Pieces Together Ltd. (ACN 689 550 392)

Governance Standards Policy

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1. Preamble and Foundational Principles

This policy document defines the comprehensive governance framework for Pieces Together Ltd. (ACN 689 550 392), a registered charitable company limited by guarantee.

This policy is designed to not only ensure full compliance with the Australian Charities and Not-for-profits Commission (ACNC) Governance Standards but to exemplify the highest standards of integrity, accountability, and public trust. Its purpose is to establish an irreproachable governance structure that safeguards the company's charitable purposes, protects its members and beneficiaries, and ensures long-term sustainability and legal compliance. This framework integrates the principles of a community shed organisation with robust corporate governance.

2. Governance Standard 1: Purposes and Not-for-Profit Nature

2.1 Charitable Purpose

Pieces Together Ltd. is a community shed initiative established as a not-for-profit for charitable purposes. As defined in Clause 7 of the Constitution, the company's purpose is to advance public welfare and health by operating a community shed intended to:

- Improve the health of community members at risk of health issues arising from loneliness and isolation.
- Facilitate programs addressing mental, physical, and emotional health issues.
- Provide meaningful activities in the company of others to relieve isolation and loneliness.
- Undertake charitable activities benefiting the broader community.

2.2 Not-for-Profit Character

The company is legally and operationally a not-for-profit entity.

- All funds generated from any and all operations, including membership fees, activity charges, sales, or other activities, will be applied exclusively to further these charitable purposes.
- No profit, asset, or financial benefit will be distributed to members or Responsible Persons during operation or upon winding up, except as bona fide reimbursement of expenses or for services rendered, as stipulated by the Constitution.
- The company shall maintain a separate bank account for its Gift Fund, ensuring all deductible gifts are used solely for its charitable purposes as required by Clause 80 of the Constitution.

2.3 Public Access to Information

Information regarding the company's charitable purpose, governance structure, and financial summaries will be made readily available to the public via the company's website and on-site, ensuring transparency.

3. Governance Standard 2: Accountability and Transparency

Pieces Together Ltd. is committed to absolute accountability to its members, beneficiaries, and the public.

3.1 Accountability to Members

Members, as defined in Clause 14 of the Constitution, are fundamental to the company's governance. The company guarantees members' rights to:

- Receive adequate and timely information regarding the company's activities and financial health through regular communications.
- Participate in Annual General Meetings (AGMs), ask questions of Responsible Persons, and vote on resolutions.
- Access a formal, transparent, and fair grievance procedure to address concerns regarding governance, as outlined in Clause 24 of the Constitution.

3.2 Financial Transparency and Reporting

The Responsible Persons will ensure the preparation and presentation of Annual Reports and financial statements to members at the AGM. These statements will provide a true and fair view of the company's financial performance and position, compliant with all accounting standards.

3.3 Grievance and Dispute Resolution
Beyond the member-specific grievance procedure, the company will maintain a clear process for handling complaints or disputes from beneficiaries, volunteers, and the public. This process will be timely, fair, and confidential, with clear pathways for escalation.

4. Governance Standard 3: Compliance with Australian Laws

The company will operate in strict and proactive compliance with all applicable Australian laws and regulations. The Responsible Persons are accountable for ensuring this compliance.

4.1 Legal and Regulatory Register
The company will maintain a formal register of its legal and regulatory obligations, which will be reviewed annually to ensure all requirements are met.

4.2 Work Health and Safety (WHS)
Given the hands-on "Brickie Parlour" environment, the company will enforce a robust WHS management system. This includes, but is not limited to, regular risk assessments, provision of safety equipment, comprehensive training for all staff and volunteers, and strict incident reporting procedures.

4.3 Data Governance and Privacy
The company will strictly adhere to the Privacy Act 1988 (Cth) and the Australian Privacy Principles (APPs) regarding all personal information collected from members, volunteers, and participants. This includes:

- Clear collection notices and consent protocols.
- Secure storage and data access controls.
- Protocols for managing data breaches.
- Heightened sensitivity and controls for any "sensitive information" or “private and confidential information” (e.g., health information) given the **focus** is on mental well-being.

4.4 Fair Work and Volunteer Management
The company will comply with all provisions of the Fair Work Act 2009 for its employees. For volunteers, the company will maintain clear role descriptions, provide necessary training, ensure adequate supervision, and extend all WHS and duty of care protections.

