



Pacific Assist

Inspiring Self-reliance

Governance Policy

2020

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Policy Statement

In line with our commitment to personal responsibility, integrity, and community, Pacific Assist is organised, lead, and managed in accordance with our legal and compliance obligations. The ultimate responsibility of leading and governing the organisation lies with the board of directors. As per Section 181 of the Corporations Act¹, the board are legally bound to fulfil their governance obligations and to act in good faith as follows:

A director or other officer of a corporation must exercise their power and discharge their duties (a) in good faith in the best interests of the corporation; and (b) for a proper purpose.

As a registered charity this obligation is regulated by the Australian Charities and Not-for-profits Commission (ACNC). Under ACNC regulations, the board must comply with the ACNC Governance Standards (see below). The board may choose to delegate much of the day-to-day management of the organisation to the secretary and the projects manager, however, they must actively oversee all delegated responsibility.

Scope

The governance policy and its associated procedures provide the framework for all Pacific Assist directors and officers to meet their legal and compliance obligations. All Pacific Assist personnel, volunteers, participants, partners, and service providers are required to comply with them as they apply to their specific roles and responsibilities.

Organisational Structure

Furniture for Schools (Trading as Pacific Assist) is an Australian Public Company Limited by Guarantee registered with both the Australian and Securities and Investment Commission (ASIC) and the ACNC. A company limited by guarantee is a specialised form of public company designed for non-profit organisations. A company limited by guarantee is established and governed under the Corporations Act and has members rather than shareholders. The initial registration is with ASIC, however, once a company limited by guarantee is registered as a charity with the ACNC, most ongoing governance obligations are to the ACNC rather than to ASIC. See below for specific obligations to the ACNC and to ASIC.

¹ Australian Government. Federal Register of Legislation. Corporations Act 2001 (19 October 2018). Retrieved from: <https://www.legislation.gov.au/Details/C2018C00424>

Constitution

Pacific Assist's constitution, CONSTITUTION OF Furniture for Schools Ltd (Trading as Pacific Assist), is our governing instrument. This constitution clearly documents our structure and provides a clear statement of our charitable purposes, the benefit we seek to provide a to the public, clauses that outline our not-for-profit nature, a winding up clause, the rules for how directors and members are appointed, and the obligations that each has in their specific role. The constitution is located at file path: "P:\Pacific Assist\Company Management\Governance & Compliance\Furniture for Schools Ltd Constitution.pdf"

It is Pacific Assist policy that the constitution be published on the Pacific Assist website.

Charitable Purpose

Pacific Assist's object is to pursue the following charitable purpose(s):

Assist disadvantage individuals, families, and communities in Australia, New Zealand, the islands of the South Pacific, and other nations in need to become emotionally, physically, economically, and educationally self-reliant by building partnerships and mobilizing expertise and resources that:

- Foster educational development
- Promote health & well-being
- Provide humanitarian aid
- Promote economic development

In line with our charitable purposes, Pacific Assist has been granted charity tax concession status as a Public Benevolent Institution endorsed to access the following tax concessions:

- GST Concession
- Income Tax Exemption
- FBT Exemption

We are also endorsed as a Deductible Gift Recipient (DGR) from 06 Jun 2018.

Policy

Leadership & Management

Pacific Assist leadership and management positions are as follows:

- Board of Directors (companies limited by guarantee are required to have a minimum of three directors). It is Pacific policy that the majority of directors be non-executive directors (for further information on non-executive directors see AICD (2016) Role of Non-Executive-Directors located at file path: "P:\Pacific Assist\Company Management\Governance & Compliance\Policies & Procedures\Policy & Procedure Development Tools\Governance\AICD (2016) Role of Non-Executive-Directors.pdf"
- Secretary (companies limited by guarantee are required to have a secretary)
- Projects Manager
- Project Coordinators

Depending on the nature of any given project, the directors and projects manager may at times fill the role of project coordinators.

