



THE SOUTH AUSTRALIAN GOVERNMENT GAZETTE

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LOCAL GOVERNMENT ACT 1999

Rundle Mall Management Authority

THE ADELAIDE CITY COUNCIL has resolved to amend the Charter for the Rundle Mall Management Authority subsidiary, established pursuant to Section 42 of the Local Government Act 1999.

Pursuant to Clause 3 of Part 1 of Schedule 2 of the Local Government Act 1999, the Charter of the Rundle Mall Management Authority, as amended, is set out below.

P. SMITH, Chief Executive Officer

LOCAL GOVERNMENT ACT 1999

RUNDLE MALL MANAGEMENT AUTHORITY

Charter 2013

1. INTRODUCTION

1.1 *Name of Authority*

The name of the Authority is the Rundle Mall Management Authority.

1.2 *Corporate Status*

The Authority is a body corporate under the Act and in all things acts through the Board which has the responsibility to manage the business and other affairs of the Authority ensuring that the Authority acts in accordance with the Act and this Charter.

1.3 *Dictionary*

In this Charter:

1.3.1 **Act** means the Local Government Act 1999 and all relevant Regulations made thereunder;

1.3.2 **Authority** means the Rundle Mall Management Authority established as a single Council Subsidiary pursuant to Section 42 of the Act;

1.3.3 **Board** means the Board of Management of the Authority set out in Clause 2;

1.3.4 **Budget** means the annual budget adopted by the Authority pursuant to Clause 4.3;

1.3.5 **Business Plan** means the business plan adopted by the Authority pursuant to Clause 4.3;

1.3.6 **Charter** means this Charter of the Authority adopted by the Council;

1.3.7 **Council** means the Corporation of the City of Adelaide;

1.3.8 **deliberative vote** means a vote cast by each Director (including the Chairperson) for the purpose of deciding a matter under deliberation;

1.3.9 **Director** means a member of the Board;

1.3.10 **financial year** means 1 July in each year to 30 June in the subsequent year;

1.3.11 **simple majority** means a majority of those present and entitled to vote.

1.4 *Interpretation*

In this Charter:

1.4.1 the singular includes the plural and vice versa and words importing a gender include other genders;

1.4.2 words importing natural persons include corporations;

1.4.3 reference to a Section(s) is to a Section of the Act and includes any Section that substantially replaces that Section and deals with the same matter;

1.4.4 headings are for ease of reference only and do not affect the construction of this Charter.

1.5 *Local Government Act*

1.5.1 The Authority is established pursuant to Section 42 of the Act.

1.5.2 This Charter must be read in conjunction with Parts 1 and 3 of Schedule 2 to the Act.

1.5.3 The Authority shall conduct its affairs in accordance with and comply with Schedule 2 to the Act except as modified by this Charter in a manner permitted by Schedule 2.

1.5.4 The establishment of the Authority does not derogate from the power of Council to act independently in relation to a matter within the jurisdiction of the Authority.

1.5.5 Nothing in this Charter shall be construed as limiting or altering the existence of any right or entitlement of the Council under Schedule 2 of the Act.

1.6 *About this Charter*

1.6.1 This Charter is the charter of the Authority.

1.6.2 This Charter binds the Authority and the Council.

1.6.3 Despite any other provision in this Charter:

1.6.3.1 if the Act prohibits a thing being done, the thing may not be done;

1.6.3.2 if the Act requires a thing to be done, authority is given for that thing to be done;

1.6.3.3 if a provision of this Charter is, or becomes, inconsistent with the Act, that provision must be read down or, failing that, severed from this Charter to the extent of the inconsistency.

1.6.4 This Charter may not be amended except by the Council by passing a resolution in the same terms. An amendment is not effective unless and until published in the *Gazette*.

- 1.6.5 The Council may review this Charter at any time and must review this Charter whenever it is relevant to do so because of a review of the Council's strategic management plans.

1.7 *Objects and Purposes*

The objects and purposes of the Authority are:

- 1.7.1 to position the Rundle Mall precinct in a way that sustains retail, business and economic growth and maintains economic viability;
- 1.7.2 to enhance and sustain Rundle Mall as the State's premier retail and commercial shopping precinct;
- 1.7.3 to promote the Rundle Mall precinct and to encourage its use by residents, visitors and the community in general;
- 1.7.4 to maintain a strategic role and focus in relation to positioning the Rundle Mall precinct, investment attraction and retail mix;
- 1.7.5 to champion the delivery of the vision for the Rundle Mall precinct as expressed in the Council's Master Plan;
- 1.7.6 to ensure that the Authority operates within the terms of this Charter and the Council's Strategic Plan.

