

# Hunter

## Joint Organisation

### DRAFT CHARTER

---

#### 1. Introduction

##### 1.1 Name and legal status

The name of the Organisation is Hunter Joint Organisation.

The Organisation is a body corporate established on 11 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 organisations that are members of the Organisation by virtue of clause 3.2 of this Charter.

**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 / 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.

**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 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
- 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.

**Organisation** means Hunter 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, Local Government (General) Amendment (Regional Joint Organisations) Regulation 2018 and such other Regulations as may from time to time apply to the Joint Organisation.

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

### 1.3 Adopting the Charter

This charter, in the form originally adopted by the Board, was approved in consultation with member councils.

This Charter was adopted by the Board on [date]

### 1.4 Amending the Charter

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

## 2. Establishment

### 2.1 Vision and principles

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. The following strategic approaches

will guide the Joint Organisation's endeavours:

*Research and analysis*

Developing and communicating a strong evidence base for planning and advocacy

*Knowledge and learning*

Sharing best practice and capacity building approaches to operations and service delivery for the benefit of all member councils

*Foresight and direction*

Planning together for agreed regional priorities and outcomes in close collaboration with partners

*Joint action*

Taking action on areas where we can make a real difference for the region's communities  
Voice and impact Providing a strong and united voice which advocates for the needs and interests of the region

## **2.2 Principal functions**

The principal functions of the Hunter 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 take up opportunities for intergovernmental cooperation on matters relating to the Joint Organisation area.

## **2.3 Other functions**

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; and
- the scope, operational principles and business plan for those Supplementary Functions is approved by a Special Resolution of the Board.

## **3. Membership**

### **3.1 Member Councils**

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

- Cessnock City Council

- Dungog Shire Council
- Lake Macquarie City Council
- Maitland City Council
- MidCoast Council
- Muswellbrook Shire Council
- Newcastle City Council
- Port Stephens Council
- Singleton Council
- Upper Hunter Shire Council.

### **3.2 Associate Members**

There are no Associate Members of the Joint Organisation.

### **3.3 Additions to membership**

An additional council may become a Member Council if:

1. It applies in writing the Organisation to become a Member Council pursuant to a resolution to that effect by its governing body;
2. It is approved as a Member Council by [Special Resolution of] the Board; and
3. 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.

### **3.4 Withdrawal as a Member**

A Member Council may withdraw as a Member Council of the Organisation if:

1. 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; and
2. 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.

An Associate Member:

1. may withdraw as an Associate Member on giving [6 months] notice in writing to the Organisation; and
2. may be removed as an Associate Member by Special Resolution of the Joint Organisation Board.

## **4. Financial Contributions**

1. 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

2. The annual financial contribution required to be made by each Associate Member is to be based on a methodology adopted by the Board
3. Notwithstanding points 1 and 2 above, the Board may resolve to rebate council contributions either through the resources of the Joint Organisation or those of a related entity.

## **5. The Board**

### **5.1 Membership of the Board**

The Board consists of:

- 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)
- the alternate for a Voting Representative while acting, by formal resolution of a Member Council, in the place of the Voting Representative, and
- the Non-Voting Representatives appointed under clause 5.2.

### **5.2 Non-voting representatives**

The following persons are Non-Voting Representatives on the Board:

- an employee of the public service nominated by the Secretary of the Department of Premier and Cabinet
- General Managers / Chief Executive Officers of Member Councils, and
- any other person or a member of a class of persons prescribed by the Regulations.

Non-Voting Representatives may attend and speak at meetings of the Board but may not move, second, amend or vote on motions.

The following persons may attend meetings of the Board in an advisory capacity and may be members of committees established by the Board:

- the Joint Organisation Chief Executive Officer.

## **6. Powers of the Board**

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

1. has power to direct and control the affairs of the Organisation in carrying out its functions, in consultation with the Joint Organisation Chief Executive Officer, and
2. may exercise every right, power or capacity of the Organisation.

## **7. Exercise of powers**

A power of the Board can be exercised only:

1. by resolution passed at a meeting of the Board; or
2. in accordance with a delegation of the power under clause 4.5

## **8. Power to delegate**

1. The Board may delegate any of its powers.
2. The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

A delegation of powers may be made:

1. to the Joint Organisation Chief Executive Officer, to a committee established under clause 4.9, to a Member Council or to any other person or body;
2. for a specified period or without specifying a period; and
3. on the terms (including power to further delegate) and subject to any restrictions the Board decides.

## **9. 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 Special Resolution.

## **10. Chairperson and Deputy Chairperson**

1. 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.
2. The Chairperson while acting as such:
  - (i) has a deliberative vote, and
  - (ii) does not have a casting vote.
3. 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.
4. 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.

## **11. (Chief) Executive Officer**

The Board must appoint a (Chief) Executive Officer in accordance with the Act and Regulations.

## **12. Committees**

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.

### **12.1 Permanent Standing Committee**

A permanent standing committee be established constituted by a representative of each of the five lower Hunter councils to oversee the development and implementation of the Greater Newcastle Metropolitan Plan including establishing a charter and / or terms of reference with the Departments of Premier and Cabinet and Planning and Environment

## **13. Common seal**

1. The Board may decide whether or not the Organisation has a common seal.
2. The common seal may only be used with the authority of the Board.
3. The fixing of the common seal to a document must be witnessed:
  - by two Voting Representatives; or
  - by one Voting Representative and the Joint Organisation Chief Executive Officer.

## **14. MEETINGS**

### **14.1 Meeting frequency**

The Board will meet:

- at least once in each quarter on such date and at such place and time as the Board decides; and
- at such other times as the Chairperson may decide.

### **14.2 Use of technology**

1. 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 Chairperson of the meeting is located.
2. The proceedings of Board Meetings will be recorded for the purpose of the taking of minutes.

### **14.3 Quorum**

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

No business may be transacted at a meeting of the Board without a quorum being present at the time the business is transacted.

### **14.4 Voting and Decision Making**

1. Each Member Council has one vote at a meeting of the Board.
2. A decision of the board supported by a majority at which a quorum is present is a decision of the Hunter Joint Organisation.
3. 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.
3. Unless otherwise stated in this Charter, all decisions of the Board are to be made by Ordinary Resolution.

### **15. Annual General Meeting**

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

### **16. Consultation and publication**

The Hunter 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:

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

The Hunter Joint Organisation will also publish an annual performance statement on its website.

### **17. Records**

The Hunter Joint Organisation will keep records and provide access to information in accordance with all relevant legislation.

Contact details for the public officer of the Joint Organisation are available on our website.

## **18. Indemnity and Insurance**

### **18.1 Indemnity**

1. 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.
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.

### **19.2 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.

### **19.3 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 4 in this Charter.

## **20. Policies**

The Hunter Joint Organisation has adopted the following policies:

- Expenses and Facilities Policy
- Code of Meeting Practice, and
- Code of Conduct

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