



Appendix 7a

16.3 Appointment of a Councillor Representative to the Association of Bayside Municipalities

Association of Bayside Municipalities Charter

Ordinary Meeting of Council

Wednesday 28 July 2021 at 7:00pm

Via videoconference (Zoom)



ASSOCIATION OF BAYSIDE MUNICIPALITIES

CHARTER

Adopted: 28 September 2017

Updated: June 2021

Endorsed: by the ten councils of the Association of Bayside Municipalities 25 June 2021

CONTENTS

1. PREAMBLE	3
The Association	
Purpose	
2. DEFINITIONS	4
3. MEMBERSHIP	5
Eligible Members	
Representatives	
Obligations of Representatives	
Primary Contact	
Officers	
Membership Fees	
4. CODE OF CONDUCT	6
5. ELECTION OF PRESIDENT AND VICE PRESIDENT	7
When election held	
Eligibility to nominate	
Eligibility to vote	
Acting Chairperson	
Returning Officer	
Nominations	
Election of President	
Election of Vice President	
Extraordinary Vacancy	
6. EXECUTIVE COMMITTEE	10
7. EXECUTIVE OFFICER	10
9. ASSOCIATION MEETINGS AND PROCEDURE	10
Types of meetings	
Quorum	
Chairperson	
Notice of meetings	
Apologies	
Disclosure of conflict of interest	
Minutes	
Motions	
Voting	
Caretaker period	
Interim governance arrangements post council elections	
10. ASSOCIATION PLANNING AND REPORTING	14
Strategic plan	
Annual Report	
Financial Management	
11. LEGAL ENTITY	14
12. ALTERATION OF CHARTER	14

1. PREAMBLE

The Association

- 1.1. The Association of Bayside Municipalities (ABM) is an unincorporated association of the councils that have frontage to, and are affected by the tidal influences of, Port Phillip Bay.

Purpose

The primary purposes of the Association are to:

- 1.2. **Advocate** as the collective voice of local government on matters relating to the health, protection and management of Port Phillip Bay.
- 1.3. **Facilitate** cooperation and collaboration so our collective actions and achievements deliver integrated, whole-of-bay outcomes for Port Phillip Bay
- 1.4. **Grow and share** knowledge, resources and capability.

The Association of Bayside Municipalities is committed to:

- 1.5. Working with Traditional Owners as the original custodians of the land and waters of Port Phillip Bay, genuinely partnering to protect and manage spiritual, cultural and environmental values.
- 1.6. Improving the water quality and coastal surrounds of the bay allowing for its continued enjoyment and sustainable use whilst ensuring the protection of the marine ecosystem.
- 1.7. Acting as a conduit and catalyst for information exchange in relation to the impacts of climate change to bayside councils, including sea level rise, storm surge and inundation.
- 1.8. Appropriate and sustainable coastal planning, development and land use.
- 1.9. Advocating for effective governance arrangements for the Bay.
- 1.10. Reflecting the community's values for the Bay as a place for recreation and enjoyment, advocating for safe clean beaches, appropriate water quality, sustainable recreational opportunities, appropriate land use, community accessibility, environment and open space values, the conservation of native terrestrial and marine life and protection against a changing climate and its impacts.

2. DEFINITIONS

- 2.1. **Association** means the Association of Bayside Municipalities (ABM).
- 2.2. **Chairperson** means the person appointed to chair a meeting.
- 2.3. **Councillor** means a person who holds the office of member of Council; and includes a person appointed by Order in Council the *Local Government Act 2020*.
- 2.4. **Executive Officer** means the person appointed by the MAV, in consultation with the ABM Executive Committee, to manage the Association and coordinate the activities associated with its strategic plan.
- 2.5. **MAV-ABM Memorandum of Understanding (MOU)** refers to the agreement between the Municipal Association of Victoria (MAV) and each Member Council of the Association of Bayside Municipalities.
- 2.6. **Member Council** refers to a financial member of the Association.
- 2.7. **Officer** refers to employees of Member councils.
- 2.8. **Representative and Alternate** shall mean the duly appointed Councillor Representative, and Alternate Councillor Representative, of each Member Council.
- 2.9. **Strategic plan** is the four-year plan for the Association that sets out the purpose, priority focus areas and desired outcomes.