Legal and Compliance Obligations

ACFID

As an ACFID member Pacific Assist is required to:

- Pay annual fees in November (note fees increase as Pacific Assist disbursements to international programs, program support costs, and community education increase). For a table of current fees refer to [ACFID Membership fees](#).
- Submit a Code Compliance Exceptions report. In years when not required to complete the Code Self-Assessment (CSA). Due 30 November
- Submit a CSA. One in every three years. Due 30 November
- Submit annual and financial reports. Due 30 November
- Report annually to the board of directors on compliance with ACFID Fundraising Charter

ACNC

As a charity registered with the ACNC, Pacific Assist has the following obligations:

- To remain eligible to be registered, charities must continue to be not-for-profit and pursue their charitable purpose or purposes
- Notify the ACNC if any of the following details change:
 - Legal name
 - Address For Service (where legal documents can be sent)

- Responsible Persons (people who are members of our governing body - directors and secretary) – including if someone takes on or finishes the role of a Responsible Person
- Governing document (the constitution)

It is a legal requirement to record changes in the minutes of the respective meeting in which they were determined. The projects manager must notify the ACNC of any changes. Small charities must notify the ACNC of these changes no later than 60 days after becoming aware of the change. To notify the ACNC, log in to the [Charity Portal](#) and submit the appropriate online form. The ACNC does not charge charities a fee to notify of changes.

- Let the ACNC know if Pacific Assist is not meeting its ongoing obligations to the ACNC in a significant way, and as a result is no longer entitled to be registered
- Keep financial records that correctly record and explain Pacific Assist's transactions and financial position. These records must also allow for the preparation of true and fair financial statements
- Keep operational records which explain Pacific Assist's activities
- Submit an Annual Information Statement every year. The Annual Information Statement is due within six months of the end of Pacific Assist's reporting period (1 July to 30 June) and is submitted online in the ACNC Charity Portal ([ACNC AIS](#)). The projects manager is responsible for completing and submitting the AIS. This requirement is recorded in the Compliance Register. The status of Pacific Assist's ACNC reporting can be viewed at: [ACNC Annual Reporting](#) .
- Comply with the Governance Standards. These standards set out a minimum standard of governance, to help promote public trust and confidence in charities. They deal with how charities are run (including their processes, activities and relationships) – their governance.

The Standards require charities to remain charitable, operate lawfully, and be run in an accountable and responsible way. They help charities remain trusted by the public and continue to do their charitable work. Because the Governance Standards are a set of high-level principles, not precise rules, each charity must decide how they will comply with them.

Each charity must be able to demonstrate that the steps it has taken to comply are appropriate for it (considering factors such as its size, purpose and activities). For example, a larger charity or one with vulnerable beneficiaries may need to take extra steps to comply with the Standards.

The Governance Standards and what they require are as follows:

- Standard 1: Purposes and not-for-profit nature –
Charities must be not-for-profit and work towards their charitable purpose. They must be able to demonstrate this and provide information about their purposes to the public
- Standard 2: Accountability to members –
Charities that have members must take reasonable steps to be accountable to their members and provide them with adequate opportunity to raise concerns about how the charity is governed
- Standard 3: Compliance with Australian laws –
Charities must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a penalty of 60 penalty units (equivalent to \$12,600 as at December 2018) or more
- Standard 4: Suitability of Responsible Persons –
Charities must take reasonable steps to:
 - be satisfied that its Responsible Persons (such as board or committee members or trustees) are not disqualified from managing a corporation under the Corporations Act 2001 (Cth) or disqualified from being a Responsible Person of a registered charity by the ACNC Commissioner, and
 - remove any Responsible Person who does not meet these requirements.
- Standard 5: Duties of Responsible Persons –
Charities must take reasonable steps to make sure that Responsible Persons are subject to, understand and carry out the duties set out in this Standard. The duties can be summarised as follows:
 - To act with reasonable care and diligence
 - To act honestly and fairly in the best interests of the charity and for its charitable purposes
 - Not to misuse their position or information they gain as a Responsible Person
 - To disclose conflicts of interest
 - To ensure that the financial affairs of the charity are managed responsibly
 - Not to allow the charity to operate while it is insolvent

Generally, the duties mean that responsible persons should act with standards of integrity and common sense. More detailed information about

the Governance Standards and how to comply with them can be found at:

[ACNC Governance Standards](#) .

