

FAR NORTH WEST JOINT ORGANISATION CHARTER

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INTRODUCTION

1.1 Preamble

The operation of and governance principles for the Far North West Joint Organisation is guided by this Charter, which has been adopted by resolution of the board.

1.2 Name and legal status

The name of the joint organisation is the Far North West Joint Organisation.

Far North West Joint Organisation is a body corporate proclaimed under the *Local Government Act 1993* (the Act) with the legal capacity and powers of an individual. See the proclamation forming this joint organisation at <https://www.legislation.nsw.gov.au/regulations/2018-371.pdf> for further information about the membership and functions of Far North West Joint Organisation and other key matters.

While the principal functions of the joint organisation are provided for in the Act and through this Charter, powers are also conferred on the joint organisation as a statutory corporation under section 50 of the *Interpretation Act 1987*. Other functions may be conferred on a joint organisation by legislation and may be delegated to a joint organisation by one or more member councils.

1.3 Interpretation

This Charter is to be interpreted in accordance with the *Local Government Act 1993* and *Local Government (General) Regulation 2005* and the *Interpretation Act 1987*.

1.4 Definitions

In this Charter, the following terms are used as below. **Act** means the *Local Government Act 1993*.

Board means the joint organisation board, consisting of the mayors of each member council, any additional voting representatives of these member councils appointed under section 400T of the Act and any other non-voting representatives who may attend, but are not entitled to vote at, a meeting.

Charter means this document, outlining the operational and governance principles for the joint organisation and any other agreed matters, consistent with the Act and other laws.

Chairperson means the person, who is a mayor, elected to the office of chairperson by the voting representatives on the board from among the voting representatives who are mayor.

Councillor means a person elected or appointed to civic office and includes a mayor.

Executive officer means the person employed by the joint organisation to conduct the day-to-day management of the joint organisation in accordance with strategic regional priorities and other plans, programs, strategies and policies of the joint organisation and to implement without delay the lawful decisions of the joint organisation.

General Manager means the person employed by a council to conduct the day-to-day management of the council in accordance with strategic plans, programs, strategies and policies of the council and to implement without delay the lawful decisions of the council.

Joint organisation means an organisation established under Part 7 Chapter 12 of the *Local Government Act 1993*

Member council means those councils proclaimed under the Act to be part of the Orana Joint Organisation. **Mayor** means a person elected or appointed to civic office, who is the leader of the council.

Non-voting member means those councils and other organisations or individuals that are members of the joint organisation but do not have the right to vote.

Non-voting representative means the chosen representative of a non-voting member of the board (sometimes called an 'associate member'). This includes:

- an employee of the public service nominated by the Secretary, Department of Premier and Cabinet
- any other individual or representative of a council or other organisation invited by the board to represent a non-voting member of the board
- any other person or a member of a class of persons prescribed by the Regulation.

Regulation means the *Local Government (General) Regulation 2005*.

Voting representative means a representative of a member council on the board.

1.5 Adopting the Charter

This Charter was formally adopted by the Far North West Joint Organisation on 23 October 2018.

This Charter will be made publicly available via the following website administered by the joint organisation within 30 days of adoption www.farnorthwestjointorganisation.nsw.gov.au.

1.6 Amending the Charter

This Charter will be reviewed every two (2) years at the time of the election of Chair. Other amendments may be made from time to time by resolution of the board.

ESTABLISHMENT

2.1 Vision and principles

The vision of Far North West Joint Organisation for the Far North West is:

To be a leading Joint Organisation known for a high level of achievement, collaborative excellence and strong commitment to the region's communities.

The Far North West Joint Organisation will act in accordance with the following principles:

2.2 Principal functions

The principal functions of the Far North West Joint Organisation will be to:

- establish strategic regional priorities for the joint organisation area and develop strategies and plans for delivering these priorities
- provide regional leadership for the joint organisation area and to be an advocate for strategic regional priorities
- identify and take up opportunities for intergovernmental cooperation on matters relating to the joint organisation area.

