operative shall be

POWERS

- 4. To further its objects the Co-operative may do all such lawful things as may further the Co-operative's objects and, in particular, may borrow or raise funds for any purpose.

MEMBERSHIP

- 5. The Co-operative shall consist of those persons who have signed this constitution. Thereafter the Co-operative may admit to membership any natural person, corporate body or the nominee of any unincorporated organisation, firm, or partnership that has paid or agreed to pay any subscription or other sum due in respect of membership and meets one of the criteria below.

You may choose **any or all** of the following options.

OPTION 1

User members

- 6. Any regular user of the services of the Co-operative may be admitted into membership.

OPTION 2

Employee members

- 7. All employees on taking up employment with the Co-operative may be admitted to membership, except that the Co-operative in a general meeting may by a majority vote decide to exclude from membership:
 - (a) Newly appointed employees during such reasonable probationary period as may be specified in their terms and conditions of employment;

- (b) Employees working less than a prescribed number of hours per week (or per month);

provided that any such criteria for exclusion are applied equally to all employees.

OPTION 3

Volunteer members

- 8. All Volunteers who have entered into a Volunteer agreement with the Co-operative may be admitted to membership of the Co-operative, except that the Co-operative in a general meeting may by a majority vote decide to exclude from membership:

- (a) Newly appointed Volunteer during such reasonable probationary period as may be specified in their Volunteer agreement;

- (b) Volunteers, volunteering less than a prescribed number of hours per week (or per month);

provided that any such criteria for exclusion are applied equally to all Volunteers.

OPTION 4

Supporter members

- 9. Any natural person, corporate body or the nominee of any unincorporated organisation, firm, or partnership that operates in an associated field of activity to the Co-operative or that has an interest in supporting the Co-operative's business.

- 10. In accordance with the Co-operative Principle of voluntary and open membership, whilst the Co-operative shall undertake to encourage those who meet the criteria of membership to become members, membership must be voluntary.

Applications for membership

- 11. No natural person shall be admitted into membership of the Co-operative unless they have attained the age of 16. All those wishing to become a member must support the aims of the Co-operative and applications for membership shall be approved by the Management Committee.
- 12. A corporate body which is a member shall by resolution of its governing body appoint a representative who may during the continuance of her/his appointment be entitled to exercise all such rights and powers as the corporate body would exercise if it were an individual person. Each such corporate body shall supply written notification to the Secretary of its choice of representative.

Member Commitment

- 13. All members agree to attend general meetings and take an active interest in the operation and development of the Co-operative and its business. Members have a duty to respect the confidential nature of the business decisions of the Co-operative.
- 14. In accordance with the Co-operative Principle of education, training and information, the Co-operative shall provide potential members with information about what the role of a

member is within the Co-operative and will provide training in the skills required to be a member and to participate in the operation of the Co-operative.

15. The Co-operative shall provide members with appropriate ongoing education and training in the Co-operative Values and Principles. The Co-operative shall support its members by ensuring that meetings are accessible and encourage participation.

Termination of membership

16. A member shall cease to be a member of the Co-operative immediately that s/he:
- (a) Ceases to meet the Co-operative's criteria for membership; or
 - (b) Fails in the opinion of the Management Committee unreasonably to pay any fee or other monies due to the Co-operative; or
 - (c) Resigns in Writing to the Secretary; or
 - (d) Is expelled from membership in accordance with this Constitution; or
 - (e) Dies, or in the opinion of the Board is unable to carry out their duties, is wound up or goes into liquidation.
17. The rights and privileges of a member shall not be transferable or transmissible.

Removal of a member

18. A member may be expelled from membership by a resolution of the Co-operative stating that it is in the best interests of the Co-operative that her/his/its membership is terminated. A resolution to remove a member from membership may only be passed if:
- (a) The member has been given at least 14 days' notice in Writing of the general meeting at which the resolution to expel them will be proposed and the reasons why it is to be proposed; and
 - (b) The member or, at the option of the member, an individual who is there to represent them (who need not be a member of the Co-operative) has been allowed to make representations to the general meeting.

GENERAL MEETINGS

19. The Co-operative shall in each calendar year hold a general meeting of the members as its annual general meeting and shall specify the meeting as such in the notices calling it.
20. The business of an annual general meeting shall comprise, where appropriate:
- (a) Consideration of accounts and balance sheets;
 - (b) Elections to the Management Committee;

<p>Include the following option if the Honorary Officers are to be elected by the members from those person elected to the Management Committee.</p>

(c) Election of the Honorary Officers from those persons elected to the Management Committee.

