



**AUSTRALIAN
MEN'S SHED
ASSOCIATION**

Shoulder to Shoulder

Australian Men's Shed Association Board Charter



1. Purpose of this Charter

This Board Charter sets out the role, responsibilities, authority and operating principles of the Board of Directors of the **Australian Men's Shed Association (AMSA)**. The Charter supports effective, ethical and accountable governance of AMSA in accordance with:

- the AMSA Constitution;
- the **ACNC Governance Standards**;
- the **Corporations Act 2001 (Cth)**; and
- AMSA's formal governance and corporate service arrangements with **Sheds and Community Health Services Limited (SaCHS)**.

This Charter is intended to be read in conjunction with AMSA's Constitution and governance policies and does not override them.

2. AMSA Vision and Mission

Our Vision

Australian Men have the opportunity to improve their health and wellbeing through participation in the Men's Shed movement.

Our Mission

To advance an effective Men's Shed movement – strengthening communities and bringing men together to facilitate positive lifestyle choices and outcomes.



3. Governance Context and Structure

AMSA is a public company limited by guarantee and a registered charity with the Australian Charities and Not-for-profits Commission (ACNC).

AMSA operates as the **national peak body for Men's Sheds in Australia**, delivering programs, services, advocacy and support to Men's Sheds and Shedders nationwide.

To strengthen governance capability, independence and compliance, AMSA operates within a **parent–operating entity model**, whereby:

- **SaCHS acts as the parent governance entity**, providing skills-based board oversight and corporate, financial and compliance services and service delivery.
- **AMSA retains responsibility for its mission, identity, and membership**
- formal agreements define the roles, delegations and accountabilities between AMSA and SaCHS.

Nothing in this arrangement removes or diminishes the AMSA Board's responsibilities as responsible persons under the ACNC Act.

4. Role of the AMSA Board

The AMSA Board is the governing authority of AMSA (Constitution clause 9.1).

The Board's primary role is to:

- steward AMSA's charitable purpose;
- safeguard the integrity, reputation and sustainability of the Men's Shed movement; and
- ensure AMSA operates in the best interests of its members, beneficiaries and funders.

The AMSA Board is accountable to AMSA members and responsible to regulators and funding bodies for the proper governance of the organisation.



5. Responsibilities of the Board

The AMSA Board is responsible for:

5.1 Strategy and Purpose

- approving AMSA's strategic direction and priorities;
- ensuring all activities align with AMSA's charitable purpose, Mission and Vision;
- overseeing AMSA's role as the national Men's Shed peak body.

5.2 Governance and Compliance

- ensuring compliance with the AMSA Constitution, ACNC Governance Standards and applicable laws;
- approving and monitoring governance policies, including Code of Conduct and Conflict of Interest frameworks;
- ensuring appropriate risk management and internal control systems are in place.

5.3 Financial Stewardship

- overseeing AMSA's financial sustainability and performance;
- approving budgets, major expenditures and financial reports;

5.4 Accountability and Stakeholder Engagement

- ensuring accountability to AMSA members through general meetings and reporting;
- overseeing transparent communication with members, funders and stakeholders;
- safeguarding AMSA's reputation and public trust.



6. Relationship with SaCHS

The AMSA Board acknowledges that SaCHS provides governance, financial, compliance and corporate services under formal agreement.

In this context:

- the AMSA Chair is appointed to the SaCHS Board to ensure alignment and continuity;
- SaCHS operates a **skills-based board model** consistent with ACNC best practice;
- AMSA retains ultimate responsibility for its charitable purpose and member accountability.

The AMSA Board remains responsible for ensuring that arrangements with SaCHS operate in the best interests of AMSA and its beneficiaries.

7. Duties of Directors

Directors of AMSA are responsible persons under the ACNC Act and must comply with their duties to:

- act in good faith and for proper purposes;
- act in the best interests of AMSA and its charitable purpose;
- exercise care, diligence and skill;
- manage conflicts of interest appropriately; and
- ensure AMSA does not operate for private benefit.

Directors must comply with AMSA's Code of Conduct and related governance policies at all times.



8. AMSA Board Composition and Skills

The AMSA Board is constituted in accordance with section 9 of the AMSA Constitution. The AMSA Board is committed to ensuring that, collectively, directors bring appropriate skills, experience and diversity to govern a nationally funded charity, including experience in:

- governance and regulation;
- financial and risk management;
- community development and men's health; and
- not-for-profit leadership.

9. Chair and Company Secretary

AMSA Chair

The AMSA Chair leads the Board and is responsible for:

- facilitating effective Board decision-making;
- ensuring directors discharge their duties appropriately;
- representing AMSA at governance level; and
- acting as the primary governance link with SaCHS.

Company Secretary

The Company Secretary supports the Board by ensuring:

- compliance with statutory and constitutional requirements;
- proper documentation of Board decisions; and
- effective governance administration.

Company secretarial support is to be provided through SaCHS under formal agreement.



10. Delegation to Management

The AMSA Board delegates day-to-day management of AMSA to the Chief Executive Officer in accordance with the Constitution and approved delegations. The AMSA Board retains authority over matters reserved to it by law, the Constitution or this Charter.

11. AMSA Board Committees

The AMSA Board may establish committees to assist with governance, risk, finance, nominations or other matters. Committees operate under Board-approved Terms of Reference and report regularly to the Board.

12. Review of Charter

This Charter is reviewed periodically by the Board to ensure it remains:

- compliant with ACNC Governance Standards;
- aligned with AMSA's Constitution and governance arrangements with SaCHS; and
- reflective of best-practice charity governance.

Approved by the AMSA Board: September 2026