- Comply with the External Conduct Standards. These standards require charities to take reasonable steps to ensure appropriate standards of behaviour, governance, oversight and recordkeeping when undertaking activities or providing resources overseas. There are four External Conduct Standards that cover certain aspects of a charity's overseas operations:
 - Standard 1: Activities and control of resources (including funds) –
This Standard covers the way a charity manages its activities overseas, and how it is required to control the finances and other resources it uses overseas.
 - Standard 2: Annual review of overseas activities and record-keeping –
This Standard covers the requirements for a charity to obtain and keep sufficient records for its overseas activities
 - Standard 3: Anti-fraud and anti-corruption –
This Standard covers the requirements for a charity to have processes and procedures that work to combat fraud and corruption in its overseas operations
 - Standard 4: Protection of vulnerable individuals –
This Standard covers the requirement for a charity to protect the vulnerable people that it works with when conducting its overseas operations

More detailed information about the External Conduct Standards and how to comply with them can be found at: [ACNC External Conduct Standards](#)

As part of their governance responsibility to act with reasonable care and diligence, the board of directors must provide strong leadership in relation to:

- Human rights and safeguarding
- Child safety and well-being
- Risk management
- Financial management and fraud and corruption prevention

To do this the board must be well informed on the development of policies and procedures across the organisation, but particularly in relation to the specific areas listed above, and they must be anxiously engaged in overseeing their implementation. It is the board who must provide the leadership to promote a culture of personal responsibility, integrity, respect for the law, commitment to the common good, and care for others.

Annual Report

To comply with ACNC Governance Standard 2 and the ACFID Code of Conduct, Pacific Assist publishes an annual report. The report must be completed by the 31st of July each year to be tabled at the Annual General Meeting held in August each year.

The Annual Report must include:

- Pacific Assist's vision, mission, and core principles of self-reliance
- Brief outline and photo of each director and the projects manager
- A list of Pacific Assist Members
- Pacific Assist's organisational structure
- Pacific Assist's charitable purpose
- A statement of commitment to full adherence with the ACFID Code of Conduct
- Statement by the chair of the board summarising achievements and challenges faced
- An overview of projects that fulfilled Pacific Assist's charitable purposes, including most significant aid and development activities undertaken during the reporting period and their impact
- Results and commentary on project monitoring and evaluation
- Review of Pacific Assist's short and long-term goals
- A plain-language summary of income and expenditure and Pacific Assist's overall financial health
- A statement on the strategic plan and goals for the coming financial year
- Acknowledgement of partners, volunteers, and supporters

ASIC

Under the corporations act, companies limited by guarantee have certain obligations. These include:

- Making their books and records available for inspection by directors
- Keeping written records of members' resolutions and meetings
- Ensuring that no dividends are paid to members
- Holding meetings as required by the Corporations Act
- Complying with additional governance standards where the company is a registered charity

As a company limited by guarantee registered as a charity with the ACNC, most of Pacific Assist's regulatory obligations are to the ACNC. However, Pacific Assist must report to ASIC when:

- We want to change the name of the company (including removing 'Limited' from the company name)
- The auditor resigns or is removed (in certain circumstances)
- An external administrator is appointed for the company
- The company is winding up or being deregister

If the company stops being registered with the ACNC, we must comply with all ASIC requirements again.

ATO

Pacific Assist has the following reporting obligations to the ATO:

- Lodge a quarterly Business Activity Statement
- Lodge an annual company Tax Return

Independent accountant, Frontier Accounting, manages this obligation on Pacific Assist's behalf.

Induction and Training for Directors

Given the very significant responsibility directors have as Pacific Assist's governing body, it is essential that they receive a suitable induction, and ongoing training.

The Pacific Assist director serving as the chair is responsible for conducting the induction of each new director. As part of their induction a new director must receive the following:

- Letter of Appointment for Responsible Persons. This letter outlines the duties of a director as stated in the ACNC Governance Standard 5. It must be sent to the new director within five days of receiving their written consent to be appointed as a director. The template for the letter is located at file path: "P:\Pacific Assist\Company Management\Governance & Compliance\Document & Meeting Templates\Letter of Appointment for Responsible Persons Template.docx"
- Governance for Good: The ACNC's guide for charity board members. This guide is for people who are, or are thinking of becoming, board members of a charity registered with the ACNC. This guide focuses on good governance and how it helps charities in the context of their obligations. It highlights when something is a legal obligation, rather than being optional or suggested. This guide must be sent to the new director as an attachment to the Letter of Appointment for Responsible Persons. The template for the guide is located at file path: "P:\Pacific Assist\Company Management\Governance & Compliance\Policies & Procedures\Training Materials and Resources\ACNC (2018) Governance for Good Guide.pdf"

