



NEW SOUTH WALES MASONIC CLUB

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INFORMATION SHEET FOR CANDIDATES INTENDING TO NOMINATE FOR ELECTION TO THE CLUB BOARD.

DUTY OF DISCLOSURE

Anyone standing for election or who is appointed to a Club Board must disclose any previous period of ineligibility to be a Club Director or Secretary as a result of disciplinary action against them by the Independent Liquor & Gaming Authority that has since expired.

Club Boards can request this information from potential appointees to help make informed decisions. However, it does not prevent someone from standing for election or being appointed.

The person standing or appointed needs to disclose:

- during the nomination period as defined in clause 31A of the Registered Clubs Regulation 2015 to the Club Secretary, Manager or Returning Officer (at least seven days before standing for election),
- within seven days of being appointed, if the Club Board did not request this information prior to appointment, or within seven days of the request being made by the Club Board.
- Upon receiving notice from the nominee, the NSW Masonic Club will notify their members about any disclosures made by displaying a notice on the club premises and website:
- at least seven days before nominees stand for election or
- within 21 days of appointment being made, along with reasons for the appointment.

ELIGIBILITY TO BECOME A DIRECTOR OF A CLUB.

Any person may become a Director of a Club except if:

- A person is under the age of 18 years of age,
- A person who has not been a full member of the NSW Masonic Club for at least 3 years,
- An employee of the Club,
- An undischarged bankrupt,
- A person who in the last five years, has been convicted of an offence connected with the promotion, formation or management of a company,
- A person who in the last five years has been convicted of an offence involving serious Fraud,
- A person who in the last five years has been convicted under one or more of a number of provisions specified in the Corporations Act,
- 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 & Gaming Authority has declared as being ineligible to stand for election or to be appointed to or hold office as a Director of the Club,
- A person who under the Constitution of the Club is ineligible to hold office as a Director of the Club.

The Masonic Club Board, in accordance with the Club's Constitution, has up to nine Directors; a total of seven (7) Directors are elected to the Board by it's Members. The Board may, at it's discretion, appoint a further two Directors. The Board shall comprise of Masonic and non-Masonic (Associate) Members however, a maximum of 2 non-Masonic (Associate) Members may be elected to the Board by the Members. The elected Board will choose it's President and Vice President, both of whom must be Masonic Members.

The Board Members have further responsibilities on two Sub Committees; the Finance and House Supply & Staff Committees. Each Committee has a Convenor who chairs the Committees. The Board meets on the first Wednesday of each month. The House Supply & Staff Committee meets on the second Wednesday of the month and the Finance Committee meets on the third or fourth Wednesday of the month.

During the year a number of formal events occur involving the attendance of Vice Regal, political, religious and community leaders or annual Club events, which Club Directors are expected to attend and support. Directors are also expected to give support to our sub-Clubs and social events.

TRAINING REQUIREMENTS

Clubs must make information about their Directors', Secretaries' and Managers' compliance with training required under the Registered Clubs Regulation 2015, and any exemptions claimed, available to their members.

Training requirements for members of governing bodies of registered clubs:

- General Requirements: A person who is a member of the governing body of a registered club must, within 12 months of becoming a member, complete the required mandatory training.
- Mandatory training means:
 - (a) the courses entitled "Director Foundation and Management Collaboration" and "Finance for Club Boards" conducted by or on behalf of Clubs NSW, or
 - (b) the units of competency entitled "Implement Board member responsibilities—BSBGOV401", "Work within organisational structure—BSBGOV402" and "Analyse financial reports and budgets—BSBGOV403" conducted by an NVR registered training organisation (within the meaning of the *National Vocational Education and Training Regulator Act 2011* of the Commonwealth) or any units of competency that supersede and are equivalent to those units.

A CLUB DIRECTOR'S ROLE - ACTING IN CONCERT

It is important to remember that Directors acting alone have no power or authority unless the Board has specifically delegated a task, function or responsibility to that Director. A Director can only effectively exercise power when acting in concert with the other Directors.

