



women*scircus

BOARD CHARTER

Introduction

Women*s Circus is a not for profit arts organisation based in the iconic Drill Hall in West Footscray. As a feminist arts organisation our mission is to provide opportunities for any woman to develop self- confidence, skills and creativity using circus training, social circus and performance.

Women*s Circus has provided training and creative opportunities for women and communities since 1991, when it began as a discreet project based out of Footscray Community Arts Centre working with women who were survivors of family violence. Over 25 years later, Women*s Circus is still proudly based in Melbourne*s vibrant West and now works with women of all ages and a diversity of backgrounds and life experiences as well as with a range of community partners.

Women*s Circus is a pioneer of social circus in Australia, with expertise in using a social circus model to engage and challenge participants. Our trainers are experienced working with culturally and linguistically diverse people and communities from marginalised backgrounds. Women*s Circus has been an important arts organisation in the West for over 25 years, with a history of facilitating successful creative and cultural opportunities. We have the infrastructure to support this program, including experienced trainers and a committed team of community circus volunteers.

Creates socially engaged arts projects for women and communities and fosters collaborations between community participants and professional artists. Using a community cultural development model, we produce circus-theatre productions with participants and also a range of creative projects. We employ a diversity of arts practices through a rigorous aesthetic lens. We work with both individuals and communities and are dedicated to celebrating the artist in each individual.

Provides year-round circus and performance training program for women of all levels. Our training programs celebrate the physical and imaginative potential of the body and nurture self- awareness and self-esteem.

Supports the development of artists and the arts sector. Our residency programs, mentorships and creative opportunities share our 25 years of experience and resources with emerging and established artists. Through these programs we seek to redress the imbalance of opportunity for women in the arts.

Engages with diverse groups such as refugee women & their families and newly arrived communities, women from the Deaf community, young women with eating disorders and women suffering from post-natal depression. Our work helps address barriers to equality and inclusion and social isolation.

Women*s Circus has established and maintains a public fund called the Women*s Circus Arts Fund (“Public Fund”) for the specific purpose of supporting the cultural objects and purposes of the Company.

The purpose of this document is to guide Board members and staff as to the role of the Board and the conduct of directors. Once adopted it is intended that it will be reviewed annually to ensure appropriateness and currency.

This Board Charter should be read in conjunction with the constitution of the Women's Circus and the current Strategic Plan

Role of the Board

The intent of the Board is to guide the work and outcomes of Women's Circus. The Board recognises a "governing" rather than "managing" approach to its stewardship, and maintains a focus on strategic and/or long-term issues rather than day-to-day issues.

The role of Women's Circus Board is to:

- Maintain an active involvement in, advocate for, and embrace the work and ideals of, Women's Circus, and to support the mission and operations of Women's Circus – thereby acting in the best interest of the Women's Circus at all times
- In conjunction with the Executive Director, define the Organisation's goals, objectives and performance targets, set strategy within this framework, and ensure that the strategy is annually reviewed. This strategic focus must be maintained rather than active management of the Organisation.
- Assist the mission of the circus through the provision of advice, information, broadening the circle of influence and networks of the circus
- Develop governance policies which allow the ED and staff applying policy to operate without the need for constant reference to the Board and ensure that all parties fulfils governance requirements
- Conduct periodic evaluation of both Board, organisation and ED
- Approval of key activities including
 - the selection, compensation, ongoing performance, career development, and if necessary, dismissal of the ED
 - budgets and ensuring the Company is financially sound
 - the ED's recommendation regarding selection, compensation, and if necessary, dismissal of staff members
 - Significant program changes in consultation with ED

The Board

Board Structure

The Board will consist of no less than three and not more than twelve non-executive directors.

Skills and Experience Required on the Board

Women's Circus requires a range of skills that can be provided via the Board. The ideal skill mix will vary depending on current and future organisational needs and current Board skill mix. Directors will be selected according to their ability to best serve the needs of the Women's Circus as a whole.

