



CHARTER

Adopted on 5th September 2018

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1. INTRODUCTION

1.1 Preamble

The operation of, and governance principles for, the Riverina and Murray Joint Organisation are guided by this Charter, which has been adopted by resolution of the Board.

1.2 Name and legal status

- (a) The name of the Organisation is Riverina and Murray Joint Organisation.
- (b) The Riverina and Murray Joint Organisation is a body corporate proclaimed on 11 May 2018 under the *Local Government Act 1993* (the Act) with the legal capacity and powers of an individual.
- (c) 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*

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 the member Councils appointed under Section 400T of the Act, and any other non-voting representatives who may attend a Board meeting, but who are not entitled to vote.

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 position 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 *Local Government Act 1993*.

Member Councils means those Councils proclaimed under the Act to be part of the Riverina and Murray Joint Organisation.

Mayor means the 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 referred to an “Associate Member”). This includes the following:

- an employee of the Public Service nominated by the Secretary of the 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

Other Functions means the functions approved by the Board under clause 2.4 of this Charter.

Principal Functions means the functions set out in clause 2.2 of this Charter, or as otherwise prescribed by the Act or Regulations.

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

- (a) This Charter was formally adopted by the Riverina and Murray Joint Organisation on 5th September 2018
- (b) This Charter will be publicly available via the website administered by the Joint Organisation within 30 days of adoption.

1.6 Amending the Charter

This Charter will be reviewed, amended or re-adopted every 4 years following the General Election of Councils.

This Charter may also be reviewed and amended from time to time by resolution of the Board.

2. ESTABLISHMENT

2.1 Vision

The vision of the Joint Organisation is as follows:

“RAMJO Councils collaborating effectively through strategic planning, priority setting, advocating, engaging with Governments and key stakeholders, so as to facilitate infrastructure development and ensure the long term sustainability, wellbeing and liveability of the region’s communities”

2.2 Principles

The principles by which the Joint Organisation will operate are as follows:

- (a) be owned by and accountable to the Member Councils;
- (b) not impose significant red tape cost or risks on Member Councils;
- (c) ensure that benefits delivered for the region outweigh any costs and risks;
- (d) work collaboratively with other levels of government, other partners and stakeholders;
- (e) enable significant projects and initiatives, with associated funding and assets, to be managed regionally, where doing so is consistent with the shared vision for the region;
- (f) ensure good governance;
- (g) serve the best interests of the region and its communities.

2.3 Values

RAMJO is built on a commitment to **collaboration**. For this to be effective, it is essential that we operate with the following Values

Collaborative: We engage openly and honestly, working together to reach our common goals

- Communication:** We are honest, transparent, clear, robust, respectful and timely with our communication
- Respectful:** We treat each other with respect, acknowledging our diversity, focussing on our strengths and open to new perspectives and feedback
- Cohesive:** We are committed to reaching our common goals together, so we speak with one voice on regional issues and we do what we say
- Evidence based:** Our decisions are based on evidence and are aligned with local, regional and state strategies and policies
- Visionary:** We focus our attention on the big picture and challenge and support each other to be visionary and innovative in our thinking

2.4 Role

The role of the Riverina and Murray Joint Organisation is:

- (a) To develop the key strategic regional priorities of the region and to advocate and deliver those priorities in collaboration with Federal and State Governments;
- (b) To facilitate Member Councils collaborating and co-operating on matters of regional significance and benefit to the RAMJO region, and to advocate those matters on behalf of the Member Councils and their communities;
- (c) To encourage and facilitate group action amongst Member Councils in the sharing of resources and the procurement of specific goods and services;
- (d) To strengthen the role of Local Government in the achievement of regional economic, social and environmental beneficial outcomes;
- (e) To effectively engage with a range of Federal and State Government Ministers, Departments and other Agencies on critical issues relating to the region and to undertake a range of Government funded programs and projects;
- (f) To engage with other Joint Organisations throughout New South Wales and Northern Victoria and where appropriate take collaborative action;
- (g) To facilitate LG industry relevant conferences, seminars, workshops and training programs for the RAMJO Board and where appropriate for Member Councils, Councillors and Officers

2.5 Principal functions

The principal functions of the Joint Organisation are:

- (a) to establish strategic regional priorities for the joint organisation area and to establish strategies and plans for delivering these priorities;
- (b) to provide regional leadership for the joint organisation area and to be an advocate for strategic regional priorities; and
- (c) to identify and take up opportunities for inter-governmental cooperation on matters relating to the joint organisation area.

2.6 Other functions

The Organisation may perform other functions, supplementary or ancillary to its Principal Functions, if:

- (a) the objective of undertaking those functions is to provide support for the operations of the Member Councils aimed at strengthening local government in the joint organisation area, for example delivery of a service to member councils, delivery of a service to the community, sharing of a resource or resources, or enhancing the capacity of members.
- (b) the Board may from time to time determine whether and how to undertake any other functions.

