



NAMOI UNLIMITED

Premier agricultural region in Australia

NAMOI JOINT ORGANISATION OF COUNCILS
trading as Namoi Unlimited

CHARTER

Endorsed 8 June 2018

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1. INTRODUCTION

1.1 Preamble

The operation of and governance principles for the Namoi Joint Organisation of Councils 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 **Namoi Joint Organisation of Councils** trading as **Namoi Unlimited**.

Namoi Joint Organisation of Councils is a body corporate proclaimed under the *NSW Local Government Act 1993* (the Act) with the legal capacity and powers of an individual.

See the proclamation forming this joint organisation at <https://legislation.nsw.gov.au/regulations/2018-192.pdf> for further information about the membership and functions of Namoi Joint Organisation of Councils 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 *NSW Local Government Act 1993* and *NSW Local Government (General) Regulation 2005* and the *NSW Interpretation Act 1987*.

1.4 Definitions

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

‘Act’ means the *NSW Local Government Act 1993*.

‘Board’ means the board of the Namoi Joint Organisation of Councils, 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 mayors.

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

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

‘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 *NSW Local Government Act 1993*.

‘Member Council’ means those councils proclaimed under the Act to be part of the Namoi Joint Organisation of Councils.

‘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. This includes:

- an employee of the public service nominated by the Secretary, Department of Premier and Cabinet

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

- 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 Namoi Joint Organisation of Councils on 8 June 2018.

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

1.6 Amending the Charter

This Charter will be reviewed every two 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 Namoi Joint Organisation of Councils for the Namoi region is:

A productive, smart and liveable Namoi Region that is recognised for its strong leadership, innovation and excellence in regional collaboration.

Namoi Joint Organisation of Councils will act in accordance with the following principles:

2.2 Principal functions

The principal functions of Namoi Joint Organisation of Councils 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 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 Namoi Joint Organisation of Councils:

- Gunnedah Shire Council
- Gwydir Shire Council
- Liverpool Plains Shire Council
- Tamworth Regional Council
- Walcha 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 Secretary of the Department of Premier and Cabinet

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 6 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, Namoi Joint Organisation of Councils 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:

- fixed administration and membership contribution or fee, and any
- variable project and service or delivery fees.

Member councils will be consulted about proposed contributions by:

- Conduct of annual planning, and
- An annual written proposal based on the activity determined in the business planning process.

A member will cease to be a member non-payment of fees.

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 membership fixed financial contributions.

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 the NSW 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 NSW 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

3.6 Dispute resolution

In the event of a dispute between Board members that arises from or relates to Namoi Joint Organisation of Councils, 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 Namoi Joint Organisation of Councils 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,

- any other non-voting representatives as per Annexure 1

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 Chairperson is two years.

4.3 Deputy Chairperson and role

The Deputy Chairperson is to be elected by the voting representatives of the Board from one of the mayoral representatives.

In the absence of the Chairperson, the role of the Deputy Chairperson is to be the Joint Organisation's spokesperson on strategic matters and will represent the Joint Organisation at regional forums.

4.4 Alternates

At the commencement of each Term of the Board a member council that chooses to appoint an alternate representative and must notify the Joint Organisation of that person's name and position.

4.5 Joint Organisation Leadership Team

Recognising the role of General Managers in providing advice to the Mayor, the General Managers will form a reference group for the consideration and provision of strategic advice to the board.

4.6 Advisory committees and working groups

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

5. MEETINGS

5.1 Meeting frequency

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 and Other functions

A decision of the Board supported by a majority at which a quorum is present is a decision of Namoi Joint Organisation of Councils.

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

Namoi Joint Organisation of Councils will hold an annual general meeting before the end of October each year to present the annual report, the Audited Financial Statements and review charter.

6. PLANNING AND REPORTING

6.1 Consultation and publication

Namoi Joint Organisation of Councils 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.namoiunlimited.nsw.gov.au:

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

Namoi Joint Organisation of Councils will also publish an annual performance statement on its website www.namoiunlimited.nsw.gov.au.

7. OTHER MATTERS

7.1 Records

The joint organisation will keep records and provide access to relevant information in accordance with the following legislation at www.namoiunlimited.nsw.gov.au.

The public officer of Namoi Joint Organisation of Councils is the Executive Officer who may be contacted at info@namoiunlimited.nsw.gov.au.

7.2 Insurance

Namoi Joint Organisation of Councils joint organisation has made the following insurance arrangements:

CLASS	Public Liability/Professional Indemnity
MEMBER COUNCIL	Namoi Joint Organisation
BUSINESS OF MEMBER	Local Government Authority, as defined in wording.
EXPIRY DATE	30 June 2019
GEOGRAPHICAL SCOPE	Anywhere in the World, excluding the Dominion of Canada and the United States of America.
LIMITS OF PROTECTION	Public Liability \$600,000,000 any one occurrence Products Liability \$600,000,000 any one occurrence and in the aggregate any one Period of Protection Professional Indemnity \$600,000,000 any one claim and in the aggregate any one Period of Protection in respect of

STATEWIDE CERTIFICATE NUMBER 002215

CLASS	Public Liability/Professional Indemnity
MEMBER COUNCIL	Namoi Joint Organisation
BUSINESS OF MEMBER	Local Government Authority, as defined in wording.
EXPIRY DATE	30 June 2019
GEOGRAPHICAL SCOPE	Anywhere in the World, excluding the Dominion of Canada and the United States of America.
LIMITS OF PROTECTION	Public Liability \$20,000,000 any one occurrence Products Liability \$20,000,000 any one occurrence and in the aggregate any one Period of Protection Professional Indemnity \$20,000,000 any one claim and in the aggregate any one Period of Protection.

STATEWIDE CERTIFICATE NUMBER 002215

7.3 Indemnity

Representatives of members of the board and staff of Namoi Joint Organisation of Councils 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

Namoi Joint Organisation of Councils has adopted the following policies:

- Expenses and facilities policy
- Code of Meeting Practice
- Code of Conduct

Further policies may be adopted by the board from time to time and will be published on Namoi Joint Organisation of Council's website at

www.namoiunlimited.nsw.gov.au.

8. TRANSITIONAL ARRANGEMENTS

Namoi Joint Organisation of Councils has made no transitional arrangements.

APPENDICES

Prescribed elements of the Charter

Under the Local Government Act 1993 (the Act) and Local Government (General) Regulation 2008 the prescribed requirements for the Charter are as follows:

- the board is to prepare and adopt a Charter containing (but not limited to):
 - operational principles for the joint organisation
 - governance principles for the joint organisation
- the Charter is to contain the methodology for determining annual financial contributions to the joint organisation by member councils
- a Charter may adopt requirements that are additional or supplementary to, or more significant than, requirements made by or under the Act but cannot adopt requirements that:
 - are less stringent than requirements made by or under the Act
 - are inconsistent with or contravene regulations under the Act relating to Charters
- the Charter must be made publicly available on a website administered by the joint organisation within 30 days of adoption of the Charter.



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