

**COWELL COTTAGES MANAGEMENT  
SUBSIDIARY**

**CHARTER**

**Local Government Act 1999**

August 2013

# COWELL COTTAGES MANAGEMENT SUBSIDIARY

## CHARTER

### Local Government Act 1999

#### 1. INTRODUCTION

##### 1.1 Name

The name of the subsidiary is the Cowell Cottages Management Subsidiary (referred to as 'the Subsidiary' in this Charter).

##### 1.2 Definitions

In this Charter:-

- 1.2.1 'absolute majority' means a majority of the whole number of the Board members as the case may be;
- 1.2.2 'Act' means the Local Government Act 1999 and all relevant Regulations made thereunder;
- 1.2.3 'Board' means the Board of Management of the Subsidiary established under Clause 4;
- 1.2.4 'Board member' means a person **who** has been appointed to the Board in accordance with Clause 4.2.1;
- 1.2.5 'Chairperson' means a person elected as Chairperson of the Board pursuant to Clause 4.4.1 and includes a person authorised by this Charter to act in place of the Chairperson;
- 1.2.6 'the Cottages' means the Cowell Cottages located at O'Connell St, Cowell;
- 1.2.7 'Council' means the District Council of Franklin Harbour;
- 1.2.8 'deliberative vote' means a vote cast by each member of the Board (including the Chairperson) for the purpose of deciding a matter under deliberation;
- 1.2.9 'elected member' means the Mayor or a Councillor of the Council who has been elected pursuant to the Local Government (Elections) Act 1999 and the Local Government Act 1999;
- 1.2.10 'financial year' means a year beginning on 1 July in each year and ending on 30 June of the following year;
- 1.2.11 'meeting' includes an ordinary meeting and a special meeting of the Board;
- 1.2.12 'Minister' means the Minister for the time being responsible for the administration of the Local Government Act 1999;
- 1.2.13 'special resolution' means a resolution passed by a two thirds majority of all Board members entitled to vote on the issue.

### 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 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 'Clause' means a clause of this Charter.

### 1.4 Establishment

The Subsidiary is a single council subsidiary established under Section 42 of the Act by the Council.

### 1.5 Local Government Act 1999

This Charter must be read in conjunction with Parts 1 and 3 of Schedule 2 to the Act. The Subsidiary shall conduct its affairs in accordance with Schedule 2 to the Act except as modified by this Charter in a manner permitted by Schedule 2.

### 1.6 Objects and Purposes

The Subsidiary is established to:

- 1.6.1 provide Self Funded Cottages and Rentable Cottages under the "Retirement Villages Act 1987" for 'retired persons' and 'retired persons and their spouses' who are of 55 years and over and no longer in full time employment.
- 1.6.2 facilitate and coordinate the management of the Cottages and the provision of services to residents of the Cottages;
- 1.6.3 regularly review the management of the Cottages and the provision of services to residents of the Cottages;
- 1.6.4 develop policies and procedures relating to the management of the Cottages and the provision of services to residents of the Cottages;
- 1.6.5 seek and obtain such funding as may be necessary or appropriate for the continued management of the Cottages and the continued provision of services to residents of the Cottages; and

- 1.6.6 ensure that the Cottages are maintained in such a manner that all relevant and necessary approvals and authorisations under all relevant legislation are obtained and preserved.

## 1.7 Powers Functions and Duties

The powers, functions and duties of the Subsidiary are to be exercised in the performance of the Subsidiary's objects and purposes. The Subsidiary shall have those powers, functions and duties delegated to it by the Council from time to time which include but are not limited to:

- 1.7.1 becoming a member of, or cooperating or contracting with, any other association or organisation, whether within or outside of the area of the Council, which shares similar objects and purposes to those of the Subsidiary;
- 1.7.2 entering into contracts or arrangements with any Government agency or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Subsidiary;
- 1.7.3 entering into contracts with any person or body for the acquisition or supply of goods and services;
- 1.7.4 appointing, employing, remunerating, removing or suspending officers, managers, employees and agents subject to Clause 6;
- 1.7.5 raising revenue by:
  - 1.7.5.1 charging fees for occupation of the Cottages;
  - 1.7.5.2 obtaining subsidies for the continued operation of the Cottages;
  - 1.7.5.3 arrangement or contract with any other person or body; and
  - 1.7.5.4 any other means not inconsistent with the objects of the Subsidiary;
- 1.7.6 printing and publishing any newspapers, periodicals, books, leaflets, or other like writing;
- 1.7.7 appointing such committees as it deems necessary and defining the duties of such committees, provided that the acts of any such committee shall be submitted before execution or discharge thereof for the approval of the Subsidiary, and appointing persons to such a committee which may consist partly of persons who are not representatives of the Council;
- 1.7.8 delegating any of the Subsidiary's powers, functions and duties to persons or committees and altering or revoking such delegations;
- 1.7.9 co-opting to any duly appointed committee, any elected representatives, any officer of the Council, or any other appropriate person as deemed desirable for the efficient function of that committee;
- 1.7.10 subject to Clause 6.8 acquiring, holding, dealing with and disposing of any real or personal property of the Subsidiary;
- 1.7.11 opening and operating bank accounts;

- 1.7.12 investing monies in any security in which trust moneys may, by Act of Parliament, be invested, or in any other manner approved by the Council;
- 1.7.13 borrowing money;
- 1.7.14 giving security for the discharge of liabilities of the Subsidiary; and
- 1.7.15 doing all other things that are necessary or convenient for, or incidental or conducive to, the attainment of the objects and purposes, and the exercise, performance or discharge of the powers, functions and duties of the Subsidiary.

## **2. STRUCTURE OF THE SUBSIDIARY**

- 2.1 The Subsidiary is a body corporate and, subject to the Act, is governed by its Charter. Its Board has responsibility for the management of the business and other affairs of the Subsidiary, ensuring that the Subsidiary acts in accordance with this Charter, with any relevant State legislation and with any conditions attached to grants received from the Commonwealth or South Australian Government or other parties.
- 2.2 All meetings of the Subsidiary shall be meetings of the Board.
- 2.3 The Board will be entitled to make decisions in accordance with the powers and functions of the Subsidiary established in this Charter.

## **3. BOARD OF MANAGEMENT**

The Board shall have the responsibility to manage the business and other affairs of the Subsidiary ensuring that the Subsidiary acts in accordance with this Charter and all relevant legislation, including the Act.

### **3.1 Functions of the Board**

In addition to the functions of the Board set out in the Act, the functions of the Board include:

- 3.1.1 the formulation of strategic and business plans in accordance with Clause 5.3 and the development of strategies aimed at improving the activities of the Subsidiary;
- 3.1.2 the provision of professional input and policy direction to the Subsidiary;
- 3.1.3 ensuring that ethical behaviour and integrity is established and maintained by the Subsidiary and its Board Members in all activities undertaken by the Subsidiary;
- 3.1.4 subject to Clause 3.6.11, ensuring that the activities of the Subsidiary are undertaken in an open and transparent manner; and
- 3.1.5 exercising the care, diligence and skill required by the Act and in any event such that a prudent person of business would exercise in managing the affairs of other persons.

### **3.2 Membership of the Board**

The Board shall consist of five Board members appointed as follows:

### 3.2.1 Council Board Members

The Council shall appoint on such conditions as the Council may determine two people to be Council representatives on the Board at least one of which shall be an elected member Council may at any time terminate the appointments and appoint another elected member or person as the case may require to be Board members (provided that number shall not exceed two at any one time).

### 3.2.2 Independent Board Members

3.2.2.1 The Council shall appoint on such conditions as the Council may determine three independent persons with relevant expertise who is neither an elected member nor an officer of the Council to be Board members.

3.2.2.2 A person shall be eligible for appointment to the Board if the person:

- (a) nominates in writing within four weeks of notice of the opening of nominations being published by the Council in the Tribune.
- (b) holds qualifications or expertise relevant to the management of the Cottages, whether those qualifications or expertise are directly relevant to aged care, or relevant for some other purpose; and
- (c) is not a employee to provide care or other services to residents of the Cottages.

3.2.2.3 The Council may, at any time by resolution, terminate or revoke the appointment of an independent Board member or members and appoint another person or persons to be an Independent Board member or members (provided that number shall not exceed three at any one time).

