

DOOLEYS Lidcombe Catholic Club Limited

Mandatory Training By-law – Directors and Candidates for Election; also Mandatory Participation in Annual Director Review

(By-law 2023-01)

1. By-law 2022-04 is repealed and replaced by this By-law as from the date on which this By-law is adopted.
2. This By-law applies to every candidate for election as a director of DOOLEYS, and to every director of DOOLEYS.
3. Not least, 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 or Rule 73(b).

Candidates for election: nomination period

4. Including for the purposes of this By-law, the Board each year must appoint the date of the next Annual General Meeting, and a Returning Officer for the election of members of the Board, at least 10 weeks in advance of the appointed date.
5. The period for nominations for election to the Board at a particular election only opens when nominations are called for by the Returning Officer – which under the Club's Constitution must be not less than nine weeks before the upcoming Annual General Meeting.
6. The Returning Officer may issue the call for nominations by a general notice to Ordinary and Life members published in such manner as the Returning Officer determines appropriate - which may be by the display of an appropriate notice at the Club's licensed premises.
7. It is noted that under the Club's Constitution, the period for nominations for election to the Board at a particular election closes seven weeks before the date of the upcoming Annual General Meeting - at 5pm or such other time fixed by the Returning Officer on that day.

Candidates for election: mandatory pre-nomination training requirement

8. A candidate for election to the Board must at the time that they are nominated have successfully completed the following three modules of the Certificate in Governance for Not-for-Profits offered by the Governance Institute of Australia Limited (**Governance Institute**):
 - (a) Not-for-Profit Financial Management;
 - (b) Not-for-Profit Officers, Directors and the Board; and
 - (c) Not-for-Profit Regulatory Compliance.

Candidates for election: manner and timing of satisfaction of mandatory pre-nomination training requirement

9. A candidate must achieve the qualifications to meet that 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) during the period for nominations for the particular election;
 - (ii) by prior arrangement through the office of the CEO, at the Club's premises or - if the Club's premises cannot be accessed due to closure or unforeseen circumstances and if approved by the Board - via an online proctoring platform;

- (iii) 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
- (iv) 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 any unauthorised material or other electronic device 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 must verify that no person assisted them in completing the online module and that they did not have access to or use any unauthorised material or electronic device 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.

Candidates for election: exemption from mandatory pre-nomination training requirement

10. However, a candidate for election is exempt from that mandatory pre-nomination training qualification requirement if at the time of their nomination:
 - (a) they are or previously have been a director of the Club (but this exemption doesn't apply if they were previously a director only because they were appointed to fill a casual vacancy or as an additional director, rather than elected);
 - (b) they provide reasonable evidence that they completed the requirement in the relevant nomination period prior to either of the two preceding Annual General Meetings;
 - (c) the requirement has been waived in their case pursuant to Rule 69 of the Club's Constitution (but in that case, only to the extent waived); or
 - (d) the required qualification has been varied pursuant to Rule 69 and they have met the varied requirement.
11. The Club may pay on behalf of a bona fide candidate intending to stand for election (and must reimburse a candidate who is duly nominated and otherwise eligible for election for), fees for a single attempt at each module during the nomination period. The Club will not then or in the future, pay or reimburse fees for any second attempt or for any further module if a candidate fails to successfully complete a module.

Appointed directors

12. Without limiting the other provisions of this By-law, a director who is appointed to the Board either to fill a casual vacancy or as an additional director must satisfy the mandatory pre-nomination training requirement in accordance with 8 and 9 above (and within the time period specified there, calculated with reference to the relevant nomination period), before nominating for subsequent election to the Board.

Mandatory training requirement for newly elected directors

13. (a) In addition to the requirement in 8 above, each person elected as a director of DOOLEYS is also obliged to meet the requirement stated in 14 below, if they have not already done so.
- (b) This additional requirement:
 - (i) does not apply to a person who is appointed as a director rather than elected – where they are appointed by the Board as a director either to fill a casual vacancy or as an additional appointment pursuant to Rule 52; but
 - (ii) does apply to such a person if subsequently they stand for election and are elected as a director for a further period.

- (c) This additional requirement also does not apply to a director who at the date of this By-law 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.
 - (d) This additional requirement must be completely satisfied by an individual within one year of first being elected as a director.
 - (e) 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 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 other directors then in office vote in favour.
14. The additional requirement is that a director must attend the Australian Institute of Company Directors' (**AICD**) Company Directors Course (**Course**) and qualify to use the GAICD post nominal qualification and in meeting that requirement the director must:
- (a) duly and fully participate in the presentation of the Course, based on the particular attendance format selected by the director from those offered by the AICD;
 - (b) complete each of the two online Course examinations 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) 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 director 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) complete the Course examinations with reference only to authorised materials as prescribed by the AICD (if any) - the director must not bring unauthorised materials or other electronic devices into the room; and
 - (e) complete the stipulated Course assignment independently by their own efforts without outside assistance or plagiarism.
15. (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 there are exceptional circumstances and that is approved by resolution of the Board in respect of which at least a majority of the other directors then in office vote in favour.