Ideally the following skills will be covered:

Legal	Circus/Physical Theatre
Financial	Fundraising
Marketing	Strategic Planning
Media/Public Relations	Human Resources
Project Management	Policy Development
Performing Arts/Community	Business Planning
Current member WC	Politics/political environment

Desired background/experience include:

- Previous Board Experience
- Former staff/member/Board
- Government or Local Council
- Corporate
- Community or NFP
- Arts Industry Knowledge
- Philanthropy
- Circus and performing arts
- Interest in gender equity
- Disability and Accessibility

In order to ensure that the Board is configured with appropriate levels of skills and expertise the Board determines core positions and elections to the Board may stipulate vacancies in these core positions.

The core positions currently identified are:

- Finance
- Legal
- Circus/performing arts
- Marketing and fundraising
- HR

Whilst vacancies to the Board may take into account specific skills and these specific skills may be called upon it is acknowledged that each director has a duty of care in relation to the total activities of the company. Individual directors should make sufficient enquiries to ensure that this duty is adequately discharged.

The Board should include both members of the community who bring a knowledge of the circus, and independent external directors who bring external knowledge, skills and/or networks.

At least 1 (and no more than 3) members are eligible to be appointed as directors based on their knowledge of the circus. Whilst members of the community may also nominate for other Board positions where that member has the requisite experience, the overriding importance of Board balance and independence must be considered and the majority of the Board shall be comprised of independent directors.

To minimise the potential for conflicts of interests, all Directors must be non-executive Directors. No employee, contractor or auditor employed by the Women's Circus currently or at any time in the preceding 12 months shall be eligible for appointment to the Board.

Director Tenure

Directors will be chosen according to the process and skill mix outlined above.

Directors are elected for a three-year term on a rotating basis. Prior to re-nominating it is intended that there will be a full and frank dialogue between the retiring director and the Chair to determine the appropriateness of a further term, taking into account the past performance of the director, their skills and experience and the best interests of the Company.

Casual vacancies can be filled at any time where the majority of directors are of the opinion that an appointment is in order to generally address the skills mix or to comply with the requirements of any funding body or is otherwise in the best interests of the Company. Directors appointed to fill a casual vacancy must retire at the next AGM following their appointment & nominate for election.

Board Election protocol

The board election procedure is set out in the constitution of the Company.

Director Selection and Induction

Ideally new Directors will be identified prior to the departure of existing Directors, which will prevent gaps in skills and activity. The normal aim is that a Director's role will be filled within three months of the vacancy becoming available. The process for selecting new Board members is:

- Determine current skill gap(s)
- Identify potential candidates via Company and Board networks, and other external networks such as Leadership Victoria or Creative Partnerships Australia
- Circulation of the potential director's CV/profile to all Board members
Confirm that the potential director(s) personally subscribes to Women's Circus's values and mission
- Agreement amongst Board members to invite the preferred candidate to consider joining Board, based on subsequent agreement from individual and Board
- Provide potential director with Women's Circus overview information:
 - Board Handbook
 - Current Strategic and Operational Plans
 - Board Charter
 - Constitution
 - Marketing materials (last three e-news)
 - Most recent financial statements
 - Board Governance calendar
- Potential director to attend at least one Board meeting and one community event if possible
- After introductory Board meeting, directors to assess suitability and make decision.
- Formal invitation to be issued by Chair.

The induction process:

- Ensure all Women's Circus overview information listed above has been received, read and understood
- Formal documentation to be completed by new director:
 - Consent to act as director forms
 - Director Declaration
- Policy register including code of conduct documents
- Useful recent documentation to be provided by ED including online filing access
- Meeting with ED and Chair
- Provide a Board mentor – an experienced Women's Circus Board member to guide the new Director through the first two months
- Attend current events

Removal of Directors

The office of a director shall automatically be vacated in any of the circumstances set out in the Corporations Act and the Constitution, including if the director is not present personally or by proxy at meetings of the Directors for a continuous period of four months without leave of absence from the Directors.

