



ORDINARY MEETING

AGENDA

8 SEPTEMBER 2020

Your attendance is required at an Ordinary meeting of Council to be held in the Council Chambers, 232 Bolsover Street, Rockhampton on 8 September 2020 commencing at 9:00am for transaction of the enclosed business.

In line with section 277E of the Local Government Regulation 2012, it has been determined that it is not practicable for the public to attend Council meetings in person at the current time. Until further notice, Council meetings will instead take place via videoconference and will be livestreamed online.

A handwritten signature in black ink, appearing to be "C. P.", is positioned above the printed name of the Chief Executive Officer.

CHIEF EXECUTIVE OFFICER
3 September 2020

Next Meeting Date: 22.09.20

Please note:

In accordance with the *Local Government Regulation 2012*, please be advised that all discussion held during the meeting is recorded for the purpose of verifying the minutes. This will include any discussion involving a Councillor, staff member or a member of the public.

TABLE OF CONTENTS

ITEM	SUBJECT	PAGE NO
1	OPENING.....	1
	1.1 ACKNOWLEDGEMENT OF COUNTRY	1
	1.2 OPENING PRAYER PRESENTED BY FATHER BRYAN HANIFIN FROM ST JOSEPH'S CATHEDRAL.....	1
2	PRESENT	1
3	APOLOGIES AND LEAVE OF ABSENCE	1
4	CONFIRMATION OF MINUTES.....	1
5	DECLARATIONS OF INTEREST IN MATTERS ON THE AGENDA	1
6	BUSINESS OUTSTANDING	2
	6.1 BUSINESS OUTSTANDING TABLE FOR ORDINARY COUNCIL MEETING	2
7	PUBLIC FORUMS/DEPUTATIONS	6
8	PRESENTATION OF PETITIONS.....	7
	NIL	7
9	COUNCILLOR/DELEGATE REPORTS	8
	9.1 COUNCILLOR DISCRETIONARY FUND - COUNCILLOR WILLIAMS - NERIMBERA FOOTBALL CLUB	8
10	OFFICERS' REPORTS	9
	ADVANCE ROCKHAMPTON – ECONOMIC DEVELOPMENT AND EVENTS	9
	AIRPORT GROWTH AND DEVELOPMENT	9
	COMMUNITIES	9
	INFRASTRUCTURE	9
	PLANNING AND REGULATION	9
	SPORTS, PARKS AND PUBLIC SPACES	9
	WASTE AND WASTE TO RESOURCE IMPLEMENTATION	9
	WATER AND SUPPORTING A BETTER ENVIRONMENT	10
	10.1 ENVIRONMENTAL SUSTAINABILITY STRATEGY: FY2019-20 YEAR IN REVIEW	10
	BUDGET, GOVERNANCE AND OTHER MATTERS	36

10.2	RISK REGISTERS - QUARTERLY UPDATE AS AT 7 AUGUST 2020	36
10.3	CENTRAL QUEENSLAND REGIONAL ORGANISATION OF COUNCILS (CQROC).....	56
11	NOTICES OF MOTION	96
	NIL	96
12	QUESTIONS ON NOTICE	96
	NIL	96
13	URGENT BUSINESS/QUESTIONS	96
14	CLOSED SESSION	97
15.1	PROPOSED SALE OF COUNCIL LAND	
15.2	PROPOSED FREEHOLD LICENCE FOR USE OF ENCROACHED LAND - 35 JARDINE STREET, WANDAL	
15.3	NATIVE TITLE – MOUNT MORGAN FIRECLAY CAVERNS	
15.4	DEPUTATION - DEPARTMENT OF NATURAL RESOURCES MINES AND ENERGY	
15	CONFIDENTIAL REPORTS.....	98
15.1	PROPOSED SALE OF COUNCIL LAND	98
15.2	PROPOSED FREEHOLD LICENCE FOR USE OF ENCROACHED LAND - 35 JARDINE STREET, WANDAL.....	99
15.3	NATIVE TITLE – MOUNT MORGAN FIRECLAY CAVERNS.....	100
15.4	DEPUTATION - DEPARTMENT OF NATURAL RESOURCES MINES AND ENERGY.....	101
16	CLOSURE OF MEETING.....	102

1 OPENING

- 1.1 Acknowledgement of Country
- 1.2 Opening Prayer presented by Father Bryan Hanifin from St Joseph's Cathedral

2 PRESENT

Members Present:

- The Mayor, Councillor M F Strelow (Chairperson)
- Councillor C E Smith
- Councillor C R Rutherford
- Councillor M D Wickerson
- Councillor D Kirkland
- Councillor A P Williams
- Councillor S Latcham
- Councillor N K Fisher

In Attendance:

- Mr E Pardon – Chief Executive Officer

3 APOLOGIES AND LEAVE OF ABSENCE

4 CONFIRMATION OF MINUTES

Minutes of the Ordinary Meeting held 25 August 2020

5 DECLARATIONS OF INTEREST IN MATTERS ON THE AGENDA

6 BUSINESS OUTSTANDING

6.1 BUSINESS OUTSTANDING TABLE FOR ORDINARY COUNCIL MEETING

File No: 10097

Attachments: 1. **Business Outstanding Table for Ordinary Council Meeting**[↓](#)

Responsible Officer: Evan Pardon - Chief Executive Officer

Author: Evan Pardon - Chief Executive Officer

SUMMARY

The Business Outstanding table is used as a tool to monitor outstanding items resolved at previous Council or Committee Meetings. The current Business Outstanding table for the Ordinary Council Meeting is presented for Councillors' information.

OFFICER'S RECOMMENDATION

THAT the Business Outstanding table for the Ordinary Council Meeting be received.

BUSINESS OUTSTANDING TABLE FOR ORDINARY COUNCIL MEETING

Business Outstanding Table for Ordinary Council Meeting

Meeting Date: 8 September 2020

Attachment No: 1

Meeting Date	Subject	Resolution	Officer	Target Date	Notes
02/04/2019	Rockhampton Police Citizens Youth Welfare Association Building Ownership	THAT the matter lay on the table pending a further report in relation to the condition assessment of the building and information on various uses of the building.	Bulwinkel, Justin	28/12/2020	13/08/2020 Revised Target Date from 16/4/19 to 28/12/20 - remains on hold, Parks Dept will engage with PCYC post COVID-19 to continue discussions pertaining to ownership.
06/08/2019	Request for Building Site Fee Reduction - Lions Club of Rockhampton Mount Archer Inc	THAT Council enters into discussions regarding alternate options as discussed and that a further report be brought back to the September Parks, Recreation and Sport Committee Meeting.	Bulwinkel, Justin	28/12/2020	13/08/2020 Revised Target Date from 20/8/19 to 28/12/20 - Parks Dept to contact Lions post COVID-19 to continue discussions.
03/09/2019	Boundary Re-alignment adjoining Rockhampton Jockey Club	THAT this matter not be progressed at this stage, and the matter be given fuller consideration by Councillors at a workshop.	Anderson, Kellie	31/08/2020	22/05/2020 Kellie Anderson Revised Target Date from: 30 Apr 2020 To: 31 Aug 2020 for further discussions to be held with RJC.
01/10/2019	Request to enter into a Freehold Licence with Norths Chargers Senior Rugby League Club at McLeod Park	THAT this matter be workshopped and returned to the Parks, Recreation and Sport Committee.	Bulwinkel, Justin	28/09/2020	13/08/2020 Revised Target Date from 15/10/19 to 28/9/20 - Councillor Workshop Scheduled for 18th August to discuss McLeod's Park & North Chargers
01/10/2019	Continuation of the Dining Platform Program	<ol style="list-style-type: none"> 1. THAT Council approve the construction for another three (3) platforms. 2. THAT a further report be prepared to extend the dining platform program. 	Sheppard, Graham	15/10/2019	
05/11/2019	Dog Off Leash Area at Victoria Park	THAT officers investigate options for the provision of additional shade and seating at the dog off leash area at Victoria Park and report back to the final Parks Recreation and Sport Committee meeting on 27 November 2019.	Pont, Aaron	19/11/2019	18/08/2020 Action reassigned to Aaron Pont as current Acting GM Communities

Meeting Date	Subject	Resolution	Officer	Target Date	Notes
18/02/2020	Business Training Venture	THAT Council resolve that the CEO review the process to ensure compliance undertaken thus far and there is an economic benefit and if satisfied endorse the lodging of a collaborative funding application under Tranche 2 of the Department of Communities Thriving Cohesive Communities program.	Palmer, Rick	31/10/2020	11/08/2020 - Revised Target Date from 3/3/29 to 31/10/20 - awaiting decision on Council's application, which was submitted as COVID-19 began. The Department of Communities is yet to release its decision.
14/07/2020	First Turkey Mountain Bike Reserve - Blue Dawg Concept Plan	<ol style="list-style-type: none"> 1. THAT Council notes the early-stage status of the Blue Dawg trail proposal and officers continue dialogue with the Rockhampton Mountain Bike Club in relation to the proposal. 2. THAT Council invites the Rockhampton Mountain Bike Club to a Workshop with Council. 	Clark, Wade	28/08/2020	11/08/2020 1:53:29 PM - Wade Clark QPWS has been requested for a meeting to discuss the proposed Blue Dawg Downhill Trail. QPWS have indicated that they will meet with Council officers to discuss further. A meeting date is yet to be confirmed by QPWS.
11/08/2020	Advance Rockhampton Reference Group	<p>THAT the existing Advance Rockhampton Advisory Committee continue, pending a future decision.</p> <p>THAT a workshop be scheduled to consider and set direction for Advance Rockhampton.</p>	Pardon, Evan	25/08/2020	

7 PUBLIC FORUMS/DEPUTATIONS

Mr Peter Donaghy from Department of Natural Resources and Mines will attend the meeting at 10.00am to provide a briefing to Council. This discussion of commercially sensitive matters will be held in Closed Session.

8 PRESENTATION OF PETITIONS

Nil

9 COUNCILLOR/DELEGATE REPORTS**9.1 COUNCILLOR DISCRETIONARY FUND - COUNCILLOR WILLIAMS -
NERIMBERA FOOTBALL CLUB**

File No: 8295
Attachments: Nil
Authorising Officer: Evan Pardon - Chief Executive Officer
Author: Nicole Semfel - Executive Support Officer

SUMMARY

Approval is sought from Council for a donation from Councillor Williams' Councillor Discretionary Fund to assist with replacing an existing safety fence at Pilbeam Park.

OFFICER'S RECOMMENDATION

THAT approval be granted to donate \$1,351.05 from Councillor Tony Williams' Councillor Discretionary Fund to assist with replacing an existing safety fence at Pilbeam Park.

BACKGROUND

Councillor Williams has received a request from Nerimbera Football Club to donate \$1351.05 from his Councillor Discretionary Fund to assist with replacing fencing which is located around the top of the dressing sheds at Pilbeam Park, Lakes Creek Road, Koongal.

This is a safety issue due to the height of the dressing sheds and the vandalism to the existing fence. Nerimbera Football Club would like to upgrade the quality of the fence and increase the height to ensure visitors safety at Pilbeam Park.

10 OFFICERS' REPORTS

ADVANCE ROCKHAMPTON – ECONOMIC DEVELOPMENT AND EVENTS

Councillor Portfolio – Mayor Strelow and Assistant Portfolio Councillor Williams

No items for consideration

AIRPORT GROWTH AND DEVELOPMENT

Councillor Portfolio – Councillor Fisher

No items for consideration

COMMUNITIES

Councillor Portfolio – Councillor Wickerson

No items for consideration

INFRASTRUCTURE

Councillor Portfolio – Councillor Williams

No items for consideration

PLANNING AND REGULATION

Councillor Portfolio – Councillor Smith

No items for consideration

SPORTS, PARKS AND PUBLIC SPACES

Councillor Portfolio – Councillor Rutherford

No items for consideration

WASTE AND WASTE TO RESOURCE IMPLEMENTATION

Councillor Portfolio – Councillor Latcham

No items for consideration

WATER AND SUPPORTING A BETTER ENVIRONMENT*Councillor Portfolio – Councillor Kirkland*

10.1 ENVIRONMENTAL SUSTAINABILITY STRATEGY: FY2019-20 YEAR IN REVIEW

File No:	1174
Attachments:	1. Environmental Sustainability Strategy - FY2019-20 Year in Review report ↓
Authorising Officer:	Alicia Cutler - Chief Financial Officer Ross Cheesman - Deputy Chief Executive Officer
Author:	Christine Bell - Coordinator Environmental Sustainability

SUMMARY

This report provides an update on implementation of Council's Environmental Sustainability Strategy and tables the 'Year in Review' highlights report for FY2019-20.

OFFICER'S RECOMMENDATION

THAT Council endorse, and approve public exhibition of, the Environmental Sustainability Strategy FY2019-20 'Year in Review' report.

COMMENTARY

Council's Environmental Sustainability Strategy provides a shared vision, objectives and pathways to advance sustainability across the Rockhampton Region.

The 'Year in Review' report (shown at Attachment 1) highlights Council's key achievements against the Strategy during FY2019-20 and is the second highlights report since adopting the Strategy in September 2018. Progress on these initiatives demonstrates Council's commitment to work together to protect, maintain and enhance our natural environment, empower our community to live more sustainably, encourage sustainable industry and infrastructure and continually improve its' environment and sustainability performance.

PREVIOUS DECISIONS

25 September 2018: Council adopted the Environmental Sustainability Strategy and directed the Sustainability Strategy Executive Group to implement an annual action plan for the Strategy and provide quarterly progress reports back to Council.

07 May 2019: Council endorsed the Environmental Sustainability Strategy annual action plan for FY2019-20.

20 August 2019: Council endorsed the FY2018-19 Year in Review report.

CORPORATE/OPERATIONAL PLAN

This report progresses key actions in the Operational Plan FY2020-21:

3.2.1 Facilitate implementation of the Environmental Sustainability Strategy and report progress in the annual highlights report.

CONCLUSION

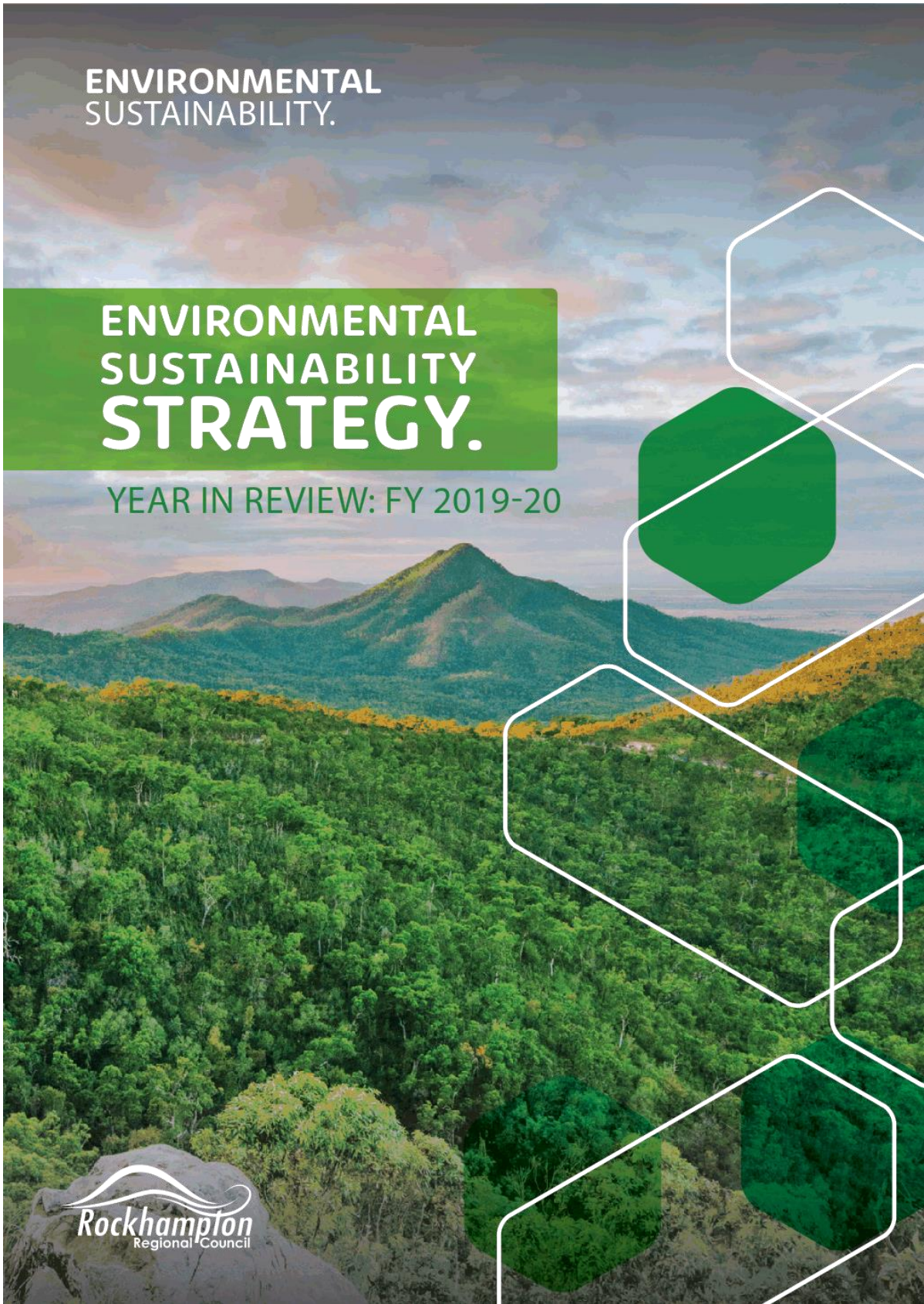
As the level of government closest to the community, Council is responsible for the management and protection of local communities and their environment. Council's Environmental Sustainability Strategy *Year in Review* demonstrates the significant progress that has been made as we work together to create a more sustainable future for the Rockhampton Region and ensure the continued livability and prosperity of our communities.

**ENVIRONMENTAL SUSTAINABILITY
STRATEGY: FY2019-20 YEAR
IN REVIEW**

**Environmental Sustainability Strategy -
FY2019-20 Year in Review report**

Meeting Date: 8 September 2020

Attachment No: 1



ACKNOWLEDGEMENTS.

Rockhampton Regional Council acknowledges the traditional custodians of the land on which we live and work and recognise their continuing connection to land, water and community. We pay our respects to Elders past, present and emerging.

Council also gratefully acknowledges the contributions of a range of organisations, individuals and the broader community who have each helped to bring the Environmental Sustainability Strategy to life.

Key collaborators include: Great Barrier Reef Marine Park Authority, Department of Environment and Science, Local Government Association of Queensland, Department of Corrective Services, Greening Australia, CQUniversity, Fitzroy Basin Association, Capricornia Catchments, Darumbal, local Landcare, Multicultural Australia, Jobs Queensland, Jolly Rogers Fishing Club, Capricorn Conservation Council, Native Plants Capricornia, Birdlife Capricornia and local schools.

FY 2019-20 edition

www.rockhamptonregion.qld.gov.au
Ph: 07 4932 9000 or 1300 22 55 77
232 Bolsover Street
Rockhampton Qld 4700

© 2020 Rockhampton Regional Council

Disclaimer

Information contained in this document is based on available information at the time of writing. All figures and diagrams are indicative only and should be referred to as such. While the Rockhampton Regional Council has exercised reasonable care in preparing this document it does not warrant or represent that it is accurate or complete. Council or its officers accept no responsibility for any loss occasioned to any person acting or refraining from acting in reliance upon any material contained in this document.



COUNCILLOR
DONNA KIRKLAND

Water and supporting a better
environment Portfolio
Rockhampton Regional Council

Photo: Tree planting at Gavial Gracemere Road, Gracemere.

CREATING A SUSTAINABLE FUTURE.

In September 2018, Rockhampton Regional Council adopted the Environmental Sustainability Strategy 2018-2022. The Strategy provides a vision, shared objectives and pathways to advance sustainability across our Region.

This annual highlights report checks in on the progress we've made to date and demonstrates some of the key actions Council is taking as we move towards a more sustainable future for the Rockhampton Region.

Some of the key highlights from FY2019-20 include:

- The construction of new recycled water schemes and upgrades to sewage treatment plants that will reduce nutrient releases to the Fitzroy River estuary and promote more sustainable water use by local landholders.
- Project planning to support implementation of a 2.5MW solar power generation system at the Glenmore Water Treatment Plant.
- Further progress on Council's long-term transition to a low carbon fleet, with installation of two new electric vehicle charging stations and additional hybrid and fully electric vehicles in Council's Fleet.
- Development of a new Waste Strategy, helping us to move our Region towards zero waste.
- Establishment of new landfill gas to energy arrangements that have the potential to generate carbon credits by 2021 and electricity from landfill gas by 2025.
- Working with local organisations to establish a Natural Resource Management Program to help protect, maintain and enhance our key natural assets.
- Renewed focus on tree canopy cover to shade and cool our Region, with tree plantings in key corridors and recreation parks and free native plants for residents.
- Renewed commitment to the Reef Guardian Council program through to 2024, working to support a healthy and resilient Reef through local government and community actions.

I'm very proud to see Council working together with our local residents and community partners to take care of our environment, so that it can continue to take care of us. This is an exciting time to be working together to support the liveability and continued prosperity of our communities. I look forward to many more achievements as we continue to work together in the years ahead.



OUR PATHWAYS TO A SUSTAINABLE FUTURE.

Council is committed to putting sustainability into action through its corporate commitments and governance arrangements; its strategies and operations; and its community services, programs and partnerships.

Council recognises that strong partnerships are critical to achieving these outcomes and continues to work with a range of stakeholders to actively pursue funding and collaborative opportunities.

The Environmental Sustainability Strategy delivers on our vision for a sustainable future through four interconnected pathways. Together the pathways guide our approach to protect our natural environment, empower our community to live more sustainably, enhance the liveability of our Region, ensure that we use our resources wisely and much more. The pathways are supported by a range of strategic actions that Council are leading over the life of the Strategy.

As part of Council's Sustainability Governance Framework, the Sustainability Strategy Executive Group meets regularly to guide implementation of Council's Environmental Sustainability Strategy. They also monitor and review progress against the supporting annual action plan, work together to identify further opportunities for improvement and collaboration across Council and report this progress back to Council.

We want the Rockhampton Region to be a great place to live, work, play, learn and invest - both now and in the future.

- Environmental Sustainability Strategy Vision



4

NATURAL ENVIRONMENT.
Let's work together to protect, maintain and enhance our natural environment.

EMPOWERING COMMUNITY.
Let's work together to strengthen our community capacity to live sustainably.

INDUSTRY & INFRASTRUCTURE.
Let's work together to create a liveable region that encourages sustainable industry and infrastructure.

COUNCIL OPERATIONS.
Let's work together to continually improve Council's environment and sustainability performance.

Photo: 'Hiking the hills of Mount Morgan' by Camille Steinberger

5



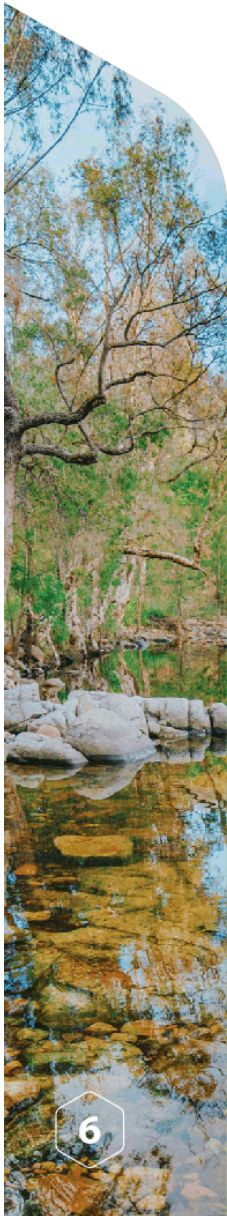
NATURAL ENVIRONMENT.

OBJECTIVE

Let's work together to protect, maintain and enhance our natural environment.

TARGETS

- Programs in place to maintain and enhance our natural assets, waterways and green corridors
- Programs in place to protect remnant vegetation and support local biodiversity in urban areas
- Long term trending improvement in net waterway health



6

YEAR IN REVIEW

URBAN CANOPY



COVER ASSESSMENT

and baselines established for vegetation cover across the Region.

18+



LOCAL PARTNERSHIPS

strengthened to help protect, maintain and enhance our natural environment.



3

RESOURCE TRAILERS

established to support implementation of the Natural Resource Management program.



12,000

NATURE PLAY PASSPORTS

distributed to help locals explore and engage with our local natural environment.

Photo: 'Reflections', at First Turkey, Rockhampton by Madelyn Holmes

BRINGING NATURE BACK

Council’s ‘Bringing Nature Back’ Program provides an overarching framework for a range of Council activities designed to connect our community with nature and protect, maintain and enhance our natural environment. Bringing Nature Back activities were celebrated through National Tree Day in July 2019, Tropicana in September 2019 and both Landholders Expo and Cleanup Australia Day in March 2020. Following the successful launch of the Rockhampton Region Nature Play Passport, more than 12,000 locals have now accepted the challenge to explore the great places to see and things to do in our Region. Council also awarded the winners of the Rockhampton Region Nature Photography Competition to celebrate World Environment Day on 05 June 2020.



INCREASING URBAN CANOPY COVER

Council is committed to increasing tree canopy cover to help shade and cool our key corridors and parks and improve the beauty and liveability of our Region. Throughout the year, Council delivered more than 300 new semi-advanced trees, with planting improvements implemented within the Rockhampton CBD, Georgeson Park, Victoria Park, Eddie Baker Park, Cherryfield Road, Yewdale Park, All Blacks Park, McLeod Park, the Mount Morgan entry statement, Kingfisher Parade, Gavial Gracemere Road and the Ski Gardens. Council also secured further grant funding to help support continued planting improvements in FY2020-21.



PROTECTING OUR LOCAL WATERWAYS

As part of the Rockhampton Region’s Biosecurity Plan, Council continues to manage the risk of introduced plants and animals on our environment, the economy and our community. Council’s Pest Management Team is particularly proud of the work that has been done to manage and contain water hyacinth in the Fitzroy River and to provide landholders with a range of biocontrols that help protect our local waterways.

