
Constitution of
The Social Science Centre, Lincoln
Adopted on 3rd May 2011

General

1. The name of the Co-operative shall be The Social Science Centre, Lincoln

Purpose

2. The purpose of the Co-operative is to pursue its objects as an autonomous association of persons united voluntarily to realise their common needs and aspirations for higher education through a jointly-owned and democratically-controlled enterprise.

Objects

3. The objects of the Co-operative shall be
 - (a) To make available higher education in the social sciences.
 - (b) To facilitate the participation of its members in higher education through mutually beneficial activities

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 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 individual, unincorporated body, firm, partnership or corporate body that has paid or agreed to pay any subscription or other sum due in respect of membership and meets one of the criteria below.
 - (a) Any regular user of the services of the Co-operative.
 - (b) Any natural person, unincorporated body, firm, partnership or corporate body that operates in an associated field of activity to the Co-operative or that has an interest in supporting the Co-operative's business.
6. Whilst the Co-operative shall undertake to encourage those who meet the criteria of Membership to become Members, membership will be voluntary.
7. The rights and responsibilities of members of the Co-operative shall be equal between each other, except as determined by the membership categories in clause 9 below

Applications for Membership

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8. No natural person shall be admitted into membership of the Co-operative unless they have attained the age of 18. All those wishing to become a Member must support the aims of the Co-operative.
 9. The Co-operative may determine categories of membership, assign members to a category and determine the benefits of membership between such categories.
 10. An unincorporated body, firm, partnership or 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, firm or association would exercise if it were an individual person. Each such Member organisation shall supply written notification to the Secretary of its choice of representative.

Member Commitment

11. All Members agree to 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.
12. The Co-operative shall support its Members by ensuring that meetings are accessible and encourage participation.
13. Members must agree to participate in decision making in the co-operative on the basis of consensus and be prepared for compromise when appropriate to achieve that.

Termination of Membership

14. 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, becomes mentally incapable of managing their own affairs, is wound up or goes into liquidation.
15. The rights and privileges of a Member shall not be transferable or transmissible.

Removal of a Member

16. 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

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- (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

- 17. 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.
- 18. The business of an Annual General Meeting shall comprise, where appropriate:
 - (a) Consideration of accounts and balance sheets;
 - (b) Approval of an annual operating plan;
 - (c) Approval of a schedule of delegated matters and committee appointments.
- 19. The Co-operative shall ensure that, in addition to the Annual General Meeting, at least three 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 its Constitution.

Calling a General Meeting

- 20. 3 members or 10% of the membership, whichever is the greater, may, in writing, call a General Meeting.
- 21. All General Meetings shall be called giving 14 clear days' notice to all Members but may be held at shorter notice if so agreed in writing by a majority of Members together comprising not less than 90% of the total membership of the Co-operative.
- 22. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted.
- 23. 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

- 24. No business shall be transacted at a general meeting unless a quorum of Members is present.
- 25. Unless amended by special resolution of the Co-operative a quorum shall be one-quarter of the Membership subject to a minimum of three Persons.

Chairing General Meetings

- 26. The Members present shall choose one of their number to be the chairperson for that meeting.

Attendance and Speaking at General Meetings

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27. A Member is able to exercise the right to speak at a general meeting 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 general meeting to exercise their rights to speak at it including by electronic means. 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.
 28. 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 other membership rights.

Adjournment

29. 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 consider whether it has the capacity to deal with the business of the meeting.
30. When adjourning a meeting those present must propose the date, time and place to which it will stand adjourned.
31. At least 7 clear days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
32. 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 Meetings

33. Decisions at General Meetings shall be made by consensus.
34. Decisions at General Meetings shall be made by passing resolutions.
35. The following decisions must be made by resolution of a General Meeting:
 - (a) Decisions involving an alteration to this Constitution;
 - (b) Decisions to expel Members;
 - (c) 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;
 - (d) The decision to wind up the Co-operative;
 - (e) Business of the AGM as defined in clause 18.
 - (f) Other decisions which are required so by statute.

Committees

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36. The Co-operative may delegate its powers to individuals or Committees comprising not less than two persons, except as provided in clause 35. Any such committees shall operate on the basis on consensus decision making and shall be responsible to the Members for the proper conduct of the business of the Co-operative which has been delegated to it.
 37. The members shall determine the membership of committees in the first instance and may appoint or remove members from committees from time to time.

Co-option

38. Committees may at any time appoint a Committee member by co-option. Such co-opted individuals must be Members of the Co-operative and shall retire at the next Annual General Meeting.

Committee Education and Training

39. Before accepting to act on behalf of the co-operative or to serve on a Committee an individual must agree to undertake training as deemed appropriate by the Co-operative.

Powers and Duties of Committee

40. The Committees will be responsible for the operation of the Co-operative's business and shall do so in accordance with its constitution.
41. The Committees may have the power to determine policies and procedures associated with Membership including setting subscription levels.
42. All decisions made by a meeting of a Committee or by any person acting as a member of a Committee shall remain valid even if it is later discovered that there was some error in the Committee member's appointment.

Delegation

43. Subject to this Constitution, the Committees may delegate any of the powers which are delegated to them 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

44. A sub-committee to which a Committee delegates any of its powers must conform to any regulations imposed on it by the Committee and the provisions of this Constitution. Such regulations imposed by the Committee will not prevail over the provisions in this Constitution where they are inconsistent.
45. All acts and proceedings of any sub-committee must be fully and promptly reported to the appointing Committee.

Termination of Appointment

46. A person ceases to be a Committee member of the Co-operative as soon as:
 - (a) That person ceases to be a Member of the Co-operative or

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- (b) That person resigns from office in writing, and such resignation has taken effect in accordance with its terms or
 - (c) That person is removed from office by a resolution of the Co-operative in a General Meeting or
 - (d) Where the person is the representative of a Member organisation, the Member organisation removes their endorsement of that representative.

Procedures

Declaration of Interest

47. Any member with a personal, financial or material interest in a matter to be discussed at a General or Committee meeting and whenever a member 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 general or Committee 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.

Regulations

48. The Co-operative in a General Meeting or a Committee so authorised by the Members 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 Committee and sub-committees. No regulation shall be made which is inconsistent with this Constitution. All members of the Co-operative and the Committees shall be bound by such regulations whether or not they have received a copy of them.

Application Of Profits

49. 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) To make payment for social, co-operative and community purposes relevant to the Objects of the Co-operative.

Dissolution

50. 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 organisation(s) whose purpose is to promote and

support the objects of the Co-operative, or the Co-operative Movement and common ownership enterprises.

Administrative Arrangements

Registers

51. The Co-operative shall ensure an accurate register of members is kept, which shall include:
- (a) The name and address of each member;
 - (b) The date on which a person became a member and the date on which a member ceased to be such.

Minutes

52. The Co-operative shall ensure that minutes are kept of all proceedings at General Meetings of the Co-operative.

Accounts

53. The Co-operative shall cause proper accounts to be kept and circulated to the members of the Co-operative.
54. 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

55. The members may, by 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.

Indemnity and Insurance

56. Any Member and Committee member 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.

Agreed and signed by those present at a meeting on 3rd May 2011

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