It is noted that there are strict provisions in the Corporations Law in relation to removal of directors which must be adhered to if the director does not agree to resign.

Directors meetings

Meeting agenda

Ordinary Board meetings are held monthly, unless otherwise agreed by the Board, with the timing of meetings set at the beginning of each year.

The agenda and papers for discussion are distributed by email a minimum of 5 days prior to the meeting.

The agenda will include:

- Minutes and Action Items from Last Meeting
- ED's Report
 - Current status of programs and operations
 - Planning overview
 - Key issues
- Finance Update
- Other sub-committee updates as appropriate
- Other Business or as the board otherwise determines.

If guests are invited to a Board meeting (eg a guest speaker), the Chair should determine in advance if it is appropriate for that guest to remain for the entire meeting, or only the relevant segment. This decision will be made based on the role of the guest and the agenda for that meeting.

Annual calendar for meetings

In order to ensure that all relevant business of the Board is considered on a timely basis and is timetabled so that adequate time is allocated for discussion, an annual board calendar shall be drafted by the Executive Director and finalised by the Board at the commencement of each year.

The calendar will include the meeting dates at which the following will be considered:

- Insurance review
- Adoption of financial statements - to be finalised by 31 March each year
- Notice of AGM
- ACNC lodgement
- Quarterly review of current year business plan
- Final adoption of current year budget – must be lodged with funding bodies by 31 January each year
- Review of strategy, risks, policies, charter and governance
- Board evaluation
- Evaluation and remuneration review of ED
- Other regulatory submissions as required
- Board strategy day
- Board meeting dates
- Audit review

Conduct of meetings

Board meetings will be conducted considering the following:

- The role of the Board will guide the content of Board meetings, with a focus on strategic rather than operational issues
- Board meetings will start and finish on time
- The agenda will determine the priority and time allocation of issues for discussion
- The Chair will keep the meeting moving, working to ensure that agenda items are appropriately covered and decisions are made
- Importance of inclusiveness, and ensuring that all there is adequate opportunity for all points of view to be expressed and heard
- All directors will devote sufficient time to meeting preparation (including reading pre-distributed information) prior to the meeting, to allow for full and appropriate participation in the Board's discussion and decision making
- Where a decision cannot be made due to insufficient information, discussion and decision will be postponed to a subsequent meeting (or via email if this format is more appropriate)
- All Directors will honour the right of others to speak, and will listen accordingly
- Questions should be asked to ensure full understanding
- The ED should attend and participate in all Board meetings other than a meeting or part thereof dealing with an evaluation of the ED or other conflict of interest.

Minute Secretary

The Board will nominate a Board secretary to be responsible for providing company secretariat services to the Board and has overall responsibility for the corporate records including minutes. The ED and Board may agree that a staff member or community member with the requisite skills will attend Board meetings and act as minute secretary to allow the ED to fully participate in meetings and also enables staff to play a role in planning and company development.

If issues to be discussed require a high level of confidentiality and/or sensitivity in relation to staff members, the minute secretary may be asked to leave the room.

Minutes

Minutes include:

- Date and venue
- Attendees and apologies
- Summary of key points discussed
- Agreements/resolutions
- Action items, including action ownership and expected completion date, and
- Any attachments tabled within the meeting

Draft minutes should be forwarded to the Chair for preliminary overview as soon as practicable after the meeting and should be distributed to each Board member by email within 10 days of the meeting.

Minutes are reviewed and accepted (or otherwise) at the next meeting, signed by the Chair and filed in the register which is available for members to inspect.

Non-standard Board Meetings

In addition to the regular monthly Board meetings, other planning workshops may be run for purposes such as strategic planning and Board review. Such sessions will be run, with a clear purpose and agenda, and defined expected outcomes.

Sub committees of the Board

In order to support the ED and streamline the level of information discussed at regular meetings the Board will establish such sub-committees as it considers desirable. These committees shall advise the board in relation to the matters outlined in their charter.