1.8 *Powers, Functions and Duties*

- 1.8.1 The powers, functions and duties of the Authority are to be exercised in the performance of the Authority's objects and purposes. In addition to those specified in the Act, the Authority shall have the following powers, functions and duties:

- 1.8.1.1 to receive gifts of money or property from any person;
- 1.8.1.2 to open and operate accounts with a bank or with the Local Government Finance Authority, or both;
- 1.8.1.3 to insure against any risk;
- 1.8.1.4 to compromise, compound, abandon or settle a debt or claim owed to the Authority;
- 1.8.1.5 to refer a dispute to mediation;
- 1.8.1.6 to allocate receipts and expenditure between projects;
- 1.8.1.7 to borrow money and incur expenditure in accordance with Clause 1.11;
- 1.8.1.8 to plan, cost, endorse and report upon projects to the Council and to stakeholders of the Authority;
- 1.8.1.9 to use the trading name Rundle Mall Management Authority;
- 1.8.1.10 to make submissions for and accept grants, subsidies and contributions to further the Authority's objects and purposes;
- 1.8.1.11 to, with the prior approval of the Council, invest funds in accordance with Part 4 of Chapter 9 of the Act;
- 1.8.1.12 to promote and market the Rundle Mall precinct and generally retain all business activities in the Council area;
- 1.8.1.13 to raise funds over and above those raised through the separate rate declared by the Council to further the Authority's objects and purposes;
- 1.8.1.14 to accumulate surplus funds;
- 1.8.1.15 subject to Clause 1.11 to enter into any kind of contract or arrangement;
- 1.8.1.16 to, with the prior approval of the Council, purchase, sell, lease, hire, rent or otherwise acquire or dispose of any real property or interests therein;
- 1.8.1.17 subject to Clause 1.11 to employ, engage, determine conditions of employment/engagement, remunerate, remove, suspend or dismiss/terminate officers, managers, employees and agents of the Authority;
- 1.8.1.18 subject to Clause 1.11 to employ, engage or retain professional advisers to the Authority;
- 1.8.1.19 to charge whatever fees the Authority considers appropriate for services rendered or goods provided to any person, body or council provided that such fees charged by the Authority shall be sufficient to at least cover the cost to the Authority of providing the services or goods;
- 1.8.1.20 subject to Clause 1.11 to institute, initiate and carry on legal proceedings;
- 1.8.1.21 to provide greater engagement and partnership with key stakeholders of Rundle Mall to achieve greater competitiveness, development and success for Rundle Mall;
- 1.8.1.22 to manage outdoor dining and other temporary activities in the Rundle Mall precinct;
- 1.8.1.23 to refine and redefine the strategic management framework for the Rundle Mall precinct in response to changing circumstances;
- 1.8.1.24 to promote the Rundle Mall precinct including retail investment, and to encourage its use by residents, visitors and the community in general;
- 1.8.1.25 to make recommendations to Council in relation to the maintenance and upgrade of the precinct's existing infrastructure and physical appearance to ensure it is maintained to a high standard;
- 1.8.1.26 to report regularly to Council on the Authority's financial and general performance;
- 1.8.1.27 to promote and co-ordinate strategic management actions in a way that will ensure ongoing participation and commitment from traders, investors, property owners and the Council; and
- 1.8.1.28 to do all things incidental to the exercise of any other power of the Authority.

- 1.8.2 All funds raised through the separate rate declared by the Council on rateable land in the Rundle Mall Precinct and provided to the Authority must be expended by the Authority in accordance with the Annual Business Plan and Budget and upon projects specifically designated and approved.

- 1.8.3 Funds that remain unspent in a particular financial year in relation to specific projects, may be accumulated for expenditure within the Rundle Mall precinct later in the same financial year.

