

Mid North Coast
Joint Organisation

mncjo



CHARTER

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Amendments to the MNCJO Charter

Number	Amendment	Date
1.	First Draft of MNCJO Charter	4 June 2018
2.	Amended following Member Council consultations	6 August 2018



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1. INTRODUCTION

1.1 Name and legal status

- (a) The name of the Organisation is Mid North Coast Joint Organisation.
- (b) The Organisation is a body corporate established on 9 May 2018 by proclamation under Part 7 Chapter 12 of the Local Government Act 1993.

1.2 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.

1.3 Definitions

The following definitions apply in this Charter:

Act means the Local Government Act 1993.

Associate Member means those councils and other organisation's that are members of the Organisation. Associate members are non-voting members.

Board means the Board of the Organisation consisting of the Voting Representatives and Non-Voting Representatives set out in clause 4.1 of this Charter, acting collectively.

Charter means this document, as amended from time to time.

Chairperson means the person elected to the office of chairperson by the Voting Representatives under clause 4.7 of this Charter.

Councillor means a person elected or appointed to civic office and includes a Mayor.

Executive Officer means the person employed by the Organisation under clause 4.8 of this Charter.

General Manager means the person employed by a council as its general manager.

Member Councils means the councils proclaimed under the Act to be the members of the Organisation.

Mayor means the mayor of a Member Council.

Non-Voting Representative means the Board representatives appointed pursuant to clause 4.2 of this Charter. Organisation means Mid North Coast Joint Organisation.

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

Regulations means the Local Government (General) Regulation 2005.

Supplementary Functions means the functions approved by the Board under clause 2.3 of this Charter.

Voting Representative means a representative of a Member Council on the Board.



1.4 Adopting the Charter

- (a) This charter, in the form originally adopted by the Board, was approved in consultation with member councils.
- (b) This Charter was adopted by the Board on [date]

1.4 Amending the Charter

This Charter may be amended from time to time by Resolution.

2. ESTABLISHMENT

2.1 Vision and principles

- (a) The vision of the Organisation is set from time to time by the Board to reflect the collective regional priorities and aspirations of its Member Councils
- (b) At the date of adoption of this Charter the vision of the Organisation, as the successor to the regional organisation of councils known as Mid North Coast Regional Organisation of Councils (or MIDROC) is for the Mid North Coast Joint Organisation to improve the economic, social and environmental wellbeing of communities in the Mid North Coast region.

2.2 Principal functions

In accordance with the Act, the principal functions of the Organisation are:

- (a) to establish strategic regional priorities for the Joint Organisation area and to establish strategies and plans for delivering those priorities;
- (b) to provide regional leadership for the Joint Organisation area and to be an advocate for strategic regional priorities;
- (c) to identify and take up opportunities for inter-governmental cooperation on matters relating to the Joint Organisation area; and additionally
- (d) deliver cost savings to member councils.

2.3 Supplementary functions

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

- (a) A Member Council or Councils Resolve to be part of the supplementary functions and,
- (b) 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; and
- (c) the scope, operational principles and business plan for those Supplementary Functions is approved by a Resolution of the Board



3. MEMBERSHIP

3.1 Member Councils

The following are the Member Councils of the Organisation as at the date of its establishment:

- (a) Bellingen Shire Council;
- (b) Kempsey Shire Council;
- (c) Port Macquarie-Hastings Council;

3.2 Changes in membership

- (a) An additional council may become a Member Council if:
 - (i) it applies in writing the Organisation to become a Member Council pursuant to a resolution to that effect by its governing body;
 - (ii) it is approved as a Member Council by the Board;
 - (iii) it applies in writing to the NSW State Government to become a Member Council pursuant to a resolution to that effect by its governing body; and
 - (iv) the proclamation establishing the Organisation is amended to include the additional Member Council and the area of the Organisation is extended to include the local government area of that council.
- (b) A Member Council may withdraw as a Member Council of the Organisation if:
 - (i) it has given 12 months' notice in writing to the Organisation to withdraw as a Member Council pursuant to a resolution to that effect by its governing body;
 - (ii) it applies in writing to NSW State Government to withdraw as a Member Council pursuant to a resolution to that effect by its governing body; and
 - (iii) the proclamation establishing the Organisation is amended to remove the Member Council and the area of the Organisation is amended to excise the local government area of that council.
- (c) An Associate Member:
 - (i) may withdraw as an Associate Member on giving [6 months] notice in writing to the Organisation; and
 - (ii) may be removed as an Associate Member by Resolution.