The Chair is responsible for the composition of these sub-committees taking into consideration skills, willingness, and time available. Participation in these sub-committees is open to members of Women's Circus with the specific skills required and where appropriate external parties. All sub-committees should comprise at least one Director and ED or delegate.

These committees may include:

Audit & Risk

Oversee the organisation's finances & review against financial performance measures, examine budgets, review monthly P&L and Balance sheet reconciliations, assist with external audit requirements

Regularly review the risk register for the organisation and report any changes to the Board.

Fundraising & Marketing

Oversight of annual & longer-term marketing activities, planning and market research; media, promotions & public relations activities

Identify opportunities for funding & timetables for applications particularly in relation to philanthropic & corporate sponsorship, support fundraising activities and events

Nomination & Induction

Recruit & induct new Board members, & for Board elections consider nominations for directors, confirm eligibility & tag nominations against skill set requirements

Annual General Meeting

The Annual General Meeting of Women's Circus will be held no later than six months after the end of the financial year. At the AGM meeting the following documents will be considered, in addition to election of directors (where applicable) and any other items of business:

- Company financial report
- Directors' report
- Auditor's report

Individual Directors

Directors Code of Conduct

1. A Director must share the principles and believe in the mission and vision of the Company.
2. A Director must be willing to promote the objectives and activities of the Company wherever appropriate and possible.
3. A Director must be willing to enjoy the role of director and their involvement with Women's Circus and its stakeholders.
4. A Director must act honestly, in good faith and in the best interests of Women's Circus as a whole.
5. A Director must act with financial responsibility.
6. A Director has a duty to attend all Board meetings, but where attendance is not possible, appropriate steps should be taken to obtain leave of absence and to become fully informed on the activities and outcomes of the meeting once it has been run.
7. A Director has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
8. A Director must use the powers of office for a proper purpose, in the best interests of Women's Circus as a whole.
9. A Director must recognise that the primary responsibility is to Women's Circus's beneficiaries, but should, where appropriate, have regard for the interest of all stakeholders of the Company.
10. A Director must not make improper use of information acquired as a director.
11. A Director must not take improper advantage of the position of director.
12. A Director must properly manage any conflict with the interests of Women's Circus.
13. A Director must represent the interests of all stakeholders and may not advocate for any individual or sub group associated internally or external to Women's Circus
14. A Director has an obligation to be independent in judgment and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
15. Confidential information received by a Director in the course of the exercise of directorial duties remains the property of the Women's Circus and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by law.
16. A Director should not engage in conduct likely to bring discredit upon the Company.
17. A Director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

Expectations of Directors in Board process

- Fulfil the requirements of the Directors Code of Conduct
- Open and honest relationships between Board members
- Acknowledge the views of other Directors
- Active contribution in Board meetings and other Board activities
- Make and honour commitments
- Be prepared – read and research in advance, and understand the climate and context in which the Company operates
- Engage in professional development commensurate with maintaining skill relevancy to the role of Women’s Circus Director
- Commit to do the necessary work, and honour these commitments:
 - Attendance at Board meetings
 - Participation in subcommittee/project work
 - Attendance planning days which may be held on weekends
- Ask questions in order to fully understand

Director's Fees

Directors act in a voluntary capacity. As a not for profit company the constitution prohibits fees being paid to directors. However, a director is entitled to be reimbursed for reasonable costs incurred, including travelling when engaged in the affairs of the company.

Conflict of Interest and Related Party Transactions

All known potential conflicts of interest should be declared when a director initially joins the Board. The “Consent to act as Director” form provides an avenue for initial declarations. It is each Director’s responsibility to communicate any updates to this form, should any change in circumstance necessitate this.

If situations arise during Board proceedings where there is potential conflict of interest, this should be declared and the affected director should absent him/herself from this discussion and any required decision. In some circumstances, it may be appropriate for that Director to be part of discussion, but not any decision-making, and the Board will determine this at the time. This should be noted in the minutes of the meeting.

