



CHARTER



Contents

PART 1	3
INTRODUCTION	3
Preamble.....	3
Name and legal status	3
Interpretation	3
Definitions.....	4
Adopting the Charter.....	5
Amending the Charter	5
PART 2	6
ESTABLISHMENT.....	6
Vision and principles.....	6
Principal functions	6
Other functions.....	6
PART 3	7
MEMBERSHIP	7
Voting Members	7
Non-voting members.....	7
Changes in membership	8
Financial contributions	8
Decision resolution	8
Dispute resolution	9
PART 4	10
THE BOARD.....	10
Governing board and role	10
Chairperson and role	10
Alternates	11
Advisory committees and working groups.....	11



PART 5	12
MEETINGS.....	12
Meeting frequency	12
Participation and quorum.....	12
Voting and decision making.....	12
Annual general meetings.....	12
PART 6	13
PLANNING AND REPORTING	13
Consultation and publication	13
PART 7	14
OTHER MATTERS	14
Records	14
Insurance	14
Indemnity.....	14
Policies	14



PART 1

INTRODUCTION

Preamble

- 1.1. The operation of and governance principles for the Riverina Joint Organisation (Riverina JO) is guided by this Charter, which has been adopted by resolution of the Board.

Name and legal status

- 1.2. The name of the Joint Organisation is the **Riverina Joint Organisation**.
- 1.3. Riverina 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 for further information about the membership and functions of Riverina Joint Organisation and other key matters.
- 1.4. While the principle 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.

Interpretation

- 1.5. 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*.



Definitions

1.6. In this Charter, the following terms are used below.

Act	means the <i>Local Government Act 1993</i> .
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.
Board Members	means the Voting Members and the Non-voting Members of the Joint Organisation Board.
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 a 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.
JO	means Joint Organisation.
Joint Organisation	means the organisation established under Part 7 Chapter 12 of the <i>Local Government Act 1993</i> , that represents the Member Councils.
Member Council	means those councils proclaimed under the Act to be part of the Riverina Joint Organisation.
Mayor	means a person elected or appointed to civic office, who is the leader of a 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: <ul style="list-style-type: none">• 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 <i>Local Government (General) Regulation 2005</i> .
Voting Representative	means the representative of a Member Council on the Board.

Adopting the Charter

- 1.7. This Charter was formally adopted by the Riverina Joint Organisation on 19 October, 2018
- 1.8. This Charter will be made publically available via the following website administered by the joint organisation within 30 days of adoption on the Riverina Joint Organisation (JO) website.

Amending the Charter

- 1.9. This Charter will be reviewed in the first instance of the conclusion of the first six (6) months of operation of the JO and then every two (2) years at the first Board meeting held after the election of the Chairperson. Other amendments may be made from time to time by resolution of the Board.

PART 2

ESTABLISHMENT

Vision and principles

2.1. The vision of Riverina Joint Organisation is:

Strong Regions, Progressive Local Government, Vibrant Communities

2.2. The Riverina Joint Organisation will act in accordance with the following principles:

Integrity, Honesty, Respect, Accountability, Regionally-focused, Collaborative

Principal functions

2.3. The principal functions of the Riverina Joint Organisation will be to:

- 2.3.1. Establish strategic regional priorities for the joint organisation area and develop strategies and plans for delivering these priorities;
- 2.3.2. Provide regional leadership for the joint Organisation area and to be an advocate for strategic regional priorities; and
- 2.3.3. Identify and take up opportunities for inter-governmental cooperation on matters relating to the Joint Organisation area.

Other functions

2.4. The Riverina Joint Organisation Board may:

- 2.4.1. From time to time, by resolution of the Board agree to the JO undertaking other functions that create or enhance regional and strategic capacity.
- 2.4.2. The JO will only undertake other functions where a vote occurs in accordance with clause 5.4.1.