21. In accordance with the Co-operative Principle of democratic member control, the Co-operative shall ensure that, in addition to the annual general meeting, at least four other general meetings are held annually. The purpose of these meetings is to ensure that members are given the opportunity to participate in the decision-making process of the Co-operative, review the business planning and management processes and to ensure the Co-operative manages itself in accordance with the Co-operative Values and Principles.

Calling a general meeting

22. The Management Committee may convene a general meeting or, 10% of the membership may, in Writing, require the Management Committee to call a general meeting.

Notices

23. The Management Committee shall call all general meetings giving 14 clear days' notice to all members. A general meeting may be held at shorter notice if so agreed in Writing by at least 90% of the members of the Co-operative.
24. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions.
25. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Quorum

26. No business shall be transacted at a general meeting unless a quorum of members is in attendance. Unless amended by special resolution of the Co-operative a quorum shall be one-quarter of the membership subject to a minimum of two persons.

Chairing general meetings

27. The chairperson of the Co-operative shall facilitate general meetings. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the members present shall choose one of their number to be the chairperson for that meeting.

Attendance and speaking at general meetings

28. The Management Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by electronic means. A member is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. In determining attendance at a general meeting, it is immaterial whether any two or more members attending are in the same place as each other, providing that they are able to communicate with each other at all times.
29. The chairperson of the meeting may permit other persons who are not members of the Co-operative to attend and speak at general meetings, without granting any voting rights.

Adjournment

30. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the members present shall constitute a quorum.
31. When adjourning a meeting the chairperson must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Management Committee.
32. The chairperson of a general meeting may also adjourn the meeting whilst a quorum is present if
 - (a) The meeting consents to that adjournment;
 - (b) It appears to the chairperson that an adjournment is necessary due to any other valid reason which would prevent the business of the meeting from being conducted in an transparent and orderly manner.
33. If the meeting is adjourned for 14 days or more, at least 7 clear days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
34. No business shall be transacted at an adjourned meeting other than business which could not properly have been transacted at the meeting if the adjournment had not taken place.

DECISION MAKING AT GENERAL MEETING

If the Co-operative will make decisions primarily by consensus, choose **one** of the following options.

Delete all options if the Co-operative does not intend to permit consensus decision making.

OPTION 1: Consensus Decision Making only.

Use with caution as this process of decision-making may result in the Co-operative not being able to make a final decision about a particular course of action.

35. Decisions at general meetings shall be made by consensus. If agreement on a matter cannot be reached by consensus then that matter shall be taken to a subsequent general meeting. If an agreement on a matter cannot be reached by consensus at this meeting then the status quo will hold, unless the general meeting by majority vote resolves to accept as binding the advice of the Arbitrator, appointed in accordance with the regulations provision in these articles, or of some other third party.

OPTION 2: Consensus Decision Making - 2 meetings before a formal vote is taken.

36. Decisions at general meetings shall be made by consensus. If agreement on a matter cannot be reached by consensus then that matter shall be taken to a subsequent general meeting. If agreement on a matter cannot be reached by consensus at this meeting then a decision on that matter shall require the approval of [90%], [80%], [70%], [65%], [more than 50%] of those present. [delete as appropriate].

OPTION 3: Consensus Decision Making - 1 meeting before a formal vote is taken.

37. Decisions at general meetings shall be made by consensus. If agreement on a matter cannot be reached by consensus at this meeting then a decision on that matter shall require the approval of [90%], [80%], [70%], [65%], [more than 50%] of those present. [delete as appropriate].

Voting

38. In accordance with the Co-operative Principle of democratic member control, each member shall have one vote on any question to be decided in general meeting. Proxy voting is not permitted.
39. A resolution put to the vote at a general meeting shall be decided on a show of hands.
40. In the case of an equality of votes, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.

Resolutions

41. Decisions at general meetings shall be made by passing resolutions:
- (a) The following decisions must be made by special resolution:
 - (i) Decisions involving an alteration to this Constitution;
 - (ii) Decisions to expel members;
 - (iii) Decisions to dispose assets of the Co-operative equivalent in value to one-third of the Co-operative's last published balance sheet, as detailed in this Constitution;
 - (iv) The decision to wind up the Co-operative.
 - (b) All other decisions shall be made by ordinary resolution.
42. A special resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (51%) of votes cast.
43. Resolutions may be passed at general meetings or by written resolution.
44. A written resolution signed by all the members shall be as effective as if the same had been passed at a general meeting duly convened and held and may consist of several similar documents each signed by one or more members.

MANAGEMENT COMMITTEE

45. The Co-operative shall have a Management Committee comprising not less than two persons.
46. The initial Management Committee of the Co-operative until the first annual general meeting shall be those persons who have signed this constitution and such others as they may determine in writing.

