

**Constitution of
OXFORD ACTION RESOURCE CENTRE.**

Adopted on 2013-10-01

NAME

1. The name of the Unincorporated Co-operative Association shall be Oxford Action Resource Centre (OARC)

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:
 - (a) To provide resources and a physical space for Oxford's progressive activists.
 - (b) To encourage, inspire and facilitate radical non-hierarchical organising and activism to achieve a just, sustainable, diverse and humane world.
 - (c) To develop mutual aid and practical solidarity in the activist community.
 - (d) To stick it to the man.

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 agree to abide by 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 meets one or more of the criteria below.

User members

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

Keyholder members

7. Any natural person who agrees to membership of the keyholder email list, who agrees to occasionally open OARC for meetings, who agrees to attend organising meetings from time to time may be admitted into membership at an organising meeting.
8. 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 is voluntary and free.

Applications for membership

9. All those wishing to become a member must support the aims of the Co-operative. People shall be implicitly assumed to be members on their first attendance at an organizing meeting.

Member Commitment

10. All members agree to attend organizing meetings and take an active interest in the operation and development of the Co-operative and its activities. Members have a duty to respect the confidential nature of the decisions of the Co-operative.
11. In accordance with the Co-operative Principle of education, training and information, the Co-operative shall provide potential members with as much information as is practicable at its regular organising meetings.
12. The Co-operative shall support its members by ensuring that meetings are accessible and encourage participation.

Termination of membership

13. 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) Resigns in Writing to the email list; or
 - (c) Is expelled from membership; or
 - (d) Dies, becomes mentally incapable of managing their own affairs, is wound up or goes into liquidation.
14. The rights and privileges of a member shall not be transferable or transmissible.

Removal of a member

15. 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 organising 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 organizing meeting.

ORGANIZING MEETINGS

16. The Co-operative shall in each calendar year hold a organizing meeting of the members as its AGM and shall specify the meeting as such in the notices calling it.
17. The business of an AGM shall comprise, where appropriate:
 - (a) Consideration of accounts and balance sheets;
 - (b) Any other business;
 - (c) Planning for the next year's organising
18. In accordance with the Co-operative Principle of democratic member control, the Co-operative shall ensure that, in addition to the AGM, at least four other organising 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 organizing meeting

19. Any member can suggest a organizing meeting at any time by sending an email to the email list.

Notices

20. Organising meetings are called by sending email to the email list giving at least 7 clear days' notice to all members.

21. All notices shall specify the date, time and place of the meeting along with an agenda and any proposed resolutions.
22. 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

23. No business shall be transacted at an organising meeting unless a quorum of members is in attendance. Unless amended by special resolution of the Co-operative a quorum shall be a minimum of two persons. For constitutional decisions a quorum shall be a minimum of four persons.

Facilitation of organising meetings

24. The members present shall choose a facilitator for the organising meetings if they feel it appropriate. Positions like chair are fundamentally hierarchical and have no place in organising for a just and sustainable world.

Attendance and speaking at organizing meetings

25. The person calling the meeting should make whatever arrangements they consider appropriate to enable those attending a organizing meeting to exercise their rights to speak or participate 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 organizing 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 (or at most times given how much Skype sucks).

Adjournment

26. If a quorum is not present within half an hour of the time the organising meeting was due to commence, or if during a meeting a quorum ceases to be present, the facilitator may 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.
27. When adjourning a meeting those present should choose the date, time and place to which it will stand adjourned.
28. 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.

29. 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 ORGANIZING MEETINGS

30. Decisions at organizing 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 organizing meeting. If an agreement on a matter cannot be reached by consensus at this meeting then the status quo will hold, unless the organizing 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.

Voting

31. In accordance with the Co-operative Principle of democratic member control, each member shall have one vote on any question to be decided in organizing meeting. Proxy voting is not permitted.
32. A resolution put to the vote at a organizing meeting shall be decided on a show of hands.
33. In the case of an equality of votes, the facilitator shall not have a second or casting vote and the resolution shall be deemed to have been lost.
- 34.

REGULATIONS

35. The Co-operative in a organizing meeting 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 any working groups. No regulation shall be made which is inconsistent with this Constitution. All members of the Co-operative shall be bound by such regulations whether or not they have received a copy of them.

APPLICATION OF PROFITS

36. 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 organizing 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, activist and community purposes.

DISSOLUTION

37. 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 activist project, common ownership co-operative(s) or to any appropriate community organisation.

ADMINISTRATIVE ARRANGEMENTS

Minutes

38. The Co-operative shall ensure that minutes are kept of all proceedings at meetings of the Co-operative; and

Accounts

39. 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.

Banking arrangements

40. An organising meeting will appoint a minimum of two and a maximum of five signatories to the OARC bank account. All signatories will have access to the account.
41. Any signatory may pay funds to a supplier who has legitimately provided any goods or services to the Co-operative.

Audit

42. 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.

Social Accounting and Reporting

43. 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

44. Any 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.

