



Meander Valley Council

W O R K I N G T O G E T H E R

ORDINARY AGENDA



COUNCIL MEETING

Tuesday 11 September 2018

COUNCIL MEETING VISITORS

Visitors are most welcome to attend Council meetings.

Visitors attending a Council Meeting agree to abide by the following rules:-

- Visitors are required to sign the Visitor Book and provide their name and full residential address before entering the meeting room.
- Visitors are only allowed to address Council with the permission of the Chairperson.
- When addressing Council the speaker is asked not to swear or use threatening language.
- Visitors who refuse to abide by these rules will be asked to leave the meeting by the Chairperson.

SECURITY PROCEDURES

- Council staff will ensure that all visitors have signed the Visitor Book.
- A visitor who continually interjects during the meeting or uses threatening language to Councillors or staff, will be asked by the Chairperson to cease immediately.
- If the visitor fails to abide by the request of the Chairperson, the Chairperson shall suspend the meeting and ask the visitor to leave the meeting immediately.
- If the visitor fails to leave the meeting immediately, the General Manager is to contact Tasmania Police to come and remove the visitor from the building.
- Once the visitor has left the building the Chairperson may resume the meeting.
- In the case of extreme emergency caused by a visitor, the Chairperson is to activate the Distress Button immediately and Tasmania Police will be called.



PO Box 102, Westbury,
Tasmania, 7303

Dear Councillors

I wish to advise that an ordinary meeting of the Meander Valley Council will be held at the Westbury Council Chambers, 26 Lyall Street, Westbury, on **Tuesday 11 September 2018 at 1.30pm.**

A handwritten signature in black ink, appearing to read 'M Gill', with a long, sweeping horizontal line extending to the right.

Martin Gill
GENERAL MANAGER

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Evacuation and Safety:

At the commencement of the meeting the Mayor will advise that,

- Evacuation details and information are located on the wall to his right;
- In the unlikelyhood of an emergency evacuation an alarm will sound and evacuation wardens will assist with the evacuation. When directed, everyone will be required to exit in an orderly fashion through the front doors and go directly to the evacuation point which is in the car-park at the side of the Town Hall.

Agenda for an Ordinary Meeting of the Meander Valley Council to be held at the Council Chambers Meeting Room, 26 Lyall Street, Westbury, on Tuesday 11 September 2018 at 1.30pm.

PRESENT:**APOLOGIES:****IN ATTENDANCE:****CONFIRMATION OF MINUTES:**

Councillor xx moved and Councillor xx seconded, ***“that the minutes of the Ordinary Meeting of Council held on Tuesday 14 August, 2018, be received and confirmed.”***

COUNCIL WORKSHOPS HELD SINCE THE LAST MEETING:

| Date : | Items discussed: |
|------------------|---|
| 28 August 2018 | <ul style="list-style-type: none"> • Tasmanian Craft Fair • Hudson Civil Products • TasWater • Proposed Sale of Anglican Church Properties • Proposal to purchase Anglican Cemetery, Westbury |
| 4 September 2018 | <ul style="list-style-type: none"> • Bracknell River Reserve – Reinstatement of Camping • Divestment of Council Properties • Waste Management Presentation • Digital Technology Learning Pathway • General Managers Review |

ANNOUNCEMENTS BY THE MAYOR:

Saturday 18 August 2018

Deloraine Junior Basketball Finals Gala Day

Friday 24 August 2018

NTDC Regional Economic Development Workshop

Tuesday 28 August 2018

Citizenship Ceremony

Council Workshop

Tuesday 4 September 2018

Council Workshop

Sunday 9 September 2018

Westbury Bowls Club Season opening

DECLARATIONS OF INTEREST:

TABLING OF PETITIONS:

PUBLIC QUESTION TIME

General Rules for Question Time:

Public question time will continue for no more than thirty minutes for 'questions on notice' and 'questions without notice'.

At the beginning of public question time, the Chairperson will firstly refer to the questions on notice. The Chairperson will ask each person who has a question on notice to come forward and state their name and where they are from (suburb or town) before asking their question(s).

