

ADELAIDE PARK LANDS AUTHORITY

CHARTER

December 2006

**Adopted by Adelaide City Council 11 December 2006
Approved by Minister for Local/State Government Relations
and published in State Government Gazette 14 December 2006**

1. INTRODUCTION

1.1 **Name**

The name of the Subsidiary is the **Adelaide Park Lands Authority** (referred to as ‘the Authority’ in this Charter).

1.2 **Definitions**

1.2.1 ‘Board’ means the Board of Management as established under section 6 of the Park Lands Act;

1.2.2 ‘Council’ means the Corporation of the City of Adelaide;

1.2.3 ‘the Fund’ means the Adelaide Park Lands Fund as set out at section 22 of the Park Lands Act;

1.2.4 ‘Gazette’ means the South Australian Government Gazette;

1.2.5 ‘LG Act’ means the Local Government Act 1999 and all relevant regulations made thereunder;

1.2.6 ‘Minister’ means the Minister responsible for administering the Park Lands Act;

1.2.7 ‘financial year’ means 1 July in each year to 30 June in the subsequent year;

1.2.8 ‘Adelaide Park Lands’ means the land as defined in accordance with Part 3 of the Park Lands Act;

1.2.9 ‘Park Lands Act’ means the Adelaide Park Lands Act 2005 and any regulations made thereunder;

1.2.10 ‘the Strategy’ means the Adelaide Park Lands Management Strategy as set out at section 18 of the Park Lands Act;

1.2.11 ‘State’ means the Minister and the Department for Environment and Heritage and includes any agency, administrative unit or instrumentality of the Government of South Australia.

1.3 **Establishment**

The Authority is established by section 5 of the Park Lands Act and is taken to be a single council Subsidiary of the Council under section 42 of the LG Act.

1.4 **Local Government Act 1999**

This Charter must be read in conjunction with the LG Act, and the Park Lands Act. The Authority shall conduct its affairs in accordance with Schedule 2 to the LG Act except to the extent that a matter is dealt with by the Park Lands Act and otherwise as modified by this Charter in a manner permitted by Schedule 2 to the LG Act.

1.5 **Purpose for Which the Authority is Established**

The Council and the State Government of South Australia are committed to protecting, and enhancing the Adelaide Park Lands for the benefit of all South Australians.

The Adelaide Park Lands Authority is a key advisor to both the Council and the State Government on the protection, management, enhancement and promotion of the Adelaide Park Lands.

The Council, on behalf of the communities of the City of Adelaide and the State, is committed to ensuring that the Authority delivers maximum benefit for the future of Adelaide's Park Lands as the City of Adelaide's defining feature.

In this context the Authority is established by Statute to undertake in accordance with the powers conferred by this Charter, the Functions of the Authority as set out at section 9 of the Park Lands Act.

1.6 **Functions**

The Functions of the Authority (as set out at section 9 of the Park Lands Act) are:

- 1.6.1 to undertake a key policy role with respect to the management and protection of the Adelaide Park Lands;
- 1.6.2 to prepare and, as appropriate, to revise, the Adelaide Park Lands Management Strategy in accordance with the requirements of the Park Lands Act;
- 1.6.3 to provide comments and advice on any management plan prepared by the Adelaide City Council or a State Authority under the Park Lands Act or the LG Act that relates to any part of the Adelaide Park Lands, and to monitor and, as appropriate, to provide comments, advice or reports in relation to, the implementation or operation of any such plan;
- 1.6.4 to provide comments or advice in relation to the operation of any lease, licence or other form of grant of occupation of land within the Adelaide Park Lands;
- 1.6.5 on the basis of any request or on its own initiative, to provide advice to the Adelaide City Council or to the Minister on policy, development, heritage or management issues affecting the Adelaide Park Lands;
- 1.6.6 to promote public awareness of the importance of the Adelaide Park Lands and the need to ensure that they are managed and used responsibly;
- 1.6.7 to ensure that the interests of South Australians are taken into account, and that community consultation processes are established, in relation to the strategic management of the Adelaide Park Lands;

- 1.6.8 to administer the Adelaide Park Lands Fund; and
- 1.6.9 to undertake or support other activities that will protect or enhance the Adelaide Park Lands, or in any other way promote or advance the objects of the Park Lands Act.

