

Walkspace Constitution

Unincorporated Co-operative Model Adopted on: 6th October 2024

1. Name

The name of the Co-operative shall be Walkspace (hereinafter called “the Co-operative”).)

2. Values

The Co-operative shall:

- a) Abide by the internationally recognised values and principles of the co-operative identity as defined by the International Co-operative Alliance, in particular the values of equality, solidarity, democracy, self-help, self-responsibility, and the ethical values of honesty, openness, social responsibility and caring for others.
- b) Engage and interact with the outside world with curiosity, care and respect.
- c) Recognise the rights of all to access and enjoy the outside world, both urban and rural, irrespective of race, class, gender, sexuality, disability or religion.
- d) Remain open to new ideas and approaches. Stay responsive to a changing world and the changing needs of the membership. Be proactive and adaptable as an organisation.

3. Objects

Walkspace is a co-operative of mutually supportive artists and creative practitioners based in the West Midlands region*, whose objects are to engage in and promote, maintain and enhance the practice of walking art and alternative walking, and to present them to the wider public through participatory walking activities and the dissemination of the members’ creative practice.

The objects of the Co-operative shall be:

- a) To assist members in the development of their artistic and creative walking practice.
- b) To run walking events and other activities for members and the public.
- c) To facilitate collaboration and the creation of new work.
- d) To raise the profile of creative walking in the West Midlands region.
- e) To build strong cultural links regionally, nationally and internationally.
- f) To document and archive the work made by members and the wider art-walking community.
- g) To record and share research for the benefit of members and the public.

*The West Midlands region consists of the counties of Herefordshire, Shropshire, Staffordshire, Warwickshire, West Midlands and Worcestershire

4. Powers

In furtherance of the objects the Co-operative may:

- a) Apply for commissions and grants, raise funds and invite and receive contributions by any legal means,
- b) Organise and participate in meetings, salons, training, creative activities, exhibitions and social events,
- c) Co-operate with other walking groups, arts organisations, community groups, statutory bodies and others to achieve the objects,
- d) Create a website and mailing list, publish articles, print leaflets, posters and journals, and produce any other such material as shall be deemed necessary in pursuance of the Objects,
- e) Do all such legal things as shall further the objects of the Co-operative.

5. Membership

The activity, output and direction of the Co-operative is determined and enacted by the members. It is understood that activity and output levels may fluctuate over time depending on the capacity within the membership to contribute and facilitate. Different categories of membership may be established in order to accommodate different desired levels of participation and contribution.

5.1 The Co-operative shall consist of all those who sign this governing document (the first elected Committee members) and such persons as the Co-operative may admit in accordance with this Constitution.

5.2 Membership of the Co-operative shall be open to anyone over 18 years, based in or creating work in, or with an otherwise demonstrable connection to the West Midlands region, with an interest in furthering the objects of the Co-operative, upon application to the Committee and upon payment of a subscription fee to be determined by the Committee.

5.3 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.

5.4 All members agree to attend general 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 any business decisions the Co-operative makes.

5.5 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.

5.6 The Co-operative shall support its members by ensuring that meetings are accessible and encourage participation.

5.7 A member shall cease to be a member of the Co-operative immediately that s/he/they:

- a) Ceases to meet the Co-operative's criteria for membership; or
- b) Fails in the opinion of the Committee unreasonably to pay any fee or other monies due to the Co-operative; or
- c) Resigns in Writing to the Committee; or
- d) Is expelled from membership in accordance with this Constitution; or
- e) Dies, or in the opinion of the Committee is unable to carry out their duties, is wound up or goes into liquidation.

5.8 The rights and privileges of a member shall not be transferable or transmissible.

5.9 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/their 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.

6. The Committee

6.1 The Co-operative shall have a Committee comprising not less than 3 nor more than 10 members elected from the membership of the Co-operative.

6.2 Members of the Committee must be aged 18 years or over and full members of the Co-operative.

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

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

6.5 The 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.

6.6 In accordance with the Co-operative Principle of education, training and information, before accepting to serve on the 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 Committee.

6.7 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 Committee, 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 a general meeting;
- d) That person is absent from 3 meetings of the Management Committee during a continuous period of 12 months without good or sufficient reason.

7. Committee Procedures

7.1 The Committee are responsible for the management of the Co-operative's activities and shall operate the Co-operative in accordance with its constitution.

7.2 The Committee shall have the power to determine policies and procedures associated with membership including setting any subscription levels.

7.3 All decisions made by a meeting of the Committee or by any person acting as a member of the Committee shall remain valid even if it is later discovered that there was some defect in the Committee member's appointment.

7.4 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.

7.5 All matters arising at a Committee meeting shall be decided by a simple majority vote. In the case of an equality of votes the status quo shall be maintained and the Committee may choose to refer the matter to a general meeting of the Co-operative.

