

Northern Rivers Joint Organisation CHARTER

Adopted 8 November 2019



Draft 28 May 2018	For comment to councils	Refer to 22 June meeting
Draft 22 June 2018	For comment to councils	
Draft 30 July 2018	Include <ul style="list-style-type: none"> • comments from 22 June meeting • Details of insurances Details of associate members	Refer to 6 August meeting
Adopted 6 August 2018		
Amended 8 November 2019	Include: <ul style="list-style-type: none"> • Provision for Chair payment • Remove AGM • Add additional associates 	
Adopted 8 November 2019		

Contact Details

PO Box 146

LISMORE NSW 2480

Ph: 0409 558 758

ABN 6858 781 3167

Contents

1. INTRODUCTION

- 1.1. PREAMBLE
- 1.2. NAME AND LEGAL STATUS
- 1.3. INTERPRETATION
- 1.4. DEFINITIONS
- 1.5. ADOPTING THE CHARTER
- 1.6. AMENDING THE CHARTER

2. ESTABLISHMENT

- 2.1. VISION AND PRINCIPLES
- 2.2. PRINCIPAL FUNCTIONS
- 2.3. OTHER FUNCTIONS

3. MEMBERSHIP

- 3.1. VOTING MEMBERS
- 3.2. NON-VOTING MEMBERS
- 3.3. CHANGES IN MEMBERSHIP
- 3.4. FINANCIAL CONTRIBUTIONS
- 3.5. DECISION RESOLUTION
- 3.6. DISPUTE RESOLUTION

4. THE BOARD

- 4.1. GOVERNING BOARD AND ROLE
- 4.2. CHAIRPERSON AND ROLE
- 4.3. ALTERNATES
- 4.4. ADVISORY COMMITTEES AND WORKING GROUP

5. MEETINGS

- 5.1. MEETING FREQUENCY
- 5.2. PARTICIPATION AND QUORUM
- 5.3. VOTING AND DECISION MAKING
- 5.4. ANNUAL GENERAL MEETINGS

6. PLANNING AND REPORTING

- 6.1. CONSULTATION AND PUBLICATION

7. OTHER MATTERS

- 7.1. RECORDS
- 7.2. INSURANCE
- 7.3. INDEMNITY
- 7.4. POLICIES

8. TRANSITIONAL ARRANGEMENTS

Introduction

11 Preamble

The operation of and governance principles for the **Northern Rivers Joint Organisation** is guided by this Charter, which has been adopted by resolution of the board.

12 Name and legal status

The name of the joint organisation is the **Northern Rivers Joint Organisation**.

Northern Rivers 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/2018-192.pdf> for further information about the membership and functions of **Northern Rivers 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.

13 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*.

14 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 **Northern Rivers 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.



15 Adopting the Charter

This Charter was formally adopted by **Northern Rivers Joint Organisation** on 8 November 2019.

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

www.northernriversjo.nsw.gov.au.

16 Amending the Charter

This Charter will be reviewed every **2** years at the time of the election of the **Chairperson**. Other amendments may be made from time to time by resolution of the board.

2 Establishment

2.1 Vision and principles

The vision of the **Northern Rivers Joint Organisation** for the **Northern Rivers** is:

a unified region of well connected, integrated communities affording its people a unique balance of place, lifestyle and opportunity which is known to the nation and the world for its outstanding environmental and scenic values, commitment to sustainability, respect for Aboriginal culture, openness to visitors, entrepreneurial drive, creative and collective spirit and culture, and support for our primary producers.

The **Northern Rivers Joint Organisation** will act in accordance with the following principles:

- To provide a forum and vehicle for cooperative action on issues of regional significance and concern to Local Government requiring advocacy and/or political representation.
- To act as an advocate for the region to the Commonwealth and New South Wales Governments to advance the interests of the region;
- To seek from Governments, financial assistance, legislative and/or policy changes and additional resources required by the region.

2.2 Principal functions

The principal functions of the **Northern Rivers 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 inter-governmental cooperation on matters relating to the joint organisation area.

