

# **DOOLEYS Lidcombe Catholic Club Limited**

## **Mandatory Training By-law – Directors and Candidates for Election**

### **(By-law 2018-01)**

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 By-laws 2013-01 and 2015-01 are repealed and replaced by this By-law as from the date that this By-law is adopted by the Board.
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:
  - Not-for-Profit Financial Management,
  - Not-for-Profit Officers, Directors and the Board, and
  - Not-for-Profit Regulatory Compliance.
4. A candidate must achieve that qualification requirement as follows:
  - each module must be completed in one session;
  - the candidate must complete the modules at the main premises of the Club by prior arrangement through the office of the CEO and in the presence of an invigilator appointed by the Board or in the absence of a Board appointment, by the CEO; and
  - all three modules must be 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 if they are or previously have been a director of the Club, or if (and to the extent that) the requirement has been waived in their case pursuant to Rule 69 of the Club's Constitution or 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) Any person elected as a director of DOOLEYS is also obliged to meet the requirement stated in 8. below within one year of first being elected as a director if they have not already done so.  
  
(b) The 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. It is a requirement that each director must either:
  - (a) have experience as a director of DOOLEYS by having continuously been a director for at least the last five years, or
  - (b) attend the Australian Institute of Company Directors' Company Directors Course (**Course**) and complete the course assignment and examination and receive the Course award and GAICD post nominal qualification - participation in the course must be by satisfactory personal attendance, not online.
- 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 examination.
  - (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 the Course exam 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 the 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 28<sup>th</sup> August 2018