



# By-Laws

ORANGE EX-SERVICES CLUB | MARCH 2024

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# 1. CODE OF CONDUCT

## Introduction

A person who accepts the office of Director of this Club accepts the responsibilities imposed under the various legislation governing the Club industry, the Constitution of the Club, the By-Laws of the Club, Industry Codes of Practice, and Club Policies.

This information is provided as a guide to Directors to guide them in the fulfilment of their duties and to encourage responsible behaviour by Directors and Management. Understanding of the requirements of the role of a Director will assist in ensuring the Directorship is both productive for the Club and rewarding for the individual directors.

Each person who nominates as a Director of this Club will be provided with a copy of this document and will be required to sign a Statutory Declaration to indicate that they are aware of their responsibilities as a Director of this Club.

In particular, by the signing of such Statutory Declaration each person agrees to be legally bound by the requirements of the Corporations Act 2001, the Registered Clubs Act 1976 and Regulations thereto, the Liquor Act 2007, the Gaming Machines Act 2001 and Regulations thereto, the Constitution of this Club and other legislation which impacts on the Club including but not limited to legislation relating to employment, anti-discrimination, anti-money laundering, taxation, Privacy and environmental legislation.

## The Role of the Board

- A Director must at all times act honestly in the exercise of his/her duties as a Director.
- The Role of the Board is to govern the Club. i.e. to formulate the policies under which the Club operates and monitor performance of the Club within this framework.
- Directors must not become involved in the day to day operation of the Club; this is the role of the Chief Executive Officer. Particularly it should be noted that directors have no authority to interact with staff regarding operational matters.
- Any approaches directly from staff to an individual Director in relation to operational matters must be directed to the appropriate Manager of the Club or the CEO.
- The role of a Director, as a member of the Board of Directors, is to monitor the Management of the Club by comparison of Club performance against pre-determined Key Performance Indicators, Plans and Budgets and conformance with the guidelines set by the Board.

- A Director acting alone has no authority or power unless the Board has specifically delegated a particular task or responsibility to that Director.
- A Director can only exercise power when acting as part of the Board of Directors or an approved Sub-committee of the Board.
- A Director must act in the best interests of the Club as a whole. This is irrespective of the fact that the Director may have been elected from a particular interest group of the Club i.e. internal sporting sub-club, RSL Sub-Branch, etc.
- The Board must conduct the affairs of the Club in the best interests of the Club and the members as a whole and in accordance with the Constitution of this Club.

### Legal Entity

- The Club is a Public Company limited by the Guarantee of its members. This means that the liability of the members is limited to the amount specified in the Club's Constitution. The principle of Limited Liability extends to a Director of the Club, in some circumstances. For example, a Director who acts in good faith and exercises reasonable care and diligence in the performance of his/her duties will be afforded protection against personally liable for the acts and omissions of the Club.
- In situations of insolvency, Directors may be held personally liable for losses suffered by creditors or other parties. The legislation may impose personal liability on an individual Director as well on as the Club depending on the particular circumstance.
- The Club holds Directors and Officers Insurance which indemnifies a Director against the costs of successfully defending a claim for Breach of Duty of Care as a Director. The Club is prevented from insuring a Director against a willful breach of your Duty as a Director of the Club.

### Directors Duties – Corporations Act

The Corporations Act 2001 sets out the prime duties of a Director under the following sections: Section 180 (1) - Duty to act with Care and Diligence.

- Directors must discharge their responsibilities with the amount of care and diligence appropriate to their role and the circumstances of the Club.

- It is the responsibility of the individual Director to possess the basic skill to be able to perform their role as a Director.
- Should a Director of this Club believe they lack a particular skill, it is expected that they will contact the CEO and arrange for training in this matter.

### **Sections 181 & 182 - Duty to Act in Good Faith**

- A Director must exercise their powers in good faith in the interests of the Club and for the purpose for which they are intended i.e. in the best interests of the Club as a whole.

### **Section 183 - Improper Use of Position and Information**

- A Director must not improperly use their position to gain an advantage for themselves or someone else, or cause detriment to the Club.
- As such, a Director who provides confidential information discussed at Board or Board Committee meetings to persons not present or entitled to be in attendance at such a meeting is in breach of this legislation and can be held personally liable for any detriment caused to the Club by this breach of confidentiality. Example - disclosing details of competing tenders to other parties who would benefit from this knowledge.
- A Director must not make improper use of his/her position to gain directly or indirectly an advantage for themselves or any other person or to cause detriment to the Club. Example - a Director using their position as a Director to instruct an employee of the Club to breach the Club's Responsible Service of Alcohol Policy.

### **Section 588G - Duty to Prevent Insolvent Trading**

- The definition of "Solvency" is being able to pay debts as and when they become due and payable.
- A Director who knowingly allows the Club to enter into transactions to purchase or obtain goods on credit when the Club is unable to pay for the goods or service as and when the debt is due may be personally liable for any such debts or loss to the provider.
- It is the duty of the Director to take all reasonable steps to prevent the Club incurring debts if there are reasonable grounds for suspecting that the Club may not be able to pay these debts when they fall due.

- This requires Directors to ensure that Financial Statements are up to date and present an accurate picture of the financial position of the Club. The Director must be able to understand the Financial Statements in order to make informed decisions as to the financial capacity of the Club prior to incurring debt.
- Ignorance is no defence to insolvent trading. As a director, you are expected to understand the financial position of the Club and take this into account in the decision making process with regard to borrowing funds or entering into other financial commitments.
- Directors are also required to regularly monitor and review the financial situation of the Club. Should circumstances occur that reduce the financial capacity of the Club to service its commitments into the future, such as increase in Gaming Taxation, it may be necessary to make amendments to operations or financial arrangements to ensure the Club is positioned to continue to meet its financial commitments.

### **Sections 191, 192, 195 - Conflicts of Interest**

- A Director must not permit a perceived or actual conflict of interest to arise between their duty owed to the Club as a Director and their personal interests. Perceived or actual conflicts may arise in various ways;
  - Example – personal or financial interest in a business with which the club transacts business or which is a competitor to the Club. This extends to submitting tenders for work at the Club where the Director or his close associates have an interest in the tendering company i.e. catering, earthmoving, construction, etc.
  - Example – the Director is also on the committee of an internal sub-club, or external organisation, which receives funding or benefit from the Club. e.g. Member of a sporting sub-club or sub-branch.
- Should such a perceived, potential or actual conflict arise, the Director must make a declaration of Material Personal Interest to the Board of as soon as practicable after the Director becomes aware of the conflict.
- Where a Director has a material personal interest, they are prohibited from being present at a meeting of the Board while that matter is being considered and from voting on any matter in relation to the conflict.
- In some matters of personal interest, the Director may determine that his/her level of interest in a particular matter is such that it would not prevent them from making an

impartial decision in the best interests of the Club. Should this occur, the Board of Directors may resolve to allow the Director to avoid these conflict requirements.

- In addition to the provisions of the Corporations Act, each Director has responsibilities under the Registered Clubs Act and the Club's Constitution regarding Conflicts of Interest.

## **Registered Clubs Act**

In addition to the responsibilities of Directors contained in the Corporations Act 2001, the Registered Clubs Act 1976 and Registered Clubs Regulations as amended also contain a number of responsibilities for Directors.

### **Section 41 (c)**

A Director who has a material personal interest in a matter that relates to the affairs of the club must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Board.

### **Section 41 (d)**

A Director who holds or acquires a financial interest in a hotel must make a written declaration to the Secretary within 14 days.

### **Section 41 (e)**

A Director must declare any gift or remuneration received from an affiliated body if the value of the gift or the amount of remuneration exceeds \$1,000.

### **Section 41 (f)**

A Director must declare any gift or remuneration received from any party to a contract with the Club if the value of the gift/gifts, or the amount of remuneration exceeds an aggregate amount of \$1,000 from each individual party within the financial year of the Club.

