

 Adelaide Plains Council	Attachment Under Separate Cover 14.1 – Light & Adelaide Plains Region Economic Development Authority – Regional Subsidiary Charter
22 February 2021	

Attachment 1 – Draft Charter

LIGHT AND ADELAIDE PLAINS REGION ECONOMIC DEVELOPMENT AUTHORITY

REGIONAL SUBSIDIARY

CHARTER

1. INTRODUCTION

1.1 Name

The name of the subsidiary is the Light and Adelaide Plains Region Economic Development Authority (referred to as 'the Authority' in this Charter).

1.2 Definitions

'the Act' means the Local Government Act 1999 and includes all regulations made thereunder;

'the Authority' means the Light and Adelaide Plains Region Economic Development Authority;

'the Board' means the Board of Management of the Authority set out at clause 3;

'Board Member' means a member of the Board appointed in accordance with clause 3.2;

'Budget' means the annual budget adopted by the Authority pursuant to clause 5.1;

'Business Plan' means the business plan adopted by the Authority pursuant to clause 6.2;

'Chairperson' means the member of the Board appointed pursuant to clause 3.2;

'Executive Officer' means the person appointed pursuant to clause 4 as the Executive Officer of the Authority;

'Constituent Councils' means those councils identified at clause 1.4.2;

'Council' means a council constituted under the Act;

'Financial Statements' has the same meaning as in the Act;

'Financial Year' means 1 July in each year to 30 June in the subsequent year;

'Long Term Financial Plan' means the long term financial plan prepared by the Authority and approved by the Constituent Councils pursuant to clause 5.5;

'Region' means the combined geographic areas of the Constituent Councils;

'Selection Panel' means the Panel established pursuant to clause 3;

'Strategic Plan' means the strategic plan adopted by the Authority pursuant to clause 6.1.

1.3 Interpretation

In this Charter, unless the context otherwise requires:

- 1.3.1 headings do not affect interpretation;
- 1.3.2 singular includes plural and plural includes singular;
- 1.3.3 words of one gender include any gender;
- 1.3.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 1.3.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 1.3.6 an unenforceable provision or part of a provision of this Charter may be severed, and the remainder of this Charter continues in force, unless this would materially change the intended effect of this Charter;
- 1.3.7 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions; and
- 1.3.8 a reference to a 'clause' means a clause of this Charter.

1.4 Establishment

- 1.4.1 The Authority is a regional subsidiary established under Section 43 of the Act by the Constituent Councils.
- 1.4.2 The Constituent Councils are:
 - 1.4.2.1 Light Regional Council; and
 - 1.4.2.2 Adelaide Plains Council.

1.5 Local Government Act 1999

This Charter must be read in conjunction with Parts 2 and 3 of Schedule 2 to the Act. The Authority shall conduct its affairs in accordance with Parts 2 and 3 of Schedule 2 to the Act except as modified by this Charter in a manner permitted by the Act.

1.6 Objects and Purposes of the Authority

The Authority is established for the following objects and purposes:

- 1.6.1 to identify key infrastructure requirements to underpin and grow the Region's economy;
- 1.6.2 to promote the delivery of key infrastructure in the Region through public and private sector investment;
- 1.6.3 to facilitate the delivery of key infrastructure in the Region;

- 1.6.4 to promote the Region as an important and emerging economic area for South Australia;
- 1.6.5 to identify inadequacies and barriers to economic development present in Commonwealth and South Australian legislation and governance and structural arrangements;
- 1.6.6 to advocate for legislative reform to support the growth of the Region's economy;
- 1.6.7 to advise the Constituent Councils on the coordination of the strategic management of the Region's resources in the best interests of the Constituent Councils' communities;
- 1.6.8 to establish a policy for working collaboratively with Regional Development Australia and other relevant bodies;
- 1.6.9 to advise the Constituent Councils on the establishment of a joint planning board in the best interests of the Constituent Councils' communities.

2. FUNCTIONS, POWERS AND DUTIES OF THE AUTHORITY

The functions, powers and duties of the Authority are to be exercised in the performance and furtherance of the Authority's objects and purposes.

