



Wimborne History Festival Limited

Constitution

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1 Introduction

Wimborne History Festival Limited (WHFL) was created in 2016, with a 'generic' Memorandum and Articles of Association (M&As). This paper sets out a more focussed Constitution that builds on those M&As to define its:

- Purpose
- Brands and Festivals
- Members
- Governance and
- The Role of WHFL in supporting other Wimborne Festivals

2 Purpose

2.1 Objects

Within the Objects set out in the WHFL M&As, WHFL exists to:

- Deliver regular History Festivals in Wimborne Minster and the surrounding area
- Provide over-arching Governance and other services for other Festival brands that operate within the area and wish to be part of WHFL
- Provide over-arching Governance and services to manage the sharing of resources amongst Festivals within the area.

2.2 Not-for-Profit

WHFL is a not-for-profit organisation. As such, it commits that it will not distribute any income or property to its members.

It similarly commits that, in the event that the organisation is dissolved or wound up, any assets will only be distributed to one or more other charitable or not-for-profit organisations.



3 Brands and Festivals

WHFL currently runs two brands:

- Wimborne History Festival and
- Sting in the Tale

WHFL run festivals for each of these brands in alternate years, Sting in the Tale in odd years, WHF in even years.

A new brand can ask to become a part of WHFL. Such request must follow a majority vote in favour by the Board/Governing Body of the requesting brand. They will be required to provide any and all information requested by WHFL. Before becoming a part of WHFL any new brand will be required to agree to follow WHFL Governance, Policies and Procedures.

Agreement for a brand to become a part of WHFL will require a majority decision from the WHFL Board and will be at their sole discretion.

Once a brand has become a part of the WHFL it will be required to follow WHFL Strategy, Governance, Policies and Procedures.

The WHFL Board may, again at its sole discretion, ask a representative of the brand to join the WHFL Board.



3.1 Wimborne History Festival

The **aims** of Wimborne History Festival are:

- To hold a regular History Festival to celebrate and interpret the history of Wimborne and surrounding areas.
- To provide better interpretation of Wimborne's Heritage with an emphasis on digital interpretation, and to re-enforce pride in our local identity.
- To create opportunities for learning and to develop new skills for the local community through 'living history' events, school visits, oral history, demonstrations, talks, re-enactments, multimedia projects and exhibitions.
- To provide a platform for historical organisations and heritage venues to engage and work together for the benefit of the local community
- To boost the local economy through a new Visitor experience building on Wimborne's Unique Selling Point: Heritage and History.

The **objectives** of the Festival are:

- To bring the town's history alive through fun, educational and engaging activities
- To engage with Schools and Community Organisations through Heritage related activities
- To promote the town's Festival culture through partnership working with Heritage Venues and Organisations through digital outputs and increased physical resources for the towns benefit
- To provide an ongoing network and forum for the town's heritage venues and organisations to come together for future festivals.

3.2 Sting in the Tale

The **aims** of Sting in the Tale are:

- To contribute to the cultural economy of Wimborne, as a cultural destination
- For Wimborne to become known for its Storytelling Festival across the South Coast
- To make Storytelling accessible across the generations

The **objectives** of Sting in the Tale are:

- To build fruitful partnerships
- To provide a platform to help emerging artists to develop their performance skills
- To commission new innovative work celebrating stories and storytelling through the performing arts
- To develop outreach work including community-based education projects celebrating stories and storytelling through the performing arts, throughout the year.



4 Members

Wimborne History Festival Limited is a company registered in England and Wales (#09997426). It is a company limited by Guarantee, with no Share Capital.

The liability of Members is limited to £1.

The Members of WHFL are the Directors. To be added as a Director a person must also become a Member. Resigning as a Member or Director automatically terminates Directorship/Membership.



5 Governance

5.1 General Structure

WHFL is governed by a Board of Directors.

Two Brands exist beneath the Board:

- Wimborne History Festival and
- Sting in the Tale

Each Brand is responsible for creating, as and when required by the Board, a Programme Team. The Programme Team is accountable, to the WHFL Board, for:

- The running of the Brand's festival(s)
- Fundraising

The Programme Team will include at least one WHFL Director. The Chair of the Programme Team must be a WHFL Director.

