



Board of Directors
Candidate Nomination
Information and Forms
for Elections at the
Annual General Meeting



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Nomination Guidelines

The Circus West Performing Arts Society is a registered non-profit charity organization with an elected volunteer Board who is responsible to its Members. We currently have a dedicated Board of Directors who work with the Chief Executive Officer (CEO) to help guide the strategic direction and policy of the organization.

Vision -Inspire excellence in all aspects of circus

Mission - Provide exceptional circus programming, performances and support for all participants.

In addition to our [Bylaws](#), we are governed by the [BC Societies Act](#). We encourage candidates to review [Part 5, Division 3](#), the section which covers the Role of Directors.

As an organization bound by BC Societies Act, we are responsible for financial and legal matters including tax filing and compliance with Canada Revenue Agency and the organization employs staff whose livelihood depends on the operational longevity of Circus West. Board Members need to understand why the non-profit exists, how it is legally structured, the interests of its stakeholders and how it manages the risks it faces.

If anything in these guidelines, forms or attachments contradicts any section of the Circus West Performing Arts Society's [Constitution and Bylaws](#), the Constitution and Bylaws shall take precedence. We strongly recommend all nominees read and review the Society's current [Constitution and Bylaws](#) and the [BC Societies Act](#).



Qualifications of Nominees

1. All Members of Circus West are eligible (staff are ineligible) for nomination to the Board. Individuals are not required to be Members before nomination to the Board. However, they must become Members if elected to serve on the Board.
2. Per the Bylaws, there must be a minimum of three (3) and there can be a maximum of eleven (11) serving Board Members.
3. It is expected that those Members nominating individuals for open seats on the Board will take into account the need to include Members with skills that are identified as important for the Board's activities, to ensure that the Board includes Members with a broad range of voices, and to address any imbalances in the composition of the Board.
4. Section 5.6 of [the organizations' Bylaws](#) details who may NOT be a Director.
 - A Person is not qualified to become or act as a Director if they are/have:
 - (a) under 19 years of age;
 - (b) declared by a court to be incapable of managing their affairs;
 - (c) an undischarged bankrupt; or
 - (d) been convicted in the past five years of an offence involving the promotion, formation or management of an organization; or fraud.
5. Board Members normally serve a two-year (2) term. A Member in good standing may stand for three (3) consecutive Board terms and is then required to step down for a minimum of one (1) year.

Nominations

1. **To stand for election, all candidates must be nominated by a Circus West Member in good standing, must agree to be nominated and must complete all pertinent Forms (included in this document). These forms must be received by Circus West no later than 15 days prior to the Annual General Meeting (AGM).**
2. At the AGM, the Members in good standing in attendance will be informed of confirmed candidate nominations put forward.
3. At the AGM, the Members in attendance elect new Board Members for open positions from the list of confirmed nominees.



Elections

At the AGM, the election process will be as follows.

1. The Chair of the Meeting will report on the current Board Members who will be continuing in their terms.
2. A Member of the Nominations Committee, or the Chair of the AGM, will present all nominees to the Members present at the AGM meeting.
3. *If there are fewer than or as many nominees as there are vacancies on the Board*, the AGM Chair will declare the nominees elected by acclamation.
4. *If there are more nominees than there are vacancies*, Voting Ballots will be prepared and distributed to Members attending the AGM. Members may vote for up to the number of vacancies on the same ballot. Ballots marked with more selections than the number of vacancies will be considered spoiled and will not be counted. Ballots marked with less than the number of vacancies will be considered valid and will be counted.
5. If used, Voting Ballots will be counted by a Member of the Nominations Committee or a Member of the Board. The election results will be presented by the AGM Chair by reading the successful candidate(s') name(s) in alphabetical order.
6. *If the Chair is a candidate for re-election to the Board*, they must hand the Meeting Chair to a Member who is not a candidate for re-election until the election is completed, and the results announced.