3. MEMBERSHIP

3.1 Voting Members

The eleven (11) Member Councils of the Joint Organisation are:

- (a) Albury City Council
- (b) Berrigan Shire Council
- (c) Carrathool Shire Council
- (d) Edward River Council
- (e) Federation Council
- (f) Griffith City Council
- (g) Hay Shire Council
- (h) Leeton Shire
- (i) Murray River Council
- (j) Murrumbidgee Council
- (k) Narrandera Shire 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, currently being the Department of Premier and Cabinet's Director for the Riverina Murray Region.

3.3 Changes in membership

- (a) A Proclamation is required for the Joint Organisation to change the Voting Members.
- (b) Any Voting Member proposing to withdraw from the Joint Organisation must give six (6) months written notice.
- (c) 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 Joint Organisation will:
 - (i) at the request of a Member, consider a draft resolution seeking membership change, and
 - (ii) following a resolution in support, amend this Charter as set out in Section 1.6, to change membership as set out in Section 3.2

3.4 Financial Contributions

- (a) 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:

- (i) a base contribution of an equal amount for each Member, plus
 - (ii) a tiered per capita contribution, based on the annual population estimate of each Member Council (i.e. per capita up to 10,000 in population and a lesser per capita for population over 10,000).
- (b) Member Councils will be consulted about the proposed contributions during the course of the Joint Organisation's Annual Budget preparation processes, prior to final adoption of the Annual Budget by the Board.

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.

Critical matters to be determined by the Board include:

- Adoption of a Statement of Regional Priorities;
- Adoption of the Annual Performance Statement and Financial Statements
- Decisions to commit financial contributions from Member Councils over \$50,000

The mechanism for the Board to move forward is as follows:

- (a) Step 1a – internal resolution using one or more of the following:
- Take into account Board Members' 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 of an expert or an independent report

Alternative Step 1b – refer decision to Member Councils to resolve in the following circumstances

- Decisions in relation to independent Member Council financial contributions over \$50,000

- (b) Step 2 – independent mediation (may include using any of the processes outlined in Step 1a or Step 1b)
- Board resolves to work with an independent mediator to support Board to resolve the decision
 - Where a mediator cannot be agreed, the Board to request OLG to appoint a mediator
- (c) 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 to request 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 Joint Organisation, the following steps will be taken to resolve that dispute:

- (i) Relevant Members will advise the Joint Organisation prior to taking legal action
- (ii) Relevant Members will give notice to the Board Members specifying the nature of the dispute
- (iii) 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

4. THE BOARD AND MANAGEMENT

4.1 Governing Board and Role

- (a) The Board of the Riverina Murray Joint Organisation consists of:-
- (i) The Mayors of each Member Council
 - (ii) Any additional voting representatives of the Member Councils
 - (iii) A representative of the NSW Government, nominated by the Secretary of the Department of Premier and Cabinet, who is the Regional Director for the Riverina Murray region (a non-voting representative)
 - (iv) The General Managers of the Member Councils (non-voting representatives)
- (b) 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.
- (c) The Joint Organisation Executive Officer may attend meetings in an advisory capacity and may be permitted to speak, but does not have a vote.
- (d) A Member Council shall appoint an alternate representative from its Councillors. This may or may not be the Deputy Mayor.

4.2 Chairperson and Role

- (a) The Chairperson is to be elected for a two year term by the voting representatives of the Board, from one of the Mayoral representatives.

- (b) In the absence of the Chairperson at a Board meeting, a person elected by the representatives at the meeting of the Board is to preside at the meeting.
- (c) The Chairperson or other person presiding at the meeting is responsible for the conduct of the meeting, but does not have a casting vote.
- (d) The Chairperson is the Joint Organisation's spokesperson on strategic matters and will represent the Joint Organisation at regional forums wherever possible.
- (e) The Joint Organisation has determined that an annual remuneration will be paid to the Chairperson, payable on a monthly basis. The amount of the annual remuneration will be determined by resolution of the Board prior to the election of the Chairperson.

4.3 Deputy Chairperson and Role

- (a) This Joint Organisation Charter provides for a Deputy Chairperson position.
- (b) The Deputy Chairperson is to be elected by the voting representatives of the Board, from one of the Mayoral representatives. The term of the Deputy Chairperson position is the same as for the Chairperson.
- (c) In the absence of the Chairperson, the role of the Deputy Chairperson is the same as that of the Chairperson, noting that the legislation requires the voting representatives to specifically elect a person to preside at any Board meeting at which the Chairperson is not in attendance.