PROUD REEF GUARDIAN COUNCIL

The Great Barrier Reef Marine Park Authority (GBRMPA) is the Commonwealth agency responsible for the management of the Marine Park. GBRMPA recognises the role that local government plays in managing the broader reef catchment and supports this role via the Reef Guardian Councils program.



A Great Barrier Reef Marine Park Authority Initiative

In June 2020, Council proudly renewed its commitment to the Reef Guardian Council program. The collaborative stewardship program involves 18 councils along the Queensland coast working to support a healthy and resilient Reef through local government and community actions. As part of the agreement, Council commits to take actions that address the key risks to the Reef – which are climate change, coastal development, land-based run-off, and direct use of the Marine Park.

Photos: ‘Olive backed sunbird’ by Mark Collins; ‘Mother and child’ by Tian Long; ‘Tree of ages’ by Remy Conway



CASE STUDY: NATURAL RESOURCE MANAGEMENT PROGRAM

In FY2019-20, Council trialled a new operational Natural Resource Management (NRM) Program to help better manage the condition of Council's key natural assets.

The Program aims to:

- Foster strong partnerships to protect, maintain and enhance key natural assets and green corridors across the Rockhampton Region.
- Implement targeted on-ground works that help sites to function as resilient, self-sustaining natural areas (this may include works to increase canopy cover and ground cover, improve biodiversity and environmental amenity, stabilise waterways or help achieve mowing reductions on Council land).
- Work collaboratively with local organisations to provide opportunities for members of the community to increase their practical knowledge, skills and experience.
- Build nature connection within our local community and raise awareness about our local natural assets, environmental values, flora and fauna.

The trial leveraged Council's existing partnership arrangements with Multicultural Australia, Jobs Queensland, Capricornia Catchments and Capricornia Correctional Centre. Work sites included a range of significant wetlands and waterways, as well as key recreation areas and nature reserves.

The Program contributed to the long-term management of these areas through a range of tasks such as plant propagation, planting, mulching, watering, weeding and litter collection. On-site works trialled the use of new water and tools trailers to provide Work Teams with ready access to required materials. Council also successfully trialled the use of slow-release water bags to continuously drip feed young tubestock during the first 12 weeks after planting. Where used, the water bags significantly increased the plant survival rates and many of the new plantings continue to thrive despite the variable weather conditions experienced during the year.

The participating Work Teams enjoyed the opportunity to develop practical skills and knowledge about land management and to give back to our community. They have also gained critical job readiness skills, with many participants going on to secure jobs or further study opportunities by the end of their activities.

Moving forward, the NRM Program aims to build upon the success of this trial, by further strengthening arrangements with the delivery partners, enhancing existing work sites and extending the natural areas under the Program's management.





ON-GROUND NATURAL RESOURCE MANAGEMENT



1,075

NATIVE PLANTS
planted within natural areas and open spaces across the Region.

15



PROJECT SITES
where on-ground natural resource management activities were delivered.

6,300+



VOLUNTEER HOURS
invested in natural resource management works such as planting, weeding and cleanup activities.

Photo: Planting site alongside Moores Creek, Etchberry Park, North Sackhampton



EMPOWERING COMMUNITY.

OBJECTIVE

Let's work together to strengthen our community capacity to live sustainably.

TARGETS

- Community sustainability engagement programs in place
- Community-based environment and sustainability initiatives encouraged and recognised
- Increased canopy cover within the urban footprint



YEAR IN REVIEW

1,033 
LIVING SUSTAINABLY
 community workshop* participants.


1,930 LOCAL HOUSEHOLDS
 subscribed to the Living Sustainably e-newsletter.

 **13**
SUSTAINABILITY PROJECTS
 shared in \$26,000 funding via Council's Environment and Sustainability Scheme.

 **4,300**
NATIVE PLANTS
 provided to the community as part of Council's Native Plant Program.

**July 2019 - February 2020, including the September 2019 School Holiday Program.*

Photo: Tropicana 2019 Stallholder - Mama's Natural Magic

LIVING SUSTAINABLY

Council's Living Sustainably Program fosters sustainable behaviour and encourages the community's wise-use of resources. In just its second year, the program attracted over 1,000 local residents to hands-on workshops at Rockhampton Regional Libraries and continued to deliver practical information and handy tips to nearly 2,000 households via the monthly e-newsletter. The Living Sustainably program is delivered in collaboration with internal Council units and local organisations. The program focuses on simple actions that residents can take and addresses 12 sustainability themes ranging from growing your own fruit and vegetables and reducing single use plastics to improving energy efficiency and recycling right with yellow lid bins.

Schools are at the forefront of educating the next generation about environment and sustainability issues. As part of the Living Sustainably program, Council runs an annual Sustainability in Action schools calendar competition, designed to celebrate and recognise sustainability action within local schools. Council awarded 14 winning schools as 'sustainability champions' and each of the schools featured in Council's 2020 Community Calendar which was widely distributed across the Region.

COMMUNITY GRANTS

Council's Community Assistance Program provides funding and support for a range of community-based environment and sustainability initiatives. During FY2019-20, Council supported 13 local organisations to deliver projects which ranged from on-ground habitat protection and weed control works, to vegetable gardens and food rescue programs, water wise initiatives and improved waste management practices. Key community stakeholders also participated in a Council facilitated Changeology workshop that provided participants with the tools to design and implement effective behaviour change projects.

NATIVE PLANT PROGRAM

Trees and shrubs play an important role in our very own backyards. In FY2019-20, Council provided residents with 4,300 native plants as part of the Native Plant Program. The initiative encourages residents to take an active role in increasing urban canopy cover and to learn about the benefits of planting the right plant, in the right place, for the right reasons. The Program included giveaways from the Rockhampton, Gracemere and Mount Morgan Customer Service Centres in July 2019, as well as activities at National Tree Day 2019, Emergency Services Day 2019, Tropicana 2019 and Landholders Expo 2020.

INSPIRING COMMUNITY ACTION

Council recognises that only together can we create the sustainable future we want to see for our Region. A range of community members, local organisations, community groups, schools and businesses came together to participate in Tropicana 2019 under the theme 'celebrate and connect with nature'. Thousands of local residents shared in over 40 hands-on workshops, activities and interactive stalls focused on practical local sustainability actions.

Photos: Fitzroy Partnership for River Health at Tropicana 2019; Ridgeland State School students featured in the Schools Calendar Competition; Living Sustainably Community Workshop participants September 2019

11

CASE STUDY: DRAIN BUDDIES

Council is responsible for maintaining the urban stormwater drainage system. Across the Region, there are an estimated 3,000 stormwater drains, each of which are designed to capture and redirect stormwater into local waterways. When it rains, any litter and other contaminants can also be carried down into our drains, creeks, rivers and out to the Great Barrier Reef.

The 'What's Down Our Drains?' project aims to identify and prevent land-based sources of marine debris polluting local waterways and the Great Barrier Reef.

The collaborative project was delivered with support from:

- Capricorn Coast and Gladstone Local Marine Advisory Committees (LMAC),
- Fitzroy Basin Association (FBA), Capricornia Catchments,
- Cleanwater Group,
- Rockhampton Regional Council,
- Gladstone Regional Council, and
- Livingstone Shire Council.

Made possible by a Local Action Community Reef Protection Grant, the project was funded by the partnership between the Australian Government's Reef Trust and the Great Barrier Reef Foundation and also received funding from Council's Community Assistance Program – Environment and Sustainability Scheme.

During FY2019-20, the project saw 27 at-source litter traps, known as Drain Buddies, installed at litter hotspots around Rockhampton, Yeppoon and Gladstone. Drain Buddies are essentially a heavy-duty basket designed to catch rubbish, organic debris and sediment.

Locally, the project selected 9 trial locations within the Rockhampton CBD. Over the course of the year, the four quarterly servicing cycles removed a total of 6,727 litter items, weighing 240kg. The results found that cigarette butts and filters accounted for around 50% of the litter items, followed by cigarette packaging, foil wrappers, plastic film remnants and other hard/soft plastic pieces. To help minimise cigarette butt litter, additional butt bins, bin stickers and footpath decals were also installed at some locations.

This project shows that what we do in our yards, on our streets and across the landscape has the potential to affect the health of our local waterways and the Reef. Collaborative initiatives, such as the Drain Buddies project, are helping to increase awareness across our community, and to drive behaviour change and practice improvements across our Region.





DRAIN BUDDIES - ROCKHAMPTON


		
9 LITTER TRAPS trialled in Rockhampton Central Business District.	6,727+ LITTER ITEMS captured within FY2019-2020.	BEHAVIOUR CHANGE IMPLEMENTED via local butt bin installation, signage and footpath signage.

Photo: Demonstrating how 'Drain Buddies' capture litter in stormwater drains.



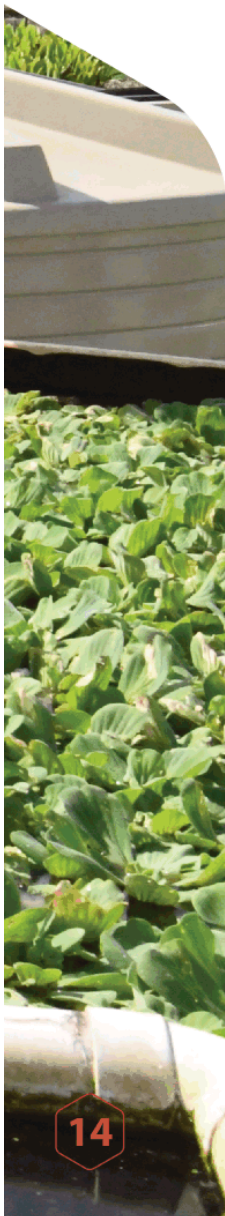
INDUSTRY & INFRASTRUCTURE.

OBJECTIVE

Let's work together to create a liveable region that encourages sustainable industry and infrastructure.

TARGETS

- Council's planning instruments actively encourage sustainable development
- Major Council projects incorporate sustainable design and procurement considerations
- Eco-tourism ratings achieved for key local destinations
- Roadmap in place to support clean growth choices



14

YEAR IN REVIEW

LANDFILL GAS TO ENERGY
arrangements to generate both carbon credits and electricity.

4

LAND BASED FISHING
platforms delivered as part of the Rockhampton Recreational Fishing Development Strategy.

25KM

MOUNTAIN BIKE TRAILS
under construction as part of the Advancing Mount Morgan Strategy.

100%

LOCALLY CRUSHED GLASS
reused in local construction projects, as part of local market development.

Photo: Council's Biocontrol Tanks helping to combat water weeds.

INDUSTRY PARTNERSHIPS

Council has been developing a range of partnerships that encourage sustainable industry and infrastructure. A continued focus has been highlighting economic opportunities associated with sustainable agriculture, construction, recycling and reprocessing activities, as well as clean energy opportunities. Key projects include progress on the Region's Aquaculture Development Strategy, Rookwood Weir and a business case for the Clean Growth Choices – Communities in Transition Program. Council also continues to participate in a range of other related networks including the Reef Urban Stormwater Management Group (RUSMG), Local Government Association of Queensland (LGAQ) and the Steering Committee for the Capricorn Municipal Development Guidelines.



GROWING NATURE-BASED TOURISM

Our Region provides a range of unique nature-based recreation activities. Recreational fishing opportunities have increased through implementation of Council's Recreational Fishing Development Strategy. Four new land based fishing platforms have been constructed along the Fitzroy River and the Fishing the Fitzroy campaign has attracted local and visiting anglers to the Region. Council has also commenced implementation of the Advancing Mount Morgan Strategy, which has already seen a range of works implemented at the Mount Morgan Number 7 Dam including a fish habitat rehabilitation project and commencement of 25km of new mountain bike trails. Council also continues to implement the Mount Archer Activation Plan, completing additional recreational facilities at Fraser Park and along Pilbeam Drive. Council's Explore Rockhampton website and social platforms have also promoted local national parks, walking trails, hiking tracks, mountain biking and bird-watching.



BEST PRACTICE PROJECTS

Council is keen to encourage and raise the profile of best practice environmentally sustainable development through a range of local demonstration projects. Construction of the new Rockhampton Museum of Art project has incorporated a range of sustainable site management practices, from reuse or recycling of all salvageable fixtures through to site dewatering and stockpiling of all concrete and brick rubble for future processing as a construction resource. Council's Civil Operations projects have been reusing 100% of our locally crushed glass as sand in local construction and also incorporating urban canopy cover and asphalt reduction strategies in new road designs to reduce long term costs, whilst improving urban shading, cooling and amenity.

BUILDING RESILIENCE

Council recognises that it's important to develop resilience to our changing climate and extreme weather events. Work is being undertaken to develop a floodplain management plan and implement associated maintenance and enhancement works to improve flood resilience. Minor stormwater upgrades have also been completed in Port Curtis and Mount Morgan and work has commenced on a new Gavial Creek bridge to replace the century old structure which had been damaged by floods and cyclones.

Photo: Baled household recyclables at the Material Recovery Facility - Parkhurst Rockhampton; Nature Play area at Fraser Park, Mount Archer; Fishing in the Fitzroy River.

15

CASE STUDY: TOWARDS ZERO WASTE

Council recognises that fundamental change is required in the way we think about waste. A circular economy approach aims to ensure that resources are retained in productive use for as long as possible, being used over and over to maximise their value and reduce the consumption of virgin resources. Building a circular economy benefits the environment, whilst creating industries, jobs and boosting the local economy.

Council's new Rockhampton Region Waste Strategy 2020-2030 aims to collectively build a circular economy to transition our Region towards zero waste. The Strategy is structured around three key priorities:

- Diverting waste from landfill through community behaviour change
- Building resource recovery capacity to process the majority of our waste and
- Developing markets and local industry for the recovered materials.

Rockhampton Regional Waste and Recycling have already begun establishing the foundations required to deliver the Waste Strategy. This includes:

- A long-term community engagement plan to guide waste diversion actions and behaviour change as we build a local circular economy.
- A detailed options analysis to evaluate the operational and financial impact of various changes to kerbside bin services, including the local industry and infrastructure required to collect and process food and other organic waste material.
- Phased planning for an Alternative Waste Treatment facility to process mixed residual commercial waste that will enable Council to divert the Region's largest single waste stream from landfill over the next 5-10 years.
- A new agreement for the capture and management of landfill gas for potential energy production at the Lakes Creek Road Landfill and closed Gracemere Landfill site.

In line with the Strategy's vision to become a zero waste community by 2050, within FY2019-20 Rockhampton Regional Waste and Recycling has:

- Established two standardised Waste Transfer Stations in Bajool and Bushley, increasing residential access to recycling and recoverable item options.
- Extended the life of Lakes Creek Road Landfill by improving waste separation and alternative diversion options for targeted waste streams such as mattresses.
- Diverted 34,000 tonnes of construction and demolition waste via Council's Dale Park material stockpiles for reprocessing and reusing concrete, asphalt and soil.
- Diverted over 4,500 tonnes of domestic recyclables via kerbside collections.
- Worked to develop local markets to achieve 100% crushed glass reuse.
- Continued to beneficially reuse 100% of green waste.
- Operated take back schemes such as drum muster, paint back, batteries and TechCollect.
- Provided salvage options for reusable items via free drop off areas, resale through Trendy Trash activities and participation in Garage Sale Trail.
- Increased on-site vegetation at the Lakes Creek Road Waste Management Facility, planting over 5,000 native trees and shrubs.

As we move towards zero waste, Council recognises that a whole of community response is required. The Waste Strategy is the first step in a much longer journey with our community, local business, government agencies, waste industry and procurement stakeholders.

16





BUILDING A LOCAL CIRCULAR ECONOMY



**REDUCE
WASTE**

TO LANDFILL
via community
behaviour change.

Build capacity for



**LOCAL
RESOURCE
RECOVERY**

**CLOSE
THE LOOP**



DEVELOP
markets to achieve
a circular economy.

Photo: Local resident composting kitchen organic waste in their backyard.



COUNCIL OPERATIONS.

OBJECTIVE

Let's work together to continually improve Council's environment and sustainability performance.

TARGETS

- Internal sustainability engagement program in place
- Environmental management systems operating for nominated units
- Majority of Council's operational electricity needs sourced from renewable energy

YEAR IN REVIEW



NEW ENVIRONMENTAL SUSTAINABILITY POLICY

outlining Council's commitment to continually improve its sustainability culture and performance.



REDUCING FLEET EMISSIONS

Council's fleet includes 10 hybrid or electric vehicles, supported by 3 electric vehicle charging stations.



implemented by Council's Internal Sustainability Working Group.

ENERGY MONITORING



via the LG Sherlock Energy Detective trial identified new opportunities for energy savings and solar installations.



Photo: Public Place Recycling at local event.

SUSTAINABLE INVESTMENT FUND

Sustainability initiatives have the potential to reduce Council's environmental footprint whilst delivering real financial savings. As part of Council's Sustainable Rockhampton Investment Fund, Council is currently progressing a number of projects including a 2.5MW solar installation at the Glenmore Water Treatment Plant and opportunities for further energy and waste improvements across Council's facilities. Council continues to progress actions under the Energy Action Plan, including improved energy monitoring, management and upgrades to energy efficient fittings and continuing to progress planning for future solar installation.

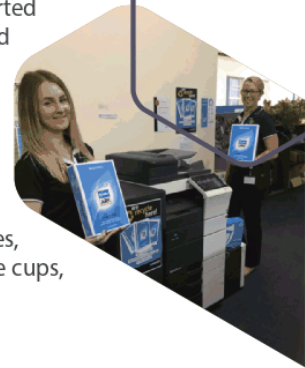


SECOND NATURE PROGRAM

As part of Council's Second Nature Program, the Internal Sustainability Working Group aims to advance sustainability awareness and action across Council's operations. Staff submit ideas to the Sustainability Seed Fund and the Working Group selects a number of initiatives each year to trial, refine and then roll out across the organisation. Council's first internal pre-loved stationery must be diverted over 100kg from landfill, to be reused or recycled via the TerraCycle program and centralised hundreds of unwanted stationery items to be reused in Council offices.



Following on from a previous recycled paper trial, Council successfully made the transition to using 100% Australian-made recycled A4 paper across Council operations. The Working Group also supported a range of other initiatives including an annual staff recycling refresher and Clean Up Australia Day activities, plus trials for lunch room composting, battery recycling stations, reusable coffee cups, internal reusable catering kits and more.



ELECTRIC VEHICLE TRANSITION

Council is progressing a long-term transition to a low carbon fleet. Following commissioning of a new electric vehicle charging station at Council's Dooley Street Depot and at the Glenmore Water Treatment Plant, Fleet is working with operational areas to implement more electric vehicles. As at June 2020, Council's current fleet now includes 5 Corolla Hybrids, one Camry Hybrid, three fully electric Nissan Leaf and one fully electric Hyundai Ioniq. Consistent with Council policy, Fleet continues to include emission ratings in plant assessments resulting in the procurement of plant and vehicles with lower emissions.

SUSTAINABILITY LEADERSHIP

Council recognises its role in encouraging a culture of environmental sustainability among its workers and the community. In FY2019-20, Council renewed its commitment to continually improve its environment and sustainability performance by adopting a new Environmental Sustainability Policy that applies to all Council activities and operations. Council's Corporate Risk Register was also updated to address the strategic risks associated with local climate change impacts on Council's interests.

Photo: Electric vehicle and EV Charge Point at Bolsover Street, Rockhampton; Solar installation at Gracemere Library; Council staff using 100% Australian-made recycled paper.

CASE STUDY: INCREASING RESILIENCE AND WATER STORAGE

Built in 1970, the Fitzroy River Barrage is the major water storage for our Region and the main water source for the towns of Rockhampton, Gracemere and associated agricultural land. The Barrage separates the fresh water upstream from the tidal salt water downstream and features 18 vertical lift gates, designed to operate in response to rises in river height. The Barrage storage supplies raw water for the Glenmore Water Treatment Plant, which provides a reliable source of high quality drinking water to the local community. As a business unit of Council, Fitzroy River Water manages the operation of the Barrage water storage and treatment plants in accordance with Queensland Government legislation and regulations.

Council recognises that it's important to develop resilience to our changing climate and extreme weather events. Fitzroy River Water is developing a detailed design to raise the height of the barrage gates. This project will increase the Barrage storage capabilities by 10,000ML, future-proof our water storage against rising sea levels, minimise the risk of salt water contamination of our fresh water storage and in turn, improve the immunity of our water supply to future drought events. Fitzroy River Water has undertaken feasibility and detailed design work for this project and is continuing to work closely with the Queensland Government to finalise approvals so that the project can proceed to construction stage in 2021.

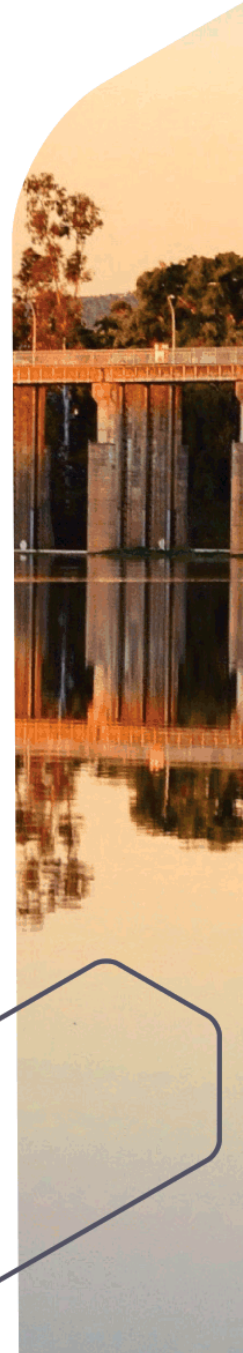
Fitzroy River Water has also progressed a range of other initiatives to protect our environment and ensure wise use of our resources. These include:

- Further energy efficiency upgrades to key pump stations and sewage treatment plants, delivering significant cost savings whilst also reducing carbon emissions.
- Reducing the amount of Total Nitrogen released to the Fitzroy River estuary by 24% (the lowest amount released in more than 10 years), by decommissioning the old West Rockhampton Sewage Treatment Plant and the completion of upgrades to the South Rockhampton and North Rockhampton Sewage Treatment Plants.
- Progressing recycled water schemes that will soon supply 1 ML per day to the Rockhampton Jockey Club and up to 4 ML per day to adjacent landowners, whilst also helping to further reduce future nutrient releases.

Whilst these initiatives increase our region's resilience, they are also key examples of how Council is continuously improving our environmental sustainability performance.

20

Photo: Vertical lift gate on the Rockhampton Barrage.





FITZROY RIVER BARRAGE - WATER STORAGE



RELIABLE WATER SOURCE

Glenmore Water Treatment Plant provides up to 120 ML drinking water per day to the Rockhampton Region.



10,000
MEGA LITRE

INCREASE

to water storage by raising the height of the Barrage gates.



LONG
TERM

WATER SECURITY

and improved resilience to sea level rise and contamination of fresh water storage.

Photo: 'Still' by Michael Cave, Fitzroy River Barrage, Rockhampton.



LOOKING FORWARD.

Council is very pleased with the progress made in FY2019-20. But there is always more that can be done.

Already Council has a range of plans in place for FY2020-21 including:

- Implementation of Council's Waste Strategy including targeted community waste education activities to increase materials diverted from landfill whilst reducing recycling contamination rates.
- Development of a business case for the management of the Region's organic waste.
- Installation of a 2.5 MW solar power generation facility at the Glenmore Water Treatment Plant, to reduce carbon emissions and offset the site's reliance on grid electricity.
- Active transport improvements through upgrades to bicycle lanes and walking paths.
- Working with key delivery partners to implement Council's on-ground Natural Resource Management Program to protect, maintain and enhance Council's key natural assets.
- Implementation of Council's Biosecurity Plan to reduce the impact of invasive species on agriculture and the environment.
- Continued implementation of Council's Bringing Nature Back program to create opportunities for local residents to connect with, and take actions to care for the environment.
- Prioritised tree planting improvements that increase urban canopy cover at key gateways, corridors and parks.
- Renewed focus on illegal dumping activity in partnership with the Department of Environment and Science.
- Further work to identify and respond to climate-change related operational risks and opportunities.
- Continued support for community-based environment and sustainability initiatives through Council's Community Assistance Program.
- Finalising Council's transition to single-use plastic free operations, initially focussing on plastic straws, plates and cutlery.
- Transitioning key customer service and rates notices to electronic means.
- Activation of Mount Morgan Dam through the completion of 25km new mountain bike trails and associated signage and wayfinding.

Let's continue to work together to make the Rockhampton Region a great place to live, work, play, learn and invest.

