



Australian Men's Shed Association – Governance Principles

This paper outlines the fundamental principles of the governance structure of the Australian Men's Shed Association (**AMSA**). There are many variations of organisation structures and governance structures. The structure, governance and organisation principles outlined below are those which are considered appropriate to AMSA at this time and for the immediate foreseeable future.

1. The Role of the Australian Men's Shed Association

The intentions behind the establishment of AMSA – that it be a truly unified national body without segmentation of State operations is reinforced by the structure and mechanisms in place and proposed. Indeed dealings with Government and all other stakeholders is anticipated to be undertaken by genuine collaboration between all of the parties.

The Board has overall responsibility for management of AMSA:

- Setting strategic goals and direction
- Monitoring performance
- Ensuring that it has effective systems in place and
- Complies with its legal and regulatory obligations.

Each of the members of the Board is obligated at law to act in the best interest of the organisation and in furtherance of its charitable purposes.

To assist the Board in each of the above the Constitution and/or By -Laws make provision for a number of committees to ensure that these can be satisfied. Each committee is made up of one or more Directors and other persons either from AMSA members or others with appropriate skills and experience together with staff support.

2. The AMSA Constitution

AMSA is established as a a Company Limited by Guarantee under the *Corporations Act 2001* (Cth). AMSA is registered as a charity with the Australian Charities and Not-for-profits Commission (**ACNC**) and is required to operate in accordance with the requirements of the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

The primary purpose for the proposed changes to the Constitution, the governing document of AMSA, are to better align the governance and membership structure of the organisation with the vision and intentions of the founders, as a unified body and enable AMSA to better pursue its objectives in promoting the prevention of diseases in all men in Australia by providing opportunities that will enhance their health and welfare.

The changed governance and membership rules ensure that no parallel structures of AMSA's operational model are formed. Duplication generally tends to result in an inefficient use of resources and burdensome membership arrangements for the most important bodies in AMSA's structure, being the Men's Sheds that deliver the "on the ground" support and networks.

Improved structure will enable AMSA to maximise the utilisation of funding from government and other sources and efficiently deliver services to its members nationally in the spirit of its role as a unified peak body that represents the interests of all Men's Sheds collectively.

The Constitution provides for:

- a) **A Board** comprising six (6) **elected** Directors, being one from each Region (two year terms) and up to five (5) **appointed** skills-based Directors (three year terms). For the purpose of election of a Director from each Region, the term 'Region' is defined in the Constitution to mean each of the States, with the ACT is treated as part of New South Wales and the Northern Territory is treated as part of South Australia.

Skills-based Directors will be recruited to fill identified skill requirements of the Board and detailed position descriptions will be prepared for these positions.

Skills-based Directors will be recruited through AMSA's employment policies and will be nationally advertised through an external employment consultant.

- b) **AMSA Men's Shed Members** that satisfy minimum membership criteria.
 - c) **AMSA State Association Members**-The may be one State Organisation from each State or Territory which may be accepted to membership of AMSA, provided that certain eligibility criteria are met. So as to avoid any doubt there can only be one state organisation member for each State or Territory
 - d) **Both AMSA Men's Shed Members and AMSA State Association Members have voting rights** at General Meetings and in an election of Directors.
3. **Board Nominations**-Any AMSA Men's Shed Members that have been a member of AMSA for a minimum of 12 months is eligible to nominate a member of that Men's Shed to stand for election to the Board of AMSA.

Each AMSA Men's Shed Member can only nominate one candidate for election in a year and that person must have been a financial member of the Men's Shed for a minimum of 12 months. Each nomination must be seconded by another AMSA Men's Shed Member.

- 4. Voting eligibility-** Voting can be made via post, or electronic porthole within the AMSA website, as determined by the Board. A person authorised by Member will be able to complete and sign the ballot on behalf of that Member.

AMSA Member Sheds and AMSA State Association Members can only vote for the Director in the Region in which they are physically located.

- 5. Men's Sheds-** Any AMSA Men's Shed Member that is given membership to the AMSA and has been a member for a minimum of 12 months is eligible to cast one vote.
- 6. State Associations-** Each AMSA State Association Member is eligible to cast 5 Votes.
- 7. Ethical standards-** Board Members will be subject to the Board Charter. Members, employees, volunteers and Committees Members will be subject to the AMSA Code of Conduct thus ensuring commitment to the highest standard of ethical values.

Having Regional-based Directors removes the objection, of some, that if they are nominated from the committee of the State Association then they face a 'conflict of interest' between their role as a member of that State Association Committee and as a Board Director required to act in the best interests of AMSA and its charitable purposes. The regional-based Directors are not representative of the particular Region, they act in the best interests of AMSA, albeit they will be in a position to bring forward and aid in considerations of AMSA matters as they affect each relevant Region.

Neither Directors, members of Committees or Volunteer Support Officers are eligible for payment. However, each will be eligible for reimbursement of out of pocket expenses reasonably and necessarily incurred in carrying out their functions.

- 8. Transition arrangements-** The current Board will remain in office until the next (2018) Annual General Meeting at which time they must retire, but will be eligible for re-election. Thereafter, elections will commence in a staggered manner, with 3 Regions alternating each year in the election of Directors from their Region. Appointed Directors may be appointed at any time after the adoption of the new Constitution.

The Constitution and the By-Laws will be amended to incorporate the principles and the changes outlined above.