

Constitution

of

The Role Play Haven C.I.C.

The Role Play Haven C.I.C.

Version 3.0
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PART I: THE ORGANISATION

1. Name of the Organisation

- (1) 'The Role Play Haven C.I.C.' is the legal name of the Organisation;
- (2) It may also be referred to as 'RP Haven C.I.C.' or 'RPH C.I.C.';
- (3) The Organisation may also be informally referred to as 'The Role Play Haven'; 'RP Haven' or 'RPH'.

2. Goals of the Organisation

- (1) The goals and aims of The Role Play Haven C.I.C. are:
 - a) to bring players of table top role-playing and story telling games together in suitable venues for organised periodic gaming sessions;
 - b) to initiate and undertake projects for the benefit of local communities;
 - c) to participate in and organise conventions for the promotion of role playing games;
 - d) to make available a membership package consisting of, amongst other things, discounts with retailers and discounted entry to events hosted by The Role Play Haven C.I.C.;
 - e) to support other forms of gaming, including but not limited to board, card, and dice games, live-action role-playing games, and miniature war-games;
 - f) to raise public awareness of and promote a positive image of role-playing and other forms of gaming which The Role Play Haven C.I.C. supports, and
 - g) to act in accordance with The Role Play Haven Code of Conduct, a copy of which can be found in Part VI of the Constitution.
- (2) The Role Play Haven C.I.C. will, wherever it is possible and reasonable to do so, act in the best interests of local communities while seeking to achieve these goals.

3. Operational Structure of the Organisation

- (1) The Role Play Haven C.I.C. is a Community Interest Company limited by guarantee. Further information relating to the Community Interest Company can be found in the Articles of Association of The Role Play Haven C.I.C.
- (2) The Role Play Haven C.I.C. is operated and managed by the Board of Directors and Operational Board. Further information relating to the Boards can be found in the Articles of Association and in Part II, section 4 of the Constitution.
- (3) Branches of The Role Play Haven C.I.C. are operated and managed by Committees. Further information relating to Committees can be found in Part II, section 5 of the Constitution.
- (4) A Head Representative is operated and managed by the Operational Board. Further information relating to Head Representative can be found in Part II, section 6 of the Constitution.
- (5) At various times, projects apart from Branches may be operated and managed by Working Groups. Further information relating to Working Groups can be found in section 8 of the Constitution.
- (6) At various times, tasks may be carried out by Volunteers. Further information relating to Volunteers can be found in Part II, section 9 of the Constitution.

PART II: DUTIES, POWERS AND OBLIGATIONS

4. The Boards

- (1) The Operational Board will be formed of Directors and Associate Director
- (2) The Board of Directors is formed through conventions outlined in the Articles of Association.
- (3) Positions on the Operational Board may include, but are not limited to, a Managing Director, a Community Director, Operations Director and a Director of Finance.
- (4) Operational Board will, at all times:
 - a) seek to promote the goals of The Role Play Haven C.I.C.;
 - b) act in accordance with the Articles of Association, and
 - c) act in accordance with The Role Play Haven Code of Conduct and The Role Play Haven's Policy and Procedures , copies of which can be found in Part VI of the Constitution.
- (5) The duties, powers and responsibilities of the Board of Directors are set out in Articles 8 to 11 and Articles 19 to 21 of the Articles of Association.
- (6) Regulations pertaining to the appointment and retirement of Board of Directors are set out in Articles 22 and 23 of the Articles of Association.
- (7) All meetings of the Board of Directors will be organised and conducted according to Articles 12 to 20 of the Articles of Association.
- (8) Where Operational Board authorises the formation of, and/or delegates power(s) to Committee(s), Working Group(s) and Volunteer(s), those bodies and individuals remain accountable to Operational Board.
- (9) The Operational Board governs annual membership rate, entry to venues, events and any other products sold by The Role Play Haven C.I.C
- (10) To become a Operational Board Member you must be nominated by a Director of The Role Play Haven C.I.C.

- a) A vote by all Directors of The Role Play Haven at the Annual General Meeting must be passed to allow the nominated member to become a member of the Operational Board.

