



Play Place Innov8 CIC - Constitution Document *(Revised September 16)*

This document has been prepared to provide an overview and statement of our Community Interest objectives. A formal Memorandum and Articles is also available and has been delivered as part of our registration process to Companies House and the CIC Regulator.

Introduction

Play Place Innov8 CIC is a Community Interest Company that delivers not-for-profit services for children, young people and communities. The service we provide is principally for the benefit of the communities we serve.

Profit and assets

The statement 'not for profit' in the context of Play Place Innov8 CIC, means that reasonable and transparent salaries and/or costs are paid to staff and Directors who deliver services that advance our community interest objectives. However, any surpluses and capital assets made will be used for the benefit of the community and in line with our objectives.

Play Place Innov8 CIC's assets are 'locked' in line with the CIC Regulators guidelines (as at January 2007). This means that all assets gained through the business of Play Place Innov8 CIC are:

- Retained within the CIC to be used for the community purposes for which they were obtained.

Play Place Innov8 CIC may only transfer assets if:

- A transfer is made for full consideration (i.e. at market value), so that the CIC retains the value of the assets transferred
- It is made to another asset locked body (a CIC or charity)
- It is made to another form of asset locked body with the consent of the Companies House Regulator.

Ending the company

The company may be wound up by the Board of Directors if:

- The company is not able to develop any further
- If it is financially not viable
- The company converts to a charity.

In the event of the CIC being wound down Play Place Innov8 CIC have nominated The Haiti Hospital Charity as the benefactor who will receive any surplus on unspent funds: <http://haitihospitalappeal.org>. Charity Number:1117528.

However where a particular funder, sponsor or licensor requires, surpluses associated with their own project may be 'ring fenced' for the benefit of an agreed alternative not for profit benefactor or charity.

Delivery/principle business

Play Place Innov8 uses experienced and/or qualified enhanced CRB checked staff.

Our values include:

- Supporting children, young people and adults - providing a broad range of social and educational activities.
- Community development and participation - promoting services that get communities working together.
- Helping those who want to get involved in the communities in which they live.
- The provision of specialist services to vulnerable young people
- Promoting creative environmental benefits.

Play Place Innov8 CIC help their beneficiaries by promoting:

- Healthy living
- Present and future safety
- Economic wellbeing
- Contributing to the local community
- Achievement.

We deliver services and activities, which benefit the community, and that, are considered (by the volunteer directors group) to fit our community interest objectives.

These objectives include the delivery of:

Targeted services: We provide targeted and specialist services for our beneficiaries. Services may be delivered with a focus on a particular geographical area, or may respond to a specifically identified need that is outlined by the funders or sponsors of the service.

The services we provide are curriculum-based and will include learning and fun opportunities, which as a minimum, include one of the following themes:

- Creativity and art
- Discussion based learning
- Knowledge and social education
- Games and activities.

Innovative learning opportunities: We provide new pilot-type opportunities for our beneficiaries that introduce either new concepts or services otherwise not be available in a given area or to a specified group. The types of opportunity are not prescriptive, and we will explore delivering any activities that the Board of Directors feel may reasonably be considered to be a 'new opportunity' and of 'benefit to our wider community interest objectives'. Examples of the type of activities provided include music, ICT, media, drama, family learning programmes, reaching the community initiatives, volunteering programmes, toddler and parents learning opportunities.

3) **ICT and research programmes:** Play Place Innov8 CIC recognises the tremendous benefit of ICT (in its broadest sense - computers, sound, music, photography and filmmaking).

Play Place Innov8 use film, music production and other ICT media to:

- Help people to express their views
- Provide an opportunity for people to learn self expression
- Help people to learn new technical skills
- Create tools and resources using the medium on particular subjects (for example, graffiti life, health promotional materials, litter)
- Create high quality film and music productions that benefit the community or that attract additional funding to support our community interest objectives.

Play Place Innov8 is particularly keen to provide ICT opportunities in areas of social or rural deprivation, but will deliver ICT programmes in any geographical area.

Board of Directors

Play Place Innov8 CIC retain a Board of Directors group who are registered with Companies House. Play Place Innov8 retain at least four members on the Board of Directors with a maximum membership of 12.

Business Development Director – A paid Business Director maintains the day-to-day delivery and development of the Community Interest Company.

Company Secretary - The Company retains a Secretary who fulfils this function in line with Company House requirements.

Finance Director - The Finance Director has overall responsibility for managing the revenue for the company including liaison with the Companies Accountant.

Additional Paid Directors may be recruited in line with company growth and available budget. In such cases, a vote of all Board of Director members must be taken.

Volunteer Directors - For improved performance, monitoring and transparency; Play Place Innov8 CIC retains a group of Volunteer Directors. These directors have a range of skills such as: health and safety, film making and/or music, marketing skills, representations and finance skills.