- Receive and sign Pacific Assist's Child Safety and Wellbeing Code of Conduct. The code must be sent to the new director as an attachment to the Letter of Appointment for Responsible Persons. It must be signed, returned, and saved into the P Drive within 30 days of receiving the new directors written consent to be appointed as a director. Pacific Assist's Child Safety and Wellbeing Code of Conduct is located at file path: "P:\Pacific Assist\Company Management\Governance & Compliance\Policies & Procedures\Pacific Assist Aus. Child Safety & Wellbeing Code of Conduct.pdf"
- Receive and sign Pacific Assist's Workplace Code of Conduct. The code must be sent to the new director as an attachment to the Letter of Appointment for Responsible Persons. It must be signed, returned, and saved into the P Drive within 30 days of receiving the new directors written consent to be appointed as a director. Pacific Assist's Workplace Code of Conduct is located at file path: "P:\Pacific Assist\Company Management\Governance & Compliance\Policies & Procedures\Pacific Assist Workplace Code of Conduct.pdf"
- In their first directors' meeting:
 - An introduction to Pacific Assist's vision, mission, and 4 core principles of self-reliance
 - Review Pacific Assist's Governance Policies and Procedures
- Within their first three months, a new director must:
 - Review Pacific Assist's Safeguarding Policy
 - Review Pacific Assist's Fraud and Corruption Prevention Policy
 - Review Pacific Assist's Complaints Handling Policy
 - Review Pacific Assist's Whistleblowing Policy
 - Complete ACFID Code of Conduct Certification (see [Introduction to ACFID Code of Conduct](#))
 - Complete all 11 Child Safe Organisations - National Principles Modules (see [E-learning modules](#))

In addition to the induction orientation and training, ongoing training is conducted as part of directors' meetings (for more information on these meetings see the *Meetings* section below). Further, each board member and the projects manager are to undertake 4 self-determined professional development projects per year. Of these, one should include a focus on learning principles and skills related to child safety and well-being, and one should focus on learning principles and skills related to primary stakeholder participation and contribution.

Meetings

Pacific Assist holds a variety of meetings to complete the work required to achieve our charitable purposes. Some meetings are mandated under Pacific Assist's constitution and are required to be held to comply with ACNC governance standards. Others are conducted for operational purposes. This policy describes the required, formal meetings and their procedures. Informal meetings can be conducted as needed to counsel, collaborate, and organise.

Annual General Meeting

ACNC Governance Standard 2 requires charities to:

- Take reasonable steps to be accountable to their members
- Allow their members adequate opportunities to raise concerns about how the charity is run

Holding an annual general meeting (AGM) is required under the Pacific Assist constitution and a key way Pacific Assist complies with Governance Standard 2. Pacific Assist is required to hold an AGM once in every calendar year. It is Pacific Assist policy to hold the AGM by the 31st of August each year. The AGM should not be held before the financial report of the previous financial year is completed so that it can be presented at the AGM. The major purpose of the AGM is to provide information to the members on the company's activities and finances during the period since the last annual general meeting, to give members a reasonable opportunity to ask questions or make comments about the management of the company, and to elect directors as needed. Specific rules about how to conduct AGM meetings, including giving notice, members' resolutions, and voting are contained in clauses 18 to 37 of the constitution. Pacific Assist's project manager is responsible for convening the AGM and taking the minutes.

General Meetings

In addition to the AGM, other formal meetings of members known as general meetings may be called by either the directors or members. There is no requirement to hold general meetings on a given schedule or at all unless requested. Specific rules about how to conduct the general meetings, including giving notice, members' resolutions, and voting are contained in clauses 20 to 37 of the constitution.

Directors' Meetings

Under Pacific Assist's constitution, directors may decide how often they meet. The current policy is that the full board of directors will meet at least quarterly. Specific rules about how to conduct directors' meetings are contained in clauses 49 to 55 of the constitution. Pacific Assist's project manager is responsible for convening directors' meetings and taking the minutes.

Planning and Development Meetings

A weekly planning and development meeting has been scheduled by the directors for each Friday at 8:00am. This meeting is for planning and operational purposes and is not mandated under the Corporations Act, by the ACNC, or by the constitution. However, it is Pacific Assist policy that it be held weekly, unless the directors agreed to cancel it when other priorities take precedence. The meeting is attended by directors and the projects manager. Pacific Assist's project manager is responsible for convening planning and development meetings and taking the minutes.

Project Committee Meetings

Specific project committees are established for some projects. Project committees act under the direction of the projects manager and are subject to all Pacific Assist policies and procedures that relate to their operations. Project committees meet to organise and direct the work of their project and they should keep minutes of their meetings. The project coordinator is responsible for convening project committee meetings and assigning someone to take the minutes and distribute them.