5. Managing Director

- (1) Are voted for at the Annual Branch Meeting by the Board of Directors.
- (2) are responsible for the following:
 - (a) Nominal head of The Role Play Haven CIC (b) Manage the Directors, Associate Director and Non-Executive Directors.
- (3) Managing Director will, at all times:
 - (A) seek to promote the goals of The Role Play Haven C.I.C.;
 - (B) act in accordance with The Role Play Haven Code of Conduct and The Role Play Haven's Policy and Procedures , copies of which can be found in Part VI of the Constitution.
 - (C)) Managing Director is accountable to the Board of Directors

6. Non-Executive Directors

- (1) Are voted for at the Annual Branch Meeting or An Extraordinary General Meeting (EGM) by the Board of Directors.
- (2) Non-Executive Directors will, at all times:
 - (A) seek to promote the goals of The Role Play Haven C.I.C.;
 - (B) act in accordance with The Role Play Haven Code of Conduct and The Role Play Haven's Policy and Procedures , copies of which can be found in Part VI of the Constitution.
- (3) Non-Executive Directors can call for an Operational Board meeting every three months, which must be done in writing with 14 days notice.
- (4) Non-Executive Directors has no vote at a Operational Board meeting.
- (5) Non-Executive Directors can vote Annual General Meeting, An Extraordinary General Meeting (EGM) and a Special General Meeting (SGM)

7. Associate Director

- (1) Are voted for at the Annual Branch Meeting or An Extraordinary General Meeting (EGM) by the Board of Directors.
- (2) Associate Directors will, at all times:
 - (A) seek to promote the goals of The Role Play Haven C.I.C.;
 - (B) act in accordance with The Role Play Haven Code of Conduct and The Role Play Haven's Policy and Procedures , copies of which can be found in Part VI of the Constitution.
- (3) Associate Directors can call for an Operational Board meeting every three months, which must be done in writing with 14 days notice.
- (4) Associate Directors has a vote at a Operational Board meeting.
- (5) Associate Directors cannot vote Annual General Meeting, An Extraordinary General Meeting (EGM) and a Special General Meeting (SGM)
- (6) Associate Directors name cannot be used on Companies House.

8. Head Member Representative

- (1) Are voted for at the Annual Branch Meeting by the Operational Board.
- (2) Head Member Representative is responsible for all Branch Member Representatives.
- (3) Head Member Representative can call for an Operational Board meeting every three months, which must be done in writing with 14 days notice.
- (4) Head Member Representative are responsible for the following:
 - (a) all reasonable steps will be taken to collect feedback from all volunteers annually in confidence;
 - (b) confidential information from branch Member Representative volunteers can be shared with Head Member Representative.
 - (c) Head Member Representative is responsible for sharing appropriate information to ensure the safeguarding of the members.
 - (d) will share essential feedback from branch volunteers and complaints with the Operational Board.
- (5). Head Member Representative will, at all times:
 - (a) seek to promote the goals of The Role Play Haven C.I.C.;
 - (b) act in accordance with The Role Play Haven Code of Conduct and The Role Play Haven's Policy and Procedures , copies of which can be found in Part VI of the Constitution.

7. Committees

- (1) A Committee has no status or power until it has been approved and subsequently authorised by the Operational Board.
- (2) Where the Operational Board has authorised the formation of a Committee, that Committee will, at all times:
 - a) remain accountable to the Operational Board for its actions and decisions;
 - b) remain subject to dissolution by resolution of the Operational Board;
 - c) remain accountable to their respective Branch members in accordance with The Role Play Haven Committee Handbook;
 - d) act in accordance with The Role Play Haven Code of Conduct, a copy of which can be found in Part VI of the Constitution, and;
 - e) act in accordance with The Role Play Haven Committee Handbook and The Role Play Haven Policy and Procedures as validated in accordance with Part VI, section 20 of the Constitution. A copy of The Role Play Haven Committee Handbook and The Role Play Haven Policy and Procedures can be found in Part VI of the Constitution.
- (3) A Committee is responsible for the operation and management of a particular Branch § of the Role Play Haven C.I.C. Further information on Branches can be found in Part III, section 10 of the Constitution.
- (4) A Committee will consist of:
 - a) at all times, a Branch Manager, a Games Coordinator and a Member Representative;
 - b) where necessary in the circumstances, a Branch Secretary and additional Branch Member Representatives;
 - c) further positions as deemed necessary, subject to the agreement of the Operational Board.
- (5) Committee positions are filled by election at the Annual Branch Meeting, subject to all rules and regulations contained in The Role Play Haven Committee Handbook.
- (6) All persons running for Committee positions must hold Branch Membership at the Branch at which they are running.