Board of Directors - roles and responsibilities

The Board of Directors has the following responsibilities:

- Supporting the development of the company and agreeing strategic planning targets
- Assessing each project to ensure that each one remains in accordance with our community interest objectives.
- Reviewing the yearly budget and management accounts
- Monitoring progress and outcomes
- Marketing and profile raising of the company
- Offering specialist advice and support to the Executive Director/s
- Support with recruitment of staff
- Reviewing and agreeing policies, procedures and systems

Volunteer Directors posts are unpaid. However, reasonable expenses may be paid to Volunteer Directors who carry out a specific activity for a Play Place Innov8 project (for example, film making, consultation work, flier design work or training). In such cases, this will be in accordance with their individual skills and as agreed by the Board of Directors.

The Board of Directors' meetings

The Volunteer Directors, Business, Operational and Finance Directors form the '**Full Board of Directors**' meetings and will be '**members**'. All members will be entitled to one vote on any particular proposal made.

At least four Directors meetings will be held each year of which one meeting will be an Annual General Meeting (AGM). Additional extraordinary meetings may be called through the chair or Business Director in cases where urgent and/or time constrained business needs to be addressed. The AGM meeting will include voting to replace any outgoing Board Members.

Voting

The day-to-day management of the company remains the responsibility of the Business Director. In cases where a particular management or strategic issues requires addressing by the Board of Directors, a proposal will be made; this proposal must then be seconded. The chair may then ask for a vote via a 'show of hands' to carry or reject a proposal. Absent members may provide a pre meeting vote as long as notice is given ahead of the meeting. A quorum of four people is required for voting purposes.

A unanimous decision

The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.

A majority decision

At the Chair Person's discretion, if every Director has been made aware of a matter to be decided, and all Directors have had a reasonable opportunity to communicate their views, a majority vote may be accepted.

The Chair Person

The Board of Directors' Chair Person will chair meetings. At the conclusion of a vote the chair must declare that a resolution has been:

- Carried
- Carried unanimously, or by a particular majority
- Lost
- Not carried by a particular majority

An entry will be made in the minutes of the meeting. These will be used as conclusive evidence of that vote, and the number of votes recorded in favour of, or against, the resolution.

Project and service delivery staff

Play Place Innov8 will recruit appropriate people on a sessional or contracted basis to deliver services and projects that are required.

The Business Director may retain 'core' Development Manager/s or staff in accordance with the growth of the company.

All positions will be recruited in accordance with Play Place Innov8 CIC Equal Opportunities and Recruitment Policies and Procedures. Reasonable and transparent session/hourly pay will be made to all staff in line with market rates.

Policies and procedures

Play Place Innov8 will retain a full set of appropriate policies and procedures.

The Board of Directors will review all policies and procedures on a yearly basis as a minimum.

Monitoring

Play Place Innov8 will retain an integrated system that enables the organisation to monitor key factors across all beneficiary activities.

The key factors monitored include:

- Outcomes/basic details such as postal address, age, cultural background and so on
- Emotional/confidence/ integration skills development.

Equality and access

Play Place Innov8 CIC puts great emphasis on valuing our beneficiaries and we are committed to working positively with them. Play Place promote a positive approach, an awareness of our diverse community and caters for each individual's needs. We will work at a pace and level appropriate to each individual or group.

Finance and accounting

We manage our income and expenditure through our own SAGE finance management system. Our finance management system is split into setting headings (one for each of our settings). Each cost is given a centre and cost code allocation. Play Place Innov8 will retain a dedicated Finance Director who keeps our accounts up to date and provides the Company Directors with regular finance reports. Expenditure information is made available to funders and sponsors as required. A qualified accountant files our accounts on a yearly basis.

Central costs

Project budgets will be worked out on the basis that, as far as possible, full cost of recovery (FCR) for delivery is achieved. Therefore, budgets will include a notional amount for central costs. Central costs will be worked out and based on the anticipated needs of central service at any given time and as agreed (or limited by) funders or sponsors. FCR contributions will be identified in individual project budgets. FCR is an essential requirement to ensure that the CIC continues to be viable and is offering sensible cost effective services. The FCR contribution by each project is used to help towards:

- A percentage of the Business Directors' salary
- A percentage of project managers (who are not otherwise funded by specific project budgets)
- HR and admin support staff
- Finance and accounting costs
- A percentage for rent of office space for central staff
- Core training provision.

In cases where funders are unwilling to cover FCR contributions the board may take the decision to deliver a service on a direct delivery costs only basis. In this case, the Business Director must undertake a risk assessment relating the potential 'drain' on central staff time. The Business Director must then explain the circumstances of this at the next full board meeting.

Insurance

Play Place Innov8 retains insurance for all activities. We retain cover for public liability of £5million and employee's liability of £10million.