Directors' Obligations

As individual Directors, we are obliged to:

- Exercise the care, diligence and skill that a reasonably prudent person with similar knowledge and expertise would exercise in comparable circumstances ("duty of care").
- Act honestly and in good faith in the best interests of the organization ("duty of loyalty").

In short, Directors have an overall responsibility for the organization (not the day-to-day business) and the strategy for achieving its legal purpose. They need to understand why Circus West, a not-for-profit, exists, how it is legally structured, the interests of its stakeholders and how it manages the risks it faces.

It is expected that each Director will:

- Be punctual, respectful and honest
- Follow through on commitments
- Thoroughly read all information sent to them in a timely manner
- Refuse to give comments to the media unless they have been appointed Board Spokesperson
- At all times, maintain confidentiality and understand the responsibility associated with in-camera discussions
- Accept and support the majority decision - the discussion ends when the vote is called
- Resign when the pleasure, challenge, and satisfaction cease

Individually a Director will:

1. Act in the best interests of the organization
2. Understand the roles and responsibilities of being a Board Member
3. Be familiar with the organization's bylaws, policies and procedures, strategic plan, mission, etc.
4. Ensure to avoid conflicts of interest including operating in the best interest of the organization not in self-interest or the interests of a particular stakeholder group
5. Respect confidentiality policies that pertain to Membership and Board discussions
6. Keep informed about the organization's financial activity and legal obligations
7. Bring their skills, experience and knowledge to the organization
8. Attend Board meetings regularly, in person, and arrive prepared for meetings
9. Support Board decisions once they have been voted upon



Director Roles & Responsibilities

Collectively the Board will:

1. Hire and ensure that an effective senior management team is in place (i.e., CEO, Executive Director)
2. Participate in the development of a mission and strategic plan for the organization.
3. Maintain fiscal responsibility, including raising income, managing income, and approving and monitoring annual budgets.
4. Ensure transparency in all communication to Members, stakeholders and the public.
5. Evaluate the organization's work in relation to the strategic plan.
6. Evaluate the work of the Board of directors, ensure continuous renewal of the Board, and plan for the succession and diversity of the Board.

Board Director

- Approve, where appropriate, policy and other recommendations received from the Board, its internal standing committees and the CEO
- Monitor, review and update as needed the Board policies
- Review the Bylaws and Policies, and recommend Bylaw changes to the Membership
- Review the Board's structure, approve changes, and prepare necessary Bylaw amendments
- Participate in the development of the strategic plan and annual review
- Approve the organization's budget and review on a regular basis

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit. The Members of an internal committee may meet and adjourn as they think proper and the procedure at internal committee meetings shall be governed by their Terms of Reference and Robert's Rules of Order.

President

- Ensures the Board adheres to its Bylaws and Constitution
- Prepares the Board's agenda with input from Board Members and the CEO
- Chairs meetings of the Board
- Keeps the Board's activities focused on the organization's mission and vision
- Orients Board Members to the Board
- Ensure committee chairs are appointed if applicable; Serves as ex officio Member of committees and attends their meetings as/when needed

Vice President

- Assist the President in the execution of their duties, as needed, and will carry-out those duties in the absence of the President.

Treasurer

- Have a demonstrated ability and/or understanding of bookkeeping procedures
- Work in conjunction with staff
 - (i) To ensure that an annual budget is prepared
 - (ii) To ensure that funds are properly accounted for and a book of accounts is maintained to comply with the Societies Act
 - (iii) To ensure all reports and returns are submitted and retained to comply with governmental bodies (such as but not limited to the Income Tax Act and BC Gaming);
 - (iv) To ensure the rendering of a detailed account of receipts and disbursements to the Board or other Members when requested; and
 - (v) Assess all financial undertakings to ensure they are within the annual budget.

Secretary

- Responsible for the recording and retention of minutes of all meetings of the Society and the Board.
- Works in collaboration with the CEO and management staff to support the operational handling of records and filings as required, and operational responsibility for these tasks rests with management unless otherwise directed by the Board.

FORMS

For the 2025 AGM there are four (4) open director positions on the Board, and each is a two-year (2) term.

