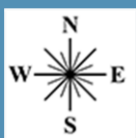


Far West Joint Organisation

CHARTER

Date of endorsement and effect
20 February 2019



CENTRAL DARLING
SHIRE COUNCIL







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1.1 Preamble

The operation of and governance principles for the **Far 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 West Joint Organisation

The **Far 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 (TBC) for further information about the membership and functions of **Far 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 **Far West 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 West Joint Organisation** on [TBC].

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

1.6 Amending the Charter

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

2.1 Vision and principles

The vision of **Far West Joint Organisation** and for the **Far West Region** is:

To build a transformational collaborative Organisation which is known as bold, innovative, inclusive and visionary in its delivery and has a reputation for success in the delivery of meaningful economic outcomes, that cultivate the combined regional economy, and enhance community wellbeing across the Joint Organisation’s area.

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

- Adopt and embrace a Statement of Regional Priorities
- Research and analysis of key economic opportunities and threats
- Taking a bold, innovative approach to the design of transformational strategies and projects
- Developing and communicating a strong evidence base for planning and advocacy
- Building a depth of knowledge and learning that benefits the collective economy and community wellbeing.
- Sharing best practice and capacity building approaches to operations and service delivery for the benefit of all member councils

2.2 Principal functions

The principal functions of Far 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 advocate opportunities for intergovernmental cooperation on matters relating to the joint organisation area.
- Secure funding for the delivery of specific projects which add to the economic sustainability, and community wellbeing of the region.

2.3 Other functions

The other services, functions or types of functions the **Far West Joint Organisation**:

- The Organisation may perform functions, supplementary or ancillary to its Primary Functions, if the objective of undertaking those functions is 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.

3.1 Voting Members

The following are 'member councils' of the **Far West Joint Organisation** joint organisation:

- Wentworth Shire Council
- Balranald Shire Council
- Broken Hill City Council
- Central Darling Shire Council

3.2 Non-voting members

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

This includes:

- An employee of the Public Service nominated by the Secretary, Department of Premier and Cabinet
- The General Manager / Chief Executive Officer of a member Council
- Any other individual or representative of a council or other organisation invited by the board to represent a non-voting member of the board, and
- Any other person or a member of a class of persons prescribed by the Regulation.

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 Twelve 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 **Far West 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:

- 3.4a. The quantum of any annual financial contribution required to be made by each Member Council to the Joint Organisation is to be determined on an annual basis and is to be predicated on equal contributions from Member Councils no matter their size, population base or resourcing. Member councils will be consulted about proposed contributions by:
- 3.4b. The annual financial contribution required to be made by each Associate Member is to be based on a methodology adopted by the Board.
- 3.4c. Notwithstanding points (a) and (b) above, the Board may resolve to rebate council contributions either through the resources of the Joint Organisation or those of a related entity.

3.5 Decision resolution

In the event of an inequality 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 **[\$X]**.
- **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 **LG NSW/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 **LG NSW/OLG** to appoint an arbitrator.

3.6 Dispute resolution

In the event of a dispute between board members that arises from or relates to the **Far 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 are to pay the mediator's costs.

The Board of **Far West Joint Organisation** consists of:

The mayors of each member council.

Any additional voting representatives of these member councils.

A representative of the NSW Government, nominated by the Secretary of the Department of Premier and Cabinet: In this case:

- Ashley Albury: Department of Premier and Cabinet
- Karen Purser: Office of Local Government

The following other non-voting representatives:

- Cr Leigh Byron: Balranald Shire Council
- Cr Marion Browne: Broken Hill City Council
- Bob Stewart: Central Darling Shire Council
- Cr Tim Elstone: Wentworth Shire Council

General Managers:

- Michael Kitzelmann: Balranald Shire Council
- James Roncon: Broken Hill City Council
- Greg Hill: Central Darling Shire Council
- Ken Ross: Wentworth Shire Council

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. In the absence of the Chairperson, the voting representatives at the meeting of the Board are to determine which of their number is to preside at the meeting. The representative thus elected does not have a casting vote.

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 **Far 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:

For the purpose of carrying out its functions, the Organisation may by resolution of the Board establish:

- Standing committees or divisions within the Organisation
- Ad hoc advisory committees, and
- Working groups

And determine their membership and terms of reference.

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

5.1 Meeting frequency

The board will meet Monthly, being either the last Thursday or Friday of the Month. 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 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.

Decisions about other functions

- Each Member Council has one vote at a meeting of the Board.
- A decision of the board supported by a majority at which a quorum is present is a decision of the Hunter Joint Organisation.
- A motion at a meeting of the board is taken to be defeated if:
 - In the case of an Ordinary Resolution, an equal number of votes is cast for and against a resolution, and
 - In the case of a Special Resolution, if less than 75% of the votes cast are in favour of it.

5.4 Annual General Meetings:

An Annual General Meeting is to be held by the end of November in each calendar year.

6.1 Consultation and publication

The **Far West Joint Organisation** 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
Awaiting Domain Name Approval:

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

The [insert name of joint organisation] joint organisation will also publish an annual performance statement on its website Awaiting Domain Name Approval.

7.1 Records

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

The public officer of **Far West Joint Organisation** is the **Executive Officer** who may be contacted at:

Mark Forbes, 0400 655 441

7.2 Insurance

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

Currently: State Cover: Workers Compensation Act: The following policy of insurance covers the full amount of the employer's liability under the *Workers Compensation Act 1987*.

Further Insurance arrangements for indemnity of members and staff will be made as a priority. Subject to the Act and any other applicable law, the Organisation may enter into, and pay premiums on, a contract of insurance in respect of any person.

7.3 Indemnity

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

1. Subject to, and so far, as permitted by the Act and any other applicable law the Far West Joint Organisation must indemnify every member of the Board and the staff of the Organisation against any Liability incurred as such, unless the Liability arises out of conduct involving a lack of good faith.
2. This indemnity is a continuing indemnity. It applies in respect of all acts done by a person while a member of the Board or the staff of the Organisation even though the person is not member of the Board or the staff of the Organisation at the time the claim is made.
3. In this clause, Liability means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

7.4 Policies

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

- A Code of Conduct, and

Further policies will be adopted by the board from time to time and will be published on the **Far West Joint Organisation** website at Awaiting Domain Name Approval

The **Far West Joint Organisation** joint organisation has made the following transitional arrangements: TBC

Mark A Forbes
Executive Officer
Far West Joint Organisation

