



Board Induction Guidelines



ClubEducation



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Disclaimer

This workbook is only intended as a preliminary guide for boards and managers of clubs. It does not replace legal advice and it is not intended that clubs should rely on information in the guide in lieu of taking legal advice. Clubs should take professional advice about their circumstances, especially when proposing anything which is untried.

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Contact Details

For more information on the content covered in this workbook, ClubsNSW member clubs can contact the ClubASSIST Team on 1300 730 001 or enquiries@clubsnsw.com.au.

Welcome

Whether you have arrived here through the democratic process of election by your peers or by appointment from your esteemed board, you now belong to a select group entrusted with the stewardship of your club's future.

Stewardship — a weighty responsibility — extends beyond the confines of your club walls. It encompasses the essential community services you provide. As communities evolve year after year, your task is to remain relevant, ensuring the sustainable and profitable delivery of your products and services. It's both a challenge and a privilege.

To guide you in this critical role, we've crafted the *Board Induction Guidelines*. These guidelines include templates and checklists for your induction, covering aspects such as the chairperson's and club manager's roles, staff engagement rules, board meeting attendance, compliance and training. While they serve as a guide, their adoption—whether in full or part—depends on your club's constitution.

In an era of heightened governance scrutiny, understanding your legal and ethical responsibilities as a director is paramount. ClubsNSW stands by you, providing the necessary tools for governance training and operational oversight. Together, we'll ensure effective execution of your duties.

Clubs can use elements in these guidelines, adjusting the content to suit their specific needs. Inductions with a chairperson and/or a club manager should take place after the new director has studied these induction guidelines. This will give a new director the opportunity to ask questions and provide feedback/ideas.

We eagerly anticipate your participation in our educational and industry events as you embark on your directorship journey with your club.

Warm regards,

Rebecca Riant
ClubsNSW CEO

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1 Induction Guide for Board Directors

Welcome and congratulations on your election to the board. The club is a non-proprietary company limited by guarantee or it may be a co-operative. Irrespective, your club operates as a not-for-profit with a focus on the benefit of members.

The club constitution lists the objectives of the club, its legal powers, responsibilities of the board and members, composition of the board, conduct of elections, Annual General Meeting (AGM) and general meetings, and reporting guidelines.

2 Director Conduct

As director of your club, you are expected to uphold the highest standards of integrity, professionalism and ethical behaviour in all your actions and decisions. This includes acting in the best interests of the club and its stakeholders, complying with all applicable laws and regulations, maintaining confidentiality, and promoting transparency and accountability in corporate governance practices. You are also expected to respect diversity, foster a culture of inclusivity, and continuously strive for personal and professional development. By embracing these expectations, you will play a crucial role in guiding your club towards sustainable growth and success.

The club is a financial member of [ClubsNSW](#), the peak representative body for the NSW club industry. As a member of ClubsNSW, the board of directors agree to the application of the [Club Governance Code of Practice](#) (Code) and the commitments contained within the Code. Click on the links to access the information above.

Because the provision of gambling, food services and alcohol are core activities, the club industry is highly regulated and you have a responsibility to be fully informed as to your club legal compliance obligations.

In particular, ensure that you, the board, management and staff are informed about the primary instruments regulating clubs, particularly the *Registered Clubs Act 1976* (NSW) (and associated Regulations), the *Corporations Act 2001* (Cth), the *Gaming Machines Act 2001* (NSW) (and associated Regulations) and the *Liquor Act 2007* (NSW) (and associated Regulations).

In addition to the Code, directors must carry out their duties in compliance with all applicable laws including the *Corporations Act*, the club's constitution and by-laws, the Code and *Best Practice Guidelines* and all club policies and procedures. In discharging his/her duties, each director must:

- (a) exercise care and diligence
- (b) prevent the club from insolvent trading
- (c) inform themselves about the subject matter of a decision to the extent they reasonably believe to be appropriate
- (d) act in good faith in the best interests of the club
- (e) have a duty to avoid conflict of interest
- (f) declare any material personal interest or pecuniary/financial interest they have in the affairs of the club
- (g) not improperly use his/her position or misuse information of the club
- (h) maintain board confidentiality at all times
- (i) commit the time necessary to discharge effectively his/her role as a director, and
- (j) engage in ongoing skill development in relation to their role as director.