7.6 The Committee shall meet not less than 3 times a year including the Annual General Meeting.

7.7 The quorum necessary for the transaction of business at a meeting of the Committee shall be 50% of the Committee or 2, whichever is the greater.

7.8 If at any time the total number of members of the Committee in office is less than the quorum required, the Committee must not take any decisions other than to appoint further members of the Committee or to call a general meeting so as to enable the members to appoint further members of the Committee.

7.9 The chairperson of the Co-operative shall facilitate meetings of the Committee. If s/he is absent or unwilling to act at the time any meeting proceeds to business

then the Committee members present shall choose one of their number to be the chairperson for that meeting.

- 7.10 A Committee member with a personal, financial or material interest in a matter to be discussed at a meeting 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.
- 7.11 A Committee meeting may be called at any time provided that reasonable notice is given to all members of the 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 Committee participating in the meeting will not be in the same place, how they will communicate with each other.
- 7.12 At the Annual General Meeting the Committee shall elect from amongst their number a Chairperson, Secretary and Treasurer and such other officers as may be deemed necessary.
- 7.13 The Committee may appoint such sub-committees as shall be deemed necessary and shall determine their duration, composition, powers and terms of reference. Any sub-committee so appointed must always report back to the full Committee as soon as possible.
- 7.14 The Committee and all sub-committees shall keep minutes of all actions and proceedings and shall ensure the safe-keeping of all the Group documents and records.

8. Nominations to the Committee

- 8.1 Nominations for membership of the Committee must be in writing and in the hands of the Secretary at least seven days before the Annual General Meeting.
- 8.2 Should nominations exceed vacancies, election will be by ballot of members.

9. General Meetings

- 9.1 The Co-operative shall in each calendar year hold a general meeting of the members as its Annual General Meeting (AGM) and shall specify the meeting as such in the notices calling it. The AGM shall be held in the month of September each year or at such other time (not being more than 15 months after the preceding Annual Meeting) as the Committee shall from time to time determine.
- 9.2 The business of an annual general meeting shall comprise, where appropriate:
- a) Consideration of accounts and balance sheets;
 - b) Consideration of a report on the Co-operative's activities during the previous year;

- c) Election of Committee members for the following year;
- d) Discussion of any relevant matter(s) of which prior notice has been given.

- 9.3 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 two 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 planning and management processes and to ensure the Co-operative manages itself in accordance with the Co-operative Values and Principles.
- 9.4 The Committee may convene a general meeting or, 10% of the membership may, in writing, require the Committee to call a general meeting.
- 9.5 The 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.
- 9.6 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.
- 9.7 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.
- 9.8 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.
- 9.9 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.
- 9.10 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.
- 9.11 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.
- 9.12 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 a transparent and orderly manner.

9.13 In accordance with the Co-operative Principle of democratic member control, each member shall have one vote on any question to be decided in a general meeting. Proxy voting is not permitted.

9.14 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 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

9.15 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)

9.16 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.

10. Finance

10.1 The Co-operative shall not trade for profit. Any surplus made 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.

10.2 A bank account shall be opened in the name of the Group and all monies raised must be paid into this account. There shall be three signatories to the bank account and all cheques must be not less than two of the three signatories. The signatories must not be members of the same family or household.

10.3 The Committee shall cause proper accounts to be kept and circulated to the Co-operative.

10.4 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.

- 10.5 At the Annual General Meeting the Treasurer shall present the annual accounts.
- 10.6 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.
- 10.7 Members may receive payments from the Co-operative's funds for reasonable, out-of-pocket expenses incurred whilst carrying out the business of the Co-operative. Appropriate vouchers and receipts must be produced for any such expenses claimed.
- 10.8 Members may receive payments from the Co-operative's funds in the form of artist fees for delivery of projects for which the Co-operative has obtained funding.
- 10.9 There will be a fair and transparent process for selecting Co-operative members to deliver projects and commissions that the Co-operative receives funding for.
- 10.10 Artist fees shall be fair and reasonable for the amount of work carried out. Relevant union rates shall be used for guidance in setting artist fees.

11. Amendments to the Constitution

This constitution may be amended at an Annual General Meeting or at a General Meeting called for that purpose by a special resolution.

No resolution may be passed which would prevent the Co-operative from carrying out its function as a co-operative or from abiding by the internationally recognised Co-operative Values and Principles.

12. Dissolution

- 12.1 The Group may be dissolved at any time by a special resolution passed by at a general meeting called for the purpose.
- 12.2 In the event of dissolution the Committee shall be the body responsible for the orderly winding up of the Group's affairs.
- 12.3 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.

13. Declaration

The constitution was adopted at the Walkspace Annual General Meeting

Conducted online

On 6th October 2024

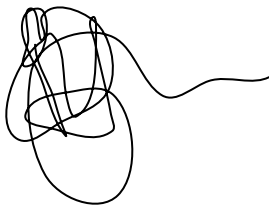
Signed by the Committee members:



Charlie Best



Dan Carins



Rachel Henaghan



Andy Howlett