The Chairperson will then ask anyone else with a question without notice to come forward and give their name and where they are from (suburb or town) before asking their question.

If called upon by the Chairperson, a person asking a question without notice may need to submit a written copy of their question to the Chairperson in order to clarify the content of the question.

A member of the public may ask a Council officer to read their question for them.

If accepted by the Chairperson, the question will be responded to, or, it may be taken on notice as a 'question on notice' for the next Council meeting. Questions will usually be taken on notice in cases where the questions raised at the meeting require further research or clarification. These questions will need to be submitted as a written copy to the Chairperson prior to the end of public question time.

The Chairperson may direct a Councillor or Council officer to provide a response.

All questions and answers must be kept as brief as possible.

There will be no debate on any questions or answers.

In the event that the same or similar question is raised by more than one person, an answer may be given as a combined response.

Questions on notice and their responses will be minuted.

Questions without notice raised during public question time and the responses to them will not be minuted or recorded in any way with exception to those questions taken on notice for the next Council meeting.

Once the allocated time period of thirty minutes has ended, the Chairperson will declare public question time ended. At this time, any person who has not had the opportunity to put forward a question will be invited to submit their question in writing for the next meeting.

Notes

- Council officers may be called upon to provide assistance to those wishing to register a question, particularly those with a disability or from non-English speaking cultures, by typing their questions.
- The Chairperson may allocate a maximum time for each question, depending on the complexity of the issue, and on how many questions are asked at the meeting. The Chairperson may also indicate when sufficient response to a question has been provided.
- Limited Privilege: Members of the public should be reminded that the protection of parliamentary privilege does not apply to local government, and any statements or discussion in the Council Chamber or any document, produced are subject to the laws of defamation.

For further information please telephone 6393 5300 or visit www.meander.tas.gov.au

PUBLIC QUESTION TIME

1. PUBLIC QUESTIONS TAKEN ON NOTICE – AUGUST 2018

Nil

2. PUBLIC QUESTIONS WITH NOTICE – SEPTEMBER 2018

Nil

3. PUBLIC QUESTIONS WITHOUT NOTICE – SEPTEMBER 2018

COUNCILLOR QUESTION TIME

1. COUNCILLOR QUESTIONS TAKEN ON NOTICE – AUGUST 2018

1.1 Cr Bob Richardson

- (a) During the early 2000's a group of Westbury and Hagley business people, largely led by me, formed a group – the Westbury-Hagley Development Association (WHDA).

Formed initially to respond to the imminent highway bypass of Westbury and Hagley, WHDA sought to develop economic strategies for short to long-term prosperity of the mid to wider Meander Valley thus creating jobs. It also sought to encourage social activity through engaging existing organisation and through community establishment of new organisations.

One of the principal goals was seen to establish Valley Central; the appointment of Council's economic development officer (and later) was critical in the establishment of Valley Central.

One of the major challenges was seen to be an upgrade of electricity supplies to Westbury and Valley Central. I believe that promises were made.

But they appear not to have been kept; witness the front-page article in August, 2018, Meander Valley Gazette. Even the smallest power failure, particularly during business hours, can result in significant problems for business, particularly where technology is dependent upon electricity supplies.

Regrettably, the Gazette article canvasses a 5 year wait (until 2023) for that upgrade. Businesses, as well as residents deserve much better and need much better.

Will Council senior officers and the Mayor insist (to Tas Networks) that the upgrade commence NOW for completion in early 2019?

Response from Martin Gill, General Manager

Council Officers will write to TasNetworks reiterating the importance of uninterrupted secure electricity supply and request that the upgrade be fast tracked.

- (b) In 2015 the International Agency for Research on Cancer (IARC) found that Glyphosate (the main ingredient in Roundup) was probably a carcinogen (not possibly, but probably).

IARC is part of the World health organisation, which in turn is part of the United Nations. These WHO scientists made an assessment regarding glyphosate.

Last week a San Francisco court ruled in favour of a groundsman who submitted that he had contracted terminal cancer from the use of glyphosate. He was awarded almost A\$400m in damages.