2.3 Other functions

The other services, functions or types of functions the **Northern Rivers Joint Organisation** will undertake are:

- **Nil**

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

3 Membership

3.1 Voting Members

The following are 'member councils' of the **Northern Rivers Joint Organisation**:

- Tweed Shire Council
- Byron Shire Council
- Ballina Shire Council
- Lismore City Council
- Richmond Valley Council
- Kyogle Council

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 Department of Planning, Industry and Environment, currently Director, North Coast, Regional NSW
- Rous County Council
- Clarence Valley Council
- Tenterfield Shire Council
- Scenic Rim Regional Council
- RDA Northern Rivers
- Destination North Coast
- Combined North Coast Rural Industry Consultative Committee and North Coast Agriculture Natural Disaster Advisory Group

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 **12 months** 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 **Northern Rivers 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:

- an equal share of 50% of the required annual membership fees, plus
- a share of the remaining 50% of the required annual membership fees apportioned by population using the latest census population figures from the ABS by LGA

Member councils will be consulted about proposed contributions by:

Draft budgets for each financial year are to be presented at the February meeting of the Northern Rivers Joint Organisation in order for the proposed annual membership fees to be identified before each member Council commences the budget cycle for the upcoming financial year.

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 and above the annual membership fees.

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 either LG NSW or the OLG 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 either LG NSW or the OLG 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 and above the annual membership fees.

3.6 Dispute resolution

In the event of a dispute between board members that arises from or relates to the **Northern Rivers 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.

4 The board

4.1 Governing board and role

The board of the **Northern Rivers Joint Organisation** consists of:

- the mayors of each member council
- a representative of the NSW Government, nominated by the Department of Planning, Industry and Environment, currently Director North Coast, Regional NSW
- the following other non-voting representatives
 - Mayor/Chair or other Nominated Representative of
 - Rous County Council
 - Clarence Valley Council
 - Tenterfield Shire Council
 - Scenic Rim Regional Council
 - RDA Northern Rivers
 - Destination North Coast
 - Combined North Coast Rural Industry Consultative Committee and North Coast Agriculture Natural Disaster Advisory Group

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 biennially 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.

As per Board Resolution 16082019/4 in recognition of duties undertaken, the Chairperson will be paid a stipend of \$10,000 per annum, to be paid monthly.

This allowance does not attract income tax nor superannuation guarantee levy.

4.3 Alternates

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

4.4 Advisory committees and working groups

The **Northern Rivers Joint Organisation** establishes the following committees and advisory groups, which are to report to the board as set out in their Terms of Reference:

- The General Managers Advisory Committee

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

5 Meetings

5.1 Meeting frequency

The board will meet every 3 months in February, May, August and November at 11:00am. The location of the meetings is to be rotated between the member Councils. The date, time and location of any meeting can be changed by a decision of the Board.

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.

Remote participation in meetings by telephone or other electronic means is permitted. Representatives must be able to hear each other and be heard by other representatives.

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 the **Northern Rivers 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.

Decisions about other functions

A decision about other functions is to be in accordance with the decisions about principal functions.

6 Planning and reporting

6.1 Consultation and publication

The **Northern Rivers 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.northernriversjo.nsw.gov.au

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

The **Northern Rivers Joint Organisation** will also publish an **annual performance statement** on its website www.northernriversjo.nsw.gov.au

7 Other matters

71 Records

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

- State Records Act 1998
- Privacy and Personal Information Protection Act 1998
- Government Information (Public Access) Act 2009.

The public officer of the **Northern Rivers Joint Organisation** is the Executive Officer of the Northern Rivers Joint Organisation who may be contacted at

PO Box 146

LISMORE NSW 2480

E: execofficer@northernriversjo.nsw.gov.au

72 Insurance

The **Northern Rivers Joint Organisation** has made the following insurance arrangements:

- Public Liability – Professional Indemnity
- Crime
- Councillors and Officers Liability
- Policies have been provided by Statewide Mutual and include a total limit of \$600million and generic minimum limit of \$20 million.

Policies expire on 30 June 2020

73 Indemnity

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

74 Policies

The **Northern Rivers Joint Organisation** has adopted the following policies:

- the **Northern Rivers Joint Organisation** expenses and facilities policy
- the **Northern Rivers Joint Organisation** Code of Meeting Practice,
- the **Northern Rivers Joint Organisation** Code of Conduct, and

Further policies may be adopted by the board from time to time and will be published on the **Northern Rivers Joint Organisation's** website at www.northernriversjo.nsw.gov.au

8 Transitional arrangements



The **Northern Rivers Joint Organisation** has made the following transitional arrangements:

Nil