4.4 Powers of the Board

Except as otherwise required by the Act, any other applicable law or this Charter, the Board:

- (a) has power to direct and control the affairs of the Organisation in carrying out its functions, in consultation with the Executive Officer; and
- (b) may exercise every right, power or capacity of the Organisation.

4.5 Exercise of the Board's powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board; or
- (b) in accordance with a delegation of the power under clause 4.6

4.6 Power to delegate

- (a) The Board may delegate any of its powers.
- (b) The Board may revoke a delegation previously made, whether or not the delegation is expressed to be for a specified period.
- (c) A delegation of powers may be made:
 - (i) to the Executive Officer, to a committee established under clause 4.9, to a Member Council or to any other person or body;
 - (ii) for a specified period or without specifying a period; and
 - (iii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- (d) A document of delegation may contain provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

4.7 Acceptance of delegations

The Organisation may not accept the delegation to it by a Member Council of a function of that Member Council, except in accordance with the terms and conditions set out in a resolution.

4.8 Executive Officer

The Board must appoint an Executive Officer in accordance with the Act and Regulations.

4.9 Alternate Representatives

Member Councils shall notify the Joint Organisation of the name and position of the alternate representative appointed by the Council (refer to Clause 4 (1) (d) above)

4.10 Advisory Committees and Working Groups

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

- (a) standing committees or divisions within the Organisation;
- (b) ad hoc advisory committees; and
- (c) working groups,

and determine their Membership and Terms of Reference.

4.11 Common Seal

- (a) The Joint Organisation shall have a Common Seal.
- (b) The Common Seal may only be used with the authority of the Board.
- (c) The fixing of the Common Seal to a document must be witnessed and signed by the Chairperson and the Executive Officer.
- (d) In the absence of either or both the Chairperson and/or Executive Officer, the witnessing can be carried out by one or two other Voting Representatives of the Board

5. MEETINGS

5.1 Meeting frequency

The Board will meet:

- (a) at least once in each quarter on such date and at such place and time as the Board decides; and
- (b) where necessary, the Chairperson may call further meetings

Meetings will be conducted in accordance with the Code of Meeting Practice adopted by the Board from time to time

5.2 Use of technology

A Board meeting may be held using any means of audio or audio visual communication by which each Board member participating can hear and be heard by each other Board member participating.

A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Board members is present or, if an equal number of Board members are located in each of two or more places, at the place where the Chairperson of the meeting is located.

5.3 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 may be transacted at a meeting of the Board without a quorum being present at the time the business is transacted.

5.4 Voting and decision making

Decisions about Principal Functions and Other Functions are as follows:

- (a) A decision of the Board supported by a majority at which a quorum is present is a decision of the Joint Organisation;

- (b) Each Voting Member of the Board has one vote each in relation to decisions taken about principal and other functions;
- (c) A motion at a meeting of the Board is taken to be defeated in the event of equality of votes. The Chairperson, or the person presiding at that meeting of the Board, does not have a casting vote.

5.5 Annual General Meetings

The Joint Organisation shall hold an Annual General Meeting in the second week of November in each year to present the Annual Report, Audited Financial Statements and where applicable to review the Charter.

6. CONSULTATION AND PUBLICATION

The 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:

- (a) Statement of Strategic Priorities
- (b) Annual Revenue Statement
- (c) Audited Financial Reports

The Joint Organisation will also publish an Annual Performance Statement on its website

7. OTHER MATTERS

7.1 Records

The Joint Organisation will keep records and provide access to relevant information, in accordance with legislative requirements.

7.2 Insurance

Subject to the Act and any other applicable law, the Joint Organisation will ensure appropriate insurance arrangements in respect of the following:

- (a) Workers Compensation and WC Top Up
- (b) Liability (Public Liability, Professional Indemnity and Products Liability)
- (c) Property and Assets
- (d) Crime (Fidelity Guarantee)
- (e) Councillors and Officers
- (f) Personal Accident and Business Travel
- (g) Motor Vehicle
- (h) Others as required

7.3 Indemnity

Members of the Board, other representatives and staff of the Joint Organisation are to be 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 Joint Organisation has adopted the following policies which are published on the Joint Organisation website:

- (a) Expenses and Facilities Policy
- (b) Code of Meeting Practice
- (c) Code of Conduct (including a Public Interest (Protected Disclosures) Policy and the Panel of Conduct Reviewers)
- (d) Privacy Management Plan
- (e) Communications and Engagement plan

Further policies may be adopted by the Board from time to time and will be published on the Joint Organisation website.

8. TRANSITIONAL ARRANGEMENTS

The Board has agreed that functions and activities of the former Murray Regional Organisation of Councils (RAMROC) will be transferred to the Joint Organisation as of 1st July 2018.

The transfer of these functions and activities will be considered by the Board based on reports and recommendations made by the Joint Organisation's Executive Officer.

END OF CHARTER