3. MEMBERSHIP

Eligible Members

- 3.1. Councils eligible to be Association Members are:
 - Bayside City Council
 - Frankston City Council
 - Greater Geelong City Council
 - Hobsons Bay City Council
 - Kingston City Council
 - Melbourne City Council
 - Mornington Peninsula Shire Council
 - Port Phillip City Council
 - Borough of Queenscliffe
 - Wyndham City Council
- 3.2. A Member Council must be a financial member of the Association to participate in the activities of the Association in the way provided for in this Charter.
- 3.3. Additional Members may be admitted by unanimous vote of all Representatives present at an Association meeting.
- 3.4. Organisations seeking membership must make written application to the Executive Officer for tabling at the next scheduled ABM Member Meeting. Five days written notice of a proposal to admit additional members shall be given to all financial Member Councils.
- 3.5. Any Member may withdraw from the Association as per the MAV-ABM MOU.

Representatives

- 3.6. The Association shall consist of appointed Representatives of Member Councils. Councils shall appoint Alternate members to attend meetings in the absence of the Representative.
- 3.7. Representatives and Alternates shall be nominated by each Member Council for a period of up to four years.
- 3.8. Member Councils may replace their Representative or Alternate at their discretion, notifying the Executive Officer in writing of any new appointment.
- 3.9. In the instance of a Council under Administration, senior council officers can be appointed as the Representative and Alternate, in place of a Councillor.

Obligations of Representatives

A person appointed as a Representative of the Association must:

- 3.10. Use their reasonable endeavours to attend all Member Meetings of the Association which they are eligible to attend.
- 3.11. If present, vote or abstain on every matter under consideration by the Association, in accordance with a resolution of their council, the view of the majority of the councillors, or according to their own judgement.
- 3.12. Provide regular reports to their respective council on matters discussed and considered by the Association and on the decisions made; and have regard to the Charter, minutes and reports of meetings published by the Association that relate to his or her role as a Representative.

- 3.13. Encourage their Alternate representative to attend if he or she is unable to attend a Member Meeting.
- 3.14. If a Representative is absent for three consecutive Member Meetings without an Alternate attending or leave of absence having been granted by the Association, the Executive Officer is to formally notify the CEO of the relevant Member Council.

Primary Contact

- 3.15. Member councils will nominate a primary contact (senior officer) for liaison with the ABM Executive Officer on any association management matters. This nomination will be confirmed by each Member Council via email to the ABM Executive Officer at the start of each calendar year.

Officers

- 3.16. Each Member council will nominate staff member(s) with appropriate expertise and authority to represent Member Councils at Association meetings and events.
- 3.17. Officers shall attend Association meetings and events to:
 - 3.17.1. Report, advise and assist Councillor Representatives with their deliberations.
 - 3.17.2. Raise issues and opportunities for investigation and contribute to discussions.
 - 3.17.3. Contribute to events and working groups.
 - 3.17.4. Work with their Councillor Representatives to provide reports to Association meetings when required.
 - 3.17.5. Act as contact person for information distribution back within their Member Council.

Membership Fees

- 3.18. Each Member shall contribute to financing the activities of the Association by payment of an annual Membership Fee.
- 3.19. Membership Fees will be determined based on an equitable split of the approved annual operating budget across all Member Councils; with the exception of the Borough of Queenscliffe whose Membership Fee will be 50%, due to its significantly smaller size and rate base.
- 3.20. Membership Fee invoices will be distributed to Members at the start of each financial year, for that year.
- 3.21. Members are required to pay the Membership Fee within 28 Days of a notice requiring payment being given.
- 3.22. A Member Council not contributing to the finances of the Association within four months of receiving an invoice may lose voting and financial rights.

4. CODE OF CONDUCT

- 4.1. Representatives, Alternates and Officers are to act:
 - 4.1.1. Honestly.
 - 4.1.2. In good faith in the best interest of the Association.
 - 4.1.3. With integrity.
 - 4.1.4. In a financially responsible manner.
 - 4.1.5. With a reasonable degree of care, diligence and skill.
 - 4.1.6. In compliance with this Charter and the MAV-ABM MoU.

