

TASMANIA

STADIUMS TASMANIA BILL 2021

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STADIUMS TASMANIA BILL 2021

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*
9 November 2021

(Brought in by the Premier, the Honourable Peter Carl Gutwein)

A BILL FOR

An Act to establish Stadiums Tasmania to oversee the sound use, management and development of major public stadiums and related assets in 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 *Stadiums Tasmania Act 2021*.

2. Commencement

This Act commences on a day to be proclaimed.

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3. Interpretation

In this Act, unless the contrary intention appears –

accounts has the same meaning as it has 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;

asset means any of the following that relate to, or are used mainly for, major sporting activities and, to a lesser extent, entertainment, events and recreation:

- (a) legal or equitable estate or interest in real or personal property; and
- (b) chose in action; and
- (c) money, documents or securities; and
- (d) infrastructure; and
- (e) plant and equipment; and
- (f) intellectual property; and
- (g) goodwill; and
- (h) records; and

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(i) any other right;

assigned means owned or managed by the Authority or assigned to it by the Crown;

Authority means Stadiums Tasmania established by section 5;

Authority's staff means the persons appointed or employed in accordance with section 23;

Board means the Board of the Authority constituted under section 8;

business plan means a business plan referred to in section 19;

chairperson means the chairperson of the Board appointed under section 8(1)(a);

chief executive officer means the chief executive officer of the Authority appointed in accordance with section 20;

commencement day means the day on which this Act commences;

Committee means a committee established in accordance with section 13;

contract includes an agreement or arrangement;

financial year means a period of 12 months ending on 30 June in any year or any other period of 12 months in respect of

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which the Authority is required by any written law to maintain accounts;

function includes duty;

major asset means an asset worth in excess of \$5,000,000;

member means a person appointed as a member of the Board in accordance with this Act;

Ministerial direction – see section 16;

Ministerial statement of expectations – see section 15;

notice means written notice;

property means –

- (a) any legal or equitable estate or interest (whether present or future and whether vested or contingent) in real or personal property; and
- (b) money, documents and securities; and
- (c) any other rights and property;

regulations means regulations made and in force under this Act;

strategic plan – see section 17;

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

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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.

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PART 2 – STADIUMS TASMANIA

5. Establishment of Stadiums Tasmania

- (1) Stadiums 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.

6. Functions of Authority

The Authority has the following functions:

- (a) to be the custodian of major public stadiums and other assigned assets on behalf of the Crown and Tasmanian community;

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- (b) to own, acquire, manage, operate, maintain, plan for, and invest in the development of assigned assets;
 - (c) to attract and deliver international and national sporting, entertainment and event content;
 - (d) to host statewide, regional and local sporting, entertainment and event content and related services, programs and activities;
 - (e) to ensure the safe, accessible, effective and efficient operation, use and development of assigned assets over their life;
 - (f) to use assigned assets to help foster excellence in sporting codes and facilitate Tasmania's engagement in international, national, statewide and local competitions;
 - (g) to attract, produce, promote and host content that draws audiences to events that stimulate employment and the local and visitor economies;
 - (h) to operate in a commercial manner that maximises value for the state, using all the financial resources available to it, and adhere to public policy directions and prescribed community service obligations;

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- (i) to proactively communicate and engage with the users of the assigned assets, as well as the community of interest surrounding each of the assigned assets;
- (j) to provide advice to the Minister and Treasurer in relation to these functions, and the strategic development, investment in and management of assigned assets;
- (k) to conduct research and provide advice to the Government on existing and potential future assets, policy and strategy, as requested;
- (l) to perform other functions requested in writing by the Minister or Treasurer.

7. Powers of Authority

- (1) Subject to subsection (2), the Authority has the following powers:
 - (a) to acquire, hold, dispose of and otherwise deal with property;
 - (b) to borrow funds and hold debt with the consent of the Treasurer;
 - (c) to enter into contracts and agreements;
 - (d) to transfer any of its property, rights, liabilities and obligations (whether for valuable consideration or otherwise) to a subsidiary;

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- (e) to form, and participate in the formation of, bodies corporate with the Treasurer's approval;
 - (f) to appoint agents and attorneys;
 - (g) to participate, with the Treasurer's approval, in partnerships, trusts, joint ventures and arrangements for the sharing of profits;
 - (h) to enter into a contract with another person for the performance or exercise of any of the Authority's functions or powers either jointly with that other person or by that other person;
 - (i) to set charges, terms and conditions relating to work done, or services, goods or information supplied, by it;
 - (j) to engage consultants and provide consultancy services;
 - (k) to carry on any business which may conveniently be carried on in conjunction with the performance of its functions;
 - (l) to control access to, and the uses to be made of, any material, or assets, owned or developed by the Authority;
 - (m) to do all other things it is authorised to do by or under this or any other Act;
 - (n) to do all things necessary or convenient to be done in connection with, or

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incidental to, the performance of its
functions and the exercise of its powers.

