



Corporate Governance Statement

1. The Australian Copyright Council is a company limited by guarantee. The Council is not for profit, and receives a significant part of its income from government funding. The Council has members, which are organisations whose own members are creators or owners of copyright material, or performers.
2. The Council's main aims are:
 - to assist creators and other copyright owners to exercise their rights effectively;
 - to raise awareness about the importance of copyright;
 - to identify and research areas of copyright law and practice that are unfair;
 - to seek changes to law and practice to enhance the effectiveness and fairness of copyright; and
 - to foster cooperation amongst bodies representing creators and owners of copyright.

Election and appointment of directors

3. The Board consists of a chair, two vice-chairs, a treasurer and a maximum of five other directors.
4. At each Annual General Meeting, affiliated organisations elect a maximum of seven directors. Each elected director must be a representative of an affiliated organisation, and have been nominated by two other representatives of affiliated organisations.
5. The elected directors may appoint a representative of an affiliated organisation to fill a casual vacancy. In addition, the elected directors may appoint any person as an additional director, provided the total number of directors does not exceed nine.
6. Each director must retire at the following Annual General Meeting, but may be re-nominated for election or re-appointed.

Board's responsibilities

7. The principal functions of the Board are:
 - a) to review and approve the Council's strategic objectives;
 - b) to review and approve the Council's position in relation to various policy issues, and the relative priority of those issues for the Council;
 - c) to review and approve the annual budget;
 - d) to ensure that systems are in place to monitor and control:
 - i) compliance with the law and ethical standards;
 - ii) financial performance;
 - iii) accountability to members and funding bodies;
 - e) to appoint the Executive Officer, and determine the Executive Officer's remuneration.
8. The Directors recognise that the Council's main responsibility is to creators of copyright material and performers, in particular those who are members of member organisations. The Directors also recognise the Council's responsibility to other stakeholders, in particular:
 - other members of member organisations;
 - the member organisations themselves; and
 - funding bodies.
9. Directors may present the views of the organisations they represent to the Board, but acknowledge their legal duty as Directors to act in the best interests of the Council.

Remuneration subcommittee

10. The remuneration subcommittee reviews and makes recommendations to the Board about remuneration and other employment conditions applicable to the Executive Officer.

General expectations of Directors

11. Directors recognise that they are expected:
- a) to avoid putting themselves in a position where there is a real or potential conflict of interest, and to disclose a conflict of interest should it arise;
 - b) to act in the best interests of the Council, rather than any sectional interest;
 - c) to act with discretion and maintain confidentiality;
 - d) to have a genuine interest and a desire for the Council to succeed and, where appropriate, to promote the Council to others;
 - e) to read and analyse Board papers, and attend meetings;
 - f) to consider strategic issues and make a positive contribution to decision making; and
 - g) to periodically review their performance as Directors and as a Board.

Independent advice

12. Directors may seek independent professional advice, at the expense of the Council, after first securing the consent of the Chairman or Executive Officer, such consent not be unreasonably withheld. The first point of contact for advice is the Chairman, the Executive Officer or the Company Secretary.

Privacy, confidentiality and accountability

13. In general, the Council adopts open and accountable administration. However, the Council has a duty of confidence to people to whom it gives advice, and also respects the confidentiality of certain other information made known to in the course of its activities, and the privacy of individuals. Directors undertake not to seek information in this category unless absolutely necessary to the performance of their duties and only then with the consent of the Board.

Libby Baulch
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