3.2.3 A Board member shall be appointed for a term not exceeding two (2) years at which time they shall be eligible to be reappointed by the Council.

3.2.4 Each Board member shall be entitled to one vote.

3.2.5 Division 2, Part 4, Chapter 5 of the Act (Register of Interests) will not apply to this Subsidiary.

## 3.3 Termination of Membership of the Board

3.3.1 Notwithstanding Clause 3.2.3, and in addition to Clauses 3.2.1 and 3.2.2, the appointment of a Board member shall terminate upon any of the grounds set out at Clause 4(3) of Schedule 2 to the Act arising, or otherwise:

3.3.1.1 if the Board member has been appointed under Clause 3.2.1:

- (a) if the Board member is an elected member of the Council upon ceasing to be an elected member; or

- (b) if the Board member is an officer of the Council, upon ceasing to be employed by the Council; and
- 3.3.1.2 in respect of any Board appointment, upon the happening of any other event through which the Board member would become ineligible to remain as a member of the Board.
- 3.3.2 The Board may, by special resolution, make a recommendation to the Council requesting the Council to terminate the appointment of a Board member for:
  - 3.3.2.1 any behaviour of the Board member which in the opinion of the Board amounts to impropriety;
  - 3.3.2.2 serious neglect of duty in attending to his/her responsibilities as a Board member;
  - 3.3.2.3 breach of fiduciary duties to the Subsidiary or the Council;
  - 3.3.2.4 breach of the duty of confidentiality to the Subsidiary and the Council;
  - 3.3.2.5 breach of the conflict of interest provisions; or
  - 3.3.2.6 any other behaviour which may discredit the Subsidiary or the Council.
- 3.3.3 Notwithstanding any other Clause of this Charter, a Board member may be removed from office as a Board member by special resolution of the Board prior to the expiration of a term of appointment.
- 3.3.4 If any vacancy occurs in the membership of the Board it must be filled in the same manner as the original appointment under Clause 3.2.1 or 3.2.2. The person appointed to the Board to fill a vacancy will be appointed for the balance of the term of the original appointment and at the expiry of that term shall be eligible for re-appointment.
- 3.4 Chairperson of the Board**
  - 3.4.1 The Chairperson of the Board shall be appointed by the Board from amongst its members and shall hold office for a term of two (2) years, unless he/she resigns or is removed from office pursuant to a resolution of the Board or he/she is no longer eligible to act as a Board member.
  - 3.4.2 The Chairperson shall be eligible for re-appointment upon their term of office expiring.
  - 3.4.3 If the Chairperson either resigns or is no longer eligible to act as a Board member prior to the expiry of his/her term as Chairperson, the the Board shall elect from amongst their own number a new Chairperson who shall hold office until the conclusion of the original term.
- 3.5 Powers of the Chairperson and the Deputy Chairperson**
  - 3.5.1 The Chairperson shall preside at all meetings of the Board.
  - 3.5.2 In the event that the Chairperson is absent from a meeting, the the Board shall appoint a member from amongst them who shall preside at that meeting or until the Chairperson is present.