All candidates for nomination and election to the Board of Directors **MUST** complete all forms in this document and submit these to Circus West no later than 15 days prior to the stated AGM date.

1. Nomination Form, Part A & B
2. Candidate Information, Part A & B
3. Disclosure and Compliance Form
4. Code of Conduct Form



Nomination Form Part A

This portion must be completed by a Circus West Member in good standing as regards the individual candidate being nominated.

I, _____, a current Member of Circus West,
hereby nominate _____ for a seat on the Board of Circus
West Performing Arts Society.

Printed Name

Signature

Date



Nominee Form Part B - Acceptance

This portion must be completed by the nominee, who is a Circus West Member in good standing.

I _____ accept this Nomination and agree to sit on the Board of
Circus West Performing Arts Society if elected by the Membership.

I acknowledge that I have read the description of Board duties and responsibilities and understand the role of
the Board within Circus West. I have also truthfully completed, signed and submitted all the required forms.

_____	_____
Printed Name	Signature

Date



Candidate Information Part A

Full Name _____

Email _____ Cell _____

Address _____

Candidate Information Part B

Please answer all questions in full.

1. Please tell us about yourself (skills/knowledge you bring to the Board, professional background etc)



2. Why do you wish to serve on the Board of Directors?

3. Tell us your ideas for creating a cohesive team within the Board of Directors.



Disclosure and Compliance Form

I, _____ a candidate nominee for a seat on the Board of Circus West Performing Arts Society, hereby declare I have detailed all personal, employment and business relationships with the Society and its employees, suppliers, contractors and Directors below.

☐ No relationships

☐ The following relationship(s) (use another sheet if necessary):

I have disclosed all conflicts between myself and my personal interests and those of the Society below.

☐ No conflict of interest

☐ The following conflict(s) of interest (use another sheet if necessary):

I also declare that I will disclose and declare any future conflicts of interest as soon as they arise; and that I will comply with the Constitution and Bylaws of Circus West Performing Arts Society and any policies set by the Directors of the Society.

Printed Name

Signature

Date



Code of Conduct Form

As an elected Member of this Board:

- I will represent the interests of all stakeholders served by this organization as my priority, including during all participation in discussions and voting matters.
- I will maintain the confidentiality of the organization and all participants.
- I recognize that I am obligated to act in a manner which will bear the closest public scrutiny.
- It is my responsibility to contribute to the Board of directors any suggestions of ways to improve the organization's policies, standards, practices or ethics.
- I will not abuse my position as a Board Member by suggesting to any organization employee that I am entitled to or expect any special treatment beyond regular Members of the organization.
- I will offer un-conflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such as that to family members, advocacy or interest groups, and other Board or staff members.
- I will represent the Board's voice and policies regardless of my personal opinions.
- I will declare any conflict of interest, be it real, potential, or apparent, which is not immediately obvious regarding any matter being discussed in my presence during a meeting.
- If the Board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion and I will leave the meeting at the Board's request. I understand that the Board's decision will be recorded in the minutes, either with or without the reasons for the decision being also recorded.



- I understand that the following activities are considered by the organization to be conflicts of interest, and that conflicts of interest are not limited to the following situations:
 - A Director has a conflict of interest when that individual or their immediate family Member has a material personal interest, financial or otherwise, which may be closely or directly affected by a decision, transaction, or other action of the Society to which that Director is a party.
 - If a Director knows or reasonably ought to know they have a conflict of interest in a given matter before the Board, that Director must immediately disclose the nature of the conflict to the Chair as soon as practicable after they become aware of the conflict, potential conflict, or reasonable appearance of a conflict.
 - The conflicted Director may not vote on any matter to which their conflict applies, must refrain from attempting to influence a decision or action regarding said matter in any fashion, and must absent themselves for the portion of any meeting or from any deliberations in any other form relevant to such matter.
 - The conflicted Director shall be counted toward the quorum of any meeting of the Board at which the matter giving rise to the conflict is discussed.

Printed Name

Signature

Date _____