

# Wargrave Village Festival 2011 Organising Committee Constitution and Code of Governance

## 1. **Definitions**

the “Festival” is a biennial collection of social events and activities of an artistic, cultural or sporting nature held in and around the village of Wargrave, Berkshire

an “Event” is a discrete constituent part of the Festival

the “Committee” is a collection of individuals who, voluntarily, undertake to organise all aspects of the Festival

the “Executive” is comprised of the Committee’s Chairman, the Secretary and the Treasurer, all of whom are members of the Committee

a “Committee Event Organiser” is an individual who undertakes, on a voluntary and unremunerated basis, to arrange a “Committee Event”, and who may or may not be a Committee member

a “Committee Event” is an Event the arrangement of which is the responsibility of the Committee, with all associated costs and revenues accruing to the Committee

a “Third Party Event” is an Event arranged by a local community organisation, in some cases using facilities provided by the Committee

## 2. **Objectives**

The objectives of the Festival are

- to encourage social interaction and cohesion among the population of Wargrave, by providing Events that are relevant, interesting and entertaining
- to raise funds for local charities and community organisations

## 3. **Constitution of the Committee**

3.1 The Committee regards itself as an unincorporated association, in that

- it is not a legal entity
- it is an organisation of persons with an identifiable membership
- its membership is bound together by the common purpose of organising the Festival, and by this constitution and code of governance
- it has an existence that is distinct from that of its members
- the tie between individual members of the Committee is not regarded as a legally enforceable contract

- 3.2 The Committee shall be comprised of approximately 12 individuals, or as agreed at the first meeting
- 3.3 Membership of the committee is voluntary, and unremunerated. Committee members are expected to use their best endeavours to attend all meetings
- 3.4 Candidates for membership are drawn from the Wargrave community, based on recommendation from the out-going committee or the candidates' unsolicited offers to serve. A candidate's suitability will be assessed on the bases of their skills, abilities, local knowledge and willingness to be a member.
- 3.5 At its first meeting, the Committee shall elect one of its members to act as Chairman, one as its Secretary and one as its Treasurer
- 3.6 These three persons, duly elected, shall constitute the Executive
- 3.7 Each of the other members of the Committee shall take on specific responsibilities for the organisation of Events, for facilities management, for advertising and public relations, and other responsibilities agreed from time to time to reach the Objectives. These responsibilities shall be agreed at the first Committee meeting or soon thereafter
- 3.8 The whole Committee shall continue in existence until the open meeting and presentation of the financial results, at the end of which those committee members who are not Executive members will cease to be Committee members, and the Committee will then be comprised of the three Executive members only
- 3.9 Prior to the open meeting, the Committee will give consideration to the membership of the Executive for the next Festival. If some or all of the existing members of the Executive are willing and able to continue to serve, their continued service will be ratified, or otherwise. If some or all of the Executive will not serve, or if the Committee is unwilling to ratify their continued service, then the Committee will suggest replacement Executive members
- 3.10 During the time between the open meeting and March of the following year the Executive will put in place such measures as are necessary to assemble a new Committee and Executive for the next Festival, in accordance with 3.4 above and in accordance with the will of the Committee (see 3.9 above)
- 3.11 The outgoing Chairman will call the first meeting of the new Committee, which will be not later than the end of March in the year preceding the Festival.

- 3.12 From time to time, individuals who are not Committee members may be invited to attend meetings. Specifically, Committee Event Organisers and representatives of local societies that are staging events will be so invited, on an *ad hoc* basis
- 3.13 The quorum for a Committee meeting will be at least 50% of the members, and at least one member of the Executive. In the absence of the Chairman from a meeting, an acting chairman will be elected by those present at the meeting
- 3.14 At the start of the second and all subsequent meetings the Chairman will, on receipt of authorisation from the other members of the Committee present, sign the minutes of the previous meeting as being a true record
- 3.15 Committee members may call an Extraordinary Committee Meeting (ECM), provided that at least two members sign the notice of the ECM. Such notice must be delivered to all Committee Members giving at least two weeks notice of the proposed ECM. The quorum for an ECM is 75% (rounded up) of the Committee, and any resolution will be carried by a simple majority of those present. Proxies are not permitted at an ECM