Attendance at Annual Conferences at the expense of the Club

16. This clause 16 applies in relation to attendances at the annual conferences offered by the AICD, Governance Institute or ClubsNSW, or at any other conference or similar activity separately designated by the Board for this purpose (**Annual Conferences**).
- (a) The Club will only pay any of the expenses of a director for attendance at an Annual Conference where the following requirements are met, to demonstrate that the director has continued to progress their own professional education such that they are likely to also be most receptive to,

and in the interest of the club to bring back most benefit from, further training through attendance at the particular Annual Conference.

- (i) The Board resolves to do so in the interests of the Club and also having determined that it is reasonable in all the circumstances for that to happen (within the meaning of section 10(6)(a) of the *Registered Clubs Act*, that requires that should only happen in circumstances where the Authority would be of the opinion that is reasonable in all circumstances).
- (ii) Each particular expense is reasonable in all the circumstances and the director provides supporting documentation to the reasonable satisfaction of the Club and the Club's auditor.
- (iii) The director has demonstrated to the reasonable satisfaction of the Board that the director has already accrued in aggregate at least 20 Director Professional Development (DPD) points under the AICD scheme (or equivalents accrued as a result of training through the Governance Institute or other Approved Training, aggregating all points):
 - (A) in the case of a new director – in the period of 12 months since their election or appointment; and
 - (B) in the case of a continuing director, in the previous 12 months (but excluding points for attendance at any Annual Conference during that period).
- (b) The Board by ordinary resolution from time to time determines:
 - (i) training through other providers (such as but not limited to the Club's auditors and solicitors, and other club advisory firms), that is approved training for these purposes (**Approved Training**); and
 - (ii) what relevant equivalent DPD points are recognised for these purposes for training through the Governance Institute or for other Approved Training.

RSA and RCG Certification

17. Each director must:

- (a) in the case of a director in office at the date of the adoption of this By-law, within 12 months of the date of the adoption of this By-law and if not already so-qualified; and
- (b) in the case of a newly elected director at any time, within 12 months of their first election; and
- (c) in any event, when otherwise so required by law or the ClubsNSW Club Gaming Code of Practice (**Code**),

qualify for and thereafter maintain current RSA and RCG certification; and

the Club will reimburse the out-of-pocket costs for a director for duly and successfully obtaining or maintaining certification.

Responsible Gambling Oversight Training

18. Each director must:

- (a) in the case of a director in office at the date of the adoption of this By-law, within 12 months of the date of the adoption of this By-law and if not already so-qualified; and
- (b) in the case of a newly elected director at any time, within 12 months of their first election; and
- (c) in any event, when otherwise so required by law or the Code,

successfully complete the Responsible Gambling Oversight Training within the meaning of and in accordance with the requirements of the Code and

in addition from time to time also must promptly undertake any other training or updating required by the Code and do so in compliance with any timeframe specified in the Code; and

the Club will reimburse the out-of-pocket costs for a director for duly and successfully undergoing that training.

AML/CTF Training

19. Each director must:

- (a) in the case of a director in office at the date of the adoption of this By-law, within 12 months of the date of the adoption of this By-law and if not already so-qualified; and otherwise
- (b) in the case of a newly elected director at any time, within 12 months of their first election; and
- (c) in any event, when otherwise so required by law or the Code,

successfully complete any training, and obtain any certification, required by or in order that the Club comply with the requirements of AML/CTF legislation from time to time and do so in compliance with any timeframe specified in the legislation; and

the Club will reimburse the out-of-pocket costs for a director for duly and successfully undergoing that training or obtaining that certification.

Mandatory training requirements of legislation

20. The various requirements specified above are additional to the mandatory training requirements under legislation. Each director, whether elected or appointed, must also comply with their mandatory training obligation under clause 26 of the *Registered Clubs Regulation* unless exempted under clause 28 of that regulation.

Proof

21. A candidate or director must promptly produce to the Board any evidence that the Board reasonably requires in connection with the candidate or director meeting the requirements of this By-law.

Potential for disqualification

22. A director who is not in compliance with a mandatory training requirement for directors specified in this By-law (including the mandatory training requirement under legislation) is automatically disqualified from continuing as a director - Rule 72 of the Club's Constitution.

Changes

23. Where there is any change in or substitution for, any underlining training or certification provision or requirement referred to above, then this By-law is to be read as if it refers to the changed or substituted requirement and with the other minimum necessary changes.

Resolving any uncertainty

24. In any case where there is uncertainty about the interpretation or application of this By-law, the Board may resolve the uncertainty by resolution and the Board's resolution in each such case is final.

Variation or relaxation of requirements

25. The Board's powers of waiver, variation and relaxation under the provisions of Rule 69 in the Club's Constitution, continue to apply.

Mandatory participation in annual director review

26. If and when so resolved by the Board from time to time, the Board will organise and each director must participate in, an annual review of the contribution, performance and training record of each director in the previous period. An annual review may be a peer review or carried out with the assistance or facilitation of an external person or organisation, as the Board determines from time to time.

Adopted by resolution of the Board on 25th July 2023