

# TASMANIA

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## BRAND TASMANIA BILL 2018

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## **BRAND TASMANIA BILL 2018**

This Public Bill originated in the House of Assembly, and, having this day passed, is now ready for presentation to the Legislative Council for its concurrence.

SHANE DONNELLY, *Clerk of the House*  
22 November 2018

*(Brought in by the Premier, the Honourable William Edward  
Felix Hodgman)*

### **A BILL FOR**

### **An Act to establish Brand Tasmania and for related purposes**

Be it enacted by Her Excellency the Governor of Tasmania, by and with the advice and consent of the Legislative Council and House of Assembly, in Parliament assembled, as follows:

#### **PART 1 – PRELIMINARY**

##### **1. Short title**

This Act may be cited as the *Brand Tasmania Act 2018*.

##### **2. Commencement**

The provisions of this Act commence on a day or days to be proclaimed.

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### 3. Interpretation

In this Act, unless the contrary intention appears –

*accounts* has the same meaning as in the *Audit Act 2008*;

*applicable*, in relation to a direction, statement or plan mentioned in any provision, means the particular direction, statement or plan in effect at or during the time or period to which the provision applies or is being considered;

*Authority* means Brand Tasmania established by section 6;

*Authority's staff* means the persons for the time being appointed or employed under section 24;

*Board* means the Board of the Authority constituted under section 10;

*chairperson*, in relation to the Board, means the chairperson of the Board appointed under section 10(2);

*chief executive officer* means the chief executive officer of the Authority appointed in accordance with section 21;

*commencement day* means the day on which section 29 and Schedule 4 commence;

*Committee* means a Committee established in accordance with section 15;

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***contract*** includes an agreement or arrangement;

***corporate plan*** means a corporate plan referred to in section 20;

***financial year*** means –

- (a) a period of 12 months ending on 30 June in any year; or
- (b) any other period of 12 months in respect of which the Authority is required by any written law to maintain accounts;

***former Board*** means the incorporated body known as The Brand Tasmania Council Inc.;

***function*** includes duty;

***member***, in relation to the Board, means a person appointed as a member of the Board in accordance with this Act;

***Ministerial direction*** – see section 17;

***Ministerial statement of expectations*** – see section 16;

***notice*** means written notice;

***promotional and marketing activities*** includes the process, and any part of the process, of promoting and marketing Tasmanian goods, services, experiences and products;

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*regulations* means regulations made and in force under this Act;

*strategic plan* – see section 18;

*Tasmanian Brand* – see section 8;

*written law* has the same meaning as in the *Audit Act 2008*.

**4. Act binds Crown**

This Act binds the Crown in right of Tasmania and, so far as the legislative power of Parliament permits, in all its other capacities.

**5. Relationship of Act to *Tourism Tasmania Act 1996***

This Act does not affect Tourism Tasmania in the performance or exercise of any of its functions or powers under the *Tourism Tasmania Act 1996*.

## **PART 2 – BRAND TASMANIA**

### **6. Establishment of Brand Tasmania**

- (1) Brand Tasmania is established.
- (2) The Authority –
  - (a) is a body corporate with perpetual succession; and
  - (b) may have a seal; and
  - (c) may sue and be sued in its corporate name; and
  - (d) is an instrumentality of the Crown.
- (3) If the Authority has a seal –
  - (a) it is to be kept and used as authorised by the Authority; and
  - (b) all courts and persons acting judicially must take judicial notice of the imprint of the seal on a document and presume that it was duly sealed by the Authority.

### **7. Objectives of Authority**

The main objectives of the Authority are to –

- (a) ensure that a Tasmanian Brand, which differentiates and enhances Tasmania's appeal and national and international

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- competitiveness, is developed,  
maintained, protected and promoted; and
- (b) ensure that Tasmania’s image and reputation locally, nationally and internationally are strengthened; and
  - (c) ensure that the Tasmanian Brand is nurtured, enhanced and promoted as a key asset of the Tasmanian community.