PART 3

MEMBERSHIP

Voting Members

3.1. The following are the foundation Member Councils of the Riverina Joint Organisation:

- 3.1.1. Bland Shire Council
- 3.1.2. Coolamon Shire Council
- 3.1.3. Cootamundra – Gundagai Regional Council
- 3.1.4. Greater Hume Shire Council
- 3.1.5. Junee Shire Council
- 3.1.6. Lockhart Shire Council
- 3.1.7. Temora Shire Council

Non-voting members

3.2. The following organisations are Non-Voting members of the joint organisation:

- 3.2.1. 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 Riverina Murray Region
- 3.2.2. The General Managers of each of the Member Councils or their delegated representative.
- 3.2.3. Riverina Water County Council to be represented by the Chairperson and General Manager
- 3.2.4. Goldenfields Water County Council to be represented by the Chairperson and General Manager



Changes in membership

- 3.3. A proclamation is required for the Riverina Joint Organisation to change Voting Members.
- 3.4. Any Voting Member proposing to withdraw from the JO must give six (6) months' written notice.
- 3.5. This Charter may be amended to change Non-voting Members of the Board.
- 3.6. In deciding whether to propose or support a change in membership, the Riverina Joint Organisation will:
 - 3.6.1. At the request of the Member Council, consider a draft resolution seeking membership change; and
 - 3.6.2. Following a resolution in support, amend this Charter as set out in section 1.9 to change membership as set out at section 3.3 – 3.5.

Financial contributions

- 3.7. Each Member Council is to contribute a monetary payment or equivalent contribution based on the following methodology, which will apply to the first 18 months of operation of the JO:
 - 3.7.1. A flat fee in an equal amount for each Voting Member; and
 - 3.7.2. A flat fee, which is equivalent to the fee paid by each Voting Member, for each County Council.
- 3.8. Member Councils will be consulted about proposed contributions by the Board in the following manner:
 - 3.8.1. The Board will resolve a fee structure and proposed fees for the forthcoming financial year;
 - 3.8.2. Member Councils will be notified of the resolution and asked to provide feedback on the proposal, feedback to be provided within 30 days of the notification (“the Consultation Period”);
 - 3.8.3. The JO Board will discuss feedback received and determine a final fee structure and fees at the first Board meeting held following the end of the Consultation Period.

Decision resolution

- 3.9. In the event of an equality of votes in relation to a critical matter to be determined by the Board the resolution is lost.
- 3.10. The mechanism for the Board to move critical matters forward is as follows:
 - 3.10.1. **Step 1** – internal resolution using one or more of the following:
 - 3.10.1.1. Take into account board member views and rework the proposal.



- 3.10.1.2. Establish a specific sub-committee to review and rework the proposal.
- 3.10.1.3. Set aside time for the board to discuss the proposal prior to the next board meeting.
- 3.10.1.4. Obtain and present to the board advice from an expert or an independent report.
- 3.10.2. **Step 2** – Independent mediation (may include using any of the processes outlined in Step 1):
 - 3.10.2.1. Board resolves to work with an independent mediator to support board to resolve the decision.
 - 3.10.2.2. Where a mediator cannot be agreed, the board could ask Office of Local Government to appoint a mediator (as for a general manager contract).
- 3.10.3. **Step 3** – appoint an independent arbitrator
 - 3.10.3.1. Board resolves to appoint an independent arbitrator to support board to resolve the decision.
 - 3.10.3.2. Where the arbitrator cannot be agreed the board could ask [LG NSW/OLG] to appoint an arbitrator.
- 3.10.4. Critical matters to be determined by the board include:
 - 3.10.4.1. Adoption of the Annual Performance Statement and Financial Statements
 - 3.10.4.2. Decisions to commit financial contributions from member councils that represent an increase of more than twice the NSW rate-peg for the given year.
 - 3.10.4.3. Any other matter which the Board resolves as being a critical matter.

Dispute resolution

- 3.11. In the event of a dispute between Board Members that arises from or relates to the Riverina Joint Organisation, the following steps will be taken to resolve that dispute:
 - 3.11.1. Relevant Board Members will advise the Joint Organisation prior to taking legal action;
 - 3.11.2. Relevant Board Members will give notice to Board specifying the nature of the dispute
 - 3.11.3. On receipt of notice, Member Councils must endeavor 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
 - 3.11.4. Members that are parties to the dispute will pay the mediator's costs.

PART 4

THE BOARD

Governing board and role

- 4.1. The Board of Riverina Joint Organisation consists of:
 - 4.1.1. The Independent Chairperson who is the Mayor of one of the Voting Member Councils;
 - 4.1.2. The Deputy Mayor of the Member Council from which the Chairperson is drawn;
 - 4.1.3. The Mayors of each Member Council; and
 - 4.1.4. The Non-voting Representatives listed in clause 3.2.
- 4.2. 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.
- 4.3. The Joint Organisation Executive Officer and staff may also attend meetings of the Board in an advisory capacity.