1.7 Powers and Duties

The powers and duties of the Authority are to be exercised in the performance of the Authority's Functions, and in accordance with the provisions of the Park Lands Act. To avoid any doubt the Authority shall have those powers specifically conferred upon it by the Park Lands Act and otherwise as delegated to it by the Council from time to time, which include but are not limited to:

- 1.7.1 Undertaking its functions as set out in the Park Lands Act and clause 1.6 of this Charter.
- 1.7.2 Providing advice or comment, on its own initiative or at the request of the Council or the Minister, on strategic and policy issues including:
 - (a) priorities and actions to facilitate, and progress on, the transfer of State managed areas of the Adelaide Park Lands to the care, control and management of the Council; and
 - (b) recognising, interpreting and protecting the significance of the Park Lands to Aboriginal people.
 - (c) draft policies of Council which impact upon the Adelaide Park Lands;
 - (d) Council's draft annual business plan and budget as it relates to the Adelaide Park Lands; and
 - (e) the progress of Council in developing and implementing management plans which give effect to the Strategy.
- 1.7.3 Providing advice or comment at the request of the Council on business and operational issues with respect to areas of the Adelaide Park Lands under the care, control and management of the Council including:
 - (a) proposals for the installation of works of public art, memorials and monuments;
 - (b) the setting of service standards;
 - (c) major capital works proposals; and
 - (d) significant operational issues.
- 1.7.4 Printing and publishing any reports, articles, books, leaflets, statistics or other like writing in relation to its functions and powers.

- 1.7.5 Providing a forum for the discussion and consideration of topics related to the management of the Adelaide Park Lands.
- 1.7.6 Investing any of the money in the Fund that is not for the time being required for the purposes of the Fund:
 - (a) in a manner determined by the Authority after consultation with the Council; or
 - (b) where the investment is authorised by the Trustee Act 1936 or with the Local Government Finance Authority, without consultation with the Council, provided that in exercising this power of investment the Authority must exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of other persons.
- 1.7.7 Entering into contracts
- 1.7.8 Employing, engaging or dismissing an Executive Officer and funding the employment of other staff of the Authority to be employed, engaged, suspended or dismissed by the Executive Officer.
- 1.7.9 Engaging or retaining professional advisors to the Authority.
- 1.7.10 The Authority has a duty to:
 - 1.7.10.1. Open and operate bank accounts as may be required for the purpose of maintaining the Fund; and
 - 1.7.10.2. Avoid investments that are speculative or hazardous in nature.
- 1.7.11 In undertaking its functions, the Authority must have regard to, and seek to apply, the principles set out in section 4(1) of the Park Lands Act.

PROVIDED THAT in the exercise of any of its powers and duties, the Authority is not entitled to enter into any transaction unless it is authorised by the Park Lands Act to be met from the Fund (and is within the capacity of the Fund) or otherwise is identified within the annual budget approved by Council.

1.8 **Property and Assets**

- 1.8.1 Other than the Fund, the Authority may only hold property or assets with the express prior approval of the Council;
- 1.8.2 All such property or assets held by the Authority is held by it for and on behalf of the Council;
- 1.8.3 No person may sell, encumber or otherwise deal with any property or asset of the Authority without the approval of the Board by way of

resolution at a Board meeting and the approval of the Council by way of resolution at a formal Council meeting.

1.9 Delegation by the Authority

The Board may by resolution delegate any of its powers under this Charter to a committee established by the Board or an employee of the Authority or of the Council but may not delegate:

- 1.9.1 the power to approve expenditure of money on the services or operations of the Authority not set out or included in a budget approved by the Authority or where required by this Charter approved by the Council;
- 1.9.2 the power to approve the reimbursement of expenses to members of the Board for which the Authority has not adopted a formal policy or made specific financial provision;
- 1.9.3 the power to adopt financial estimates and reports; and
- 1.9.4 the power to make any application or recommendation to the Council or the Minister.

A delegation is revocable at will and does not prevent the Authority from acting in a matter.

2. STRUCTURE

- 2.1 The Authority is a body corporate and is governed by its Board, which has the responsibility to manage the business and other affairs of the Authority ensuring that the Authority acts in accordance with this Charter and the provisions of the Park Lands Act and the LG Act.
- 2.2 All meetings of the Authority shall be meetings of the Board.
- 2.3 The Board will be entitled to make decisions in accordance with the Powers of the Authority set out in this Charter and by or under the Park Lands Act.

