

Comparison of ACMA Charter 4 August 2022 to AEDA Charter 24 February 2022

Description	Charter Clause	ACMA	AEDA	Suggested Action	Explanation
Table of Contents	-	No	Yes	ACMA add Table of Contents	Quick reference to find specific clauses
Job title	Throughout Charter	General Manager	Managing Director	AEDA to replace job title with ACMA title of General Manager	Change will ensure consistency between ACMA and AEDA Charters
Name	Throughout Charter	Authority	Agency	No change	
Introduction	1.1	Authority	Subsidiary	ACMA to replace with Subsidiary	To reflect that ACMA is a subsidiary
About this Charter	2.3.3.2	<i>if the Act requires or permits a thing to be done, Board approval is given for that thing to be done;</i>	<i>if the Act requires a thing to be done, that thing must be done;</i>	AEDA to replace clause with ACMA wording	The amendment will provide clarity within the AEDA Charter
The Authority/Agency	2.3.8	<i>Nothing in this Charter shall be construed as limiting or altering the existence of any right or entitlement of the Council under the Act including under Schedule 2 of the Act.</i>	<i>Nothing in this Charter shall be construed as limiting or altering the existence of any right or entitlement of the Council under the Act.</i>	AEDA to replace clause with ACMA wording	This change will reflect the specific relevance of Schedule 2 of the Act
Objectives & Purposes	2.4	Market specific	AEDA specific	No change	
Powers, Functions & Duties	3.1	Market specific	AEDA specific	No change	
Delegations	3.4.4.1	Market specific - can't delegate power to impose charges	AEDA specific - can't delegate power to borrow money	No change	
Delegations	3.4.2	<i>The Authority may, in accordance with the Act and this Charter, delegate such of its powers, functions and duties under this Charter as it determines to:</i>	<i>The Authority may, in accordance with the Act and this Charter, delegate such of its powers, functions and duties vested or conferred under the Act or another Act, or the Charter to:</i>	AEDA to replace clause with ACMA wording	Change will provide consistency between ACMA and AEDA Charters
Delegations	3.4.4.3	<i>the power to approve the reimbursement of expenses or payment of remuneration fees to Board Members;</i>	<i>The power to approve the reimbursement of expenses or payment of remuneration fees or allowances to Board Members;</i>	ACMA to replace clause with AEDA wording	Change will provide consistency between ACMA and AEDA Charters
Committees	ACMA 3.5.5 / AEDA 3.5.6	Traders Representation Committee	Advisory Committee	No change	Clause is specific for each subsidiary
Appointment of Board Members	4.4.1	<i>The Board shall consist of a maximum of seven Board Members to be appointed by the Council following an expression of interest process as follows:</i>	<i>The Board shall consist of a maximum of nine Board Members to be appointed as follows:</i>	No change	Clause specific for each subsidiary
Appointment of Board Members	4.4.1.1	One Board Member must be a Council Member	One Board Member must be the Lord Mayor or an elected member nominated by the Lord Mayor	No change	Clause is specific for each subsidiary
Appointment of Board Members	ACMA 4.4.1.2 / AEDA 4.4.1.3	Board selection panel includes "two Council Members"	Board selection panel includes "three Council Members appointed by resolution of council"	AEDA to replace clause with ACMA wording	Decision of Council in February 2022 to retain 3 Council Members on the Selection Panel within the AEDA Charter and not change to 2 Members to be consistent with ACMA. Amending AEDA Charter to be consistent with ACMA Charter. Two Council Members on the Board selection panel will streamline the Selection Panel Activities
Appointment of Board Members	4.4.2	<i>The Board Members (non-members of the Council) shall be appointed for a maximum three year term as determined by the Council, provided that the Council shall endeavour that no more than half of the Board Members' terms of office expire in the same year.</i>	<i>The Board Members, other than the Advisory Committee representative who is appointed for a 12 month term, shall be appointed for a maximum three year term as determined by the Council, provided that the Council shall endeavour that no more than half of the Board Members' terms of office expire in the same year.</i>	AEDA to amend with inclusion of the words <i>or the Lord Mayor or elected member nominated by the Lord Mayor</i> after ... 12 month term,	Whilst wording of this clause is tailored to each subsidiary, the term of appointment of Board Members, outside of the listed exclusions, is consistent at the maximum of three years.