### **Section 41 (k)**

A registered club must not enter into a contract with a member of the Board or with a company or other body in which the Director has a pecuniary interest, unless the proposed contract is first approved by the Board of the club. A pecuniary interest is described, in the Registered Clubs Act Regulation 41ZC as:

## Section 41 (n)

- A shareholding of more than 5% in a company is considered a pecuniary interest unless the company is a company that carries on the business of supplying gaming machines or liquor to the Club. In such circumstances, any shareholding is considered a pecuniary interest.
- To assist the Club to comply with this requirement of the Registered Clubs Act, any Director who holds such an interest is required to make a Statutory Declaration to the CEO within 14 days of acquiring the interest or upon election as a Director of this Club.
- Loans to Directors are not permitted.

## Section 10 - Director Benefits

Section 10(1)(i) of the Registered Clubs Act provides that Directors (and members) are not entitled to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to all full members of the Club. The exceptions to Section 10(1)(i) of the Registered Clubs Act are:

- Where the member derived or became entitled to derive the benefit pursuant to a contract or agreement with the Club and the benefit was in the opinion of the Authority reasonable in the circumstances of the case - Section 10(6)(a)
- An honorarium approved in advance by the members in General Meeting – Section 10(6)(b)
- Reasonable food and refreshment offered by a licensed poker machine dealer or seller in the premises of that dealer or seller or at poker machine display in New South Wales for the purposes of promoting poker machines and related products and services - Section 10(6)(c)
- Reasonable out-of-pocket expenses that are authorised by a current resolution of the governing body and are reasonably incurred by Director, a member of the Club, or by the secretary or any other
- employee, in the course of carrying out his or her duties in relation to the Club - Section 10(6)(d)
- The Club can provide different benefits for different classes of members if the different benefits (not being in the form of money or a cheque or a promissory note) have been



approved by the members in General Meeting prior to the benefit being provided - Section 10(6A)(b).

## Functions of the Board of Directors

The functions of the Board of Directors are as follows:

- To set the Strategic Direction of the Club (ensure the Club has in place a researched and documented Strategic Plan coupled with the necessary Operational Plans). Ensure there are Policies in place to ensure the Club operates within the bounds of the legislation covering the industry
- Approval of annual Budgets, Cash Flow Forecasts that are aligned with the Strategic and Business objectives of the Club
- Appoint the Chief Executive Officer (CEO)
- Determine and approve Delegations of Authority to the CEO
- Monitoring and oversight of the Club to assess the progress of the Club towards achieving its goals and determined in the Strategic Plan and associated Operational Plans
- Assess the quality and relevance of Internal Controls to ensure accuracy and adequacy of the Financial Reporting. That is to ensure the Club is able to meet its financial commitments as and when they fall due and payable and that the Financial Statements are prepared in accordance with appropriate accounting standards. It should be noted that accounting standards now have the force of law in Australia
- Put in place measures to ensure no one person or group of persons has unfettered power or authority
- To ensure adequate information is provided to decision-makers in order for them to make informed decisions
- Establish Board Sub-Committees as determined necessary to assist the Board of Directors achieve its duties
- Adopt a Corporate Governance System designed to ensure the Club adheres to best practice in regard to the following:
  - The operational performance of the Club is maximised

- Ensures conformance with legislation
- Ensures the protection of the environment
- The effectiveness of the Board of Directors and its Committees including a Board self-assessment process
- Succession Planning for Directors
- Protection of the interests of stakeholders to the Club
- Reporting to Members and Statutory Authorities.

## Other Matters

### Use of Club property

- A Director must not use the Club's property, which includes confidential information, to gain benefit for him/her either directly or indirectly, or to divert the Club's opportunities for their own benefit. This falls under the provisions of both the Corporations Act and the Registered Clubs Act as noted previously.
- A Director must not borrow or use the Club's property for personal benefit without the express written authority of the Board or the CEO.
- A Director must not use Club's funds for the Director's own purposes such as using Club funds to purchase private items, or purchase or provide benefits to any other persons other than on an authorised business basis for a specific purpose, in an amount authorised in advance by the Board.
- A Director must not use a corporate credit card or internal charge card for any purpose not specifically approved by the members in a General Meeting or unless specifically approved in writing by the Board for a specific purpose. This includes the provision of meals or drinks or other benefits to any other persons, including internal sub-clubs of the Club, for any purpose unless the expenditure is authorised in advance by the Board.
- A Director must not accept "secret commissions" irrespective of whether the opportunity was open to the Club or not or whether the Director acted honestly and in good faith.

## Access to Independent Advice

Section 189 of the Corporations Act 2001 states that Directors may rely on advice provided by other parties in the following circumstances:

- The information provided is within the provider's professional competence of the person providing the advice
- The information was provided in good faith
- The Director then made an independent assessment with regard to the Directors knowledge and complexity of the situation
- In some circumstances, a Director may feel it is necessary to obtain independent expert advice on a particular matter pertaining to the affairs of the Club. Should this situation arise, a Director is required to obtain approval of the Board of Directors prior to seeking such advice and approval of any resultant expenditure.

## Unity of Directors

- A resolution passed by a majority vote of Directors becomes a resolution of the Board.
- **An individual Director who may have voted against the resolution is bound by that resolution and will not publicly speak against the resolution.**

## Disqualification of Directors

- A Director cannot remove another Director from office.
- The removal of a Director must be carried out by the resolution of a majority of members in a general meeting.
- The law of the country has sweeping powers to disqualify persons from holding the office of Director for breaches of duty as a Director in the management of the affairs of the company.
- Under legislation a Director will be automatically disqualified from office in the following circumstances:

- The Director is convicted of an offence which is punishable by imprisonment for a period greater than 12 months, or involves dishonesty and is punishable by imprisonment for at least three months
- The Director becomes an undischarged bankrupt
- The Constitution of the Club also provides certain criteria for the automatic disqualification of a Director.
- In particular, the Constitution of the Club provides for the automatic disqualification of a Director in the following circumstances:
  - The Director is convicted of a serious crime
  - The Director becomes of unsound mind
  - The Director is absent from three consecutive Board meetings without the prior approval of the Board
  - The Director ceases to become a member of the Club
  - The Director becomes an employee of the Club

### **Ongoing Education**

At the discretion of the Board, as a Director you may be required to attain the qualification of *Certificate in Governance for Not- for-Profits*, via the Governance Institute of Australia, within the first 12 months of your triennial term of office.

In addition, due to the significant financial investment and importance of such training, if a Director fails to make a fair and reasonable attempt to complete the Certificate course and attain the qualification within their first triennial term of office, succeeding the 2015 AGM, the Director will not be eligible to nominate for the role of Director in the future until the said certification is attained in their time and at their cost.

This Club is committed to ensuring each Director is provided with the opportunity to access such education through attendance at industry meetings and conferences, specific training workshops and other training as necessary.

As a Director of this Club you are required to maintain up to date knowledge of the Club Industry, its legal and governance requirements in order to effectively carry out your duties. As such you may be required to attend such training as deemed necessary by the Board of Directors from time to time.

### Declaration

- Each Director hereby undertakes to fulfil their duties in accordance with this Code of Conduct and has signed a Statutory Declaration, prior to their nomination in this affect.
- Each nominee for election as a Director, who is not already a Director of the Club (**New Nominee**), will sign the Directors Nomination Statutory Declaration which relates to the New Nominee's understanding of this Code and the requirements of the office of Director of this Club. The Statutory Declaration is to be lodged with the Independent Nominations Committee as part of the New Nominee's expression of interest for the office of Director.

### Director Pre-Nomination Training

In addition to the matters set out in the Club's Constitution and under Rule 26.19(e) of the Constitution, a member, who is not:

- a) an existing Director of Orange Ex-Services' Club who has attained certification in the two NSW Government Mandatory Director training modules, being "Director Foundation and Management Collaboration" and "Finance for Club Boards", or
- b) a person who has previously been a Director of the Orange Ex-Services' Club who has attained certification in the two NSW Government Mandatory Director training modules, being "Director Foundation and Management Collaboration" and "Finance for Club Boards", within the two year period preceding their Nomination;

is ineligible, unless the Exemption applies, to be nominated for election to the Board if that member has not in the four (4) months preceding the Annual General Meeting at which that person may be elected to the Board, attended:

- a) an interview (either in person, by phone or by electronic means such as Microsoft Teams), with the Independent Nominations Committee established and appointed by the Board, in accordance with the subparagraph (\*) below.