3. FINANCIAL CONTRIBUTIONS

Financial contributions may be made to the Authority in accordance with section 22(2) of the Park Lands Act and all such contributions will be paid into the Fund.

4. BOARD OF MANAGEMENT

The Board shall have the responsibility to manage all of the activities of the Authority ensuring that the Authority acts in accordance with this Charter and the provisions of the Park Lands Act and the LG Act.

4.1 Functions of the Board

- 4.1.1 To ensure that the Authority acts in accordance with the requirements upon it under the Park Lands Act and this Charter.
- 4.1.2 The formulation of strategic plans and strategies aimed at achieving the Functions of the Authority.
- 4.1.3 To provide professional input and policy direction to the Authority.
- 4.1.4 Monitoring, overseeing and evaluating the performance of the Authority.
- 4.1.5 Ensuring that ethical behaviour and integrity is established and maintained by the Board Members in all activities undertaken by the Authority.
- 4.1.6 Subject to sub-clause 4.5.19 of this Charter, ensuring that the activities of the Authority are undertaken in an open and transparent manner.
- 4.1.7 The development of Business Plans.
- 4.1.8 Exercising the care, diligence and skill that a prudent person of business would exercise in managing the affairs of other persons.
- 4.1.9 The preparation and adoption of a Code of Conduct to be observed by the Board Members and to undertake a review of the Code every two years.

4.2 Membership of the Board

- 4.2.1 The Board shall be constituted in the manner prescribed by section 6 of the Park Lands Act.
- 4.2.2 Following consultation between the Council and the Minister, the Board of the Authority shall be appointed as follows:
 - 4.2.2.1 the first Board Members appointed by the Council pursuant to section 6(1)(a) of the Park Lands Act shall hold office until the conclusion of the next periodic election for the Council or for any lesser period as may be determined by the Council;
 - 4.2.2.2 thereafter the Board Members appointed by the Council pursuant to section 6(1)(a) of the Park Lands Act shall hold office for a two year term or any lesser period as may be determined by the Council; and
 - 4.2.2.3 the Board Members appointed by the Minister pursuant to section 6(1)(b) of the Park Lands Act shall hold office for a term notified by the Minister to the Council in writing provided that such term does not exceed three years.

- 4.2.3 A Board Member shall be appointed on terms and conditions as prescribed by section 7 of the Park Lands Act and otherwise as determined by the Council after consultation with the Minister.
- 4.2.4 A Board Member shall, at the expiration of the term of office be eligible for re-appointment.
- 4.2.5 Subject to Clause 4.4 of this Charter, the Council and the Minister may appoint a Deputy for each of their respective appointed Board Members. In the absence of a Board Member the Deputy will be deemed to be the Board Member for that time and will exercise all rights, privileges and obligations of the Board Member during the absence of that Member.
- 4.2.6 The Council will give notice in writing to the Authority of the persons appointed as Board Members and deputy Board Members and of any revocation of those appointments.
- 4.2.7 The office of a Board Member will become vacant upon:
- 4.2.7.1 the death of the Board Member;
 - 4.2.7.2 completion of a term of office and the Board Member is not reappointed by the Council or the Minister;
 - 4.2.7.3 the Board Member providing his/her resignation in writing to his/her appointor;
 - 4.2.7.4 the Board Member becoming a bankrupt or applying for the benefit of a law for the relief of insolvent debtors; or
 - 4.2.7.5 removal from office under section 7(3) of the Park Lands Act by the relevant appointor on any of the following grounds:
 - (a) for breach of, or non-compliance with a condition of appointment;
 - (b) for mental or physical incapacity to carry out duties of office satisfactorily;
 - (c) for neglect of duty; or
 - (d) for dishonourable conduct.
- 4.2.8 With the exception of the Presiding Member and any officers or employees of the Council and/or the State who have been appointed as Board Members, all other Board Members shall be eligible for payment or other such allowances as the Council shall approve from time to time.

4.3 Propriety of Members of the Board

- 4.3.1 The principles regarding conflict of interest prescribed in the LG Act apply to all Board Members in the same manner as if they were elected members of a council.

(See Chapter 5, Part 4, Division 3 of the LG Act for Conflict of Interest Provisions)

- 4.3.2 The Board Members are not required to comply with Chapter 5, Part 4, Division 2 (Register of Interests) of the LG Act.