- (2) The Authority must not acquire, dispose of or
demolish major assets or property without the
approval of the Minister and the Treasurer.

PART 3 – BOARD OF STADIUMS TASMANIA

Division 1 – Board

8. Board of Authority

- (1) The Authority has a Board consisting of the following members:
 - (a) the chairperson of the Board;
 - (b) not less than 4, and not more than 6, other persons.
- (2) The chairperson and the other members of the Board are to be appointed by the Minister following a public process.
- (3) In making an appointment under subsection (2), the Minister is to ensure that the chairperson and the other members, collectively, have expertise relevant to the Authority's powers and functions in addition to qualifications or experience in, or including expert knowledge of, most of the following matters:
 - (a) business and financial management;
 - (b) communications, marketing and sponsorship;
 - (c) infrastructure development, delivery and asset management;
 - (d) legal, corporate governance and risk management;

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- (e) major event management and operation;
 - (f) management of major stadiums and venues;
 - (g) sports administration or high performance sport at a senior level.
- (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.

9. Responsibilities and powers of Board

- (1) The Board is responsible to the Minister and the Treasurer for –
- (a) the exercise of the Authority's powers under this or any other Act; and
 - (b) the performance of the Authority's functions under this Act.
- (2) 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.
- (3) In performing and 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 with a material interest.

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

11. Duty of Board to notify of developments

- (1) The Board must notify the Minister and the Treasurer of any risks or developments which, in the opinion of the Board, may –
 - (a) have a significant impact on the Board performing and exercising the Authority's functions, powers and responsibilities under this Act; or
 - (b) prevent or significantly affect the achievement of the performance objectives under the current strategic plan or business plan; or
 - (c) significantly affect the financial viability or operating ability of the Authority.

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- (2) A notification under subsection (1) is to be given as soon as practicable after the Board becomes aware of the development.

12. 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.
- (2) Subsection (1) does not preclude the Crown or the Board from incurring a liability that a member would, but for that subsection, incur.

13. Committees

- (1) The Board may establish the Committees that the Board thinks appropriate to assist in the performance and exercise of the Board's functions and powers.
- (2) A Committee is to be formed based on terms of reference endorsed by the Board.
- (3) A Committee –
 - (a) must provide the Board with advice on any matter referred to it by the Board; and

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- (b) must perform any functions, and may exercise any powers, delegated to it by the Board.
 - (4) The Board may discharge, alter or reconstitute any Committee.
 - (5) Schedule 3 has effect with respect to the membership and meetings of a Committee.

14. Assistance and facilities

The Authority may arrange with one or more of the following persons to provide assistance and facilities to it to enable it to perform and exercise its functions and powers:

- (a) the Secretary of the Department;
- (b) another Head of a State Service Agency;
- (c) any other person if the Minister approves it.

Division 2 – Strategic oversight and direction of Board

15. Ministerial statement of expectations

- (1) The Minister, within the first 6 months after the commencement of this Act and every third year after that, must give the Board a statement setting out the Minister's expectations for the Authority for that triennial period.

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- (2) In preparing a Ministerial statement of expectations, the Minister is to have regard to the Authority's functions and powers.
- (3) The Board is to perform its responsibilities in a manner that is consistent with the applicable Ministerial statement of expectations.
- (4) 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.
- (5) A Ministerial statement of expectations and any amendment or revocation of a Ministerial statement of expectations is to be in writing and signed by the Minister.
- (6) 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.
- (7) The Board must publish all current and superseded Ministerial statements of expectations.
- (8) The Minister must consult with the Treasurer and the Board in preparing a Ministerial statement of expectations and any amendment or revocation of a Ministerial statement of expectations.

16. 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 –
 - (a) have regard to the Authority's functions and powers; and
 - (b) provide his or her reasons for giving the direction.
- (3) The Board is to –
 - (a) publish all Ministerial directions; and
 - (b) ensure that the business and affairs of the Authority are managed and conducted in a manner that is consistent with those Ministerial directions; and
 - (c) comply with all Ministerial directions.
- (4) A Ministerial direction is to be in writing and signed by the Minister.
- (5) A Ministerial direction is not to conflict with an applicable Ministerial statement of expectations.
- (6) 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.