3 Role of the Board

The role of the board is to agree and oversee the strategic direction of the club, advancing the objectives of the club in a manner that delivers long-term benefits to members and the wider community.

The objectives of the board are to:

1. provide leadership and support, and monitor the club's management team.
2. ensure club operations comply with the constitution and the legal and regulatory frameworks, including liquor and gambling laws in which the club operates.

4 Responsibilities & Duties of the Board

The board holds responsibility to its members and stakeholder communities for the strategic direction, governance, and performance of the club.

With the exception of matters reserved for members in general meetings, the board maintains responsibilities in respect to the following matters (this list is not exhaustive):

1 Setting Objectives & Strategy

- Define/approve the club's long-term goals and strategic direction
- Ensure alignment with the club's mission and vision
- Approve the club's key performance indicators.

2 Applying Culture & Ethics

- Uphold ethical standards in all club activities
- Foster a positive club culture that promotes inclusivity and fairness
- Cultivate an environment that delivers the club a diverse and effective board.

3 Club Governance

- Meet in accordance with the club's relevant legislation, constitution and by-laws
- Establish committees and adopt charters to assist the board to fulfil its legislative obligations
- Approve new policies and significant changes to club policies
- Review and approve reports on the human resource management activities of the club
- Receive non-financial performance reports on the activities of the club
- Appointment of auditors.

4 Recruitment, Remuneration & Performance

- Recruitment, appointment and termination of the CEO
- Employment contract for the top executives is reviewed by an independent and qualified advisor prior to board approval
- Specify the key performance indicators,

conduct annual reviews and approve remuneration for CEO

- Agreement and approval of succession plans for the CEO and other key positions.

5 Monitoring Club Performance

- Regularly assess the club's progress against agreed-upon goals
- Ensure that current plans support the club's continuity
- Review and approve all statutory reports.

6 Risk Management

- Identify and manage risks that may impact club members
- Safeguard the club's interests and reputation.

7 Compliance with Policies & Laws

- Ensure adherence to club policies, legal obligations and regulations
- Uphold transparency and accountability
- For clubs with gambling, ensure there are effective responsible gambling and harm minimisation practices in place, they are followed and any issues or incidents of non-compliance are escalated to the board.

8 Emphasising Long-Term Goals

- Focus on sustainable growth and long-term success
- Avoid short-sighted decisions that may harm members.

9 Regular Financial Review

- Prevent insolvent trading
- Conduct periodic reviews of the club's finances
- Ensure financial stability and responsible management
- Approve budgets, borrowings and expenditure above the CEO's delegated authority
- Oversight of the club's capital management including investment strategies
- Approve the club's annual accounts and directors' reports.

5 Composition of the Board

The composition of the board is defined by your club's constitution.

The board consists of (number) ____ directors comprising of (outline the board composition):

Tenure

Tenure of a board should be defined in your club's constitution. ClubsNSW recommends the triennial rule, where board directors are elected annually and serve a three-year term.

6 Company Secretary

As per the *Corporations Act 2001* and the *Registered Clubs Act 1976*, the CEO is recognised to hold the position of company secretary unless otherwise specified by the club constitution.

All directors have direct access to the company secretary on governance matters.

The company secretary is accountable to the board, through the Chairperson, on all governance matters such as:

- statutory matters
- management of board processes
- maintenance of company registers
- advising the board on corporate governance matters
- ensuring the board has the information required to make informed decisions
- facilitating the induction and professional development of the directors.

7 Chairperson Responsibilities

The board elects a chairperson each year at its monthly meeting, immediately following a club's annual general meeting. The responsibilities of a chairperson include:

- providing leadership to the board and chair board meetings and other meetings as required
- ensure meetings are effectively conducted and minutes signed as true and correct
- in consultation with the CEO, provide induction to new directors
- maintain a professional relationship with the CEO and serve as a primary link between club management and the directors
- set the agenda for board meetings in conjunction with the CEO and in consideration of suggestions from directors
- as agreed with the CEO, act as a spokesperson for the club
- prepare the chairperson's annual report to members
- perform other duties as specified in the constitution.