Chairperson and role

- 4.4. The Chairperson is an independent Chair representing the Riverina JO Region, he or she does not represent his or her own Member Council.
- 4.5. The Chairperson is to be elected by the Voting Representatives of the Board from one of the Voting Representatives every 2 years. 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 vote.
- 4.6. The Chairperson is the JO's spokesperson on strategic matters and will represent the JO at regional forums where possible. The Chairperson is responsible for the conduct of meetings.
- 4.7. Where, in the absence of the elected Chairperson, another Voting Member is elected as the Chairperson to replace the elected Chairperson, that person is not required to act as an independent Chairperson.



Alternates

- 4.8. Member Councils that choose to appoint an alternate representative must notify the JO of that person's name and position.
- 4.9. The alternate representative must be a Deputy Mayor, unless the Deputy Mayor is not available, then another councillor may be nominated.

Advisory committees and working groups

- 4.10. The Riverina Joint Organisation may establish committees and advisory groups from time to time by Board resolution.

PART 5

MEETINGS

Meeting frequency

- 5.1. The Board will meet a minimum of four times a year in accordance with a schedule adopted by the Board annually.

Participation and quorum

- 5.2. The quorum for a meeting of the board is a majority of Voting Representatives entitled to vote under this Charter being at the meeting either in person or by electronic means. No business is to be transacted at a general meeting without a quorum.

Voting and decision making

- 5.3. Decisions about principal functions:
 - 5.3.1. A decision of the Board supported by a majority at which a quorum is present is a decision of Riverina Joint Organisation.
 - 5.3.2. Each Voting Member of the Board has one vote each in relation decisions taken about principal functions.
 - 5.3.3. In the event of an equality of votes, a motion at a meeting of the Board is taken to be defeated.
 - 5.3.4. The Chairperson, or person presiding at a meeting of the Board, does not have a casting vote.
- 5.4. Decisions about other functions permitted under clause 2.4 will require:
 - 5.4.1. A two-thirds majority vote in favour of delivering the function. For the purpose of determining the number of votes in favour, a two-thirds' majority vote is 5 of the current 7 Voting Members.
 - 5.4.2. This clause is not intended to compel a Member Council to hand over or participate in any operational function delivered by the Riverina Joint Organisation.

Annual general meetings

- 5.5. The Riverina Joint Organisation will hold an annual general meeting the fourth Thursday in October to present the annual report, Audited Financial Statements and review Charter (if required).



PART 6

PLANNING AND REPORTING

Consultation and publication

- 6.1. The Riverina Joint Organisation will consult with its Member Councils in preparing the following documents required under the Act and will publish the adopted versions on the JO website.
 - 6.1.1. Statement of Strategic Regional Priorities
 - 6.1.2. Annual revenue statement
 - 6.1.3. Audited financial reports.
- 6.2. The Joint Organisation will also publish an annual performance statement on the Riverina Joint Organisation website.

PART 7

OTHER MATTERS

Records

- 7.1. The Joint Organisation will keep records and provide access to relevant information in accordance with the following legislation: www.riverinajo.nsw.gov.au
- 7.2. The public officer of Riverina Joint Organisation is the Executive Officer who maybe be contacted at the JO office.

Insurance

- 7.3. The Riverina Joint Organisation will take out and keep current insurances that fully cover the operations of the organisation with a reputable insurance company. Insurance will be taken out for the following:
 - 7.3.1. Workers Compensation
 - 7.3.2. Public Liability
 - 7.3.3. Professional Indemnity
 - 7.3.4. General insurance for loss and theft of assets
 - 7.3.5. Directors and Public Officers

Indemnity

- 7.4. Board members and JO staff are protected from liability for functions and duties carried out or omitted honestly, in good faith and with due care and diligence.

Policies

- 7.5. The Riverina Joint Organisation has adopted the following policies:
 - 7.5.1. Riverina Joint Organisation Board expenses and facilities policy
 - 7.5.2. Riverina Joint Organisation Code of Meeting Practices; and
 - 7.5.3. Riverina Joint Organisation Code of Conduct.
- 7.6. Further policies may be adopted by the board from time to time and will be published on the Riverina Joint Organisation's website.