- 4.3.3 The Board Members will at all times act in accordance with their duties of confidence and confidentiality and individual fiduciary duties including honesty and the exercise of reasonable care and diligence with respect to the performance and discharge of official functions and duties as required by Chapter 5, Part 4, Division 1 of the LG Act and Clause 7 of Part 1 of Schedule 2 to the LG Act.

4.4 Presiding Member of the Board

- 4.4.1 The Presiding Member of the Board shall be the Lord Mayor or where the Lord Mayor chooses not to be a member of the Authority another person nominated by the Council pursuant to section 10(1) of the Park Lands Act.

- 4.4.2 There shall also be a Deputy Presiding Member nominated by the Minister from the members of the Board.

- 4.4.3 In the event that the appointed Presiding Member either resigns or is no longer eligible to act as a Board Member prior to the expiration of that persons term, then the member of the Board nominated by the Minister as the Deputy Presiding Member shall hold office until a further appointment is made pursuant to section 6(1)(a) and nominated pursuant to section 10(1) of the Park Lands Act whereupon the person so appointed will hold office for the duration of the original appointment.

- 4.4.4 The Presiding Member shall preside at all meetings of the Board and, in the event of the Presiding Member being absent from a meeting, the Deputy Presiding Member shall preside and in the event of both the Presiding Member and the Deputy Presiding Member being absent from a meeting the Board Members present shall appoint a member from amongst them, who shall preside for that meeting or until the Presiding Member or the Deputy Presiding Member is present.

4.5 Meetings of the Board/Authority

- 4.5.1 An ordinary meeting of the Board will constitute an ordinary meeting of the Authority. The Board shall administer the business of the ordinary meeting.

- 4.5.2 The provisions of Part 2 of the Local Government (Procedures at Meetings) Regulations 2000 shall, insofar as the same may be applicable and not inconsistent with this Charter, apply to the proceedings at and conduct of all meetings of the Board.
- 4.5.3 Ordinary meetings of the Board must take place at such times and places as may be fixed by the Board provided that there shall be at least one ordinary meeting of the Board held in each calendar month.
- 4.5.4 Notice of ordinary meetings of the Board must be given to each Board Member not less than three clear days prior to the holding of the meeting.
- 4.5.5 Notice to a Board Member of any meeting of the Board must:
 - 4.5.5.1 be in writing;
 - 4.5.5.2 set out the date, time and place of the meeting;
 - 4.5.5.3 contain, or be accompanied by, the agenda for the meeting; and
 - 4.5.5.4 be accompanied by a copy of any documents or reports that are to be considered at the meeting (so far as this is practicable).
- 4.5.6. Notice of the times and places of meetings of the Board must be given to the public in the same manner that public notification of meetings of the Council is given in accordance with section 84 of the LG Act.
- 4.5.7. Copies of any document or report which are provided to Board Members under sub clause 4.5.5.4 must be available for inspection by the public as soon as practicable after the time when the document or report is supplied to Board Members provided that the document or report is not provided on a confidential basis in accordance with sub clause 4.5.18
- 4.5.8 A record of all notices of meetings given under sub-clause 4.5.5 to Board Members must be maintained.
- 4.5.9 Notice under sub-clause 4.5.5 may be given to a Board Member:
 - 4.5.9.1 personally;
 - 4.5.9.2 by delivering the notice (whether by post or otherwise) to the usual place of residence of the Board Member or to another place authorised in writing by the Board Member;
 - 4.5.9.3 by leaving the notice for a Board Member appointed under section 6(1)(a) of the Park Lands Act at an