- 1.8.4 The Authority may assess the contestability of contracts for services provided to the Authority.
- 1.8.5 The Authority must, in the performance of its functions and in all of its plans, policies and activities, give due weight to economic, social and environmental considerations.
- 1.8.6 The Authority is not authorised to act outside the area of the Council unless the prior approval of the Council is obtained which approval may only be granted in accordance with the Act.
- 1.9 *Other Powers and Functions*
The Authority may exercise such other powers and functions as are delegated to the Authority by the Council from time to time.
- 1.10 *Competitive Neutrality*
The Authority is not, and is not to be, involved in a significant business activity.
- 1.11 *Borrowings and Expenditure*
- 1.11.1 The Authority has the power to incur expenditure as follows:
- 1.11.1.1 in accordance with a budget adopted by the Authority and approved by the Council as required by the Act or this Charter; or
- 1.11.1.2 with the prior approval of the Council; or
- 1.11.1.3 in accordance with the Act, and in respect of expenditure not contained in a budget adopted by the Authority and approved by the Council, for a purpose of genuine emergency or hardship.
- 1.11.2 Subject to Clause 1.11.3 the Authority has the power to borrow money as follows:
- 1.11.2.1 in accordance with a budget adopted by the Authority and approved by the Council as required by the Act or this Charter; or
- 1.11.2.2 with the prior approval of the Council.
- 1.11.3 Unless otherwise approved by the Council any and all borrowings taken out by the Authority must be from the Local Government Financial Authority or a registered bank or financial institution within Australia.
- 1.12 *Property*
All property held by the Authority is held by it on behalf of the Council.
- 1.13 *Delegation by the Subsidiary*
- 1.13.1 The Authority may, in accordance with the Act, delegate a power or function vested or conferred under the Act or another Act, to:
- 1.13.1.1 a committee;
- 1.13.1.2 an employee of the Authority or the Council;
- 1.13.1.3 the person for the time being occupying a particular office or position.
- 1.13.2 The Authority may not delegate;
- 1.13.2.1 the power to borrow money or obtain any other form of financial accommodation not being a draw down of an approved overdraft facility;
- 1.13.2.2 the power to approve the reimbursement of expenses or payment of allowances to Directors;
- 1.13.2.3 the power to adopt budgets;
- 1.13.2.4 the power to adopt or revise financial estimates and reports; and
- 1.13.2.5 the power to make any application or recommendation to the Minister.
- 1.13.3 A delegation is:
- 1.13.3.1 subject to conditions and limitations determined by the Authority or specified by the regulations;
- 1.13.3.2 revocable at will and does not prevent the Authority from acting in a matter.
2. BOARD OF MANAGEMENT
- 2.1 *Role of Board*
The Board shall be responsible to manage all of the affairs of the Authority and ensure that the Authority acts in accordance with this Charter and all relevant legislation including the Act.
- 2.2 *Membership of the Board*
- 2.2.1 A Director appointed under Clause 2.3.1.2 must be a natural person but need not be an officer, employee or elected member of the Council.
- 2.2.2 It is intended that Directors collectively have a range of knowledge, skills and/or experience across the following areas:
- 2.2.2.1 retail business experience;
- 2.2.2.2 marketing and/or advertising experience;
- 2.2.2.3 retail property management experience;
- 2.2.2.4 experience as a Director or Board member of a similar body;
- 2.2.2.5 financial management experience;
- 2.2.2.6 local government experience; and
- 2.2.2.7 planning design or placemaking.

2.3 *Appointment of Directors*

- 2.3.1 The Board shall consist of a minimum of seven and a maximum of eight Directors as follows:
- 2.3.1.1 two Directors must be members of the Council appointed by the Council as follows:
- (a) one Director must be the Lord Mayor or, if the Lord Mayor chooses not to be a Director, another member of the Council nominated by the Lord Mayor; and
 - (b) one Director must be a member of the Council not being the Lord Mayor or the Lord Mayor's nominee;
- 2.3.1.2 five Directors must be appointed by the Council as follows:
- (a) One Director with board leadership experience will be nominated by the Council's Chief Executive Officer to be a Director and the Chairperson following an expression of interest process;
 - (b) four Directors with the following skills will be nominated by the Council's Chief Executive Officer and the Chairperson following an expression of interest process:
 - (i) one Director must have retail management, property or general business skills;
 - (ii) one Director must have finance or accounting skills;
 - (iii) one Director must have advertising, marketing, branding or activation skills;
 - (iv) one Director must have planning, design or place making skills.
- 2.3.2 The Council may appoint one Director nominated by the Council's Chief Executive Officer and the Chairperson as a State Government Representative.
- 2.3.3 The Directors shall be appointed for a maximum three year term determined by the Council provided that the Council shall ensure that no more than half of the Directors' terms of office expire in the same year.
- 2.3.4 A Director is eligible for reappointment at the expiration of a term of office provided that no Director shall be entitled to serve more than two consecutive terms.
- 2.3.5 The Council must give the Authority a written notice of appointment of a Director.
- 2.3.6 Each Director must give the Authority a signed written consent to act as a Director.
- 2.3.7 The Board will appoint a Director, other than the Chairperson, to be the Deputy Chairperson for a term of up to three years.
- 2.3.8 In the event that the Chairperson resigns, is removed from office by the Council or is no longer eligible to act as a Director then the Deputy Chairperson shall act in that office or in the event of the Deputy Chairperson refusing or being unable to act as Chairperson the Board shall appoint from amongst the Directors a Chairperson who shall hold office as Chairperson until a Chairperson has been appointed by the Council whereupon the person so appointed will hold office for the duration of the original appointment.
- 2.3.9 The Chairperson shall preside at all meetings of the Board and in the event of the Chairperson being absent from a meeting the Deputy Chairperson shall preside and in the event of both the Chairperson and the Deputy Chairperson being absent from a meeting the Directors present shall appoint a Director from amongst them who shall preside for that meeting or until the Chairperson or the Deputy Chairperson is present.
- 2.3.10 Subject to Clause 2.3.4 the Chairperson and the Deputy Chairperson are eligible for reappointment at the expiration of their term of office.

2.4 *Function of the Board*

- 2.4.1 The Board has these functions:
- 2.4.1.1 formulating strategic plans and strategies aimed at improving the business of the Authority;
 - 2.4.1.2 providing professional input and policy direction to the Authority;
 - 2.4.1.3 monitoring, overseeing and measuring the performance of the Manager of the Authority;
 - 2.4.1.4 ensuring that a code of conduct dealing with ethical behaviour and integrity is established and implemented in all business dealings of the Authority;
 - 2.4.1.5 assisting in the development of strategic management and business plans;
 - 2.4.1.6 exercising the care, diligence and skill that a prudent person of business would exercise in managing the affairs of other persons;
- 2.4.2 The Board and/or the Council may as required wish to co-opt, second or invite person/s to provide information and specialist skills, or to assist with key tasks and projects over a period.

