



Illawarra Shoalhaven

Joint Organisation

Charter

Adopted by ISJO Thursday 20 September 2018

1. Introduction

1.1 Preamble

The operation of and governance principles for the **Illawarra Shoalhaven 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 **Illawarra Shoalhaven Joint Organisation**.

Illawarra Shoalhaven Joint Organisation 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 **Illawarra Shoalhaven Joint Organisation** 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 *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 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 delegate means a councillor appointed to the Board.

Deputy Chairperson means the person, elected to the office of a deputy chairperson by the voting representatives.

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 council means those councils proclaimed under the Act to be part of the **Illawarra Shoalhaven Joint Organisation**.

Mayor means a person elected or appointed to civic office, who is the leader of a member 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 called an 'associate member').

This includes:

- an employee of the public service nominated by the Secretary, Department of Premier & 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 the Illawarra Shoalhaven Joint Organisation on [insert date 2018.]

This Charter will be made publicly available via the following website administered by the joint organisation within 30 days of adoption - isjo.org.au

1.6 Amending the Charter

This Charter will be reviewed at the first Board meeting after the first year of operation. Other amendments may be made from time to time by resolution of the board.

2. Establishment

2.1 Vision and principles

The vision of **Illawarra Shoalhaven Joint Organisation** for the region is:

A confident, vibrant, safe and productive region that optimises the potential of its people and environment now and into the future.

The **Illawarra Shoalhaven Joint Organisation** mission statement is:

Lead, advocate, collaborate and deliver outcomes that serve the interest of the region's diverse communities.

The **Illawarra Shoalhaven Joint Organisation** will act in accordance with the following principles:

- **Cohesive:** speaking with one voice on regional issues and valuing equal representation
- **Collaborative:** by working across member councils, communities, government, and with a wide range of partners in the spirit of friendship and trust
- **Respectful:** of local autonomy on local issues
- **Efficient:** by avoiding duplication and using resources within and available to member Councils wherever possible
- **Aligned:** with consistency between member Councils and NSW Government on regional strategies and policies
- **Transparent:** in its operations between member Councils and other partner
- **Evidence based:** when introducing or transitioning programs and shared services

2.2 Principal functions

The principal functions of the **Illawarra Shoalhaven 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 other services, functions or types of functions the **Illawarra Shoalhaven Joint Organisation** will undertake are:

- enhancing strategic capacity to support member councils to deliver services to their communities – including but not limited to the Southern Regional Waste Strategy Program initiatives of Regional Illegal Dumping Prevention and Litter Prevention Programs; and the Regional Joint Procurement Program;
- service delivery to provide services directly to communities within the region – including but not limited to programs such as the Illawarra District Weeds Authority.

The board may, from time to time, determine whether and how to undertake any other functions.

3. Membership

3.2 Voting Members

The following are ‘member councils’ of the **Illawarra Shoalhaven Joint Organisation**:

- Wollongong City Council
- Shellharbour City Council
- Kiama Municipal Council
- Shoalhaven City 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 & Cabinet, currently the Department of Premier & Cabinet, Director Illawarra Shoalhaven NSW Region.

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 **six 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, the **Illawarra Shoalhaven Joint Organisation** 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.

Any non-voting member proposing to withdraw from the joint organisation must give written notice.

3.4 Financial contributions

Each member council is to contribute a monetary payment or equivalent contribution based on the following methodology:

- Equal contribution by all member councils in order to perform the principal functions outlined in 2.2 following consultation; and
- Contributions by participating member councils for other functions outlined in 2.3 on an agreed outcomes focused funding ratio.

Non-voting members may be required to contribute a nominal monetary payment established by the Board annually. Contributions for other functions outlined in 2.3 will be sought from non-voting members for functions to which they are an agreed party on the same outcomes-focused funding ratio agreed for voting members.

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. If internal resolution is not effective, the mechanism for the board to move critical decisions forward is as follows:

Step 1: Independent mediation to resolve the decision. Where a mediator cannot be agreed, the board could ask the Office of Local Government to appoint a mediator (as for a general manager contract).

Step 2: Appoint an independent arbitrator to resolve the decision. Where the arbitrator cannot be agreed, the board could ask the Office of Local Government to appoint an arbitrator.

Critical matters to be determined by the board may include:

- adoption of a Statement of Strategic Regional Priorities
- adoption of the Annual Performance Statement and Financial Statements
- quantum of financial contributions requested from member councils

3.6 Dispute resolution

If a dispute arises out of or relates to this charter, including any dispute as to a breach of this charter or as to any claim in tort, in equity or under any statute ("Dispute"), a member council cannot commence any court or arbitration proceedings relating to the Dispute unless that member council has complied with the following, except where that member Council seeks urgent interlocutory relief.