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17. Strategic plans

- (1) Within 12 months after the commencement of this Act, 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 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.
- (6) Other than in the case of the Board's first strategic plan, a draft strategic plan is to be submitted by the 31 March immediately preceding the first financial year to which it relates.
- (7) The Minister may –
 - (a) approve the draft strategic plan as submitted; or

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- (b) require the Board to amend the draft strategic plan and resubmit it for approval.
 - (8) To avoid doubt, the Minister's power under subsection 7(b) may be exercised more than once.
 - (9) 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.
 - (10) The Board, having regard to changes of circumstance or for other reasonable cause, may prepare an amendment to its strategic plan at any time.
 - (11) 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.
 - (12) The Board must publish the applicable strategic plan.

18. Contents of strategic plan

- (1) A strategic plan is to –
 - (a) have regard to the functions of Stadiums Tasmania; and

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(b) include the following:

- (i) the Board's objectives for the planning period detailing its plans for the general management, operation, financial sustainability, maintenance and development of the Authority's assets, including the Board's financial plans;
- (ii) strategies and performance measures for attaining those objectives;
- (iii) strategies for monitoring progress towards the attainment of those objectives and for managing risk and measuring success;
- (iv) an appraisal, if applicable, regarding the effectiveness, and the attainment of the objectives, of the previous strategic plan.

(2) The strategic plan is to be consistent with:

- (a) any applicable Ministerial statement of expectations; and
- (b) any applicable Ministerial directions.

(3) The strategic plan is to be in such form as the Board thinks fit.

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19. Business plans

- (1) The Board, on or before 30 June in each financial year, is to prepare a business plan for the following financial year.
- (2) In preparing a business plan, the Board is to have regard to the Authority's functions and powers.
- (3) A business plan is to –
 - (a) be consistent with the applicable strategic plan, the applicable Ministerial statement of expectations and any applicable Ministerial directions; and
 - (b) detail the manner in which the Board is to meet the business and financial goals of the applicable strategic plan.
- (4) Once a draft business plan has been endorsed by the Board for a financial year –
 - (a) it takes effect as the business plan of the Board for that financial year; and
 - (b) the Board is to act during that financial year in accordance with the business plan.
- (5) The Board, having regard to changes of circumstance or for other reasonable cause, may prepare an amendment to its business plan at any time.
- (6) The Board must publish the applicable business plan.

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**PART 4 – ADMINISTRATION OF STADIUMS
TASMANIA**

20. Chief executive officer

- (1) The Minister, on the recommendation of the Board, may appoint a person as chief executive officer of the Authority on terms and conditions that the Minister considers appropriate.
- (2) The chief executive officer must not be the chairperson or another member of the Board.
- (3) The chief executive officer is entitled to be paid the remuneration and allowances specified in the instrument of appointment.
- (4) The chief executive officer is to be appointed for a term of not more than 5 years on the conditions specified in the instrument of appointment.
- (5) The chief executive officer must not engage in paid employment outside the duties of office unless allowed by the instrument of appointment or otherwise approved by the Board.
- (6) The appointment of a person as chief executive officer is not invalid merely because of a defect or irregularity in relation to the appointment.
- (7) This section expires 2 years after the day on which it commences.

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21. Responsibilities of chief executive officer

- (1) The chief executive officer is responsible to the Board for the general administration and management of the Authority.
- (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 and exercise any functions and powers delegated to the chief executive officer by the Board; and
 - (b) perform and exercise any other functions and 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 Board is to conduct an annual performance review of the chief executive officer.
- (6) The chief executive officer may delegate any of his or her responsibilities, functions or powers, other than this power of delegation.
- (7) The chief executive officer must not use improperly, whether within Tasmania or

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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.

- (8) The chief executive officer must inform the Board, in writing, of any actual or perceived direct or indirect pecuniary or other interest that he or she has, in any business or body corporate that carries on, or may carry on, a business that is relevant to the Authority, as soon as practicable after he or she acquires, or becomes aware of, that interest.

22. 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
 - (d) has died, resigned or been removed from office and a new chief executive officer has not been appointed.

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Part 4 – Administration of Stadiums Tasmania

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- (2) The Minister, on the recommendation of the Board, may appoint a person, other than the chairperson, 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.