**8. Functions of Authority**

(1) The Authority has the following functions:

- (a) to manage and develop a Tasmanian Brand (*the Tasmanian Brand*) that –
  - (i) is of relevance to, and is representative of, Tasmania and Tasmanians; and
  - (ii) differentiates and enhances Tasmania’s appeal and competitiveness locally, nationally and internationally; and
  - (iii) continually evolves and is kept current;
- (b) to advocate for the protection of the attributes on which the Tasmanian Brand relies;
- (c) to promote the Tasmanian Brand by creating, coordinating, managing,

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developing and supporting promotional and marketing activities that –

- (i) strengthen Tasmania’s image and reputation; and
  - (ii) enhance the attractiveness of Tasmania as a place in which to live, work, study, visit, invest or trade; and
  - (iii) maximise the profile, and the competitive position, of Tasmanian goods, services, experiences and products in local, national and international markets;
- (d) to identify risks to the reputation of the Tasmanian Brand and to develop mitigation or contingency plans in relation to that risk;
- (e) to facilitate the collaboration between the government, non-government, business and community sectors in Tasmania in relation to matters relevant to the Authority’s functions;
- (f) to undertake, support and interpret any research, or any other insights, into matters relevant to the Authority’s functions;
- (g) to provide advice and support to the Minister in relation to the Authority’s functions;

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- (h) to perform any other functions that the Authority may be given by this or any other Act;
  - (i) to perform any other functions that may be prescribed.
- (2) In the performance of its functions, the Authority is to have constant regard to the Authority’s objectives set out in section 7 and is to act in a way that best meets and advances those objectives.

**9. Powers of Authority**

- (1) The Authority has the power to do –
- (a) all things necessary or convenient to be done in connection with the performance of its functions; and
  - (b) all other things that it is authorised to do by this or any other Act.
- (2) Without limiting subsection (1), the Authority has the power to –
- (a) acquire, hold, dispose of and otherwise deal with property; and
  - (b) enter into contracts; and
  - (c) control access to, and the uses to be made of, any material, or assets, owned or developed by the Authority.

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- (3) In the exercise of its powers, the Authority is to have constant regard to the Authority's objectives and functions and is to act in a way that best meets and advances those objectives and functions.

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**PART 3 – BOARD OF BRAND TASMANIA**

*Division 1 – Board*

**10. Board**

- (1) The Authority has a Board consisting of the following members:
  - (a) the chairperson of the Board;
  - (b) the Secretary of the Department of Premier and Cabinet or his or her delegate;
  - (c) two persons –
    - (i) one of whom is a State Service officer; and
    - (ii) one of whom is nominated by Tourism Tasmania;
  - (d) not less than 5, and not more than 7, other persons.
- (2) The chairperson and the members of the Board referred to in subsection (1)(c) and (d) are to be appointed by the Governor on the recommendation of the Minister.
- (3) In making a recommendation under subsection (2), the Minister is to ensure that the chairperson and the other members, collectively, have expertise relevant to the Authority's objectives and functions in addition to qualifications or

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experience in, or including expert knowledge of, most of the following matters:

- (a) place branding and public diplomacy;
  - (b) trade and exporting from Tasmania;
  - (c) industry development;
  - (d) brand marketing and communications, including research and digital technologies;
  - (e) heritage conservation, environmental conservation and natural resource management;
  - (f) community engagement;
  - (g) corporate governance, including finance, accounting and strategic planning;
  - (h) legal and commercial skills;
  - (i) public sector administration.
- (4) Schedule 1 has effect in respect of the members of the Board.
- (5) Schedule 2 has effect in respect of meetings of the Board.

**11. Responsibilities and powers of Board**

- (1) The Board is responsible to the Minister for –

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- (a) the performance and exercise of the Authority's functions and powers under this or any other Act; and
  - (b) the achievement of the Authority's objectives under this Act.
- (2) In exercising its responsibilities and powers, the Board is not to favour any individual, organisation, business or industry sector and must consider the impacts on all relevant parties and the Tasmanian Brand more broadly.
- (3) The Board has the power to do all things necessary or convenient to be done in connection with the performance and exercise of its responsibilities and powers under this or any other Act.