Appointment of Board Members	4.4.3	<i>Board members who are members of the Council shall be appointed for a maximum two-year term as determined by the Council.</i>	-	No change	

Appointment of Board Members	ACMA 4.4.4 / AEDA 4.4.3	<i>A Board Member is eligible for re-appointment at the expiration of their term of office</i>	<i>A Board Member is eligible to apply, through the expression of interest process, for re-appointment at the expiration of their term of office, for a maximum of three consecutive terms.</i>	ACMA to replace with AEDA wording which provides better explanation. Additional sentence requested by ACMA Board: <i>"The Board will make a recommendation to the Board Member selection panel on the extension of current Board Members based on the Board's existing skills and requirements."</i> to be included within both ACMA and AEDA clauses	When the ACMA Charter was amended in 2021, the limit on the number of terms that could be served was removed to allow the retention of talented and committed Board Members as required The ACMA Board at its meeting on 24 August 2023 requested additional sentence to be included at the end of this clause. This sentence to be included in the corresponding AEDA clause for consistency
Appointment of Board Members	ACMA 4.4.11 / AEDA 4.4.10	<i>If any vacancy occurs in the membership of the Board during a term, the Council's CEO can appoint a Board Member for the remainder of the term at their discretion</i>	<i>If any vacancy occurs in the membership of the Board during a term, the Council can appoint a Board Member for the remainder of the term at their discretion</i>	ACMA to replace clause with AEDA wording	Decision of Council in February 2022 to change AEDA Charter from CEO to appoint to Council can appoint. ACMA Charter to be updated with AEDA Charter wording for consistency.
Governance Issues for Members of the Board	4.10.3	The Authority must, in consultation with the Council's CEO or delegate, maintain relevant policies necessary for the effective management of the Authority and to meet the Authority's legislative obligations.	-	Delete	ACMA and AEDA currently utilises COA policies and procedures. Clause is not necessary.
Quorum and Voting	4.11.13	Quorum is four Board Members	Quorum is half of the total number of Board Members plus one	No change	
Minutes	4.13.2.2	<i>presented to the next ordinary meeting of the Board for confirmation.</i>	<i>presented to the next ordinary meeting of the Board for confirmation and adoption. The minutes must be provided to Council within two business days following the meeting at which they are confirmed and adopted.</i>	ACMA to replace clause with AEDA wording	
General Manager/Managing Director	AEDA 5.1.1	-	<i>All employees of the Agency are employees of the Adelaide City Council.</i>	ACMA to add AEDA wording	ACMA to replace with AEDA wording - which provides clarity of employment arrangements
General Manager/Managing Director	AEDA 5.2.2.5	-	<i>appointing, managing, suspending and dismissing employees engaged to perform work for the Agency;</i>	ACMA to add AEDA wording	ACMA to replace with AEDA wording - which provides clarity of employment arrangements
General Manager/Managing Director	AEDA 5.2.2.6	-	<i>determining the conditions of employment of employees engaged to perform work for the Agency within the Budget;</i>	ACMA to add AEDA wording	ACMA to replace with AEDA wording - which provides clarity of employment arrangements
Delegation by the GM/MD	AEDA 5.3.3	-	<i>Where a power or function is delegated to an employee, the employee is responsible to the Managing Director for the efficient and effective exercise or performance of that power or function.</i>	ACMA to add AEDA wording as new clause 5.3.3	
Delegation by the GM/MD	ACMA 5.3.3 / AEDA 5.3.4	<i>Where a power or function is delegated to an employee seconded to the Authority or an employee for the time being occupying a particular office or position, that person is then responsible to the ACMA General Manager for the efficient and effective exercise of performance of that power or function.</i>	<i>Where a power or function is delegated to an employee seconded to the Agency or an employee for the time being occupying a particular office or position, that person is then responsible for the Managing Director for the efficient and effective exercise or performance of that power or function.</i>	These clauses to be deleted from both ACMA and AEDA Charters	Clause 5.1.1 in the AEDA Charter provides clarity around the employees of the Agency and has been added to the ACMA Charter. In addition, clause 5.3.3 / 5.3.4 is a duplication of clause 5.3.2 / 5.3.3
Delegation by the GM/MD	AEDA 5.3.6	-	<i>The Managing Director shall provide a report on his/her activities to the Agency at every Board meeting.</i>	ACMA to add AEDA wording	
Annual Business Plan and Budget	ACMA 6.2.1	Market specific	-	No change	