Meetings Minutes

The projects manager is responsible for taking the minutes and distributing them for all meetings except project committee meetings. Minutes are recorded in a Word document and then saved as a PDF file for distribution. After the minutes are completed the projects manager (or assigned project committee member) distributes the minutes via email to all the meeting participants, including those who were absent. The projects manager should be cc'd in all project committee meeting minutes. It is a legal requirement for all members' and directors' resolutions to be recorded in the minutes of the respective meeting in which they were moved. The projects manager must notify the ACNC of any changes to Pacific Assist's:

- Legal name
- Responsible persons – including if someone takes on or finishes in the role of a responsible person

- The constitution

Small charities must notify the ACNC of these changes no later than 60 days after becoming aware of the change. To notify the ACNC, log in to the [Charity Portal](#) and submit the appropriate online form. The ACNC does not charge charities a fee to notify of changes. See the *Minutes* section in the Record Keeping Procedures for how to file minutes.



Compliance Register

Compliance Item/Entity	Obligation	Timing	Person Responsible
ACFID	Submit a Code Compliance Exceptions report. In years when not required to complete the CSA	Due 30 November	Pacific Assist Projects Manager. <i>See Legal and Compliance Obligations (ACFID)</i>
ACFID	Submit a Code Self-Assessment (CSA). One in every three years	Due 30 November	Pacific Assist Projects Manager. <i>See Legal and Compliance Obligations (ACFID)</i>
ACFID	Submit annual and financial reports	Due 30 November	Pacific Assist Projects Manager. <i>See Legal and Compliance Obligations (ACFID)</i>
ACFID	Report annually on compliance with ACFID Fundraising Charter	To be completed by the 31st of July each year to be tabled at the Annual General Meeting held in August each year	Pacific Assist Projects Manager. <i>See Pacific Assist's Financial Management Policy – Fundraising Procedures</i>
ACNC	Annual Information Statement	Due six months after the end of the financial year. Therefore, final date for submission is 31 December	Pacific Assist Projects Manager. <i>See Legal and Compliance Obligations (ACNC) for guidance on completing the AIS</i>
ACNC	External Conduct Standard 2: Annual review of overseas activities and record-keeping. Not	To be completed by the 31st of July each year to be included with the Annual Report	Pacific Assist Projects Manager. <i>See Legal and Compliance Obligations (ACNC) for guidance</i>

	required to be submitted to the ACNC unless requested		
ATO	GST Reporting	Quarterly	Frontier Accounting
ATO	Tax Return	Annually (in July)	Frontier Accounting
Insurance (Association Liability Insurance)	Renew policy	Due annually on March 5	Pacific Assist Projects Manager. For policies and certificate of currencies see file path: "P:\Pacific Assist\Company Management\Financial Management & General Administration\Insurance\LCIS"
Insurance (Personal Accident Volunteers Insurance)	Renew policy	Due annually on March 5	Pacific Assist Projects Manager. For policies and certificate of currencies see file path: "P:\Pacific Assist\Company Management\Financial Management & General Administration\Insurance\LCIS"
Insurance (Public Liability)	Renew policy	Due annually on March 5	Pacific Assist Projects Manager. For policies and certificate of currencies see file path: "P:\Pacific Assist\Company Management\Financial Management & General Administration\Insurance\LCIS"
Pacific Assist	Board of Directors Meeting	To be held at least quarterly	Pacific Assist Projects Manager. See <i>Meetings</i> for guidance
Pacific Assist	Planning and Development Meeting	Weekly on Friday at 8:00am via Zoom	Pacific Assist Projects Manager. See <i>Meetings</i> for guidance

Pacific Assist Annual Financial Report	Compile and publish annual financial report	To be completed by the 31 st of July each year to be tabled at the Annual General Meeting held in August each year	Pacific Assist's accountant prepares the report. Pacific Assist Projects Manager publishes it with the annual report, and submits it to the ACNC.
Pacific Assist Annual General Meeting	Hold an Annual General Meeting	By the 31 st of August each year	Pacific Assist Projects Manager.
Pacific Assist Annual General Meeting Notice	Give written notice of the AGM	At least 21 days before the meeting	Pacific Assist Projects Manager.
Pacific Assist Annual Report	Compile and publish an annual report	To be completed by the 31 st of July each year to be tabled at the Annual General Meeting held in August each year	Pacific Assist Projects Manager. See <i>Legal and Compliance Obligations (Annual Report)</i> for guidance
Pacific Assist Policies and Procedures	Review all policies and procedures	Biannually starting from 2018	Pacific Assist Projects Manager.