- A member council claiming that a Dispute has arisen must give notice to the other member councils specifying the nature of the Dispute.
- On receipt of that notice by those other member councils, the member councils must endeavour in good faith to resolve the Dispute expeditiously using informal dispute resolution techniques such as mediation, expert evaluation or determination or similar techniques agreed by them.

If the member councils do not agree within 7 days of receipt of the notice or such further period as agreed in writing by them, as to:

- the dispute resolution technique and procedures to be adopted;
- the timetable for all steps in those procedures; and
- the selection and compensation of the independent person required for that technique;

The member Councils must mediate the Dispute in accordance with the Mediation Rules of the Law Society of New South Wales and must request the President of the Law Society of New South Wales or the President's nominee to select the mediator and determine the mediator's remuneration.

4. The Board

4.1 Governing board and role

The board of **Illawarra Shoalhaven Joint Organisation** consists of:

- the mayors of each member council
- one additional councillor voting representative as nominated by each member council
- a non-voting representative of the NSW Government, nominated by the Secretary of the Department of Premier and Cabinet, who is currently the Director Southern NSW Region
- the following other non-voting representatives: the General Manager of each member council.

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 following persons may attend meetings of the Board in an advisory capacity and may be members of committees established under clause 4.4

- the Executive Officer

4.2 Chairperson and Deputy Chairperson 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 and events where possible. They are responsible for the conduct of meetings.

The deputy chairperson is to be elected from amongst the voting representatives, to hold office for the term of the chairperson. The role includes assisting or representing the Chairperson at key events or deputations and in the chairperson's absence.

4.3 Alternates

Member councils that choose to appoint an alternate voting representative from amongst its councillors, must notify the joint organisation in writing of that person's name, position and term of appointment. While acting in the place of a voting representative on the board, that person has all the functions of a representative, including voting.

4.4 Advisory committees and working groups

The **Illawarra Shoalhaven Joint Organisation** establishes the following committees and advisory groups, which are to report to the board as set out in their Terms of Reference:

- **General Managers Committee**

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

4.5 Common seal

The board may decide whether or not the **Illawarra Shoalhaven Joint Organisation** has a common seal. The common seal may only be used with the authority of the Board.

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 at least once in each quarter on such date, place and time as the Board decides. 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 board will operate under a Code of Conduct based on the Model Code of Conduct for Local Councils in NSW.

The quorum for a meeting of the board is a majority of the 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.

The board may transact any of its business at a meeting at which representatives (or some representatives) participate by telephone or other electronic means, provided they can be heard by the other representatives.

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 Illawarra Shoalhaven Joint Organisation. Each voting representative of the board has one vote each in relation to 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.

Decisions about other functions

The advice of the General Managers' Committee will be sought in regard to decision making processes for other functions of the Illawarra Shoalhaven Joint Organisation, assessed on a case-by-case basis on such factors as level of participation or involvement of members, scope and nature of the function and risk assessment.

5.4 Annual general meetings

The **Illawarra Shoalhaven Joint Organisation** will hold an annual general meeting at a time and place to be determined by the Board to present the annual report, Audited Financial Statements and review its charter (if required).

6. Planning & Reporting

6.1 Consultation and publication

The **Illawarra Shoalhaven 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 - isjo.org.au

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

The **Illawarra Shoalhaven Joint Organisation** will also publish an annual performance statement on its website isjo.org.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:

- State Records Act 1998
- Privacy and Personal Information Protection Act 1998
- Government Information (Public Access) Act 2009

The public officer of **Illawarra Shoalhaven Joint Organisation** is the Executive Officer who may be contacted at info@isjo.org.au

7.2 Insurance

The **Illawarra Shoalhaven Joint Organisation** will hold the necessary insurance arrangements.

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 .

7.3 Indemnity

Representatives of members of the board and staff of the **Illawarra Shoalhaven Joint Organisation** 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 and agreements

The **Illawarra Shoalhaven Joint Organisation** has adopted the following policies:

- Expenses and Facilities Policy
- Code of Meeting Practice
- Code of Conduct
- Regional Procurement Policy

The **Illawarra Shoalhaven Joint Organisation** has resolved to be party to the following:

- Memorandum of Understanding with Healthy Cities Illawarra and Health People Illawarra

Further policies may be adopted by the board from time to time and will be published on the **Illawarra Shoalhaven Joint Organisation's** website at isjo.org.au