DESIRABLE ATTRIBUTES OF A CLUB DIRECTOR

A Club Board needs good people to stand for election as a Director, with the right skill set and a willingness to learn. The Clubs NSW Directors Institute, Pathways Program describes the desirable attributes for aspiring Directors as:

- Personal commitment - has the necessary available time and support and knows why they are standing.
- Demonstrates strong personal skills – good communication and listening skills, computer literacy, a patient team player and motivated to work for service.
- Works with a positive attitude.
- Understands the varied and diverse needs of Club Members.
- Awareness of external pressures of the Club industry - seeks information through discussion with current Directors and through the media.
- Is updated on Club Policies, Club Code of Practice and the Club Constitution
- Networks with the local community – are aware of issues in local community and like to be involved.
- Thinks strategically – problem solving to meet the needs of all stakeholders.

DIRECTORS' DUTIES

As a Club Director, you are responsible at law for the management and oversight of all the affairs of the Club. Directors must exercise their duties with honesty, good faith, loyalty, skill and care.

These duties exist both at common law and in the Corporations Act (2001)

These duties exist both at common law and in the Corporations Act Sections 180-184 inclusive of the Corporations Act imposes various duties including:

- To exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise.

- To exercise their powers and discharge their powers in good faith in the interest of the club and for a proper purpose.
- Not improperly using their position to gain an advantage for themselves or someone else or cause detriment to the Club.

In addition, Directors owe to their Club's fiduciary duties of good faith and loyalty which fall into four overlapping categories.

- A duty to act bona fide in the interest of the club as a whole;
- A duty to exercise powers for the purpose for which they were conferred and not for any ulterior, collateral or improper purpose;
- A duty not to fetter the future exercise of Directors' powers and
- A duty to avoid conflicts of interest.

Intending candidates should possess certain skills, some of which should include but are not limited to the areas of: strategic planning, business development and operations, financial, corporate and civil governance, some legal knowledge, building/architectural/engineering/interior design, risk management, Human Resources and Workplace Health & Safety, in order to contribute meaningfully to the Board.

Without a doubt, the ensuing two years will be very challenging. The Club is to embark on significant refurbishment works, the upgrade of new Fire Safety and Building Code Regulations whilst navigating other 'disruptions' such as the Sydney Metro building works and planned Castlereagh Street Cycleway to name a few.

Due to these significant reinvestment works, we are particularly seeking qualified persons with a Commercial Building, Engineering or Project Management skillset and a person from the legal profession however, nominations are not limited to these professions or backgrounds.

Any nominee would need to be willing and able to be an effective general member of the Board with the requisite mix of skills, diversity, capabilities and experience and be able to meet the time commitment required.

A BRIEF CLUB HISTORY

It was on Friday, 15th September 1893 that a group of Masons met in the Royal Hotel Glenmore Road at the Five-ways in Paddington, with an aim of building unity and harmony within the Masonic fraternity. This resulted in the New South Wales Masonic Musical and Literary Club being formed.

In 1906, the Club was reconstituted and registered as an Association and three years later purchased land and constructed a building at 289 Pitt Street. Some 20 years later the Club again commenced building new premises in 1926 this time on the current site and was formally opened a year later by the Governor General on 4th October 1927.

From a male only Club for Masons to a remarkable member mix of both Masons and non-Masons, comprising of both male and female members today, the Membership has well and truly diversified. Adding to this, the development of a diverse Club culture and the establishment and operation of an international hotel and dining facilities, arguably one of the finest in the City, that the NSW Masonic Club has also come a long way and has a very bright future.

FURTHER INFORMATION

All enquires for further information are to be directed to the General Manager, Mr Paul Brasch on the following contact numbers: Phone: (02) 9284 1012, Email: gm@thecastlereagh.com.au or in person: 169 Castlereagh Street, Sydney NSW 2000.