- (7) All persons voting to elect a Committee must hold Branch Membership at the Branch at which they are voting.
- (8) Committees are required to provide a monthly report to the Operational Board in accordance with the Role Play Haven Committee Handbook, unless agreed by Operational Board.

8. Working Groups

- (1) Working Groups may be formed by the Operational Board for the purpose of carrying out a set task or objective.
- (2) A Working Group(s) is/are authorised to carry out whatever tasks or objectives have been assigned to it.
- (3) Where the Operational Board has authorised the formation of a Working Group, that Working Group will, at all times:
 - a) remain accountable to the Operational Board, for its actions and decisions;
 - b) remain subject to dissolution by resolution of the Operational Board;
 - c) act in accordance with The Role Play Haven Code of Conduct, a copy of which can be found in Part VI of the Constitution,
- (4) A Working Group is responsible for the operation, management or fulfilment of whatever objective(s) have been assigned to it.
- (5) A Working Group will consist of:
 - a) at all times, a named Representative, who will:
 - i. be the point of contact for the Working Group, and
 - ii. keep the Operational Board informed of the progress of the Working Group.
 - b) any other position or positions as deemed necessary for the fulfilment of the Working Group's objectives by the formulating body.
- (6) Working Groups must comply with section 16 of the Constitution.

9. Volunteers

- (1) Volunteers may be appointed by the Operational Board for the purpose of carrying out a set task or objective.
- (2) The Operational Board may on occasion delegate authority to Committees to appoint volunteers. Where this has not occurred, a Committee will have no power to appoint volunteers.
- (3) Where a Volunteer has been appointed, that Volunteer will, at all times:
 - a) remain accountable to the Operational Board for actions and decisions taken;
 - b) remain subject to stripping of duties by resolution of the Operational Board;
 - c) act in accordance with The Role Play Haven Code of Conduct, a copy of which can be found in Part VI of the Constitution.
- (4) A Volunteer is responsible for the operation, management or fulfilment of whatever objective(s) have been assigned to the Volunteer.

PART III: ACTIVITIES OF THE ORGANISATION

10. Branches

- (1) The Operational Board is responsible for the establishment of new Branches.
- (2) Branches will be organised and managed by Committees. Further information relating to Committees can be found in Part II, section 7 of the Constitution.
- (3) Branches of The Role Play Haven C.I.C. will:
 - a) provide regular gaming sessions in local communities;
 - b) so far as is possible and reasonable, support their local community through a variety of methods, including but not limited to; selecting appropriate venues, hosting events locally, and identifying deserving local community interests for potential investment.
- (4) Branches will be operated and managed in accordance with The Role Play Haven Code of Conduct, a copy of which can be found in Part VI of the Constitution.

11. Community Projects

- (1) The Operational Board is responsible for the establishment of new Community Projects.
- (2) Community Projects will be operated and managed in accordance with The Role Play Haven Code of Conduct, a copy of which can be found in Part VI of the Constitution.
- (3) With the approval of the Operational Board, Committees can start their own projects.

12. Conventions

- (1) The Role Play Haven will actively seek to participate in conventions for the purpose of promoting the Role Play Haven and role play gaming in general.
- (2) The Operational Board is responsible for organising participation in conventions.

- (3) Participation in and hosting of Conventions will be operated and managed in accordance with The Role Play Haven Code of Conduct, a copy of which can be found in Part VI of the Constitution.

13. Membership

- (1) Any reference in the Constitution to a 'member', or incidences of 'membership' or a 'membership holder', refers to an individual who has purchased the product of membership, as detailed in this section.
- (2) The Operational Board is responsible for establishing, implementing and managing a membership programme, and for making this available and accessible.
- (3) Membership will normally be administered by Committees.
- (4) A person can only hold one incidence of membership.
- (5) A person can only be registered as a Branch member at one Branch at any one time.
- (6) A person purchasing membership will be registered as a Branch member of the Branch selected whilst purchasing the membership online.
- (7) Membership entitles the holder to:
 - a) stand for election to the Committee of their local Branch;
 - b) vote in Committee elections at their local Branch, and;
 - c) receive discounted entry of at least 10% to all Branches and all events hosted by The Role Play Haven C.I.C.
- (8) Membership will be operated and managed in accordance with The Role Play Haven Code of Conduct, a copy of which can be found in Part VI of the Constitution.
- (9) The Operational Board can, where it is deemed reasonable and necessary, terminate any incidence of Membership. On any occasion where this occurs a formal record must be documented and maintained in accordance with standard information handling procedures.