WHFL will adhere to the 7 Nolan Principles of Good Governance.

5.2 The 7 Principles of Good Governance

Wimborne History Festival Company Ltd. will maintain at all times a balanced, diverse and effective Board which will ensure that the following seven principles are upheld:

1. **Selflessness:** WHF Trustees will act solely in terms of public benefit. They will not act in order to gain financial or other benefits for themselves, their family or their friends
2. **Integrity:** Trustees will not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role as a trustee
3. **Objectivity:** In carrying out the business of the organisation, WHF trustees will make choices based on merit
4. **Accountability:** Trustees will be accountable for their decisions and actions to their stakeholders and the public and will submit themselves to whatever scrutiny is appropriate to their role
5. **Openness:** Trustees will be as open as possible about all the decisions and actions they take
6. **Honesty:** Trustees will declare any private interests relating to their trusteeship and take steps to resolve any conflicts arising in a way that protects the public benefit
7. **Leadership:** Trustees will promote and support these principles by leadership and example.



5.3 Constitution of the Board

The purpose of the Board is to determine the strategy and direct and control WHFL affairs.

The Directors will ensure that all decisions are within the scope of the objects and powers of the articles of association and ensure that proper resolutions are passed.

All WHFL Directors share responsibility for its decisions. Directors will act together and in person and not delegate control of the organization to others.

Directors will act only in the interests of the organisation and not on behalf of any other interest group.

WHFL will seek to ensure that its membership is regularly refreshed to ensure a diverse range of skills, competencies, experience and knowledge, to ensure that the Board has the competence to discharge its responsibilities for the direction of The Festival activities. The skills range will include:

- Providing leadership and working as an effective team to take strategic decisions for community benefit
- Direct knowledge of fundraising, marketing and project management
- General business, financial and management skills
- Other relevant or specialist skills as determined necessary by the Board

The WHFL Board – in accordance with its M&As – will at all times have at least 5 members and no more than 8 members, The Board will make every endeavour to ensure that the membership does not fall below 5 members.

The quorum – in accordance with WHFL M&As, will be one tenth of the total membership or 3 members, whichever is the greater.

Directors will take proper professional advice on matters on which they are not competent.

5.4 Board Recruitment, Renewal & Review

The WHFL Board will review its composition annually and take action to:

- Address any gaps or skills deficits in the membership as a whole.
- Identify any steps necessary to plan for possible resignations at Board officer level.

Recruitment to the Board will be carried out by open advertisement or invitation to apply, and selection will be carried out against a clear Person Specification for the role, using objective assessment techniques. WHF has a Code of Practice for Equality in Employment which also covers recruitment and selection of Board members. In addition, has written protocols for the different stages from initial selection to co-option and election on to the Board, which are reviewed by the Board from time to time.



WHF members may invite known contacts to apply but they will be required to go through the full objective selection process against the Person Specification and will not be appointed if they do not meet the necessary criteria.

The circumstances in which individuals would be expelled from membership are:

- As set out in WHFL M&As, and/or
- Any serious breach of the WHFL Constitution
- Any serious breach of the Companies Act

5.5 Essential Functions of the WHFL Board of Directors

The key functions of the Board – as enhanced by additional duties set out in the Role Description for Board Member - are as follows:

1. Define and ensure compliance with Wimborne History Festivals values and objectives.
2. Establish policies and plans to achieve those objectives.
3. Approve each year's budget, business plan and accounts prior to publication.
4. Establish and oversee a framework of delegation and systems of internal control.
5. Establish and oversee a framework for the identification and management of risk, ensuring that the Board receives regular reports on these.
6. Agree policies and make decisions on all matters that might create significant financial or other risk to the organisation, or which raise material issues of principle.
7. Monitor WHF performance in relation to these plans, budgets, controls and decisions and also in the light of customer feedback
8. Appoint (and, if necessary, dismiss) the Chief Executive, and regularly appraise
Satisfy itself that WHF affairs are conducted lawfully and in accordance with generally accepted standards of performance and probity.