2.1 Functions and Powers

In addition to those specified in the Act, the functions and powers of the Authority are:

- 2.1.1 subject to clause 2.5 to enter into any kind of contract or arrangement;
- 2.1.2 to borrow funds and incur expenditure in accordance with clause ###;
- 2.1.3 subject to clause 2.5 to employ, engage, determine conditions of employment or engagement, remunerate, remove, suspend, dismiss or terminate the Executive Officer of the Authority;
- 2.1.4 subject to clauses 2.5 and 4.3 to employ other staff;
- 2.1.5 subject to clause 2.5 to employ, engage or retain professional advisers to the Authority;
- 2.1.6 subject to clause 2.5 to institute, initiate and carry on legal proceedings;
- 2.1.7 to establish committees for such purposes as the Authority considers appropriate;
- 2.1.8 subject to clause 2.5 to agree to undertake a project in conjunction with any council or government agency or authority and in so doing to participate in the formation of a trust, partnership or joint venture with any council or government agency or authority to give effect to the project;

- 2.1.9 to print or publish any materials in any medium that the Authority considers appropriate for the attainment of its objects and purposes;
- 2.1.10 subject to clause 2.5 to become a member of, cooperate with or contract with any other association, body or organisation whose objects and purposes are similar or complementary to the Authority's.
- 2.1.11 to open and operate bank accounts;
- 2.1.12 to make submissions for and accept grants, subsidies, contributions, sponsorships and other forms of revenue and support to further its objects and purposes;
- 2.1.13 to invest any funds of the Authority in any investment provided that:
 - 2.1.13.1 in exercising this power of investment the Authority must exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of other persons; and
 - 2.1.13.2 the Authority must avoid investments that are speculative or hazardous in nature;
- 2.1.14 provided that the consent of the Constituent Councils has first been obtained, other than as set out in clause 2.1.9, to participate in a trust, including by becoming and exercising the powers of a trustee, not inconsistent with this Charter or the objects and purposes of the Authority;
- 2.1.15 with the prior approval of the Constituent Councils to purchase, sell or otherwise acquire, dispose of or encumber any real property or interests therein other than by lease or licence;
- 2.1.16 subject to clause 2.5 to lease, licence, hire or rent any real property or interests therein.
- 2.1.17 the power to do anything else necessary or convenient for or incidental to the exercise, performance or discharge of its powers, functions or duties or the attainment of its objects and purposes.

2.2 Duties

The Authority has the following duties:

- 2.2.1 to exercise the functions and powers of the Authority only in the performance and furtherance of the Authority's objects and purposes;
- 2.2.2 to comply with this Charter, the Act, all other applicable law and any lawful joint direction of the Constituent Councils.

2.3 Other Powers, Functions and Duties

The Authority may exercise such other functions, powers and duties as are delegated to the Authority or authorised by the Constituent Councils from time to time.

2.4 Acting Outside Area

- 2.4.1 The Constituent Councils consider it necessary and expedient to the attainment of the Authority's objects and purposes for the Authority to undertake the following activities outside the area of the Constituent Councils and accordingly authorise the Authority to undertake such activities:
- 2.4.1.1 to identify, promote and facilitate the delivery of key infrastructure requirements to underpin and grow the Region's economy and that of adjoining local government areas;
 - 2.4.1.2 to promote the Region and adjoining local government areas as an important and emerging economic area for South Australia;
 - 2.4.1.3 to advocate for legislative reform to support the growth of the Region's economy and that of adjoining local government areas.

2.5 Borrowings and Expenditure

- 2.5.1 The Authority has the power to incur expenditure as follows:
- 2.5.1.1 in accordance with a budget adopted by the Authority and approved by the Constituent Councils as required by the Act or this Charter; or
 - 2.5.1.2 with the prior approval of both of the Constituent Councils; or
 - 2.5.1.3 in accordance with the Act, in respect of expenditure not contained in a budget adopted by the Authority for a purpose of genuine emergency or hardship.
- 2.5.2 The Authority has the power to borrow money as follows:
- 2.5.2.1 in accordance with a budget adopted by the Authority as required by the Act or this Charter; or
 - 2.5.2.2 in respect of an overdraft facility or facilities up to a maximum amount of \$100,000; or
 - 2.5.2.3 with the prior approval of the Constituent Councils.