PART IV: FINANCE

14. Financial Regulation

- (1) Any money acquired by the Role Play Haven C.I.C., including donations, contributions and bequests, shall be paid into a Company Bank Account within 14 days of receipt.
- (2) It is the responsibility of the Operational Board to ensure there is an audit trail for all income and expenditure involving The Role Play Haven C.I.C.
- (3) Articles 33 to 35 apply.
- (4) The Role Play Haven C.I.C. must comply with all relevant financial legislation.

15. Committee Finance

- (1) Branches are not permitted to handle any physical cash.
- (2) A Member of the Operational Board will make all purchased on behalf of a branch.
- (3) Branches are allocated annual budget to the amount agreed by the Operational Board.
- (4) A Member of the Operational Board may remove any amount of money from Branch annual budget for damages of The Role Play Haven C.I.C property
- (5) The Branch Committee may use budget in anyway they deem reasonable.
- (6) The Branch Committee must agree in writing for any expenditure of their budget and signed approval by a member of the Operational Board.

16. Company Bank Accounts

- (1) Company Bank Accounts shall be opened in the name of The Role Play Haven C.I.C.
- (2) Only the Operational Board of Directors have the authority to open Company Bank Accounts. This authority cannot be delegated.
- (3) Only Operational Board can be Company Bank Account signatories.

17. Pay-in Advance scheme

- (1) The Role Play Haven C.I.C offers a pay-in advance scheme for those who have difficulty with small payments. This consists of paying for gaming nights prior to the date
- (2) Pay-in Advance can only be given with the permission of the Operational Board

PART V: THE CONSTITUTION

18. Altering The Constitution

(1) Alterations to the Constitution can only be made at an Annual General Meeting, An Extraordinary General Meeting (EGM) and a Special General Meeting (SGM) of the Company, and such a decision must be taken in accordance with Article 28 of the Articles of Association.

19. Breaches of The Constitution

- (1) The Operational Board will investigate potential breaches of the Constitution and a record will be documented and maintained in accordance with standard information handling procedures.
- (2) If, following an investigation, the Operational Board finds that there has been a breach of the Constitution, the Operational Board may take such action as it sees fit.

PART VI: ADDITIONAL DOCUMENTS

20. Certification of Additional Documents

- (1) This section applies to, but is not limited to:
 - a) The Role Play Haven Committee Handbook;
 - b) The Role Play Haven's Policy and Procedures;
 - c) The Role Play Haven Version Control Document, and;
 - d) other relevant documents.
- (2) The aforementioned documents are not deemed to be valid except in situations where the requirements in this section have been met.
- (3) All documents to which this section applies shall be controlled and primarily distributed by the Operational Board.
- (4) All copies of documents to which this section applies must contain:
 - a) a declaration of validity electronically signed by the Operational Board;
 - b) Additionally the Constitution will contain a version control with a number on each page of the document;
- (5) Only one version of a particular document may be in force at any one time, which is found on The Role Play Haven website, see Part VI, section 21.

21. Current Additional Documents

The current versions of the documents listed below can be found in The Role Play Haven

Website

- 1) The Role Play Haven Code of Conduct
<https://www.rphaven.co.uk/code-of-conduct>
- 2) The Role Play Haven Committee Handbook
<https://docs.google.com/document/d/1VBDDGZB2cSozxzbEzF2R5so1w7H58fvCcNFUBFkuwSk/edit?usp=sharing>
- 3) The Role Play Haven Policy and Procedures
<https://www.rphaven.co.uk/about-us/values>

4) Versions of the document

https://docs.google.com/spreadsheets/d/1_6f9UfvX6Pngihwzje3tYnfddC2xUji2fFo3M_bmhcbU/edit?usp=sharing