2.3 Other functions

The other services, functions or types of functions the Far North West Joint Organisation will undertake are:

- **to provide support for the operations of its Member Councils aimed at strengthening local government in its joint organisation area.**

The board may, from time to time, determine whether and how to undertake any other functions.

MEMBERSHIP

3.1 Voting Members

The following are 'member councils' of the Far North West Joint Organisation:

- Bourke
- Cobar
- Walgett

3.2 Non-voting members

The following organisations are non-voting members of the joint organisation:

- the NSW Government, as represented by a nominee of the Secretary of the Department of Premier; and
- Cabinet, currently the Department of Premier; and
- Cabinet, Director Western Region.

3.3 Changes in membership

A proclamation is required for a joint organisation to change voting members.

Any voting member proposing to withdraw from the joint organisation must give 1 month written notice.

This Charter may be amended to change non-voting members of the board. In deciding whether to propose or support a change in membership, the [insert name] joint organisation will:

- at the request of a member, consider a draft resolution seeking membership change, and
- following a resolution in support, amend this Charter as set out section 1.6 to change membership as set out at section 3.2.

3.4 Financial contributions

Each member council is to contribute a monetary payment or equivalent contribution based on the following methodology:

- The annual financial contribution required to be made by each Member Council is to consist of:
 - a base fee of the same amount for each Member Council; and
 - a capitation fee (based on the most recent population data issued by Australian Bureau of Statistics Census data)
- The annual financial contribution required to be made by each Associate Member is to be based on a methodology adopted by the Board.
- The amount of the base fee, capitation fee and financial contribution by Associate Members for a financial year is to be determined prior to the start of that year by Resolution of the Board.

Member councils will be consulted about proposed contributions by correspondence.

3.5 Decision resolution

In the event of an equality of votes in relation to a critical matter to be determined by the board the resolution is lost. The mechanism for the board to move critical decisions forward is as follows:

Step 1a – internal resolution using one or more of the following:

- Take into account board member views and rework the proposal.
- Establish a specific sub-committee to review and rework the proposal. Set aside time for the board to discuss the proposal prior
 - to the next board meeting.
- Obtain and present to the board advice from an expert or an independent report.

Alternative Step 1b – refer decision to member councils to resolve in the following circumstances:

Decisions in relation to member council financial contributions over \$1.00.

Step 2 – independent mediation (may include using any of the processes outlined in Step 1):

- Board resolves to work with an independent mediator to support board to resolve the decision.
- Where a mediator cannot be agreed, the board could ask Office of Local Government to appoint a mediator (as for a general manager contract).

Step 3 – appoint an independent arbitrator

- Board resolves to appoint an independent arbitrator to support board to resolve the decision.
- Where the arbitrator cannot be agreed, the board could ask Office of Local Government to appoint an arbitrator.

Critical matters to be determined by the board include:

- adoption of a Statement of Strategic Regional Priorities
- adoption of the Annual Performance Statement and Financial Statements
- decisions to commit financial contributions from member councils over \$1.00.

3.6 Dispute resolution

In the event of a dispute between board members that arises from or relates to the Far North West Joint Organisation, the following steps will be taken to resolve that dispute:

- relevant members will advise the joint organisation prior to taking legal action
- relevant members will give notice to board members specifying the nature of the dispute
- on receipt of notice, member councils must endeavour in good faith to resolve the dispute promptly using informal dispute resolution techniques such as mediation, expert evaluation or determination or similar techniques, as agreed by those members
- members that are parties to the dispute will pay the mediator's costs.

THE BOARD

4.1 Governing board and role

The board of Far North West Joint Organisation consists of:

- the mayors of each member council
- a representative of the NSW Government, nominated by the Secretary of the Department of Premier and Cabinet, who is Ashley Albury, Director Western, NSW Regional Co-ordination, Regional NSW Department Premier and Cabinet.
- the following other non-voting representatives General Manager Bourke, General Manager Cobar and General Manager Walgett.

The role of the board is to direct and control the affairs of the joint organisation. The board is to consult with the executive officer in directing and controlling the affairs of the joint organisation.