\*Unless the Exemption applies, a member will be ineligible to be nominated for election to the Board if that member has not satisfied the Director Qualification Criteria and received the Independent Nominations Committee's endorsement to be nominated for Election.

## **Exemption from Requirement of Attending Interview with Independent Nominations Committee (“the Exemption”)**

Notwithstanding the above:

- a) If the Independent Nominations Committee is unable or willing to conduct an interview with a member for any reason, the Board of the Club may appoint three (3) persons to form an ad hoc committee to conduct the interview in substitution for the Independent Nominations Committee and the ad hoc committee shall have the same powers as the Independent Nominations Committee, including without limitation the power to determine whether or not to endorse the member for election to the Board; and
- b) if the Independent Nominations Committee is unable to or willing to conduct an interview with a member for any reason and the Board of the Club can not form an ad hoc committee to interview the member within the required period, the requirement for the member to attend an interview with the Independent Nominations Committee (or ad hoc committee) shall not apply and the member can nominate for election to the Board without attending an interview with the Independent Nominations Committee (or ad hoc committee).

For completeness, the provisions of these By-law shall take precedence over any guidelines dealing with pre-nomination matters and if there any inconsistency with those guidelines, the provisions of these By-laws shall prevail to the extent of such inconsistency.

## **Other Training**

If a newly elected Director does not hold (a) to (c) certification below, they must within 6 months of appointment as a Director undertake the following training:

- a) The NSW Government’s Mandatory Director training module, "Director Foundation and Management Collaboration"
- b) The NSW Government’s Mandatory Director training module, "Finance for Club Boards"
- c) Such other training as may be required under any relevant statute to be undertaken by a person holding the position of a Director of a registered club.

Directors must undertake ongoing training as required by law or recommended by the President or CEO of the Club.

## Independent Nomination Committee

In addition to the matters set out in the Club's Constitution and under Rule 26.19(e) of the Constitution the Board establishes an Independent Nomination Committee comprising a minimum of three (3) persons regarded by the Board as being upstanding citizens of the local community and having a knowledge of the Club's business and/or the requirements and obligations of a director of a public company limited by guarantee or similar.

The Independent Nomination Committee shall conduct pre-nomination interviews with members desirous of standing for election to the Board and consider matters specified in the "*Nominations Committee Process*" booklet and such other matters as may be considered appropriate by the Independent Nomination Committee.

The Independent Nomination Committee will vote to endorse or decline to endorse those persons as potential directors of the Board.

A decision of the Independent Nomination Committee to endorse or decline to endorse any proposed nominee for election to the Board shall be determined by a majority vote by the members of the Independent Nominations Committee. Such a vote will be by secret ballot if requested by any member of the Independent Nomination Committee.

Any decision of the Independent Nomination Committee shall be final, and the Independent Nomination Committee shall not be required to assign any reason for its decision whether to the Board or the proposed nominee.

For completeness and notwithstanding the above:

- a) If the Independent Nominations Committee is unable or willing to conduct an interview with a member for any reason, the Board of the Club may appoint three (3) persons to form an ad hoc committee to conduct the interview in substitution for the Independent Nominations Committee and the ad hoc committee shall have the same powers as the Independent Nominations Committee, including without limitation the power to determine whether or not to endorse the member for election to the Board; and
- b) if the Independent Nominations Committee is unable to or willing to conduct an interview with a member for any reason and the Board of the Club can not form an ad hoc committee to interview the member within the required period, the requirement for the member to attend an interview with the Independent Nominations Committee (or ad hoc committee) shall not apply and the member

can nominate for election to the Board without attending an interview with the Independent Nominations Committee (or ad hoc committee).

## **2. DELEGATION OF AUTHORITY**

### **Delegation to Conduct Business with Maximum Flexibility**

Maximum flexibility and efficiency is achieved when the Board of Directors delegates its authority to the Chief Executive Officer to conduct the business of the Club in a manner consistent with the principles, goals and objectives established in the Club's Strategic Plan. This does not prevent the Board of Directors from changing the corporate direction or from obtaining information in the delegated areas.

The Board carries out its activities through the Chief Executive Officer who reports directly to the Board and is the recipient of all executive authority passed into the Club. It is normal practice for Management to have the full powers of management of the Club except for specific powers that the Board has reserved in its own right.

This Policy has been developed in the interest of good Corporate Governance to ensure the Club's Delegation Policy is transparent and is a reference document for both the Board and Management.

This Policy governs the operations of all the various premises of the Club and any future premises which may be incorporated in the Group.

This Policy addresses the following matters:

- Those matters reserved for attention of the Board of Directors
- Delegations by the Board to the Chief Executive Officer (CEO)
- Delegations by the CEO to various members of the Management Team.

### **The Board of Directors**

The following responsibilities are reserved as duties of the Board of Directors:

- Appointment of the CEO
- Approve/review/amend as necessary the Delegations of Authority to the CEO
- Approve the Annual Business Plan and Strategic Plan and other relevant



- Approve the Annual Budget of the Club incorporating the Operating and Capital Expenditure Budgets and Cash Flow Budgets
- Monitor the performance of Management with respect to achievement of the Club's Strategic Plan, Operating Budget, Cash Flow Budget and Board Policies
- Ensure internal controls at the Club are adequate and operational to provide the Board with comfort that the Club, under the direction of the CEO, is operating in a manner to achieve optimum performance and to ensure conformance with the various legislation relating to the Club industry and any legislation pertaining to other income streams of the Club
- Review CEO Employment Contract and salary package in conjunction with CEO Annual Performance Review
- Review and approve/amend remuneration of Top Executives (as defined under the Registered Clubs Act) as recommended by the CEO
- Approve all loans to staff in accordance with the requirements of Section 41N of the Registered Clubs Act
- The overall responsibility for the Financial Reporting and Financial Position of the Club
- Take all necessary steps to prevent the Club from trading whilst insolvent or entering into any financial arrangements which may cause the Club to become insolvent
- Review and approve/amend recommendations by the CEO regarding the acquisition of new business entities
- Dispose of Club property subject to the provisions of Section 41J of Registered Clubs Act
- Report to members at the Annual General Meeting
- Approve formal Charters, Checklists, Monitoring Tools and Delegations of Authority to any Committees of the Board which may be formed to undertake specific duties to assist the Board to fulfil its role.

## **Club Management**

### **Chief Executive Officer**

The Board of Directors delegates the responsibility for the day to day operations of the Club to the Chief Executive Officer. All authority delegated to employees is through the Chief Executive Officer. The effect

of this is that all authority and accountability of employees, as far as the Board of Directors is concerned, is considered to be the authority and accountability of the Chief Executive Officer.

The Delegation of Authority to the CEO is as follows:

- Day to Day operations of the Club in accordance with the guidelines set down by the Board of Directors in the Club's Annual Business Plan, Strategic Plan and other Policies of the Club
- Building a strong Management Team to assist in the efficient and effective operation of Club
- The overall responsibility for the hiring and firing of all personnel of the Club except for management positions which the Executive must have prior knowledge of.
- Delegating specific responsibilities to the various members of the Management Team and implementing internal controls to monitor the performance of these persons
- The power to enter into operational contracts or approve operational expenditure with reference to the Board as long as the expenditure is in accordance with the Board Approved Budget and Cash Flow Budget
- The power to enter into contracts or approve capital expenditure without reference to the Board up to \$100,000 as long as the expenditure is in accordance with the pre-approved capital expenditure budget and cash flow budget and with reasonable prior notice to the Executive
- The power to amend, change, add or delete capital expenditure items within the pre-approved capital expenditure budget, providing the expenditure does not increase the pre-approved annual total and with reasonable prior notice to the Executive
- The power to approve emergency expenditure - No limit
- Review and approve/amend remuneration of Top Executives (as defined under the Registered Clubs Act) in conjunction with the Executive Committee
- Undertaking performance reviews and determine salary increases for all employees and approve salaries of personnel in consultation with the relevant managers and the Executive of the Board

- Approval of Operational Policies such as, but not limited to, Annual and Long Service Leave, Sick Leave, Staff Code of Conduct, etc.
- Authority to delegate specific responsibilities to persons who directly report to the Chief Executive Officer with regard to the operation of specific departments within the Club
- The Board will approve the gaming machine replacement program on an annual basis
- The CEO has the authority for the replacement of gaming machines in accordance with the Club's Poker Machine Replacement Program for all premises. No further approval is required as long as purchases are in accordance within the budget approved by the Board for replacement items.