## **12. Delegation**

The Board may, in writing, delegate any of the Authority's functions and powers other than this power of delegation to any one or more of the following persons:

- (a) a member of the Board;
- (b) the chief executive officer;
- (c) a committee;
- (d) a person appointed or employed for the purposes of this Act.

**13. Duty of Board to notify Minister of developments**

- (1) The Board must notify the Minister of any development which, in the opinion of the Board, may –
  - (a) have a significant impact on the Board achieving the Authority’s objectives or performing and exercising the Authority’s functions and powers under this Act; or
  - (b) prevent or significantly affect the achievement of the financial performance objectives under the current corporate plan; or
  - (c) significantly affect the financial viability or operating ability of the Authority.
- (2) A notification under subsection (1) is to be given as soon as practicable after the Board becomes aware of the development.

**14. Protection from liability**

- (1) A member of the Board does not incur any personal liability for any act done or purported or omitted to be done by the member in good faith in the performance or exercise or purported performance or exercise of any functions or powers relating to or arising from his or her role as a member.

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- (2) Subsection (1) does not preclude the Crown or the Board from incurring a liability that a member would, but for that subsection, incur.

**15. Committees**

- (1) The Board may establish the Committees that the Board thinks appropriate.
- (2) A Committee –
- (a) must provide the Board with advice on any matter referred to it by the Board; and
  - (b) must perform any functions, and may exercise any powers, delegated to it by the Board.
- (3) Schedule 3 has effect with respect to the membership and meetings of a Committee.

***Division 2 – Strategic oversight and direction of Board***

**16. Ministerial statement of expectations**

- (1) The Minister, by no later than 3 months before the beginning of any financial year, may give the Board a statement setting out the Minister's expectations for the Authority for that financial year (***Ministerial statement of expectations***).
- (2) In preparing a Ministerial statement of expectations, the Minister is to have regard to the Authority's objectives, functions and powers.

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- (3) A Ministerial statement of expectations is not to purport to exert control or influence over the content of events or activities conducted, promoted or supported by the Board.
  - (4) The Board is to perform its responsibilities in respect of a financial year consistently with the applicable Ministerial statement of expectations.
  - (5) The Minister, on his or her own motion or at the request of the Board, may at any time –
    - (a) amend a Ministerial statement of expectations; or
    - (b) revoke a Ministerial statement of expectations.
  - (6) A Ministerial statement of expectations and any amendment or revocation of a statement of expectations is to be in writing and signed by the Minister.
  - (7) An amendment to or revocation of a Ministerial statement of expectations takes effect on such day as is specified in the instrument of amendment or revocation.
  - (8) The Minister and the Board must publish Ministerial statements of expectation as, either jointly or severally, they think fit.
  - (9) The Minister must consult with the Board in preparing a Ministerial statement of expectations and any amendment or revocation of a Ministerial statement of expectations.

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**17. Ministerial directions**

- (1) The Minister may give the Board directions at any time (*Ministerial directions*) regarding the discharge of the Board's responsibilities under this Act.
- (2) In preparing a Ministerial direction, the Minister is to have regard to the Authority's objectives, functions and powers.
- (3) A Ministerial direction is not to purport to exert control or influence over the content of events or activities conducted, promoted or supported by the Board.
- (4) The Board is to ensure that the business and affairs of the Authority are managed and conducted in a manner that is consistent with any Ministerial directions.
- (5) The Board is to comply with a Ministerial direction.
- (6) A Ministerial direction is to be in writing and signed by the Minister.
- (7) A Ministerial direction is not to conflict with an applicable Ministerial statement of expectations.
- (8) The Minister is to cause a copy of a Ministerial direction to be laid before each House of Parliament within 10 sitting-days after it is given.