It seems such cases are likely to become more numerous.

It is understood that Council has used, and does use, glyphosate in its spraying regime, including roadside spraying, weed control in paths and public gardens and drainage ditches (including those within towns and villages).

It seems that Council may have a future liability with its workers, contractors and ratepayers.

Indeed, glyphosate may well become the thalidomide of the 21st century.

Are alternative methods available? eg Hobart City Council is trialling alternative methods of weed control, including steam?

Will Council strongly promote the No Spray Register prior to spring spraying?

Could Council comment on these matters please?

Could we be advised how Australian Pesticides & Veterinary Medicines Authority (APVMA) is funded?

***Response from Martin Gill, General Manager
There are alternative weed control methods available.***

Council will continue to advertise and promote the No Spray Register.

The matter of weed management is listed as future Council workshop.

The Australian Pesticides & Veterinary Medicines Authority (APVMA) is an Australian Government Statutory authority. The APVMA includes the following statement on its website:

Except for a minor budgetary appropriation, the APVMA's activities are funded through cost recovery. This is in accordance with the agreement which established the National Registration Scheme. Most of the APVMA's operational income is collected from registrants of pesticides and veterinary medicines. Registrants pay application fees to register products, and an annual fee to maintain product registrations. Registrants also pay levies based on the annual wholesale sales value of registered products.

- (c) In the 2018/19 Council Budget, how many dollars have been allocated for the provision of concrete footpaths of a standard appropriate for mobility scooters:
- i) In Westbury
 - ii) In Carrick; and
 - iii) In Bracknell?

How many meters of such standard footpaths would \$561,000 produce?

Response by Dino De Paoli

The recently approved 2018/19 Capital Works Program does not include any projects with footpath works for Westbury, Carrick and Bracknell. It is noted that there is approximately \$280,000 of carried forward capital works funding from the 2017/18 Capital Works Program for footpath work in Westbury.

Assuming straight forward construction conditions approximately 3,500 lineal meters of stand footpaths could be constructed for \$561,000.

- (a) At a previous Council meeting, Council requested officers to enter into discussions with the (Westbury based) Meander Valley Football and Netball Clubs with an aim to establish netball court(s) in Westbury.

For whatever reason(s), the establishment of such netball courts has not happened.

Could Council confirm that the community of Westbury still do not have even basic facilities for netball?

Response from Martin Gill, General Manager

Basic facilities for netball are available at the Westbury Sports Centre. There is a single court space within the facility and removable goal posts.

- (e) During discussions at a recent Council workshop it was stated that the provision of upgraded squash facilities at Deloraine was a priority. In response to a comment that squash facilities were available at Westbury (with minimal expenditure to bring them up to a very good standard) it was stated that Westbury was "too far to travel".

Will Council adopt a policy regarding travel to facilities to the whole municipality, including travel of Westbury people to Deloraine? And will Council work towards addressing the (many) current anomalies? If not, why not?

Response from Martin Gill, General Manager

I note that these questions are addressed to Council, and note that Council resolved, as part of its decision with respect to item 147/2018 Deloraine and Districts Recreation Precinct Feasibility Study at the Ordinary Council Meeting August 2018, to:

use the information within the Feasibility Study to inform the development of a strategic development plan for Community and Recreation facilities in Meander Valley

I would anticipate that travelling time would be a component of any strategic development plan.

2. COUNCILLOR QUESTIONS WITH NOTICE – SEPTEMBER 2018

Nil

3. COUNCILLOR QUESTIONS WITHOUT NOTICE – SEPTEMBER 2018

DEPUTATIONS BY MEMBERS OF THE PUBLIC

NOTICE OF MOTIONS BY COUNCILLORS

- GOV 1 SUBMISSION TO SENATE COMMUNITY AFFAIRS REFERENCE COMMITTEE
(ACCESSIBILITY AND QUALITY OF MENTAL HEALTH SERVICES IN RURAL
AND REMOTE AUSTRALIA – CR BOB RICHARDSON
- GOV 2 CCTV SECURITY – WESTBURY & DELORAINE – CR BOB RICHARDSON
- GOV 3 REVIEW OF SCHOOL INTAKE AREAS – CR BOB RICHARDSON

CERTIFICATION

"I certify that with respect to all advice, information or recommendation provided to Council with this agenda:

1. the advice, information or recommendation is given by a person who has the qualifications or experience necessary to give such advice, information or recommendation, and
2. where any advice is given directly to Council by a person who does not have the required qualifications or experience that person has obtained and taken into account in that person's general advice the advice from an appropriately qualified or experienced person."



Martin Gill
GENERAL MANAGER

"Notes: S65(1) of the Local Government Act requires the General Manager to ensure that any advice, information or recommendation given to the Council (or a Council committee) is given by a person who has the qualifications or experience necessary to give such advice, information or recommendation. S65(2) forbids Council from deciding any matter which requires the advice of a qualified person without considering that advice."

COUNCIL MEETING AS A PLANNING AUTHORITY

The Mayor advises that for item C&DS 1 Council is acting as a Planning Authority under the provisions of the *Land Use Planning and Approvals Act 1993*.

C&DS 1 8 ALVESTON DRIVE, DELORAINE - SPORT & RECREATION (TWO (2) NETBALL COURTS, LIGHTS & FENCING)

1) Introduction

This report considers application PA\19\0005 for Sport & Recreation (two (2) netball courts, lights & fencing) on land located at 8 Alveston Drive, Deloraine (CT:16446A/1) (south-east of Community Complex).

2) Background

Applicant

Meander Valley Council

Planning Controls

The subject land is controlled by the Meander Valley Interim Planning Scheme 2013 (referred to in this report as the 'Scheme').

Use & Development

The proposal is to construct two (2) outdoor netball courts, including four (4) light poles and a security fence. A two-tier retaining wall and grassed embankment will provide informal seating adjacent to the courts. The removal of three (3) large gum trees also forms part of the proposal.

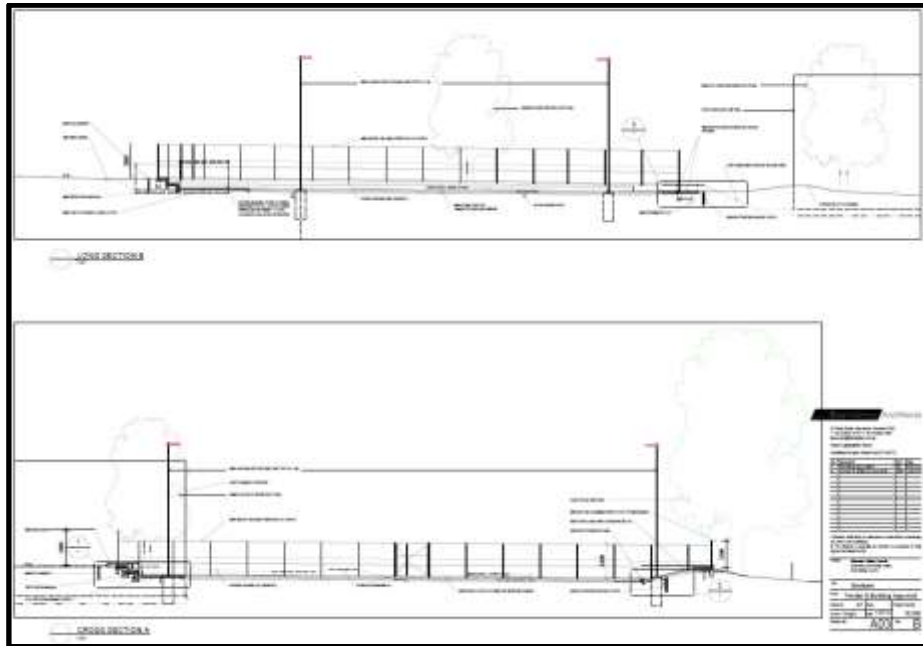


Figure 1: Cross sections of proposed courts

Site & Surrounds

The proposed netball courts will be located to the south-east of the Community Complex in Deloraine. The netball courts are proposed to be located in the old wood chopping arena. This space has not been used for a specific purpose for some time. There is a belt of poplar trees towards the eastern boundary and two large gum trees to the north of the development area. There is an existing storage shed on the site and this is proposed to become storage for the netball courts. There is a gentle rise over the site which will require levelling along with the mounds of dirt to create a level site. A retaining wall is proposed along the western side of the courts which will cater as informal seating. The existing mound to the east will remain and become a grassed area for seating.