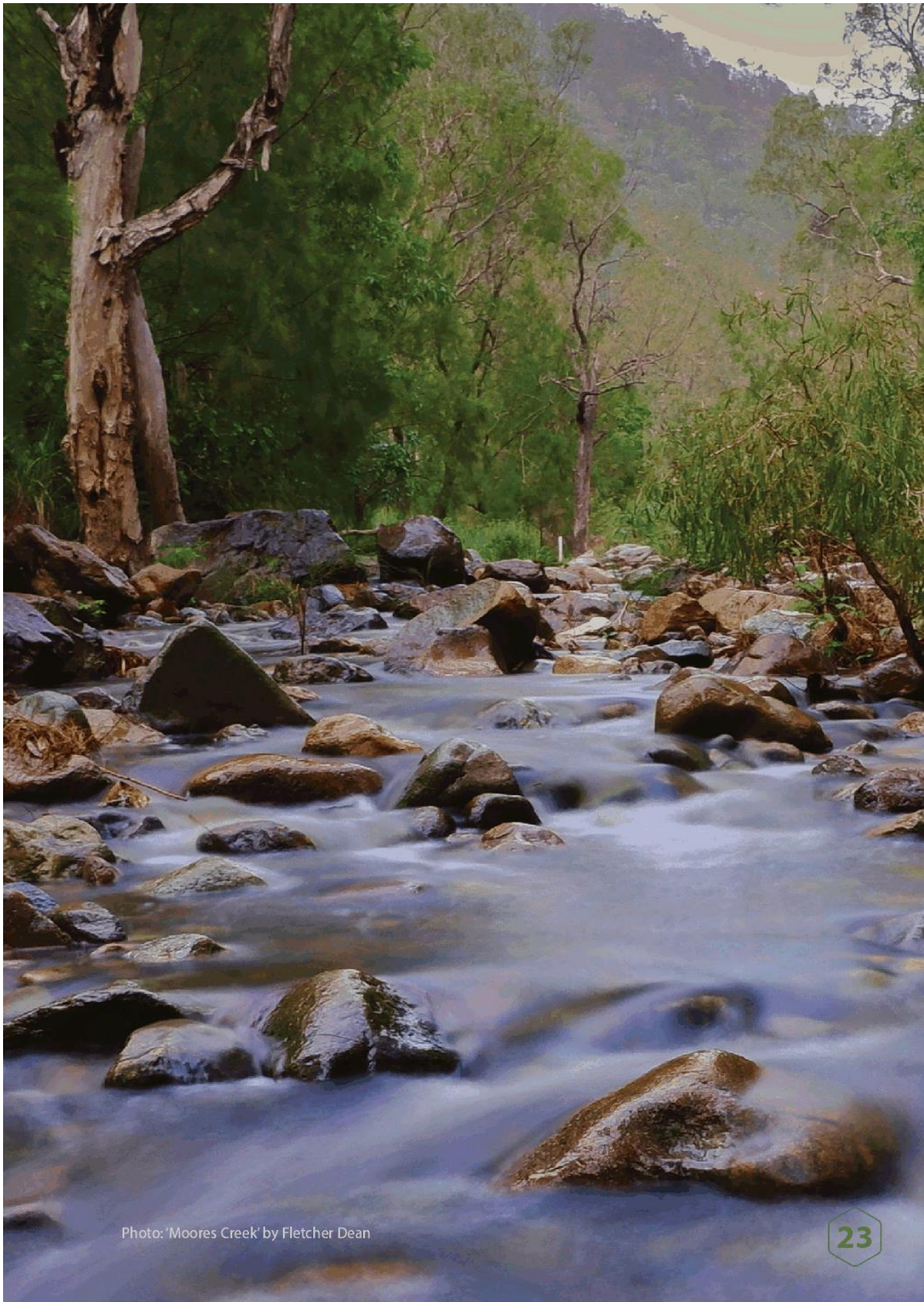



Photo: 'Moores Creek' by Fletcher Dean

23

BE PART OF THE SOLUTION!

 rockhamptonregion.qld.gov.au/EnvironmentalSustainability

 sustainability@rrc.qld.gov.au

 1300 22 55 77

 PO Box 1860
Rockhampton Qld 4700



Cover photo: First Sun
by Madalya Holmes

BUDGET, GOVERNANCE AND OTHER MATTERS

10.2 RISK REGISTERS - QUARTERLY UPDATE AS AT 7 AUGUST 2020

File No:	8780
Attachments:	<ol style="list-style-type: none">1. Corporate Risk Register - Quarterly Update as at 7 August 2020↓2. Operational Risk Register - Quarterly Update as at 7 August 2020↓3. Potential and Current Risk Exposure Profile as at 7 August 2020↓
Authorising Officer:	John Wallace - Chief Audit Executive Ross Cheesman - Deputy Chief Executive Officer
Author:	Kisane Ramm - Senior Risk and Assurance Advisor

SUMMARY

Submission of the quarterly risk register updates, as at 7 August 2020, for adoption by Council.

OFFICER'S RECOMMENDATION

THAT Council adopts the quarterly risk register updates as at 7 August 2020.

LEGISLATIVE CONTEXT

The *Local Government Regulation 2012, Chapter 5, s164*, requires...*(1) a local government must keep a written record stating (a) the risks the local government's operations are exposed to...; and (b) the control measures adopted to manage the risks.*

CORPORATE/OPERATIONAL PLAN

The Corporate/Operational Plans document Council's objectives for the period in which the Plan covers.

Council's commitment to risk management is outlined in the Enterprise Risk Management Framework and the Enterprise Risk Management Policy.

The 2020-2021 Operational Plan states that it will be implemented in accordance with the Enterprise Risk Management Process Procedure.

The purpose for doing risk management is to assist in decision making and improve the chances of an objective being realised. This requires management to identify, treat and monitor the risks to the organisation, to ensure the stated objectives are met. Therefore there is a strong link between the Corporate/Operational Plans and the enterprise risk management process. It is not about whether, overall, Council is risk averse or wishes to take risks. It is about considering all the available information at that time and making a well-informed decision to achieve the best outcome.

COMMENTARY

The Enterprise Risk Management Framework requires management to review and update the Corporate, and Operational Risk Registers. It also provides guidance on how these registers are reported to Council.

The following tables highlight some of the changes in this quarterly update. Owing to an earlier organisation restructure there were some changes made to who is recognised as the risk owner. These minor changes have not been included below.

One new risk has been added this reporting period.

RISK NUMBER	CHANGE	RISK OWNER
Corporate Risk Register		
13	Failure to appropriately prepare for, or respond to local climate change impacts on Council's and the Community's interests resulting in: disruption to service delivery; damage to: infrastructure and assets; community; economy; environment; staff and council reputation.	DCEO
Operational Risk Register		
307	Changed from Accept to Treat. Two additional treatments added to be completed by 31/20/20.	Manager Civil Operations
312	This has been changed from Treat to Accept Risk.	Manager Infrastructure Planning
313	Two of the four treatments have been completed and the third no longer required, leaving one remaining. Completion date extended from 30/8/20 to 30/6/21. With the completion of those treatments the Consequence has been revised from a 4 Major to 2 Minor amending the Current Risk Rating from High 4 to Moderate 6.	Manager Infrastructure Planning
315	Completion date has been extended from 1/7/20 – 1/7 21	Manager Infrastructure Planning
325	Completion date extended from 31/12/20 to 31/12/22	Manager FRW
328	Completion date has been extended from 31/12/20 to 31/8/22.	Manager FRW
427	Treatments have been identified as completed. This risk will be removed from the Risks Requiring Further Treatment Summary Report next quarter.	Manager Planning and Regulatory Services
P 608	Future treatment for this project has been implemented. This risk will be removed from the Risks Requiring Further Treatment Summary Report next quarter.	Manager Project Delivery
434	Additional treatment added.	Manager Community Assets and Facilities

One project has been completed (*Failure to deliver Fitzroy Playground amenities and associated ramps within budget timeframe and quality*) so risk P 461 will be removed from the Operational Risk Register next reporting period.

The following table provides an analysis of the risks undergoing treatment, in terms of elapsed time, from the originally nominated completion date. Note: Council's process allows for the date to be extended. While these are the oldest dates listed, they may no longer be the current nominated completion dates.

OP RISK REG		CORP RISK REG
31	NUMBER OF RISKS being treated	1
67	LONGEST ELAPSED TIME (in months) for those being treated	49
20.06	AVERAGE ELAPSED TIME (in months) for those being treated	49
31/12/2014	OLDEST DATE	30/06/2016
125	# of ACCEPT (ALARP)	12

CONCLUSION

The risk registers, having undergone their quarterly review conducted by the respective managers, are now presented for Council's consideration and adoption.

RISK REGISTERS - QUARTERLY UPDATE AS AT 7 AUGUST 2020

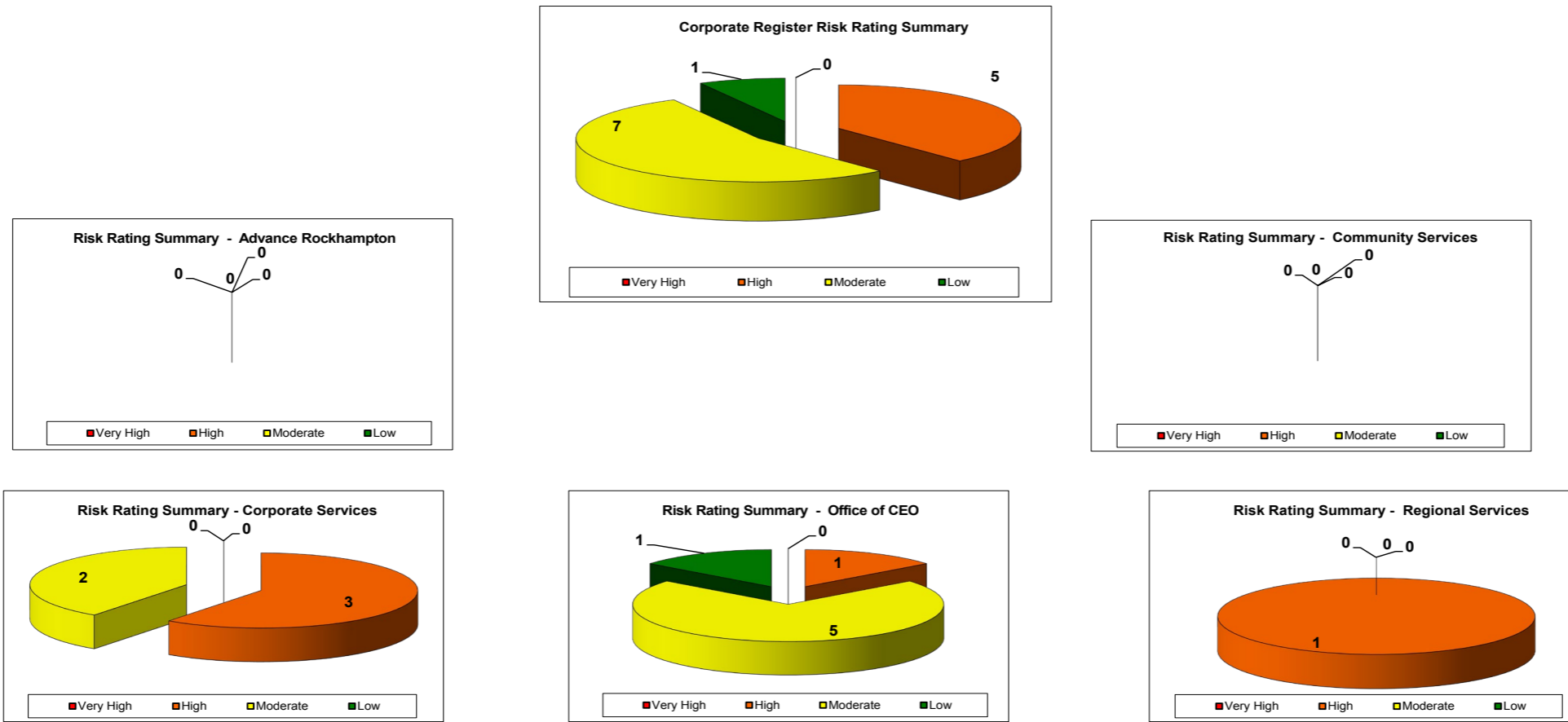
Corporate Risk Register – Quarterly Update as at 7 August 2020

Meeting Date: 8 September 2020

Attachment No: 1

ERM RISK SUMMARY REPORT

Corporate Current Risk Rating Profile as at 07/08/2020



NEW CORPORATE RISK as at 7/8/2020

Risk Categories	Risk Identification	OBJECTIVE <u>Links To Planning (Corp Plan 2017-22 OR other documentation)</u>	Risk/Failure (including consequence/s)	CURRENT RISK RATING	Risk Causations	Control Effectiveness	Existing Controls Implemented By Risk Owner	Risk Evaluation (don't proceed to Column N if risk is accepted as per the results of the ACTION TABLE and/or Cost-Benefit Analysis)	Risk Owner	Dept
06. Environmental	13	3.2 Sustainable and innovative environmental practices	Failure to appropriately prepare for, or respond to local climate change impacts on Council's and the Community's interests resulting in: disruption to service delivery; damage to: infrastructure and assets; community; economy; environment; staff and council reputation.	High 5	<ol style="list-style-type: none"> 1. Lack of clearly identified local climate change impacts and responses. 2. Insufficient access to information, training and resources necessary to understand and implement priority climate-change responses. 3. Lack of understanding of economic impacts for Council and wider community. 4. Lack of cohesive legislated response frameworks owing to the complex and emerging nature of climate change. 	2. Largely Ineffective	<ol style="list-style-type: none"> 1. Operational Plan 2. Environmental Sustainability Strategy 3. Waste Strategy 4. Increased budget for Tree Canopy 5. Fleet Vehicle Greenhouse Gas Emissions Reduction Policy 6. Planning Scheme 7. Disaster Management Plan 8. Energy Action Plan 9. Clean Growth Choices 10. Purchasing Policy 11. Bringing Back Nature Program 12. Queensland Climate Resilient Council's Program 13. Sustainability Unit established within Council who work with staff to identify local climate change risks and opportunities and embed response measure within Council's Operational Plan, associated strategies and normal operating activities. 14. Managers and key decision makers have ready access to climate change related information and resources. 15. Current legislative requirements are monitored. 16. Emerging national and state strategic frameworks are recognised, and best practice guidance is considered. 	Accept Risk (ALARP)	Deputy CEO	Corporate Services

CORPORATE RISKS

Very High' and 'High' Current Risk Ratings as at 07/08/2020

Risk Category	Risk Identification No.	Link to Planning (Objective)	Risk/Failure (including consequence/s)	Current Risk Rating	Existing Controls Implemented By Risk Owner	Risk Evaluation	Risk Owner	Management's Comments
02. Business Process Management	1	5.2 Strong leadership that provides quality governance to support and service the community	Council processes and services are provided without due recognition of economy, efficiency and effectiveness (value for money) exposing Council to increased costs, loss in reputation and ratepayer confidence and impacting service delivery.	High 5	(1) Established Asset Management plans. (2) Non-priced based selection criteria included in the tender / quote assessment process to assist in the value for money assessment. (3) Tender evaluation plans with weighted selection criteria assessment that does not rely on price as having the highest weighting. (4) Capital Projects evaluation process includes whole of life cycle cost considerations. (4) Fleet asset assessment utilises a whole of life cost model as part of the acquisition and operations process. (5) Long term financial forecasts based around asset management plans adopted.	Accept Risk (ALARP)	Deputy CEO	07/08/20: No change
04. Disasters; Business Continuity; & Disaster Recovery	8	1.3 Safe places for our community	Identified Disaster Mitigation Strategies not actioned resulting in increased impact/effect of disaster events on the community and potential for increased costs to Council in recovery and restoration costs.	High 5	(2) Identified disaster mitigation strategies implemented where possible within disaster management budget. (2) Appropriate funding opportunities identified and sourced to implement identified disaster mitigation strategies. 19/2/16: (1) Disaster mitigation strategies reviewed and reported on annually. (2) Forward works program for disaster mitigation strategies developed and considered through Council's Capital Project budget evaluation by 1 July each year. (2) Funding is pursued under Natural Disaster Relief, or similar program, if and when State Government make the funding available.	Accept Risk (ALARP)	GM Regional Services	07/08/20: No change
08. Fiscal Environment	9	5.3 Financially sustainable organisation	Council's financial operations fail to support and sustain Council's service provision, financial sustainability and the community's expectations resulting in revenue shortfalls, increased debt, reduced service levels, loss of reputation and community discontent.	High 5	(1) Council's Long Term Financial Forecast includes forecasts from asset management plans. (2) Long Term Financial Forecasts are reviewed annually. (3) Asset Management Plans reviewed regularly. (4) Finance staff are adequately qualified as per the respective Position Descriptions. (5) Council lobbies other levels of government for appropriate grants and subsidies. (5) Council financially operates in a surplus position. (6) Financial controls are monitored. Finance also works closely with Internal and External Audit in regards to internal controls. (7) Project Delivery procedure developed.	Accept Risk (ALARP)	Deputy CEO	07/08/20: No change
10. Legal, Regulatory & Compliance	10	5.2 Strong leadership that provides quality governance to support and service the community	Actions of Council, Councillors or employees that fail to meet the standards of behaviour outlined in the Local Government Act and other Legislation, Council's Code of Conduct and other associated policies or procedures resulting in damage to Council's reputation, complaints, investigations, financial losses and regulatory breaches against Council or individuals.	High 4	(1-4) Policy implemented. (3) Controls within Local Government Act and policy. (2-3) Training in obligations undertaken. 30/1/15: (4) Management's ongoing review/update of authorisations and delegations (including signing of correspondence) 2/10/15: (1) Fraud and Corruption risk assessment undertaken annually by managers. 19/2/16: (5) Complaints Management Process adopted by Council. (5) Industrial Relations and Investigations Unit investigate and monitor administrative action complaints. (2, 4, 3) Councillors and staff are regularly reminded of obligations under LGA and Council's Code of Conduct along with other relevant legislation and policies.	Accept Risk (ALARP)	CEO	07/08/20: No change
06. Environmental	13	3.2 Sustainable and innovative environmental practices	Failure to appropriately prepare for, or respond to local climate change impacts on Council's and the Community's interests resulting in: disruption to service delivery; damage to: infrastructure and assets; community; economy; environment; staff and council reputation.	High 5	1. Operational Plan 2. Environmental Sustainability Strategy 3. Waste Strategy 4. Increased budget for Tree Canopy 5. Fleet Vehicle Greenhouse Gas Emissions Reduction Policy 6. Planning Scheme 7. Disaster Management Plan 8. Energy Action Plan 9. Clean Growth Choices 10. Purchasing Policy 11. Bringing Back Nature Program 12. Queensland Climate Resilient Council's Program 13. Sustainability Unit established within Council who work with staff to identify local climate change risks and opportunities and embed response measure within Council's Operational Plan, associated strategies and normal operating activities. 14. Managers and key decision makers have ready access to climate change related information and resources. 15. Current legislative requirements are monitored. 16. Emerging national and state strategic frameworks are recognised, and best practice guidance is considered.	Accept Risk (ALARP)	Deputy CEO	7/8/20: New risk added.

CORPORATE RISKS

Corporate Risks Requiring Further Treatment as at 07/08/2020

Risk Category	Risk Identification No.	Link to Planning (Objective)	Risk/Failure (including consequence/s)	Current Risk Rating	Future Risk Control(s)	Resources / Budget Needed	Performance / Constraints	% Complete	Completion Date	Risk Owner	Management's Comments
04. Disasters; Business Continuity; & Disaster Recovery	2	5.2 Strong leadership that provides quality governance to support and service the community	Non-existent or inadequate business continuity initiatives leading to prolonged service / process disruptions resulting in adverse community reactions and possible financial loss.	Moderate 5	1. Additional continuity plans to be implemented across the organisation. 2. Regular review and testing required.	Additional resources required.	BCP Management policy and procedures adopted August 2015. Responsible areas to draft identified critical function BCPs. Constraint - Lack of Resources.	14/10/19: 60% (30/1/15-80%)	14/10/19: 30/06/2020 30/06/2016	CEO	07/08/20: Corporate BCP (rev 2020) tested during COVID-19 pandemic.

RISK REGISTERS - QUARTERLY UPDATE AS AT 7 AUGUST 2020

Operational Risk Register – Quarterly Update as at 7 August 2020

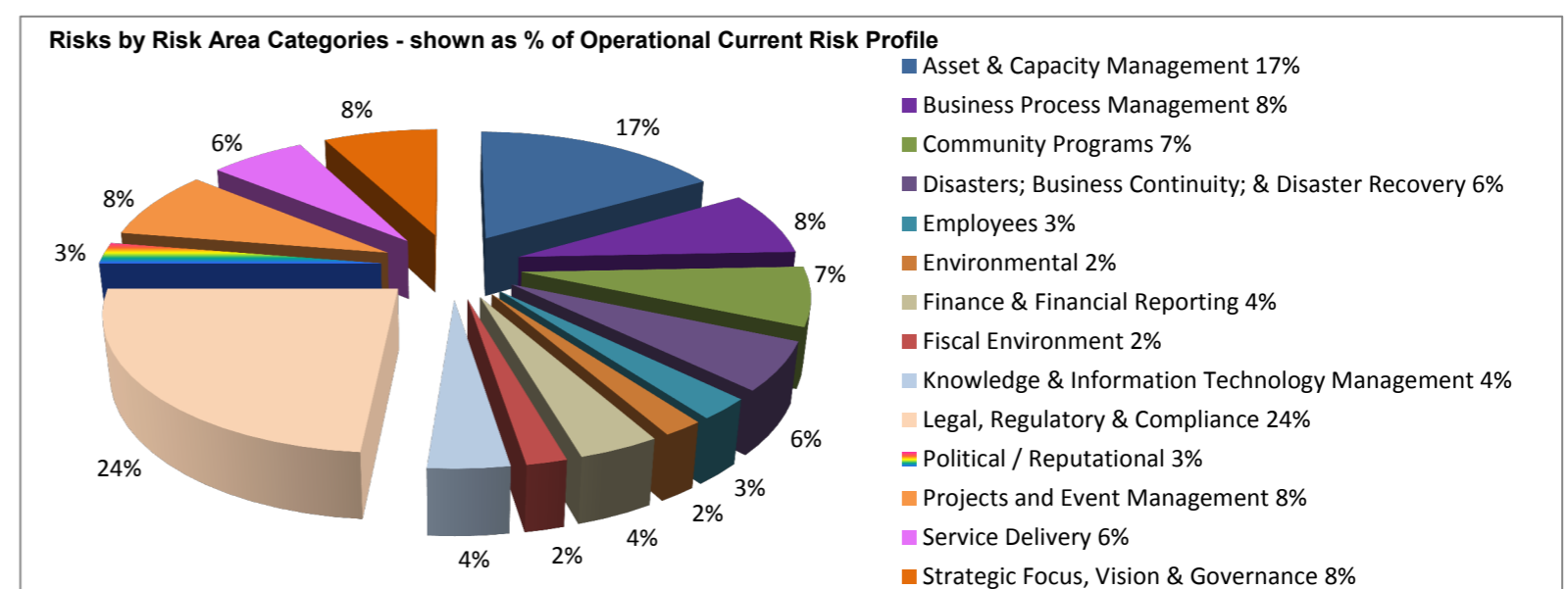
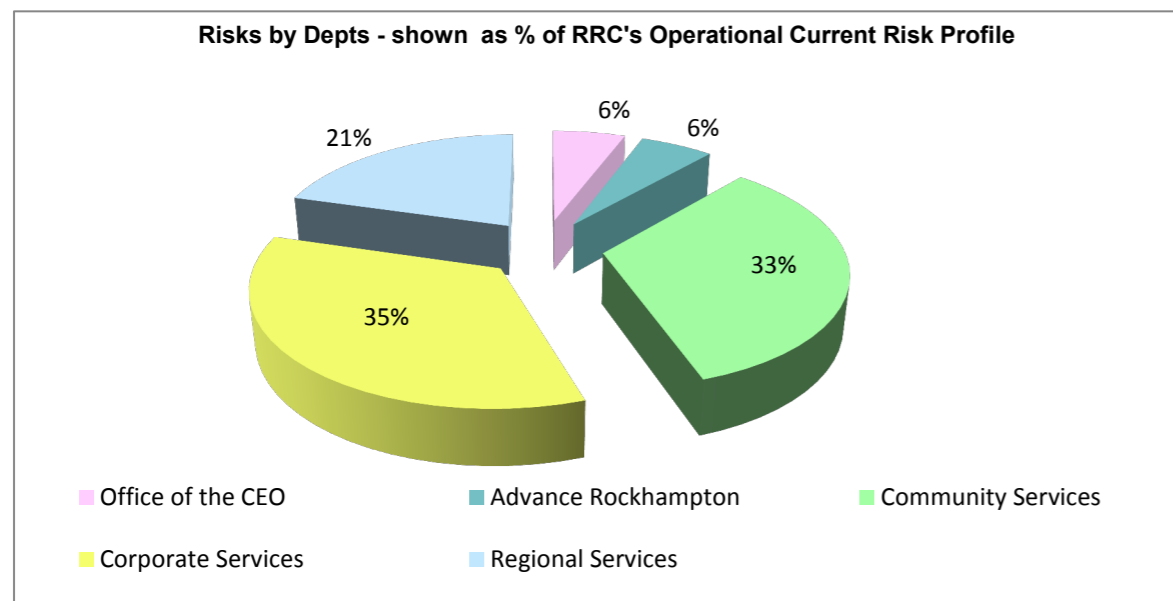
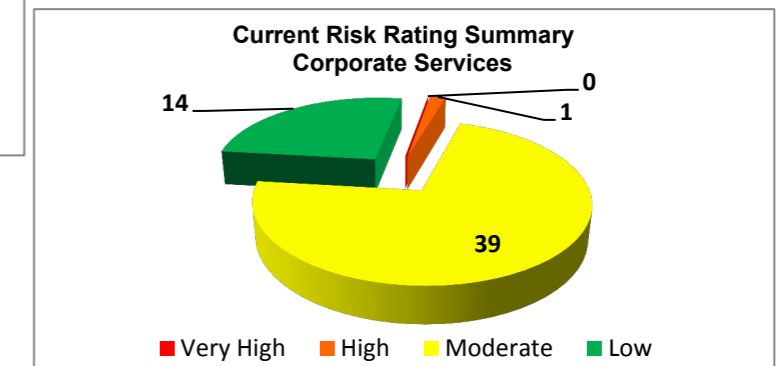
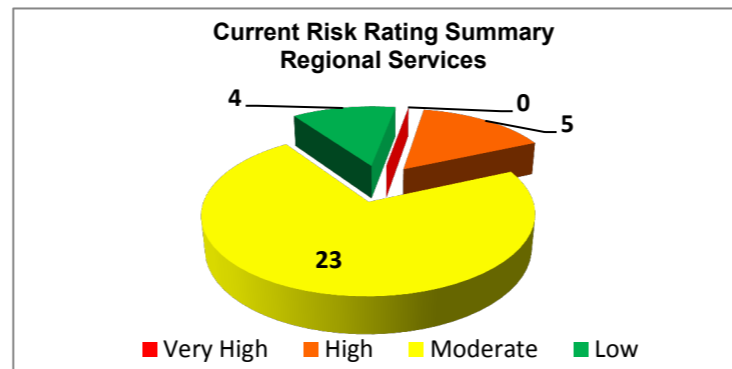
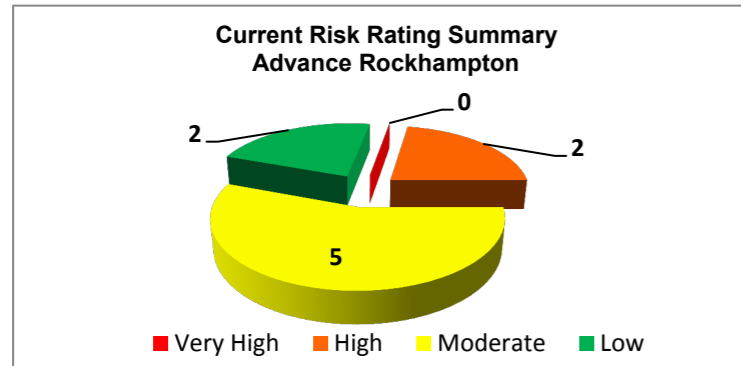
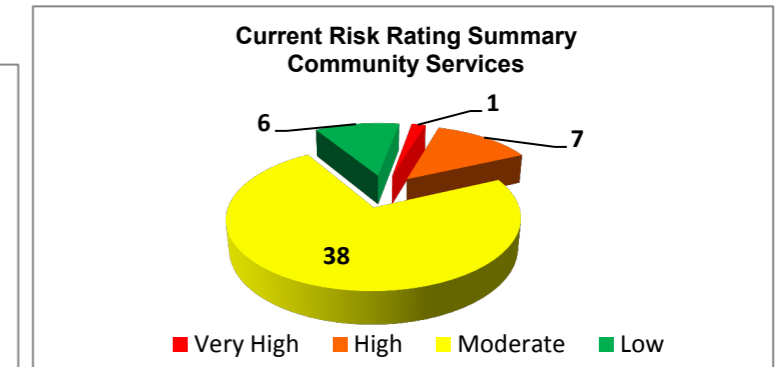
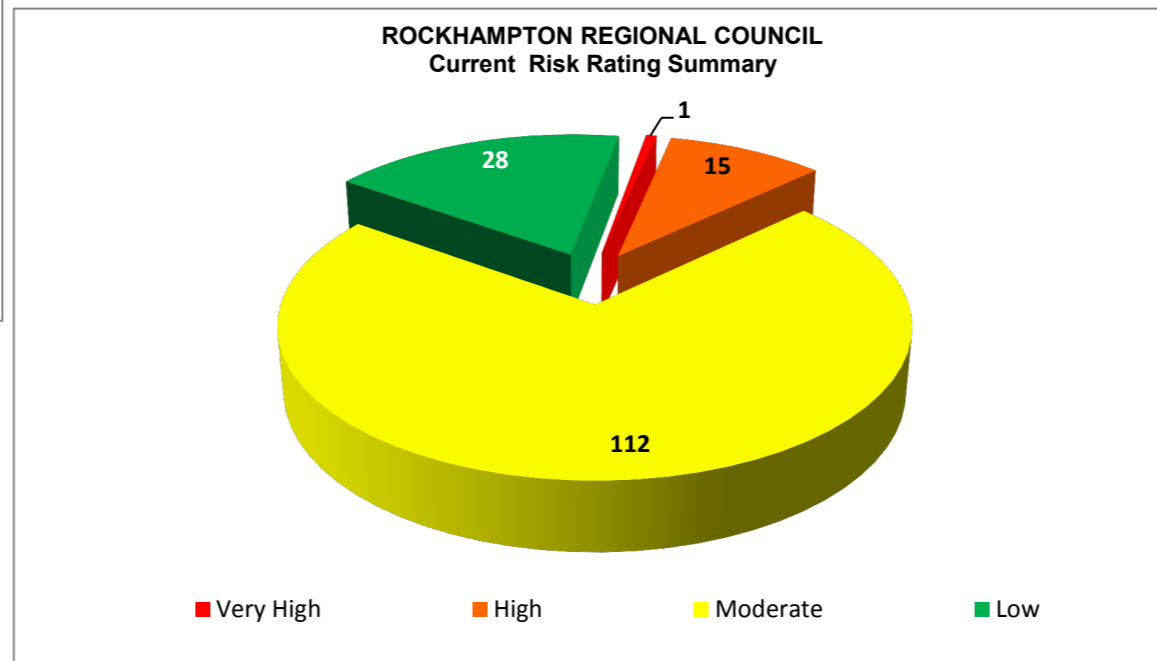
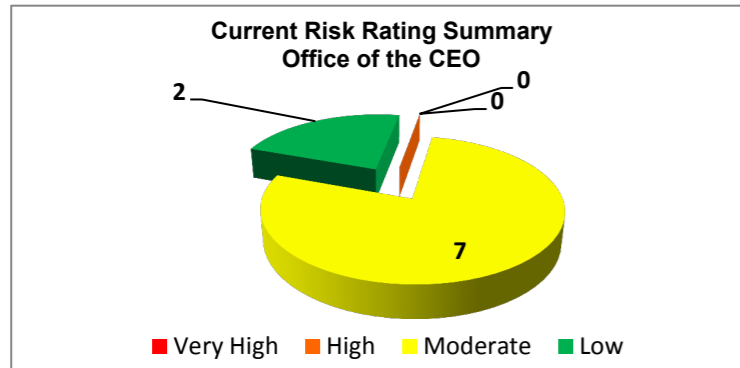
Meeting Date: 8 September 2020