## **18. Strategic plans**

- (1) As soon as practicable after the commencement of this section, and, subject to subsection (2), every third financial year after that, the Board is to prepare a plan (*strategic plan*).
- (2) The strategic plan may be in respect of the following 3 financial years or, if the Board so determines, a greater number of financial years (*the planning period*).
- (3) In preparing a strategic plan, the Board is to have regard to the Authority's objectives, functions and powers.
- (4) In preparing a strategic plan, the Board –
  - (a) is to consult the Minister; and
  - (b) may consult such other persons as it thinks fit.
- (5) After preparing a strategic plan, the Board is to submit a draft of it to the Minister for approval.
- (6) The Minister may –
  - (a) approve the draft strategic plan as submitted; or
  - (b) require the Board to amend the draft strategic plan and resubmit it for approval.
- (7) To avoid doubt, the Minister's power under subsection (6)(b) may be exercised more than once.

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- (8) Once a draft strategic plan has been approved by the Minister for a planning period –
  - (a) it takes effect as the strategic plan of the Board for that planning period; and
  - (b) the Board is to act during that planning period in accordance with the strategic plan.
- (9) The Board, having regard to changes of circumstance or for other reasonable cause, may prepare an amendment to its strategic plan at any time.
- (10) Subsections (4), (5), (6) and (7) have the same application to an amendment as they have to the plan itself, and the amendment takes effect once it has been approved by the Minister.
- (11) The Board may publish a strategic plan as it thinks fit.

**19. Contents of strategic plan**

- (1) A strategic plan is to include the following:
  - (a) a statement of the Authority’s goals for the planning period with particular regard to the general management, operation, financial sustainability and development of the Authority including the Authority’s financial plans;
  - (b) strategies for attaining those goals for the planning period;

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- (c) strategies for managing risk, measuring success and monitoring progress towards the attainment of those goals for the planning period;
  - (d) an appraisal, if applicable, with regard to the effectiveness and attainment of the Authority's goals stated in the strategic plan for the previous planning period.
- (2) A strategic plan is to be consistent with –
- (a) any applicable Ministerial statement of expectations; and
  - (b) any applicable Ministerial directions.
- (3) A strategic plan is to be in such form as the Board thinks fit.

**20. Corporate plans**

- (1) The Board, on or before 31 March in each financial year, is to prepare a corporate plan for the following financial year.
- (2) In preparing a corporate plan, the Board is to have regard to the Authority's objectives, functions and powers.
- (3) A corporate plan is to –
  - (a) be consistent with the applicable strategic plan, the applicable Ministerial statement of expectations and any applicable Ministerial directions; and

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- (b) include a statement of the manner in which the Board is to meet the business and financial goals of the applicable strategic plan or, for the final year of a planning period under section 18, its next strategic plan.
- (4) After preparing a corporate plan, the Board is to submit a draft of it to the Minister for approval.
- (5) The Minister may –
  - (a) approve the draft corporate plan as submitted; or
  - (b) require the Board to amend the draft corporate plan and resubmit it for approval.
- (6) To avoid doubt, the Minister’s power under subsection (5)(b) may be exercised more than once.
- (7) Once a draft corporate plan has been approved by the Minister for a financial year –
  - (a) it takes effect as the corporate plan of the Board for that financial year; and
  - (b) the Board is to act during that financial year in accordance with the corporate plan.
- (8) The Board, having regard to changes of circumstance or for other reasonable cause, may prepare an amendment to its corporate plan at any time.

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- (9) Subsections (4), (5) and (6) have the same application to an amendment as they have to the corporate plan itself, and the amendment takes effect once it has been approved by the Minister.
- (10) The Board may publish a corporate plan as it sees fit.