5. ELECTION OF PRESIDENT AND VICE PRESIDENT

- 5.1. Representatives shall elect a President and Vice President from within their ranks for a period of up to 2 years through a preferential voting system.

When election held

- 5.2. The election of President and Vice President will be held at the first Meeting
 - 5.2.1. following local government elections; or
 - 5.2.2. after any vacancy occurs in the position of President or Vice President

Eligibility to nominate

- 5.3. Only the primary Councillor Representative, as designated by their respective council, can nominate for election as President or Vice President.

Eligibility to vote

- 5.4. The Councillor Representative, as designated by their respective council, has the primary entitlement to vote. If the Representative is unable to attend the meeting, the Alternate may attend and vote.
- 5.5. In the instance of a council being under Administration, the senior council officer appointed as the Representative is eligible to vote.

Acting Chairperson

- 5.6. Representatives shall nominate an Acting Chairperson to conduct the election. The Acting Chairperson must be a Representative not seeking to be a candidate for the positions of President or Vice President.

Returning Officer

- 5.7. The Executive Officer is the Returning Officer.

Nominations

- 5.8. The Acting Chair shall call for nominations.
- 5.9. Nominations need not be seconded however, the nominee must consent to his/her nomination. If the nominee is not present, written notification of consent is required.
- 5.10. A candidate may nominate themselves.

Election of President

- 5.11. If there is only one candidate, that person will be declared elected as President.
- 5.12. If there are two or more candidates, an election must be conducted by the Returning Officer.
- 5.13. The Returning Officer will prepare ballot papers for the conduct of a preferential election count. The ballot papers will have the order of candidates' names listed alphabetically by surname.
- 5.14. Each candidate will have the opportunity to make a speech of up to 3 minutes in support of their candidature. The speaking order for candidates will be drawn by lot by the Returning Officer and the speeches will be made in the same order as they are drawn out. All candidates shall remain in the room for the speeches.
- 5.15. Where there are two or more candidates for President, Representatives eligible to vote must mark the ballot paper by placing:
 - 5.15.1. The figure 1 opposite the name of the candidate for whom they wish to give their first preference
 - 5.15.2. The figures 2, 3, 4 (and so on as the case requires) opposite the respective names of all remaining candidates so as to indicate by numerical sequence the order of their preferences
- 5.16. Where there are only two candidates, a ballot paper will be deemed to be sufficiently marked if marked with the figure 1 to indicate the Delegate's first preference.
- 5.17. Where there are more than two candidates, the ballot paper will be deemed to be sufficiently marked if the ballot paper is marked with the figures 1, 2, 3 (and so on as the case requires) opposite the names of all the candidates on the ballot paper except one. The candidate who does not have a number against his/her name will be deemed to have been given last preference.
- 5.18. A ballot paper will be rejected if not marked in the manner required.
- 5.19. The Returning Officer will provide a ballot paper to all Representatives eligible to vote who are present at the meeting. Representatives will place their ballot papers in the receptacle provided for this purpose by the Returning Officer. The Returning Officer will remove and count the votes.
- 5.20. The candidate, who receives the greatest number of first preference votes, if that number constitutes an absolute majority of votes, is to be declared elected by the Returning Officer.
- 5.21. An absolute majority of votes means a number of votes greater than one-half of the total number of ballot papers (excluding ballot papers which have been rejected).

- 5.22. If no candidate has received an absolute majority of votes the Returning Officer must declare the candidate who has received the fewest first preference votes a defeated candidate and distribute the ballot papers counted to the defeated candidate amongst the remaining candidates next in order of the voter's preference.
- 5.23. If after the distribution of preferences, a candidate has received an absolute majority of votes, the Returning Officer is to declare that person elected.
- 5.24. If no candidate has received an absolute majority of votes, the process of declaring the candidate who has the fewest number of votes a defeated candidate and distributing the ballot papers counted to the defeated candidate amongst the remaining candidates next in order of the voter's preference is to be repeated until one candidate has received an absolute majority of votes and is declared elected by the Returning Officer.
- 5.25. If on any count two or more candidates have an equal number of votes and one of them has to be declared a defeated candidate, the result is to be determined by lot by the Returning Officer. The name first drawn by lot is the defeated candidate.
- 5.26. If on a final count two candidates have an equal number of votes, the result is to be determined by lot by the Returning Officer. The name first drawn by lot is the defeated candidate.
- 5.27. The role of President shall take effect immediately.

Election of Vice President

- 5.28. The election of the Vice President will follow the same process for election of President with any necessary adaptations.
- 5.29. The role of Vice President shall take effect immediately.

Extraordinary Vacancy

- 5.30. Any vacancy in the position of President or Vice President during their term of office will be filled at the next Member Meeting of the Association using the election process set out above. The appointment will be for the remainder of the term.

*Role of President and Vice President outlined in **Schedule 1**.*

6. EXECUTIVE COMMITTEE

- 6.1. An Executive Committee will be established for a period of up to two years.
- 6.2. The Executive Committee will comprise the ABM President, Vice President, MAV representative, Executive Officer and one other Representative.
- 6.3. Appointment of the Executive Committee Representative will take place at the Member Meeting where the election of President and Vice President takes place.
- 6.4. The Chairperson shall call for nominations to the position of Executive Committee Representative
 - 6.4.1. Nominations need not be seconded; however the nominee must consent to his/her nomination. If the nominee is not present, written notification of consent is required.
 - 6.4.2. A candidate may nominate themselves.
 - 6.4.3. Appointment will be by way of show of hands, unless the Association resolves to conduct an election using the process applied for the election of the President.
- 6.5. The Executive Committee is responsible for:
 - 6.5.1. Financial management, including monitoring financial status of the organisation and preparing the annual budget.
 - 6.5.2. Determining annual Membership fees.
 - 6.5.3. Undertaking, on behalf of Member Councils, any business that cannot be transacted at Member Meetings due to focus, timing or urgency.
 - 6.5.4. Employment and remuneration of the Executive Officer. Includes input to and monitoring of annual work plan and performance plan.

7. EXECUTIVE OFFICER

- 7.1. The Association will be supported by an Executive Officer
*Role of Executive Officer outlined in **Schedule 2**.*
- 7.2. Additional resources can be authorised by the ABM Executive Committee, in line with the MAV-ABM MOU and endorsed annual budget.

8. ASSOCIATION MEETINGS AND PROCEDURE

Types of meetings

- 8.1. **Member Meetings** will be held at least twice a year to discuss the strategic direction and business of the Association, taking action on all matters relating to the Charter, finances, strategic plan and associated business plan. Member Meetings can be attended by Councillor Representatives and Officers.
- 8.2. **Member Events** will be held at least six times a year providing a forum for knowledge sharing, advocacy and capacity building. Events can be attended by Councillors and Officers of Member Councils and invited external organisations.

- 8.3. **Executive Committee Meetings** will be held at least three times a year, or as required.
- 8.4. **Special General Meetings** may be called by the President of the Association or three or more Representatives to deal with urgent matters.
- 8.5. The Association may meet face-to-face or online as necessary or convenient.
- 8.6. Representatives of appropriate government departments, authorities and other instrumentalities, other councils, community groups, or individuals may be invited to attend Member Events, or Member Meetings in a non-voting capacity.

Quorum

- 8.7. Quorum for all Member Meetings or Special General Meetings of the Association shall be 50% of Representatives rounded up to the next whole number.
- 8.8. Quorum for all Executive Committee Meetings shall be 50% of members rounded up to the next whole number.
- 8.9. No business shall be conducted at any Member Meeting, Executive Committee Meeting or Special General Meeting of the Association unless a quorum is present.
- 8.10. If at any Meeting of the Association a quorum is not present within half an hour of the time appointment for the Meeting the Representatives present may adjourn the Meeting. If no Representatives are present the Executive Officer may adjourn the Meeting.
- 8.11. If at any time during a Meeting a quorum is lost the Representatives present may adjourn the Meeting. If no Representatives are present the Executive Officer may adjourn the Meeting.
- 8.12. No quorum is required for Member Events.

Chairperson

- 8.13. The President will chair all Member Meetings, Executive Committee Meetings and Special General Meetings. If the President is not present the Vice President assumes the role of Chairperson. If neither the President nor Vice President is present a Chairperson will be appointed by those Representatives attending the meeting.
- 8.14. The Chairperson must not accept or entertain any motion, question or statement which is derogatory, defamatory or embarrassing to any Member Council, Representative, Alternate or Officer, Association staff, stakeholder organisation or other attendee.
- 8.15. The Chairperson must call to order any person who is disruptive during meetings.
- 8.16. The Executive Officer will host Member events, supported by the President or Vice President or other Councillor Representative in attendance.

Notice of meetings and events

- 8.17. Notice shall be given for meetings, stating the nature of the business to be transacted. The notice period shall be:
 - 8.17.1. A minimum of fourteen days' notice shall be given for any Member Meeting with agenda papers circulated at least five working days prior.
 - 8.17.2. A minimum of fourteen days' notice shall be given for any Member Event.

- 8.17.3. A minimum of seven days' notice shall be given for any Executive Committee Meeting with agenda papers circulated at least five working days prior.
- 8.17.4. A minimum of three working days' notice shall be given for any Special General Meeting with agenda circulated at the time of notice.

Apologies

- 8.18. Representatives who are intending to be absent from a Member Meeting, Executive Committee Meeting or Special General Meeting of the Association are to notify the Executive Officer in advance of the meeting and indicate whether the Alternate Representative will be in attendance. An apology for non-attendance will be tendered at the meeting.

Disclosure of conflict of interest

- 8.19. If a Representative has a conflict of interest in a matter before any Meeting of the Association, he/she must disclose that conflict and conduct themselves strictly in accordance with the provision of the Local Government Act 2020
- 8.20. The minutes are to record the declaration of conflict of interest and any other details required by the provisions of the Local Government Act 2020

Minutes

- 8.21. Minutes of all Member Meetings, Executive Committee Meetings and Special General Meetings shall be kept, providing a summary of discussion and record of decisions in appropriate detail and circulated within two weeks of that meeting.
- 8.22. A record of discussion from Member Events shall be kept, providing a summary of the event, discussion and any outcomes or actions.

Motions

- 8.23. Notice of Motion must be submitted in writing to the Executive Officer at least seven working days prior to a scheduled Member Meeting.
- 8.24. Motions and amendments need to be moved and seconded.
- 8.25. The mover has a right to speak to the motion before it is open for discussion.
- 8.26. Representatives can provide a written response to motions tabled in agenda papers if they are unable to attend the meeting. Responses must be sent via email to the Chair (ABM President) and Executive Officer at least twenty-four hours prior to the specified commencement time of the meeting.
- 8.27. Motions and amendments are carried by majority vote.

Urgent Business

- 8.28. Members may consider items of urgent business at Member meetings. Before an item of urgent business can be considered it must be accepted by a unanimous vote of those Members present at the Meeting.

Voting

- 8.29. For a vote to be valid it must be personally cast by the Representative at the meeting.
- 8.30. When called upon by the Chairperson, all Representatives present must vote by a show of hands
- 8.31. In the event of an equality of votes, the Chairperson has a casting vote
- 8.32. When voting on a motion, a Representative must:
 - 8.32.1. Represent the position of Council where known
 - 8.32.2. Represent the majority view of Council where known
 - 8.32.3. Represent the best interest of Council

Caretaker period

- 8.33. During caretaker period the Executive Officer will continue to manage day to day affairs of Association and implement its decisions in line with the strategic plan, business plan and budget.

Interim governance arrangements post council elections

- 8.34. If a quorum of Representatives or Alternates is re-elected, they can continue as interim Representatives until Member Councils have formally appointed their Representatives and Alternates.
- 8.35. If re-elected, the President and/or Vice President continue as interim President and Vice President until Member Councils have formally appointed their Representatives or Alternates and an election is conducted (as per Schedule 1).
- 8.36. If the President and/or Vice President is not re-elected, the interim Representatives or Alternates will elect an interim President and/or Vice President to act in the vacancy until Member Councils have formally appointed their Representatives or Alternates and an election is conducted. The interim President and / or Vice President will be elected as per Appendix A.
- 8.37. If a quorum of Representatives or Alternates is not re-elected the Executive Officer will continue to manage the day the day affairs of the Association until Member Councils have formally appointed their Representatives.

9. ASSOCIATION PLANNING AND REPORTING

Strategic plan

- 9.1. The Association will prepare a strategic plan every four years, setting out the purpose of the Association, priority focus areas and desired outcomes.
- 9.2. The Association will review its strategic plan within six months of the date of local government elections.

Business plan

- 9.3. The Association will prepare an annual business plan, setting out the activities of the Association.

Annual Report

- 9.4. The Association will prepare an annual report of operations, to be submitted to Member Councils no later than 30 September of the following financial year.

Financial Management

- 9.5. The Association will be required to adopt an annual budget before 30 June of the preceding financial year. The budget will be prepared in accordance with MAV budgetary standards and the MAV-ABM MOU.

10. LEGAL ENTITY

- 10.1. The Municipal Association of Victoria (MAV) is the auspice for the ABM in governance, financial and accountability matters and acts as employer for the ABM Executive Officer through the MAV-ABM MOU.

11. ALTERATION OF CHARTER

- 11.1. This Charter shall remain in force until amended, terminated or replaced by resolution at a Member Meeting.
- 11.2. An amendment to the Charter may be proposed by any financial Member Council, or eligible Representative or Alternate, by notifying the Executive Officer in writing.
- 11.3. The Executive Officer must provide written notice of the proposed amendments to the Charter to Councillor Representatives and Alternates fourteen (14) days before submission of the amendments to ABM Member Meeting for determination.
- 11.4. Adoption and amendment of the Charter requires no less than two thirds majority vote of all eligible Representatives.

SCHEDULE 1: ABM President and Vice President Responsibilities

Position Responsibilities – President

The President will:

- Provide direction to and leadership of the Association.
- Chair the Member Meetings, Special General Meetings and Executive Committee Meetings.
- Support the Executive Officer in hosting any ABM Member events.
- Lead any delegation at meetings with relevant Government Ministers or Departments Advisers and represent the Association at relevant coastal meetings and functions.
- Make public statements on behalf of the Association, on matters where there is an established position.
- Discuss workplan and performance of the Executive Officer with the MAV CEO or other delegated MAV staff as required.
- Monitor the Association’s Strategic Plan and associated work plan.
- Lead discussion on annual budget development commensurate with the Strategic Plan and annual work plan.
- Present final budget to MAV for inclusion in MAV global budget each year.
- Present annual report.

Position Responsibilities – Vice President

The Vice President will:

- Assume all President responsibilities in the absence of the President.
- Be a member of the Executive Committee.

SCHEDULE 2: ABM Executive Officer – Responsibilities

The Executive Officer:

- Is funded by the ABM through its membership fees and other project income.
- Is employed or contracted by the MAV, on behalf of the ABM, reporting directly to MAV CEO or their representative.
- Will work with the ABM Member Councils and ABM Executive Committee and provide support to the ABM President and Vice President.
- Is a member of the ABM Executive Committee.

The Executive Officer will undertake the following responsibilities:

Administration & Finance

- Lead development of the strategic plan and business plan for the Association
- Provide leadership and direction for the ABM as required.
- Stay up to date with issues and opportunities, communicating with Member Councils in a timely manner.
- Prepare annual budgets and monitor expenditure in line with MAV budget standards.
 - Manage payments, invoices through MAV financial processes.
 - Present financial statements at relevant meetings.
- Develop a work plan and performance plan for endorsement by Executive Committee.
- Prepare and issue agendas and minutes for Member Meetings and Executive Committee Meetings.
- Design and deliver ABM Member events and workshops.
- Attend relevant external meetings, communicating relevant information to ABM Member Councils.
- Manage all correspondence.
- Manage the compilation and distribution of published material including update of ABM website.
- Ensure consistent application and use of ABM logo and brand guidelines.
- Identify and seek sponsorship from appropriate organisations where appropriate.

Policy & Projects

- Research and report on Victorian and Federal coastal initiatives relevant to Port Phillip Bay and Member Councils. Initiate or recommend action as required eg. policy, grant funds, partnership opportunities.
- Draft submissions to government coordinating input from Member Councils and others as appropriate.
- Meet with all levels of government and promote ABM strategies and initiatives and issues of relevance to Member Councils.
- Manage Association projects including reporting and budgets to in line with MAV procedures.