



COMMITTEE CHARTER

Aberdeen Investment Committee

Date adopted by Council	24 February 2025
Item & Minute Number	25/018
Endorsed by	Senior Management Group – 18 December 2024
CM Ref	CD-95/24
Due for review	At the expiry of the term of the current Council
Responsible officer	Director Environmental & Community Services



1. Background

On 6 September 2022, the NSW Independent Planning Commission approved the Mount Pleasant Optimisation Project (State Significant Development Consent (SSD Consent)).

Condition A18 of Schedule 2 of the SSD Consent requires MACH Energy to enter into a planning agreement with Council in accordance with Division 7.1 of Part 7 of the Environmental Planning and Assessment Act 1979 and MACH Energy's offer in Appendix 8 of the SSD Consent.

The first Item in Appendix 8 of the SSD Consent provides for a Community Enhancement Fund contribution to benefit the community of Aberdeen being:

\$250,000 per annum (index to CPI)

MACH Energy and the Council have entered into a Planning Agreement for the purposes of condition A18 of Schedule 2 of the SSD Consent. In the Planning Agreement MACH Energy has undertaken to make Community Contributions to the Council.

MACH Energy and the Council have also entered into a Community Funding Deed for the purposes of giving effect to the Planning Agreement. Under the terms of the Community Funding Deed, Council must establish an Investment Committee consisting of five Investment Committee Representatives.

2. Definitions

Act means the *Environmental Planning and Assessment Act 1979* (NSW).

Approved Funding Proposal means a Funding Proposal recommended by the Investment Committee in accordance with Clause 4 and approved by the Council.

Community Contributions means the Contribution monies which are provided by MACH Energy to Council in Item 1 of Schedule 1 of the Planning Agreement.

Community Representative means an Investment Committee Member who is not a representative of MACH Energy or Council.

Council Representative means a person appointed by the Council to be an Investment Committee Member in accordance with clause 3.1.

Investment Committee means the committee established by MACH Energy and Council under clause 3.

Investment Committee Member means a member of the Investment Committee.

Funding Proposal means a proposal for the Council to spend some or all of the Community Contributions paid by MACH Energy and which satisfies the Funding Proposal Criteria.

Funding Proposal Criteria means the criteria set out in Schedule 1 of this Charter.

MACH Energy Representative means a person appointed by MACH Energy to be an Investment Committee Member.

Planning Agreement means the planning agreement entered into by Council and MACH Energy on 14 September 2022, as amended from time to time.



Recommended Funding Proposal means a Funding Proposal recommended by the Investment Committee in accordance with clause 4.

SSD Consent means the consent granted for the Optimisation Project by the NSW Independent Planning Commission on 6 September 2022

3. **The role of the Investment Committee**

- (a) The role of the Investment Committee is to consider, and, if it sees fit, recommend to the Council, Funding Proposals submitted to it for consideration by an Investment Committee Member or Members.
- (b) The Investment Committee may not recommend a Funding Proposal unless it meets the Funding Proposal Criteria and any applicable terms of the Planning Agreement and the SSD Consent.

4. **Membership**

- (a) The members of the Investment Committee shall comprise:
 - (i) two Investment Committee members appointed by MACH Energy (**MACH Energy representatives**);
 - (ii) two Investment Committee Members appointed by Council (**Council Representatives**) who shall be either a Councillor or an employee of Council; and
 - (iii) one Community Representative appointed in accordance with clause 3.3 (**Community Representative**).
- (b) An Investment Committee Member appointed by MACH Energy or Council (other than a Community Representative) may act in the best interest of the party which appointed it.

5. **Chairperson**

- (a) The Chairperson for the Investment Committee must be one of the Council Representatives.
- (b) The Chairperson must be elected by a majority vote of the Investment Committee at the first meeting of the Investment Committee.
- (c) If the Chairperson ceases to be an Investment Committee Member then a new Chairperson must be appointed by majority vote of the Investment Committee at the next meeting.
- (d) The Chairperson shall convene and chair the Investment Committee meetings.
- (e) The Chairperson shall determine the agenda items.

6. **Community Representative**

- (a) Any resident of the town of Aberdeen in the Upper Hunter Shire Council Local Government Area may make an application to Council to be appointed as the Community Representative on the Investment Committee.



- (b) The Community Representative must be elected by majority vote of the Investment Committee at the first meeting from the persons who made an application to Council for appointment.
- (c) The Community Representative is elected to the Investment Committee for a two year period.
- (d) After the two year term of the Community Representative Council must readvertise the position in the relevant local media and on the Council website, generally in accordance with the process provided for in clause 3.3(a) above.
- (e) A former or existing Community Representative can be re-elected to the position of Community Representative on the Investment Committee.

7. Alternative Investment Committee Member

MACH Energy and Council may appoint an alternative Investment Committee Member for their party who may exercise all powers of the Investment Committee Member when attending in place of that Investment Committee Member.

8. Term of Investment Committee Member

MACH Energy and Council Representatives are appointed for a four year period, provided that for the initial terms, the appointments shall be until the next general election of the Council.