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**PART 4 – ADMINISTRATION OF BRAND TASMANIA**

*Division 1 – Chief executive officer and staff support*

**21. Chief executive officer**

- (1) Subject to and in accordance with the *State Service Act 2000*, a person, other than the chairperson, is to be appointed as chief executive officer of the Authority for the purposes of this Act.
- (2) The chief executive officer is entitled to be paid the remuneration and allowances specified in the instrument of appointment.
- (3) The chief executive officer holds that office for a term of not more than 5 years and on the conditions specified in the instrument of appointment.
- (4) The chief executive officer must not engage in paid employment outside the duties of office unless allowed by the instrument of appointment.
- (5) The appointment of a person as chief executive officer is not invalid merely because of a defect or irregularity in relation to the appointment.

**22. Responsibilities of chief executive officer**

- (1) The chief executive officer is responsible to the Board for the general administration and management of the Authority.

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- (2) The chief executive officer is to act as secretary to the Board and, in that capacity, may attend any meeting of the Board unless the Board, in respect of a particular meeting or particular business before it at a meeting, decides otherwise.
- (3) The chief executive officer is to –
- (a) perform or exercise any functions or powers delegated to the chief executive officer by the Board; and
  - (b) perform or exercise any other functions or powers that the chief executive officer is given by this or any other Act.
- (4) The Board and the chief executive officer may enter into an agreement relating to the Board's expectations in relation to the discharge of the chief executive officer's responsibilities.
- (5) The chief executive officer must not use improperly, whether within Tasmania or elsewhere, information acquired as chief executive officer –
- (a) to gain, directly or indirectly, a personal advantage or an advantage for another person; or
  - (b) to cause damage to the Authority.

Penalty: Fine not exceeding 2 000 penalty units or imprisonment for a term not exceeding 5 years, or both.

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(6) The chief executive officer must not use improperly, whether within Tasmania or elsewhere, his or her position as chief executive officer or the fact that he or she is or was the chief executive officer –

(a) to gain, directly or indirectly, a personal advantage or an advantage for another person; or

(b) to cause damage to the Authority.

Penalty: Fine not exceeding 2 000 penalty units or imprisonment for a term not exceeding 5 years, or both.

(7) The chief executive officer must inform the Board, in writing, of any direct or indirect pecuniary interest that he or she has in any business or body corporate that carries on a business as soon as practicable after he or she acquires, or becomes aware of, that interest.

**23. Acting chief executive officer**

(1) In this section, *absent* means –

(a) is absent from duty; or

(b) is absent from Australia; or

(c) is otherwise unable to perform the responsibilities of the office of chief executive officer; or

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- (d) has died, resigned or been removed from office and a new chief executive officer has not been appointed.
- (2) A person, other than the chairperson, may be appointed to act as chief executive officer during any or every period during which the chief executive officer is absent.
- (3) Except as otherwise provided in this section, this Act applies to the appointment of a person under subsection (2) as if the appointment were the appointment of the chief executive officer.
- (4) While a person appointed under subsection (2) is acting as chief executive officer, that person is taken to be the chief executive officer.

**24. Staff**

Subject to and in accordance with the *State Service Act 2000*, persons may be appointed or employed for the purposes of this Act.

***Division 2 – Finance and reporting obligations***

**25. Annual reports**

- (1) The Board must prepare for the Authority an annual report for each financial year.
- (2) The annual report –
  - (a) is to be combined with the report required under section 36 of the *State Service Act 2000*; and

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- (b) is to include at least the following information and documents:
- (i) a report on the Authority's and the Board's activities and performance for the financial year, with particular reference to the Authority's objectives, functions and powers;
  - (ii) the Board's corporate plan for the financial year (or a summary or particulars of the corporate plan);
  - (iii) the Board's strategic plan for the period encompassing the financial year (or a summary or particulars of the strategic plan);
  - (iv) the Ministerial statement of expectations for the financial year (or a summary or particulars of the Ministerial statement of expectations);
  - (v) particulars of any Ministerial directions issued in or in respect of the financial year and any actions taken by the Board in respect of those directions;
  - (vi) a statement on any developments that the Board considers may pose a significant risk to the reputation of the Tasmanian Brand or may strengthen the appeal of the Tasmanian Brand;

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- (vii) any information that the Minister or Treasurer has, by notice to the Board, required to be put in the report.