2.6 Delegation by the Authority

- 2.6.1 The Authority may, in accordance with this Charter and the Act, by resolution, delegate to a committee, an employee of the Authority or a Constituent Council or to a person for the time being occupying a particular office or position any of its powers and functions under the Act or Charter but may not delegate:

- 2.6.1.1 the power to borrow money or obtain any other forms of financial accommodation not contained in a Budget adopted by the Authority;
- 2.6.1.2 the power to approve expenditure of money on works, services or operations of the Authority not contained in a Budget adopted by the Authority;
- 2.6.1.3 the power to approve the reimbursement of expenses or payment of allowances to Board Members;
- 2.6.1.4 the power to adopt or revise a Budget of the Authority;
- 2.6.1.5 the power to adopt or revise a Business Plan, Strategic Plan or Long Term Financial Plan of the Authority;
- 2.6.1.6 the power to adopt or revise financial estimates and reports; and
- 2.6.1.7 the power to make any application or recommendation to the Minister.
- 2.6.2 A delegation is revocable at will and does not prevent the Authority from acting in a matter.

3. BOARD OF MANAGEMENT

3.1 Role and Structure

- 3.1.1 The Authority is a body corporate and is governed by the Act and this Charter.
- 3.1.2 The Board is the Authority's governing body and has the responsibility for the administration of the affairs of the Authority ensuring that the Authority acts in accordance with this Charter and all relevant legislation including the Act.
- 3.1.3 All meetings of the Authority shall be meetings of the Board.

3.2 Membership of the Board

- 3.2.1 The Board shall consist of at least five (5) but no more than seven (7) members, including the Chairperson, appointed by the Constituent Councils following the receipt of recommendations from the Selection Panel in accordance with clause 3.2.3. The Constituent Councils may appoint Board Members for a maximum period of four (4) years each and on such other conditions as the Constituent Councils may determine and the Constituent Councils may at any time terminate or revoke one or more of those appointments and appoint one or more (as the case may be) other persons to be a Board Member(s).

The Constituent Councils must as far as possible ensure that the Board Members collectively possess the following skills and experience:

- 3.2.1.1 infrastructure;
- 3.2.1.2 finance;
- 3.2.1.3 corporate governance;
- 3.2.1.4 engineering;
- 3.2.1.5 town planning;
- 3.2.1.6 risk management; and
- 3.2.1.7 economics and finance.

3.2.2 Each Constituent Council must give notice in writing to the Authority of its appointment of Board Members, the term of appointment, any other conditions, and of any termination or revocation of those appointments. A notice in writing signed by the Chief Executive Officer of the Constituent Council will be sufficient evidence of an appointment, termination or revocation of an appointment and will constitute notice as required by this clause 3.2.2.

3.2.3 The Selection Panel shall invite applications for the positions of Board Member including the position of Chairperson and assess such applications through such process as it considers appropriate and make recommendations to the Constituent Councils on the appointment of Board Members and the Chairperson including the terms and conditions to attach to such appointments.

3.2.4 There will be no deputies to Board Members other than the Deputy Chairperson appointed pursuant to clause 3.4.3.

3.3 **Selection Panel**

3.3.1 The Selection Panel is to be comprised of the Mayors and Chief Executive Officers of the Constituent Councils.

3.3.2 A member of the Selection Panel will cease to hold office as a member of the Selection Panel upon ceasing to hold office as a Mayor of a Constituent Council or ceasing to be employed as a Chief Executive Officer of a Constituent Council.

3.4 **Chairperson of the Board**

3.4.1 The Chairperson will cease to hold office as Chairperson in the event:

- 3.4.1.1 the Chairperson resigns as Chairperson; or
- 3.4.1.2 the Chairperson ceases to be a Board Member; or
- 3.4.1.3 the Constituent Councils terminate the Chairperson's appointment as Chairperson.

3.4.2 In the event that the office of Chairperson becomes vacant, then the Constituent Councils must appoint a new Chairperson who shall hold

office for the balance of the original term or until such later date as the Constituent Councils may determine.

- 3.4.3 The Board shall appoint a Board Member, other than the Chairperson to be the Deputy Chairperson for a term of up to four (4) years and provided such term does not exceed the Board Member's term of appointment as a Board Member and at the conclusion of the Deputy Chairperson's term of office, the Deputy Chairperson is eligible for reappointment.
- 3.4.4 In the event that the Chairperson refuses or is unable to act as Chairperson, or for whatsoever reason ceases to hold office as Chairperson or Board Member, then the Deputy Chairperson shall act in that office and in the event that the Deputy Chairperson refuses or is unable to act as Chairperson or for whatsoever reason ceases to hold office as a Board Member, the Board shall appoint a Board Member to be the Chairperson until such time as a Chairperson has been appointed by the Constituent Councils.
- 3.4.5 The Chairperson must preside at all meetings of the Board and, in the event the Chairperson is absent from a meeting, the Deputy Chairperson shall preside and in the event of both the Chairperson and Deputy Chairperson being absent from a meeting, the Board must appoint one of the Board Members present to preside for the duration of the Chairperson or Deputy Chairperson's absence.