4.5 Fundraising
All fundraising activities will comply with relevant state and territory fundraising laws.

4.6 Other Key Compliance Areas
Compliance will be maintained for all operational requirements, including food safety laws,

local council regulations, and anti-discrimination laws.

4.7 Record-Keeping
The company will maintain accurate, current, and secure records of its operations, including financial records, meeting minutes, and member registers, as mandated by the ACNC and the Corporations Act 2001.

5. Governance Standards 4 & 5: Responsible Persons – Conduct, Suitability, and Duties

The Responsible Persons (Directors, as per the Constitution) are subject to the highest standards of conduct and accountability.

5.1 Core Duties
As specified in the Constitution (Clause 52), all Responsible Persons must:

- Act honestly, with reasonable care and diligence.
- Act in the best interests of the company and to further its charitable purposes.
- Not misuse their position or information obtained as a Responsible Person.
- Disclose all actual or perceived conflicts of interest.
- Ensure the financial affairs are managed responsibly and prevent the company from operating while insolvent.

5.2 Suitability, Screening, and Appointment
The company will take all reasonable steps to ensure the suitability of its Responsible Persons.

- Prior to appointment, prospective Responsible Persons must sign a declaration confirming they are not disqualified.
- The company will verify eligibility by checking the ASIC Banned and Disqualified Register and the ACNC Register of Disqualified Persons.
- Given the service to a potentially vulnerable population and focus on mental well-being, all Responsible Persons must undergo screening (e.g., National Police Check [volunteer] and Working with Vulnerable People check and Working with Children Check [if applicable]) as appropriate and required to their inherent role and duties.

5.3 Management of Conflicts of Interest
A declaration of interests will be a standing agenda item at all board meetings.

- All disclosed conflicts (real or perceived) will be recorded in the minutes.
- A conflicted Responsible Person must excuse themselves from all discussions and voting on the matter, unless the remaining non-conflicted Responsible Persons determine otherwise.

5.4 Removal
The company will take immediate and reasonable steps to remove any Responsible Person found to be disqualified, following procedures in the Constitution.

6. Financial Stewardship and Risk Management

6.1 Prudent Financial Management
The Responsible Persons are accountable for the company's financial viability. This duty includes:

- Implementing robust internal controls, including segregation of duties, to protect financial assets.
- Approving and monitoring annual budgets that align with the Organisations Strategic Plan.
- Ensuring all funds, particularly Gift Funds, are used solely for the charitable purposes.
- Appointing a qualified auditor or reviewer for annual financial statements, as required.

6.2 Comprehensive Risk Management Framework
The Responsible Persons will adopt and oversee a formal Risk Management Framework. This framework mandates a structured approach to:

- **Identification:** Proactively identifying strategic, operational, financial, legal, reputational, and WHS risks.
- **Assessment:** Analysing the likelihood and impact of identified risks.
- **Mitigation:** Implementing controls and strategies to manage risks to an acceptable level.
- **Monitoring:** Continuously reviewing the framework and reporting on risk to the Board.

6.3 Insurance
As a key risk mitigation strategy, the Responsible Persons will ensure all applicable and adequate insurance policies are in place prior to commencing any activities. This includes, but is not limited to:

- Public Liability and Product Liability.
- Workers Compensation.
- Community Association Insurance (including Directors & Officers liability).
- Property, Asset, Stock, Money, and Theft Insurance.

7. Community Safeguarding and Ethical Operations

The governance framework is designed to support the specific ethos of a community shed and its focus on mental well-being.

7.1 Safeguarding Vulnerable Persons
The company acknowledges its duty of care to all participants, particularly those who may be vulnerable. All activities will be conducted in a physically and psychologically safe and supportive environment. Clear protocols will be maintained for identifying and responding to any safeguarding concerns.

7.2 Volunteer Program Management
Volunteers are central to the community ethos. The volunteer program will be managed to ensure:

- Clear roles, responsibilities, and induction.
- Appropriate screening, training, and supervision.
- Full integration into WHS and safeguarding protocols.

7.3 Mental Well-being Environment
Recognising the focus on mental well-being, staff and volunteers will be equipped to manage mental health-related matters responsibly. This includes establishing clear professional boundaries and maintaining referral pathways to qualified health services.

8. Policy Review and Continuous Improvement

This policy will be reviewed annually by the Board of Directors. This review will ensure continued relevance, effectiveness, and compliance with all ACNC regulations and applicable laws, and will incorporate principles of continuous improvement.[1]

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