Board / Management Relationships

Relationships - Board / ED

As the ED attends all Board meetings, there is regular and direct communication between Directors and the ED.

In situations where the Board has cause to discuss issues without the ED, the Chair will provide the primary communication link between the Board and the ED. While aspects of the relationship between the Board and the ED may be delegated to the Chair, the Chair will always act in accordance with Board policy.

The Board is clear that:

- The ED is the only direct employee of the Board – all other staff are employed by the ED
- The ED is responsible for managing all operational matters
- Once the Board has made clear delegations to the ED, it must respect the agreements reached and refrain from giving instructions to or evaluating any staff member who reports to the ED
- Only the Board as a whole can instruct the ED through Board meetings or through the Chair.

Communication – General

Normal Board communication will be via ED or the Chair, or where appropriate staff members delegated by the ED.

Individual Directors will seek out and contribute to positive discussion around Women’s Circus, with stakeholders, or potential influencers wherever possible and appropriate.

All relevant Board documents will be filed by ED into a shared online filing system and all Board will have access to this system. All Board reports will be circulated via email minimum five days before meetings.

Communication - Grievances / Issues

Women’s Circus has a formal grievance policy in relation to its employees and members. All grievances should be in writing and addressed to the ED. If the issue cannot be resolved by the ED, the issue should be escalated to the Board and addressed at the next scheduled regular Board meeting. If it is urgent, the ED should escalate to the Board via the Chair for immediate action..

The Role of the Chair

The role of the Chair is to work with the ED to enable the Board to fulfil its governance and leadership function.

- Support the ED to achieve Women’s Circus’s mission
- Optimise the relationship between the Board and management (ED and core staff)
- Chair meetings of the Board, ensuring that it functions effectively and fulfils its duties
- Ensure contribution from all Directors, to maximise the effectiveness of the Board
- Together with the ED, develop Board meeting agendas
- Assist the ED in recruiting other staff for potential volunteer assignments as needed
- Reflect any concerns management has in regard to the role and functioning of the Board or individual Directors. Reflect to the ED, the concerns of the Board and other key stakeholders
- Lead an annual review of the performance of the ED
- Recognise that it is common practice and desirable to establish a close working relationship with the ED, but that this does not usurp the Board’s collective responsibility for instructing and assessing the performance of the ED

- Honour the Board's governance policies and remain aware that the Chair has no authority to change such policies without endorsement of the Board
- Annually focus the attention of the Board on matters of institutional governance and ensure that all responsibilities are fulfilled.
- Act as an alternative spokesperson for the Company
- Lead the Board Evaluation process
- Fulfil other assignments as agreed by the Board and in consultation with ED

The Role of the ED

The ED is responsible for the visioning, operational planning, staff management, organisational development and governance of Women's Circus. This includes developing and managing the annual program, building community capacity, developing, maintaining and increasing networks with particular focus on key partnerships and advocacy.

The ED reports to the Board, and accepts responsibility for the success or failure of the Company.

Key responsibilities of the ED are to:

- Ensure that the Board is kept fully informed on the condition of the Company, and on all important factors impacting on it
- Develop and implement the Women's Circus Strategic Plan
- Lead staff, providing opportunities for individual placements and mentoring
- Lead the development and implementation of annual program
- Manage and develop key stakeholder relationships to ensure that funding bodies, communities, and partner organisations continue to support Women's Circus
- Develop and manage community cultural development projects in accordance with projects & plans
- Fulfil advocacy
- Serve as key spokesperson for Women's Circus, making sure that the Company is properly represented to all stakeholders
- Oversee legal, financial and compliance requirements
- Support the diversification and communication with members

Compliance and Risk

Company Finance

Financial governance is the responsibility of the Board, while financial management is the responsibility of the ED. The Board agrees the annual budget, which is to be implemented by the ED, and the Board agrees any budget variations.

