



CHARTER

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1. Introduction

1.1 Preamble

The operation of and governance principles for the New England 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 **New England Joint Organisation (NEJO)**.

NEJO 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://legislation.nsw.gov.au/regulations/2018-192.pdf> for further information about the membership and functions of NEJO and other key matters.

While the principal functions of NEJO are provided for in the Act and through this Charter, powers are also conferred on NEJO 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 (1) 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 NEJO 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 NEJO 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 (or Interim Executive Officer) means the person employed by NEJO to conduct the day-to-day management of NEJO in accordance with strategic regional priorities and other plans, programs, strategies and policies of NEJO and to implement without delay the lawful decisions of NEJO.

General Manager/Chief Executive Officer 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 NEJO.

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 NEJO 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, being the Regional Director 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.

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 NEJO on 27 August 2018.

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

1.6 Amending the Charter

This Charter will be reviewed every two (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 NEJO is:

The New England Region is recognised as a contributing region and an essential element for a sustainable future of NSW and Australia.

NEJO will act in accordance with the following principles:

- *Be owned by, and accountable to, member Councils;*
- *Not impose significant red tape, cost or risks on member Councils;*
- *Ensure benefits delivered for the region it serves outweigh costs and risks;*
- *Work collaboratively with other levels of government, other partners and stakeholders;*
- *Enable significant projects and initiatives, and associated funding and assets, to be managed regionally where doing so is consistent with the shared vision for the region;*
- *Ensure good governance;*
- *Serve the best interests of the region and its communities.*

2.2 Principal Functions

The principal functions of NEJO 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 has a stated commitment to collaboratively and actively exploring and investigating opportunities for working together for the benefit of member councils.

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 NEJO:

- Armidale Regional Council;
- Glen Innes Severn Council;
- Inverell Shire Council;
- Moree Plains Shire Council;
- Narrabri Shire Council;
- Tenterfield Shire Council;
- Uralla Shire Council.
- Gwydir Shire Council (Associate membership with provision for voting rights in accordance with changes adopted by the Board to the Charter on 29/11/2021, section 3 part 3.4)

3.2 Non-voting Members

The following organisations are non-voting members of NEJO:

- The NSW Government, as represented by the Regional Director of the Department of Premier and Cabinet;
- The General Managers of each of the Member Councils.

3.3 Changes in Membership

A proclamation is required for a Joint Organisation to change voting members.

Any voting member proposing to withdraw from NEJO must give six (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, NEJO 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 in section 1.6 and to change membership as set out in section 3.3.

3.4 Voting entitlements

Changes to voting entitlements are to be considered in accordance with section 1.6 and 3.3

The entitlement to participate as a voting member of the Joint Organisation may be extended to include an Associate Member under the following conditions;

- must be a gazetted Local Government Area
- must have taken formal steps to transition membership to the Joint Organisation including making this intention known to the Minister and respective Joint Organisations
- Must pay full membership fees.

Once these conditions are met the Board may extend the entitlement to vote to an Associate Member by resolution of the Board at an ordinary meeting.

3.5 Financial Contributions

Each Member Council is to contribute an equivalent contribution based on the following methodology:

- The annual remuneration package of the Executive Officer; plus
- The annual operational costs associated with the lease of office space, computers, stationary, photocopying machinery etc.; plus
- The expense provisions for Board Members and the Executive Officer to attend conferences, seminars, meetings, etc.; plus
- The proposed annual project expenses,

will be estimated and divided equally between the number of Councils forming the official membership of NEJO in any particular financial year.

Member Councils will be consulted about proposed contributions by circulating the annual budget to all Member Councils for their comment and input.

3.6 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 1 – internal resolution using one (1) 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.

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 the Board to resolve the decision;
- Where a mediator cannot be agreed, the Board could ask the Office of Local Government or Local Government NSW 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 the Board to resolve the decision.
- Where the arbitrator cannot be agreed, the Board could ask the Office of Local Government or Local Government NSW 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 \$15,000 per year for (an) identified regional project(s) – excluding NEJO’s annual operational expenses.

3.7 Dispute Resolution

In the event of a dispute between Board members that arises from or relates to NEJO, the following steps will be taken to resolve that dispute:

- Relevant members will advise NEJO 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 NEJO consists of:

- The Mayors of each Member Council, who are entitled to one (1) vote at Meetings;
- A non-voting representative of the NSW Government, who is the Regional Director of the Department of Premier and Cabinet;

The role of the Board is to direct and control the affairs of NEJO. The Board is to consult with the Executive Officer in directing and controlling the affairs of NEJO.

The NEJO Executive Officer and General Manager/Chief Executive Officer 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 (1) 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 NEJO’s spokesperson on strategic matters and will represent NEJO at regional forums where possible.

The Chairperson is responsible for the conduct of meetings.

4.3 Alternates

Member Councils that choose to appoint an alternate representative must notify NEJO of that person's name and position.

4.4 Advisory Committees and Working Groups

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

5. Meetings

5.1 Meeting Frequency

The Board will meet every three (3) months on the fourth Monday 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 Chairperson 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 NEJO.

Each voting member of the Board has one (1) 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

Optional:

NEJO will hold an Annual General Meeting on the fourth Monday of the month of November to present the Annual Report, Audited Financial Statements and review the Charter (if required).

6. Planning and Reporting

6.1 Consultation and Publication

NEJO will consult with all members in preparing the following documents required under the Act and will publish the adopted versions on NEJO's website www.nejo.nsw.gov.au:

- Statement of Strategic Regional Priorities;
- Annual revenue statement;
- Audited financial reports.

NEJO will also publish an annual performance statement on its website www.nejo.nsw.gov.au

7. Other Matters

7.1 Records

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

<https://www.legislation.nsw.gov.au/acts/2009-52.pdf>
<https://www.legislation.nsw.gov.au/#/view/regulation/2010/343/full>

The Public Officer of NEJO is the Executive Officer who may be contacted at 0448 219 208

7.2 Insurance

NEJO maintains the following insurance arrangements:

- Public Liability;
- Professional Indemnity Insurance Coverage;
- Councillors and Officers Liability;
- Crime Cover.

7.3 Indemnity

Representatives of members of the Board and staff of NEJO 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

NEJO has adopted the following policies:

- NEJO Expenses and Facilities Policy;
- NEJO Code of Meeting Practice;
- NEJO Code of Conduct;
- NEJO Media and Communication Policy;
- NEJO Public Interest Disclosures Internal Reporting Policy.

Further policies may be adopted by the Board from time to time and will be published on the NEJO's website at www.nejo.nsw.gov.au