2.5 *Board Duties*

- 2.5.1 The Board must ensure as far as practicable:
- 2.5.1.1 that the Authority observes all plans, targets, structures, systems and practices required or applied to the Council;
 - 2.5.1.2 that all information furnished to the Council is accurate;
 - 2.5.1.3 that the Council is advised, as soon as practicable, of any material development that affects the financial or operating capacity of the Authority or gives rise to the expectation that the Authority may not be able to meet its debts as and when they fall due;
 - 2.5.1.4 that the Authority acts in accordance with applicable laws, mandatory codes of practice and this Charter;
 - 2.5.1.5 that the Authority acts ethically and with integrity;
 - 2.5.1.6 that the activities of the Authority are conducted efficiently and effectively and that the assets of the Authority are properly managed and maintained; and
 - 2.5.1.7 that the Authority performs its Business Plan and achieves the financial outcomes projected in its Budget.

- 2.6 *Removal of Directors*
- 2.6.1 Neither the Authority nor the Board may remove a Director.
- 2.6.2 The Council may remove a Director from office by giving to the Authority a written notice of removal of the Director.
- 2.6.3 The Council may remove a Director who is absent, without leave of the Board, from three consecutive ordinary meetings of the Board.
- 2.6.4 The Council may remove a Director, either of its own volition or upon recommendation of the Board passed by a two-thirds majority vote of the Directors present (excluding the Director subject to this subclause 2.6.4) for:
- 2.6.4.1 any behaviour of the Director which, in the opinion of the Board or the Council, amounts to impropriety;
- 2.6.4.2 serious neglect of duty in attending to the responsibilities of a Director;
- 2.6.4.3 breach of fiduciary duty to the Board or the Council;
- 2.6.4.4 breach of the duty of confidentiality to the Board and/or the Council;
- 2.6.4.5 breach of the propriety requirements of the Board; or
- 2.6.4.6 any other behaviour which may discredit the Board.
- 2.7 *Vacation of the Office of Director*
- 2.7.1 A person vacates office as a Director if and when:
- 2.7.1.1 Clauses 2.6.2 to 2.6.4 inclusive requires;
- 2.7.1.2 Schedule 2, Clause 4 (3) of the Act requires or permits; or
- 2.7.1.3 the person was, when appointed, an elected member of the Council and ceases to be an elected member.
- 2.7.2 A Director need not retire from office at any time.
- 2.8 *Remuneration and Expenses of Directors*
- 2.8.1 The Authority is entitled to pay appropriate remuneration fees to Directors as approved by the Council.
- 2.8.2 The Authority must pay to a Director any travelling and other expenses that are properly incurred in connection with the Authority's business and with the prior approval of the Board as recorded in the minutes of the Board meeting.
- 2.8.3 Attendance is recognised as a significant factor towards the success of the Authority and therefore the payment of remuneration fees to Directors will be subject to attendance.
- 2.9 *Casual Vacancies*
- 2.9.1 If any casual vacancy occurs in the membership of the Board, it will be filled in the same manner as the original appointment.
- 2.9.2 The person appointed to the Board to fill a casual vacancy will be appointed for the balance of the term of the original appointment.
- 2.10 *Register of Interests*
- A Director is not required to submit returns to the Authority under Chapter 5, Part 4, Division 2 of the Act.
- 2.11 *Protection from Liability*
- In accordance with Schedule 2, Clause 38 of the Act a Director is afforded protection from certain civil liabilities.
- 2.12 *Saving provision*
- 2.12.1 In accordance with Schedule 2, Clause 40 of the Act no act or proceeding of the Authority is invalid by reason of:
- 2.12.1.1 a vacancy or vacancies in the membership of the Board; or
- 2.12.1.2 a defect in the appointment of a Director.
- 2.13 *Governance Issues for Members of the Board*
- 2.13.1 The principles regarding conflict of interest prescribed in the Act apply to all Directors in the same manner as if they were elected members of a council.
- 2.13.2 The Directors will at all times act in accordance with their duties of confidence and confidentiality and individual fiduciary duties including honesty and the exercise of reasonable care and diligence with respect to the performance and discharge of official functions and duties as required by Chapter 5, Part 4, Division 1 of the Act and Schedule 2, Part 1, Clause 7 to the Act.
- 2.13.3 The Authority must prepare and adopt and thereafter keep under review policies on:
- 2.13.3.1 contracts and tenders as would conform to Section 49 of the Act; and
- 2.13.3.2 a code of conduct to be observed by Directors.
- 2.13.4 The Authority must, in consultation with the Council, prepare and adopt, and thereafter keep under review, policies on:
- 2.13.4.1 governance including:
- (a) the operation of any account with a bank or Local Government Finance Authority;
- (b) human resource management;
- (c) improper assistance to a prospective contract party;
- (d) improper offering of inducements to Directors or to staff of the Authority; and
- (e) improper lobbying of Directors or staff of the Authority;
- (f) occupational health and safety; and
- (g) protection of the environment.