The Board will set financial governance policies on:

- ED expenditure authority
- Budgeting and financial planning
- Financial reserves
- Employee remuneration and benefits

Insurance and Director Protection

Women's Circus provides directors' insurance for all Board members.

The Company also holds insurance to cover contents & extended transit, public liability, sports injury, and workcover. A review of insurance should be tabled with the Board at least annually.

Annual Risk Assessment

The Board will ensure that a Company risk assessment and register is undertaken and maintained, and this will generally be performed by the Audit & Risk Committee, Board, ED and staff members.

The scope of this assessment is to determine key risks facing the organisation – both internal and external – and the register will outline mitigation strategies and impact. A review of all organisational policies and procedures should also take place annually.

Delegations and Authorities

ED's Authorities and Delegations

The ED has authority to:

- Represent Women's Circus to government, media, and other publicbodies
- Authorise project spending within policy constraints and approved project budgets
- Purchase major capital items with approval of the Board
- Determine funding applications
- Recommend for Board endorsement, the selection, compensation, and if necessary, dismissal of staff members, within an existing (or new and approved by the Board) job role
- Make operational decisions about the running of the Company

If a major decision outside the ED's delegation is required urgently (ie between Board meetings), the ED should escalate this to the Chair. If required, endorsement from a Board quorum can be obtained by email.

Chair's Authorities and Delegations

The Chair has authority to:

- Represent Women's Circus to government, media, and other publicbodies.
- Sign documents that require the signature of the Company Chair once endorsed by the ED (eg funding applications).
- Work with the ED to respond to urgent decisions outside the ED's delegation and when the Board cannot practically be convened. If appropriate and possible, endorsement from a Board quorum should be obtained byemail.
- Determine the agenda for Board meetings, with input from ED and other Directors

Board Evaluation

It is acknowledged that the performance of the Board has a significant impact on the overall performance of the Company, and therefore regular evaluation of Board effectiveness is important.

Annually, the Board will evaluate its performance.

The evaluation will assess some or all of the following, as appropriate:

- Achievement of the Board's action plans and objectives over the previous year
- Fulfilment of the Board's responsibilities
- Value the Board has added to Women's Circus
- Overall fit of current composite Board skills to agreed ideal skills
- Effectiveness of Chair
- Individual director attendance at and participation in Board meetings
- Effectiveness of Board meetings, including quality of pre-issued papers and minutes
- Extent to which Board has focused on strategic planning/issues rather than day to day operational matters
- Board's understanding and level of comfort on the Company's operating budget and overall use of resources
- Relationship between Board and ED, and Board and core staff
- Succession planning
- Range and ways in which individual Directors can contribute.
- Board understanding and honouring of the differences between the Board's role and that of the staff

Once the evaluation is complete, any necessary changes to Board practice will be agreed and implemented.

Variation and Review

This Charter shall be reviewed on an annual basis.

The Board shall have authority to waive any of the specific requirements of this Charter when it considers it to be in the best interests of the Women's Circus as a whole.

Last Updated: June 2018

Appendix One. Sub Committee Charter Pro Forma

1. Role

<A definition of the scope of the Sub-committee>

2. Objectives

<a statement/s that describe why the sub-committee has been established, what it is designed to achieve/provide the Board or wider business>

3. Terms of Reference

<A list in bullet point format of the activities that the Sub-committee will perform>

4. Structure and Independence

The Sub-committee is a committee of the Board and is therefore directly responsible to the Board.

5. Membership

6. Eligibility

Eligibility will be based on the needs of the Sub-committee and the interests, skills and expertise of the nominating persons.

Existing Women's Circus members as well as nonmembers are eligible for membership of the Sub-committee.

It is at the discretion of the Sub-committee whether to appoint men to the Sub-committee.

7. Appointment

Appointments will initially be made on the basis of an expression of interest process by the Chair of the Sub-committee.

8. Term

Each member of the Sub-committee will be appointed for <insert number> years.