47. Only members of the Co-operative who are aged 16 years or more may serve on the Management Committee.

Elected Management Committee

48. The Management Committee shall be elected by and from the Co-operative's members. The composition of the Management Committee following the first annual general meeting shall be as follows:

Choose **one or all** of the following options to match your chosen membership criteria.

Or

Delete all of the following options if you have not chosen a membership criteria.

OPTION 1

- (a) Not more than ... user members;

OPTION 2

- (b) Not more than ... employee members;

OPTION 3

- (c) Not more than ... volunteer members;

OPTION 4

- (d) Not more than ... supporter members.

Retirement Cycle

49. At the first and at every subsequent annual general meeting, all members of the Management Committee shall stand down. A retiring member of the Management Committee shall be eligible for re-election.

Co-option

50. The Management Committee may at any time fill a casual vacancy on the Management Committee by co-option. Such co-opted individuals must be members of the Co-operative and shall retire at the next annual general meeting.

Management Committee Education and Training

51. In accordance with the Co-operative Principle of education, training and information, before accepting to serve on the Management Committee an individual must agree to undertake training during their first year of office as deemed appropriate by the Co-operative. This training will include information on the roles and responsibilities of being on the Management Committee.

Powers and Duties of the Management Committee

52. The Management Committee are responsible for the management of the Co-operative's business and shall operate the Co-operative in accordance with its constitution.
53. The Management Committee shall have the power to determine policies and procedures associated with membership including setting any subscription levels.
54. All decisions made by a meeting of the Management Committee or by any person acting as a member of the Management Committee shall remain valid even if it is later discovered that there was some defect in the Management Committee member's appointment.
55. In accordance with the Co-operative Principles of democratic member control and member economic participation, the Management Committee shall not be entitled to sell or otherwise dispose of assets (in a single transaction or series of transactions) equivalent in value to one-third or more of the total value of the last published balance sheet of the Co-operative without the approval of the members by special resolution.

Delegation

56. Subject to this Constitution, the Management Committee may delegate any of the powers which are conferred on them under this Constitution to any person or committee consisting of members of the Co-operative, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.

Sub-Committees

57. A sub-committee to which the Management Committee delegate any of their powers must conform to any regulations imposed on it by the Management Committee and the provisions of this Constitution. Such regulations imposed by the Management Committee will prevail over the provisions in this Constitution where they are inconsistent.
58. All acts and proceedings of any sub-committee must be fully and promptly reported to the Management Committee.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

Calling a Meeting of the Management Committee

59. The Management Committee may, and the Secretary at the request of a Management Committee member shall, call a meeting of the Management Committee by giving reasonable notice of the meeting to all members of the Management Committee. Notice of any meeting of the Management Committee must indicate the date, time and place of the meeting and, if the members of the Management Committee participating in the meeting will not be in the same place, how they will communicate with each other.

Proceedings of a Meeting of the Management Committee

60. The Management Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
61. A Management Committee member is able to exercise the right to speak at a meeting of the Management Committee and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Management Committee may make whatever arrangements they consider appropriate to enable those attending a

meeting of the Management Committee to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a meeting of the Management Committee, it is immaterial whether any two or more members of the Management Committee attending are in the same place as each other.

62. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the status quo shall be maintained and the Management Committee may choose to refer the matter to a general meeting of the Co-operative.
63. The Management Committee may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

Quorum

64. The quorum necessary for the transaction of business at a meeting of the Management Committee shall be 50% of the Management Committee or 2, whichever is the greater.
65. If at any time the total number of members of the Management Committee in office is less than the quorum required, the Management Committee must not take any decisions other than to appoint further members of the Management Committee or to call a general meeting so as to enable the members to appoint further members of the Management Committee.

Chairperson

66. The chairperson of the Co-operative shall facilitate meetings of the Management Committee. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Management Committee members present shall choose one of their number to be the chairperson for that meeting.

Declaration of Interest

67. A Management Committee member with a personal, financial or material interest in a matter to be discussed at a meeting and whenever a Management Committee has an interest in another unincorporated body, firm, partnership or corporate body whose interests are reasonably likely to conflict with those of the Co-operative in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Co-operative, s/he must:
 - (a) Declare the nature and extent of the interest before the discussion begins on the matter;
 - (b) Withdraw from that part of the meeting unless expressly invited by the chairperson of the meeting to remain;
 - (c) Not be counted in the quorum for that part of the meeting;
 - (d) Withdraw during the vote and have no vote on the matter.

Expenses

68. The Co-operative may pay any reasonable expenses which the Management Committee members properly incur in connection with their attendance at meetings or otherwise in

connection with the exercise of their powers and the discharge of their responsibilities in relation to the Co-operative.

Termination of Appointment

69. A person ceases to be a Management Committee member of the Co-operative as soon as:
- (a) That person ceases to be a member of the Co-operative;;
 - (b) That person resigns from office in writing to the Secretary of the Co-operative, and such resignation has taken effect in accordance with its terms;
 - (c) That person is removed from office by a special resolution of the Co-operative in general meeting;
 - (d) That person is absent from 3 meetings of the Management Committee during a continuous period of 12 months without special leave of absence granted by the Management Committee and the Management Committee pass a resolution that s/he has by reason of such absence been vacated office;
 - (e) Where the person is the representative of a member organisation, the member organisation removes their endorsement of that representative;
 - (f) A registered medical practitioner who is treating that person gives a written opinion to the Co-operative stating that the person has become physically or mentally incapable of acting as a member of the Management Committee and may remain so for more than three months;
 - (g) By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

HONORARY OFFICERS

OPTION 1: Choose this option if the Management Committee will appoint the Honorary Officers.

70. The Management Committee shall appoint a Chairperson, Secretary, Treasurer of the Co-operative for such term and at such remuneration and upon such conditions as they think fit. Any Honorary Officers so appointed may also be removed by them.

OPTION 2: Choose this option if the members are to elect the Honorary Officers.

71. The members shall elect a Chairperson, Secretary, Treasurer of the Co-operative from those persons elected to serve on the Management Committee. Any Honorary Officers elected by the members shall serve for one year following their election, at which point s/he shall stand down from the post of Honorary Officer, but shall be eligible for re-election to the same or any other Honorary Officer post.

REGULATIONS

72. The Co-operative in a general meeting or the Management Committee may from time to time make, adopt and amend such standing orders, bye-laws, regulations and secondary

rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the Co-operative and the proceedings and powers of the Management Committee and sub-committees. No regulation shall be made which is inconsistent with this Constitution. All members of the Co-operative and the Management Committee shall be bound by such regulations whether or not they have received a copy of them.

APPLICATION OF PROFITS

73. The Co-operative shall not trade for profit. Profits of the Co-operative shall be applied in the following ways, in such proportions and in such manner as the general meeting shall decide from time to time:
- (a) To create a general reserve for the continuation and development of the Co-operative;
 - (b) In accordance with the Co-operative Principle of concern for community, to make payment for social, co-operative and community purposes.

DISSOLUTION

74. The Co-operative is a common ownership enterprise. In the event of the Co-operative winding up, the assets of the Co-operative shall first be applied to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed among the members but shall be transferred to some other common ownership co-operative(s) or to Co-operatives UK (or any body that succeeds to its function). If such residual assets cannot be distributed in this manner they shall be transferred to some other organisation(s) whose purpose is to promote and support the Co-operative Movement and common ownership enterprises.

ADMINISTRATIVE ARRANGEMENTS

Registers

75. The Management Committee shall ensure an accurate register of members and register of Management Committee members is kept, which shall include:
- (a) The name and address of each member and Management Committee members;
 - (b) The date on which a person became a member and the date on which a member ceased to be such;
 - (c) The names and address of each Management Committee member and the dates on which they assumed office.

Minutes

76. The Co-operative shall ensure that minutes are kept of all:
- (a) Proceedings at meetings of the Co-operative; and
 - (b) Proceedings at meetings of the Management Committee and its sub-committees which include names of the Management Committee members present, decisions made and the reasons for those decisions.

Accounts

77. The Management Committee shall cause proper accounts to be kept and circulated to the Co-operative.
78. Proper accounts shall be deemed to have been kept if they give a true and fair record of the state of the Co-operative's affairs and explain its transactions.

Audit

79. The members may, by special resolution, require that the financial records of the Co-operative for any financial year are scrutinised by an independent person (not being a member of the Co-operative) in order to ascertain their accuracy.

Borrowing from members

80. In accordance with the Co-operative Principle of member economic participation the interest paid by the Co-operative on money borrowed from members shall not exceed such rate as is necessary to attract and retain the capital required to further the Co-operative's objects and purpose.

Social Accounting and Reporting

81. In addition to any financial accounts the members may resolve to undertake an account of the activities of the Co-operative which will endeavour to measure its co-operative, social and environmental performance using whatever methodology the members deem appropriate. Following the completion of such an account the Co-operative shall report any findings to its members and other stakeholders.

Indemnity and Insurance

82. Any member, Management Committee member and Honorary Officer shall be indemnified out of the Co-operative's assets for any liability incurred in connection with their position, unless they have acted negligently or fraudulently.