

DOOLEYS Lidcombe Catholic Club Limited

Mandatory Training By-law – Directors and Candidates for Election

(By-law 2021-01)

This is a Mandatory Training By-law pursuant to Rules 45, 68 and 69 of the Club's Constitution and is subject to and does not limit those Rules.

1. By-laws 2013-01, 2015-01, 2018-01 and 2019-01 are repealed and replaced by this By-law as from 11th August 2021.
2. This By-law applies to every candidate for election as a director of DOOLEYS, and to every director of DOOLEYS.
3. A candidate for election to the Board must have successfully completed the following three modules of the Certificate in Governance for Not-for-Profits offered by the Governance Institute of Australia Limited:
 - (a) Not-for-Profit Financial Management,
 - (b) Not-for-Profit Officers, Directors and the Board, and
 - (c) Not-for-Profit Regulatory Compliance.
4. A candidate must achieve that qualification requirement as follows:
 - (a) each module must be completed in one session of not more than two hours for that module;
 - (b) the candidate must complete the online modules:
 - (i) by prior arrangement through the office of the CEO, either at the Club's premises or via an online proctoring platform but only where the Club's premises cannot be accessed due to closure or unforeseen circumstances and as otherwise approved by the Board
 - (ii) in the presence of an invigilator appointed by the Board or (in the absence of a Board appointment), by the CEO and the appointed invigilator must supervise and monitor the candidate for the full duration of each module session, and
 - (iii) With reference only to authorised materials as prescribed by the Governance Institute (if any).
 - (c) Where the candidate completes any online module at the Club's premises, the candidate must not use or bring unauthorised materials or other electronic devices into the designated room;
 - (d) Where the candidate completes any online module via an online proctoring platform, the candidate may only use electronic devices as approved prior to commencement of the module session and the candidate is otherwise required to verify that no person has assisted them in completing the online module, they do not have access to, and have not used any unauthorised materials or electronic devices in completing the online module; and
 - (e) all three online modules must be successfully completed before a candidate's nomination for the relevant election is lodged.
5. However, a candidate for election is exempt from that mandatory pre-nomination training qualification requirement:
 - (a) if they are or previously have been a director of the Club, or
 - (b) if (and to the extent that) the requirement has been waived in their case pursuant to Rule 69 of the Club's Constitution; or

- (c) if the required qualification has been varied pursuant to Rule 69 and they have met the varied requirement.
6. The Club will pay or reimburse a bona fide candidate standing for election for the first time after the date of this By-law who is duly nominated and otherwise eligible for election for fees for a single attempt at each module. The Club will not pay or reimburse fees for any second attempt, or for any further module if a candidate fails to successfully complete a module.
7. (a) In addition to the requirement in 4. above, each person elected as a director of DOOLEYS is also obliged to meet the requirement stated in 8. below, if they have not already done so.
- (b) This additional requirement must be completely satisfied by an individual within one year of first being elected as a director.
- (c) However, an individual who already has experience as a director of DOOLEYS by having continuously been a director at any time for a period of at least five years is exempt from this additional requirement.
- (d) This additional requirement can only be waived or varied in relation to a particular director where:
- (i) there are exceptional circumstances (and that may include taking account that the particular director already has director training and skills by virtue of an existing qualification or past experience); and
 - (ii) the waiver or variation is approved by a resolution of the Board in respect of which at least a majority of the directors then in office vote in favour.
8. The additional requirement is that each director (unless exempted under 7(c) above) must attend the Australian Institute of Company Directors' (**AICD**) Company Directors Course (**Course**) and qualify to use the GAICD post nominal qualification and a candidate must achieve that qualification requirement as follows:
- (a) participation in the Course must be by satisfactory personal attendance at all five days of the presentation of the Course;
 - (b) each of the two online Course examinations must be completed in one session for each examination and within the lesser of – the times prescribed by the AICD; or in the case of the first module within one hour and in the case of the second module within 105 minutes;
 - (c) the candidate must complete each of the Course examinations from the Club's premises of the Club by prior arrangement through the office of the CEO and in the presence of an invigilator who must remain with the candidate throughout in order to demonstrate that the candidate completes the module only by their own efforts, the invigilator being appointed by the Board or (in the absence of a Board appointment), by the CEO;
 - (d) the candidate must complete the Course examinations with reference only to authorised materials as prescribed by the AICD (if any) - the candidate must not bring unauthorised materials or other electronic devices into the room; and
 - (e) the candidate must complete the stipulated Course assignment independently by their own efforts without outside assistance or plagiarism.
9. (a) The Club will pay or reimburse any director (including a director who already meets the mandatory training requirement by virtue of past experience on the Board or because the requirement has been waived or varied for them) for the direct costs involved for their first participation in the Course and sitting for the Course examinations and submitting a Course assignment.
- (b) A director is not entitled to payment of or reimbursement for the costs of a second attendance at the Course.

(c) A director is not entitled to payment of or reimbursement for the costs of a second attempt at a Course examination or at the Course assignment except where (in extraordinary circumstances) that is approved by resolution of the Board in respect of which at least a majority of the directors then in office vote in favour.

10. A director who does not comply with a mandatory training requirement is automatically disqualified from continuing as a director - Rule 72 of the Club's Constitution.

Adopted by resolution of the Board on 10th August 2021