Attachment No: 2

ERM RISK SUMMARY REPORT

Rockhampton Regional Council's Current Risk Rating Profile

based on the Operational Register as at 7/08/2020



ROCKHAMPTON REGIONAL COUNCIL

Very High and High Current Risk Ratings as at 7/8/20

Risk Category	Risk Identification No.	Objectives (Links To Planning - Corp Plan 2017-22 or other documentation)	Risk/Failure (including consequence/s)	Existing Controls Implemented By Risk Owner	CURRENT RISK RATING	Risk Evaluation (don't proceed to Column N if risk is accepted as per results of ACTION TABLE and/or Cost-Benefit Analysis)	Risk Owner	MANAGEMENT COMMENT
01. Asset & Capacity Management	312	5.3 Financially sustainable organisation	Inadequate Developer Contributions for Infrastructure resulting in a cost impost on ratepayers and reduction in funds available for other projects.	1. Infrastructure Charges Resolution under State Planning Regulatory Provisions (SPRP) has been adopted by Council. (8/6/20) 2. Revised and updated Local Government Infrastructure Plan (LGIP) adopted 2020. (8//6/20)	High 4	Accept Risk (ALARP)	Manager Infrastructure Planning	7/8/20: Change to Accept Risk. Changes coming out of the LGIP review will be implemented as they arise. Keep existing controls as is.
01. Asset & Capacity Management	315	1.1 Safe, accessible, reliable and sustainable infrastructure	Failure to maintain accuracy and value of the forward works program and adequately provide for the annual capital program resulting in projects nominated for delivery being deferred to accommodate increased costs within annual capital program and the Long Term Financial Strategy (LTFS).	1. (1.) Corporate capital planning framework currently in place. 2. (2.) Pre-project planning and design program initiated to provide early design of known fixed year projects. 3. (2.) Project Scoping confirmation process developed and implemented as part of design process. 4. Regular updates (project costs and timings) to LGIP to inform Forward Works Program (10/01/20)	High 4	Treat Risk	Manager Infrastructure Planning	7/8/20: Extend completion date to 01/07/2021
01. Asset & Capacity Management	458	1.1 Safe, accessible, reliable and sustainable infrastructure	Damage or failure of Council's Open Space Facilities resulting in injury to public and potential litigation.	1. Condition assessment program in place on a three year cycle to identify need for corrective maintenance or capital renewal or upgrade. 2. Asset register and management plan maintained. 3. Reporting to Council on maintenance and renewal/upgrade requirements. 4. Regular safety hazard inspection program in place. 5. 10 year maintenance and renewal strategy, based on valuations and condition assessments, developed.	Very High 3	Treat Risk	Manager Community Assets and Facilities	7/8/20: No change
03. Community Programs	414	1.4 Healthy living and active lifestyles	Council fails to maintain, train and supervise adequate numbers of volunteers to assist with operations across its sites resulting in inability to deliver some services, or injury to volunteers or public.	1. Development and implementation of processes for engagement and training of volunteers. 2. Supervision of volunteer work on Council sites. 3/3/17: 3. Training procedures for volunteers developed and distributed to sections. 3/3/17: 4. Responsibility for volunteers at some sites have transitioned to community organisations.	High 4	Accept Risk (ALARP)	Manager Communities and Culture	7/8/20: No change
03. Community Programs	417	1.6 Our sense of place, diverse culture, history and creativity are valued and embraced	Grant and sponsorship programs not delivered in accordance with regulations, policy and procedures resulting in loss of reputation for Council with community concerns about disbursement of funds, and withdrawal of matching funding from other levels of government meaning grant is unable to be offered.	1. Policy, procedure and funding regulations implemented and reviewed regularly.	High 4	Accept Risk (ALARP)	Manager Communities and Culture	7/8/20: No change

Risk Category	Risk Identification No.	Objectives (Links To Planning - Corp Plan 2017-22 or other documentation)	Risk/Failure (including consequence/s)	Existing Controls Implemented By Risk Owner	CURRENT RISK RATING	Risk Evaluation (don't proceed to Column N if risk is accepted as per results of ACTION TABLE and/or Cost-Benefit Analysis)	Risk Owner	MANAGEMENT COMMENT
08. Fiscal Environment	251	5.3 Financially sustainable organisation	The loss of revenue impacting on Council's financial position potentially resulting in higher future rate rises, additional borrowings or service level reductions.	1. Undertaken training workshops with Council on Financial Sustainability and implications of change. 2. Include a lower reliance on grants and subsidies from other levels of government in Council's long term financial forecast. 3. Conservative financial forecast estimates. 4. Conservative estimates used in conjunction with DA applications. 5. Align related capital expenditure directly with developer contributions. 6. Using historical forecasts trending with wetter seasons.	High 5	Accept Risk (ALARP)	Chief Financial Officer	7/8/20: No Change
10. Legal, Regulatory & Compliance	332	5.2 Strong leadership that provides quality governance to support and service the community	Failure to collect revenue, as dictated by legislation, results in less funds available and lack of confidence in Council business practices.	(1) Customer financial management system (Pathway) (1) Process and workflow developed to facilitate collection to ensure these are dealt with as they become due (9/8/19). (1 & 2) Threshold for collection activity identified (9/8/19).	High 5	Accept Risk (ALARP)	Manager Planning and Regulatory Services	7/8/20: No change
10. Legal, Regulatory & Compliance	422	1.3 Safe places for our community	Inability to comply with regulatory obligations and conservation of heritage assets, asbestos inspections and treatment, resulting in facilities being non-compliant and deemed unsafe and unusable, with loss of service to community, possible injury to staff and public, and damage to reputation of Council.	1. Partial Completion of conservation management plan (CMP) program, however not funded in 13-14 and 15-16 budget to be updated as required. 2. Identified assets requiring inspection included in planned maintenance subject to funding. 19/2/16 - 3. Forward budget submission referencing Risk Register, Corporate Plan and legislative requirement developed. 19/2/16 - 4. Conservation and Maintenance plans incorporated into Asset Register and Management Plan. 3/3/17: 5. Renewal schedule within Asset Management Plan, and maintenance planned in accordance with budget allocation.	High 4	Accept Risk (ALARP)	Manager Community Assets and Facilities	7/8/20: No change
10. Legal, Regulatory & Compliance	427	4.2 Practical and values based compliance frameworks	Council does not meet its legislative and service delivery responsibilities for Local Laws' community compliance leading to the possibility of legal action, significant damage to Council's reputation with multiple complaints, and general public dissatisfaction.	1. Budget submission for appropriate resources to address required compliance service levels. 2. Infringement financial management system (Pathways module). 3. 8/6/18: Infringement Notice Policy and Procedure implemented. 4. 8/6/18: Management has completed a process review internal audit and identified actions have been implemented. 5. Full contingent of staff in place (7/8/20)	High 4	Treat Risk	Manager Planning and Regulatory Services	7/8/20: The two Local Laws Officer positions and the additional Illegal Dumping Project Waste and Compliance position recruitment are now completed. Change to 100%. This will be Accept Risk next reporting period.

Risk Category	Risk Identification No.	Objectives (Links To Planning - Corp Plan 2017-22 or other documentation)	Risk/Failure (including consequence/s)	Existing Controls Implemented By Risk Owner	CURRENT RISK RATING	Risk Evaluation (don't proceed to Column N if risk is accepted as per results of ACTION TABLE and/or Cost-Benefit Analysis)	Risk Owner	MANAGEMENT COMMENT
10. Legal, Regulatory & Compliance	429	4.2 Practical and values based compliance frameworks	Inconsistent regulation and enforcement of local laws and legislation resulting in poor service and considerable public dissatisfaction.	1. Staff trained. 2. Local Law review. 3. Process and procedure review. 4. 2 x Local Law committee members for 2018 with Australian Institute of Animal Management. (8/12/17)	High 4	Treat Risk	Manager Planning and Regulatory Services	7/8/20: No change
11. Political / Reputational	304	1.1 Safe, accessible, reliable and sustainable infrastructure	Failure of operation asset (roads, drainage, etc.) leading to: injury or death of public/staff; damage to property/equipment - resulting in legal outcomes, financial impacts and negative publicity for Council.	1. Asset inspection program in place (8/6/20) 2. Customer service requests monitored regularly (8/6/20) 3. Rapid response to high priority reactive maintenance (8/6/20)	High 4	Accept Risk (ALARP)	Manager Civil Operations	7/8/20: No change
12. Projects and Event Management	P 382	1.3 Safe places for our community	South Rockhampton Flood Levee Project - not being constructed and /or not constructed fit for purpose, resulting in negative publicity and damage to Council's reputation, economic losses for the community, possible increase in financial liability and time delays.	1. Due care to be taken to determine commencement date of works. 2. Project Management, Contract and Procurement Policies processes followed and reviewed. 3. Contract in place stipulating scope to be provided by contractor and nominated date(s) for Practical Completion for entire scope and/or separable portions (if any). 4. Project governance structure developed, and Project Control Group oversight [8/6/18]	High 4	Accept Risk (ALARP)	General Manager Regional Services	7/8/20:
13. Service Delivery	308	1.1 Safe, accessible, reliable and sustainable infrastructure	Landslip and/or rocks on road along Pilbeam Drive at Mt Archer - poses a threat to safety of road users resulting in public liability.	1. Bank stabilisation (8/6/20) 2. Stormwater upgrades (8/6/20) 3. Road alignment improvements and renewal pavement (8/6/20) 4. Inspections undertaken after major storm events (8/6/20)	High 4	Accept Risk (ALARP)	Manager Civil Operations	7/8/20: No change
13. Service Delivery	331	5.3 Financially sustainable organisation	Availability of staff to undertake essential Council Services, i.e.: Development Assessment, is impacted by changes made to State Legislation resulting in less capacity to provide planning services, requiring supplemental funding from other sources, eg: increased rates.	Current fees address service level requirements.	High 4	Accept Risk (ALARP)	Manager Planning and Regulatory Services	7/8/20: No change
14. Strategic Focus, Vision & Governance	110	2.4 Infrastructure services are driven to deliver future economic growth	Failure to assist developers through the development application process, which can result fewer developments coming to fruition.	1. Duty Planner consultations. 2. Pre-lodgement meetings. 3. Manager Economic Development Executive Manager Advance Rockhampton case manages selected applications.	High 4	Accept Risk (ALARP)	Executive Manager Advance Rockhampton	7/8/20: Owing to restructure change Risk and Control Owners to Executive Manager Advance Rockhampton

Risk Category	Risk Identification No.	Objectives (Links To Planning - Corp Plan 2017-22 or other documentation)	Risk/Failure (including consequence/s)	Existing Controls Implemented By Risk Owner	CURRENT RISK RATING	Risk Evaluation (don't proceed to Column N if risk is accepted as per results of ACTION TABLE and/or Cost-Benefit Analysis)	Risk Owner	MANAGEMENT COMMENT
14. Strategic Focus, Vision & Governance	330	4.4 Plan for future population and economic growth giving consideration to a diverse range of industries and services	Failure to address general long term planning needs for the community will result in lower quality development, less development overall, continued poor economic and community performance indicators, and lost opportunities in pursuit of achieving elevation of Rockhampton's reputation to an exceptional regional city.	1. (1) Have staff employed working in this field. 2. (2) Have budget allocated for training. 30/1/15: 3. (1) Use attrition opportunities to hire new staff with required skill sets. 4. (2) Train existing staff to pursue strategic planning functions. 5. (3) Reduce time devoted to low risk, low value, tasks to free more time for strategic and placemaking planning. 6. (4) Continue to liaise with State Govt officers to ease regulatory burden on RRC's capacity for self determination. 7. (5) Pursue all opportunities to educate all sectors of the community on the benefits of quality targeted planning initiatives. 8. (5) Develop partnerships with business and community groups to pursue initiatives of joint benefit.	High 4	Accept Risk (ALARP)	Manager Strategy and Planning	7/8/20: No change

ROCKHAMPTON REGIONAL COUNCIL
Risks Requiring Further Treatment as at 7/8/2020

Risk Category	Risk Identification No.	Links To Planning (Objectives)	Risk/Failure (including consequence/s)	CURRENT RISK RATING	Future Risk Control/s	Resource / Budget Needed	Performance / Constraints	% Complete	Completion Date	Risk Owner	MANAGEMENT'S COMMENTS/NOTES ON ANY CHANGES TO BE MADE TO DETAILS IN COLUMNS B - Q, T and/or U - W
01. Asset & Capacity Management	244	2.4 Infrastructure services are driven to deliver future economic growth	Aircraft accident, incident or malfunction occurs within the Rockhampton airport precinct resulting in possible death or injury, financial loss, interruption to airline service delivery, damage to infrastructure and reputation damage to the airport.	Moderate 6	Upgrade airport lighting system.		24/8/18: Airport lighting system was commissioned 5/6/17 - rectification works ongoing as part of the extension of the defect liability period.	19/2/2016: 90% 2/10/2015: 85% 17/7/2015: 80% (17/4/2015: 70%)	3/3/17: 31/07/2017 2/12/16: 31/3/2017 26/8/16: 30/11/2016 27/5/16: 31/07/2016 19/2/16: 30/06/2016 17/7/15: 31/12/2015 (Stage 3: 30/6/2016)	Manager Airport	7/8/20: No change
01. Asset & Capacity Management	245	2.4 Infrastructure services are driven to deliver future economic growth	Security breach or threat at the airport resulting in possible death or injury, reputation damage to the airport, additional costs, disruption to airline services due to airport closure, infrastructure damage, fines in relation to a regulatory breach.	Moderate 6	Replace hard key system on all gates and access points with proxcard electronic card system so lost cards can have access withdrawn.	Budget has been provided under Security upgrade	24/8/18: Construction of the automatic vehicle gate at Airside Security Gate 1 has been completed. Transition to amalgamate with Council's Cardax system ongoing.	19/2/2016: 90% 2/10/2015: 85% 17/7/2015: 75% (17/4/2015: 60%)	26/2/18: 2/04/2018 2/12/16: 31/07/2017 19/2/16: 30/06/2016 17/7/15: 31/12/2015 (17/11/14: 30/06/2015)	Manager Airport	7/8/20: No change
01. Asset & Capacity Management	248	2.4 Infrastructure services are driven to deliver future economic growth	Airport assets not maintained, upgraded, inspected or monitored effectively in accordance with regulatory requirements resulting in possible death or injury, reputational damage, compliance failure, reduced service delivery, WH&S fine.	Moderate 6	Facility maintenance and condition assessment inspection schedules are in the process of being completed and detailed in conquest. Consultant engaged to identify critical infrastructure and to load into Conquest to ensure regular maintenance is performed.	Facilities Co-ordinator providing resources. Budget funds are available over next few years for consultant to complete critical infrastructure assets in Conquest.	8/12/17: AMP completed and is to be worked through by Airport Facilities Team.	2/12/16 : 80% 2/10/2015: 80% 17/4/2015: 80% (21/1/15: 80%)	8/12/17: 01/06/2018 17/7/15: 30/6/2017 (17/11/14: Stage 1: 30/06/2015)	Manager Airport	7/8/20: No change
01. Asset & Capacity Management	315	1.1 Safe, accessible, reliable and sustainable infrastructure	Failure to maintain accuracy and value of the forward works program and adequately provide for the annual capital program resulting in projects nominated for delivery being deferred to accommodate increased costs within annual capital program and the Long Term Financial Strategy (LTFS).	High 4	1. Continued refinement of forward works program. 2. (2. & 3.) Development of indicative estimating tool. 3. Develop Network specific prioritisation processes.	Budget, IT Support, Software.	3/3/17: Draft 10 year Capital Program has been developed. Availability of personnel to do this work.	29/5/20: 90% 17/7/15: 75% (50%)	07/08/20: 01/07/2021 14/12/18: 01/07/2020 3/3/17: 01/07/2018 01/07/2016	Manager Infrastructure Planning	7/8/20: Extend completion date to 01/07/2021

Risk Category	Risk Identification No.	Links To Planning (Objectives)	Risk/Failure (including consequence/s)	CURRENT RISK RATING	Future Risk Control/s	Resource / Budget Needed	Performance / Constraints	% Complete	Completion Date	Risk Owner	MANAGEMENT'S COMMENTS/NOTES ON ANY CHANGES TO BE MADE TO DETAILS IN COLUMNS B - Q, T and/or U - W
01. Asset & Capacity Management	420	1.1 Safe, accessible, reliable and sustainable infrastructure	Damage or failure of Council facilities, plant and equipment resulting in injury to staff or public, potential litigation, and inability to deliver services.	Moderate 5	26/2/18: Initiatives in place to assist staff with statutory maintenance requirements. 26/4/19: Review venue hire contract/agreement(s) to include clause allowing cancellation of event due to unsafe environmental conditions with no liability on Council.			10%	26/4/19: 31/8/2019 30/06/2019	Manager Community Assets and Facilities	7/8/20: No change
01. Asset & Capacity Management	434	1.2 Regional public places that meet the community's needs	Insufficient interment space for future burials leading to damage to council's reputation and loss of revenue.	Moderate 6	1. 24/8/18: Planning for future growth of Gracemere Cemetery 2. 26/4/19: Expansion of Mt Morgan Cemetery 3. 26/4/19: Memorial Gardens future burials to be investigated 4. 7/8/20: Engineering solution to be looked into for water table/ingress at Memorial Gardens for future expansion.		Lack of budget	0%	31/12/2023	Manager Community Assets and Facilities	7/8/20: Additional Future Control - No 4. Engineering solution to be looked into for water table/ingress at Memorial Gardens for future expansion
01. Asset & Capacity Management	442	1.2 Regional public places that meet the community's needs	Failures of play equipment resulting in: injury/death; and financial compensation claims. (The level of negligence increases where there has been an inspection but no action.)	Moderate 6	1. Create future lifecycle strategies with Community Assets (9/8/19)				30/06/2021	Manager Community Assets and Facilities	7/8/20: No change
01. Asset & Capacity Management	445	5.2 Strong leadership that provides quality governance to support and service the community	Loss of property (including Council property, cash/revenue and exhibits) due to theft/fraud resulting in: negative publicity; loss of reputation; and monetary loss.	Moderate 6	1. CCTV [8/6/18]	Budget required.			30/06/2020	Manager Parks	7/8/20:
01. Asset & Capacity Management	446	1.2 Regional public places that meet the community's needs	Integrity of land-fill caps, where Council is now using the space for public use (eg: parks), is impacted through an event occurring causing exposure of toxins, hazards etc (eg: TC Marcia causing tree fall and erosion) resulting in: public health and safety; financial; and environmental repercussions.	Moderate 7	1. Continuous review and updating of Site Management Plan. 2. Site remediation priorities to be determined, planned and implemented.	To be determined per event and site. (Kershaw Remediation is now estimated at \$8.4m. The amount for other sites is hard to assess generically.)	(Note: Remediation Plan for Kershaw Gardens in effect) Public perception Funding	8/6/18: 0% 25/8/17: 60% 16/6/17: 50% 02/10/2015: 15% 2%	8/6/18: Timely post event. 16/6/17: 30/06/2018 19/2/16: 30/06/2017 01/12/2015	Manager Parks	7/8/20:
01. Asset & Capacity Management	458	1.1 Safe, accessible, reliable and sustainable infrastructure	Damage or failure of Council's Open Space Facilities resulting in injury to public and potential litigation.	Very High 3	Develop lifecycles to show resource allocation to tasks, along with criticality rating, so detail budget forecasting can occur [26/4/19]	Identify additional resources that are required through lifecycle maintenance strategies. [26/4/19]	No forecasting has occurred from strategies, resulting in response actions being ad hoc and reactive. [26/4/19]	0%	30/06/2019	Manager Community Assets and Facilities	7/8/20: No change

Risk Category	Risk Identification No.	Links To Planning (Objectives)	Risk/Failure (including consequence/s)	CURRENT RISK RATING	Future Risk Control/s	Resource / Budget Needed	Performance / Constraints	% Complete	Completion Date	Risk Owner	MANAGEMENT'S COMMENTS/NOTES ON ANY CHANGES TO BE MADE TO DETAILS IN COLUMNS B - Q, T and/or U - W
03. Community Programs	440	1.2 Regional public places that meet the community's needs	Tree fails resulting in: injury/death; damage to property; damage to Council's reputation; negative financial impact.	Low 7	1. Tree inventory (capture of assets) commenced [possibly 5 year project] (14/12/18)	Staff time and management overview, possible external review and update	Tree inventory currently paused waiting for implementation of RAMP (9/8/19)	14/12/18: 20%	14/12/18: 31/12/2023	Manager Parks	7/8/20:
04. Disasters; Business Continuity; & Disaster Recovery	328	1.1 Safe, accessible, reliable and sustainable infrastructure	Fire in FRW buildings resulting in injury to staff; loss of plant and equipment.	Moderate 6	16/6/17: Additional controls to reduce the risk of fire in FRW buildings being implemented as per Audit Recommendations (minor capital upgrades and administrative improvements)		14/12/18: Fire suppression and fire detection systems installed at NRSTP as part of the complete electrical renewal project. Similar upgrades planned for the GWTP which will commence in 2019.	9/8/19: 50% 20%	7/8/20: 31/08/2022 9/8/19: 31/12/2020 8/6/18: 30/06/2019 26/2/18: 31/12/2018	Manager FRW	7/8/20: Completion date to be extended to August 2022, due to delays in getting this project awarded to a contractor, this is now when the GWTP upgrade project is expected to be completed and the additional fire risk mitigation controls commissioned.
04. Disasters; Business Continuity; & Disaster Recovery	432	1.3 Safe places for our community	Parks is not adequately prepared to implement disaster recovery and restoration activities through poor internal systems and staff deployment arrangements resulting in increased impacts on Council budget including lost funding opportunities, delayed restoration of assets and reputation damage.	Moderate 6	Training gap analysis to be undertaken and relevant training sought. (9/8/19)	Budget to be sourced		0%	30/06/2020	Manager Parks	7/8/20:
04. Disasters; Business Continuity; & Disaster Recovery	439	1.3 Safe places for our community	Lack of fire management planning resulting in: possible injury or loss of life; damage to Council's reputation; possible litigation.	Moderate 5	Renegotiate expired MOU with QPWS (9/8/19).					Manager Parks	7/8/20:
06. Environmental	307	1.1 Safe, accessible, reliable and sustainable infrastructure	Environmental damage from infrastructure works leading to: legislative non-compliance; tarnished reputation and fines.	Moderate 6	1. Third party review of Civil Operations environmental checklists and processes to be undertaken. 2. Civil Operations environmental procedure to be developed.				31/10/2020	Manager Civil Operations	7/8/20: Change to Treat. Future Controls: Third party review of Civil Operations environmental process and checklists to be undertaken. As part of this engagement, third party to develop and supply Civil Operations environmental procedure. Completion date 31/10/20.
06. Environmental	443	1.2 Regional public places that meet the community's needs	Loss of significant/ historic/ iconic botanical collections resulting in negative publicity and loss of: reputation; region's "green" status; iconic material; and research opportunities.	Moderate 6	1. Review, update and implement existing land & conservation management & succession plans. 2. Complete the identification of the current collection as part of the succession plan. 3. Rockhampton Botanic Gardens Master Plan in final draft. 4. Plant Pathogen Management Plan to be prepared and implemented.	Staff time and management overview.		8/6/18: 50% 26/8/16: 80% (40%)	8/6/18: 31/12/2023 16/6/17: 31/12/2017 26/8/16: 30/06/2017 (30/06/2016)	Manager Parks	7/8/20:

Risk Category	Risk Identification No.	Links To Planning (Objectives)	Risk/Failure (including consequence/s)	CURRENT RISK RATING	Future Risk Control/s	Resource / Budget Needed	Performance / Constraints	% Complete	Completion Date	Risk Owner	MANAGEMENT'S COMMENTS/NOTES ON ANY CHANGES TO BE MADE TO DETAILS IN COLUMNS B - Q, T and/or U - W
09. Knowledge & Information Technology Management	313	4.3 Accountable and motivated organisation	Poor records and information management retrieval and storage capabilities (hardcopy and electronic) resulting in an inability to find and retrieve critical infrastructure planning information resulting in reduced productivity, inadequate infrastructure, risk to the general public and workers and financial loss for Council.	Moderate 6	1. Plan and implement completion and population of central registry for planning studies. 2. (1.) Continued population of drawing register database and scanning and loading of engineering drawings into GIS. 3. (2.) Retrieval of historical development plans to be scanned and loaded into GIS. 4. Identify and acquire (if necessary) appropriate storage areas for records.	Require dedicated Project Admin/technical librarian support	Lack of a plan and resources.	14/12/18: 70% 3/3/17: 60% 26/8/16: 50% 30/1/15: 30%	7/08/20: 30/6/2021 14/12/18:- 30/06/2020 30/06/2018	Manager Infrastructure Planning	7/8/20: Processes for future controls no.s 2 and 3 have been implemented. Future control no.4 no longer considered to be required. Future control 1 still to be pursued. Extend completion date to 30/6/2021. Change Consequence from 4 to 2 changing the Risk Rating from High 4 to Moderate 6.
09. Knowledge & Information Technology Management	433	1.2 Regional public places that meet the community's needs	Loss of information and critical cemetery records (paper/electronic) resulting in poor service delivery through: inability to provide information to families/funeral directors for future/past burial information and replace historical records - some information lost forever; and reliance on data with inefficient communication networks.	Moderate 7	Investigate use of NBN technologies to improve network connectivity			0%	31/12/2018	Manager Community Assets and Facilities	7/8/20: No Change
10. Legal, Regulatory & Compliance	106	5.2 Strong leadership that provides quality governance to support and service the community	Improper release of confidential information resulting in: complaints; investigations; and sanctions.	Moderate 5	(1) Internal awareness training programs to be developed and delivered.		9/8/19: Councillor workshop training session planned for 20/8/19 re: Complaint Management Framework. Employee training has been developed - method and timing of delivery of the sessions to be confirmed.	30%	29/5/20: 31/12/2020 26/4/19:- 31/12/2019 30/06/2018	Executive Manager Workforce and Governance	7/8/20: No change
10. Legal, Regulatory & Compliance	250	1.1 Safe, accessible, reliable and sustainable infrastructure	A safe environment is not effectively provided for Airport workers, passengers and the public resulting in possible death or injury, compliance breaches, safety breaches, reputational damage, insurance claims, legal action.	Moderate 5	Online inductions provided to airport staff and contractors (26/2/18).			0%	01/07/2019	Manager Airport	7/8/20: No change
10. Legal, Regulatory & Compliance	325	1.1 Safe, accessible, reliable and sustainable infrastructure	Failure of Water Treatment Plant resulting in loss of supply for extended period, financial loss, loss of reputation, public health risk, safety risk; and breach of license conditions.	Moderate 6	1. Security cameras and equipment to be installed and monitored via SCADA software. 2. FRW Maintenance Strategy to be finalised (note: implementation is occurring as components are developed) [Completed 8/6/18]. 3. Investigate backup power options. (14/12/18) 4. Complete electrical renewal of GWTP [fire suppression systems, etc.] 8/6/18.	(1, 2 & 3) Staff (1, 4) Budget	(1) Awaiting budget approval. (2 & 3) Staff availability.	8/6/18: 30% 17/7/15: 50% (30/1/15: 20%)	7/8/20: 31/08/2022 8/9/19: 31/12/2020 8/6/18: 30/6/2019 3/03/17:- 30/06/2017 2/10/15:- 30/06/2016 17/7/15:- 31/12/2015 (31/12/2014)	Manager FRW	7/8/20: Completion date to be extended to August 2022 for GWTP Upgrade Project due to delays in getting this project awarded to a contractor.

Risk Category	Risk Identification No.	Links To Planning (Objectives)	Risk/Failure (including consequence/s)	CURRENT RISK RATING	Future Risk Control/s	Resource / Budget Needed	Performance / Constraints	% Complete	Completion Date	Risk Owner	MANAGEMENT'S COMMENTS/NOTES ON ANY CHANGES TO BE MADE TO DETAILS IN COLUMNS B - Q, T and/or U - W
10. Legal, Regulatory & Compliance	326	1.1 Safe, accessible, reliable and sustainable infrastructure	Failure of Sewage Treatment Plant resulting in breach of EPA license; serious disruption of services; serious litigation and financial loss; loss of reputation.	Moderate 5	7/8/20: As part of the Sewerage Treatment Plants Strategy the NRSTP and GSTP augmentation projects are proceeding to delivery stage to ensure long term compliant operation of the STPs.				31/12/2022	Manager FRW	7/8/20: Change from Accept Risk to Treat. New future control: As part of the Sewerage Treatment Plants Strategy the NRSTP and GSTP augmentation projects are proceeding to delivery stage to ensure long term compliant operation of the STPs. To be completed by 31/12/22.
10. Legal, Regulatory & Compliance	427	4.2 Practical and values based compliance frameworks	Council does not meet its legislative and service delivery responsibilities for Local Laws' community compliance leading to the possibility of legal action, significant damage to Council's reputation with multiple complaints, and general public dissatisfaction.	High 4	4. Effective Infringement financial management process to be put in place. [Completed 8/6/18] 2. Internal Audit Process Review. [Completed 8/6/18] 3. Additional position currently granted through budget process - to be revisited in the 18/19 budget as has been put on hold until new animal management facility is completed. Seek funding via the 19/20 budget, for the two Local Laws Officer positions which were approved through the 18/19 budget process but weren't funded.	(3) Existing staff and resources.	Position are currently funded in 19/20 budget and are due for recruitment in January 2020	7/8/20: 100% 8/6/18: 80% 16/6/17: 40% 17/7/15: 30% (25%)	8/6/18: 31/12/2018 16/6/17: 31/12/2017 26/8/16: 30/06/2017 17/4/15: 30/06/2016 (30/06/2015)	Manager Planning and Regulatory Services	7/8/20: The two Local Laws Officer positions and the additional Illegal Dumping Project Waste and Compliance position recruitment are now completed. Change to 100%. This will be Accept Risk next reporting period.
10. Legal, Regulatory & Compliance	429	4.2 Practical and values based compliance frameworks	Inconsistent regulation and enforcement of local laws and legislation resulting in poor service and considerable public dissatisfaction.	High 4	1. Reviews to be completed - 1a) Internal Audit Process Review; 1b) Legal review of Local Laws. 2. Membership subscription to LGAQ's Legislation Compliance Service.	1a) Existing staff and resources. 1b - 2) Review of budget required.	19/2/16 : (1a) Review of Council's Animal Management function currently being undertaken - scheduled to be completed by May 2016. 19/2/16: (1b) Additional project officer employed to conduct legal review of Local Laws - to be completed June 2017. Constraint: Available budget	14/12/18: 90% 24/8/18: 85% 8/6/18: 75% 16/6/17: 65% 5%	8/6/18: 31/12/2018 16/6/17: 31/3/2018 27/5/16: 31/01/2017 (17/4/15: 30/12/2016) 31/12/2014	Manager Planning and Regulatory Services	7/8/20: No change
10. Legal, Regulatory & Compliance	431	1.2 Regional public places that meet the community's needs	Animal housing at the Zoo does not meet the required standard (inclusive of; animal husbandry, record keeping, staffing & asset renewal) resulting in: Loss of zoo licences / closure of facility; Injury or death to an animal; Negative public perception; Staff turnover; Injury or death to zookeepers.	Moderate 6	4. Develop Zoo Master Plan and associated business plans and implement (14/12/18)	Annual Budget External contractors to be used. Staff time and management overview.		14/12/18: 10%	14/12/18: 31/12/2019	Manager Parks	7/8/20:
10. Legal, Regulatory & Compliance	P 608	2.4 Infrastructure services are driven to deliver future economic growth	Airport Security Screening Upgrade Project - Failure to upgrade airport security to meet aviation authority's security screening legislation could lead to the airport being severely disrupted, loss of revenue, receipt of fines, negative public perception.	Moderate 5	Establish communication processes with funding body to determine delivery risk, constraints and program implications			100%	31/12/2019	Manager Project Delivery	7/8/20: Future control implemented. Change from Treat to Accept Risk next reporting period.
10. Legal, Regulatory & Compliance	463	4.2 Practical and values based compliance frameworks	Council does not meet it legislative and service delivery requirements for building, plumbing and development compliance resulting in potential legal action against Council, damage to Councils reputation and public dissatisfaction	Moderate 5	1. Continued development of electronic systems to support staff 2. Enforcement training for staff 4. Develop a public awareness program			40%	31/12/2021	Manager Planning and Regulatory Services	7/8/20: No change

Risk Category	Risk Identification No.	Links To Planning (Objectives)	Risk/Failure (including consequence/s)	CURRENT RISK RATING	Future Risk Control/s	Resource / Budget Needed	Performance / Constraints	% Complete	Completion Date	Risk Owner	MANAGEMENT'S COMMENTS/NOTES ON ANY CHANGES TO BE MADE TO DETAILS IN COLUMNS B - Q, T and/or U - W
12. Projects and Event Management	607	1.2 Regional public places that meet the community's needs	Rockhampton Agricultural Show has low attendance or is cancelled, resulting in loss of revenue and reputational damage.	Moderate 6	1. Follow through on Cash Audit recommendations 2. Implement Finance Services recommendations				7/08/20: 1/6/2021 01/06/2020	Manager Tourism Events and Marketing	7/8/20: New Rockhampton Agricultural Show date set for 2021. Owing to COVID 19 canceling this year's event the future controls will be implemented for next Rockhampton Agricultural Show. Extend date to 1/6/21.
13. Service Delivery	444	1.2 Regional public places that meet the community's needs	Inadequate/ inappropriate open space does not meet the community's requirements/ expectations resulting in lack of: standardised infrastructure charges; consistency and quality of the asset including land; lack of benchmark for Council/ developer Standards; unwanted contributed assets; leading to reputational damage; social problems and; financial impacts.	Moderate 5	1. Develop & implement a Parks Infrastructure Strategy for conditioning of new development. 2. Develop a local parks contribution policy. 3. Complete & implement Landscape Guidelines (as part of CMDG). 4. Open Space Strategy to be adopted by Council and implemented (inc service levels).		26/8/16: Sport, Parks, Active Recreation and Community (SPARC) Strategy currently in preparation awaiting Council consideration.	8/6/18: 80% 70%	8/6/18: 31/12/2019 16/6/17:- 31/03/2018 26/8/16:- 30/04/2017 (31/12/2016)	Manager Planning and Regulatory Services	7/8/20: No change
14. Strategic Focus, Vision & Governance	109	2.5 Promote, foster and embrace growth opportunities, strategic investment and international exports	Failure to take advantage of Rockhampton Region's economic development opportunities which can result in limited growth of Council's rate base.	Moderate 5	Appoint Executive Manager Advance Rockhampton				30/11/2020	Executive Manager Advance Rockhampton	7/8/20: Owing to restructure Manager Economic Development position no longer exists, amend existing controls and control owner. The responsibility for this risk will now sit with the Executive Manager Advance Rockhampton. Change from Accept to Treat. Future control - appoint EM Advance Rton. Complete by 30/11/20.
14. Strategic Focus, Vision & Governance	247	2.4 Infrastructure services are driven to deliver future economic growth	Airport revenue decreases over a sustained period resulting in the airport performance KPI's not being met, budgetary impacts, reduced availability of funds for capital programs.	Moderate 5	Consultant engaged to provide airline data analysis (26/2/18) Obtain, analyse and evaluate airline data to guide future negotiations and potential revenue (26/4/19)			10%	01/09/2020	Manager Airport	7/8/20: No change

RISK REGISTERS - QUARTERLY UPDATE AS AT 7 AUGUST 2020

Potential and Current Risk Exposure Profile as at 7 August 2020

Meeting Date: 8 September 2020

Attachment No: 3

POTENTIAL EXPOSURE RISK RATINGS as at 7 August 2020

(Management's rating considering the maximum plausible level of consequence for a risk, assuming controls fail or there are no controls in place)

	1 Insignificant	2 Minor	3 Moderate	4 Major	5 Catastrophic	Dept Totals
Corporate Risks	0	0	2	8	3	13
Advance Rton	0	2	3	4	0	9
Community Services	0	4	25	23	0	52
Corporate Services	0	3	11	38	2	54
Office of the CEO	0	3	4	2	0	9
Regional Services	0	1	12	17	2	32
	0	13	57	92	7	169

Risk Rating	Number of Risks This Period	Number of Risks Last Period	This Period's % of Total
Catastrophic	7	8	4.14%
Major	92	94	54.44%
Moderate	57	58	33.73%
Minor	13	13	7.69%
Insignificant	0	0	0.00%
Total number of risks	169	173	

CURRENT RISK RATINGS as at 7 August 2020

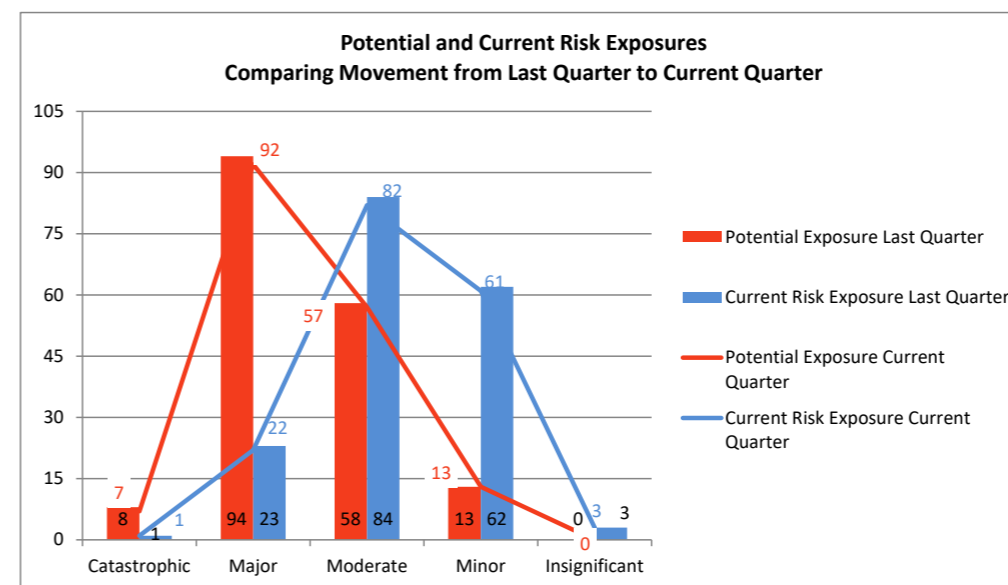
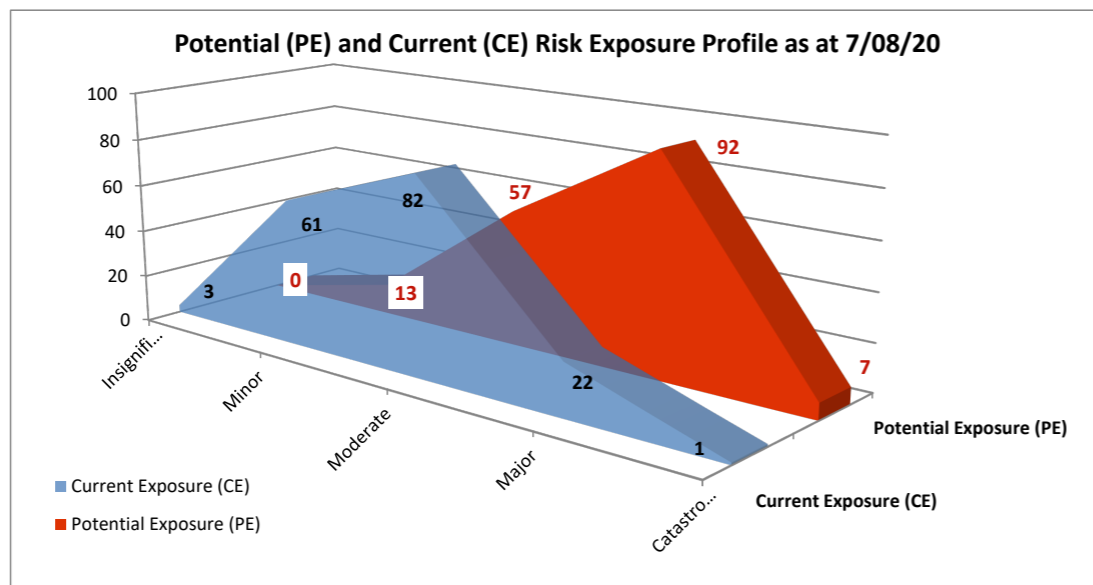
(Management's rating after considering any Existing Controls and the severity and likelihood of the consequence) *

	1 Insignificant	2 Minor	3 Moderate	4 Major	5 Catastrophic	Dept Totals
Corporate Risks	0	3	5	5	0	13
Advance Rton	0	4	4	1	0	9
Community Services	0	16	31	5	0	52
Corporate Services	1	28	24	1	0	54
Office of the CEO	0	3	6	0	0	9
Regional Services	2	7	12	10	1	32
	3	61	82	22	1	169

Risk Rating	Number of Risks This Period	Number of Risks Last Period	This Period's % of Total
Catastrophic	1	1	0.59%
Major	22	23	13.02%
Moderate	82	84	48.52%
Minor	61	62	36.09%
Insignificant	3	3	1.78%
Total number of risks	169	173	

* To get a Current Risk Rating the Risk Owner has also considered the effectiveness of the existing controls to mitigate against the consequence and likelihood of the risk event occurring.

Tip on interpreting this graph: The numbers in the Bars relate to last quarter's data and the numbers outside relate to the Lines which represent the current quarter's data. The gap between the two points shows the movement (if any).



10.3 CENTRAL QUEENSLAND REGIONAL ORGANISATION OF COUNCILS (CQROC)

File No: 11044
Attachments: 1. [Draft Constitution](#)↓
Authorising Officer: Evan Pardon - Chief Executive Officer
Author: Allysa Brennan - Coordinator Legal and Governance

SUMMARY

Rockhampton Regional Council (RRC) is intending to become a member of a new proposed CQRoC structure. The proposed new structure is in the form of a beneficial enterprise which will be operated by forming with RRC's neighbouring Councils a corporation limited by guarantee that is not listed on a stock exchange. This report seeks Council's approval of Council's participation in the proposed new structure.

OFFICER'S RECOMMENDATION

THAT Council resolves to:

- (a) Engage in a beneficial enterprise with Central Highlands Regional Council, Banana Shire Council, Gladstone Regional Council, Livingstone Shire Council and Woorabinda Aboriginal Shire Council by forming a corporation limited by guarantee that is not listed on a stock exchange (the Company);
- (b) Approve the Constitution **attached** to this report as the Constitution of the Company;
- (c) Approve "Central Queensland Regional Organisations of Councils Limited" as the name of the Company;
- (d) Authorises King & Company to lodge the application for registration as a corporation limited by guarantee under the *Corporations Act*, subject to provision and completion of all relevant application details from all member Councils;
- (e) Appoint Mayor Margaret Strelow as a director (the Primary Director) of the Company;
- (f) Appoint Council's Chief Executive Officer as alternate director of the Company to act in place of the Primary Director;
- (g) Appoint Mayor Margaret Strelow, Councillor Neil Fisher, Council's Chief Executive Officer and Council's Deputy Chief Executive Officer as the delegates to represent Rockhampton Regional Council (RRC) at general meetings of the Company with:
 - (1) Councillor Neil Fisher to only represent RRC at any general meeting where Mayor Margaret Strelow is unable to attend; and
 - (2) Council's Deputy Chief Executive Officer to only represent RRC at any general meeting where Council's Chief Executive Officer is unable to attend;
- (h) Delegate to the Chief Executive Officer the power to do all things necessary to give effect to RRC becoming a member of the Company.

BACKGROUND

The Central Queensland Regional Organisation of Councils has been in operation since 2013, following the demise of the Central Queensland Local Government Association. Its purpose is to pursue and advocate for matters which are of benefit to the central Queensland region and to encourage and facilitate co-operation across the councils. Over the past few years, there has been exploration of the most appropriate governance structure for the organisation.

As Council is aware, there have been a couple of significant events in recent times i.e. the outcome of the local government elections and COVID-19 that Council may want to consider in formalising collaboration with its neighbouring Councils.

After the investigation of numerous potential structures, the member Councils determined that a Corporation Limited by Guarantee is the most appropriate legal structure for delivering the outcomes sought. The proposed company will be a beneficial enterprise, defined by the *Local Government Act 2009*.

A draft Constitution for the proposed company is contained in **Attachment 1** of this report. A summary of the draft constitution has previously been provided to Councillors. The neighbouring Councils entitled to be initial members of the Company are:

- (a) Banana Shire Council;
- (b) Gladstone Regional Council;
- (c) Rockhampton Regional Council
- (d) Central Highlands Regional Council;
- (e) Livingstone Shire Council; and
- (f) Woorabinda Aboriginal Shire Council.

In order to incorporate and join the company limited by guarantee, Council must agree to the name of the Company, empower King & Company to complete the registration requirements for the Company and appoint directors and delegates to the Company. A total of up to 3 delegates can be appointed, with only 2 delegates being allowed to represent Council at any one general meeting.

PREVIOUS DECISIONS

Council previously resolved the following on 19 February 2019:

1. *THAT Council confirms that it will retain its membership of the Central Queensland Regional Organisation of Councils under the current memorandum of understanding;*
2. *THAT Council supports membership of an Incorporated CQRoC on the proviso that a unanimous decision will be necessary to decide those matters where any two member Local Governments are competing for jobs, grants, development or on matters that are about economic development; and*
3. *THAT any decision which is about the assets of any individual member Council will require the support of that member Council.*

On 14 July 2020, the draft constitution of the Company was presented to Council and Council resolved to request the CQRoC Councils to allow RRC to become a Member of Central Queensland Regional Organisation of Councils Limited. This request was considered and accepted by CQRoC on 13 August 2020.

BUDGET IMPLICATIONS

The estimated budget to be a member of CQRoC is \$50,000.

LEGISLATIVE CONTEXT

It is proposed that a company limited by guarantee be established under the *Corporations Act 2001 (Cth)*. If established, the company will be governed by the terms of its constitution and the Corporations Legislation.

It is intended that the proposed company be a beneficial enterprise, defined by the *Local Government Act 2009* as “an enterprise that a local government considers is directed to benefiting, and can reasonably be expected to benefit, the whole or part of its local government area”.

Under *Local Government Act* section 40, a Council may conduct a beneficial enterprise by participating with an association. Under section 40, “participates” includes forming an association, and an “association” includes “a corporation limited by guarantee but not listed on a stock exchange”.

LEGAL IMPLICATIONS

If established, the new company will be governed by the terms of its constitution and relevant Corporations Legislation.

STAFFING IMPLICATIONS

There are minimal staffing impacts.

CORPORATE/OPERATIONAL PLAN

5.1 Productive partnerships with all levels of government and relevant stakeholders.

CONCLUSION

In conclusion it is recommended that Council approve the items contained in this report to allow Rockhampton Regional Council to be a member of the new structure, if established.

**CENTRAL QUEENSLAND REGIONAL
ORGANISATION OF COUNCILS
(CQROC)**

Draft Constitution

Meeting Date: 8 September 2020

Attachment No: 1

Company Constitution
Central Queensland Regional Organisation of Councils Limited
[A Company Limited by Guarantee]

PART 1 INTERPRETATION

1.1 General

This Constitution is to be interpreted by reference to the definitions and subsequent provisions of this Part 1 unless:

- (1) a given context otherwise requires; or
- (2) a contrary intention appears.