The joint organisation executive officer and general manager of each member council may also attend meetings of the board in an advisory capacity.

4.2 Chairperson and role

The chairperson is to be elected by the voting representatives of the board from one of the mayoral representatives. In the absence of the chairperson, a person elected by the voting representatives at the meeting of the board is to preside at the meeting. The chairperson does not have a casting vote.

The chairperson is the joint organisation's spokesperson on strategic matters and will represent the joint organisation at regional forums where possible.

They are responsible for the conduct of meetings.

The term of the chair person is for 2 years and shall align with the Mayoral elections.

4.3 Alternates

Member councils that choose to appoint an alternate representative (other than the Mayor) must notify the joint organisation of that person's name and position.

4.4 Advisory committees and working groups

The Far North West Joint Organisation establishes the following committees and advisory groups, which are to report to the board as set out in their Terms of Reference: These may include but are not limited to:

- General Managers Advisory Committee
- Lower Macquarie Water Utilities Alliance
- Human Resources and Learning Development
- Economic Development
- Risk and Safety Management Group
- Asset Management Group
- Finance and IT Group

Other committees and advisory groups may also be established from time to time by board resolution.

MEETINGS

5.1 Meeting frequency

The board will meet every at least once in each quarter on such date and at such place and time as the Board decides; and Meetings will be conducted in accordance with the Code of Meeting Practice adopted by the board from time to time.

Where necessary, the chair may call further meetings.

5.2 Participation and quorum

The quorum for a meeting of the board is a majority of voting representatives entitled to vote under this Charter being at the meeting. No business is to be transacted at a general meeting without a quorum.

5.3 Voting and decision making

Decisions about principal functions:

A decision of the board supported by a majority at which a quorum is present is a decision of Far North West Joint Organisation.

Each voting member of the board has one vote each in relation decisions taken about principal functions.

A motion at a meeting of the board is taken to be defeated in the event of an equality of votes. The chairperson, or person presiding at a meeting of the board, does not have a casting vote.

5.4 Annual general meetings

The Far North West Joint Organisation will hold an annual general meeting in December to present the annual report, Audited Financial Statements and review charter (if required).

PLANNING AND REPORTING

6.1 Consultation and publication

The Far North West Joint Organisation will consult with all members in preparing the following documents required under the Act and will publish the adopted versions on the joint organisation website www.oranajointorganisation.nsw.gov.au

- statement of Strategic Regional Priorities
- annual revenue statement
- audited financial reports.

The Far North West Joint Organisation will also publish an annual performance statement on its website.

www.farnorthwestjointorganisation.nsw.gov.au

OTHER MATTERS

7.1 Records

The joint organisation will keep records and provide access to relevant information in accordance with the following legislation:

<https://www.legislation.nsw.gov.au/#/view/act/1998/17>

The public officer of Far North West Joint Organisation is the **Executive Officer** who may be contacted at mail@fnwjo.nsw.gov.au.

7.2 Insurance

The Far North West Joint Organisation has made the following insurance arrangements:

Advice received from Jardine Lloyd Thompson P/L states that cover is confirmed for the Far North West Joint Organisation once it is established. The existing cover of the members will be extended to include the activities of the Far North West Joint Organisation.

There will be no additional or separate charges applied for this policy extension to the Far North West Joint Organisation.

Non-Members of State-wide are to advise their insurers of their participation in the Far North West Joint Organisation and seek to have their interests noted.

7.3 Indemnity

Representatives of members of the board and staff of the Far North West Joint Organisation are protected from liability for functions and duties carried out or omitted honestly, in good faith and with due care and diligence.

7.4 Policies

The Far North West Joint Organisation has adopted the following policies:

- Expenses and Facilities Policy;
- Code of Meeting Practice,
- Code of Conduct, and

Further policies may be adopted by the board from time to time and will be published on the Far North West Joint Organisation's website at www.farnorthwestjo.nsw.gov.au.

7.5 Transitional Arrangements

There are no recorded transitional arrangements for the Far North West Joint Organisation to date.