5.6 Responsibilities of the Chair

The key responsibilities of the Chair of Wimborne History Festival

1. Conduct efficient General Meetings
2. Ensure that all Board members are given the opportunity to express their views before any important decision is taken and that appropriate standards of behaviour are maintained in accordance with the Code of Conduct approved by the Board.
3. Ensure that the Board receives professional advice when it is needed.
4. Ensure that WHF complies with other requirements set out in this
5. Governance Code.
6. Represent WHF externally when required.
7. Agree the role of the Vice-Chair.



5.7 Openness and Transparency

The Board of WHF accepts its obligation to account for the actions of the Board and the staff in an open manner and will adopt a clear policy about access to WHF information and documentation.

The Board will publish an annual report and financial report on WHF activities and performance.

WHF will comply with outside requests for information wherever practicable.

The Board will review the openness of WHF arrangements on a periodic basis and take account of further developments of good practice.

5.8 Accountability

Wimborne History Festival Ltd will identify the range of stakeholders to which we are accountable and ensure that each group, where relevant, has the appropriate involvement in planning and decision-making.

5.9 Diversity and Equality

WHF is actively committed to the promotion of diversity and equality in all of its activities.

The Board will regularly review WHFL plans and policy for Diversity & Equality to ensure their effectiveness in promoting equal opportunities and diversity in all areas of our work, including:

- Identification and assessment of customer needs
- Provision of access to Festival activities
- Membership and operation of the Board
- Staff recruitment, selection and training
- Buying of goods and services and contracting procedures

5.10 Audit

The Board will ensure that its external auditors are independent and effective. There will be a proper procedure for the selection and periodic review of the appointment of external auditors.

5.11 Conduct and Probity

The Board will from time to time review:

- The implementation of this Constitution, and its underlying principles.
- The policies and procedures of Wimborne History Festival relating to Probity, whistleblowing, and other matters of business ethics.

WHFL has a clear set of Probity Rules concerning conflicts and declarations of interest. In particular, these Rules are designed to uphold the following principles:

- Board members must ensure that their private or personal interests do not influence their decisions, and that they do not use their position to



obtain personal gain of any sort, other than out-of-pocket expenses incurred in carrying out their duties as a Director.

- Directors, staff and volunteers must be meticulous about declaring dualities or conflicts of interest. Records will be maintained of the declared interests of Board members and staff. Subject to considerations of individual privacy and the requirements of Data Protection legislation, these will be available for public inspection.
- Where the Board discusses an item that poses a conflict of interest for any member or employee present, that person must declare the interest, which will be formally minuted.
- If the conflict is clear and substantial, the Board Member should offer to withdraw and, if invited to remain, refrain from voting on the matter. Where such a conflict is likely to reoccur on a frequent basis, that Director should offer to resign.

WHFL has a Grievance Policy and Whistleblowing Policy which enables members of staff and Board members to raise issues of serious concern in relation to issues of legality, ethics and probity without the fear of reprisal.



6 Wimborne Festivals

As well as the running of Festivals associated with WHFL brands, WHFL oversees the organisation of “Wimborne Festivals”, a wider consortium of festivals operating in the Wimborne area.

The Mission of Wimborne Festivals is set out in the paper “Wimborne Festivals” as:

“To create the infrastructure and relationships that facilitate collaboration and sharing amongst events and festivals; working together for the benefit of Wimborne’s community and economy.”

Until such time as the consortium agrees and creates its own governance, WHFL will lead the consortium.

WHFL has created a set of generic Policies and Procedures that are available for use by any festivals that are a part of the consortium.

It has secured, with the support of Wimborne Minster Town Council, a secure storage facility in Redcotts Recreation Ground to hold equipment owned by individual festivals but which they are willing to share with others.

It is implementing, with the support of Wimborne BID, a system that will allow consortium members to book out equipment.

It will take a lead in securing funding to develop the consortium further.



7 Document Controls

7.1 Change Log

Version	Author	Comments
0.1	Ian Faulkner	Initial Draft
0.2	Ian Faulkner	Updated to include Code of Conduct
1.0	Ian Faulkner	Signed Off by WHFL Board
1.1	Ian Faulkner	Updated at the request of the WHFL Board to clarify our not-for-profit intentions

7.2 Anticipated Changes

Additional changes will be required as the review process progresses.

7.3 Circulation List

WHFL Directors/Members

7.4 Change Control

All changes to be directed to the author.