3.5 Office of Board Member

- 3.5.1 Subject to clause ###, at the conclusion of a Board Member's term of office, including the Chairperson, such Board Member or Chairperson will be eligible for re-appointment.
- 3.5.2 A Board Member will cease to hold office in the circumstances set out in the Act as to when a Board Member's office becomes vacant.
- 3.5.3 Where, for any reason, the office of a Board Member becomes vacant the Constituent Councils will be responsible for appointing a replacement Board Member.
- 3.5.4 Where any vacancy occurs in the membership of the Board it must be filled in the same manner as the original appointment and the person appointed to fill the vacancy may be appointed for the balance of the term of the original appointment or such longer term and at the expiry of that term shall be eligible for reappointment.

3.6 Remuneration of Board Members

- 3.6.1 The Authority will pay each Board Member a sitting fee as determined by the Constituent Councils following the receipt of a recommendation from the Selection Panel having regard to the Guidelines for Agencies and Board Directors published from time to time by the Department of Premier and Cabinet for Government Boards and Committees or such publication as may succeed such Guidelines).

- 3.6.2 The Chairperson will receive from the Authority reimbursement of expenses properly incurred in performing or discharging official functions and duties as determined by the Authority and set out in a policy adopted by the Authority for the purposes of this clause.
- 3.6.3 The Selection Panel will review the sitting fee to be paid to the Board Members and make recommendations to the Constituent Councils of the outcome of the review and any alteration to such fees.

3.7 Insurance

The Authority must take out a suitable policy of insurance insuring Board Members and their spouses or another person who may be accompanying a Board Member, against risks associated with the performance or discharge of their official functions and duties or on official business of the Authority.

3.8 Returns

- 3.8.1 Board Members are not required to submit returns under Chapter 5, Part 4, Division 2 of the Act.
- 3.8.2 The Authority may adopt a Code of Conduct for Board Members to be approved by the Constituent Councils.

3.9 Proceedings of the Board

3.9.1 *General*

The procedure to be observed at a meeting of the Board will be:

- 3.9.1.1 as prescribed by the Act;
- 3.9.1.2 insofar as the procedure is not prescribed by the Act, as set out in this Charter or otherwise determined by the Constituent Councils;
- 3.9.1.3 insofar as the procedure is not prescribed by the Act, this Charter or the Constituent Councils – as determined by the Board itself.

3.9.2 *Board Meetings*

- 3.9.2.1 Ordinary meetings of the Board will be held at such times and places as determined by the Board except that there must be at least one ordinary meeting of the Board every three months.
- 3.9.2.2 An ordinary meeting of the Board will constitute an ordinary meeting of the Authority. The Board shall administer the business of the Authority at the ordinary meeting.
- 3.9.2.3 Any Constituent Council, the Chairperson or three (3) Board Members may by delivering a written request to the Executive Officer require a special meeting of the Board to be held and any such special meeting shall constitute a

special meeting of the Authority. The written request must be accompanied by the agenda for the special meeting and if an agenda is not provided the request has no effect.

3.9.2.4 Meetings of the Board will not be open to the public and Chapter 6 Part 3 of the Act does not extend to the Authority.

3.9.2.5 Without limiting clause 21(8) of Schedule 2 of the Act:

- (a) the Mayors of the Constituent Councils (or if the Mayor is unable, the Deputy Mayor of the same Constituent Council as the Mayor) may attend meetings of the Board as observers;
- (b) the Board may permit such persons to attend board meetings as it considers appropriate.

3.9.3 ***Notice of Meetings***

3.9.3.1 Notice of an ordinary meeting of the Board will be given by the Executive Officer to each Board Member not less than three (3) clear days prior to the holding of the meeting by such means as the Chief Executive Officer considers reasonably practicable to bring the notice to the attention of the Board Member.