Reporting	6.3.1	<i>The Authority must submit to the Council by 30 September in each year a report on the work and operations of the Authority detailing achievement of the aims and objectives of its Strategic Plan and Annual Business Plan and Budget and incorporating the audited financial statements of the Authority and any other information or reports required by the Council or the Council's CEO.</i>	<i>The Agency must submit to the Council by 30 September in each year a report, in respect of the immediately preceding Financial Year, on the work and operations of the Agency detailing achievement of the aims and objectives of its Strategic Plan and Annual Business Plan and Budget and incorporating the audited financial statements of the Agency and any other information or reports required by the Council or the Council's CEO.</i>	ACMA to add AEDA wording	The amendment for the ACMA Charter will explicitly state the period for which the reporting relates
Borrowings and Expenditure	ACMA 6.6 / AEDA 6.6.2	Market does not have the power to borrow	AEDA has the power to borrow money	No change - specific power for AEDA	
Winding Up	ACMA 7.2.2.2	Market specific Headlease	-	No change	
Common Seal	7.3.3	Common Seal can be witnessed by the Chairperson or the Deputy Chairperson	Common Seal can be witnessed by the Chairperson or Deputy Chairperson and Managing Director	ACMA charter updated to reflect AEDA wording	Common practice is to have Chair and Executive witness common seal
Principal Office	7.4	Market specific	AEDA specific	No change	
Performance and Accountability of Authority	9.2	<i>If the Council or Council's CEO is of the view that the Authority and/or Board is not performing its duties the Council's CEO shall be entitled to provide a notice in writing to the Board</i>	<i>If the Council or Council's CEO is of the view that either the Agency and/or Board is not performing its duties the Council's CEO shall be entitled to provide a notice in writing to the Agency</i>	ACMA and AEDA Charters updated to allow the notice to be delivered in writing to the Agency or the Board.	
Appointment of Board Members	ACMA 4.4.4 / AEDA 4.4.3	<i>A Board Member is eligible to apply through the expression of interest process, for re-appointment at the expiration of their term of office, for a maximum of three consecutive terms.</i>	<i>A Board Member is eligible to apply, through the expression of interest process, for re-appointment at the expiration of their term of office, for a maximum of three consecutive terms.</i>	Include a further sentence at the end of this clause in both the ACMA and AEDA Charters that reads: <i>The Board will make a recommendation to the Board Member selection panel on the extension of current Board Members based on the Board's existing skills and requirements.</i>	The additional sentence at the end of this clause has been recommended by the ACMA Board. The inclusion of the sentence within the AEDA Charter will ensure consistency between both Charters
Appointment of Board Members	ACMA 4.4.1.2 (a) (b) / AEDA 4.4.1.3 (a) (b)	... Board Member selection panel comprising the Council's CEO, Council's senior manager in charge of human resources, Board Member selection panel comprising the Council's CEO, Council's senior manager in charge of human resources, ...	After the words Council's CEO, include in the words 'or delegate'	This will allow the opportunity for the Council's CEO to delegate their responsibility to another member of the Council's Executive Team
Casual Vacancies	New Clause	New Clause 1.2.9 A Casual Vacancy means when a Board Member vacates their office	New Clause 1.2.8 A Casual Vacancy means when a Board Member vacates their office	Inclusion of Casual Vacancy definition	A new definition of casual vacancy has been determined and included in both Charters to assist ease of understanding and consistency.
Casual Vacancies	New Clause	New Clause 4.4.12 The appointment to fill a casual vacancy is not taken to be a period served in accordance with clause 4.4.4	New Clause 4.4.11 The appointment to fill a casual vacancy is not taken to be a period served in accordance with clause 4.4.3.	Inclusion of explanation of Casual Vacancy	The inclusion of this clause to both Charters clarifies that any appointment to fill a vacancy is not taken to fill a period served.
Meetings of the Board	New Clause	New Clause 4.11.13 At the first meeting of the Board held after the Annual General Meeting each year, the Board will determine if Council Members, excluding the Council Member appointed by Council as per clause 4.4.1.1, can attend ACMA Board meetings as an observer.	New Clause 4.11.13 At the first meeting of the Board held after the Annual General Meeting each year, the Board will determine if Council Members, excluding the Lord Mayor or an elected member nominated by the Lord Mayor as per clause 4.4.1.1, can attend AEDA Board meetings as an observer.	This new clause would formally address the request Council Members may make to observe subsidiary Board meetings	This will enable each Board to determine if Council Members, in addition to the nominated representative of Council, can attend board meetings in an observer capacity