1.2 Definitions

Each of the following expressions in bold to the left bears the meaning shown opposite:

act	Includes:
	(1) an omission; and
	(2) a refusal to act.
Act	(1) An Act passed by the Commonwealth Parliament or the Queensland Parliament.
	(2) Subordinate legislation made under the Act.
	(3) A direction or requirement made by a competent entity under the Act, subordinate legislation, instrument, or law.
	(4) A licence, authorization, consent, approval, or exemption granted under the Act, subordinate legislation, instrument, or law.
	(5) A planning instrument.
	(6) A local law and a subordinate local law.
Address for Notices	(1) For the Company:
	(a) its registered office;
	(b) if it is no longer at its registered office, its principal place of business in Queensland as noted upon Australian Securities and Investments Commission records for the time being;
	(c) its principal facsimile number at its registered office; and
	(d) its principal electronic mail address at its registered office.
	(2) For a Director, including an Alternate Director:
	(a) his/her residential or business address last notified to the Company;
	(b) if the Secretary knows he/she is no longer at that address, and is aware of a later address, that later address;
	(c) his/her principal facsimile number at the residential or business the subject of whichever is relevant of <i>paragraphs (2)(a) and (2)(b)</i> of this

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 2

	definition; and
	(d) his/her principal electronic mail address at the residential or business the subject of whichever is relevant of <i>paragraphs (2)(a) and (2)(b)</i> of this definition.
	(3) For a Member:
	(a) its address shown in the register of Members, or such other address as the Member has supplied to the Company as its address for notices;
	(b) its facsimile number shown in the register of Members, or such other facsimile number as the Member has supplied to the Company as its facsimile number for notices; and
	(c) its electronic mail address shown in the register of Members, or such other electronic mail address as the Member has supplied to the Company as its electronic mail address for notices.
	(4) If a relevant entity is not at any of the addresses or numbers specified for it in the foregoing paragraphs: its last principal place of business or facsimile number in Queensland known to the entity giving the notice.
<hr/> Alternate Director <hr/>	A person appointed under <i>Rule 7.17</i> as an alternate Director.
<hr/> Auditor <hr/>	The Company's auditor.
<hr/> Board <hr/>	The collective of Directors.
<hr/> Business <hr/>	The activity or collection of activities that the Company undertakes in the pursuit of the objects detailed in Part 3.
<hr/> Business Day <hr/>	(1) For giving notice under this Constitution: a day other than a Saturday, Sunday, or public holiday in the locality to which the notice is to be sent. (2) For making a payment under the Constitution: a day, other than a Saturday, Sunday, or public holiday, upon which banks (as that expression is defined in the <i>Banking Act 1959 (Cwlth)</i>) are open for business in the locality of the recipient's Address for Notices. (3) For conducting a meeting pursuant to the Constitution: a day other than a Saturday, Sunday, or public holiday in the locality of the venue at which a meeting or adjourned meeting is to be held.
<hr/> Chair <hr/>	The chair of the Board. ¹
<hr/> Company <hr/>	Central Queensland Regional Organisation of Councils Limited.

¹ Refer to Rule 7.3.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 3

Confidential Information	(1) Information regarding: (a) the Business; and (b) the assets or affairs of the Company and any Related Corporation. (2) Information that the Board lawfully declares by resolution to be confidential. (3) Information that the Company is contractually bound to keep confidential.
Constitution	This instrument, adopted by the Company as its constitution upon its (the Company's) registration.
Corporations Act	<i>Corporations Act 2001 (Cwlth)</i> .
Delegate	An individual appointed as the delegate of the Member under <i>Rule 6.11</i> .
Deputy Chair	The deputy chair of the Board. ²
Director	A director of the Company.
Eligible Person	For accessing Company records, refer to <i>Rule 12.2</i> .
include	Comprise or encompass, without being limited to what is stated to be included. ³
Income Tax Acts	(1) <i>Income Tax Assessment Act 1936 (Cwlth)</i> . (2) <i>Income Tax Assessment Act 1997 (Cwlth)</i> .
Local Government	A local government as defined in the <i>Local Government Act 2009</i> .
Managing Director	The managing Director appointed under <i>Rule 8.1</i> .
Member	A member of the Company, including, in the context of a general meeting, that person's proxy, nominee (if the person is a corporation) or other lawful representative.
Primary Director	A Director for whom an Alternate Director is appointed.
Region	A region comprising the local government areas administered by the Members under the <i>Local Government Act 2009</i> .
Related Corporation	A "related body corporate" as defined in the <i>Corporations Act</i> , including a corporation that ceases to be a related body corporate through amendment, consolidation or replacement of the <i>Corporations Act</i> .
Remote Meeting	Refer to <i>Rule 7.10</i> .

² Refer to *Rule 7.4*.

³ Example: In the definition of "Act", subordinate legislation is stated to include a local law. However, the expression is not limited to a local law. It also encompasses a Regulation, a Standard Law and any other type of subordinate legislation.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 4

Rule	A numbered clause, sub-clause, or paragraph of this Constitution.
Secretary	A secretary of the Company.
Superannuation Guarantee Scheme	The scheme governed by the: (1) <i>Superannuation Guarantee (Administration) Act 1992 (Cwlth)</i> ; and (2) <i>Superannuation Guarantee Charge Act 1992 (Cwlth)</i> , requiring employers to provide a prescribed minimum level of superannuation support for employees.
Third Corporation	Refer to <i>Rule 7.21(1)</i> .

1.3 Cognate Expressions

Derivatives of a defined expression bear meanings corresponding to and consistent with the definition.

1.4 Non-defined Expressions

- (1) A term used, but not relevantly defined, in the Constitution carries the meaning that the Oxford Dictionary of English ascribes to the term.
- (2) However, an expression that is not defined in the Constitution but is defined in the *Corporations Act* bears in the Constitution the meaning the *Corporations Act* ascribes to it.

1.5 Particular References

Where a provision that is prefaced or introduced by the expression, "in particular" or "particularly", refers to or qualifies another provision of more general application, the former provision does not limit the ambit of the latter provision.

Example: The particular acts of waiver to which Rule 6.11(11) refers do not limit the Directors' general power to waive in Rule 6.11(12).

1.6 Examples

- (1) Irrespective of whether it appears within the body of the provision or as a discrete statement that follows the provision, an example of a provision's operation or effect is part of the provision and is not to be disregarded when interpreting the Constitution.
- (2) The example is not exhaustive.
- (3) The example does not limit the meaning of the provision but it may extend that meaning.
- (4) The example and the provision are to be read:
 - (a) in the context of one another; and
 - (b) in the context of the other provisions of the Constitution.
- (5) If, so read, the example and the provision are inconsistent, the provision prevails.

1.7 Block References

- (1) Reference to the period between two specified dates, times or periods includes each of those two dates, times or periods.
- (2) Reference to the numbers, provisions, or items, in this or another document, between two specified numbers, numbered provisions, or numbered items, includes each of those two numbers, numbered provisions or items.

1.8 Durations

- (1) A period stated as beginning upon a specified day begins at the beginning of that day.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 5

- (2) A period stated as ending upon a specified day ends at the end that day.

1.9 Miscellaneous References

- (1) Reference to the singular includes the plural, and vice-versa.
- (2) Reference to a gender includes each other gender.
- (3) Reference to a person encompasses a natural person, a corporation, any other type of legal entity (including a body politic), a firm, and a voluntary association.
- (4) Reference to an entity that has ceased to exist, or has reconstituted, amalgamated, reconstructed, or merged, is to be treated as a reference to the person:
 - (a) established or constituted in its stead; or
 - (b) as nearly as may be, succeeding to its power or function.
- (5) Reference to an office or a position includes an office or a position:
 - (a) established or constituted in lieu of that office or position; or
 - (b) as nearly as may be, succeeding to its power or function.
- (6) Reference to an Act includes an Act that amends, consolidates, or replaces an Act.
- (7) Reference to a section or other provision of an Act includes a section or provision that amends, consolidates, or replaces the section or provision.
- (8) An Act not identified (by definition or otherwise) as an Act of the Commonwealth Parliament is an Act of the Queensland Parliament.
- (9) Reference to an agreement or other instrument is to that agreement or instrument as amended, supplemented, replaced, or novated.
- (10) Reference to money is a reference to Australian dollars and cents.
- (11) Reference to a time of day is a reference to Australian Eastern Standard Time.
- (12) Reference to writing is a reference to reproduction of words, figures, symbols, and shapes in visible form, in English.

1.10 References to Office or Position

Reference to the occupant of a particular office or position includes any person occupying or performing the duties of that office or position for the time being.

1.11 Exercise of Powers

- (1) Where this Constitution provides that a person "may" do something, that thing may be done at the person's discretion.
- (2) Where this Constitution confers a power to do something, included in that power is the power, exercisable in the like manner and subject to the like conditions (if any), to repeal, rescind, revoke, amend or vary what is done.
- (3) Where this Constitution confers a power to do something specific concerning specific matters, included in that power is the power to do that thing concerning:
 - (a) some only of those matters; or
 - (b) a particular class or particular classes of those matters,and to make differing provision with respect to individual matters or classes of matter.
- (4) Where this Constitution confers a power to make appointments to an office or position, included in that power is a power:
 - (a) to appoint a person to act in the office or position pending an appointment to the office or position;
 - (b) subject to any contract between the Company and the relevant person, to remove or suspend the appointee, with or without cause; and

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 6

- (c) to appoint a temporary replacement for a person removed or suspended, or for a sick or absent appointee.
- (5) Where this Constitution confers a power or imposes a duty:
 - (a) the power may be exercised; and
 - (b) the duty must be discharged, from time to time as the occasion requires.
- (6) Where this Constitution confers a power or imposes a duty on the holder of an office:
 - (a) the power may be exercised; and
 - (b) the duty must be performed, by the holder of the office.
- (7) Where this Constitution empowers a person or body to delegate a function or power:
 - (a) the delegation may be made upon terms permitting the delegate to perform the function or exercise the power in addition to, or to the exclusion of, the person or body making the delegation;
 - (b) the delegation may be made subject to limitations;
 - (c) the delegation need not be to a specified person but may be to the occupant or holder for the time being of a specified office or position;
 - (d) the delegation may include the power to sub-delegate;
 - (e) if performance or exercise of the delegable function or power is a matter for the formation of an opinion or the exercise of discretion by the person or body holding the power of delegation, that function or power may be performed or exercised by the delegate similarly by the formation of an opinion or the exercise of discretion; and
 - (f) the function or power delegated, as performed or exercised by the delegate, will be deemed performed or exercised by the person or body that made the delegation.

1.12 Headings and Notes

The table of contents, the headings, and any footnotes and endnotes:

- (1) exist for convenience only; and
- (2) are to be disregarded when interpreting the Constitution.

1.13 Severance

A provision is to be treated as omitted from the Constitution if:

- (1) the provision is void, unenforceable, or incomprehensible; or
- (2) retaining the provision would render the Constitution or part of the Constitution void, unenforceable, or incomprehensible.

PART 2 INTRODUCTION

2.1 Company Name

The name of the Company is *Central Queensland Regional Organisation of Councils Limited*.

2.2 Company Type

- (1) The Company is a company limited by guarantee.
- (2) Accordingly, it cannot issue shares in its capital.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 7

2.3 Corporations Act Rules

To the extent that it is inconsistent with this Constitution, a rule that applies under the *Corporations Act* as a replaceable rule⁴ for a public company does not apply to the Company.

PART 3 OBJECTS OF INCORPORATION

3.1 Principal Objects

The Company is incorporated to facilitate its Members to work collaboratively to enhance the economic growth, social capacity and environmental sustainability of the Region, principally by:

- (1) supporting and advancing the interests of Members and their constituencies in a Regional context;
- (2) formulating policies and strategies from which all Members may act collaboratively in determining complementary plans for the co-ordination of Regional growth and management of change;
- (3) fostering co-operation among Members on issues of mutual concern or to further joint interests;
- (4) acting as an advocate to Federal and State Governments or other bodies on issues of concern to Members;
- (5) progressing the collective interests of the Members in the Region and influencing senior decision makers within government, agencies and other bodies;
- (6) increasing investment by Federal and State Governments in infrastructure and services benefitting the Region;
- (7) fostering communication, information and resource sharing among Members;
- (8) building effective partnerships with State and Federal agencies that make decisions that affect the Region;
- (9) facilitating co-operation with community, business and academic organisations for the benefit of the Region; and
- (10) facilitating Members to work together to proactively promote sustainable growth so as to retain the region's natural assets and cultural diversity.

PART 4 MEMBERSHIP OF COMPANY

4.1 Classes of Membership

The Company's membership will consist of ordinary Members.

4.2 Members

- (1) On incorporation, the Members comprise the following Local Governments:
 - (a) Banana Shire Council;
 - (b) Gladstone Regional Council;
 - (c) Rockhampton Regional Council; ##To be confirmed##
 - (d) Central Highlands Regional Council;
 - (e) Livingstone Shire Council; and
 - (f) Woorabinda Aboriginal Shire Council.
- (2) Another Local Government may apply for Membership if it supports the objects of the Company.

4.3 Application for Membership

- (1) An application for membership must be:
 - (a) submitted in writing to the Secretary;

⁴ Refer to *Corporations Act* sections 134 to 141 and 198E.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 8

- (b) in the form determined by the Board;
 - (c) signed by the applicant; and
 - (d) accompanied by the applicable membership fee.
- (2) The Members must consider an application for membership at the Company's next general meeting following receipt of:
- (a) the application; and
 - (b) the applicable membership fee,
- (3) At that meeting, the Members must determine whether to accept or reject the application.
- (4) If the Members unanimously vote to accept the applicant as a Member, the applicant is accepted as an ordinary Member of the Company.
- (5) As soon as is practical after the Board accepts or rejects the application for membership, the Secretary must notify the applicant, in writing, of the Board's decision.

4.4 Membership Fees

The membership fee for Members will be:

- (1) determined by the Members at an annual general meeting of the Company; and
- (2) payable at the times and in the manner determined by the Board.

4.5 Special Levies

- (1) The Board may make a special levy or levies on Members from time to time to establish a fund or funds to defray any expenditure (incurred or to be incurred) in carrying out a matter to further the objects of the Company.
- (2) The Board may, in respect of any particular matter, fix different amounts of the special levy for different Members and generally determine the special levy payable by each Member on such basis or bases as it thinks fit.
- (3) A special levy made under this Rule is binding on all Members.
- (4) The Secretary must give written notice to each member specifying:
 - (a) the amount of the special levy payable by it; and
 - (b) the purpose for which such special levy is made.
- (5) A special levy is payable by a Member within 30 days after notice of the amount of the special levy is given to it.

4.6 Membership Entitlements

Each Member is:

- (1) responsible for payment of any subscriptions, fees and other levies imposed by the Board or by the Company in general meeting upon Members;
- (2) entitled to nominate up to three Delegates to attend, participate in the transaction of business, and cast a single vote on its behalf, at any general meeting of the Company;
- (3) eligible to participate in all activities promoted by the Company; and
- (4) entitled to nominate a person for membership of a committee or sub-committee of the Company.

4.7 Termination of Membership

- (1) A Member who has paid all membership fees may resign its membership of the Company by giving at least three months written notice to the Secretary.
- (2) The resignation takes effect:
 - (a) when the Secretary receives the written notice; or

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 9

-
- (b) if the notice stipulates a later day than the day the Secretary receives the notice, that later day.
 - (3) The Board may terminate a membership of the Company if the Member:
 - (a) fails to comply with any of the Rules;
 - (b) is over two months in arrears of membership fees or other levies imposed upon it under the Rules; or
 - (c) conducts itself in a manner that brings the Company into disrepute or otherwise prejudicially affects the Company's interests.
 - (4) However, the Board must not terminate a membership without affording the Member a full and fair opportunity to demonstrate that its membership should not be terminated.
 - (5) If, after proper consideration of the Member's representations, the Board elects to proceed with termination of the membership, the Secretary must notify the Member of the decision promptly in writing.
 - (6) The termination will be effective upon the earlier of:
 - (a) the time the Member receives the Secretary's written notification under *Rule 4.7(5)*; and
 - (b) the end of the 2nd Business Day after the day the Secretary's written notification is posted to the Member.
 - (7) If a Member resigns its membership of the Company, or its membership is terminated under *Rule 4.7*, the Member:
 - (a) will not be eligible for any pro rata refund of membership fees paid to the Company; and
 - (b) will remain liable to pay any membership fees or other levies that are due from it to the Company at the time of the resignation or termination.

PART 5 AUDIT

5.1 Appointment of Auditor

- (1) The Company must appoint an Auditor within the period limited by the *Corporations Act*.⁵
- (2) The appointee must be a registered company auditor.⁶

5.2 Audit

The Auditor must audit the Company accounts annually.

5.3 Excluded Candidates

- (1) The appointed Auditor must be, and must be seen to be, wholly independent of the Company.
- (2) Accordingly, no Director, Member, or Company employee, and no former Director, Member, or Company employee, may be appointed as Auditor.
- (3) Further, no person who serves the Company as an independent contractor, and no person who has served the Company as an independent contractor, may be appointed as Auditor unless the services he or she supplies or has supplied are external audit services and nothing else.

PART 6 MEMBERS MEETINGS

6.1 Convening a General Meeting

- (1) The Directors may call and arrange to hold a general meeting at least four times per year when they consider it appropriate.

⁵ Refer to section 327A of the *Corporations Act*. The Directors must make the appointment within one month of registration unless the Company in general meeting has already made the appointment.

⁶ Refer to *Corporations Act Part 9.2 (section 1276 et seq)*.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 10

- (2) However, the Directors must call and arrange to hold the meeting only in accordance with this Rule 6.1 or in accordance with sections 249D⁷, 249E⁸, 249F⁹ and 249G¹⁰ of the *Corporations Act*.
- (3) The Directors may cancel, postpone or change the venue of a general meeting unless the meeting is called and arranged to be held by the Members or the court under section 249F or section 249G of the *Corporations Act*.
- (4) If they call and arrange to hold a general meeting under section 249D of the *Corporations Act*, the Directors may not:
 - (a) postpone it beyond the date by which section 249D requires it to be held; or
 - (b) cancel it without the consent of the requisitioning Member/s.

6.2 Notice of General Meeting

- (1) Subject to this Constitution, notice of a general meeting must be given:
 - (a) within the time limits specified in the *Corporations Act*, and
 - (b) in the manner authorized by Rule 14.1,
 to each person who is at the date of the notice:
 - (c) a Member;
 - (d) a Director; or
 - (e) an Auditor.
- (2) A notice of a general meeting must:
 - (a) specify the date, time and place of the meeting;
 - (b) state the general nature of the business to be transacted at the meeting; and
 - (c) be accompanied by a proxy form for use by the recipient if desired.¹¹
- (3) A person may waive the entitlement to receive notice of a general meeting by giving written notice to the Company.
- (4) Where a person does not receive notice of a general meeting, or the proxy form, to which the person is entitled under Rules 6.2(1) and 6.2(2), everything done at the meeting, including all resolutions passed, will be valid if:
 - (a) the non-receipt is the result of an accident or error (including an accident or error that resulted in the notice of meeting or proxy form not having been sent to the Member); and
 - (b) the person waives under Rule 6.2(3), before or after the meeting, the entitlement to receive notice of that meeting.
- (5) If:
 - (a) a person does not receive notice of a general meeting, or the proxy form, to which the person is entitled under Rules 6.2(1) and 6.2(2); and
 - (b) before or after a general meeting, that person gives the Secretary written notice that the person agrees to a specified action being or having been taken at the meeting (including a resolution being or having been passed),
 the fact that the person does not receive notice of the meeting or proxy form does not invalidate the relevant action.

⁷ Directors must call and arrange to hold a meeting upon the request of a certain number of members.

⁸ Members who have made a request under section 249D, with which the Directors have failed to comply, may call and arrange to hold the meeting.

⁹ Members with a specified minimum quantity of combined votes may call and arrange to hold a meeting.

¹⁰ A court may order that a meeting be called.

¹¹ Refer to Rule 6.11(8) concerning the form of a proxy instrument.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 11

- (6) Attendance at a general meeting waives any objection a person may make to:
- (a) notice of the meeting being defective, or not having been given; and
 - (b) the consideration of an issue the details of which were not specified in the notice of meeting as an item of business for the meeting,
- unless the person:
- (c) objects, at the beginning of the meeting, to the meeting being held; or
 - (d) objects, when it is presented at the meeting, to the issue being considered.

6.3 Member Presence at General Meeting

A Member is deemed present at a general meeting if present by proxy, attorney or Delegate.

6.4 Admission to a General Meeting

- (1) The chair of a general meeting may:
- (a) refuse a non-entitled person admission to the meeting; or
 - (b) require a non-entitled person to leave the meeting.
- (2) A non-entitled person is one who:
- (a) attends with a camera or audio-recording device;
 - (b) attends with a placard or banner;
 - (c) attends with an item that the chair considers dangerous, offensive, or potentially disruptive;
 - (d) refuses to produce, or to permit examination of, any article in the person's possession;
 - (e) behaves or threatens to behave dangerously, offensively, or disruptively;
 - (f) is not an Auditor, a Director or a Member, or the proxy, attorney, Delegate or councillor of a Member.
- (3) A councillor of a Member who is not a proxy, attorney or Delegate of the Member may attend a general meeting as an observer only and may not participate in discussion or debate at the meeting unless invited to speak by the chair.
- (4) A person may attend a general meeting by invitation of the Board; however, the Board may revoke the invitation at any time.
- (5) If the invitation is revoked, the chair of the general meeting may exercise against the person his or her entitlements under *Rule 6.4(1)*.

6.5 Quorum at a General Meeting

A quorum for a general meeting is four Members who are entitled to vote¹² at general meetings.

6.6 Chair of a General Meeting

- (1) The Chair of the Board must preside as the chair of a general meeting if:
- (a) he or she is present within 15 minutes after the time appointed for the meeting; and
 - (b) he or she is willing to act.
- (2) *Rule 6.6(3)* applies at a general meeting if:
- (a) there is no Chair; or
 - (b) the Chair is not present within 15 minutes after the time appointed for the meeting; or
 - (c) the Chair is present within the 15-minute grace period but is not willing to act as chair of the meeting,

¹² Refer to *Rule 6.10(2)* regarding when a Member is not entitled to vote.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 12

- (3) The Members present and entitled to vote must elect as chair of the meeting another Director who is present and willing to act.
- (4) If no other Director is present and willing to act, those Members must elect as the chair of the meeting an attorney or Delegate of a Member.

6.7 Conduct of a General Meeting

- (1) Unless a quorum of Members is present when a general meeting proceeds to business, no business may be transacted at the meeting other than:
 - (a) appointment of the chair under *Rule 6.6(3)*; and
 - (b) adjournment of the meeting.
- (2) If a quorum is not present within 30 minutes after the appointed starting time, the general meeting is adjourned to the same time and place on the next Business Day.
- (3) If a quorum is not present within 30 minutes after the appointed starting time of the adjourned meeting, the meeting may proceed with those Members who were present at the initial meeting; otherwise, the meeting is dissolved.
- (4) If an issue arises at a general meeting, relating to the order of business, procedure, or conduct of the meeting:
 - (a) the chair must resolve the issue; and
 - (b) the chair's decision is final.
- (5) The chair may, and if directed by the meeting must, adjourn the meeting from time to time and from place to place.
- (6) No business may be transacted at an adjourned meeting except the business left unfinished at the meeting from which the adjournment occurred.
- (7) Where a meeting is adjourned for 30 days or longer, notice of the adjourned meeting must be given as if the adjourned meeting were the original meeting.
- (8) Otherwise, it is not necessary to give a notice of adjournment or of the business to be transacted at an adjourned meeting.

6.8 Decisions of a General Meeting

- (1) Subject to this Constitution and the *Corporations Act*:
 - (a) each issue at a general meeting will be decided by a majority of votes cast by the Members present at the meeting and entitled to vote; and
 - (b) each such decision is a decision of the Members.
- (2) The following actions may be taken at a general meeting only where the written approval of all Members is already held (by the Secretary or the Chair):
 - (a) undertaking projects in pursuit of the objects of the Company;
 - (b) determining funding arrangements for the Business (other than Membership fees under *Rule 4.4(1)* or special levies under *Rule 4.5*);
 - (c) materially altering the objects of the Company;
 - (d) materially altering the Business;
 - (e) acquiring a material business; and
 - (f) entering a new business.
- (3) Where a proposed decision will have an impact on an asset owned by a Member, the decision may be passed only where the written approval of the owning Member, in the form of a resolution passed by the Member, is already held (by the Secretary or the Chair).
- (4) If there is an equality of votes upon a motion at a general meeting:
 - (a) the chair does not have a second (casting) vote; and

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 13

- (b) the motion is lost.
- (5) A resolution put to the vote of a general meeting must be decided upon a show of hands unless:
 - (a) before the vote is taken; or
 - (b) before or immediately after the result of the show of hands is declared, a poll is demanded by the chair or by a Member present and entitled to vote on the motion.
- (6) The demand for a poll does not prevent the meeting continuing to transact business other than the issue the subject of the demand.
- (7) The demand for a poll may be withdrawn.
- (8) If no poll is properly demanded, or if the demand for a poll is withdrawn:
 - (a) the chair's declaration that a motion has been carried on a show of hands, carried unanimously, carried by a particular majority, or lost; and
 - (b) an entry to that effect in the book containing the minutes of Company proceedings, will be conclusive evidence of what it records, and the number or proportion of votes recorded in favour of or against the motion need not be proved.
- (9) A properly demanded poll must be taken immediately if it concerns:
 - (a) the election of a chair; or
 - (b) a question of adjournment.
- (10) Otherwise, however:
 - (a) the poll may be conducted immediately or after an interval or adjournment;
 - (b) the poll may be conducted in whatever manner the chair directs; and
 - (c) the result of the poll will be the resolution of the general meeting.

6.9 Decisions without a General Meeting

- (1) The Company may pass a resolution (other than a resolution to remove an Auditor) without a general meeting if:
 - (a) each of the Members entitled to vote upon the motion signs an affirmation document; and
 - (b) passage of the resolution otherwise accords with the requirements of the *Corporations Act*.
- (2) For this *Rule 6.9*, an affirmation document is a document that contains:
 - (a) the text of the resolution; and
 - (b) a statement that the Member is in favour of the resolution as specified in that text.