3.9.3.2 On receipt of a written request pursuant to clause 3.9.2.3, the Executive Officer and Chairperson must determine the date and time of the special meeting and subject to clause 3.9.3.2 the Executive Officer must give notice to all Board Members at least four (4) hours prior to the commencement of the special meeting.

3.9.3.3 The Executive Officer must, in relation to a notice of meeting of the Board for the purpose of considering the making of a recommendation to the Constituent Councils to wind up the Authority, provide the notice to all Board Members at least four (4) months before the date of the meeting.

3.9.3.4 Notice of a meeting of the Board must:

- (a) be in writing; and
- (b) set out the date, time and place of the meeting; and
- (c) be signed by the Executive Officer; and
- (d) contain, or be accompanied by, the agenda for the meeting; and
- (e) be accompanied by a copy of any documents or reports that are to be considered at the meeting (so far as this is practicable).

- 3.9.3.5 The Executive Officer must maintain a record of all notices of Board meetings given under clause 3.9.3.5 to Board Members.

3.9.4 **Quorum**

- 3.9.4.1 A meeting of the Board must not commence until a quorum of Board Members is present and a meeting must not continue if there is not a quorum of Board Members present. A quorum of Board Members will comprise one half of the Board Members in office, ignoring any fraction, plus one.

3.9.5 **Confidentiality**

- 3.9.5.1 All Board Members must at all times keep confidential all documents and reports provided to them for their consideration at a meeting of the Board that the Executive Officer has indicated ought be treated as confidential.

3.9.6 **Minutes**

- 3.9.6.1 The Executive Officer must cause minutes to be kept of the proceedings at every meeting of the Board and ensure that the minutes are presented to the next ordinary meeting of the Board for confirmation.
- 3.9.6.2 The Executive Officer must, within five (5) days after a meeting of the Board provide to each Board Member a copy of the minutes of the meeting of the Board.

3.10 **Board Annual Performance Review**

- 3.10.1 The Selection Panel may conduct a performance review of the Board at such intervals as determined by the Selection Panel. In conducting the performance review the Selection Panel may:
 - 3.10.1.1 have regard to requirements of the Act and the Regulations;
 - 3.10.1.2 be provided with access to Board papers, minutes, budgets, financial results, plans and procedures;
 - 3.10.1.3 interview Board members individually or collectively;
 - 3.10.1.4 make recommendations as to the:
 - (a) workings of the Board;
 - (b) replacement of individual Board members;
 - (c) addition of Board members;
 - 3.10.1.5 consult with Board members individually or collectively before issuing the final report;
 - 3.10.1.6 prepare a report for consideration by the Constituent Councils.

4. EXECUTIVE OFFICER AND APPOINTMENT OF OTHER STAFF

- 4.1 The Authority may employ staff including an Executive Officer.
- 4.2 The Executive Officer may be employed on such terms and conditions as determined by the Authority.
- 4.3 The Executive Officer is responsible for appointing, managing, suspending and dismissing all the other employees of the Authority on behalf of the Authority including determining the terms and conditions of employment of such other employees.
- 4.4 In the absence of the Executive Officer, the Executive Officer may appoint a suitable person as Acting Executive Officer. If the Executive Officer does not make or is incapable of making such an appointment a suitable person may be appointed by the Board.
- 4.5 The Authority delegates responsibility for day to day management of the Authority to the Executive Officer, 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.
- 4.6 The functions of the Executive Officer include:
 - 4.6.1 ensuring that the decisions of the Authority are implemented in a timely and efficient manner;
 - 4.6.2 providing information to assist the Authority to assess the Authority's performance against its Strategic, Long Term Financial and Business Plans;
 - 4.6.3 providing advice and reports to the Authority on the exercise and performance of its powers and functions under this Charter or any Act;
 - 4.6.4 co-ordinating and initiating proposals for consideration of the Authority;
 - 4.6.5 ensuring that the assets and resources of the Authority are properly managed and maintained;
 - 4.6.6 ensuring that records required under the Act or any other legislation are properly kept and maintained;
 - 4.6.7 exercising, performing or discharging other powers, functions or duties conferred on the Executive Officer by or under the Act or any other Act, and performing other functions lawfully directed by the Authority;
 - 4.6.8 establishing policies and procedures relating to work, health and safety.
- 4.7 The Authority must undertake a review of the performance of the Executive Officer at least once every two years.
- 4.8 The Executive Officer may delegate or sub-delegate to an employee of the Authority or a committee comprising employees of the Authority, any power or

function vested in the Executive Officer. Such delegation or sub-delegation may be subject to conditions or limitations as determined by the Executive Officer.