8 Board Processes

The annual agenda for the Board template can be downloaded [here](#).

The *Registered Clubs Act 1976* requires a board to meet once a quarter. A 'quarter' refers to a period of three months ending on 31 March, 30 June, 30 September or 31 December. Most clubs still meet monthly at a set time of each month.

Papers for consideration are made available to directors preceding the meeting.

There is a call for agenda items requiring decisions prior to the meetings. A general business item is included on the agenda for directors wanting to add items for discussion and/or information.

All meetings are conducted in accordance with the constitution. Minutes for all meetings are taken and made available to all directors prior to the next ordinary meeting of the board.

Should the need arise, a board is able to call additional meetings to discuss and or resolve matters not able to be dealt with at an ordinary meeting. Such meetings are referred to as 'special meetings'.

Director attendance at meetings is an item reported to members in a club's Financial Report.

9 Education & Training

ClubsNSW recognises the important role education and training has in building the knowledge and skills of directors. The Club Education Institute (CEI) has been developed specifically to focus on director training and provides member inclusive/discounted courses and seminars. Find out more about CEI [here](#).

Directors must undertake the training as detailed below within 12 months:

- *Mandatory Director Training* consisting of *Director Foundation & Management Collaboration and Finance for Club Boards*
- *AML/CTF Board Awareness Oversight Training*
- *Responsible Gambling Board Oversight Training*

Other skill development training options can be found here — [Director Training](#) and [Online Training](#).

10 ClubsNSW Membership

The Registered Clubs Association of New South Wales (ClubsNSW) represents the interests of member clubs in New South Wales, making an important contribution to state and national policy, industrial relations and raising the profile of the industry through media and PR communication campaigns. ,

ClubsNSW and its related entities offer a range of services to members.

The CEO will add you to the ClubsNSW membership portal. Based on your membership, including if you are a CEI member, you will have paid or free access to the following:

- [Club Industry Snapshot](#)
- [ClubSAFE](#)
- [WR — Providing HR Advice & Legal Representation](#)
- [ClubASSIST — Member Enquiries for support and assistance](#)
- [ClubsNSW Circulars](#)
- [ClubLIFE.com.au](#)
- [ClubLIFE Magazines \(2019-2023\)](#)
- [ClubED — the Club Education Institute Magazine](#)
- [CEI Seminar Information](#)
- [Club Industry Guide](#)
- [WR Handbook](#)
- [HR Job Description and KPI Manual](#)
- [Effective Dispute Resolution Pack](#)
- [CNSW Industry Calendar](#)
- [ClubTV.](#)

conducting disciplinary proceedings, financial reporting, executive remunerations, procurement of goods, services and major capital works, overseas travel and board operations. Members should contact the Code Administrator or ClubASSIST if they believe a Code breach has occurred.

This Code provides club members with a free-of-charge service to help resolve these problems and ensure they are being dealt with fairly. Lodging a complaint is a simple process and we can advise you at each step of the way.

To lodge a complaint, you will need to complete the online [Code Breach Allegation Form](#).

11 Important Legislation Links

- [Registered Clubs Act 1976](#)
This Act provides for the constitution and registration of clubs for social, literary, political, sporting, athletic or other lawful purposes
- [Registered Clubs Regulation 2015](#)
This Regulation is under the *Registered Clubs Act 1976*
- [Liquor Act 2007](#)
This Act regulates the sale, supply and consumption of liquor
- [Gaming and Liquor Administration Act 2007](#)
This Act provides for the administration of laws relating to liquor and gaming
- [Gaming Machines Act 2001](#)
This Act regulates the operation of gaming machines in clubs
- [Gaming Machine Tax Act 2001](#)
This Act imposes a tax on the profits made from operating gaming machines
- [Liquor and Gaming Information](#) to assist clubs with their regulatory obligations.

