

**Existing Bristol Open Technology Lab (BotLab), a company limited by guarantee, no. 07071572, adopting co-op constitution:**

Existing Company Details:

Registered Name: Bristol Open Technology Lab

Registered Address: 16, Temple Street, Oxford, OX4 1JS

Company Number: 07071572 (Co. Ltd Gtee)

One director

Current Specific Objects:

- The encouragement and promotion of art, science and technology;
- The open sharing of knowledge in relation to these endeavours.

New co-op constitution:

- 1) Consortium Co-operative
- 2) New specific Objectives:
  - The encouragement and promotion of art, science and technology.
  - The open sharing of knowledge in relation to these endeavours.
  - The acquisition and provision of spaces and tools to members in order to help further the aforementioned aims.
- 3) Members:
  - i. Service Users (ie Self employed individuals/organisations etc that use BOTlab resources such as tools, the Hackspace, etc)
  - ii. Employees, if relevant
- 4) Common Ownership Dissolution
- 5) Directors - minimum two and maximum five at any one time.
- 6) Secretary may be appointed from the membership by the board of directors. The secretary need not be a director but must be a current member of the co-op.
- 7) Treasurer may be appointed from the membership by the board of directors. The treasurer need not be a director but must be a current member of the co-op.

- 8) Directors are elected annually by and from the membership.  
Constitution will set out under which circumstances and how directors can be removed from post during the year.
- 9) Quorum for General (members) Meeting: Eight members or one third of the membership, whichever is the lesser.
- 10) Quorum for Board Meetings: three directors.
- 11) One Member, One Vote (No casting vote for chair)
- 12) Decision making at General Meeting is by majority, depending on the resolution itself, as follows:
  1. A Special Resolution proposing changes to either of the following articles would need agreement of 100% of members;
    - a. 'One member, one vote'
    - b. 'Common Ownership dissolution'
- 13) A Special Resolution proposing any of the following require a majority of not less than 75% members present and voting at a general meeting:
  1. Changes to any of the articles in the constitution (apart from those two mentioned above)
  2. Decisions to expel members
  3. Decisions to dispose of the co-operatives assets where they are equivalent in value to one third of the co-operatives last published balance sheet
  4. Decisions to wind up the co-operative
- 14) Ordinary resolutions (ie all other decisions not listed above) require a simple majority (51%) of the members present and voting at a general meeting.
- 15) Decision making at Board meetings is by simple majority.
- 16) Powers of delegation to sub-committees and other members
- 17) Profit Distribution
  1. To create a general reserve for the continuation and development of the Co-operative;
  2. In accordance with the Co-operative Principle of concern for the community, to make payment for social, co-operative and community purposes.