#### **4. Code of Governance – Key Functions**

##### **4.1 The key functions of the Chairman are as follows**

- 4.1.1 ensuring the efficient conduct of business at the committee meetings
- 4.1.2 proposing the agenda for all committee meetings
- 4.1.3 ensuring that Festival business is efficiently and accountably conducted between Committee meetings
- 4.1.4 ensuring the general compliance of the Committee with this code
- 4.1.5 the Chairman's key functions also include those of the Executive

##### **4.2 The key functions of the Executive are as follows**

- 4.2.1 ensuring compliance with the Objectives
- 4.2.2 arranging regular meetings of the Committee for the purpose of planning and agreeing policy for the organisation of the Festival
- 4.2.3 ensuring that plans and financial budgets are established, and monitoring performance against such budgets

4.2.4 establishing systems of sound financial control and ensuring the solvency of the Festival and the proper custodianship and use of its funds

4.2.5 establishing a procedure for the regular review of the system of financial control

4.2.6 the appointment of a suitably qualified independent examiner to review the Festival accounts

4.2.7 ensuring that all relevant laws, regulations and public protection measures are complied with

4.2.8 the management and resolution of any conflict which may arise within the Festival organisation

4.2.9 in addition to the general functions described above, the TREASURER has the following specific functions:

4.2.9.1 opening of a Bank account in the name of the Festival, and operating the account in accordance with generally accepted principles and best practice

4.2.9.2 drafting budgets for individual events and for the whole Festival, and presenting these budgets to the Committee for approval

4.2.9.3 reporting, controlling and monitoring financial affairs in general

4.2.9.4 periodically performing a bank reconciliation, and presenting this, together with supporting bank documentation, to the Chairman and Secretary

4.2.9.5 the production of financial accounts at the end of the Festival

4.2.10 in addition to the general functions described above, the SECRETARY has the following specific functions:

4.2.10.1 keeping minutes of all Committee Meetings and Executive Meetings, and circulating these minutes to Committee members on a timely basis

4.2.10.2 circulating the draft agenda for each Committee meeting to Committee members, giving sufficient notice for items on the draft agenda to be modified or added to

4.2.11 the Executive's key functions also include those of the Committee

#### 4.3 The key functions of the Committee are as follows

4.3.1 the application of best endeavours, jointly and individually, to bring about the Festival in accordance with the Objectives

4.3.2 by a process of proposal and discussion, the establishment of the Festival's theme, scope, timing, content and pricing

4.3.3 the avoidance of undue risk to the Festival's assets, beneficiaries, supporters and its reputation

4.3.4 the distribution of all relevant information in a clear form and on a timely basis

4.3.5 periodically carrying out a review of the organisation, including its constitution, governance and systems of internal control

4.3.6 reviewing, gaining adequate understanding of and the consequent acceptance of the financial accounts produced by the Treasurer at the end of the Festival

4.3.7 the holding of an Open Meeting, at which all members of the community of Wargrave, including Event organisers, beneficiaries, sponsors and all other interested parties may attend and question the Committee

### **5. Code of Governance – Policies**

#### 5.1 Personal Benefit and Conflicts of Interest

5.1.1 Committee members will not be paid for the time spent by them on Committee business

5.1.2 Committee members will scrupulously avoid making any private gain from their position, unless agreed by the Committee as being demonstrably in the interest of the Festival organisation. In this context, a Committee member with interests in or connections to a supplier of goods or services to the Festival must formally declare such interests to the Committee

5.1.3 Committee members may claim reimbursement of legitimate expenses incurred by them in connection with Festival business

5.1.4 reclaimable expenses incurred for refreshments during

Committee meetings are capped at £5-00 per member

5.1.5 an annual dinner will be held, at a cost to Festival funds of not more than £10-00 per member