### **3. BOARD PERFORMANCE REVIEW**

The spotlight of Club performance is generally placed on Management and staff however, Directors have a significant role in ensuring the Club functions effectively within the legal requirements and community expectations. The Board is ultimately accountable for the performance of the Club and as such, has developed this policy for evaluating the performance of the Board and individual Director Performance.

#### **Criteria for Performance Evaluation**

- Board Functions in accordance with best practice corporate governance criteria
- The Directors have the necessary levels of skill to perform their function
- The Board provides Effective Leadership to the management, staff and members
- The Board utilises effective and efficient decision making processes
- The Board fosters effective relationships with management & staff
- The Board undertakes an annual evaluation of the performance of the Board and its Committees
- The Board undertakes an annual evaluation of the performance the performance of Directors

#### **Annual Performance Evaluation Framework**

- The Directors will be honest in appraising the performance and behaviour of the Board, its Committees and Directors. Elements of good practice will be identified and built upon. Elements of practice where change or improvement is required will also be identified.
- The Chairman of the Board and the CEO will review the evaluation framework annually and recommend to the Board any proposed amendments. The Chairman of the Board will organise a suitable timeframe to undertake the annual performance review.
- The review may be undertaken internally by the Board or the Board may engage an independent expert to undertake this process.
- The findings of the evaluation will be tabled at the first Board meeting after the review is completed.

## 4. EXECUTIVE OF THE BOARD COMMITTEE

### Roles and Responsibilities

The Executive of the Board Committee plays a key role in assisting the Board of Directors deal with matters such as the oversight of policies and practices associated with:

- Succession & Performance of directors and the board
- Remuneration, recruitment and retention of Directors, CEO and Senior Executives
- Reviewing the Club's Constitution, By-laws & Rules
- Identify and foster members for future admission to the Board and Committees
- Urgent matters which may arise between scheduled meetings of the Board of Directors

### Authority

The Executive of the Board Committee is a sub-committee of the Board of Directors is responsible for reporting to the Board on the matters detailed in its charter.

It is acknowledged by the members of the Executive of the Board Committee ('the Committee') and the Board of Directors ('the Board') that delegation of responsibilities to a Committee does not absolve the individual Board Directors from their Director responsibilities.

The individual Directors are still obliged to reach their own decisions based on a proper assessment of the information, which includes but is not limited to Committee reports and recommendations.

### **Composition of the Executive of the Board**

This committee shall consist of the following members:

- President of the Club
- Senior Vice President of the Club
- Junior Vice President of the Club
- CEO
- The Committee, as it determines necessary, may request other parties to attend

### **Administration**

In determining the administration matters in relation to the operation of the Committee, the Board should address the following:

- Meetings are to be set at appropriate times for the business to be attended and urgent matters to be dealt with between meetings of the full Board of Directors. Regular meetings of this Committee may not be required.
- An agenda determined by the Committee is to be issued in advance of Committee meetings, if possible, to members of the committee and any invitees.
- Minutes of Committee meetings are to be maintained.
- The Committee will meet as necessary to undertake the special requirements of this Committee.
- The Committee will develop checklists of what procedures are to be undertaken on a Weekly, Monthly, Quarterly, Annual basis;
- These checklists are to be signed off and filed for inspection of the Board;
- The Committee is to report to the Board on significant matters for each Board meeting.

- Performance of the Committee will be measured against predetermined criteria established by the Board and be reported to the Board at intervals determined by it, at least annually.

## **Objectives of the Executive of the Board**

The main objectives of the Executive of the Board Committee will include the following:

### **Remuneration of Top Executives and Directors**

- The Committee will review the market rates of salary of top executives and make recommendations to the Board for approval in that regard. Alternatively, the Committee may engage an independent consultant to review the levels of remuneration of top executives.
- The Committee will review all service contracts of top executives and ensure that they are appropriately draft, costed, reviewed by a qualified independent advisor prior to approval by the Board.
- The Committee will review Honorariums paid to Directors to ensure they are adequate to ensure persons with the appropriate skills are attracted to fill the role of a member of the Board of Directors.

### **Identify & Foster Possible Future Directors**

- Educate members in the role and responsibility of the Board.
- Establish procedures to attract future candidates with the prerequisite experience.
- Encourage potential candidates to serve on internal Club committees.
- Establish information sessions for future candidates.

### **Review Club Constitution, Rules & By-laws**

- Ensure the Club's Constitution and Rules & By-laws comply with various other legislation such as: Anti-discrimination, Privacy, Registered Clubs Act, Member Protection, etc.
- Make recommendations to the Board regarding potential changes to the Club's Constitution, rules & by-laws.
- Develop appropriate membership communications strategies regarding any proposed changes to the Club's Constitution, Rules & By-laws.

- Recommend Board Liaison Officers for each relevant Sub-Club.

### **Urgent Matters**

- The Committee will attend to any urgent matters that occur from time to time which cannot be left until the next scheduled meeting of the Board of Directors.
- The Committee will take the appropriate action to address the matters which may include convening a special meeting of the Board of Directors or obtaining preliminary approval by way of email, telephone, fax or other acceptable method for ratification at the next Board Meeting.

### **Compliance with Laws and Regulations**

- Ensure Club disciplinary policies are compliant with applicable laws, regulations and the common law including but not limited to:
  - The Registered Clubs Act 1976 as amended
  - State & Federal Discrimination Acts
  - Privacy Act

### **Industry Code of Practice**

Ensure management has incorporated the ClubsNSW Code of Conduct best practice guidelines in internal procedures. In particular ensuring compliance with the Remuneration of Club Executives, and Board Elections Guidelines of the Code.

## **5. MEMBERSHIP AND DISCIPLINARY COMMITTEE**

### **Roles and Responsibilities**

The Membership and Disciplinary Committee plays a key role in assisting the Board of Directors to deal with membership matters such as:

- The review and recommend to the Board the approval of membership applications
- The Disciplinary Process of Members in accordance with Rule 20A of the Clubs Constitution

## Authority

The Membership and Disciplinary Committee is a sub-committee of the Board of Directors and is responsible for reporting to the Board on matters detailed in its charter.

It is acknowledged by the members of the Membership and Disciplinary Committee ('the Committee') and the Board of Directors ('the Board') that delegation of responsibilities to a Committee does not absolve the individual Board Directors from their responsibilities.

Individual Directors are still obliged to reach their own decisions based on a proper assessment of the information, which includes but is not limited to Committee reports and recommendations.

## Composition of the Membership and Disciplinary Committee

In determining the composition of the Membership and Disciplinary Committee the Board should consider the following:

- The Membership and Disciplinary Committee will comprise of individuals in accordance with Rule 20A of the Clubs Constitution.
- Appropriate members of the Committee will be determined with reference to their skills and experience.
- The Membership and Disciplinary Committee will consist of any combination of the below;
  - ii. The CEO and/or Operations Manager;
  - iii. The COO and/or a Duty Manager
  - iv. A Director
  - v. The members of the Independent Nominations Committee.
- The Committee Quorum is 3.
- The Committee, as it determines necessary, will request other parties to attend Membership and Disciplinary Committee meetings by invitation.



## Administration

In determining the administration matters in relation to the operation of the Committee, the Board should address the following:

- Meetings are to be set in advance at appropriate times for the coming period.
- Urgent matters may be dealt with between meetings of the full Board of Directors;
- An agenda determined by the Committee is to be issued in advance of Committee meetings, to members of the committee and any invitees;
- Minutes of Committee meetings are to be maintained;
- The Committee will meet as necessary to undertake the requirements of this Committee. Regular meetings of this Committee may not be required;
- The Committee will develop checklists of what procedures are to be undertaken on a Weekly, Monthly, Quarterly, Annual basis;
- These checklists are to be signed off and filed for inspection of the Board;
- The Committee is to report to the Board on significant matters for each Board meeting.

Performance of the Committee will be measured against predetermined criteria established by the Board and be reported to the Board at intervals determined by it, at least annually.