6.10 Voting at a General Meeting

- (1) Subject to this Constitution, at a general meeting of the Company, every Member present (in person or by representation) is entitled to one vote.
- (2) A Member is not entitled to vote at a general meeting if the Member is in arrears of membership fees or other money owing to the Company.
- (3) An objection to a Member's entitlement to vote:
 - (a) must be raised before or at the meeting at which the vote the subject of the objection to is cast; and
 - (b) will be determined by the chair of the meeting, whose decision will be final in the absence of manifest error or patent bias.
- (4) A vote not disallowed by the chair under *Rule 6.10(3)* is valid for all purposes.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 14

6.11 Representation at a General Meeting

- (1) Each Member is entitled to be represented at general meetings by two Delegates appointed by it comprising:
 - (a) the appointing Member's chief executive officer; and
 - (b) a councillor of the appointing Member.
- (2) Subject to this Constitution and the *Corporations Act*, each Member entitled to attend and vote at a general meeting may:
 - (a) vote by a Delegate;
 - (b) vote by an attorney or attorneys; or
 - (c) appoint a person as the Member's proxy, to attend and vote on the Member's behalf at the meeting.¹³
- (3) A proxy, attorney or Delegate may be a person other than a Member.
- (4) A proxy, attorney or Delegate may be appointed:
 - (a) for all general meetings;
 - (b) for any number of general meetings; or
 - (c) for a particular general meeting.
- (5) Unless otherwise specified in the instrument of appointment, or in the *Corporations Act*, an appointment as proxy, attorney or Delegate gives the appointee the authority to act generally at the meeting, and, in particular:
 - (a) to agree to a meeting being convened upon shorter notice than that required by the *Corporations Act* or this Constitution;
 - (b) to speak to any proposed resolution upon which the appointee may vote;
 - (c) to demand or join in demanding a poll on any resolution upon which the appointee may vote;
 - (d) to vote upon any amendment moved to a proposed resolution, and on any motion that the proposed resolution not be put, or any similar motion;
 - (e) to vote upon any procedural motion, including any motion to elect the chair, vacate the chair, or adjourn the meeting;
 - (f) to attend and vote at a re-scheduled or adjourned meeting, or a meeting moved to a new venue.
- (6) The instrument of appointment may specify the manner in which the appointee must vote upon a particular motion, in which case the appointee is not entitled to vote upon the motion otherwise than as directed in the instrument.
- (7) The appointment of Delegates by a Member must specify which one of those Delegates is authorised to exercise the Member's voting entitlement at a general meeting.
- (8) An instrument appointing a proxy, attorney or Delegate need not be in any particular form, however, the instrument:
 - (a) must be in writing;
 - (b) must be valid at law; and
 - (c) must be signed by the appointer or the appointer's attorney.
- (9) A Delegate, proxy or attorney may not vote at a general meeting or on a poll unless the instrument of his or her appointment and the authority under which the instrument is signed (or a certified copy of the instrument and/or the authority):

¹³ This Rule is mandatory under sub-section 249X(1) of the *Corporations Act*.

*Company Constitution**Central Queensland Regional Organisation of Councils Limited*

Page 15

-
- (a) have been received at the place specified for receipt of delegation-related instruments in the notice calling the meeting, or, if the notice specified no place, the Company's registered office;
 - (b) have been received at that place before the time the meeting or adjourned meeting is to be held or the poll is to be taken (as the case may be);
 - (c) have been tabled at the meeting or adjourned meeting at which the he or she proposes to vote; or
 - (d) are produced when the poll is taken.
- (10) The Directors may waive all or any of the requirements of *Rules 6.11(7) and 6.11(9)*.
- (11) In particular, the Directors may accept, upon the production of whatever other evidence they require for establishing the validity of the proxy's, attorney's or Delegate's appointment:
- (a) an oral appointment;
 - (b) an instrument of appointment that is not signed by the appointer or the appointer's attorney (for example, an instrument signed for the appointer "per" another person); and
 - (c) a copy (including a copy sent by facsimile transmission or email) of the instrument of appointment, or of the power of attorney or other authority under which that instrument is signed.
- (12) A vote cast in accordance with the instrument of appointment is valid despite:
- (a) revocation of the appointment; or
 - (b) revocation, before the instrument was executed, of the authority under which the instrument was executed,
- unless notice of the revocation was:
- (c) received at the place specified for receipt of delegation-related instruments in the notice calling the meeting, or, if the notice specified no place, the Company's registered office;
 - (d) received at that place before the time the meeting or adjourned meeting is to be held or the poll is to be taken (as the case may be);
 - (e) tabled at the meeting or adjourned meeting at which the he or she proposes to vote; or
 - (f) produced when the poll is taken.
- (13) The appointment of a proxy, attorney or Delegate is not revoked by the appointer attending and participating in the general meeting.
- (14) However, if the appointer votes on a motion, the proxy, attorney or Delegate is not entitled to vote upon the motion, and must not vote upon it as the appointer's proxy, attorney or Delegate.

PART 7 DIRECTORS**7.1 Appointment and Removal of Directors**

- (1) The Company will have no fewer than three Directors and no more than twelve Directors.
- (2) Each Member may appoint one Director.
- (3) The Board may also appoint one Director who is not a councillor, chief executive officer or other employee of a Member.
- (4) A Member or the Board, as applicable, may:
 - (a) remove from office a Director it has appointed;
 - (b) appoint a person to replace a Director it has removed from office.
- (5) For clarity, if a Director appointed by a Member or the Board vacates or is removed from office as a Director, the Member or Board, as applicable, must appoint a person to replace that Director.
- (6) The provisions of Rule 7.2(1) do not apply to a Director appointed by the Board under Rule 7.1(3)

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 16

7.2 Directors – General Qualification

- (1) Subject to Rule 7.1(6), a person is qualified to become and remain a Director only if that person is and remains a councillor or the Chief Executive Officer of a Member.
- (2) A person holding office as a Director vacates that office immediately upon:
 - (a) his or her death;
 - (b) his or her resignation;
 - (c) him or her ceasing to be a councillor or Chief Executive Officer of a Member;
 - (d) the Member who appointed the Director ceasing to be a member of the Company; or
 - (e) the conclusion of the third consecutive Directors meeting that the Director has failed to attend, without the Board's leave.

7.3 Chair of the Board

- (1) The Members:
 - (a) must elect a Director as Chair of the Board at each annual general meeting of the Company; and
 - (b) may terminate an appointment as Chair.
- (2) The Chair will hold that position until the next annual general meeting of the Company.
- (3) The Chair may resign as chair via notice to the other Directors.
- (4) The Members must appoint a new Chair in accordance with *Rule 7.3(1)* if the Chair:
 - (a) dies;
 - (b) resigns as Chair;
 - (c) ceases to be a Director; or
 - (d) is unable to continue discharging his or her responsibilities as Chair.¹⁴

7.4 Deputy Chair of the Board

- (1) The Members:
 - (a) may elect a Director as Deputy Chair of the Board; and
 - (b) may terminate an appointment as Deputy Chair.
- (2) The Deputy Chair will hold that position until the next annual general meeting of the Company.
- (3) The Deputy Chair must chair a Board meeting if the Chair:
 - (a) is absent from the meeting; or
 - (b) is unwilling to chair the meeting,
- (4) The Deputy Chair will possess for that meeting, in addition to his or her existing entitlements as a Director, all of the Chair's entitlements.
- (5) If the Deputy Chair is required to chair a Board meeting, but:
 - (a) is absent from the meeting; or
 - (b) is unwilling to chair the meeting,the meeting will be adjourned to a time and place agreed by the Directors present at the meeting.
- (6) The Deputy Chair may resign as deputy chair via notice to the other Directors.
- (7) The Directors must appoint a new Deputy Chair in accordance with *Rule 7.4(1)* if the Deputy Chair:
 - (a) dies;

¹⁴ Examples: Death, loss of capacity, removal as a Director.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 17

- (b) resigns as Deputy Chair;
- (c) ceases to be a Director; or
- (d) is unable to continue discharging his or her responsibilities as Deputy Chair.¹⁵

7.5 Notification of Appointment and Removal

- (1) An appointee as Director must give the Company prompt notice of the appointment.
- (2) The Directors must give the Company prompt notice of a resignation or removal from office as a Director.
- (3) The notice will be properly given if given to the Secretary.

7.6 Membership Qualification (Unnecessary)

A Director may attend and speak at a general meeting of the Company despite not being a Member or a Delegate.

7.7 Additional Positions

- (1) A Director may hold another office or position in the Company, other than Auditor, in conjunction with his or her directorship.
- (2) The Director will not be entitled to remuneration for his or her services in that office or position.
- (3) Otherwise, however, the Director may be appointed to that office or position upon such terms as the Directors consider appropriate.

7.8 Termination of Employment

If a Director is also employed by the Company, and the Board terminates the employment for breach of the employment terms:

- (1) the person's appointment as a Director also terminates; and
- (2) the person is ineligible for reappointment as a Director.

7.9 Directors' Powers and Duties

- (1) The Directors are responsible for managing the Business.
- (2) They may exercise, to the exclusion of the Company in general meeting, all of the Company powers that the *Corporations Act* or this Constitution does not require exercised by general meeting.
- (3) Before the end of each financial year, the Directors must adopt a strategic plan for the Company, which plan must include a plan of action relating to such of the following issues as are relevant to the Business:
 - (a) business strategy;
 - (b) product and service strategy;
 - (c) pricing policy;
 - (d) personnel policy and hiring plans;
 - (e) investment strategy;
 - (f) financing requirements for working capital, investment, and expansion;
 - (g) profit objectives;
 - (h) a marketing plan;
 - (i) financial budgets;
 - (j) business policies;

¹⁵ Examples: Death, loss of capacity, removal as a Director.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 18

-
- (k) financial and non-financial performance targets;
 - (l) any proposed major disposal or divestment of assets; and
 - (m) key performance indicators determined by the Board from time to time.
- (4) The Managing Director (if any) is responsible for day-to-day management of the Company, subject to the Board's instructions.
- (5) Decisions that are not items of day-to-day Company management must be made at Board meetings.
- (6) Unless the Board determines otherwise, the Directors must ensure that the Company:
- (a) maintains its assets in good working order and condition (reasonable fair wear and tear, and damage from unforeseen circumstances, excepted), and repairs and replaces them where necessary;
 - (b) complies with all agreements to which it is a party;
 - (c) otherwise pays its debts as and when they fall due;
 - (d) adequately insures all of its insurable assets, for their full replacement value and on a re-instatement or replacement basis, against loss, damage and destruction from any cause against which it is prudent to insure;
 - (e) maintains adequate public risk insurance;
 - (f) maintains workers compensation insurance for all of its employees;
 - (g) (otherwise) maintains adequate insurance concerning risks against which a prudent person, holding assets and conducting a business similar to the Company's, would insure;
 - (h) complies with the requirements of all Acts relating to conduct of the Business and the administration of its affairs;
 - (i) maintains its corporate existence; and
 - (j) conducts the Business in accordance with its adopted strategic plan.
- (7) The Directors also must ensure that the Company maintains books and records, including minutes of Directors and Members meetings, in compliance with:
- (a) all applicable rules of general law;
 - (b) all applicable Acts, particularly the *Corporations Act* and the *Income Tax Acts*; and
 - (c) generally-accepted accounting principles and best practices.
- (8) Further, the Directors must ensure that the Company provides in its accounts for payment of all taxes it incurs, as they are incurred, after deducting any taxation credits arising from losses and adjustments in previous years.
- (9) The object of *Rule 7.9(8)* is to ensure that no provision is required in the Company accounts for losses to be carried forward or to be set off against profits in future years.
- (10) Without limiting *Rule 7.9(1)*, the Directors may exercise all of the Company's powers:
- (a) to borrow or otherwise to raise money;
 - (b) to charge Company assets; or
 - (c) to give other security for a debts, liabilities, or obligations of the Company or other persons.
- (11) The Directors may determine how negotiable instruments are signed, drawn, accepted, endorsed, or otherwise processed on behalf of the Company.
- (12) The Directors may pay from the Company's funds all of the expenses of:
- (a) promoting, forming, and registering the Company; and
 - (b) vesting in it of the assets it acquires.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 19

-
- (13) The Directors may:
- (a) appoint or employ any person as an officer, agent, or attorney of the Company, for such purposes, and upon such terms, as they consider appropriate;
 - (b) authorize an officer, agent, or attorney to delegate any of the powers, discretions, and duties the Company has vested in that person; and
 - (c) (subject to any Act or rule of general law, and to any contract between the Company and that person) remove or dismiss at any time an officer, agent, or attorney of the Company, with or without cause.
- (14) A power of attorney granted by the Company may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the Directors consider appropriate.

7.10 Proceedings of Directors

- (1) The Directors may:
- (a) meet for the dispatch of Company business as they consider appropriate; and
 - (b) adjourn and otherwise regulate their meetings as they consider appropriate.
- (2) Contemporaneous linkage of Directors, via telephone or other electronic medium, constitutes a meeting (a *Remote Meeting*) of the Board if the number of Directors so linked is sufficient to constitute a quorum.
- (3) The Rules relating to Directors meetings apply, to the extent that they can do so, and with such alterations as are necessary, to Remote Meetings.
- (4) A Director participating in a Remote Meeting will be regarded as present in person at the meeting.
- (5) A Remote Meeting will be regarded as held at the place determined by the Chair if at least one of the participating Directors is at that place throughout the meeting.

7.11 Convening a Board Meeting

- (1) The Chair may convene a Board meeting whenever he or she considers it appropriate.
- (2) A Secretary must convene a Board meeting if requested in writing to do so by a Director.

7.12 Notice of Board Meeting

- (1) Subject to the requirements of this Constitution: unless all Directors agree otherwise, notice of a Board meeting must be given at least two Business Days before the day of the proposed meeting.
- (2) The notice must be given to each person who is:
- (a) a Director, other than a Director on leave of absence approved by the Directors; or
 - (b) an Alternate Director appointed under *Rule 7.17* by a Director on leave of absence that has been approved by the Directors.
- (3) The notice of a Board meeting:
- (a) must specify the time and place of the meeting;
 - (b) must state the nature of the business to be transacted at the meeting, and include any applicable explanatory and supporting documents;
 - (c) may be given (despite *Rule 7.12(1)*) immediately before the meeting if the Directors agree;
 - (d) may be given by personal delivery, post, telephone, facsimile transmission, email, or by other electronic means; and
 - (e) will be regarded as having been given to an Alternate Director if it is given to the Director who appointed that Alternate Director.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 20

-
- (4) Unless all Directors agree otherwise, the Board must not pass a resolution unless the notice of meeting included:
 - (a) notice of the subject-matter of that resolution; and
 - (b) the applicable explanatory and supporting documentation (if any).
 - (5) A Director or Alternate Director may waive notice of a Board meeting by notifying the Secretary to that effect in person, or by post, telephone, facsimile transmission, email, or other electronic means.
 - (6) Where a Director or Alternate Director does not receive the notice of a Board meeting to which he or she is entitled under *Rule 7.12(1)*, the failure will not invalidate anything done (including any resolution passed) at the meeting if:
 - (a) non-receipt is the result of an accident or error (including an accident or error resulting in the notice of meeting not having been sent);
 - (b) he or she waives under *Rule 7.12(5)*, before or after the meeting, the entitlement to receive notice of that meeting;
 - (c) he or she has agreed, or he or she agrees, to what is done at the meeting; or
 - (d) he or she attends the meeting.
 - (7) That a Director or Alternate Director does not receive the notice of a Board meeting to which he or she is entitled under *Rule 7.12(1)*, does not invalidate an action taken at the meeting (including the passage of a resolution) if, before or after the meeting, he or she notifies the Secretary in person, or by telephone, post, facsimile transmission, email, or other electronic means, that he or she agrees to the action.
 - (8) Attendance at a Board meeting waives the attending Director's or Alternate Director's entitlement to object to non-receipt of a notice of the meeting.
 - (9) If the attendant is an Alternate Director, the Director who appointed him an Alternate Director, and any other Alternate Director appointed by that Director, is also taken to waive his or her entitlement to object to non-receipt of a notice of the meeting.

7.13 Quorum at Board Meeting

- (1) No business may be transacted at a Board meeting unless a quorum of Directors is present at the time the business is transacted.
- (2) Subject to *Rule 7.13(3)*, the quorum for a Board meeting is the number of Directors equal to a simple majority of the number of Members.
- (3) If a quorum is not present within 30 minutes after the appointed starting time, the meeting is adjourned to the same time and place on the next Business Day.
- (4) If a quorum is not present within 30 minutes after the appointed starting time of the adjourned meeting, the meeting may proceed with those Directors who were present at the initial meeting; otherwise the meeting is dissolved.
- (5) If there is a vacancy in an office of Director, the continuing Directors may transact Company business.
- (6) However, the Members must appoint further Directors in accordance with this Constitution as soon as possible if the number of Directors in office:
 - (a) becomes insufficient to constitute a quorum at a Board meeting; or
 - (b) becomes fewer than the minimum number of Directors fixed under this Constitution.
- (7) Until the further Directors are appointed, the continuing Directors may act only to the extent that an emergency requires.

7.14 Director Presence at Meetings

A Director is deemed present at a Board meeting, a committee meeting, or a general meeting:

- (1) if he or she present in person; or

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 21

- (2) (if he or she is not present in person) his or her Alternate Director is present in person.

7.15 Board Decisions

- (1) A Board meeting at which a quorum is present may exercise any of the authorities, powers, and discretions vested in or exercisable by the Board under this Constitution.
- (2) The Board may make decisions by majority vote.
- (3) Each Director entitled to vote at a Board meeting has one deliberative vote.
- (4) If there is an equality of votes upon a motion, the chair of the meeting has a second (casting) vote.

7.16 Documented Board Resolutions

- (1) An action will be regarded as having been taken at a Board meeting if:
 - (a) a document containing a statement that the action has been taken (for example, that a resolution has been passed) bears the signed assents of a sufficient number of Directors to constitute a quorum and pass a resolution at a Board meeting; and
 - (b) the assenting Directors would have constituted a quorum at a Board meeting held to consider the action taken.
- (2) For *Rule 7.16(1)*:
 - (a) if the Directors endorsed their assents on the same day, the meeting will be regarded as having been held on that day, at the time at which the last assent was endorsed upon document;
 - (b) if the Directors endorsed their assents on different days, the meeting will be regarded as having been held on the day upon which, and at the time at which, the last assent was endorsed upon document;
 - (c) two or more counterparts in identical terms, each of which bears the assent of one or more Directors, will be regarded as constituting an assent document; and
 - (d) a Director may assent to the relevant action by signing the assent document, or by notifying the Secretary of his or her assent to the document contents in person, or via post, telephone, facsimile transmission, email, or other electronic means.
- (3) Where, for *Rule 7.16(1)*, a Director signifies assent to the contents of a document otherwise than by signing the document he or she must sign the document, as confirmation, at the next Board meeting he or she attends.
- (4) However, failure to sign the document does not invalidate the act to which the document relates.

7.17 Alternate Directors

- (1) Each Member may appoint an Alternate Director, to act in place of the Director appointed by that Member.
- (2) An Alternate Director need not be a Director but must satisfy the general requirements for a Director prescribed at *Rule 7.2*.
- (3) One person may be an Alternate Director to more than one Primary Director.
- (4) An Alternate Director may attend and vote in the Primary Director's stead if the Primary Director:
 - (a) does not attend a Board meeting; or
 - (b) is not available to participate in a resolution process under *Rule 7.16*.
- (5) In addition to any vote to which he or she is entitled as a Director in his or her own right, an Alternate Director is entitled also to a separate vote for each Primary Director he or she represents.
- (6) In the absence of the Primary Director:
 - (a) an Alternate Director may exercise any power that the Primary Director may exercise; and

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 22

-
- (b) exercise of that power by the Alternate Director will be regarded as exercise of the power by the Primary Director.
 - (7) The office of an Alternate Director is vacated when the Primary Director vacates office as a Director.
 - (8) The appointment of an Alternate Director may be terminated at any time by the appointer despite the period of the Alternate Director's appointment not having expired.
 - (9) The appointment of an Alternate Director, or the termination of that appointment:
 - (a) must be in writing, dated and signed by the appointer; and
 - (b) is not effective until the Secretary receives notice of the appointment or termination.
 - (10) Alternate Directors will not be considered in determining the minimum or maximum number of Directors permitted under this Constitution.
 - (11) In determining whether a quorum is present at a Board meeting, an Alternate Director who attends the meeting is to be counted as a Director for each Primary Director on whose behalf the Alternate Director attends the meeting.
 - (12) An Alternate Director is entitled to such remuneration as the Board considers appropriate, either in addition to or in reduction of the remuneration payable to the Primary Director for whom the Alternate Director substitutes. Otherwise, the Alternate Director is not entitled to remuneration for his or her service in that capacity.
 - (13) While acting as a Director, an Alternate Director:
 - (a) is responsible to the Company for his or her own acts; and
 - (b) is not the Primary Director's agent.

7.18 Committees of Directors

- (1) The Board may appoint a committee consisting of the Directors it considers appropriate.
- (2) The Board may delegate any of its powers to the committee of Directors.
- (3) A committee to which the Board delegates powers must exercise the delegated powers according to any directions from the Board.
- (4) The Rules that apply to Directors meetings and resolutions apply, to the extent that they can do so, and with such alterations as are necessary, to meetings and resolutions of a committee of Directors.

7.19 Delegation to Individual Director

- (1) The Board may delegate any of its powers to a single Director.
- (2) A Director to whom the Board delegates powers must exercise those powers according to any directions the Board gives.

7.20 Validity of Acts

- (1) This *Rule 7.20* applies to:
 - (a) an act done by a person as a Director; or
 - (b) an act done in or pursuant to a meeting of the Board, or a committee of Directors, attended by a person acting as a Director.
- (2) The act is not invalid merely because:
 - (a) the person's appointment as a Director is defective;
 - (b) the person is disqualified from holding office as a Director, or has vacated the office; or
 - (c) the person is not entitled to vote, at the meeting of the Board or committee of Directors.
- (3) However, the act is invalid if the Directors or committee (as the case may be) knew of the defect, disqualification, or disentitlement when the act was done.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 23

7.21 Interested Directors

- (1) A Director may be a director or other officer of, or be otherwise interested in, a corporation other than the Company (a *Third Corporation*), including:
 - (a) a corporation promoted by the Company;
 - (b) a corporation of which the Company is a member; or
 - (c) a corporation with which the Company deals.
- (2) The Director is not accountable to the Company for remuneration or other benefits received from that corporation, or from his or her interest in that corporation.
- (3) The Directors may exercise, in any manner they consider appropriate, the voting entitlements conferred by the Company's membership of any corporation (a *Third Corporation*).
- (4) In particular, the Directors may exercise those voting entitlements by voting in favour of a resolution:
 - (a) appointing a Director as a director or other officer of the Third Corporation; or
 - (b) for the payment of remuneration to the directors or other officers of the Third Corporation.
- (5) If permitted by law, a Director may vote as *Rule 7.21(4)* permits despite the fact that:
 - (a) he or she is a director or other officer of the Third Corporation, or his or her appointment as such might be pending; and
 - (b) he or she is, accordingly, personally interested in the votes.
- (6) The mere fact that a person is a Director does not disentitle the person:
 - (a) to sell property to the Company or purchase property from it;
 - (b) to lend money to the Company or borrow any money from it, with or without interest or security;
 - (c) to guarantee for commission or profit the repayment of money borrowed by the Company;
 - (d) to underwrite or guarantee, for commission or profit, a subscription for securities in a corporation the Company promotes, or in which the Company is interested as a member or otherwise;
 - (e) to accept employment by the Company or to act on behalf of the Company in a professional capacity (other than as Auditor); or
 - (f) otherwise to deal with the Company.
- (7) That a Director:
 - (a) holds office as a Director; or
 - (b) is bound by fiduciary obligations arising from his or her position as a Director,is not sufficient, considered alone:
 - (c) to render void or voidable; or
 - (d) to render the Director liable to account to the Company for a profit realized from, a contract or arrangement:
 - (e) between the Director and the Company; or
 - (f) between the Company and another party, in which the Director may be interested.
- (8) A Director interested in a contract or arrangement, or a proposed contract or arrangement, involving the Company must declare the interest to the Board unless the interest is obvious.
- (9) Subject to *Rule 10.1(6)*: despite possessing such an interest, a Director:
 - (a) may be counted in determining whether a quorum is present at a Board meeting to consider the contract or arrangement, or the proposed contract or arrangement;

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 24

- (b) may vote upon the contract or arrangement, or the proposed contract or arrangement, or upon any matter arising from either; and
- (c) may sign any document relating to the contract or arrangement, or the proposed contract or arrangement, that the Company may execute.

PART 8 EXECUTIVE OFFICERS

8.1 Managing Director

- (1) The Board may appoint a Director to the office of Managing Director.¹⁶
- (2) An appointment as Managing Director automatically terminates if the appointee ceases to be a Director.

8.2 Company Secretaries

- (1) The Directors:
 - (a) must appoint at least one Secretary; and
 - (b) may appoint additional Secretaries.
- (2) The Directors may not appoint the Managing Director as a Secretary.

8.3 Executive Officers Generally

- (1) Reference to an executive officer in this *Rule 8.3*, is a reference to a Managing Director or a Secretary appointed under this Part 8.
- (2) An executive officer may be appointed upon terms the Directors consider appropriate.
- (3) Subject to any contract between the Company and the executive officer, the Directors may remove or dismiss an executive officer at any time, with or without cause.
- (4) The Directors may:
 - (a) invest an executive officer with the powers, discretions, and duties (including powers, discretions, and duties vested in or exercisable by the Directors) that they consider appropriate;
 - (b) withdraw, suspend, or vary an executive officer's powers, discretions, and duties; and
 - (c) authorize the executive officer to delegate any of his or her powers, discretions, and duties.
- (5) An executive officer's act is not invalid merely because:
 - (a) his or her appointment as an executive officer is defective; or
 - (b) he or she is not entitled to be appointed an executive officer;however, it is invalid if he or she is aware of the defect or non-entitlement when he or she takes the action.

PART 9 MINUTES AND RECORDS

9.1 Minutes of Meetings

- (1) The Board must ensure that minutes are recorded of proceedings and resolutions at:
 - (a) each general meeting of the Members; and
 - (b) each meeting of Directors and of each committee of Directors (including, for clarity, each Remote Meeting).¹⁷

¹⁶ Refer to Rule 7.9(4) Subject to Board instructions, the Managing Director is responsible for day-to-day management of the Company.

¹⁷ Refer to Rule 7.10(2) et seq.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 25

- (2) The minutes must be recorded:
 - (a) within one month after each meeting is held;
 - (b) in a book kept for the purpose.

9.2 Minutes of Non-meeting Members Resolutions

- (1) The Board also must ensure that minutes are recorded of each resolution passed by Members without a meeting.¹⁸
- (2) The minutes must be recorded:
 - (a) within one month after the resolution is passed;
 - (b) in a book kept for the purpose.

