



# INFORMATION PACKAGE

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# BOARD POSITIONS

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## THE FACILITY

The Moree Artesian Aquatic Centre (the MAAC) is Moree's major tourist attraction and provides a relaxing and unique spa experience, soaking in the mineralised, thermal artesian waters is soothing for the body and rejuvenating for the soul. Located on Anne Street at the eastern entrance to Moree and within easy walking distance to the town centre, train station and much of Moree's accommodation, the MAAC is Moree's jewel in the crown.

The MAAC boasts a FINA compliant Olympic Pool, two Artesian Hot Pools which are naturally heated up to 40°C, a Program Pool which is heated to approximately 28°C (ideal for hydrotherapy, aqua aerobics and learn to swim) along with a resort style Wellness Centre featuring a sauna, an additional Artesian Hot Pool with spa beds and a plunge pool.

In addition to the spectacular Hidroplay and splash pad for the littlies, there is a 10m high waterslide for the young and the young at heart. There is a gym and café, which serves refreshments and light meals daily.

## THE COMPANY

The operations of the MAAC transferred from Council to a company limited by guarantee structure on 21 March 2013 forming Moree Artesian Aquatic Centre Limited (MAAC Ltd or the Company). The business of MAAC Ltd is managed by, or under the direction of, its Board of Directors (the Board) subject to the requirements of the *Corporations Act 2001* (the Act), its Constitution and its member in general meeting. The Act is Commonwealth legislation administered by ASIC and the Company's registration is recognised Australia wide.

It is a public company and has to comply with the laws in the Act that apply to such companies and is governed by a constitution. Registration of the Company created a legal entity separate from its member (the Council), the Company can hold property and can sue and be sued.

The MAAC is operated at an "arm's length" from the Council with operational decisions resting with the Company and its Board. The Council cannot compel MAAC Ltd to act in a particular way or take decisions in a particular

manner; the Company is a separate legal entity which must act in accordance with the legislative framework and its governance procedures. Council resolves a Community Service Obligation (CSO) payment each year in accordance with the Funding Agreement signed between the Company and the Council however the spending of this, and other income generated, is not a decision of the Council. Whilst still intrinsically linked with the Council, as the owner of the Asset and lessor of the site, the MAAC is run independently.

The aim of the Company is to provide quality swimming, recreational, health and wellness facilities, operating to ensure the widest possible choice of activities to all age and ethnic groups and promote the MAAC as a tourist attraction within the region in the most cost effective manner.

## THE POSITION AND ITS OBJECTIVE

<b>POSITION:</b>	Director (Board of Management)
<b>ORGANISATION:</b>	Moree Artesian Aquatic Centre Limited
<b>TERM:</b>	Four (4) Years
<b>DATE PREPARED:</b>	April 2017

## THE PERSON

### ROLES AND RESPONSIBILITIES

- Be honest and careful in dealings at all times
- Know what the Company is doing
- Make sure that the Company can pay its debts on time
- Ensure that the Company keeps proper financial records
- Use any information gained through the position properly and in the best interests of the Company.
- Question the Chief Executive Officer about how the business is going
- Regularly attend meetings and be an active participant
- Find out and assess how any proposed action will affect the Company's business performance.

### REQUIREMENTS OF OFFICEHOLDERS

You must not act as a director or secretary without court consent if you:

- are an undischarged bankrupt
- are subject to a personal insolvency agreement or an arrangement under Part X of the *Bankruptcy Act 1966* (Bankruptcy Act) that has not been fully complied with
- are subject to a composition under Part X of the Bankruptcy Act and final payment has not been made
- have been convicted of various offences such as fraud or offences under company law, such as a breach of your duties as a director or insolvent trading. If you have been convicted of one of these offences you must not manage a company within five years of your conviction. If imprisoned for one of these offences, you must not manage a company within five years after your release from prison
- are less than 18 years old.

If you become bankrupt, enter into a personal insolvency agreement or are convicted of a relevant offence at a time when you're a director or secretary then you automatically lose that office. The company must then notify ASIC that you're no longer a director or secretary of the company. For more information, see Information Sheet 14 *Bankruptcy and personal insolvency agreements* on the ASIC website.