## Objectives of the Membership and Disciplinary Committee

The main objectives of the Membership and Disciplinary Committee will include the following:

### Membership Admission Procedures

- Determine and review where appropriate the procedure for the admission of members.
- Ensure there is appropriate reporting of membership information to the Committee and Board.
- Review and recommend to the Board the approval of membership applications.

### Disciplinary Action

- Determine and review, where appropriate, the rules regarding the discipline of members.

- Ensure that the rules are in compliance with accepted legal practices, the Registered Clubs Act and Club Industry Code of Practice.
- Establish standard templates for dealing with disciplinary matters in terms of correspondence, agendas and rulings.
- Ensure the appropriate documentation of decisions in a consistent format.
- Conduct disciplinary hearings.

### **Compliance with Laws and Regulations**

- Ensure Club disciplinary policies are compliant with applicable laws, regulations and the common law including but not limited to:
  - The Registered Clubs Act 1976 as amended
  - State & Federal Discrimination Acts
  - Privacy Act

### **Industry Code of Practice**

- Ensure compliance with best practice, the Club Industry Code of Practice & Guidelines thereto in relation to membership matters, including Conducting Disciplinary Proceedings.

### **Other Matters**

The Committee will be responsible for any other matters from time to time that the Board considers is more appropriately dealt with by the Committee rather than the Board.

## **6. FINANCE, AUDIT, RISK MANAGEMENT, SUSTAINABILITY AND COMPLIANCE COMMITTEE**

### **Roles and Responsibilities**

The Committee plays a key role in assisting the Board of Directors deal with matters such as the oversight of the policies and practices associated with:

## **Key Accountabilities**

- Internal and External Audit Functions
- Financial Management and Reporting
- Governance and Compliance
- Internal Controls
- Business Risk
- Work Health and Safety

## **Meeting Frequency**

The Committee will generally meet on a monthly basis, unless other urgent matters dictate otherwise.

## **Authority**

The Committee is a sub-committee of the Board of Directors and is responsible for reporting to the Board on the matters detailed in its charter.

It is acknowledged by the members of the Committee ('the Committee') and the Board of Directors ('the Board') that delegation of responsibilities to a Committee does not absolve the individual Board Directors from their Director responsibilities.

The individual Directors are still obligated to reach their own decisions based on a proper assessment of the information, which includes but is not limited to the Committee reports and recommendations.

## **Composition of the Committee**

In determining the composition of the Committee, the Board should consider the following:

- The Committee will comprise members of the Board and management team as determined by the Executive Committee.

- Appropriate members of the Committee will be determined with reference to their skills, experience and current role and responsibilities.
- The Committee, as it determines necessary, will request other parties (internal or external) to attend meetings by invitation.
- In essence:
  - i. 4 Directors; and
  - ii. CEO, CFO, CHRO and CCO

## Administration

In determining the administration matters in relation to the operation of the Committee the Board should address the following:

- Meetings are to be set in advance at appropriate times for the coming period.
- Urgent matters may be dealt with between meetings of the full Board of Directors.
- An agenda determined by the Committee is to be issued in advance of Committee Meetings.
- Minutes of Committee meetings are to be maintained.
- The Committee will meet as necessary to undertake the requirements of this Committee. Regular meetings of this Committee may not be required.
- The Committee will develop checklists of what procedures are to be undertaken on a weekly, monthly, quarterly, and annual basis.
- These checklists are to be signed off and filed for inspection of the Board.
- The Committee is to report to the Board on significant matters for each Board meeting.

Performance of the Committee will be measured against predetermined criteria established by the Board and reported to the Board at intervals determined by it, at least annually.

## Roles and Responsibilities

The Committee plays a key role in assisting the Board of Directors deal with matters such as the oversight of the policies and practices associated with:

### Financial Management and Reporting:

- Keep the Board informed of financial performance and areas of financial risk.
- Ensure financial reporting to the Board supports effective decision making and financial oversight.

### Governance:

- Developing and reviewing board governance policies.
- Board and CEO relationship, which outlines the roles and responsibilities of the Board and the roles and responsibilities of the CEO, the communication between the Board and the CEO, CEO financial and operating delegations etc.
- Conflict of interest policy.
- Whistleblower policy, which is accessible by all staff.
- Keeping the Board informed of all regulatory compliance requirements and developing appropriate policies for Board review.
- Overseeing the mix of Board Committees and their separate roles and responsibilities.
- Ensure compliance with Industry Code of Conduct.
- Ensure compliance to the Club's Constitution, By-Laws and

### Rules. Business Risk:

- Making recommendations to the Board to improve the Risk Management framework.
- Monitoring the significant risk of the organisation, including the effective operation of risk mitigation strategies.

- Making a contribution to the identification and evaluation of risk facing the organisation. **Sustainability:**

- Monitoring the economic, environmental and social/community risk and opportunity in every decision made.

- Assess sustainability initiatives to improve the cost structure of

the Club. **Audit Function – External:**

- Ensuring the adequacy and integrity of the company's financial reporting systems.

- Reviewing the appropriateness of major financial policies adopted by the organisation.

- Reviewing the audited year-end financial statements before their submission to the Board.

- Monitoring and evaluating the adequacy of internal accounting controls.

- Reviewing and agreeing on the audited plan.

- Overseeing the appointment, performance and independence of the external

auditor. **Audit Function – Internal:**

- Review adequacy of the internal controls and regulatory compliance.

- Review all expense claims of Directors and the CEO.

### **Key Objectives of the Committee**

The main objectives of the Finance, Audit, Risk Management, Sustainability and Compliance Committee will include the following:

#### **Governance Structure:**

- Conduct a review of function of each Committee to the Board of Directors to ensure the requirements of the Board are being addressed.

- Review the Charters and Checklists of each committee in conjunction with the Corporate Governance System of the Club to ensure all requirements of the Board are addressed.

- Determine the need to create new committees, develop charters and checklists for such committees and appoint members to these committees.
- Recommend to the Board the discontinuation of any committees which cease to have relevance to the Governance system of the Club.
- Promote the adoption of generally accepted Corporate Governance Standards.

#### **Financial Management and Reporting:**

- Consider and edit as appropriate the annual report, including year-end financial report, and recommend adoption by the Board.
- Ensure there is appropriate reporting of financial information to the Committee and Board.
- Maintain appropriate accounting policies.
- Ensure appropriate financial management and monitoring systems are in place.
- Consider and edit as appropriate the annual budgets, including trading budgets, capital expenditure budget and cashflow budget, and recommend adoption by the Board.

#### **Internal Controls and External Audit Function:**

- Ensure management has developed adequate internal control systems, and monitor compliance.
- Ensure internal control systems are adequate for the prevention, detection and investigation of fraud and irregularities.
- Improving the effectiveness of external audit function and acting as a forum for improving communication between the Board of Directors and the external auditors.
- Improving the quality of reporting, both of financial and non-financial information to members.
- Improving the correlation between related financial and non-financial information and reports.

#### **Approval of Directors' and CEO's Expense Claims and Credit Card Expenditure:**

- The Committee will review all expense claims submitted by Directors and the CEO to ensure they are consistent with the Delegations Policy approved by the Board.

- Where the Club has provided Corporate Credit Card facilities, the Committee shall ensure full documentation is provided for all transactions and that no expenditure is of a personal nature.

#### **Compliance with Laws and Regulations:**

- Ensure compliance with applicable laws, regulations and standards (including but not limited to taxation, Corporations Act 2001, Registered Clubs Act 1976, Liquor Act 2007 and Gaming Machines Act 2001).
- Ensure compliance with the Club Industry Code of Conduct and Guidelines thereto.

#### **Industry Code of Conduct:**

- Ensure Management has incorporated the Code guidelines in internal procedures. In particular, ensuring compliance with the Procurement and Major Capital Works Guidelines of the Code.

#### **Risk Management:**

- In conjunction with Executive Management, develop a Risk Rating Matrix of all potential risks to the Club and develop a Risk Rating Scale to identify the likelihood and potential impact of each risk on the Club.
- Based on the outcomes of the Risk Rating Scale, develop an action plan supported by policies and procedures for approval and adoption by the Board to address each risk. These actions will focus on those risks that have both the highest likelihood of occurrence and the highest impact to the Club should the event occur.
- Review the risk matrix at regular intervals and update the policies/actions to mitigate any increased risk identified.
- Ensure the Club's policies and procedures factor in appropriate risk mitigation practices.
- Determine which Risks can be outsourced (eg. Transferred to an Insurance Company or contractor).
- Ensure adequate protection of the Club's assets.