- 4.9 A written record of delegations and sub-delegations must be kept by the Executive Officer at all times.

5. FINANCIALS

5.1 Budget

- 5.1.1 The Authority must before 1 March of each year prepare and submit a draft Budget to the Constituent Councils for the ensuing Financial Year (or, if appropriate in relation to the first budget of the Authority following its establishment, part Financial Year) in accordance with the Act for approval by the Constituent Councils.
- 5.1.2 The Authority must adopt after 31 May and after approval of the draft Budget by the Constituent Councils in each year, a Budget in accordance with the Act for the ensuing Financial Year consistent with the approval given by the Constituent Councils pursuant to clause 5.1.1.
- 5.1.3 The Authority may in a Financial Year, with the approval of the Constituent Councils, incur spending before adoption of its Budget for the year, but the spending must be provided for in the appropriate Budget for the year.
- 5.1.4 The Authority must each Financial Year provide a copy of its adopted Budget to the Constituent Councils within five (5) business days after the adoption of the Budget by the Authority.
- 5.1.5 Quarterly reports summarising the financial position and performance of the Authority against the Budget must be prepared and presented to the Board at each ordinary meeting of the Board or at such meetings as determined by the Board and copies provided to the Constituent Councils.
- 5.1.6 The Authority must reconsider its Budget in accordance with the Act in a manner consistent with the Act and may with the approval of the Constituent Councils amend its Budget for a Financial Year at any time before the year ends.
- 5.1.7 The contents of the Budget must be in accordance with the Act.

5.2 Financial Contributions

- 5.2.1 The Constituent Councils will contribute funds to the Authority as set out in the Budget adopted by the Authority and approved by the Constituent Councils.
- 5.2.2 The Constituent Councils may agree collectively or individually to provide the Authority with additional funds and/or in kind contributions at any time on such terms and conditions, if any, as determined by the relevant Constituent Council(s).

5.3 Financial Standards and Reporting

- 5.3.1 The Authority must ensure that the Financial Statements of the Authority for each Financial Year are audited by the Authority's auditor.
- 5.3.2 The Financial Statements must be finalised and audited in sufficient time to be included in the Annual Report to be provided to the Constituent Councils pursuant to clause 6.3.

5.4 Financial Transactions

- 5.4.1 The Authority must establish and maintain a bank account with such banking facilities and at a bank to be determined by the Authority.
- 5.4.2 The Authority will develop and maintain appropriate policies for all financial transactions.
- 5.4.3 The Executive Officer must act prudently in the handling of all financial transactions for the Authority.

5.5 Long Term Financial Plan

- 5.5.1 The Authority must prepare and submit to the Constituent Councils for their approval a Long Term Financial Plan covering a period of at least ten (10) years in a form and including such matters which, as relevant, is consistent with Section 122 of the Act and the Local Government (Financial Management) Regulations 2011 as if the Authority were a council.
- 5.5.2 The Authority may at any time review the Long Term Financial Plan but must undertake a review of the Long Term Financial Plan as soon as practicable after the annual review of its Business Plan and concurrently with any review of its Strategic Plan.
- 5.5.3 In any event, the Authority must undertake a comprehensive review of its Long Term Financial Plan every four (4) years.
- 5.5.4 The Long Term Financial Plan will be taken to form part of the Authority's Strategic Plan.

6. MANAGEMENT FRAMEWORK

6.1 Strategic Plan

- 6.1.1 The Authority must consistent with the Long Term Financial Plan at clause 5.5:
 - 6.1.1.1 prepare and adopt a Strategic Plan with a minimum operational period of four (4) years which sets out the goals, objectives, strategies and priorities of the Authority over the period of the Strategic Plan;
 - 6.1.1.2 submit the Strategic Plan to the Constituent Councils for their approval.