## LEGAL DUTIES OF OFFICEHOLDERS

Generally, in addition to the requirement to ensure compliance with general and specific laws applying to your company's operations, your primary duty is to the shareholder (in this case the Council). However, if your company is insolvent, or there is a real risk of insolvency, your duties expand to include creditors (including employees with outstanding entitlements).

General duties imposed by the Act on directors and officers of companies include:

- the duty to exercise your powers and duties with the care and diligence that a reasonable person would have which includes taking steps to ensure you are properly informed about the financial position of the company and ensuring the company doesn't trade if it is insolvent
- the duty to exercise your powers and duties in good faith in the best interests of the company and for a proper purpose
- the duty not to improperly use your position to gain an advantage for yourself or someone else, or to cause detriment to the company, and
- the duty not to improperly use information obtained through your position to gain an advantage for yourself or someone else, or to cause detriment to the company.

As well as general directors' duties, you also have a positive duty to prevent your company trading if it is insolvent. A company is insolvent if it is unable to pay all its debts when they are due. This means that before you incur a new debt, you must consider whether you have reasonable grounds to suspect that the company is insolvent or will become insolvent as a result of incurring the debt.

An understanding of the financial position of your company only at the time you sign off on the yearly financial statements is insufficient. You need to be constantly aware of your company's financial position.

Your company must keep adequate financial records to correctly record and explain transactions and the company's financial position and performance. A failure of a director to take all reasonable steps to ensure a company fulfils this requirement contravenes the Act.

For the purposes of an insolvent trading action against a director, a company will generally be presumed to have been insolvent throughout a period where it can be shown to have failed to keep adequate financial records.

(Source: <http://asic.gov.au/regulatory-resources/insolvency/insolvency-for-directors/directors-what-are-my-duties-as-a-director/>)

## FUNDING ARRANGEMENTS OF THE COMPANY

Notwithstanding the above, in the Funding Agreement between the Council and the Company, the Council warrants to the Company and its Directors that upon request from the Company, it will pay any moneys due and owing by the Company incurred in running the business, whether directly or indirectly incurred, that cannot be met from cash flow of the Company. This means that, where the Directors believe the Company is likely to trade insolvently, the Council will cover the costs to ensure this does not occur.

## REQUIRED SKILLS

- Relevant experience in at least one of in the following disciplines: legal, recreation/leisure industry, marketing, finance, business, tourism, facility management and/or health and wellness.
- Ability to think critically and problem solve with sound judgement
- Strategic Vision
- Understanding of governance issues
- High standard of personal integrity

- Ability to work collaboratively and cooperatively within a team
- Ability to maintain confidentiality
- Understanding of the wider interests of Council and the Company.

Whilst not required, it is desirable for nominees to have completed a Company Directors Course or have a willingness to complete one.

## REMUNERATION

Membership on the Board of Directors is voluntary and will not attract financial compensation. Reasonable travel costs of those not residing within Moree will be met.

## SELECTION PROCESS

The Council will review all nominations at the Ordinary Council Meeting to be held 25 May 2017. Nominees selected for a position on the board will be contacted by phone within one (1) week of the meeting, the unsuccessful nominees will be notified in writing within two (2) weeks.

## HOW TO NOMINATE FOR A BOARD POSITION

Those interested in a position on the Board should provide the completed nomination form and a copy of their curriculum vitae over the counter at Council's Customer Service Centre, Level 2, 30 Heber Street with attention to Alice Colbran or via email to [alice.colbran@mpsc.nsw.gov.au](mailto:alice.colbran@mpsc.nsw.gov.au). The closing date for receipt of nominations is **5.00pm on Friday, 19 May 2017**.

## MAAC MANAGEMENT STRUCTURE

The organisational chart on the next page summarises the current key management positions for the MAAC and this may be amended as required by the MAAC Board of Management.



## ORGANISATION STRUCTURE