2.14 *Meetings of the Board*

- 2.14.1 Subject to Schedule 2, Clause 5 of the Act, the Board may determine its own procedures for meetings, which must be fair and contribute to free and open decision making.
- 2.14.2 An ordinary meeting of the Board must take place at such times and places as may be fixed by the Board from time to time and in any event not less than once per quarter.
- 2.14.3 A Board meeting of the Board must be held at a reasonable time and if the meeting is to be held in person at a reasonable place.
- 2.14.4 An ordinary meeting of the Board will constitute an ordinary meeting of the Authority. The Board shall administer the business of the ordinary meeting.
- 2.14.5 **Telecommunications Meeting**
- 2.14.5.1 For the purposes of this Clause 2.14.5 the contemporary linking together by telephone, audio-visual or other instantaneous means (telecommunications meeting) of a number of the Directors provided that at least a quorum is present is deemed to constitute a meeting of the Board.
- 2.14.5.2 Each of the Directors taking part in the telecommunications meeting must at all times during the telecommunications meeting be able to hear and be heard by each of the Directors present.
- 2.14.5.3 At the commencement of the meeting each Director must announce his/her presence to all other Directors taking part in the meeting.
- 2.14.5.4 A Director must not leave a telecommunications meeting by disconnecting his/her telephone, audio-visual or other communication equipment unless that Director has previously notified the Chair of the meeting.
- 2.14.6 **Written Resolution**
- 2.14.6.1 A proposed resolution in writing and given to all Directors in accordance with proceedings determined by the Board will be a valid decision of the Board where a majority of Directors vote in favour of the resolution by signing and returning the resolution to the Manager or otherwise giving written notice of their consent and setting out the terms of the resolution to the Manager.
- 2.14.6.2 The resolution shall thereupon be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 2.14.7 Notice of ordinary meetings of the Board must be given by the Manager to each Director not less than three (3) clear business days prior to the holding of the meeting.
- 2.14.8 **Special Meeting**
- 2.14.8.1 The Council or any Director may by delivering a written request to the Manager at the principal office of the Authority require a special meeting of the Board to be held.
- 2.14.8.2 On receipt of the request the Manager shall send a notice of the special meeting to all Directors at least twenty four (24) hours prior to the commencement of the special meeting.
- 2.14.8.3 The request by any Director to the Manager of the Authority requiring a special meeting to be held must be accompanied by the proposed agenda for the meeting and any written reports intended to be considered at the meeting (and if the proposed agenda is not provided the request is of no effect).
- 2.14.9 Notice of any meeting of the Board must:
- 2.14.9.1 be in writing; and
- 2.14.9.2 set out the date, time and place of the meeting; and
- 2.14.9.3 be signed by the Manager; and
- 2.14.9.4 contain or be accompanied by the agenda for the meeting; and
- 2.14.9.5 be accompanied by a copy of any documents or reports that are to be considered at the meeting (so far as this is practicable).
- 2.14.10 The Manager must maintain a record of all notices of meetings given to Board Members.
- 2.14.11 Notice of a meeting may be given to a Director:
- 2.14.11.1 personally; or
- 2.14.11.2 by delivering the notice (whether by post or otherwise) to the usual place of residence of the Director or to another place authorised in writing by the Director; or
- 2.14.11.3 by leaving the notice for a Director at an appropriate place at the principal place of the office of Council; or
- 2.14.11.4 by a means authorised in writing by the Director as being an available means of giving notice.
- 2.14.12 Any notice that is not given in accordance with Clause 2.14.11 will be taken to have been validly given if the Manager considers it impracticable to give the notice in accordance with Clause 2.14.11 and takes action that the Manager considers reasonably practicable in the circumstances to bring the notice to the Director's attention.
- 2.14.13 The Chair may convene urgent general meetings of the Board at the Chair's discretion.
- 2.14.14 The Chair shall convene other meetings of the Board as a general meeting may direct.
- 2.14.15 A majority of the Directors present at a meeting of the Board may adjourn the meeting from time to time and from place to place.
- 2.14.16 **Minutes**
- 2.14.16.1 The Manager must cause minutes to be kept of the proceedings at every meeting of the Board.
- 2.14.16.2 The minutes must be prepared and distributed to Directors and the Council within five (5) business days of the meeting to which they relate.
- 2.14.16.3 The minutes must be presented to the next ordinary meeting of the Board for confirmation and adoption.