### 3.6 Meetings of the Board

- 3.6.1 The Board may determine procedures in addition to but not inconsistent with those specified in this Charter to apply at or in relation to its meetings.
- 3.6.2 The Board shall meet:
- 3.6.2.1 for ordinary meetings at such times and places as may be fixed by the Board from time to time provided that there will be not less than four ordinary meetings each financial year; and
  - 3.6.2.2 for special meetings if demanded in writing by the Chairperson or by four Board members.
- 3.6.3 An ordinary meeting of the Board will constitute an ordinary meeting of the Subsidiary. The Board shall administer the business of an ordinary meeting.
- 3.6.4 For the purposes of this sub-clause, the contemporary linking together by telephone, audio-visual or other instantaneous means ('telecommunications meeting') of a number of the Board members, provided that at least a quorum is present, is deemed to constitute a meeting of the Board. Each of the Board members taking part in a telecommunications meeting must at all times during the telecommunications meeting be able to hear and be heard by each of the other Board members present. At the commencement of the meeting each Board member must announce his/her presence to all other Board members taking part in the meeting. A Board member must not leave a telecommunications meeting by disconnecting his/her telephone, audio-visual or other communication equipment, unless that Board member has previously notified the Chairperson of the meeting.
- 3.6.5 A proposed resolution in writing and given to all Board members in accordance with proceedings determined by the Board will be a valid decision of the Board where a majority of Board members vote in favour of the resolution by signing and returning the resolution to the Chief Executive Officer of the Council or otherwise giving written notice of their consent and setting out the terms of the resolution to the Chief Executive Officer of the Council. 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.
- 3.6.6 Except as otherwise provided in this Charter, notice of ordinary meetings will be forwarded by the Chief Executive Officer of the Council to the Board members at least 14 days prior to the date of the meeting.
- 3.6.7 Notice of special meetings will be sent by the Chief Executive Officer of the Council to the Board members at least 24 hours prior to the date of the meeting.
- 3.6.8 Notice of a meeting for the purpose of making a recommendation to wind up the Subsidiary shall be sent to the Board members at least eight (8) weeks before the date of the meeting.
- 3.6.9 Notice of meeting of the Board must:
- 3.6.9.1 be in writing; and
  - 3.6.9.2 set out the date, time and place of the meeting; and

- 3.6.9.3 be signed by the Chief Executive Officer of the Council; and
- 3.6.9.4 contain, or be accompanied by, the agenda for the meeting.
- 3.6.10 The Chief Executive Officer of the Council must, insofar as is reasonably practicable:
  - 3.6.10.1 ensure that items on the agenda given to Board members are described with reasonable particularity and accuracy; and
  - 3.6.10.2 supply to each Board member at the time that notice of a meeting is given a copy of any documents or reports that are to be considered at the meeting (so far as this is practicable).
- 3.6.11 Notice of a meeting of the Board may be given to a Board member:
  - 3.6.11.1 personally; or
  - 3.6.11.2 by delivering the notice (whether by post or otherwise) to the usual place of residence of the Board member or to another place authorised in writing by the Board member; or
  - 3.6.11.3 in the case of a Council Board member by leaving the notice for the Board member at an appropriate place at the principal office of the Council; or
  - 3.6.11.4 by a means authorised in writing by the Board member as being an available means of giving notice.
- 3.6.12 A notice that is not given in accordance with Clause 3.6.11 is taken to have been validly given if the Chief Executive Officer of the Council considers it impracticable to give the notice in accordance with that Clause and takes action the Chief Executive Officer of the Council considers reasonably practicable in the circumstances to bring the notice to the attention of the Board member.
- 3.6.13 The Chief Executive Officer of the Council must maintain a record of all notices of Board meetings given under Clause 3.6.9 to Board members.
- 3.6.14 A majority of the Board members present at a meeting of the Board may adjourn the meeting from time to time and from place to place.
- 3.6.15 Subject to Clause 3.6.17, all meetings of the Board will be conducted in a place open to the public.
- 3.6.16 All Board members must keep confidential all documents and any information provided to them on a confidential basis for their consideration prior to a meeting of the Board.
- 3.6.17 The Board may order that the public be excluded from attendance at any meeting in order to enable the Board to consider in confidence any information or matter listed in Section 90(3) of the Act (after taking into account any relevant consideration under that subsection).

The exercise of this power does not exclude Board members and any other person permitted by the Board to remain in the room.

- 3.6.18 Where an order is made under Clause 3.6.17, a note must be made in the minutes of the making of the order and of the grounds on which it was made.
- 3.6.19 Where the Board has considered any information or a matter in confidence under Clause 3.6.17 it may subsequently resolve to keep minutes and/or any other documents considered during that part of the meeting confidential in accordance with Section 91 of the Act.
- 3.6.20 The Chief Executive Officer of the Council 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 and adoption.
- 3.6.21 Where the Chief Executive Officer of the Council is excluded from attendance at a meeting of the Board pursuant to Clause 3.6.17, the person presiding at the meeting shall cause the minutes to be kept.
- 3.6.22 The Board may invite any person to attend at a meeting of the Board to act in an advisory capacity.

### **3.7 Quorum**

- 3.7.1 The quorum for an ordinary meeting of the Board is a majority of the number of Board members in office, being a number ascertained by dividing the total number of Board members for the time being in office by two (2), ignoring any fraction, and adding one (1). No business will be transacted at a meeting of the Board unless a quorum is present.
- 3.7.2 The quorum for a meeting of the Board other than an ordinary meeting shall be the number of Board members appointed by the Board to attend that meeting divided by two (2), ignoring any fraction, and adding one (1). No business shall be transacted at such a meeting unless a quorum is present.

### **3.8 Voting**

- 3.8.1 Questions arising for decision at meetings of the Board will be decided by a simple majority of eligible votes on the basis of one (1) vote per Board member present at the meeting. The Chairperson shall not, in the event of equality of votes, have a second or casting vote. In the event of equality of votes the matter will lapse.
- 3.8.2 Subject to a conflict of interest, each Board member validly present at a meeting must vote on a question arising for a decision at the meeting. Failure by any Board member to vote in situations other than where a conflict of interest arises will be deemed to be a negative vote in relation to the question for decision.
- 3.8.3 Subject to any express contrary provision in this Charter, the Local Government (Procedures at Meetings) Regulations 2000 Parts 1, 2 and 4, will apply to all meetings of the Board. Procedures not specifically addressed by those Regulations or by this Charter will be as determined by the Board.

## **4. EMPLOYEES OF THE SUBSIDIARY**

- 4.1 The Chief Executive Officer of the Council shall cause records to be kept of the business and financial affairs of the Subsidiary 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.

- 4.2 In the absence of the Chief Executive Officer of the Council for any period exceeding four weeks the person appointed to act in the office of Chief Executive Officer pursuant to Section 102 of the Act shall act in that position.
- 4.3 The Board shall delegate responsibility for the day to day management of the Subsidiary to the Chief Executive Officer of the Council, who will ensure that sound business and human resource management practices are applied in the efficient and effective management of the operations of the Subsidiary.
- 4.4 The functions of the Chief Executive Officer of the Council in respect of the Subsidiary shall include but are not limited to:
- 4.4.1 appointing, managing, suspending and dismissing employees of the Subsidiary;
  - 4.4.2 determining the conditions of employment of employees of the Subsidiary within the budgetary constraints set by the Board;
  - 4.4.3 attending at all meetings of the Board unless excluded by resolution of the Board;
  - 4.4.4 ensuring that the decisions of the Board are implemented in a timely and efficient manner;
  - 4.4.5 providing information to assist the Board to assess the Subsidiary's performance against its Strategic and Business Plans;
  - 4.4.6 providing advice and reports to the Board on the exercise and performance of its powers and functions under this Charter or any Act;
  - 4.4.7 ensuring that the Subsidiary is at all times complying with Schedule 2 to the Act;
  - 4.4.8 ensuring that the Subsidiary's annual report in accordance with Clause 12 of Schedule 2 to the Act is furnished to the Council in time to be incorporated in its annual report;
  - 4.4.9 co-ordinating and initiating proposals for consideration of the Board including but not limited to continuing improvement of the operations of the Subsidiary;
  - 4.4.10 ensuring that the assets and resources of the Subsidiary are properly managed and maintained;
  - 4.4.11 exercising, performing or discharging other powers, functions or duties conferred on the Chief Executive Officer of the Council by or under the Act or any other Act, and performing other functions lawfully directed by the Board; and
  - 4.4.12 inviting any person to attend at a meeting to act in an advisory capacity.
- 4.5 The Chief Executive Officer of the Council shall provide a report on his/her activities insofar as they relate to the Subsidiary to the Board at every ordinary meeting.

## 5. MANAGEMENT

### 5.1 Financial Management

- 5.1.1 The Subsidiary shall keep proper books of accounts in accordance with the requirements of the Local Government (Financial Management) Regulations 1999.
- 5.1.2 The Subsidiary must reconsider its budget at least three times in each Financial Year at intervals of not less than three months between 30 September and 31 May (inclusive) in accordance with the requirements of the Local Government (Financial Management) Regulations 1999.
- 5.1.3 The Subsidiary's books of account must be available for inspection by any Board member or authorised representative of the Council at any reasonable time on request.
- 5.1.4 The Subsidiary must establish and maintain a bank account at a bank and with such bank facilities to be determined by the Board.
- 5.1.5 The Subsidiary shall appoint no less than two Board members, the Chief Executive Officer of the Council, the Chairperson as authorised operators of the bank accounts. A minimum of two authorised operators must be required to deal with the bank account at any one time.
- 5.1.6 All cheques must be signed by two persons authorised by resolution of the Board.
- 5.1.7 Any payments made by electronic funds transfer must be made in accordance with procedures which have received the prior approval of the Auditor.

The Chief Executive Officer of the Council must act prudently in the handling of all financial transactions for the Subsidiary and must provide quarterly financial and corporate reports to the Board and, if requested, the Council.

### 5.2 Audit

- 5.2.1 The Board shall appoint an auditor in accordance with the Local Government (Financial Management) Regulations 1999.
- 5.2.2 The Auditor shall hold office until the appointment is rescinded by a resolution of the Board at an ordinary meeting.
- 5.2.3 The Auditor will have the same powers and responsibilities as set out in the Act in relation to a Council.
- 5.2.4 The audit of financial statements of the Subsidiary, together with the accompanying report from the Auditor, shall be submitted to both the Board and the Council.
- 5.2.5 The books of account and financial statements shall be audited at least once per year.
- 5.2.6 The Audit Committee established pursuant to clause 13 (2) of Schedule 2 of the Local Government Act 1999 shall consist of three persons; the Chair being the Chairperson of the Board, one being a Board Member and the other being the person for the time being who is the independent member of Council's Audit Committee.

### **5.3 Business Plan**

- 5.3.1 The Subsidiary shall prepare a Business Plan every three (3) years consequent upon Clause 5.3.2.
- 5.3.2 The initial Business Plan must be prepared within six months of establishment of the Subsidiary.
- 5.3.3 The Business Plan must:
  - 5.3.3.1 link the core activities of the Subsidiary to strategic, operational and organisational requirements with supporting financial projections setting out the estimates of revenue and expenditure as necessary for the period;
  - 5.3.3.2 include the performance targets of the Subsidiary; and
  - 5.3.3.3 include those measures to be employed to monitor and assess performance and achievement of targets;
- 5.3.4 The Board shall:
  - 5.3.4.1 compare the Business Plan against performance targets at least twice every Financial Year;
  - 5.3.4.2 review the contents of the Business Plan annually; and
  - 5.3.4.3 undertake reasonable consultation with the Council prior to adopting or amending the Business Plan.

### **5.4 Budget**

- 5.4.1 Before 31 October in each Financial Year in accordance with the Local Government (Financial Management) Regulations 1999 a proposed budget detailing the estimated revenues and costs for the forthcoming Financial Year shall be submitted by the Chief Executive Officer of the Council to the Board.
- 5.4.2 The proposed budget must be referred to the Council at the same time as the Chief Executive Officer of the Council submits it to the Board members.
- 5.4.3 The Council may comment in writing to the Board via the Chief Executive Officer of the Council on the budget at least three (3) business days before the meeting at which it will be considered by the Board or, alternatively, may comment through its Board members at the meeting of the Board.
- 5.4.4 The Board must provide a copy of the adopted budget to the Chief Executive Officer of the Council within five (5) business days after the adoption.
- 5.4.5 Reports summarising the financial position and performance of the Subsidiary against the annual budget shall be prepared and presented to the Board every three (3) calendar months and copies provided to the Council within five (5) days of the Board meeting to which they have been presented.

## **5.5 Reporting**

- 5.5.1 The Board must submit to the Council by 31 October in each Financial Year a report in accordance with Clause 12 of Schedule 2 to the Act on the work and operations of the Subsidiary detailing achievement of the aims and objectives of its Business Plan and incorporating the audited Financial Statements of the Subsidiary and any other information or reports required by the Council.
- 5.5.2 The Board shall present financial statements in accordance with the Local Government (Financial Management) Regulations 1999 to the Council at the end of each Financial Year.

## **6. MISCELLANEOUS**

### **6.1 Insurance and Superannuation requirements**

- 6.1.1 The Subsidiary shall register with the Local Government Mutual Liability Scheme and comply with the Rules of that Scheme.
- 6.1.2 If the Subsidiary 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.

### **6.2 Winding Up**

- 6.2.1 The Subsidiary may be wound up by the Minister acting upon a request by the Council or by the Minister in accordance with Clause 16(1)(b) of Schedule 2 to the Act.
- 6.2.2 In the event of a winding up of the Subsidiary, any surplus assets after fulfilment of the Subsidiary's liabilities shall be returned to the Council.
- 6.2.3 If there are insufficient funds to fulfil all of the Subsidiary's liabilities on winding up, those liabilities shall attach to and be fulfilled by the Council.

### **6.3 Non-Derogation and Direction by the Council**

- 6.3.1 The establishment of the Subsidiary does not derogate from the power of the Council to act independently in relation to a matter within the jurisdiction of the Subsidiary.
- 6.3.2 The Council may direct and control the Subsidiary.
- 6.3.3 For the purpose of Clause 6.3.1, any decision of the Council under Clause 6.3.2 and/or direction given or control exercised by the Council must be given in writing by the Chief Executive Officer of the Council to the Board.

### **6.4 Alteration and Review of Charter**

- 6.4.1 This Charter will be reviewed by the Council at least once in every four (4) years.
- 6.4.2 This Charter may be amended by a resolution passed by the Council.
- 6.4.3 The Chief Executive Officer of the Council must ensure that the amended Charter is published in the Gazette and a copy of the amended Charter is provided to the Minister.

## **6.5 Committees**

- 6.5.1 The Board may establish a committee of Board members for the purposes of:
  - 6.5.1.1 enquiring into and reporting to the Board on any matter within the Subsidiary's functions and powers and as detailed in the terms of reference given by the Board to the committee;
  - 6.5.1.2 exercising, performing or discharging delegated powers, functions or duties.
- 6.5.2 A member of the committee established under Clause 6.5.1 of this Charter holds office at the pleasure of the Board.
- 6.5.3 The Board may establish advisory committees consisting of or including persons who are not Board members for enquiring into and reporting to the Board on any matter within the Subsidiary's functions and powers and as detailed in the terms of reference which must be given by the Board to the advisory committee.
- 6.5.4 The Chairperson of the Board is an ex-officio member of any committee or advisory committee established by the Board.

## **6.6 Common Seal**

- 6.6.1 The Subsidiary shall have a common seal upon which its corporate name shall appear in legible characters.
- 6.6.2 The common seal shall not be used without the express authorisation of a resolution of the Board and every use of the common seal shall be recorded in the minute book of the Subsidiary.
- 6.6.3 The affixing of the common seal shall be witnessed by the Chairperson of the Board or such other person as the Board may appoint for the purpose.
- 6.6.4 The common seal shall be kept in the custody of the Chief Executive Officer of the Council or such other person as the Board may from time to time decide.

## **6.7 Standing Orders or Rules**

- 6.7.1 Subject to Clause 5 of Schedule 2 to the Act and to the direction of the Council, the Board may pass, alter or rescind standing orders, policies or rules for the due management and regulation of meetings of the Subsidiary.
- 6.7.2 Standing orders, policies or rules made pursuant to this Clause 6.7 shall be entered in a record which will be kept for the information of the Board members and may be printed and/or circulated at the discretion of the Board.
- 6.7.3 The standing orders, policies and rules in existence shall remain in operation for a period of one (1) year, at which time they shall be reviewed by the Board and confirmed, varied or discontinued by resolution of the Board.

**6.8 Property of the Subsidiary**

- 6.8.1 All property held by the Subsidiary is held for and on behalf of the Council.
- 6.8.2 No person may sell, encumber or otherwise deal with any property of the Subsidiary except in accordance with this Charter and with the prior written approval of the Council.

**6.9 Circumstances not provided for**

- 6.9.1 If any circumstance arises on which this Charter is silent, incapable of taking effect or being implemented according to its strict provisions, the Chairperson may decide the action to be taken to ensure achievement of the objects of the Subsidiary and its effective administration.
- 6.9.2 The Chairperson shall report any such decision at the next general meeting.