

## Deeside Defenders Games Club

# Constitution

## The Club

Deeside Defenders Gaming Club exists for the purposes of providing tabletop game experiences for its club members and promoting tabletop games to the wider community.

## Controlling Documentation

The Club is a social enterprise company limited by guarantee. It is governed by the Articles of Association that establishes the legal entity and sets out the powers of the directors. This constitution should be read in conjunction with the articles. In the event of any conflict of meaning between the Articles of Association and this Constitution (and any subsequent club documentation), the Articles of Association take precedence.

## Roles

## Club Membership

Membership provides an individual club attendee with various benefits. The position of "Club Member" differs to Directors who are Members of the Social Enterprise Company Limited by Guarantee as set out in the Articles of Association. The term Club Member is used throughout this document to identify members of the club.

## Becoming a Member

Club membership is a privilege not a right. It may be bestowed upon any attendee of the club dependent upon :

- attendee is 18+ years of age
- the payment of any fee as might from time to time be set by the Directors for the running of the club
- the provision and maintenance of certain club member information as set out by the Directors for the running of the club.
- agreeing, and adhering, to the club Code of Conduct and other prevailing club policies and processes.

## Benefits of Club Membership

Subject to availability, all Club Members are equally eligible:

- to participate in any club organised event
- to participate in any vote of Club Members

- for any discounts or other benefits available to Club Members which may from time to time be made available by the club, its partners or suppliers.

## Ending of Club Membership

A Club Member may choose to cease to be a Club Member at any time by informing a Director and returning their Club Membership card.

A Club Member that does not renew their membership, or make payment of any Club Membership fee as may from time to time be set by the Directors, shall cease to be a member upon expiration of their current membership.

A director may cancel a club membership in the event of an upheld complaint against the Club Member, resolved by the club complaints procedure, in which cessation of Club Membership has been recommended.

## Attendance of Children

Children under the age of 18 are not permitted to attend any club organised event unless accompanied, and directly supervised, by a parent or guardian. Admittance of a child is at the discretion of the directors and based on the controls set out in the safeguarding policy.

## Directors

The directors of the Social Enterprise Company are responsible for running the club to the best of their abilities and in the interests of the club and its club membership.

The legal requirements of being a Director are set out in the Articles of Association. Further to those requirements, the directors commit to uphold this Constitution. This shall ensure that the club retains a close connection to the will of its members.

## Board of Directors

The Directors of the club shall form the Board of Directors. There shall be 5 directors of the Social Enterprise.

## General Role of a Director

In addition to the controls in the Articles of Association, all Directors of the club shall

- be club Member for a minimum of 6 months before appointment
- act to ensure the success and health of the club
- act to deliver the objectives agreed by the board
- uphold the Code of Conduct and treat all club members equally
- be present at club events

## Specific roles of Directors.

The board, by majority vote, may, from time to time as they deem necessary, appoint Directors to specific roles covering various responsibilities necessary to run the company.

In making those appointments the Board shall consider the relevant skills, background and interests of all directors. This allows :

- The Board to make best use of the abilities available to them
- Encourages club members to stand for election to director without being consigned to a specific role they are not suitable for.
- Gives the board flexibility to agree to change roles and responsibilities to respond to specific club needs.

These roles and incumbents shall be documented and communicated to Club Members.

## Election of Directors.

Directors shall be appointed to the board by the existing Board of Directors in line with Articles of Association. The Directors shall only act in line with the outcome of a Club Membership vote.

Existing directors shall stand for re-election in line with the durations set out in the Articles of Association.

Any club member with 6 months of membership and regular attendance, shall be eligible to stand for Director.

## Ceasing to be a Director.

In addition to the controls outlined in the articles of association, a director may be removed by:

- A director found to be the subject of an upheld complaint or whistle blowing investigation (see safeguarding processes) shall be subject to a board vote of confidence.
- A director may be subjected to a re-election vote should 12 Club Members (or 10% of the membership, whichever is higher) petition the board in writing. Such a petition should outline the reasons for the call for re-election. The board shall then convene an unopposed election for the director(s) in question. A vote against the director shall direct the board to remove that director from the board. Such a vote may only be triggered by a members petition once in a 12 month period.