### **Sustainability:**

- Ensure we take into account the economic and social/community risk and opportunity in every decision made.
- To reduce the environmental impact by identifying energy and other efficiencies in every area of the business that will reduce our carbon emissions whilst simultaneously lowering costs.
- To maximise the economic return to our stakeholders in a manner that enhances our standing in the community and does not compromise our natural environment.
- Develop appropriate strategies in relation to sustainability for insertion into the Club's Strategic Plan.
- Make recommendations to the Board in relation to specific projects including the feasibility of such projects.

### **Workplace Health and Safety:**

- Monitoring the significant WHS incidents and risks of the organisation including the effective operation of risk mitigation strategies.
- Making a contribution to the identification and evaluation of WHS risks facing the organisation.
- Making recommendations to the Board to improve the WHS management framework.

### **Administration**

In determining the administration matters in relation to the operation of the Committee, the Board should address the following:

- Meetings are to be set in advance at appropriate times for the coming period.
- Urgent matters may be dealt with between meetings of the full Board of Directors;
- An agenda determined by the Committee is to be issued in advance of Committee meetings, to members of the committee and any invitees;

- Minutes of Committee meetings are to be maintained;
- The Committee will meet as necessary to undertake the requirements of this Committee. Regular meetings of this Committee may not be required;
- The Committee will develop checklists of what procedures are to be undertaken on a Weekly, Monthly, Quarterly, Annual basis;
- These checklists are to be signed off and filed for inspection of the Board;
- The Committee is to report to the Board on significant matters for each Board meeting.

Performance of the Committee will be measured against predetermined criteria established by the Board and be reported to the Board at intervals determined by it, at least annually.

## **7. MAJOR AND SPECIAL PROJECTS COMMITTEE**

### **Roles and Responsibilities**

The Major and Special Projects Committee plays a key role in assisting the Board of Directors deal with matters such as, the oversight of the policies and practices associated with:

- Projects which include:
- Major Building works
- Land Development
- Land Acquisition or Disposals
- Club Amalgamations or De-Amalgamations
- Major Diversification into new businesses
- Major Repairs or Maintenance
- Major IT Projects

### **Authority**

The Major and Special Projects Committee is a sub-committee of the Board of Directors and is responsible for reporting to the Board on matters detailed in its charter.

It is acknowledged by the members of the Major and Special Committee ('the Committee') and the Board of Directors ('the Board') that delegation of responsibilities to a Committee does not absolve the individual Board Directors from their responsibilities.

Individual Directors are still obliged to reach their own decisions based on a proper assessment of the information, which includes but is not limited to Committee reports and recommendations.

### **Composition of the Major and Special Projects Committee**

In determining the composition of the Committee, the Board should consider the following:

- The Committee will comprise members of the Board and management team as determined by the Executive Committee
- Appropriate members of the Committee will be determined with reference to their skills, experience and current role & responsibilities.
- The Committee, as it determines necessary, will request other parties (internal or external) to attend meetings by invitation.
- In essence:
  - i. 3 Directors; and
  - ii. CEO; and
  - iii. Facilities Manager (by invitation)

### **Administration**

In determining the administration matters in relation to the operation of the Committee the Committee should address the following:

- Meetings are to be set in advance at appropriate times for the coming period.
- Urgent matters may be dealt with between meetings of the full Board of Directors;
- An agenda determined by the Committee is to be issued in advance of Committee meetings, to members of the committee and any invitees;
- Minutes of Committee meetings are to be maintained;

- The Committee will meet as necessary to undertake the requirements of this Committee. Regular meetings of this Committee may not be required;
- The Committee will develop checklists of what procedures are to be undertaken on a Weekly, Monthly, Quarterly, Annual basis;
- These checklists are to be signed off and filed for inspection of the Board;
- The Committee is to report to the Board on significant matters for each Board meeting.

Performance of the Committee will be measured against predetermined criteria established by the Board and be reported to the Board at intervals determined by it, at least annually.

## **Objectives of the Major and Special Projects Committee**

The main objectives of the Major and Special Projects Committee will include the following:

### **Due Diligence**

- Ensure that before any project is recommended for approval to the Board that appropriate due diligence reviews have been undertaken on the project. This would involve feasibility studies, the engagement of specialists to prepare detailed analysis of the projects, etc
- Ensure appropriate risk management procedures (agreed by the Risk Management & Sustainability Committee) have been applied to the project before the recommendation is sought from the Board.

### **Reporting on Projects**

- Monitor financial and other related major project performance against budget, contracts and industry benchmarks.
- Consider and edit as appropriate the annual report in relation to major projects, including the year-end financial report, and recommend adoption by the Board.
- Ensure there is appropriate reporting of financial and other appropriate information to the Board.

### **Major Repairs and Maintenance**

- Develop a Major Plant & Equipment Repair/Maintenance program including estimated cash flow requirements and time frames for all major plant, equipment and premises

maintenance. This process would include an assessment of the projected business interruption.

### **Club Amalgamations**

- Ensures the framework for amalgamation and de-amalgamation laid out in the Registered Clubs Act 1976 and the Registered Clubs Regulation 2015, is fulfilled.

### **Compliance with Laws and Regulations**

- Ensure, in relation to major projects, compliance with applicable laws, regulations and standards, including but not limited to, Registered Clubs Act 1976, Gaming Machines Act 2001, Liquor Act 2007 and ClubsNSW Code of Conduct.

### **Industry Code of Conduct**

- Ensure management has incorporated the ClubsNSW Code of Conduct best practice guidelines in internal procedures. In particular ensuring compliance with the Procurement and Major Capital Works Guidelines of the Code.

## **8. COMMUNITY COMMITTEE**

### **Roles and Responsibilities**

The Community Committee plays a key role in assisting the Board of Directors deal with matters such as, the oversight of the policies and practices associated with:

- Club Grants and Donations
- Significant Community Partnerships
- Sub-Clubs

### **Authority**

The Community Committee is a sub-committee of the Board of Directors and is responsible for reporting to the Board on matters detailed in its charter.

It is acknowledged by the members of the Community Committee ('the Committee') and the Board of Directors ('the Board') that delegation of responsibilities to a Committee does not absolve the individual Board Directors from their responsibilities.

Individual Directors are still obliged to reach their own decisions based on a proper assessment of the information, which includes but is not limited to Committee reports and recommendations.

## Composition of the Community Committee

In determining the composition of the Committee, the Board should consider the following:

- The Committee will comprise members of the Board and management team as determined by the Executive Committee.
- Appropriate members of the Committee will be determined with reference to their skills, experience and current role & responsibilities.
- The Committee, as it determines necessary, will request other parties (internal or external) to attend meetings by invitation.
- In essence:
  - I. 3 Directors; and
  - II. Marketing Manager and Community Liaison & PR

## Administration

In determining the administration matters in relation to the operation of the Committee the Committee should address the following:

- Meetings are to be set in advance at appropriate times for the coming period.
- Urgent matters may be dealt with between meetings of the full Board of Directors;
- An agenda determined by the Committee is to be issued in advance of Committee meetings, to members of the committee and any invitees;
- Minutes of Committee meetings are to be maintained;
- The Committee will meet as necessary to undertake the requirements of this Committee. Regular meetings of this Committee may not be required;
- The Committee will develop checklists of what procedures are to be undertaken on a Weekly, Monthly, Quarterly, Annual basis;

- These checklists are to be signed off and filed for inspection of the Board;
- The Committee is to report to the Board on significant matters for each Board meeting.

Performance of the Committee will be measured against predetermined criteria established by the Board and be reported to the Board at intervals determined by it, at least annually.