9. Removal of a Member

The Board reserves the right to remove any Sub-committee member at any time

10. Chair

The Chair of the Sub-committee must be a current serving member of the Board or a member of staff.

Should the Chair be absent from a meeting and no acting Chair appointed, the members of the Sub-committee present at the meeting have authority to choose one of their number to be Chair for that particular meeting.

11. Secretarial

The Chair will be responsible for drawing up and distributing the agenda, supporting documentation and meeting minutes to the Sub-committee members prior to each meeting.

The Chair may delegate the execution of this responsibility as required/convenient/agreed.

12. Attendance at Meetings

Sub-committee members are expected to personally attend 80% of meetings.

Other person may be requested to attend meetings of the Sub-committee to discuss, report or present against agenda items.

13. Frequency of Meetings

The Sub-Committee will hold quarterly meetings and such additional meetings as may be deemed necessary by the Sub-committee to fulfil its duties.

14. Engagement of External Resources

The Sub-committee has the power to engage external consultants as necessary for the purposes of meetings its obligations. Where the engagement of an external resource requires funding, a paper discussing the costs and justification for the expense is to be submitted to the Executive Director for approval prior to engagement of the external consultant/s.

15. Reporting Requirements

The Sub-committee shall:

- Provide a written or verbal report to the Board for discussion at Board Meeting; and
- Bring particular matters to the attention of the Board and make recommendations and/or express opinions as appropriate at Board meetings.

Appendix Two. Notice of Election Procedure

1. Introduction

- All members of the Women's Circus have the right to stand for election to the Board of Women's Circus Ltd, except employees or auditors employed by the Women's Circus at any time in the year prior.
- Members are also encouraged to identify other women in the wider community who might be interested in standing for election.
- The full Board should, among its members, have skills in: business, community arts/circus; financial management; fundraising; the law. At least 1 (and no more than 3) members are eligible to be appointed as directors based on their knowledge of the circus.
- Elections will be held at the annual general meeting of the Women's Circus.

The annual general meeting is held in or about June each year. Members who are interested in standing for election are encouraged to submit their application well ahead of the meeting.

2. Applications

Applications are invited from Women's Circus members and any other women whose expertise in one or more of the above areas makes them eligible.

The responsibilities of a Director of a company and other relevant information is set out in Women's Circus Board Charter document which is available to any interested candidate on request, Candidates are also encouraged to approach any current Board member for information.

Written applications must be received by the Executive Director at the latest by 5pm on the date at least 4 weeks prior to meeting. They should include:

- reasons for nominating
- a brief CV
- optional statements of endorsement from others
- the category of Board member that the nominee wants to be considered for
- A nomination of the person by another Member and a consent to act as Director signed by the person.

A sub-committee of the Board will consider nominations (including qualifications), confirm eligibility, 'tag' each nomination against one or more of the requirements of the Board and may make a recommendation regarding the election.

3. Election/appointment procedure

- Members present at the AGM or special general meeting where the election is held will vote and simple majorities will determine the results.
- Returning Officer – the Executive Director will act as Returning Officer for any election
- Before the vote there will be an opportunity to discuss the procedure and the nominations, in the absence of the candidates if requested.
- Vote counting will be supervised by the Returning Officer
- Any disputes will be dealt with according to the Women’s Circus grievance and disputes procedures.

Appendix Three.

Company Director Declaration

**Women’s Circus Limited Company Director
Consent to Act & Declaration**

I,, consent to act as a Director of the Company.

Details for inclusion into the Register of Directors: Full Name:

Former Names (if any): Residential Address:

Date of Birth:

Place of Birth:

Undertaking:

I undertake to:

- (a) carry out the role of Director to the best of my ability,
- (b) disclose any potential conflict of interest,
- (c) treat all information presented as confidential unless otherwise specified by the Board and/or ED,
- (d) honour the agreed “role of the director” for Women’s Circus, and
- (e) comply with the Constitution, rules and the Board Charter of the Women’s Circus.

Signed:

Date: