

South Australia

# **Public Corporations (Adelaide Venue Management Corporation) Regulations 2013**

under the *Public Corporations Act 1993*

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## Part 1—Preliminary

### 1—Short title

These regulations may be cited as the *Public Corporations (Adelaide Venue Management Corporation) Regulations 2013*.

### 3—Interpretation

In these regulations, unless the contrary intention appears—

*Act* means the *Public Corporations Act 1993*;

*Adelaide Venue Management Corporation* or *AVMC*—see regulation 5(1);

*board* means the board of directors continued as the governing body of AVMC under Part 3;

*director* means a person appointed or holding office as a member of the board under Part 3;

*Minister* means the Minister for Tourism.

## Part 2—Application of Act to Minister

### 4—Application of Act to Minister

The following provisions of the Act apply to the Minister:

- (a) Part 1 (Preliminary);
- (b) section 24 (Formation of subsidiary by regulation);
- (c) section 25 (Dissolution of subsidiary established by regulation);
- (d) the Schedule (Provisions applicable to subsidiaries).

## Part 3—Adelaide Venue Management Corporation

### Division 1—Continuation and constitution

#### 5—Continuation of subsidiary (section 24 of Act)

- (1) The *Adelaide Entertainments Corporation* continues as a subsidiary of the Minister (without change of its corporate identity) as the *Adelaide Venue Management Corporation (AVMC)*.

**Note—**

See *Gazette 22.8.2013 p3565*

- (2) AVMC—
  - (a) is a body corporate; and
  - (b) has perpetual succession and a common seal; and
  - (c) is capable of suing and being sued in its corporate name.

## **6—Continuation of board**

- (1) A board of directors continues as the governing body of AVMC.
- (2) A member of the board in office immediately before the commencement of this regulation continues in office, subject to these regulations, for the remainder of the term for which he or she was appointed.
- (3) Anything done by the board in the administration of AVMC's affairs is binding on AVMC.

## **7—Composition of board**

- (1) The board consists of the number of directors appointed by the Minister (being not less than 7 nor more than 10) for the time being holding office as members of the board.
- (2) One director will be appointed by the Minister to chair meetings of the board.
- (3) The Minister may appoint a director to be the deputy of the director appointed to chair the board and the deputy may perform or exercise the functions and powers of that director in his or her absence.
- (4) On the office of a director becoming vacant, a person may be appointed in accordance with this regulation to the vacant office.
- (5) The Minister may appoint a suitable person to be deputy of a member of the board during any period of absence of the member (and any reference to a director in these regulations will be taken to include, unless the contrary intention appears, a reference to a deputy while acting as a member of the board).

## **8—Conditions of membership**

- (1) A director will be appointed for a term, not exceeding 3 years, specified in the instrument of appointment and, at the expiration of a term of appointment, will be eligible for reappointment.
- (2) The office of a director becomes vacant if the director—
  - (a) dies; or
  - (b) completes a term of office and is not reappointed; or
  - (c) resigns by written notice to the Minister; or
  - (d) becomes bankrupt or applies to take the benefit of a law for the relief of insolvent debtors; or
  - (e) is convicted of an indictable offence; or
  - (f) is removed from office by the Minister by written notice.

## **9—Vacancies or defects in appointment of directors**

An act of the board is not invalid by reason only of—

- (a) a vacancy in its membership that brings the number of directors holding office as members of the board to less than 7; or
- (b) a defect in the appointment of a director.

## **10—Allowances and expenses**

A director is entitled to be paid from the funds of AVMC such remuneration, allowances and expenses as may be determined by the Minister.

## **11—Proceedings**

- (1) A quorum of the board consists of one half the total number of its members (ignoring any fraction resulting from the division) plus 1, and must include the director appointed to chair the board or the director appointed as that director's deputy.
- (2) The director appointed to chair the board will preside at meetings of the board at which he or she is present.
- (3) If the director appointed to chair the board is absent from a meeting of the board, the director appointed as that director's deputy will preside.
- (4) A decision carried by a majority of the votes cast by directors at a meeting is a decision of the board.
- (5) Each director present at a meeting of the board has 1 vote on a question arising for decision and, if the votes are equal, the director presiding at the meeting may exercise a casting vote.
- (6) A telephone or video conference between directors will, for the purposes of this regulation, be taken to be a meeting of the board at which the participating directors are present if—
  - (a) notice of the conference is given to all directors in the manner determined by the board for that purpose; and
  - (b) each participating director is capable of communicating with every other participating director during the conference.
- (7) A proposed resolution of the board becomes a valid decision of the board despite the fact that it is not voted on at a meeting of the board if—
  - (a) notice of the proposed resolution is given to all directors in accordance with procedures determined by the board; and
  - (b) a majority of the directors express their concurrence in the proposed resolution by letter, fax or other written communication setting out the terms of the resolution.
- (8) The board must cause accurate minutes to be kept of its proceedings.
- (9) A person authorised in writing by the Treasurer may attend (but not participate in) a meeting of the board and may have access to papers provided to directors for the purpose of the meeting.
- (10) If the board considers that a matter dealt with at a meeting attended by a representative of the Treasurer should be treated as confidential, the board may advise the Treasurer of that opinion giving the reason for the opinion and the Treasurer may, subject to subregulation (11), act on that advice as the Treasurer thinks fit.

- (11) If the Treasurer is satisfied on the basis of the board's advice under subregulation (10) that AVMC owes a duty of confidence in respect of a matter, the Treasurer must ensure the observance of that duty in respect of the matter (but this subregulation does not prevent a disclosure as required in the proper performance of ministerial functions or duties).
- (12) Subject to these regulations, the board may determine its own procedures.

## 12—Disclosure

- (1) If AVMC discloses to the Minister or the Treasurer under the Act or these regulations a matter in respect of which AVMC owes a duty of confidence, AVMC must give notice in writing of the disclosure to the person to whom the duty is owed.
- (2) A director of AVMC does not commit any breach of duty by reporting a matter relating to the affairs of AVMC to the Minister or the Treasurer.

## Division 2—Functions and performance

### 13—AVMC's functions

- (1) AVMC's functions are limited to the following:
- (a) to manage and operate the AVMC sites;
  - (b) to manage, promote and sponsor events at the AVMC sites;
  - (c) to manage, promote and sponsor events at the AVMC sites or elsewhere;
  - (d) to foster and assist the commercial development of the AVMC sites in order to complement and enhance the commercial potential of the sites;
  - (e) to carry out other functions conferred on AVMC by the Minister.
- (2) AVMC must obtain the approval of the Minister before it makes a material change to its policy direction or budget.
- (3) In this regulation—

*Adelaide Convention Centre site* means the area of land defined in Schedule 1 of the *ASER (Restructure) Regulations 2013* as the *Convention Centre subsidiary site*;

*Adelaide Entertainment Centre site* means the area of land in the suburb of Hindmarsh bounded by Adam Street, Manton Street, Mary Street and Port Road but excluding—

- (a) the land comprised in Certificate of Title Volume 5243 Folio 976 and Certificate of Title Volume 5243 Folio 783; and
- (b) Orsmond Street;

*AVMC sites* means—

- (a) the Adelaide Convention Centre site; and
- (b) the Adelaide Entertainment Centre site; and
- (c) any other site the management and operation of which is conferred on AVMC by the Minister.

## **14—Charter**

- (1) The Minister and the Treasurer must prepare a charter for AVMC.
- (2) The charter must address—
  - (a) the nature and scope of AVMC's operations; and
  - (b) AVMC's obligations to report on its operations; and
  - (c) the form and contents of AVMC's accounts and financial statements; and
  - (d) any accounting, internal auditing or financial systems or practices to be established or observed by AVMC; and
  - (e) the acquisition or disposal of capital or assets.
- (3) The charter may deal with any other matter not specifically referred to in subregulation (2).
- (4) The charter must be reviewed by the Minister at the end of each financial year.
- (5) The Minister and the Treasurer may amend the charter at any time.
- (6) The charter, or an amendment to the charter, comes into force and is binding on AVMC on a day specified in the charter or amendment (but without affecting any contractual obligations previously incurred by AVMC).
- (7) On the charter or an amendment to the charter coming into force, the Minister must, within 12 sitting days, have copies of the charter, or the charter in its amended form, laid before both Houses of Parliament.

## **15—Performance statement**

- (1) The Minister must, when preparing the charter for AVMC, also prepare, after consultation with AVMC and the Treasurer, a performance statement setting the various performance targets that AVMC is to pursue in the coming financial year or other period specified in the statement and dealing with such other matters as the Minister considers appropriate.
- (2) The Minister must, after consultation with AVMC and the Treasurer, review the performance statement when reviewing AVMC's charter.
- (3) The Minister may, after consultation with AVMC and the Treasurer, amend the performance statement at any time.

## **16—Subsidiary companies**

- (1) AVMC must not, without the approval of the Treasurer—
  - (a) form a subsidiary company; or
  - (b) acquire, or enter into an arrangement under which it will at a future time or would on the happening of some contingency hold, relevant interests in shares in a company such that the company becomes a subsidiary of AVMC.
- (2) The Treasurer may, as a condition of approval under this regulation, or by direction, require AVMC to take steps to include in a subsidiary company's memorandum or articles of association such provisions as the Treasurer considers appropriate—
  - (a) imposing limitations on the nature or scope of the company's operations; or

- (b) imposing other controls or practices,  
consistent with those applicable to AVMC.

### **17—Indirect or joint operations**

- (1) AVMC must not, without the approval of the Treasurer, enter into a scheme or arrangement or joint venture with another person or undertake any operations or transactions pursuant to such a scheme, arrangement or joint venture except where—
  - (a) the principal purpose of the scheme, arrangement or joint venture is to stage an event or function; and
  - (b) the board is satisfied that the maximum amount for which AVMC will become liable as a result of its involvement in the scheme, arrangement or joint venture does not exceed \$50 000.
- (2) In subregulation (1)—  
*scheme or arrangement* means a trust scheme or a partnership and includes any other scheme or arrangement for sharing profits.

## **Division 3—Financial and related matters**

### **18—Internal audit**

- (1) AVMC must establish and maintain effective internal auditing of its operations.
- (2) AVMC must, unless exempted by the Treasurer, establish an audit committee.
- (3) The audit committee will comprise—
  - (a) a member of the board of AVMC, or such members of the board as the board may from time to time determine; and
  - (b) such other person or persons as the board may from time to time appoint,  
but may not include the chief executive of AVMC.
- (4) The functions of the audit committee include—
  - (a) reviewing annual financial statements to ensure that they provide a true and fair view of the state of affairs of AVMC; and
  - (b) liaising with external auditors; and
  - (c) reviewing the adequacy of the accounting, internal auditing, reporting and other financial management systems and practices of AVMC on a regular basis.

### **19—Quarterly reports**

AVMC must report to the Minister on AVMC's financial position on a quarterly basis.

### **20—Loans etc require approval**

- (1) AVMC must not lend or advance to any person any money, securities or property without the prior written approval of the Treasurer.
- (2) AVMC must not undertake commercial borrowings without the prior written approval of the Treasurer.

## **21—Provision of information**

- (1) AVMC must, at the request in writing of the Treasurer, provide the Treasurer with such information or records in the possession or control of AVMC as the Treasurer may require in such manner and form as the Treasurer may require.
- (2) If a record in the possession or control of AVMC is provided to the Treasurer under this regulation, the Treasurer may make, retain and deal with copies of the record as the Treasurer thinks fit.
- (3) If the board considers that information or a record provided under this regulation contains matters that should be treated as confidential, the board may advise the Treasurer of that opinion giving the reason for the opinion and the Treasurer may, subject to subregulation (4), act on that advice as the Treasurer thinks fit.
- (4) If the Treasurer is satisfied on the basis of the board's advice under subregulation (3) that AVMC owes a duty of confidence in respect of a matter, the Treasurer must ensure the observance of that duty in respect of the matter (but this subregulation does not prevent a disclosure as required in the proper performance of ministerial functions or duties).
- (5) AVMC must notify the Minister if a request is made under this regulation.

## **22—Dividends**

- (1) AVMC must, before the end of each financial year, after consultation with the Minister, recommend by writing to the Treasurer that AVMC pay a specified dividend, or not pay any dividend, for that financial year, as AVMC considers appropriate.
- (2) The Treasurer may, after consultation with the Minister, by notice in writing to AVMC—
  - (a) approve a recommendation of AVMC under subregulation (1); or
  - (b) determine that a dividend specified by the Treasurer be paid, or that no dividend be paid,as the Treasurer considers appropriate.
- (3) AVMC must, if so required by the Treasurer by notice in writing to AVMC at any time during a financial year, after consultation with the Minister, recommend by writing to the Treasurer that a specified interim dividend or specified interim dividends be paid by AVMC for that financial year, or that no such dividend or dividends be paid by AVMC as AVMC considers appropriate.
- (4) The Treasurer may, after consultation with the Minister, by notice in writing to AVMC—
  - (a) approve a recommendation of AVMC under subregulation (3); or
  - (b) determine that an interim dividend or interim dividends specified by the Treasurer be paid, or that no interim dividend be paid,as the Treasurer considers appropriate.



- (5) If the Treasurer approves a recommendation or determines under this regulation that a dividend or interim dividend or dividends be paid by AVMC, the dividend or interim dividend or dividends must be paid at the direction of the Treasurer, in the manner and at the time or times determined by the Treasurer, after consultation with AVMC and the Minister.
- (6) A recommendation under this regulation must be made by the board and may not be made by any person or committee pursuant to a delegation.

### **23—Common seal and execution of documents**

- (1) The common seal of AVMC must not be affixed to a document except pursuant to a decision of the board, and the affixing of the seal must be attested by the signatures of 2 directors.
- (2) The board may, by instrument under the common seal of AVMC, authorise a director, an employee of AVMC (whether nominated by name or by office or title) or any other person to execute documents on behalf of AVMC subject to limitations (if any) specified in the instrument of authority.
- (3) Without limiting subregulation (2), an authority may be given so as to authorise 2 or more persons to execute documents jointly on behalf of AVMC.
- (4) A document is duly executed by AVMC if—
  - (a) the common seal of AVMC is affixed to the document in accordance with this regulation; or
  - (b) the document is signed on behalf of AVMC by a person or persons in accordance with authority conferred under this regulation.

### **24—Annual report**

- (1) AVMC must, within 3 months after the end of each financial year, deliver to the Minister a report on the operations of AVMC during that financial year.
- (2) The Minister must cause a copy of the report to be laid before both Houses of Parliament within 12 sitting days after receipt of the report.

## Legislative history

### Notes

- For further information relating to the Act and subordinate legislation made under the Act see the Index of South Australian Statutes or [www.legislation.sa.gov.au](http://www.legislation.sa.gov.au).

### Formerly

*Public Corporations (Adelaide Entertainments Corporation) Regulations 2013*

### Legislation revoked by principal regulations

The *Public Corporations (Adelaide Venue Management Corporation) Regulations 2013* revoked the following:

*Public Corporations (Adelaide Entertainments Corporation) Regulations 1999*

### Principal regulations and variations

New entries appear in bold.

| Year        | No         | Reference                             | Commencement         |
|-------------|------------|---------------------------------------|----------------------|
| 2013        | 208        | <i>Gazette 22.8.2013 p3565</i>        | 1.9.2013: r 2        |
| <b>2015</b> | <b>182</b> | <b><i>Gazette 25.6.2015 p3108</i></b> | <b>1.8.2015: r 2</b> |

### Provisions varied

New entries appear in bold.

Entries that relate to provisions that have been deleted appear in italics.

| Provision   | How varied   | Commencement    |
|---|--|-----------------|
| Pt 1  |  |                 |
| r 1   | varied by 182/2015 r 4   | 1.8.2015        |
| r 2   | <i>omitted under Legislation Revision and Publication Act 2002</i> | <i>1.8.2015</i> |
| r 3   |  |                 |
| <i>Adelaide Entertainments Corporation or AEC</i> | <i>deleted by 182/2015 r 5(1)</i>                                  | <i>1.8.2015</i> |
| Adelaide Venue Management Corporation or AVMC     | inserted by 182/2015 r 5(1)  | 1.8.2015        |
| board   | varied by 182/2015 r 5(2)  | 1.8.2015        |
| <i>revoked regulations</i>                        | <i>deleted by 182/2015 r 5(3)</i>                                  | <i>1.8.2015</i> |
| Pt 3  |  |                 |
| heading   | substituted by 182/2015 r 6  | 1.8.2015        |