3.4 Financial Contributions

The financial contributions are to be set in consultation with Member Councils and should consider;

- (a) an annual base fee of the same amount for each Member Council; and
- (b) fees reviewed in consideration of the program of works and activities
- (c) the annual financial contribution required to be made by each Associate Member is to be based on a methodology adopted by the Board.

4. THE BOARD AND MANAGEMENT

4.1 Membership of the Board

The Board consists of:

- (a) the Mayors of each Member Council, who are the Voting Representatives or a replacement Councillor of a Member Council, (if the Mayor is removed from office as a Voting Representative by the Minister under the Act);
- (b) the alternate for a Voting Representative appointed by the Member Council under the Regulations, while acting in the place of the Voting Representative; and
- (c) the Non-Voting Representatives appointed under clause 4.2.

4.2 Non-Voting Representatives

- (a) The following persons are Non-Voting Representatives on the Board:
 - (i) an employee of the public service nominated by the Secretary of the Department of Premier and Cabinet;
 - (ii) the General Managers of Member Councils
 - (iii) any other person or a member of a class of persons prescribed by the Regulations.
- (b) Non-Voting Representatives may attend and speak at meetings of the Board but may not move, second, amend or vote on motions.
- (c) The following persons may attend meetings of the Board in an advisory capacity and may be members of committees established under clause 4.9:
 - (i) the Executive Officer



4.3 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.

4.4 Exercise of 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 4.5

4.5 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 the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

4.6 Acceptance of delegations

The Organisation may not accept the delegation to it by a Member Council of a function of that Member Council.

4.7 Chairperson and Deputy Chairperson

- (a) The Chairperson is to be elected from amongst the Voting Representatives who are mayors and will hold office in accordance with the Act and Regulations.
- (b) The Chairperson while acting as such:
 - (i) has a deliberative vote; and
 - (ii) does not have a casting vote



- (c) The Board may elect a Deputy Chairperson from amongst the Voting Representatives who are Mayors following the election of the Chairperson, to hold office for the term of the Chairperson.
- (d) In the absence of the Chairperson, the Deputy Chairperson (or in their absence), a person elected by the Voting Representatives at the meeting is to preside at a meeting of the Board and does not have a casting vote.

4.8 Executive Officer

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

4.9 Committees

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.

4.10 Common seal

- (a) The Board may decide whether or not the Organisation has 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:
 - (i) by two Voting Representatives; or
 - (ii) by one Voting Representative and the Executive Officer.

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) at such other times as the Chairman may decide.

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 is located in each of two or more places, at the place where the chairman of the meeting is located.



5.3 Quorum

The quorum for a meeting of the board is a majority of voting representatives entitled to vote under the JO charter

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

- (a) Each Voting Representative has one vote at a meeting of the Board.
- (b) A resolution of the Board is passed:
 - (i) In the case of an Ordinary Resolution, by consensus by Representatives entitled to vote on the resolution; and
 - (ii) in the event that a consensus cannot be reached, Dispute Resolution procedures may be implemented.
- (c) All decisions of the Board are to be made by Ordinary Resolution.

6 DISPUTE RESOLUTION

In the event of a dispute between Board Members that arises from or relates to the Organisation the following steps will be taken to resolve the dispute;

- (a) relevant Members will give notice to the Board Members specifying the nature of the dispute;
- (b) on receipt of notice Member councils must endeavor in good faith to resolve the dispute promptly using informal resolution techniques such as independent mediation, independent expert evaluation or determination or similar techniques as agreed to by those Members; and
- (c) Members that are parties to the dispute will share the mediator's costs equally.
- (d) Relevant Members will advise the Organisation prior to taking legal action.

7. CONSULTATION and PUBLICATION

- (a) The Organisation will consult with all Members in preparing and reporting on the following documents required under the Act and will publish the adopted versions on the Joint Organisation website;
 - (i) Statement of Strategic Regional Priorities
 - (ii) Annual revenue Statement
 - (iii) Audited annual reports



- (b) In addition to the requirements under the Act, the MNCJO will;
 - (i) consult with Member Councils in regards to financial contributions.
 - (ii) provide all meeting agendas, reports prior to the meeting and the subsequent minutes of these meetings to the Board and all member Councils.

8. INDEMNITY AND INSURANCE

8.1 Indemnity

- (a) Subject to and so far as permitted by the Act and any other applicable law the 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.
- (b) 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.
- (c) 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.

8.2 Insurance

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.

8.3 Liability on winding up

The liability of a Member Council or an Associate Member to contribute towards the payment of the debts and liabilities of the Organisation or the costs, charges and expenses of the winding up of the Organisation is limited to the amount, if any, unpaid by the Member Council or Associate Member in respect of the financial contributions required by clause 3.4.