- 2.14.17 Where the Manager is excluded from attendance at a meeting of the Board the person presiding at the meeting shall cause the minutes to be kept.
- 2.14.18 The quorum for any meeting of the Board is four Directors and no business may be transacted at a meeting of the Board unless a quorum is present.
- 2.14.19 Each Director present at a Board meeting has one vote on a question arising for decision at that meeting and, if the votes are equal, the Chair or other person presiding at the meeting may exercise a casting vote.
- 2.14.20 The Board may invite any person to attend at a meeting of the Board to act in an advisory capacity.
- 2.14.21 Subject to Clause 2.15 and to the absolute discretion of the Board to conduct any meeting or part of any meeting in public, meetings of the Board will not be conducted in a place open to the public and Chapter 6 Part 3 of the Act does not extend to the Authority.
- 2.15 *Annual General Meeting*
- 2.15.1 An Annual General Meeting of the Board shall be held prior to November in each year at a place and time determined by the Board.
- 2.15.2 Notice of the Annual General Meeting will be given by:
- 2.15.2.1 placing a copy of the notice and agenda on public display at the principal office of the Authority and of the Council; and
- 2.15.2.2 by giving notice in newspapers that circulate in the area of the Council; or
- 2.15.2.3 in such other manner as the Manager considers appropriate.
- 2.15.3 The notice and agenda must be placed on public display at least 14 clear days before the Annual General Meeting and must be available to the public:
- 2.15.3.1 for inspection, without charge;
- 2.15.3.2 by way of a copy, upon payment of a fee fixed by the Authority; and
- 2.15.3.3 on public display until the completion of the Annual General Meeting.
- 2.15.4 A reasonable number of copies of the notice and agenda and any document or report supplied to Directors for the Annual General Meeting must be available for members of the public at the meeting.
- 2.15.5 The Annual General Meeting will be conducted in a place open to the public and will consider and deal with business of a general nature aimed at reviewing the progress and direction of the Authority over the immediately preceding financial year and shall include the following:
- 2.15.5.1 Chairperson's report;
- 2.15.5.2 Manager's report;
- 2.15.5.3 the annual budget for the ensuing financial year;
- 2.15.5.4 the audited financial statements for the previous financial year; and
- 2.15.5.5 any other general business determined by the Board to be considered at the Annual General Meeting.
- 2.15.6 The minutes of the Annual General Meeting must be available to the public within five days of the Annual General Meeting for inspection or by provision of a copy upon payment of a fixed fee by the Board.
3. EMPLOYEES OF THE AUTHORITY
- 3.1 The Authority must appoint a Manager of the Authority to manage the business of the Authority on terms agreed between the Manager and the Authority and approved by the Council.
- 3.2 The Manager shall cause records to be kept of the business and financial affairs of the Authority in accordance with this Charter in addition to other duties provided for by this Charter and those specified in the terms and conditions of appointment.
- 3.3 In the absence of the Manager for any period exceeding one week a suitable person to act in a position of Manager of the Authority must be appointed by the Authority.
- 3.4 The Authority shall delegate responsibility for the day to day management of the Authority to the Manager who will ensure that sound business and human resource management practices are applied in the efficient and effective management of the operations of the Authority.
- 3.5 The functions of the Manager shall be specified in the terms and conditions of appointment and shall include but are not limited to:
- 3.5.1 attending at all meetings of the Board unless excluded by resolution of the Board;
- 3.5.2 ensuring that the decisions of the Board are implemented in a timely and efficient manner;
- 3.5.3 providing information to assist the Board to assess the Authority's performance against its Strategic and Business Plans;
- 3.5.4 appointing, managing, suspending and dismissing employees of the Authority;
- 3.5.5 determining the conditions of employment of employees of the Authority within budgetary constraints set by the Board;
- 3.5.6 providing advice and reports to the Authority and Directors on the exercise and performance of its powers and functions under this Charter or any Act;
- 3.5.7 ensuring that the Authority is at all times complying with Schedule 2 of the Act;
- 3.5.8 ensuring that the Authority's annual report is prepared for approval by the Authority and distributed to Council in conformity with Clause 4.5;
- 3.5.9 co-ordinating and initiating proposals for consideration of the Authority including but not limited to continuing improvement of the operations of the Authority;
- 3.5.10 ensuring that the assets and resources of the Authority are properly managed and maintained;