5.1.6 Committee members are obligated to declare any actual or potential conflict of interest to their fellow members at the earliest opportunity. The remainder of the Committee shall decide on the appropriate course of action thereafter

## 5.2 Relations between the Committee and Third Party Event organisers

5.2.1 The Committee will maintain close liaison with Third Party Event organisers, so as to ensure the smooth running and success of the Events

5.2.2 In general, Third Party Event organisers will be required to transfer part of the net surplus generated by their Events to the Committee, as a contribution to the Festival funds (“the Contribution”). The size of the Contribution, expressed as a percentage of the surplus generated by the Event, will be determined by the Committee with reference to, *inter alia*, the amount retained as a reserve from the previous festival and the projected costs of the current festival

5.2.3 Certain event organisers will not be expected to contribute to Festival Funds, if they are deemed to have made adequate contribution to the Festival by allowing the use of their own facilities for Festival activities. Certain other very small events will also be excluded from this requirement on a *de minimis* basis.

5.2.4 If a Third Party Event does not generate a surplus, or generates a loss, no transfer will take place. Specifically, the Committee will be under no obligation to make good any losses generated by Third Party Event organisers.

5.2.5 The Festival’s final accounts will include amounts transferred to the Committee as Contributions from Third Party Event organisers. The accuracy of accounting performed by Third Party Event organisers will be taken in good faith and will not be subject to audit.

## 5.3 Compliance with the law and codes of good practice

5.3.1 The Committee recognises that it has a general duty of care to comply with Health and Safety Legislation as it applies to an unincorporated association. Specific Health and Safety

risk assessments must be carried out in relation to any individual Event deemed to be susceptible to material Health and Safety risks

5.3.2 The Committee shall ensure that adequate insurance cover is in place to cover its activities and Events. Such cover will include Public Liability insurance, and other policies where appropriate

5.3.3 The Committee recognises its obligation to comply with Equal Opportunities legislation and good practice, and as such will avoid any unlawful discrimination in its activities. Where possible, measures will be taken to facilitate the access to, and participation in, Events by disabled people

## **6. Disposition of Surplus Funds**

Any funds remaining after all expenditures have been properly accounted for, and all creditors paid, will be applied as follows:

- An amount will be retained in the Festival Bank Account, sufficient to cover insurances, licences, programme printing costs, deposits and other items relating to the next Festival that will or may become payable before any revenues relating to the next Festival have been received.
- The remainder of the surplus (if any) may be disbursed among local charities, societies and other non-commercial village organisations. The procedure for effecting such disbursement will be as follows:
  - Local organisations will be invited to apply to the Festival Committee for financial assistance
  - In general, applications for assistance with financing infrastructure projects and other items of a more permanent nature will be given preference over applications for funds to cover an organisation's on-going running costs.
  - The Festival Committee will use its discretion to disburse the available funds, as equitably as possible, to those applications that, in the Committee's opinion, merit support.
  - Notwithstanding the above, the Festival Committee is under no obligation to make any disbursement to any applicant if prevailing circumstances render disbursement inappropriate.

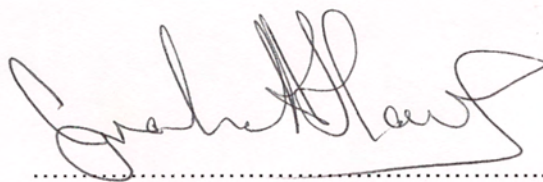
## **7. Changes to this Constitution and Code of Governance.**

Members of the Committee may propose changes to this Constitution and Code of Governance at any time during which they are serving on the Committee. Such proposals will be implemented provided that a majority of the Committee agree.

**8. Adoption**

This Constitution and Code of Governance was adopted by the 2011 Committee at its meeting on 16<sup>th</sup> June, 2010

  
..... Kevin Southworth, Chairman

  
..... Graham Howe, Secretary