## **PART 5 – MISCELLANEOUS**

### **26. Offences**

- (1) Except with the written permission of the Authority, a person other than the Authority must not trade or carry on a business under, or use in connection with any trade, business or premises, a name that includes any one or more of the following expressions:

- (a) *Brand Tasmania*;
- (b) *Tasmanian Brand*;
- (c) a prescribed expression.

Penalty: Fine not exceeding 2 000 penalty units.

- (2) Except with the written permission of the Authority, a person other than the Authority must not trade or carry on a business under, or use in connection with any trade, business or premises, a name that is likely to mislead or deceive the public into believing that the trade, business or premises is or are part of or connected with the Authority.

Penalty: Fine not exceeding 2 000 penalty units.

### **27. Regulations**

- (1) The Governor may make regulations for the purposes of this Act.

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- (2) Without limiting the generality of subsection (1), the regulations may prescribe fees that may be charged by the Authority.
- (3) The regulations may be made so as to apply differently according to matters, limitations or restrictions, whether as to time, circumstance or otherwise, as specified in the regulations.
- (4) The regulations may –
  - (a) provide for savings or transitional matters necessary or expedient for bringing this Act into operation; or
  - (b) provide for any of those savings or transitional matters to take effect on the day on which this section commences or on a later day specified in the regulations, whether the day so specified is before, on or after the day on which the regulations are made.

**28. Administration of Act**

Until provision is made in relation to this Act by order under section 4 of the *Administrative Arrangements Act 1990* –

- (a) the administration of this Act is assigned to the Premier; and
- (b) the Agency responsible to the Premier in relation to the administration of this Act –

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- (i) before the commencement day, is the Department of Premier and Cabinet; and
- (ii) after the commencement day, is the Authority.

**29. Savings and transitional**

Schedule 4 has effect in respect of savings and transitional provisions.

**30. Consequential Amendments**

The legislation specified in Schedule 5 is amended as specified in that Schedule.

**SCHEDULE 1 – MEMBERSHIP OF BOARD**

Section 10(4)

**1. Interpretation**

In this Schedule –

*member* includes member and acting member.

**2. Term of office**

- (1) A member is appointed for the period, not exceeding 3 years, as is specified in the member's instrument of appointment and, if eligible, may be reappointed.
- (2) A member may serve any number of terms but not more than 3 terms, of whatever duration, in succession.

**3. Holding other office**

The holder of an office who is required by the terms of his or her employment to devote the whole of his or her time to the duties of that office is not disqualified from –

- (a) holding that office and also the office of a member; or
- (b) accepting any remuneration payable to a member.

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**4. State Service employment**

A person may hold the office of member in conjunction with State Service employment.

**5. Remuneration and conditions of appointment**

- (1) A member is entitled to be paid such remuneration and allowances as the Minister determines.
- (2) A member who is a State Service employee or State Service officer is not entitled to remuneration or allowances under this clause except with the approval of the Minister administering the *State Service Act 2000*.
- (3) A member holds office on such conditions in respect of matters not provided for by this Act as are specified in the member's instrument of appointment.

**6. Vacation of office**

- (1) A member vacates office if he or she –
  - (a) dies; or
  - (b) resigns by notice given to the Minister;  
or
  - (c) is removed from office under subclause (2) or (3).

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- (2) The Minister may recommend to the Governor that a member be removed from office if the member –
- (a) is absent from 3 consecutive meetings of the Board without the permission of the chairperson; or
  - (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with the member's creditors or makes an assignment of the member's remuneration or estate for their benefit; or
  - (c) is convicted, in Tasmania or elsewhere, of a crime or an indictable offence; or
  - (d) fails to disclose a pecuniary interest as required under clause 8 of Schedule 2; or
  - (e) has benefited from, or claimed to be entitled to benefit from, a contract made by or on behalf of the Board, other than a contract for a good or service ordinarily supplied by the Board and supplied on the same terms as that good or service is ordinarily supplied to other persons in the same situation.
- (3) The Minister may recommend to the Governor that a member be removed from office if the Minister is satisfied that the member is unable to perform adequately or competently the duties of office.