## **Objectives of the Community Committee**

The main objectives of the Community Committee will include the following:

### **Sub Clubs**

- Ensure the Club complies with its sporting objects as detailed in the Clubs Constitution.
- Ensure the Club's sub club initiatives are incorporated into the Club's strategic marketing plan and marketing activities.
- Ensure the Sub-Club Information Manual is relevant and compliance is maintained by all Sub-Clubs.
- Ensure the various sub clubs have formal constitutions/guidelines with clearly identified policies/procedures.
- Consider and edit as appropriate the annual report, as it applies to sub clubs.
- Ensure sporting activities are carried on by the sub clubs in accordance with the rules and practices of the appropriate peak sporting bodies.
- Ensure that the necessary legislative and harm minimisation strategies are complied with by the Club and Sub Clubs.

### **Community Partnerships**

- Ensure the Club complies with its community objects as detailed in the Constitution.
- Monitor the Club's achievement of its community strategic initiatives as detailed in the Club's Strategic Plan.
- Ensure the Club's community initiatives are incorporated into the Club's strategic marketing plan and marketing activities.

## Club Grants and Donations

- Monitor the Club's achievement of its Club Grants strategic initiatives as detailed in the Club's Strategic Plan.
- Ensure the Club meets its Club Grant requirements and that there are appropriate accounting and other documentary evidence to support the annual calculation.
- Recommend the Club's nominee/s to attend the local Club Grants meetings.
- Ensure the Club's Club Grants initiatives are incorporated into the Club's strategic marketing plan and marketing activities.
- Monitor compliance with ClubGrants Guidelines

## Industry Code of Practice

- Ensure compliance with the ClubsNSW Code of Conduct and best practice guidelines thereto in relation to community matters, including Community Support Guidelines.

## 9. THE GOVERNING BODY

### Composition of the Governing Body

The Board is comprised of a President, two (2) Vice Presidents and six (6) Ordinary Directors elected by ordinary members of the Club in general meeting in accordance with the Constitution.

The President shall:

- Preside at all meetings of the Board, Annual General Meeting and General Meetings.
- Determine any question of procedure at meetings detailed above in accordance with established practice for the conduct of meetings.
- Confer with the Chief Executive Officer on a regular basis.
- Have the option to attend and vote Ex-officio at all meetings of the Board committees.



- Be the Chairman of any other committee as the need arises.

The Vice Presidents of the Club shall:

- Assist the Chairman of the Board.
- Deputise for the Chairman in his absence or disability. (The senior Vice President will act first but if not available the junior Vice President will carry out the duty).

## 10. MEETINGS OF THE BOARD

### Protocol

- Ordinary meetings of the Board must be held monthly at a time and place duly notified.
- Written notice (including via email) of each ordinary meeting shall be given by the Chief Executive Officer / Company Secretary not less than SEVEN (7) days prior to the date of the meeting. A copy of the meeting information and agenda will be provided to the Board at least four clear days before the meeting.
- A special meeting of the Board may be called by the Chairman of the Board.
- Within FORTY EIGHT (48) hours of receipt of a written requisition, signed by THREE (3) or more directors of the Board, a special meeting of the Board shall be called by the Chief Executive Officer/ Company Secretary.
- Written or verbal notice of a special meeting must be given at least TWENTY FOUR (24) hours in advance of the meeting.
- Notice of the special meeting must specify the business to be considered. No other business without notice will be considered at such meeting.
- Annual General Meetings and General Meetings will be held in accordance with the relevant statutes and the Club's Constitution.
- No meeting of the Board shall be valid where the prescribed notice has not been given except where all those entitled to attend and vote at such meeting waive the necessity of such notice.
- At all meetings of the Board (unless the Board direct otherwise) there shall be entitled to attend, in addition to all members of the Board:

- The Chief Executive Officer (CEO)
- A Minute Secretary
- From time to time Executive and/or Department Managers or Trainee Manager will be invited to a Board meeting, by the Chairman;
- Members of the Board and all of those attending meetings of the Board shall have regard to the confidentiality of proceedings of the Board and of any matter brought before the Board.
- The quorum shall be five (5) directors.
- Recording of Minutes of all meetings of the Board shall be the responsibility of the CEO or, in his absence, the CFO/CHRO.
- Minutes shall be distributed to all of those entitled to receive them prior to the next relevant meeting.
- No business shall be considered at a meeting of the Board until the Minutes of the previous meeting have been confirmed.
- Minutes of the meeting shall be confirmed by resolution and signed by the Chairman at the next succeeding meeting and Minutes so confirmed and signed shall be taken as evidence of proceedings thereat.
- Voting shall be by a show of hands, or if demanded by any member, a ballot. No proxies shall be permitted.
- In the event of voting being equal the Chairman shall have a casting vote as well as his deliberative vote.
- A motion to make, vary, amend or rescind any By-Law shall not be considered unless reasonable written notice of amendments has been given to the Board.
- The Board may make rules, not inconsistent with the Acts or these By-Laws, for the regulation of the Club, the staff and the members, visitors and guests and generally for all such matters not otherwise provided for in these By-Laws.

## **11. THE BOARD ROOM**

### **Protocol**

The Board Room is exactly what the name implies. It shall not be used for any purpose other than what is specified below without approval of the Chairman of the Board or CEO:

- All Board meetings
- Board committee meetings
- Directors' work room for Club purposes
- Management & Staff Meetings
- Conference/Seminar on request via the Functions Department, which have been approved by the CEO.

## **12. STANDING ORDERS**

### **Quorum**

All Full Board Meetings: Five (5) Directors

### **Order of Business**

As per agenda

### **Suspension of Standing Orders**

If a matter of urgency arises, which is outside the agenda a member can move for suspension at e.g. 1040 hours.

### **Resumption of Standing Orders**

Motion required resuming Standing Orders at e.g. 1100 hours after the urgent business is concluded.

### **Conduct of Speakers**

- Members remain seated and silent while the Chairman is speaking. Any member wishing to speak addresses the Chairman.

- No interruption of a speaker is allowed except for three (3) formal motions (explained later) and on a Point of Order which must be dealt with immediately.
- If two (2) or more speakers wish to speak, the Chairman decides on the order of speakers. The Chairman will choose speakers alternately supporting or opposing the motion.
- All remarks must be addressed to the Chairman and any question to another member must go through the Chairman.

### **Chairman's Ruling**

The Chairman's ruling on all procedure and Points of Order will be final unless there is a motion "that the Chairman's ruling be disagreed with". The mover of the motion may speak briefly in support of the motion and the Chairman explains his ruling. The Chairman takes the vote on the motion.

### **Motions and Amendments**

- All proposals should be in the form of a motion. All speakers must keep to the question.
- All motions or amendments should be in writing but the Chairman can accept them verbally.
- All motions and amendments must be moved and seconded.
- A motion/amendment may be seconded to allow discussion to take place but the seconder need not support or vote for the motion/amendment.
- A motion/amendment lapses if not seconded.
- No motion/amendment which has been moved and seconded can be withdrawn without the unanimous consent of the meeting.
- No member can speak twice to the motion/amendment, except in explanation and with the Chairman's permission unless he is the mover of the original motion, has the right of reply, and he exercises this before the motion is put. If there are no amendments his reply ends the debate. If there is an amendment the right of reply is exercised before the first amendment is put.

- If the amendment is defeated the original motion is again open to amendment and this situation will carry through until amendments are exhausted. A second amendment cannot be moved whilst the first one is before the chair but it can be fore-shadowed.
- If the first amendment is carried the amended motion becomes the substantive motion and is again open to amendment. (The fore-shadowed amendment is now moved and seconded). When the substantive motion is put to the meeting and carried it becomes the resolution. No member may speak on any motion after it has been put to vote and no amendments can be moved after this happens.
- No amendment, which is a direct negative to the original motion, will be accepted.

### **Rescinding Amendments**

A resolution formulated by a Board committee can be altered by that committee, in meeting, prior to it going to the Board.

### **Resolution Null and Void**

If a resolution is passed in contravention of the Constitution, it will be declared null and void by a unanimous vote of the meeting.

### **Next Business (Referred to in Conduct of Speakers)**

A motion "That we proceed to the next business" may be moved either on a motion or an amendment. It requires a seconder and it cannot be discussed. If passed the motion disposes of the question under discussion.

### **Closure (referred to in conduct of speakers)**

A motion "That the question be now put" may be moved during discussion of a motion or an amendment. It can interrupt a speaker and may not be debated. It needs no seconder. If moved on an amendment it affects the amendment only. It does not prevent the mover of the original motion exercising the right of reply.