appropriate place at the principal office of the Council; or

- 4.5.9.4 by a means authorised in writing by the Board Member as being an available means of giving notice.
- 4.5.10 A notice that is not given in accordance with sub-clause 4.5.5 will be taken to have been validly given where it is impracticable to give the notice in accordance with the subclause and reasonable action is taken in the circumstances to bring the notice to the Board Member's attention.
- 4.5.11 The Presiding Member, the Council, the Minister or any three Board Members may by written request require a special meeting of the Board to be held. The request will only be valid if it is accompanied by the agenda for the special meeting. A notice of the special meeting shall be sent to all Board Members at least 24 hours prior to the commencement of the special meeting. Such notice shall comply with sub-clauses 4.5.5 and 4.5.9 of this Charter.
- 4.5.12 The quorum for any meeting of the Board is six (6) members.
- 4.5.13 Every Board Member, including the Presiding Member, shall have a deliberative vote. The Presiding Member shall not in the event of an equality of votes have a casting vote.
- 4.5.14 All matters will be decided by a simple majority of votes of the Board Members present. In the event of an equality of votes the matter will lapse.
- 4.5.15 Subject to sub-clause 4.3.1, all Board Members present at a meeting shall vote.
- 4.5.16 Any meeting of the Board may be adjourned from time to time and from place to place.
- 4.5.17 Subject to sub-clause 4.5.19, meetings of the Board must be conducted in a place open to the public.
- 4.5.18 All Board Members must keep confidential all documents and any information provided to them on a confidential basis for their consideration prior to a meeting of the Board, except in those circumstances prescribed by section 12 of the Park Lands Act and clause 35 of Schedule 2 to the LG Act.
- 4.5.19 The Board may order that the public be excluded from attendance at any meeting in order to enable the Board to consider in confidence any information or matter listed in section 90(3) of the LG Act (after taking into account any relevant consideration under that section).

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

- 4.5.20 Where an order is made under sub-clause 4.5.19, a notice must be made in the minutes of the making of the order and of the grounds on which it was made.
- 4.5.21 The Board must cause minutes to be kept of the proceedings at every meeting of the Board.
- 4.5.22 Subject to sub-clause 4.5.24 a person is entitled to inspect, without payment of a fee:
 - (a) agendas and minutes of a Board Meeting;
 - (b) reports to the Board received at a meeting of the Board;
 - (c) recommendations presented to the Board in writing and adopted by resolution of the Board.
- 4.5.23 Subject to sub-clause 4.5.24, a person is entitled, on payment of a fee fixed by the Board, to obtain a copy of any documents available for inspection under sub-clause 4.5.22.
- 4.5.24 Sub-clauses 4.5.22 and 4.5.23 do not apply in relation to a document or part of a document if:
 - (a) the document or part of the document relates to a matter of a kind referred to in sub-clause 4.5.19; and
 - (b) the Board orders that the document or part of the document be kept confidential (provided that in so ordering the Board must specify the duration of the order or the circumstances in which it will cease to apply or a period after which it must be reviewed).
- 4.5.25 Subject to this Charter and to any direction of the Council the Board may determine its own procedures for voting which must be fair and contribute to free and open decision making.

5. ADMINISTRATIVE SUPPORT

The Council will provide administrative support for the Authority for the purpose of undertaking day to day management including but not limited to the exercise of its powers and duties and the preparation for and attendance at meetings of the Board and implementation of the decisions of the Board.

6. MANAGEMENT

6.1 Financial Management

- 6.1.1 The Authority shall keep proper books of accounts in accordance with the requirements of the Local Government (Financial Management) Regulations 1999.
- 6.1.2 The Authority's books of account must be available for inspection by any Board Member or authorised representative of the Council at any reasonable time on request.
- 6.1.3 The Authority shall appoint no less than two Board Members, the Presiding Member and the Deputy Presiding Member as authorised operators of the bank accounts. A minimum of two authorised operators is required to deal with the bank account at any one time.
- 6.1.4 All cheques must be signed by two persons authorised by resolution of the Board.
- 6.1.5 Any payments made by Electronic Funds Transfer must be made in accordance with procedures approved by the auditor of the Authority.
- 6.1.6 The Board must act prudently in the handling of all financial transactions for the Authority and must provide quarterly financial and corporate reports to the Council.

6.2 Audit

- 6.2.1 The Council's auditor shall be the auditor of the Authority.
- 6.2.2 The auditor will have the same powers and responsibilities as set out in the LG Act in relation to the Council.
- 6.2.3 The audit of financial statements of the Authority, together with the accompanying report from the Auditor, shall be submitted to both the Board and the Council.
- 6.2.4 The books of account and financial statements shall be audited at least once per year.
- 6.2.5 The Authority is not required to establish an audit committee.

6.3 Business Plan

- 6.3.1 The Authority shall:
 - 6.3.1.1 prepare a Business Plan which is consistent with this Charter and for a period determined by the Council;
 - 6.3.1.2 prepare the initial Business Plan within six months of the first meeting of the Board; and

- 6.3.1.3 review the contents of the Business Plan annually; and
- 6.3.1.4 consult with the Council prior to adopting or amending the Business Plan.