23. Staff

- (1) The Minister, on the recommendation of the Board, may appoint or employ any other persons that the Board considers necessary for the performance or exercise of the Authority's functions or powers on any terms and conditions that the Minister considers appropriate.
- (2) This section expires 2 years after the day on which it commences.

PART 5 – FINANCIAL PROVISIONS

24. Treasurer’s instructions

- (1) In this section –

Treasurer’s instructions means Treasurer’s Instructions under the *Financial Management Act 2016*.

- (2) Subject to this section, Treasurer’s instructions apply to and in respect of the Board as if it were an Agency within the meaning of the *Financial Management Act 2016*.
- (3) The Treasurer, by notice to the Board, may modify the Treasurer’s instructions in their application to the Board.
- (4) If the Treasurer gives the Board a notice under subsection (3) modifying the Treasurer’s instructions in their application to the Board, the Treasurer’s instructions that apply to and in respect of the Board are to be taken to be, for the purposes of this Act and the *Financial Management Act 2016*, modified in accordance with the notice.

25. Accounts

The Board may open and maintain such authorised deposit-taking institution accounts as it considers necessary.

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26. Funds

- (1) The funds of the Board consist of –
 - (a) any income or money received by the Board in connection with the discharge of its responsibilities; and
 - (b) any money provided by the State; and
 - (c) any money received from any other source.
- (2) The funds of the Authority are to be applied –
 - (a) for payment of the Board, the chief executive officer and the employees; and
 - (b) for payment or discharge of the expenses, charges and obligations incurred or undertaken by the Authority in the performance and exercise of its functions and powers.
- (3) The Treasurer may lend to the Authority such money as the Treasurer considers appropriate.
- (4) Before making a loan to the Authority, the Treasurer must consult with the Minister.

27. Investment

Subject to section 16 of the *Tasmanian Public Finance Corporation Act 1985*, the Board may invest any funds held by it and any interest accumulated in respect of those funds in any manner that is consistent with –

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- (a) sound commercial practice; and
- (b) any instructions issued by the Minister.

28. Borrowing from Treasurer

- (1) The Treasurer may lend to the Authority such money as the Treasurer considers appropriate.
- (2) Before making a loan to the Authority, the Treasurer must consult with the Minister.
- (3) A loan is subject to the conditions determined by the Treasurer.
- (4) An amount lent under subsection (1) and any interest or other charge payable in respect of the loan is a debt repayable into the Public Account by the Authority.

29. Capital contribution by Treasurer

- (1) The Treasurer may pay an amount to the Authority as a contribution to its reserves.
- (2) An amount paid under subsection (1) is not a borrowing and is not subject to repayment or the payment of interest.

30. Borrowing from person other than Treasurer

- (1) Subject to section 16 of the *Public Finance Corporation Act 1985*, the Authority may borrow, or otherwise obtain financial accommodation, from a person other than the

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Treasurer for the purposes of performing its functions and achieving its objectives.

- (2) The Authority must not borrow or otherwise obtain financial accommodation from another person under subsection (1) without the written approval of the Treasurer.
- (3) The Authority may use all or part of its assets as security for a borrowing or financial accommodation obtained by it under subsection (1) and for any interest or charges payable in respect of that financial accommodation.
- (4) On the request of the Minister, the Treasurer may guarantee the payment or repayment to a person from which the Authority borrows or obtains financial accommodation under subsection (1) any one or more of the following:
 - (a) the amount borrowed or credit obtained;
 - (b) any interest payable in respect of the amount borrowed or financial accommodation;
 - (c) any charges relating to the borrowing or financial accommodation;
 - (d) any expenses of that person incurred in relation to the borrowing or financial accommodation and which are payable by the Authority.
- (5) A guarantee is subject to the conditions determined by the Treasurer.

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- (6) If the Treasurer makes any payment or repayment under a guarantee, an amount equal to the amount so paid or repaid, and any interest or other charge payable by the Authority in accordance with the conditions to which the guarantee is subject, is a debt repayable by the Authority into the Public Account on the conditions and in the manner determined by the Treasurer.
- (7) A creditor may not enforce a guarantee against the Treasurer until the creditor has exercised all his, her or its rights and remedies under all securities held in respect of the payment or repayment guaranteed.

