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Charter of the
Performing Arts Alumni Society
ADVISORY BOARD

1. OBJECTS OF PAAS

1.1. The objects of PAAS, shall be to:

- 1.1.1 Cultivate and promote the performing arts to all members of the Western Australian theatre community;
- 1.1.2 Provide all members of the Western Australian theatre community, an opportunity to produce and participate in theatrical experiences; and
- 1.1.3 Cooperate with bodies or organisations having kindred aims.

2. ESTABLISHMENT

2.1 The Advisory Board is established by the PAAS Executive as per section 8 of its Constitution.

3. AUTHORITY

3.1 The Advisory Board is directly responsible to the Executive and its authority is limited to matters delegated to it by the Executive.

3.2 In discharging its responsibilities, the Board has the authority to:

- 3.2.1 access any information it requires from PAAS with respect to matters relevant to its scope of responsibility in accordance with the provisions of section 4; and
- 3.2.2 request that the Executive approve the provision of legal or other independent professional advice that the Board reasonably considers necessary to execute its duties and responsibilities.

3.3 The Board is required to make recommendations to the Executive on all matters within its duties and responsibilities as set out in section 4.

4. PURPOSE AND SCOPE

4.1 The purpose of the Board is to provide strategic and creative advice to the Executive regarding PAAS' fulfilment of its objects and vision, including:

- 4.1.1 Opportunities for the active pursuit of providing theatrical experiences.
- 4.1.2 Developing and strengthening relationships with existing members and supporters.
- 4.1.3 Providing advice on engaging with the broader theatre and arts communities.
- 4.1.4 Providing advice on the creative and artistic direction of PAAS' productions and pursuits.
- 4.1.5 Developing innovative projects and initiatives in line with PAAS' objects.

4.2 The scope of the Board is limited to providing high-level strategy and creative advice

on ways in which PAAS can achieve its objects and does not include input on operational matters.

5. COMPOSITION

- 5.1 The Board will comprise of the PAAS Committee and other persons that the Executive think fit.
- 5.2 Appointments to the Board are by nominations approved by the Executive.
- 5.3 Before appointing a member of the Board, the Executive shall give consideration to:
 - 5.3.1 the balance of skills and experience across Board members; and
 - 5.3.2 location and diversity of Board members.
- 5.4 The Chair of the Board shall be a member of the Executive or a delegate, of whom must be an existing Board member.
- 5.5 Subject to approval of the Chair, external guests may be invited to be present for all or part of the meetings of the Board.

6. TERM OF OFFICE

- 6.1 Each member will be appointed to the Board for an initial term of one year, following which they may be reappointed for an additional term, as recommended by the Chair and approved by the Executive.
- 6.2 A member may serve up to a maximum of two (2) years unless expressly authorised by the Executive.
- 6.3 Where possible, membership will be managed to ensure that terms of office are staggered so that turnover is limited to no more than one third of the total number of members each year.

7. QUORUM

- 7.1 A quorum will be one half of the members of the Board in office at the time of the meeting.
- 7.2 Each member will have one (1) deliberative vote and decisions shall be made on a majority basis.
- 7.3 In the event of a tied vote, the Chair shall have a casting vote.
- 7.4 Should a member be absent from a meeting but be able to participate in the debate by use of audio or audio-visual facilities, such a member shall be deemed to be present for the count of the quorum.

8. SECRETARY

- 8.1** The PAAS Secretary (or nominee) shall be the Secretary to the Board.
- 8.2** The Secretary, in consultation with the Chair, will prepare and send notices of meetings, agendas, will accurately transcribe all decisions of the Board and table all correspondence, reports and other information relevant to the Board's activities and operations.

9. MEETINGS

- 9.1** The Board shall meet as often as necessary in order to perform its functions. It is recommended that the Board meet a minimum of four (4) times per year.
- 9.2** Meetings shall be convened by either the Chair or the Executive, and the Secretary shall send a notice of meeting in a reasonable timeframe to all members of the Board.
- 9.3** The Board shall determine its own agenda. Proposals for agenda items from Board members should be submitted to the Secretary for consideration by the Chair for inclusion on the agenda.
- 9.4** The Chair, in consultation with the Executive, shall determine the agenda.
- 9.5** The Board may appoint sub-committees and working parties to report back on specific matters which are the responsibility of the Board.
 - 9.5.1** The majority of members of any sub-committee or working party must comprise members of the Board.

10. CONDUCT OF BUSINESS

- 10.1** Subject to the control of the Executive, the Board may make its own rules for the conduct of its business that are in keeping with this Charter.
- 10.2** Board Members are required to declare any interests, including any actual, perceived or potential for conflict with respect to participation on the Board.
- 10.3** The declaration must be made on appointment to the Board and in relation to any matters listed in an agenda of the Board at the commencement of each Board meeting.

11. REPORTING

- 11.1** The Board will keep minutes of its meetings.
- 11.2** The minutes shall include:
 - 11.2.1** advice, with recommendations as relevant in respect to the purpose and scope set out in section 4;
 - 11.2.2** confirmation of action taken in respect of any matter for which delegated

authority has been exercised; and

11.2.3 advice on other matters referred to it by the Executive.

11.3 The Secretary shall circulate the minutes of the meetings to all Board members Board with the papers for the next meeting of the Board.

11.4 The Board's minutes and any recommendations are to be tabled at the next Executive meeting following the Board meeting.

12. DEFINITIONS

For the purpose of this Charter, the following definitions apply:

12.1 Board means the PAAS Advisory Board of the Performing Arts Alumni Society.

12.2 Executive means Executive of the Performing Arts Alumni Society.

12.3 Constitution means the Constitution of the Performing Arts Alumni Society.