## Club Officers

The Directors may from time to time appoint club officers to aid in the running of the club. The processes are described in the Club Officers document.

## Enacting the Will of Club Members

The club's success is based upon how well it serves the needs of its members and the wider community. To ensure the will of the membership is fully reflected in the decisions of the board, the following procedures shall be applied.

## Voting of Club Members

The Directors commit that on any issue of fundamental change to the club activities, the will of the club members shall be sought by means of a majority vote of club members. In the board, the directors shall then act in accordance with the views of the club membership.

Such issues shall include:

- Changes to the club legal structure and articles that are not enforced on the club by a change in the law or other prevailing regulations.
- Changes to the club identity, including name, logo, branding, colours or other identifying words and marks.
- Change of primary location of activities.
- (Re-) Election of Directors - whether contested or uncontested.
- A club membership petition for removal of a director or directors.
- Any other subject which may from time to time arise for which the Directors wish to gain the views of the club membership.

Any vote shall be open to Club Members only, on the basis of one member - one vote. The vote to be conducted by secret ballot, and the result carried by majority of votes cast. Voting to be conducted in a manner that provides equal access to all Club Members.

Any such vote will follow a period of two weeks consultation. Where information on the issue shall be provided to club members with the opportunity to discuss and question Directors.

## Voting of Club Officers

The Directors commit to a vote of club officers and directors for any change that involves:

- Investment above a financial amount of £1000,
- Engagement in sponsorship, partnership or funding for amounts above £1000.

Voting of Club Officers shall be conducted in a similar manner to that of the Club Membership.

## Consultation with Club Members

The Directors commit to consult with affected club members over any changes that involve:

- Changes to club fees
- Appointment of club officers.
- Objectives and target setting for the club and annual budget.
- Changes to this document that have a material effect on the Club Membership.
- Other changes the Directors consider to be significant enough to affect members.

Consultation shall as a minimum consist of:

- Proposal or options published to all affected Club Members two weeks before any decision.
- Affected Club members shall have access to directors to ask questions and express views in any club communication channels or in person.

## Code of Conduct

The club has a strict code of conduct that applies to all Club Members and anyone attending club events.

## Awards, Prizes and Gambling

The club may from time to time operate tournaments and other competitive events with prizes for winners. At no time does the club support gambling on the outcome of games, or during any club organised activities.

## Safeguarding

The club is committed to providing a safe, positive and enjoyable space for its members and other attendees to play games, particularly children and adults at risk.

Our safeguarding policy provides a number of processes for protecting those involved with the club, including:

- Responsibilities of club officials and members
- Complaints procedures
- Risk Management processes
- Training
- Emergency contacts

## Social Equity

As part of the AGM and Annual Review, the directors commit to maintaining an annual assessment of the social equity value of the club to its members. Social equity is a measure of the non-financial value the club provides to the communities it works within. It is helpful for demonstrating the non commercial value of the organisation and can often be advantageous in seeking community aid, and grant funding.

## Meetings

The management of the AGM, and any EGMs arising, plus directors meetings are covered by the Articles of association.

In addition the board commits to:

- An Annual Review where the board shares company performance, objectives and budget, in person, with all interested Club Members.
- A quarterly written update on club health, finances and other matters arising, made available to all club members.

## Liabilities

Whilst the club shall take reasonable steps to ensure its activities comply with prevailing laws and good practice, it accepts no liability for any damage or injury to persons or property at any of its activities, nor for the actions of any persons attending any of its activities. Anyone attending activities organised by the club is understood to do so entirely at their own risk.

## Privacy and Data Protection

The club needs to hold a small amount of information on its members for the sole purpose of running the club. The club shall retain only that information that is required and to satisfy necessary prevailing legislation. How the club does this is set out in the club GDPR policy.

## Intellectual Property

The club name, club logo and other unique designs created for the express use of the club are property of the club, and are protected by intellectual property laws. Written authorisation is required from the board to use this property in any way.

## Amendments to this Document.

Amendments to this constitution may be proposed by any club member, officer or Director, to the Board of Directors.

If a majority vote of the board of directors supports the change, then an amendment shall be drafted and put to the Club Membership for consultation.