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|---------------------------------------|------------------------------------|-----------------|
| r 5                                   |                                    |                 |
| r 5(1)                                | substituted by 182/2015 r 7(1)     | 1.8.2015        |
| r 5(2)                                | varied by 182/2015 r 7(2)          | 1.8.2015        |
| r 6                                   |                                    |                 |
| r 6(1)                                | varied by 182/2015 r 8(1)          | 1.8.2015        |
| r 6(3)                                | varied by 182/2015 r 8(1), (2)     | 1.8.2015        |
| r 7                                   |                                    |                 |
| r 7(1)                                | varied by 182/2015 r 9             | 1.8.2015        |
| r 9                                   | varied by 182/2015 r 10            | 1.8.2015        |
| r 10                                  | varied by 182/2015 r 11            | 1.8.2015        |
| r 11                                  |                                    |                 |
| r 11(11)                              | varied by 182/2015 r 12            | 1.8.2015        |
| r 12                                  |                                    |                 |
| r 12(1) and (2)                       | varied by 182/2015 r 13            | 1.8.2015        |
| r 13                                  |                                    |                 |
| r 13(1)                               | varied by 182/2015 r 14(1), (2)    | 1.8.2015        |
| r 13(2)                               | varied by 182/2015 r 14(3)         | 1.8.2015        |
| r 13(3)                               |                                    |                 |
| Adelaide<br>Convention Centre<br>site | inserted by 182/2015 r 14(4)       | 1.8.2015        |
| AEC sites                             | <i>deleted by 182/2015 r 14(5)</i> | <i>1.8.2015</i> |
| AVMC sites                            | inserted by 182/2015 r 14(5)       | 1.8.2015        |
| r 14                                  |                                    |                 |
| r 14(1)                               | varied by 182/2015 r 15(1)         | 1.8.2015        |
| r 14(2)                               | varied by 182/2015 r 15(1), (2)    | 1.8.2015        |
| r 14(6)                               | varied by 182/2015 r 15(1)         | 1.8.2015        |
| r 15                                  |                                    |                 |
| r 15(1)                               | varied by 182/2015 r 16(1)         | 1.8.2015        |
| r 15(2)                               | varied by 182/2015 r 16(1), (2)    | 1.8.2015        |
| r 15(3)                               | varied by 182/2015 r 16(1)         | 1.8.2015        |
| r 16                                  |                                    |                 |
| r 16(1) and (2)                       | varied by 182/2015 r 17            | 1.8.2015        |
| r 17                                  |                                    |                 |
| r 17(1)                               | varied by 182/2015 r 18            | 1.8.2015        |
| r 18                                  |                                    |                 |
| r 18(1)—(4)                           | varied by 182/2015 r 19            | 1.8.2015        |
| r 19                                  | varied by 182/2015 r 20(1), (2)    | 1.8.2015        |
| r 20                                  |                                    |                 |
| r 20(1) and (2)                       | varied by 182/2015 r 21            | 1.8.2015        |
| r 21                                  |                                    |                 |
| r 21(1)—(2) and<br>(4)—(5)            | varied by 182/2015 r 22            | 1.8.2015        |
| r 22                                  |                                    |                 |

|             |  |          |
|-------------|--|----------|
| r 22(1)—(5) | varied by 182/2015 r 23  | 1.8.2015 |
| r 23        |  |          |
| r 23(1)—(4) | varied by 182/2015 r 24  | 1.8.2015 |
| r 24        |  |          |
| r 24(1)     | varied by 182/2015 r 25  | 1.8.2015 |
| Sch 1       | <i>omitted under Legislation Revision and Publication Act 2002</i> | 1.8.2015 |

## **Transitional etc provisions associated with regulations or variations**

### ***Public Corporations (Adelaide Entertainments Corporation) Variation Regulations 2015 (No 182 of 2015), Pt 3***

#### **26—Transitional provisions**

- (1) The Adelaide Venue Management Corporation is the same body corporate as the Adelaide Entertainments Corporation established under the *Public Corporations (Adelaide Entertainments Corporation) Regulations 1999* and continued under the *Public Corporations (Adelaide Entertainments Corporation) Regulations 2013* (see *Gazette 22.8.2013 p3565*).
- (2) A reference in an instrument to the Adelaide Entertainments Corporation is (where the context admits) to be read as a reference to the Adelaide Venue Management Corporation.