9.3 Confirmation of Minutes

- (1) The minutes of a meeting must be signed within a reasonable period following the meeting.
- (2) The minutes must be signed by:
 - (a) the chair of the meeting; or
 - (b) the chair of the next meeting.
- (3) The minutes recording a Company resolution passed without a Members meeting must be signed by a Director within a reasonable period after the resolution is passed.

9.4 Evidence

A minute is prima facie evidence¹⁹ of the proceeding or resolution, or declaration to which it refers if:

- (1) it is recorded in accordance with *Rule 9.1* or *Rule 9.2* (as applicable); and
- (2) it is signed in accordance with *Rule 9.3*.

9.5 Inspection of Records

- (1) The Board must ensure the minute books for general meetings are open for inspection by Members without charge.
- (2) Subject to *Rule 9.1(1)*, the Board may determine:
 - (a) whether and, if so, to what extent; and
 - (b) at what times and places; and
 - (c) under what conditions,the Company's minute books, accounting records, and other documents, or any of those items, will be open for inspection by Members.
- (3) A Member may not inspect Company books, accounting records or other documents except as:
 - (a) provided by law; or
 - (b) authorized by the Board or this Constitution.

PART 10 COMPANY INCOME AND OTHER ASSETS

10.1 Use and Application Generally

- (1) The Company's income and property must be used solely for promoting its objects.²⁰

¹⁸ Refer to *Rule 6.9*.

¹⁹ *Prima facie evidence is evidence that, in the absence of evidence to the contrary, suffices as proof of the fact or proposition in question. It is to be contrasted with conclusive evidence, which is evidence that is incontrovertible, either because the law does not permit it to be contradicted, or because it is so strong and convincing that it overbears all proof to the contrary and established the fact or proposition beyond any reasonable doubt.*

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 26

-
- (2) Allocation of Company money or property:
 - (a) must accord with the Company's objectives; and
 - (b) must not be influenced by the expressed preference or interest of a donor to the Company.
 - (c) None of the Company's income or property is to be distributed to Members, directly or indirectly.
 - (3) None of the Company's income or property is to be:
 - (a) distributed to Members, directly or indirectly; or
 - (b) paid to its Directors or Alternate Directors as fees for services to the Company.
 - (4) However, for clarity, no distribution occurs where a Member is paid from Company funds:
 - (a) reasonable compensation for services the Member has rendered to the Company in good faith and with Board approval; or
 - (b) a sum to reimburse an expense the Member has incurred on behalf of the Company in good faith and with Board approval.
 - (5) Further, no payment of fees occurs where a Director or Alternate Director is paid from Company funds to reimburse an expense the Director has incurred on behalf of the Company in good faith and with Board approval.
 - (6) If, at a Board meeting or a general meeting, there is tabled a motion is to approve a payment under either of *Rules 10.1(3) and 10.1(5)*, the person the object of motion, and any other Director, Alternate Director, or Member who is related to that person, is not entitled:
 - (a) to propose or second the motion;
 - (b) to speak to the motion;
 - (c) to vote on the motion; or
 - (d) to be present at the meeting when the motion is put to the vote.
 - (7) For clarity, no payment from Company funds may be made to a Director or Alternate Director without Board approval.

10.2 Distribution of Surplus upon Liquidation

- (1) This *Rule 10.2* applies if:
 - (a) the Company goes into liquidation; and
 - (b) surplus Company assets remain after the satisfaction of its liabilities (including the liquidation costs).
- (2) The liquidator must transfer the surplus assets to an institution in Australia:
 - (a) that has objects similar to the Company's objects;
 - (b) that does not operate for profit or gain to its members and that has a constitution prohibiting the distribution of its income and assets to its members; and
 - (c) that is a charitable institution and deductible gift recipient for the purposes of any Commonwealth taxation Act and a charitable institution for any Queensland taxation Act.
- (3) A receipt issued by the recipient institution, with a written undertaking by the institution to use the transferred assets for the pursuit of its objects, will discharge to the liquidator's responsibility for the transferred assets.

10.3 Member Contributions to Assets

- (1) This *Rule 10.3* applies to each person:
 - (a) who is a Member when the Company is placed into liquidation; or

²⁰ Refer to Part 3.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 27

- (b) who was a Member during the 365 days ending on the day the Company is placed into liquidation.
- (2) The person must contribute to the Company's assets to facilitate:
 - (a) satisfaction of the liabilities the Company incurred before the person ceased to be a Member;
 - (b) payment of the liquidation costs; and
 - (c) adjustment of the contributories' entitlements.
 - (d) However, the contribution will not exceed \$20.00.

PART 11 INDEMNITY AND INSURANCE

11.1 Affected Persons

Rules 11.2 and 11.3 apply:

- (1) to each person who is or has been a Director (including a Managing Director) or an Alternate Director;
- (2) to every other officer or former officer of the Company to whom the Board determines they should apply; and
- (3) if the Board so determines, to any Auditor or former Auditor.

11.2 Indemnity

- (1) To the extent permitted by law, the Company must indemnify against the losses and expenses he or she lawfully incurs in that capacity:
 - (a) every Director and Alternate Director;
 - (b) every Auditor; and
 - (c) every other Company officer.
- (2) Included among those losses and expenses are:
 - (a) expenses borne of or arising out of liability for negligence;
 - (b) the reasonable costs and expenses incurred in defending proceedings from which judgment is given in the officer's favour or from which he or she is acquitted of a charge; and
 - (c) the reasonable costs and expenses incurred in connection with an application upon which a court grants the officer relief under the *Corporations Act*.
- (3) Excluded from those losses and expenses, however, are:
 - (a) pecuniary penalties incurred under *Corporations Act* section 1317G; and
 - (b) compensation payable under *Corporations Act* section 1317H; and
 - (c) expenses borne of liability incurred to a person other than the Company, which arise out of conduct lacking good faith.
- (4) If requested by a given officer, the Company must execute a formal deed of indemnity in his or her favour, to secure the Company's obligation under *Rule 11.2(1)*.

11.3 Insurance

To the extent that the law permits it to do so, the Company may:

- (1) insure an officer to whom *Rule 11.2* applies; or
- (2) pay the premiums for insurance that the officer obtains, against the losses and liabilities the subject of *Rule 11.2*.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 28

11.4 Ambit of Entitlements

- (1) The indemnity in *Rule 11.2* is a continuing obligation, remaining enforceable if an eligible officer ceases to be a Company officer or an Auditor.
- (2) The indemnity applies to losses and expenses incurred before and after *Rule 11.2* is adopted, but to the extent only that a relevant loss or expense is not covered by insurance proceeds.

PART 12 PROVISION OF INFORMATION

12.1 Periodic Reports

- (1) Subject to *Rules 12.1(3)* to *12.1(6)*, each Director and each Member must do whatever is reasonable to ensure that information or material concerning the operations of the Company is promptly made available for inspection following an inspection request:
 - (a) from the Board; or
 - (b) from a Member that has not appointed personally a serving Director.
- (2) A request for the provision of information under this *Rule 12.1* must be directed to a Secretary.
- (3) The following reports must be available as soon as is practical, but not later than 14 days, after the end of each month:
 - (a) an unaudited profit and loss statement;
 - (b) a monthly cash flow statement (with projections for the ensuing 12 months) for the month and for the current financial year to date; and
 - (c) an unaudited balance sheet as at the end of the month.
- (4) Each report must be prepared in accordance with generally-accepted accounting principles and best practices consistently applied.
- (5) An audited profit and loss statement and an unaudited balance sheet for the financial year must be available as soon as is practical, but not later than 90 days, after the end of each financial year.
- (6) Information or material, other than information and material the subject of *Rules 12.1(3)* and *12.1(5)*, requested by a Director or a Member to enable the Company or the Member (respectively) to satisfy a reporting obligation under an Act, must be made available as soon as is practical following the request.
- (7) A Member must bear the cost to the Company of providing information the Member requests under *Rule 12.1(6)*.

12.2 Access to Information

- (1) For this *Rule 12.2*, an *Eligible Person* is
 - (a) a Member or a Delegate;
 - (b) a current Director; or
 - (c) a former Director against whom a claim has been made in his or her capacity as a Director.
- (2) Upon reasonable notice, at any reasonable time, and as often as the Board considers reasonable, the Company must permit an *Eligible Person*:
 - (a) to inspect Company property;
 - (b) to inspect and take copies of any document relating to the Business, including its accounts; and

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 29

- (c) to discuss the Company's affairs, including particularly its finances and accounts, with the Company's officers and the Auditor.

12.3 Confidentiality

- (1) Subject to *Rules 12.2 and 12.5*, neither a Director or other Company officer nor a Member may:
- (a) disclose Confidential Information; or
 - (b) use Confidential Information in a manner that may cause loss or other harm to the Company or its Members.
- (2) Each Director and Member must use its best endeavours to ensure that:
- (a) nobody discloses Confidential Information; or
 - (b) nobody uses Confidential Information in a manner that may cause loss or other harm to the Company or any of its Members.

12.4 Permitted Disclosure

Confidential Information may be disclosed:

- (1) with the consent of the Board (where the Company owns the information or is entitled to the benefit of the confidence);
- (2) with the consent of all persons entitled to the benefit of the confidence (where more than one person is so entitled, whether or not the Board is one of those persons);
- (3) if it belongs solely to the Company and its disclosure is necessary in the ordinary course of transacting the Business;
- (4) if its disclosure is required by law;
- (5) if it comes into the public domain other than by a breach of this *Rule 12.2*;
- (6) (subject to *Rule 12.5*) to the Company's banker or professional adviser; and
- (7) if its disclosure is required by an Act.

12.5 Confidentiality Agreements

Confidential Information may be disclosed to a banker or professional adviser only if that person first undertakes to the Company, by deed, to comply with obligations similar to those contained in *Rules 12.3, 12.2* and this *Rule 12.5*, amended as necessary.

PART 13 EXECUTION OF DOCUMENTS

13.1 Manner of Execution

The Company executes an instrument, including a deed, by:

- (1) the signatures of two Directors;
- (2) the signatures of a Director and a Secretary;
- (3) the signature of a Director who is the only Director and the only Secretary (but he or she must state next his or her signature that he or she signs in the capacity of sole Director and sole Secretary); or
- (4) the signature of a person whom the Board, by resolution, authorizes to sign.

13.2 Common Seal

- (1) The Company may have a common seal.
- (2) *Rules 13.3 to 13.6* apply if the Company adopts a common seal.

13.3 Safe custody of Seal

The Directors must provide for the safe custody of the common seal.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 30

13.4 Use of Seal

- (1) The common seal must be used only by the authority of:
 - (a) the Directors; or
 - (b) a committee of the Directors, which the Board has authorized to use of the seal.
- (2) The authority to use the common seal may be given before or after the seal is used.
- (3) Until the Board determines otherwise, every instrument to which the common seal is affixed must be signed by:
 - (a) two Directors;
 - (b) a Director and a Secretary;
 - (c) a Director and another person appointed by the Board to countersign the instrument or a class of instruments to which the instrument belongs;
 - (d) a Director who is the only Director and the only Secretary (but he or she must state next to his or her signature that he or she witnesses the affixation in the capacity of sole Director and sole Secretary); or
 - (e) a person authorized under *Rule 13.1(4)*.

13.5 Seal Register

- (1) If it adopts a common seal, the Company must keep a seal register.
- (2) If the Company keeps a seal register, the Secretary must enter in the register the particulars of every instrument to which the common seal is affixed, specifying in each instance:
 - (a) the date of the instrument;
 - (b) the names of the parties to the instrument;
 - (c) a short description of the instrument; and
 - (d) the names of the signatories under *Rule 13.4(3)*.
- (3) The register must be produced at Board meetings for confirmation of common seal use since confirmation was last effected under this *Rule 13.5*.
- (4) Non-compliance with either of *Rules 13.5(2)* and *13.5(3)* does not invalidate an instrument to which the common seal is otherwise properly affixed.

13.6 Duplicate Common Seal

- (1) The Company may have one or more duplicate common seals for use in place of its common seal outside the state or territory where its common seal is kept.
- (2) Each duplicate seal must be a facsimile of the common seal with the addition on its face of:
 - (a) "duplicate seal"; and
 - (b) the name of the place where it is to be used.
- (3) An instrument sealed with a duplicate common seal is to be regarded as having been affixed with the Company's common seal.

PART 14 NOTICES

14.1 Formal Requirements

- (1) This Part 14 governs notices under this Constitution unless another provision of the Constitution expressly provides otherwise.
- (2) A notice must be in writing.
- (3) The party giving the notice must sign the notice.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 31

-
- (4) If the party is composed of more than one person:
- (a) the notice need not be signed by all of those persons if it expressly states that the signatory is, or signatories are, authorized by all of those persons to sign the notice; and
 - (b) the recipient of the notice need not enquire into the validity of the authorization.

14.2 Service of Notices

- (1) A notice may be given:
- (a) by delivering it to the intended recipient's Address for Notices; or
 - (b) by posting it to the intended recipient at its Address for Notices; or
 - (c) by transmitting it via facsimile to the intended recipient at its Address for Notices.
- (2) A notice also may be given by electronic mail, but only where the intended recipient has:
- (a) requested or authorized the sender, in writing, to deliver notices (or a specific notice or type of notice) by that means; and
 - (b) has specified clearly in the written request or authorization the recipient's electronic mail address.
- (3) A notice posted to an address outside Australia must be sent via airmail.

14.3 Receipt of Notices

- (1) A notice that is delivered or posted is deemed received:
- (a) if delivered: at the moment of delivery;
 - (b) if posted to an address in Australia: 2 Business Days after posting;
 - (c) if posted to an address outside Australia: 5 Business Days after posting.
- (2) A notice sent by facsimile transmission is deemed received at the time of receipt specified in a confirmation report, if the report discloses that the transmission was received at or before 5:00pm.
- (3) If the confirmation report discloses receipt of the transmission after 5:00pm, the notice is deemed received at 8:30am on the Business Day following the date of receipt disclosed in the report.
- (4) A confirmation report is, for a facsimile transmission, a transmission confirmation report produced by the sender's facsimile machine:
- (a) containing the identification code of the intended recipient's facsimile machine; and
 - (b) indicating that the transmission was received without error.
- (5) A notice sent by email or other electronic means other than facsimile is deemed received on the Business Day following the day upon which it is sent, unless the sender receives confirmation, by whatever means, that the message:
- (a) has not been received by of the intended recipient; or
 - (b) has been received in corrupt, incomplete, or illegible form.
- (6) A notice received on a day that is not a Business Day is deemed received at 8:30am on the Business Day following the day of receipt.

14.4 Company Signature

A signature upon a notice from the Company to a Member may be:

- (1) hand-written; or
- (2) a facsimile, printed or affixed by mechanical or other means.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 32

14.5 Notices via Facsimile and Electronic Mail

The fact that a person gives the Company a facsimile number or electronic mail address for notices to that person does not oblige the Company to give a notice to that person by facsimile transmission or other electronic means.

14.6 Evidence of Notice

A certificate signed by a Director or Secretary, stating that a notice has been given in accordance with this Constitution is prima facie evidence of that fact.

PART 15 MISCELLANEOUS

15.1 Exercise of Statutory Powers

The Company may do anything that the *Corporations Act* permits a company limited by guarantee to do, so long as the act is:

- (1) authorized by this Constitution;
- (2) done in a manner permitted by the *Corporations Act*.

15.2 Prohibition and Enforceability

- (1) If a provision of this Constitution, or application of the provision, is prohibited in a particular place, the provision or application in that place is ineffective only to the extent of the prohibition.
- (2) If a provision of this Constitution, or application of the provision, is void, illegal or unenforceable in a particular place:
 - (a) the provision or its application does not become void, illegal or unenforceable in another place; and
 - (b) the remaining provisions of the Constitution do not become void, illegal or unenforceable in any place,
 merely because of that fact.

15.3 Communications between Parties

- (1) Neither an approval nor a consent or permission given under the Constitution binds the person giving it unless that person gives it in writing.
- (2) An appointment or direction made or given under the Constitution is ineffective unless made or given in writing.
- (3) A statement the Constitution obliges a person to give is ineffective unless given in writing.
- (4) A request made under the Constitution is deemed neither made nor received if not made in writing.
- (5) The waiver of an entitlement under the Constitution is not binding unless made in writing.
- (6) For clarity, a notice under the Constitution is ineffective unless given in writing.²¹

15.4 Cumulative Entitlements

- (1) The remedies and other entitlements given by the Constitution are cumulative, not alternative.
- (2) Moreover, no remedy or entitlement is exclusive of other remedies or entitlements that the Constitution gives.

Adopted:, 2020.

²¹ Refer to Rule 14.1(2). A notice must be in writing.

Company Constitution
Central Queensland Regional Organisation of Councils Limited

Page 33

[End of Constitution]

Constitution Contents

PART 1	INTERPRETATION	1
1.1	General	1
1.2	Definitions	1
1.3	Cognate Expressions.....	4
1.4	Non-defined Expressions.....	4
1.5	Particular References	4
1.6	Examples	4
1.7	Block References.....	4
1.8	Durations.....	4
1.9	Miscellaneous References.....	5
1.10	References to Office or Position.....	5
1.11	Exercise of Powers.....	5
1.12	Headings and Notes	6
1.13	Severance	6
PART 2	INTRODUCTION	6
2.1	Company Name.....	6
2.2	Company Type	6
2.3	Corporations Act Rules.....	7
PART 3	OBJECTS OF INCORPORATION	7
3.1	Principal Objects	7
PART 4	MEMBERSHIP OF COMPANY	7
4.1	Classes of Membership	7
4.2	Members.....	7
4.3	Application for Membership	7
4.4	Membership Fees	8
4.5	Special Levies.....	8
4.6	Membership Entitlements	8
4.7	Termination of Membership.....	8
PART 5	AUDIT	9
5.1	Appointment of Auditor	9
5.2	Audit	9
5.3	Excluded Candidates.....	9
PART 6	MEMBERS MEETINGS.....	9
6.1	Convening a General Meeting.....	9
6.2	Notice of General Meeting	10
6.3	Member Presence at General Meeting.....	11
6.4	Admission to a General Meeting	11
6.5	Quorum at a General Meeting	11
6.6	Chair of a General Meeting.....	11
6.7	Conduct of a General Meeting.....	12
6.8	Decisions of a General Meeting	12
6.9	Decisions without a General Meeting	13
6.10	Voting at a General Meeting	13
6.11	Representation at a General Meeting.....	14
PART 7	DIRECTORS.....	15
7.1	Appointment and Removal of Directors	15
7.2	Directors – General Qualification	16
7.3	Chair of the Board.....	16
7.4	Deputy Chair of the Board	16
7.5	Notification of Appointment and Removal	17
7.6	Membership Qualification (Unnecessary).....	17
7.7	Additional Positions	17
7.8	Termination of Employment.....	17
7.9	Directors' Powers and Duties	17
7.10	Proceedings of Directors	19
7.11	Convening a Board Meeting	19
7.12	Notice of Board Meeting	19

Constitution Contents

(ii)

7.13	Quorum at Board Meeting	20
7.14	Director Presence at Meetings	20
7.15	Board Decisions	21
7.16	Documented Board Resolutions	21
7.17	Alternate Directors	21
7.18	Committees of Directors	22
7.19	Delegation to Individual Director	22
7.20	Validity of Acts	22
7.21	Interested Directors	23
PART 8	EXECUTIVE OFFICERS	24
8.1	Managing Director	24
8.2	Company Secretaries	24
8.3	Executive Officers Generally	24
PART 9	MINUTES AND RECORDS	24
9.1	Minutes of Meetings	24
9.2	Minutes of Non-meeting Members Resolutions	25
9.3	Confirmation of Minutes	25
9.4	Evidence	25
9.5	Inspection of Records	25
PART 10	COMPANY INCOME AND OTHER ASSETS	25
10.1	Use and Application Generally	25
10.2	Distribution of Surplus upon Liquidation	26
10.3	Member Contributions to Assets	26
PART 11	INDEMNITY AND INSURANCE	27
11.1	Affected Persons	27
11.2	Indemnity	27
11.3	Insurance	27
11.4	Ambit of Entitlements	28
PART 12	PROVISION OF INFORMATION	28
12.1	Periodic Reports	28
12.2	Access to Information	28
12.3	Confidentiality	29
12.4	Permitted Disclosure	29
12.5	Confidentiality Agreements	29
PART 13	EXECUTION OF DOCUMENTS	29
13.1	Manner of Execution	29
13.2	Common Seal	29
13.3	Safe custody of Seal	29
13.4	Use of Seal	30
13.5	Seal Register	30
13.6	Duplicate Common Seal	30
PART 14	NOTICES	30
14.1	Formal Requirements	30
14.2	Service of Notices	31
14.3	Receipt of Notices	31
14.4	Company Signature	31
14.5	Notices via Facsimile and Electronic Mail	32
14.6	Evidence of Notice	32
PART 15	MISCELLANEOUS	32
15.1	Exercise of Statutory Powers	32
15.2	Prohibition and Enforceability	32
15.3	Communications between Parties	32
15.4	Cumulative Entitlements	32


Draft

Corporations Act 2001

☐

**Central Queensland Regional Organisation of Councils
Limited**
[A Company Limited by Guarantee]

CONSTITUTION

	<p>Level 6, 95 North Quay, Brisbane [G.P.O. Box 758, Brisbane, 4001] Telephone: (07) 3243 0000 Facsimile: (07) 3236 1885 SMS:TFC:AA23826 947462_1 13.07.2020</p>
---	--

11 NOTICES OF MOTION

Nil

12 QUESTIONS ON NOTICE

Nil

13 URGENT BUSINESS/QUESTIONS

Urgent Business is a provision in the Agenda for members to raise questions or matters of a genuinely urgent or emergent nature, that are not a change to Council Policy and can not be delayed until the next scheduled Council or Committee Meeting.

14 CLOSED SESSION

In accordance with the provisions of section 275 of the *Local Government Regulation 2012*, a local government may resolve to close a meeting to the public to discuss confidential items, such that its Councillors or members consider it necessary to close the meeting.

RECOMMENDATION

THAT the meeting be closed to the public to discuss the following items, which are considered confidential in accordance with section 275 of the *Local Government Regulation 2012*, for the reasons indicated.

15.1 Proposed Sale of Council Land

This report is considered confidential in accordance with section 275(1)(e), of the *Local Government Regulation 2012*, as it contains information relating to contracts proposed to be made by it.

15.2 Proposed Freehold Licence for use of encroached land - 35 Jardine Street, Wandal

This report is considered confidential in accordance with section 275(1)(h), of the *Local Government Regulation 2012*, as it contains information relating to other business for which a public discussion would be likely to prejudice the interests of the local government or someone else, or enable a person to gain a financial advantage.

15.3 Native title – Mount Morgan Fireclay Caverns

This report is considered confidential in accordance with section 275(1)(h), of the *Local Government Regulation 2012*, as it contains information relating to other business for which a public discussion would be likely to prejudice the interests of the local government or someone else, or enable a person to gain a financial advantage.

15.4 Deputation - Department of Natural Resources Mines and Energy

This report is considered confidential in accordance with section 275(1)(h), of the *Local Government Regulation 2012*, as it contains information relating to other business for which a public discussion would be likely to prejudice the interests of the local government or someone else, or enable a person to gain a financial advantage.

15 CONFIDENTIAL REPORTS

15.1 PROPOSED SALE OF COUNCIL LAND

File No: 1680

Attachments: 1. Aerial map

Authorising Officer: Ross Cheesman - Deputy Chief Executive Officer
Drew Stevenson - Manager Corporate and Technology Services

Author: Michelle Mills - Property and Resumptions Officer
Kellie Anderson - Coordinator Property and Insurance

This report is considered confidential in accordance with section 275(1)(e), of the *Local Government Regulation 2012*, as it contains information relating to contracts proposed to be made by it.

SUMMARY

Reporting on a request to purchase Council owned land.

15.2 PROPOSED FREEHOLD LICENCE FOR USE OF ENCROACHED LAND - 35 JARDINE STREET, WANDAL**File No: 374****Attachments:**

1. Aerial map
2. Site Photos

Authorising Officer: Ross Cheesman - Deputy Chief Executive Officer
Drew Stevenson - Manager Corporate and Technology Services**Author:** Michelle Mills - Property and Resumptions Officer
Kellie Anderson - Coordinator Property and Insurance

This report is considered confidential in accordance with section 275(1)(h), of the *Local Government Regulation 2012*, as it contains information relating to other business for which a public discussion would be likely to prejudice the interests of the local government or someone else, or enable a person to gain a financial advantage.

SUMMARY

Reporting on an assessment of encroachments on Council land situated at 35 Jardine Street Wandal, in accordance with Council's Encroachment on Public Land policy and procedure.

15.3 NATIVE TITLE – MOUNT MORGAN FIRECLAY CAVERNS**File No:** 13509**Attachments:**

1. Map
2. Correspondence
3. Notice of Intention to Compulsorily Acquire Native Title Rights and Interests
4. Notice of Intention to Resume Non-Native Title Rights and Interests
5. Background Information Statement
6. Objection Procedure

Authorising Officer: Drew Stevenson - Manager Corporate and Technology Services
Ross Cheesman - Deputy Chief Executive Officer**Author:** Kellie Anderson - Coordinator Property and Insurance

This report is considered confidential in accordance with section 275(1)(h), of the *Local Government Regulation 2012*, as it contains information relating to other business for which a public discussion would be likely to prejudice the interests of the local government or someone else, or enable a person to gain a financial advantage.

SUMMARY

Coordinator Property & Insurance reporting on native title matters for the Mount Morgan Fireclay Caverns Tourism Project.

15.4 DEPUTATION - DEPARTMENT OF NATURAL RESOURCES MINES AND ENERGY

File No: 8444
Attachments: Nil
Authorising Officer: Evan Pardon - Chief Executive Officer
Author: Angus Russell - Acting Executive Manager Advance Rockhampton

This report is considered confidential in accordance with section 275(1)(h), of the *Local Government Regulation 2012*, as it contains information relating to other business for which a public discussion would be likely to prejudice the interests of the local government or someone else, or enable a person to gain a financial advantage.

SUMMARY

Mr Peter Donaghy from the Department of Natural Resources Mines and Energy will provide an update on and discuss project developments and industry conditions in the resources sector.

16 CLOSURE OF MEETING