- 3.5.11 exercising, performing or discharging other powers, functions or duties conferred on the Manager by or under the Act or any other Act and performing other functions lawfully directed by the Authority;
- 3.5.12 achieving financial outcomes in accordance with adopted plans and budgets of the Authority;
- 3.5.13 invite any person to attend at a meeting to act in an advisory capacity.
- 3.6 *Delegations by Manager*
- 3.6.1 The Manager may delegate or subdelegate to an employee of the Authority or a committee comprising employees of the Authority any power or function vested in the Manager.
- 3.6.2 Such delegation or subdelegation may be subject to any conditions or limitations as determined by the Manager.
- 3.7 Where a power or function is delegated to an employee, the employee is responsible to the Manager for the efficient and effective exercise or performance of that power or function.
- 3.8 Where a power or function is delegated to an employee or a person occupying a particular office or position that employee or person is responsible to the Manager for the efficient and effective exercise or performance of that power or function.
- 3.9 A written record of all delegations and subdelegations must be kept by the Manager at all times.
- 3.10 The Manager shall provide a report on his/her activities to the Authority at every Board Meeting.
4. MANAGEMENT
- 4.1 *Financial Management*
- 4.1.1 The Authority shall keep proper books of account in accordance with the requirements of the Local Government (Financial Management) Regulations 2011 (the Regulations).
- 4.1.2 The Authority must review its budget at least three (3) times in each Financial Year at intervals of not less than three (3) months between 30 September and 31 May (inclusive) in accordance with the requirements of the Regulations.
- 4.1.3 The Authority's books of account must be available for inspection by any Director or authorised representative of Council at any reasonable time on request.
- 4.1.4 The Authority must establish and maintain a bank account with such banking facilities and at a bank to be determined by the Authority.
- 4.1.5 The Authority shall appoint no less than two (2) Directors, the Manager, the Chair and the Deputy Chair as authorised operators of a bank account of the Authority.
- 4.1.6 A minimum of two (2) authorised operators must be required to deal with a bank account of the Authority at any one (1) time.
- 4.1.7 All cheques must be signed by two (2) persons authorised by resolution of the Board.
- 4.1.8 Any payments made by Electronic Funds Transfer must be made in accordance with procedures which have received the prior approval of the Auditor and been adopted by the Authority.
- 4.1.9 The Authority must develop and present to Council for adoption a treasury management policy to include (but not limited to) provisions relating to debt, savings, surplus funds and financial risk reduction through a holistic approach to borrowings, investment and financial management.
- 4.1.10 The Manager must act prudently in the handling of all financial transactions for the Authority and must provide quarterly financial and corporate reports to the Authority and if requested the Council.
- 4.2 *Audit*
- 4.2.1 The Board shall appoint an auditor in accordance with the Regulations (the Auditor) on such terms and conditions as determined by the Authority.
- 4.2.2 The Auditor shall hold office in accordance with the terms and conditions determined by the Authority or until the appointment is rescinded by a resolution of the Board at an ordinary meeting.
- 4.2.3 The Auditor will have the same powers and responsibilities as set out in the Act in relation to a council.
- 4.2.4 The auditor of financial statements of the Authority together with the accompanying report from the Auditor shall be submitted to both the Authority and the Council.
- 4.2.5 The books of account and financial statements shall be audited at least once per year.
- 4.2.6 The Authority is required to appoint an audit committee.
- 4.2.7 The Authority must to the extent not already specified in this Clause 4.2 comply with all of the requirements of Schedule 2, Clause 13 of the Act.
- 4.3 *Strategic Plan*
- 4.3.1 The Authority must:
- 4.3.1.1 prepare a Strategic Plan with an operational period of no less than four years, setting out the goals, objectives, strategies and priorities of the Authority over the period of the Strategic Plan, and review and revise it as appropriate annually; and
- 4.3.1.2 submit the Strategic Plan to the Council for approval in February of each year.
- 4.3.2 the Authority may, after consultation with the Council, amend its Strategic Plan at any time and submit it to Council for approval.
- 4.4 *Business Plan and Budget*
- 4.4.1 The Authority must:
- 4.4.1.1 Prepare a Business Plan covering a period of at least two years and a Budget, for approval by the Council;
- 4.4.1.2 undertake reasonable consultation with the Council prior to submitting the Business Plan and Budget to the Council for approval;