Checklist

Review

- ☐ Club Constitution
- ☐ Quarterly financial reports
- ☐ Director role description
- ☐ Current strategic plan
- ☐ Board structure: sub committees and their charters, board positions (vice chairperson, treasurer etc)
- ☐ Process for annual director role review (if it exists)

In addition to these, clubs also must comply with:

Club Governance Code of Practice

The Code covers a wide range of club operations, including board elections, complaints handling,

PTO for continued Checklist Review.

☐ ClubGRANTS process (if applicable) and current recipients

☐ Register of disclosures

☐ Most recent Annual Report

To sign and return to Chairperson

☐ Confidentiality Agreement

☐ Code of Conduct

☐ Anti-bullying and Harrassment Policy

☐ Equal Opportunity Policy

☐ Workplace Health and Safety Policy

Induction Dates

☐ Board Chairperson

Date

Time

☐ Club Manager

Date

Time

12 Director Role Description

This director's role description is meant to be used only as a guideline. Clubs can adjust words or content to suit their specific needs.

Congratulations on being elected to the Board of (club name).

Below is a very general summary of the key duties expected of all directors. However, you may be asked to undertake other tasks, activities and projects during your tenure as a director, after mutual agreement with the board's president/chairperson.

As a director your core role is strategic, and you will be expected to:

- prevent insolvent trading
- uphold the traditions and public reputation of your club
- conduct the business and affairs of the club in accordance with the club's constitution in the best interests of the club and all members
- ensure responsible practices for the sale and service of liquor and gambling are implemented in the club
- not pander to a minority of members — strike a balance
- comply with the law and the club constitution
- think independently but act in concert
- possess a clear understanding of the club's mission, services, policies and programs
- have a commitment to the club's growth and development.

Staff Interactions

These rules are not applicable for small clubs that are run by the directors.

All staff are answerable to the club management team. As a director, you should not:

- interfere in the day-to-day running of the club
- manage, delegate to or become involved with staff
- ignore issues you may see in the club, but address them through the correct channels (via the CEO/secretary manager)
- ensure effective organisational planning and adequate resources.

Board Meetings

Please note that these are only guides and will be dependent upon the guidance in your club constitution

As per the Constitution of (club name):

- directors are expected to attend a minimum of (no. of meetings) during a 12-month period
- all non-attendance at board meetings should be advised in writing to either the president/ chairperson or the club CEO/secretary manager
- if (no. of meetings) meetings are missed

consecutively without any contact with the president/chairperson or the club CEO/ secretary manager, your position as a director may be in jeopardy – every situation will be considered individually and circumstances taken into account

- directors should read and understand all board papers prior to the meeting
- directors should participate actively and respectfully in all board discussions
- directors must act in concert with decisions taken by the board
- directors must maintain complete confidentiality of all board issues, ensuring that all dialogue, written and spoken from board meetings remains strictly confidential
- sub-committee (if relevant, there may be a separate role description for any subcommittee you may be appointed to).

Compliance

As a director, you will need to follow all federal and state legislation and the laws of your club constitution by ensuring that you:

- comply with the statutory duty of care and due diligence
- exercise your powers and discharge your duties in good faith in the best interests of the club and for a proper purpose
- do not improperly use your position, or information that you obtain as a director, to gain advantage for yourself or someone else, or cause detriment to the club
- disclose to other directors any material personal interest in a transaction
- adhere to your club's code of conduct
- ensure legal and ethical integrity and maintain accountability
- prevent insolvent trading.

Training & Development

Please note that these are only guides and will be dependent upon the guidance in your club constitution. There may be other training requirements — e.g. a Cert IV in Governance, that may be a club-specific requirement.

As per the Constitution of (club name):

- directors must attend the *Mandatory Director Training (Director Foundation & Management, Finance for Club Boards)* within 12 months of your election or appointment to the board or gain exemption approval
- directors should attend CEI Professional Development Seminars
- directors should stay relevant and up to date with club industry knowledge
- directors should be willing to develop their skills through ongoing education and training.



ClubsNSW

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