9. Replacement of Investment Committee Members

- (a) If an Investment Committee Member ceases for any reason to be a member or resigns as a member:
 - (i) if the Investment Committee Member is a MACH Energy Representative, MACH Energy must as soon as practicable appoint a new MACH Energy Representative to be one of its Investment Committee Members;
 - (ii) if the Investment Committee Member is a Council Representative, Council must as soon as practicable appoint a new Council Representative to be one of its Investment Committee Members; and
 - (iii) if the Investment Committee Member is a Community Representative:
 - (A) Council must as soon as practicable advertise in the relevant local media and on the Council website for any person interested in being appointed as the Community Representative in the Investment Committee; and
 - (B) the remaining Investment Committee Members at the next meeting must appoint, by majority vote, a new Community Representative from the people who applied to Council for the position.
- (b) If an Investment Committee Member:
 - (i) dies;
 - (ii) becomes bankrupt;



(iii) in the case of a Council Representative, cease to be a Councillor or employee of Council; or

(iv) in the opinion of each of the other Investment Committee Members, consistently fails to perform their duty in relation to the Investment Committee

that Investment Committee Member will cease to be a member of the Investment Committee immediately.

10. **Meeting of the Investment Committee**

- (a) The Investment Committee shall determine the frequency of its meetings.
- (b) Despite clause 10(a) above, the Investment Committee must meet at least twice per annum.
- (c) Only the Chairperson may call a meeting of the Investment Committee.
- (d) Any Investment Committee Member may request the Chairperson to convene an extraordinary meeting of the Investment Committee to discuss any matter warranting urgent consideration. The Chairperson shall determine whether an extraordinary meeting is warranted.
- (e) At least two weeks' notice must be given to all members of any meeting of the Investment Committee (except extraordinary meetings where one week's notice can be given).
- (f) The Council may determine the manner in which meetings of the Investment Committee are to be convened and conducted.
- (g) The Council or MACH Energy shall provide facilities for Investment Committee meetings.

11. **Proceedings of Investment Committee**

- (a) The quorum of meetings of the Investment Committee is one MACH Energy Representative and one Council Representative.
- (b) Meetings of the Investment Committee may be conducted by telephone or other electronic means provided all Investment Committee Members have access to and can use such means.

12. **Liability and duties**

If an Investment Committee Member acts in good faith (which shall not preclude acting in the interest of or under the direction of the person appointing the Investment Committee Member as provided by clause 4(b)), he or she is not responsible or liable in any manner to any other Investment Committee Member, the Council or MACH Energy for any loss or expense.

13. **Funding Proposals**

13.1 **Submitting Funding Proposal for consideration**

- (a) Any Investment Committee Member may submit a Funding Proposal to the Investment Committee for consideration if it satisfies the Funding Proposal Criteria in Schedule 1.



- (b) The Funding Proposal must be sent to all the Investment Committee Members at least two weeks before the meeting at which the Funding Proposal is to be considered.

13.2 Consideration of Funding Proposal

- (a) All Funding Proposals that satisfy clause 13.1 above must be considered by the Investment Committee.
- (b) The Council shall provide the Investment Committee with a comprehensive report on all Funding Proposals.
- (c) A Funding Proposal will be recommended by the Investment Committee to be considered by the Council if at least a quorum of the Investment Committee vote in favour of the Funding Proposal (**Recommended Funding Proposal**).
- (d) An Investment Committee Member may declare themselves ineligible to vote on a matter where the Investment Committee Member considers that they have a material personal interest in the outcome of the matter and that this may result in a conflict of interest.
- (e) For the avoidance of any doubt, where an Investment Committee member is ineligible to vote at a meeting at which a decision is made, a vote of all the remaining eligible Investment Committee Members will constitute a vote of the Investment Committee.
- (f) If a Funding Proposal is not approved by the Investment Committee, the Funding Proposal may be submitted for consideration at one further subsequent Investment Committee Meeting for further consideration.

13.3 Approved Funding Proposal

- (a) Council may, in its absolute discretion, approve or refuse a Recommended Funding Proposal submitted to it by the Investment Committee.
- (b) Council must report to the Investment Committee at the next meeting of the Investment Committee as to the progress and status of all Recommended Funding Proposals.
- (c) If, at the end of every four year period, there are funds that have not been allocated, Council may, in its sole discretion and taking into account the matters set out in Schedule 1, expend any unallocated funds.

Version History

Version No.	Date	CM Ref	Reason for Review
1	24/05/2024	CD-48/24	New Policy
2	25/02/2025	CD-95/24	New Term of Council



Schedule 1

Funding Proposal Criteria

1. A Funding Proposal must have an economic, social or environmental benefit for the community within the town of Aberdeen in the Upper Hunter Shire Council Local Government Area and must be for a public purpose as defined by s7.4(2) of the Act.
2. A Funding Proposal may include:
 - (a) the construction and/or maintenance of infrastructure;
 - (b) environmental conservation works;
 - (c) research, training or education;
 - (d) community welfare; or
 - (e) community events.
3. A Funding Proposal submitted to the Investment Committee for consideration must:
 - (a) describe the proposed expenditure including:
 - (i) an overview of its benefits to the Aberdeen Community in the Upper Hunter;
 - (ii) the reasons why the Community Development Contributions paid by MACH Energy should be spent on the Funding Proposal; and
 - (b) Set out an indicative costing for the proposed expenditure including any ongoing costs.
4. A Funding Proposal must not be submitted to the Investment Committee for consideration which:
 - (a) benefits private companies or individuals;
 - (b) seeks finance for individual business activities;
 - (c) seeks to finance endeavours solely for personal gain; or
 - (d) is from a discriminatory and/or exclusive organisation.