- 4.4.2 The Business Plan must:
- 4.4.2.1 link the core activities of the Authority to strategic, operational and organisational requirements with supporting financial projections setting out the estimates of revenue and expenditure as necessary for the period;
 - 4.4.2.2 include the performance targets of the Authority;
 - 4.4.2.3 include those measures to be employed to monitor and assess performance and achievement of targets;
 - 4.4.2.4 include proposals for the undertaking of capital enhancement projects and the funding of such projects;
 - 4.4.2.5 otherwise comply with the requirements of Schedule 2, Clause 8 of the Act;
- 4.4.3 The Budget must:
- 4.4.3.1 detail the estimated revenues and costs for the forthcoming financial year; and
 - 4.4.3.2 otherwise comply with the requirements of Schedule 2, Clause 9 of the Act;
- 4.4.4 The Business Plan and Budget must be submitted to the Council for approval by a date nominated by the Council from time to time in accordance with Council's budgetary approval process;
- 4.4.5 Neither the Business Plan nor the Budget shall be amended without reasonable consultation with and the prior approval of the Council.
- 4.5 *Reporting*
- 4.5.1 The Authority shall submit to Council by the end of October of each year, a report on the work and operations of the Authority detailing achievement of the aims and objectives of the Business Plan for the previous Financial Year and incorporating the audited financial statements of the Authority for the previous Financial Year.
 - 4.5.2 The Authority shall present financial statements in accordance with the Regulations to the Council in a timeframe determined by the Council each Financial Year.
 - 4.5.3 In January of each year and also in July of each year, the Authority shall submit to the Council a report in relation to the operation of the Authority for the previous six month period, reporting financial and activity performance against milestones and performance indicators as outlined in the Authority's Business Plan. The six monthly reports shall also demonstrate alignment to the Adelaide City Council's Strategic Plan and the Authority's Strategic Plan, as approved by Council.
 - 4.5.4 The Authority shall submit to Council any other information or reports required by Council in a timeframe determined by Council.
5. MISCELLANEOUS
- 5.1 *Insurance and Superannuation Requirements*
- 5.1.1 The Authority shall register with the Local Government Mutual Liability Scheme and comply with the Rules of that Scheme.
 - 5.1.2 The Authority shall advise the Local Government Asset Mutual Scheme on its insurance requirements relating to local government special risks including buildings, structures, vehicles and equipment under the management, care and control of the Authority.
 - 5.1.3 If the Authority employs any person it shall register with the Local Government Superannuation Scheme and the Local Government Workers Compensation Scheme and comply with the Rules of those Schemes.
- 5.2 *Winding Up*
- 5.2.1 The Authority may be wound up by the Minister acting upon a resolution of Council or by the Minister in accordance with Schedule 2, Part 1, Clause 16 (1) (b) of the Act.
 - 5.2.2 In the event of a winding up of the Authority any surplus assets after payment of all expenses shall be returned to Council prior to the passing of a resolution.
- 5.3 *Committees*
- 5.3.1 In addition to the Audit Committee the Authority may establish a committee of Directors for the purpose of:
 - 5.3.1.1 enquiring into and reporting to the Authority on any matter within the Authority's functions and powers and as detailed in the terms of reference given by the Authority to the committee;
 - 5.3.1.2 exercising, performing or discharging delegated powers, functions or duties.
 - 5.3.2 A member of a committee established under Clause 5.3.1 holds office at the pleasure of the Authority.
 - 5.3.3 The Authority may establish advisory committees consisting of or including persons who are not Directors for enquiring into and reporting to the Authority on any matter within the Authority's functions and powers and as detailed in the terms of reference which must be given by the Authority to the advisory committee.
- 5.4 *Ex-Officio Member*
- The Chair of the Board is an *ex-officio* member of any committee or advisory committee established by the Authority.
- 5.5 *Common Seal*
- 5.5.1 The Authority shall have a common seal upon which its corporate name shall appear in legible characters.
 - 5.5.2 The common seal shall not be used without the express authorisation of a resolution of the Authority and every use of the common seal shall be recorded in the minute book of the Authority.
 - 5.5.3 The affixing of the common seal shall be witnessed by the Chair or the Deputy Chair and the Manager or such other person as the Authority may appoint for the purpose.
 - 5.5.4 The common seal shall be kept in the custody of the Manager or such other person as the Authority may from time to time decide.
- 5.6 *Principal Office*
- The Authority's principal office is Level 1, 38 Gawler Place, Adelaide, S.A. or as the Authority may otherwise determine.

5.7 Service of Documents

5.7.1 A document to be given by the Authority to the Council or by the Council to the Authority may be given in a manner that Section 280 of the Act permits.

5.7.2 A written notice given by the Authority to Council must be marked 'Attention: Chief Executive Officer'.

5.8 Circumstances Not Provided For

5.8.1 If any circumstance arises about which this Charter is silent, incapable of taking effect or being implemented according to its strict provisions the Chair may decide the action to be taken to ensure achievement of the objects of the Authority and its effective administration.

5.8.2 The Chair shall report any such decision at the next ordinary meeting of the Authority.

6. PERFORMANCE AND ACCOUNTABILITY OF AUTHORITY

6.1 The Council shall be entitled on an ongoing basis to review the performance of the Authority and the Board in the conduct of their respective activities under this Charter.

6.2 If at any time the Council is of the view that either the Authority and/or the Board is not performing its duties under this Charter the Council shall be entitled to provide a notice in writing to the Authority (Council Notice) identifying those matters in respect of the performance by the Authority and/or the Board of its duties under this Charter which are not satisfactory to the Council together with details of any corrective action which the Council requires the Authority and/or the Board to take in order to rectify the identified performance issues.

6.3 The Board shall within thirty (30) days of receipt of the Council Notice provide a written response to the Council as to the matters raised in the Council Notice (Notice in Response) which notice shall identify any corrective action which the Authority and/or the Board intends to undertake in order to address the issues raised in the Council Notice.

6.4 If the Authority or the Board disputes any matters raised in the Council Notice then the Notice of Response must identify any matters in respect of which the Authority and/or the Board do not agree.

6.5 The Chief Executive Officer of the Council and the Chair of the Board shall meet within fourteen (14) days of receipt by the Council of the Notice in Response to discuss the matters raised in the Council Notice and the Notice in Response.

6.6 Either:

6.6.1 following the meeting between the Chief Executive Officer of the Council and the Chair of the Board pursuant to Clause 6.5 and having considered the matters raised in the notice of response and the matters discussed between the Chief Executive Officer of the Council and the Chair of the Board at their meeting; or

6.6.2 if the Board does not provide a Notice in Response, the Council shall be entitled to take such further action (if any) as it determines with respect to the matters raised in the Council Notice which action may include but shall not be limited to the removal of the Board and the appointment of a replacement Board in accordance with this Charter.