6.2 Business Plan

The Authority:

- 6.2.1 must in consultation with the Constituent Councils prepare and adopt a Business Plan which will continue in force for the period specified in the Business Plan or until the earlier adoption by the Authority of a new Business Plan;
- 6.2.2 must in consultation with the Constituent Councils review the Business Plan annually and following such a review the Business Plan shall continue to operate for the period for which the Business Plan was adopted pursuant to clause 6.2.1;
- 6.2.3 may, after consultation with the Constituent Councils amend its Business Plan at any time; and
- 6.2.4 must ensure the contents of the Business Plan is in accordance with the Act and may include or set out other matters deemed appropriate by the Authority.

6.3 Annual Report

- 6.3.1 The Authority must each year, produce an Annual Report summarising the activities, achievements and financial performance of the Authority for the preceding Financial Year.
- 6.3.2 The Annual Report must incorporate the audited financial statements of the Authority for the relevant Financial Year.
- 6.3.3 The Annual Report must be provided to the Constituent Councils by 30 September each year.

6.4 Audit

- 6.4.1 The Authority must cause adequate and proper books of account to be kept in relation to all the affairs of the Authority and must establish and maintain effective auditing of its operations.
- 6.4.2 The Authority must appoint an Auditor in accordance with the Act on such terms and conditions as determined by the Authority.
- 6.4.3 The audited Financial Statements of the Authority, together with the accompanying report from the Auditor, shall be submitted to both the Board and the Constituent Councils by 30 September in each year.

6.5 Audit and Risk Management Committee

- 6.5.1 The Authority must establish an Audit and Risk Management Committee to be comprised of three (3) persons nominated by the Authority and approved by the Constituent Councils.
- 6.5.2 The members of the Audit and Risk Management Committee:

6.5.2.1 must include two (2) persons, one of each from the Audit Committees of the Constituent Councils not being an elected member or employee of a Constituent Council;

6.5.2.2 must include one (1) person who is a member of the Board and who is determined by the Constituent Councils to have financial experience relevant to the functions of the Audit and Risk Management Committee.

6.5.3 The term of appointment of a member of the Audit and Risk Management Committee shall be for a term not exceeding two (2) years at the expiry of which such member will be eligible for reappointment.

6.6 Insurance and Superannuation Requirements

6.6.1 The Authority shall register with the Local Government Mutual Liability Scheme and the Local Government Workers Compensation Scheme and comply with the rules of the schemes.

6.6.2 The Authority shall advise Local Government Risk Management Services of its insurance requirements relating to Local Government Special Risks including buildings, structures, vehicles and equipment under the management, care and control of the Authority.

6.6.3 The Authority shall register with the Local Government Superannuation Scheme and comply with the rules of the Scheme.

7. MISCELLANEOUS PROVISIONS

7.1 Withdrawal of a Constituent Council

The withdrawal of either Constituent Council is inconsistent with the requirements of Section 43 of the Act and will result in the Authority being wound up pursuant to clause 7.3 and Part 2 of Schedule 2 to the Act.

7.2 New Members

Subject to the provisions of the Act, and in particular to obtaining the Minister's approval a council may become a Constituent Council by agreement of both Constituent Councils and this Charter may be amended to provide for the admission of a new constituent council or councils, with or without conditions.

7.3 Winding-Up

7.3.1 The Authority may be wound up in accordance with the Act and will be wound up where either Constituent Council seeks to withdraw from the Authority.

7.3.2 Should the Board request the Constituent Councils to consider winding up the Authority or should one of the Constituent Councils request the other Constituent Council to consider winding up the Authority or otherwise indicate an intention to withdraw from the Authority the Council or Councils as the case must request a special

meeting be called in accordance with clauses 3.9.2.3, 3.9.3.2 and 3.9.3.3.

- 7.3.3 On a winding-up of the Authority, the surplus assets or liabilities of the Authority, as the case may be, must be distributed between or become the responsibility of the Constituent Councils equally.

7.4 Non-derogation and Direction by Constituent Councils

- 7.4.1 The establishment of the Authority does not derogate from the power of any of the Constituent Councils to act independently in relation to a matter within the jurisdiction of the Authority.
- 7.4.2 Provided that the Constituent Councils have all first agreed as to the action to be taken, the Constituent Councils may jointly direct and control the Authority by resolution passed by both Constituent Councils in the same or similar terms.
- 7.4.3 Where the Authority is required pursuant to the Act or this Charter to obtain the approval of one or more of the Constituent Councils that approval must only be granted by a resolution passed by the Constituent Council or Constituent Councils granting such approval.
- 7.4.4 Unless otherwise stated in this Charter where the Authority is required to obtain the approval of both of the Constituent Councils this means the approval of both of the Constituent Councils expressed in the same or similar terms.
- 7.4.5 For the purpose of this clause 7.4, any direction given or approval granted by one or both Constituent Councils must be communicated by notice in writing provided to the Executive Officer of the Authority together with a copy of the relevant resolutions of the Constituent Councils.