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- (4) A member must not be removed otherwise than in accordance with this clause.

**7. Filling of vacancies**

If the office of a member becomes vacant, the Minister may appoint a person to the vacant office for the remainder of that member's term of office.

**8. Validation of proceedings, &c.**

- (1) An act or proceeding of the Board or of a person acting under any direction of the Board is not invalidated by reason only that at the time when the act or proceeding was done, taken or commenced there was a vacancy in the office of a member.
- (2) All acts and proceedings of the Board or of a person acting under a direction of the Board are, despite the subsequent discovery of a defect in the appointment of a member or that any other person was disqualified from acting as, or incapable of being, a member, as valid as if the member had been duly appointed and was qualified to act as, or capable of being, a member, and as if the Board had been fully constituted.

**9. Presumptions**

In any proceeding by or against the Board, unless evidence is given to the contrary, proof is not required of –

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- (a) the constitution of the Board; or
- (b) the appointment of any member.

**SCHEDULE 2 – MEETINGS OF BOARD**

Section 10(5)

**1. Interpretation**

In this Schedule –

*member* includes member and acting member.

**2. Convening of meetings**

- (1) The chairperson, after giving each member reasonable notice of a meeting –
  - (a) may convene a meeting at any time; and
  - (b) must convene a meeting when requested to do so by 3 or more other members.
- (2) If the chairperson is absent from duty or otherwise unable to perform the duties of the office, a meeting may be convened, after reasonable notice of the meeting has been given of the meeting, by –
  - (a) 3 or more other members; or
  - (b) a person authorised by the Board to do so.
- (3) For the purposes of subclauses (1) and (2), what constitutes reasonable notice is to be determined by the Board.

**3. Presiding at meetings**

- (1) The chairperson is to preside at all meetings of the Board at which he or she is present.
- (2) If the chairperson is not present at a meeting of the Board, a member elected by the members present at the meeting is to preside.

**4. Quorum and voting at meetings**

- (1) At a meeting of the Board, a quorum is constituted by a majority of the total number of members appointed.
- (2) A meeting of the Board at which a quorum is present is competent to transact any business of the Board.
- (3) At a meeting of the Board –
  - (a) the member presiding has a deliberative vote only; and
  - (b) a question is decided –
    - (i) by a majority of votes of the members present and voting; or
    - (ii) in the negative if there is an equality of votes of the members present and voting.
- (4) At a meeting of the Board where a member is excluded from being present and taking part in the consideration and decision of the Board in respect of a matter, a quorum for the purposes of

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considering and making a decision in respect of that matter is constituted by the number of members specified as constituting a quorum in subclause (1) less the number of members so excluded.

**5. Conduct of meetings**

- (1) Except as provided by this Act, the Board may regulate the calling of, and the conduct of business at, its meetings as it considers appropriate.
- (2) The Board may permit members to participate in a particular meeting or all meetings by –
  - (a) telephone; or
  - (b) video conference; or
  - (c) any other means of communication approved by the Board.
- (3) A member who participates in a meeting under a permission granted under subclause (2) is taken to be present at the meeting.
- (4) Without limiting subclause (1), the Board may allow a person to attend a meeting for the purpose of advising or informing it on any matter.

**6. Absences**

- (1) A member is to take reasonable steps to inform the chairperson if he or she will, or is likely to, be unable to attend a meeting.
- (2) The chairperson may permit a member to be absent from more than 3 consecutive meetings but such permission is not to be granted retrospectively.
- (3) To avoid doubt, a permission under subclause (2) is taken not to be retrospective if it is granted at any time before the third consecutive meeting that the member does not attend.