6.3.2 The Business Plan must:

- 6.3.2.1 identify the performance targets of the Authority;
- 6.3.2.2 the performance measures that are to be used to monitor and assess the performance and achievement of targets; and
- 6.3.2.3 the financial and other resources and internal processes required to achieve the performance targets.

(See Clause 8, Part 1, Schedule 2 to the LG Act for the contents of the Business Plan)

6.4 Annual Program and Budget

- 6.4.1 Before the end of June in each financial year a proposed annual program and budget detailing the estimated revenues and costs for the forthcoming financial year shall be considered by the Board and submitted to the Council for approval.
- 6.4.2 The budget must:
 - 6.4.2.1 deal with each principal activity of the Authority on a separate basis;
 - 6.4.2.2 be consistent with its business plan, the Strategy and the Council's strategic management plans; and
 - 6.4.2.3 comply with standards and principles prescribed by the Local Government (Financial Management) Regulations 1999.
- 6.4.3 Reports summarising the financial position and performance of the Authority against the annual budget shall be prepared and presented to the Board every three calendar months and copies provided to the Council within five days of the Board meeting to which they have been presented.

(See Clause 9, Part 1, Schedule 2 to the LG Act for the contents of the budget)

6.5 Reporting

- 6.5.1 The Board must submit to the Council by 30 September in each financial year an annual report on the work and operations of the Authority detailing achievement of the aims and objectives of its

Business Plan and incorporating the audited Financial Statements of the Authority and any other information or reports required by the Council.

6.5.2 The Board must, provide a copy of its annual report to the Minister, at the same time that it submits it to the Council.

6.5.3 The Board shall present a balance sheet and full financial report to the Council at the end of each financial year.

7. MISCELLANEOUS

7.1 Insurance Requirements

7.1.1 The Authority shall register with the Local Government Mutual Liability Scheme and comply with the Rules of that Scheme.

7.1.2 The Authority shall advise Local Government Risk Management Services of its insurance requirements relating to Local Government Special Risks including insurance cover for Board Members and accompanying persons when performing functions of office.

7.2 Winding Up

The Authority may be wound up by or under a further Act of Parliament.

7.3 Non-Derogation and Direction by Council

7.3.1 Except to the extent of any conflict with the Park Lands Act the establishment of the Authority does not derogate from the power of the Council acting independently in relation to a matter within the jurisdiction of the Authority and the Board.

7.3.2 The Council may direct and control the Authority, subject to prior consultation with the Minister.

7.4 Alteration and Review of Charter

7.4.1 This Charter will be reviewed by the Council after consultation with the Minister at least once in every four years.

7.4.2 This Charter may otherwise be reviewed at any time by the Council after consultation with the Minister

7.4.3 Where the Charter is to be amended this may only occur after consulting the Minister and obtaining the approval of the Minister administering the LG Act.

7.4.4 The amended Charter must be published in the Gazette.

7.5 Disputes between the Council and the Authority

7.5.1 The Council and the Authority will work together in good faith to resolve any matter arising between them whether under or from this Charter or otherwise which requires resolution.

7.5.2 Where the matter is unable to be resolved within a period of two calendar months of the matter being identified as falling within this clause 7.5, it will be resolved by the maintenance of the status quo in the matter.

7.6 Committees

7.6.1 The Board may establish a committee pursuant to section 11 of the Park Lands Act.

7.6.2 A member of a committee holds office at the pleasure of the Board.

7.6.3 The Presiding Member of the Board is ex-officio a member of any committee established by the Board.

7.6.4 The procedures to be observed in relation to the conduct of business at a meeting of a committee will be as determined by the Board or as determined by the committee where the Board has not made such a determination.

7.7 Common Seal

7.7.1 The Authority shall have a common seal upon which its corporate name shall appear in legible characters.

7.7.2 The common seal shall not be used without the express authorisation of a resolution of the Board and every use of the common seal shall be recorded in the minute book of the Authority.

7.7.3 The affixing of the common seal shall be witnessed by the Presiding Member or the Deputy Presiding Member or such other person as the Board may appoint for the purpose.

7.7.4 The common seal shall be kept in the custody of the Board or such other person as the Board may from time to time decide.

7.8 Circumstances Not Provided For

7.8.1 If any circumstances arise about which this Charter or the Park Lands Act is silent, incapable of taking effect or being implemented according to its strict provisions, the Presiding Member may decide the action to be taken to ensure achievement of the functions of the Authority.

7.8.2 The Presiding Member shall report any such decision at the next general meeting of the Board.