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## **Warehouse Circus is seeking Expressions of Interest to join our Board of Directors!**

A Board opportunity exists with Warehouse Circus, a not-for-profit organisation dedicated to improving the mental and physical health of young people through the medium of social circus.

Warehouse Circus has been providing social circus classes in Canberra since 1990. We have a host of programs including core circus programs for beginner, intermediate and advanced performers, adult classes, school holiday programs, and workshops and performances for community festivals and other events.

We foster a co-operative environment rather than a competitive one and aim to give everyone an opportunity to learn fun skills they can show off with. You will be amazed at what you can learn!

Currently we are funded primarily by government (38%) and earned income from our Membership fees (50%), and our goal is to diversify this revenue base by exploring sponsorship and partnership arrangements.

Aside from performing normal Board responsibilities (see attached excerpt from the Australian Institute of Company Directors), the person we are seeking will have background experience in sponsorship and partnership development, with a focus on providing guidance and strategy to our Executive Director and Artistic Director, who are responsible for the carriage of this strategy.

If you have the experience we seek, and a desire to join the Board of this vibrant and growing community organisation, please speak with our President, Len Hatch, (0408637719) or forward your CV to [president@warehousecircus.org.au](mailto:president@warehousecircus.org.au)



**Australian Government**  
**Department of Health**



## DIRECTOR'S RESPONSIBILITIES AND RIGHTS

### Director's Responsibilities

A director is expected to:

- undertake all activities in the best interests of the organisation, which is usually the same as saying the best interests of members as a whole.
- Directors owe a duty to:
  - the legal entity, usually represented as the members as a whole; and the organisation of which he or she is a director, not the organisation which appointed him or her.
  - Some people are put in a difficult situation of being nominated to the board of another organisation. Nominees tend to think that they are a "representative" - to promote the views of the organisation which nominated them. This generally is not the case, unless specifically allowed by the constitution.
  - In pursuit of acting in the best interests of the legal entity, usually represented by the members as a whole, directors may have to take some decisions that are perceived by members not to be in their best interests.
- treat all information confidentially and not use information or position for personal gain.
- understand his or her duties with regard to all the areas with which the organisation interacts, including; company law, financial reporting, trade practices, occupational health and safety, environment, employment law, taxation, insurances, fund raising and reporting to regulators and/or funding bodies.
- ensure that the major areas of risk have been identified and appropriate steps taken to minimise the effect of those risks. Boards are expected to implement internal control processes, especially an audit process, to ensure all aspects of the business are being conducted properly.

Directors must understand that they do not have individual authority; an individual director cannot direct management to act. A board is a collective authority and the appropriate process is for the chairman to represent the view of the board to the Executive Director.

Performance Issues - The previous issues represent the compliance side of a director's role. Of increasing importance are the performance aspects of a director's role - the focus on defining the organisation's future and ensuring the goals set are attained. The organisation will be expected to be a good corporate citizen in the conduct of its activities. That is, it will not be sufficient to be providing social services, per se, but to be recognised as having the highest standards in all aspects of its operations.

### Director's Rights

Because the role of a director is so important and each director can incur personal financial responsibility for the organisation's actions, the law provides directors with some rights:

Directors have a right, recognised in the law, to:

- receive proper notification of meetings. The date, place and time of meeting must be shown and all those entitled to attend must be notified in due time. If a meeting is not held according to either the organisation's constitution or the law of meetings, the court can rule the meeting, and any decisions made, to be invalid.
- receive information in a timely manner. Each decision-making group should discuss and agree when papers should be received and in what form they will be.
- receive information required to make a decision - as long as the information requested is for a "proper purpose" and the director does not gain personally from that information.
- have access to decision-making materials for up to seven years (Statute of Limitations) after resigning as a director. This right needs to be approved by the members.

Directors need to be careful of situations or people who claim that directors do not have rights to information or reporting.