



DORRIGO MEMORIAL R.S.L. CLUB Co-op Ltd

INTRODUCTION

Nominees must be aware that their responsibilities and actions as a Director are covered by but not limited to the following Acts:

[Corporations Act 2001 \(Commonwealth\)](#)

[Registered Clubs Act 1976 \(NSW\)](#)

[Gaming Machines Act 2001 \(NSW\)](#)

[Co-operatives Act 1992 \(NSW\)](#) and the [Co-operatives Amendment Act 1997](#)

[Anti-Discrimination Act 1977 \(NSW\)](#)

[Privacy Act 1988 \(Commonwealth\)](#)

The Club is also bound to comply with:

[Clubs NSW Code of Practice](#)

(Where there is any conflict or inconsistency between the Code and any Commonwealth or State legislation or regulation, that legislation or regulation will prevail to the extent of the conflict or inconsistency.)

[Rules \(Constitution\)](#) of the Dorrigo Memorial RSL Co-operative Ltd

(Available on request.)

ATTENDANCE

Directors are expected to attend all Board meetings, Special Board Meetings, Annual General Meetings and Special General Meetings. If a Director is unable to attend meetings for an extended period, it is in the club's best interest for that Director to step down and allow their position to be filled as a casual vacancy.



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THE PROCESS & CHECKLIST

- Nominations for the positions of Director will be **open 21 days before** the AGM.
- Incomplete nomination forms will be returned for completion within 2 days of submission, so it is advisable to get nominations in early.
- Nominations will **close 7 days before** the AGM.
- Nominations will then be posted on the Club Notice Board.
- Once nominations are posted they cannot be withdrawn.

The Nomination Pack should be read completely.

Fill out the Nomination Form in full.

Fill out the Summary of Qualifications sheet and attach to the Nomination Form.

Return both sheets to the Club in the specified time.



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MANDATORY TRAINING

As a Director of the Dorrigo Memorial RSL Club Co-operative Ltd, it is a requirement of the position to agree to undertake external training to comply with the legislation regarding mandatory Director Training which came into effect on July 1, 2013.

These mandatory training modules provide the information Directors need to fulfil corporate governance training compliance.

They are:

Director Foundation & Management Collaboration: Directors, CEOs and emerging leaders learn about the complex role and responsibilities of a director, as well as important aspects of good corporate governance. Understanding of legislation, strategic and succession planning as well as compliance requirements, are essential elements for directors.

Finance for Club Boards: Financial literacy is a key skill for directors and CEOs in the governance and management of their clubs. To make smart board decisions, directors need to understand balance sheets, profit and loss statements, cash flow budgets and key industry ratios. Participants are shown the importance of aligning financial reporting to strategic planning.



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DIRECTORS DUTIES

Directors must carry out their duties in compliance with all applicable laws including the Corporations Act, Dorrigo Memorial RSL Club Co-op. Ltd Rules (Constitution) and By-Laws, the Club Code of Practice Guidelines and all Club policies and procedures. In discharging his/her duties, each Director must:

- Exercise care and diligence.
- Inform themselves about the subject matter of a decision to the extent they reasonably believe to be appropriate.
- Act in good faith in the best interests of the Club.
- Not improperly use his/her position or misuse information of the Club.
- Maintain Board confidentiality at all times.
- Commit the time necessary to discharge his/her role as a Director.
- Not to allow the Club to operate while insolvent.
- Engage in ongoing skill development in relation to their role as a Director.
- Declare any “material personal interest” or pecuniary/financial interest they have in the affairs of the Club. A Director must not permit a possible or actual conflict of interest to arise between a duty owed to the club and a duty owed to another person or organisation. A Director is prohibited from voting on any matter in which that Director has a “material personal interest” and from being present at a meeting of the board while that matter is being considered. Some examples of “material personal interest” are:
 - ✓ Where a Director is elected to a committee or internal club.
 - ✓ Where a Director has an interest in a competitive business such as a hotel, restaurant, bottle shop or another club.
 - ✓ Where a Director is an office holder of an internal club or external organisation which has or is likely to make a request to the Board for funding of its activities.
- Once a resolution is passed, that resolution becomes a resolution of the Board. An individual Director who may have voted against a particular resolution is bound by that resolution and will not publicly speak against the resolution.



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ELIGIBILITY OF DIRECTORS

Under *Rule 60: Qualifications of Directors* of the 'Rules of the Club' a person shall not be elected as a Director of the co-operative unless the person is an active member of the co-operative and is eligible under *Rule 18: Qualifications for Membership*. A member who is an employee of the co-operative is not eligible to hold office as a Director. (1 director is appointed by the Dorrigo RSL Sub-Branch to represent their interests)

Rule 18 paraphrased simply means that the member must be a financial member.

Other persons who are ineligible are:

- An undischarged bankrupt.
- Persons who have been convicted of an offence involving dishonesty.
- A person who has been convicted of an offence that concerns the making, or participation in the making of decisions that affect the whole or a substantial part of the business of a company.
- A person who by order of the Supreme Court is prohibited from being a director of a company or the club.
- A person who the Independent Liquor and Gaming Authority has declared as being ineligible to stand for election or to be appointed to hold office as a director of the Club.

Under the latest legislation from 5 April 2022, intending new Directors must apply for a Directors Identification Number (DIN) **before being appointed**. This means that although elected to the Board new members cannot be appointed and sit on the Board until this process has been instigated.



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Directors Nomination Form

This section to be filled out by the NOMINEE / CANDIDATE (The person seeking election)

Full name

Full Residential Address

Phone Number(s)

Member Number

Email Address

I HEREBY ACCEPT THE NOMINATION FOR A POSITION ON THE BOARD OF DIRECTORS. I DECLARE THAT I HAVE RECEIVED, READ AND UNDERSTOOD THE INFORMATION ON THE DUTIES OF A DIRECTOR OF THE CLUB & AGREE TO UNDERTAKE ALL THE REQUIRED TRAINING IF I HAVE NOT ALREADY DONE SO.

Signature of Candidate

Date

PROPOSER

I (Full Name)

Full Residential Address

Phone Number(s)

Member Number

HEREBY NOMINATE THE CANDIDATE FOR A POSITION ON THE BOARD OF DIRECTORS OF THE DORRIGO MEMORIAL RSL CLUB Co-op Ltd

Signature of Proposer

Date

SECONDER

I (Full Name)

Full Residential Address

Phone Number(s)

Member Number

HEREBY SECOND THE CANDIDATE FOR A POSITION ON THE BOARD OF DIRECTORS OF THE DORRIGO MEMORIAL RSL CLUB Co-op Ltd

Signature of Seconder

Date



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SUMMARY OF QUALIFICATIONS

This space is to let members know something about you with a short summary of your employment status and any relevant experience such as studies, business experience, directorships etc. Also a few words as to why you should be elected to the board. This will be read out as your introduction prior to voting. You are not personally required to read this out. This is not the place to denigrate or slander past or present board members, organisations, staff or other club members.