**7. Minutes**

The Board is to keep accurate minutes of its meetings.

**8. Disclosure of interests**

- (1) If a member has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Board, the member must, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Board.

Penalty: Fine not exceeding 500 penalty units or imprisonment for a term not exceeding one month, or both.

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- (2) Unless the Board otherwise determines, a member who has made a disclosure under subclause (1) in respect of a matter must not –
  - (a) be present during any deliberation of the Board in respect of the matter; or
  - (b) take part in any decision of the Board in respect of the matter.
- (3) For the purpose of making a determination under subclause (2), the member to whom the determination is to relate must not –
  - (a) be present during any deliberation of the Board for the purpose of making the determination; or
  - (b) take part in making the determination.
- (4) Subclause (1) does not apply –
  - (a) in respect of a contract for goods or services supplied by the Board if those goods or services are ordinarily supplied by the Board and are supplied on the same terms as they are ordinarily supplied to other persons in the same situation; or
  - (b) in respect of an interest that arises only because the member is also a State Service officer or State Service employee.

**9. General procedure**

Except as provided by this Act, the Board may regulate its own proceedings.

**10. Presumptions**

In any proceeding by or against the Board, unless evidence is given to the contrary, proof is not required of –

- (a) any resolution of the Board; or
- (b) the presence of a quorum at any meeting of the Board.

**SCHEDULE 3 – MEMBERSHIP AND MEETINGS OF  
COMMITTEES**

Section 15

**1. Membership of Committees**

- (1) The Board is to appoint the members of a Committee established under section 15.
- (2) Without limiting subclause (1), the chief executive officer or any member of the Authority's staff may be appointed to be a member of a Committee.

**2. Conditions of appointment**

- (1) A member of a Committee is entitled to be paid such remuneration and allowances as are determined by the Minister.
- (2) A member of a Committee –
  - (a) holds that office for the term, and on the conditions, specified in the member's instrument of appointment; and
  - (b) may be removed from office by the Board by notice addressed and delivered to that member; and
  - (c) may at any time resign his or her office by notice addressed to the Board.

**3. Meetings**

- (1) Meetings of a Committee are to be held in accordance with any directions given by the Board and the Committee is to comply with those directions.
- (2) A Committee may obtain assistance, information and advice from any person.
- (3) A Committee is to keep accurate minutes of its proceedings.
- (4) Except as provided by this Act, a Committee may regulate its own proceedings.

**SCHEDULE 4 – TRANSITIONAL AND SAVINGS  
PROVISIONS**

Section 29

**1. References to former Board**

On and after the commencement day, a reference to the former Board in any will, bequest or other document is taken, where appropriate, to include a reference to the Authority.

**2. Assets and liabilities**

- (1) To avoid doubt, any property that was vested in the former Board immediately before the commencement day is taken to be the property of the Authority.
- (2) To avoid doubt, any liabilities that the former Board had before the commencement day remain liabilities of the former Board.

**3. Accounts**

To avoid doubt, any account maintained by the former Board immediately before the commencement day is, on that day, taken to be an account maintained by the Authority and any funds in that account are funds of the Authority.

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**SCHEDULE 5 – CONSEQUENTIAL AMENDMENTS**

Section 30

***Financial Management Act 2016***

1. Schedule 1 is amended by inserting after

Department of Treasury and Finance	Secretary of the Department
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in Part 1 the following item:

Brand Tasmania	The chief executive officer appointed in accordance with section 21 of the <i>Brand Tasmania Act 2018</i>
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***Financial Management and Audit Act 1990***

1. Schedule 1 is amended by inserting after

Department of Treasury and Finance	Secretary
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the following item:

Brand Tasmania	Chief executive officer
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***State Service Act 2000***

1. Schedule 1 is amended by inserting after

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<b>Agency</b>	<b>Head of Agency</b>
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in Part 2 the following item:

Brand Tasmania	Chief executive officer
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