### **Speaker No Longer Heard (referred to in conduct of speakers)**

A motion "That the speaker be no longer heard" must be seconded and cannot be debated. The Chairman should attempt to obtain a fair hearing for the speaker if they are in order.

### **Adjournment**

The Chairman may call for an adjournment by stating the reason to the members.

## **Voting**

In the first instance by a show of hands.

## **Casting Vote**

The Chairman shall have a deliberative and a casting vote but is not bound to use them. Usually if the voting is equal he maintains the status quo by not using his casting vote and declares the motion not carried.

## **Resolve into Committee**

A motion that the meeting resolve into committee may be moved, seconded and carried so as to remove the restriction on the number of times a member may speak to a question. At a Board meeting all persons, other than Directors, may be asked by the Chairman to leave the board room.

## **13. ADMINISTRATION**

### **Cheques / Electronic Payments and Electronic Transfers**

Cheques and Electronic payment authorisation is as follows: all payments require any of the following combinations:

- President and Senior Vice President or Junior Vice President,
- President or Senior Vice President or Junior Vice President and CEO or CHRO or CFO or CCO;
- In the absence of the CEO, CHRO, CFO and CCO at the same time, two of the authorised directors may sign.
- One Director other than those mentioned above may be granted permission by the Board to sign cheques or EFT's from time to time.

Cheques and electronic payment authorisations from the Gaming Account for a Prize Winning Payments (As per the Gaming Machines Act): Require any two of the following personnel;

- President, Senior Vice President, Junior Vice President
- CEO, CHRO, CFO, CCO, Duty Managers, Supervisors, Accounts Clerk

- One Director other than those mentioned above may be granted permission by the Board to sign cheques from time to time.

In addition, Electronic Transfers between Club accounts within the National Australia Bank may be completed at any-time with a combination of the following;

- CEO / CFO / CHRO / CCO

## Payroll

- Payroll records are secured in separate file areas accessible by the CEO, CFO, CHRO and the Payroll Clerk and Accounts Clerk.
- Lodgement of payroll is via electronic transfer with authorisation as per electronic payment authorisation limits, and is controlled by passwords.

## Computers

Access to all software applications are controlled by passwords. These are allocated by the IT & Security Manager. All generic multi-user passwords are to be changed annually.

## Records

- Documents relating to land purchases, legal matters, leases, insurances and supply agreements are kept for an indefinite period in a secure location.
- Creditor records, payroll records, stock, poker machine and debtor record are retained for the periods required either by statute law or accounting statutes.
- Administration records of correspondence etc. are retained for seven (7) years
- All other non-current records are stored in a secure area.

## 14. TRADING HOURS

- The Orange Ex-Services Club and Country Club will be closed for trade on Christmas Day.
- The Orange Ex-Services Club gaming activities (poker machines, TAB & Keno) will not be open for trade until 12noon on ANZAC day (The food and beverage areas may open earlier, at the CEO's discretion, to improve patrons safety, security and/or comfort). The Country Club will not open for Trade on ANZAC day until 12noon.

- All other trading hours are at the discretion of Management.

## 15. DRESS REGULATIONS

- Members and visitors dress must be clean, neat and tidy at all times when entering either the main Club or Country Club premises.
- The CEO has the authority to amend the Dress Regulations from time to time.

## 16. PARKING

### Control of Parking on Club Premises

- Parking is divided into the following categories:
  - Members
  - Directors
  - Management | Staff
  - Mercure
- Permanently restricted bays are reserved seven days a week for the following:
  - All Directors Signposted
  - Chief Executive Officer Signposted
  - Chief Operating Officer Signposted
  - Chief Financial Officer Signposted
  - Duty Manager Signposted
  - Mercure
- The remainder of undercover car park is available for Members seven (7) days week.

## 17. MEMBERSHIP CARDS

### Rules

- A Member's card is not transferable.
- It is a Member's responsibility to report the loss of their card immediately to the Club. If a member loses his/her card, a replacement card will be issued for a fee of \$5.50.
- The Member's card must be produced upon entry to the Club. It must also be produced when requested by a Club official.



## 18. TEMPORARY MEMBERS

### Rules

- A person who has attained the age of eighteen (18) years whose ordinary place of residence is in NSW and is by radius five (5) kilometres or more from the premises of the host Club.
- A member of any Registered Club who at the invitation of the Governing Body or a Full Member of the Club attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club from the time on that day when he so attends the premises of the Club until the end of the day.
- An ordinary member of another Registered Club, the aims and objectives of which are similar to the Club.
- Overseas or interstate visitors.
- Any person who is admitted as a Temporary Member of the Club shall complete the Temporary Membership Register on either a daily/weekly basis when first entering the Club.

## 19. VISITORS

### Protocol

- All Visitors are to be signed into the appropriate register.
- All visitors are to produce ID in the form of:
  - Driver's licence; OR
  - Passport; OR
  - NSW RTA Photo Card
- Local visitors residing within five (5) kilometres of Orange Ex-Services' Club Limited or the Orange Ex-Services' Club Country Club must be signed in by a member, with a limit of four (4) visits per year.

- Host members are responsible for their visitors; the visitor must leave the Club no later than the host member.
- Temporary members may receive the same benefits available to members of the Club.

## 20. CHILDREN

### Rules

- Persons under eighteen (18) years of age are not permitted in any Bar or Gaming area as defined in the Liquor Act. Appropriate signage will be displayed throughout the Club to alert patrons of the restricted areas.

## 21. NEGOTIABLE INSTRUMENTS

### Rules

- Cheques can only be cashed by those who have been full members of the Club for a period of more than six (6) months and have been approved under the Cheque Cashing Policy.
- Members personal cheques will be accepted by the Duty Manager up to a limit of \$300 in each ten-day period. Any cheques exceeding this amount are to be referred to the CEO or COO or Operations Manager or CFO for approval, up to the value of \$400 per day as per Liquor Administration Board Legislation.
- All cheques cashed at the Orange Ex-Services' Club will incur a \$2.00 charge.

## 22. GAMING MACHINES

### Rules

- Compliance with the Gaming Machine Act of NSW will be a KPI of the Management Team.
- Club Policies and Procedures relating to Gaming will be reviewed on an annual basis.
- No member of staff is permitted to play gaming machines unless they are off duty and out of uniform, meet the normal entry requirements and it has been at least one hour since the cessation of their shift.

## 23. FOOD

### Rules

- Compliance with the Australian New Zealand Food Safety Standards will be a KPI of the Management Team.
- Club Policies and Procedures relating to food will be reviewed on an annual basis.
- Only food purchased within the Club may be consumed on the premises unless otherwise authorised by management.

## 24. LIQUOR

### Rules

- Compliance to Liquor Act, will be a KPI of the Management Team.
- Club Policies and Procedures relating to Liquor will be reviewed on an annual basis.
- Only liquor purchased within the Club may be consumed on the premises unless otherwise authorised by management.

## 25. FUNCTION ROOMS

### Rules

- Club Policies and Procedures relating to Functions will be reviewed on an annual basis.

## 26. ACCOR PLUS MEMBERS – DINING BENEFIT DISCOUNTS

### Rules

- In-house guests of Mercure Orange who hold Accor Plus membership are entitled to claim their Dining Benefit discount at the Greenhouse of Orange and the Diggers Bar & Grill upon presentation of their Mercure Orange room key and their Accor Plus membership card.
- Accor Plus Members who are not currently staying in the Mercure Orange are not entitled to claim Accor Plus Dining Benefit discounts.

## 27. SPORTING CLUBS

### Rules

- Sporting Clubs: Contact the reception desk for details of bowls, cards, golf, hockey, Polar Bears, soccer (junior) and tennis.
- Tennis court availability should be checked through the curator at the Orange Ex-Services' Club Wade Park tennis courts complex.

## 28. GENERAL

### Rules

- These By-Laws should be read in conjunction with the Constitution.
- The Governing Body of the Club reserves the right to add, delete or change By-Laws at any time, by notice on the Club notice board at the Anson Street premises and the Country Club premises.
- These By-Laws are applicable to the parent Club, Orange Ex-Services' Country Club and any subsidiaries.