31. Accounting records

The Board is to –

- (a) keep accounting records that correctly record and explain its transactions (including any transactions as trustee) and financial position; and
- (b) keep those records in a manner that –
 - (i) allows true and fair accounts of the Board to be prepared from time to time; and
 - (ii) allows the accounts of the Board to be conveniently and properly audited or reviewed; and

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- (iii) subject to any contrary written direction of the Treasurer, complies with Australian Accounting Standards; and
 - (iv) complies with any written directions of the Minister or Treasurer; and
- (c) retain those records for a period of not less than 7 years after the completion of the transaction to which they relate or for such longer period as the Treasurer may determine and notify to the Board.

PART 6 – MISCELLANEOUS

32. Annual report

- (1) The Board is to prepare an annual report for each financial year.
- (2) The annual report is to include at least the following:
 - (a) a report on the Board's activities and performance for the financial year;
 - (b) the financial statements of the Board for the financial year;
 - (c) a copy of the Auditor-General's opinion on those financial statements, as prepared, signed and provided under section 19 of the *Audit Act 2008*;
 - (d) the Board's business plan for the financial year, or a summary of it and a summary of the Board's performance in meeting the applicable business plan;
 - (e) the Board's strategic plan for the period encompassing the financial year, or a summary of it and a summary of the Board's performance in meeting any applicable strategic plan;
 - (f) the Ministerial statement of expectations for the financial year, or a summary of it and a summary of the Board's performance in meeting any applicable Ministerial statement of expectations;

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- (g) 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;
 - (h) any information that the Minister or Treasurer has, by notice to the Board, required to be put in the report.
 - (3) The Board is to give the annual report to the Minister by no later than 31 October after the end of the financial year.
 - (4) The Minister is to cause a copy of the annual report to be laid before each House of Parliament within the first 10 sitting-days of that House after he or she receives the report.
 - (5) Section 36 of the *State Service Act 2000* does not apply in respect of the Board.

33. Regulations

- (1) The Governor may make regulations for the purposes of this Act.
- (2) Without limiting the generality of subsection (1), the regulations may prescribe rates and 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 –

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- (a) provide for savings or transitional matters necessary or expedient for bringing this Act into operation; and
- (b) provide for any of those savings or transitional matters to take effect on the day on which this Act 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.

34. 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 Minister for State Development, Construction and Housing; and
- (b) the department responsible to that Minister in relation to the administration of this Act is the Department of State Growth.

SCHEDULE 1 – MEMBERS OF THE BOARD

Section 8(4)

1. Term of office

- (1) A member of the Board 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.

2. 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.

3. State Service employment

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

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4. Remuneration and conditions of appointment

- (1) A member of the Board 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.

5. Vacation of office

- (1) A member of the Board 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).
- (2) The Minister may remove a member 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 or other interest as required under clause 7 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 remove a member from office if the Minister is satisfied that the member is unable to perform adequately or competently the duties of office.
- (4) A member must not be removed otherwise than in accordance with this clause.

6. Filling of vacancies

If the office of a member of the Board becomes vacant, the Minister may appoint a person to the

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vacant office for any period up to the remainder
of that member's term of office.

7. 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.

8. Presumptions

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

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

SCHEDULE 2 – MEETINGS OF BOARD

Section 8(5)

1. Convening of meetings

- (1) The Board is to develop an annual schedule of meetings.
- (2) 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.
- (3) 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, by –
 - (a) 3 or more other members; or
 - (b) a person authorised by the Board to do so.
- (4) For the purposes of subclauses (2) and (3), what constitutes reasonable notice is to be determined by the Board.

2. Presiding at meetings

- (1) The chairperson is to preside at all meetings of the Board at which he or she is present.

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- (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.

3. 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 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.

4. 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.

5. 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.

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- (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.

6. Minutes

The Board is to keep accurate minutes of its meetings.

7. Disclosure of interests

- (1) If a member has an actual or perceived direct or indirect pecuniary or other 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 and that disclosure must be recorded in the minutes.

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

- (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 the making of a determination by the Board 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.
- (5) The Board is to maintain a register of interests disclosed under this clause and is to circulate the register at each Board meeting.

8. General procedure

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

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9. 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 13(5)

1. Membership of Committees

- (1) The Board is to appoint the members of a Committee established under section 13.
- (2) Without limiting subclause (1), the chief executive officer or any other member of the Authority's staff may be appointed to a Committee.

2. Conditions of appointment

- (1) A member of a Committee is entitled to be paid such remuneration and allowances as are recommended by the Board and approved by the Minister.
- (2) A member of a Committee –
 - (a) holds that office for the term, and on the conditions, specified by the Board; 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.

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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 and provide them to the Board.
- (4) Except as provided by this Act, a Committee may regulate its own proceedings.