7.5 Review of Charter

- 7.5.1 The Authority must review this Charter at least once in every four (4) years.
- 7.5.2 This Charter may be amended with the approval of both of the Constituent Councils.
- 7.5.3 Before the Constituent Councils vote on a proposal to alter this Charter they must take into account any recommendation of the Board.
- 7.5.4 The Executive Officer must:
- 7.5.4.1 furnish a copy of the Charter, as amended, to the Minister;
 - 7.5.4.2 ensure that a copy of the Charter, as amended, is published on a website (or websites) determined by the Chief Executive Officers of the Constituent Councils; and

- 7.5.4.3 ensure that a notice of the fact of the amendment and a website address at which the Charter is available for inspection is published in the Gazette.

7.6 Transitional Provisions

The Constituent Councils may issue directions to the Authority concerning transitional arrangements to be followed by the Authority following its commencement which directions may where necessary and appropriate modify the requirements set out in this Charter.

7.7 Disputes

7.7.1 General

- 7.7.1.1 Where a dispute arises between the Constituent Councils or between a Constituent Council and the Authority (the parties to this Charter) which relates to this Charter or the Authority, ('the Dispute') the parties will use their best endeavours to resolve the Dispute and to act at all times in good faith.

7.7.2 Mediation

- 7.7.2.1 A party is not entitled to initiate arbitration or court proceedings (except proceedings seeking urgent equitable or injunctive relief) in respect of a Dispute unless it has complied with this clause 7.7.2.
- 7.7.2.2 If the parties are unable to resolve the Dispute within thirty (30) days, the parties must refer the Dispute for mediation in accordance with the Mediation Rules of the Law Society of South Australia Incorporated, within seven (7) days of a written request by any party to the other party that the Dispute be referred for mediation, to:
 - (a) a mediator agreed by the parties; or
 - (b) if the parties are unable to agree on a mediator at the time the Dispute is to be referred for mediation, a mediator nominated by the then President of the Law Society or the President's successor.
- 7.7.2.3 In the event the parties fail to refer the matter for mediation in accordance with clause 7.7.2, one or more of the parties may refer the matter for mediation in accordance with the Mediation Rules of the Law Society of South Australia Incorporated to a mediator nominated by the then President of the Law Society or the President's successor.
- 7.7.2.4 The role of any mediator is to assist in negotiating a resolution of the dispute. A mediator may not make a decision that is binding on a party unless that party has so agreed in writing.

- 7.7.2.5 If mediation does not resolve the Dispute within 28 days of referral of the Dispute for mediation or such longer period agreed unanimously by the parties as evidenced by resolutions of each of the parties, any party may then refer the Dispute to Arbitration in accordance with clause 7.7.3.

7.7.3 Arbitration

- 7.7.3.1 An arbitrator may be appointed by agreement between the parties.
- 7.7.3.2 Failing agreement as to an arbitrator the then Chairperson of the South Australian Chapter of the Institute of Arbitrators or his successor shall nominate an Arbitrator pursuant to these conditions.
- 7.7.3.3 A submission to arbitration shall be deemed to be a submission to arbitration within the meaning of the Commercial Arbitration Act 1985 (South Australia).
- 7.7.3.4 Upon serving a notice of arbitration the party serving the notice shall lodge with the arbitrator a deposit by way of security for the cost of the arbitration proceedings.
- 7.7.3.5 Upon each submission to arbitration, the costs of and incidental to the submission and award shall be at the discretion of the arbitrator who may in his or her sole discretion determine the amount of costs, how costs are to be proportioned and by whom they are to be paid.
- 7.7.4 Whenever reasonably possible performance of the obligations of the parties pursuant to this Charter shall continue during the mediation or arbitration proceedings and no payment by or to a party shall be withheld on account of the mediation and arbitration proceedings.

Dated

Brian Carr, Chief Executive Officer, Light Regional Council

James Miller, Chief Executive Officer, Adelaide Plains Council