The land to the east is utilised for agricultural activities. The land to the south is a Crown Land reserve road that adjoins the Deloraine Primary School oval.



Photo 1: Aerial photo of subject and surrounding land

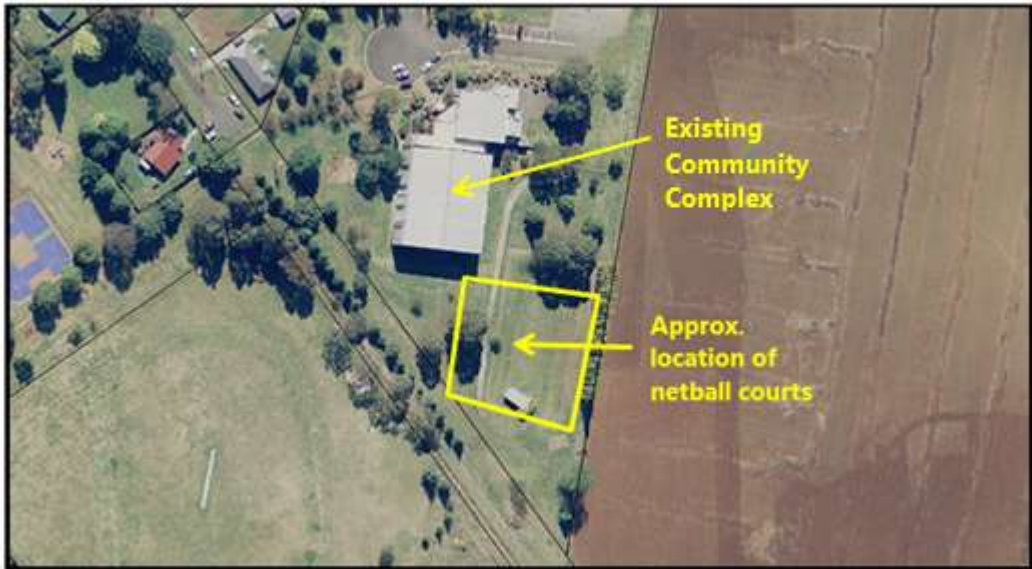


Photo 2: Aerial photo showing the location of the proposed netball courts



Photo 3: Proposed location of netball courts, looking south



Photo 4: Proposed location of netball courts, looking south-east



Photo 5: Proposed location of netball courts, looking north

Statutory Timeframes

| | |
|-----------------------------------|-------------------|
| Date Received: | 18 July 2018 |
| Request for further information: | Not applicable |
| Information received: | Not applicable |
| Advertised: | 21 July 2018 |
| Closing date for representations: | 6 August 2018 |
| Extension of time granted: | 16 August 2018 |
| Extension of time expires: | 12 September 2018 |
| Decision due: | 12 September 2018 |

3) Strategic/Annual Plan Conformance

Council has a target under the Annual Plan to assess applications within statutory timeframes.

4) Policy Implications

Not applicable

5) Statutory Requirements

Council must process and determine the application in accordance with the *Land Use Planning Approval Act 1993 (LUPAA)* and its Planning Scheme. The application is made in accordance with Section 57 of LUPAA.

6) Risk Management

Risk is managed by the inclusion of appropriate conditions on the planning permit.

7) Consultation with State Government and other Authorities

The application was referred to TasWater. A Submission to Planning Authority Notice (TWDA 2018/01191-MVC) was received on 24 July 2018 (attached document).

Crown Land Services issued consent to the lodgement of the planning application on 12 July 2018, as required under section 52(1B) of the Land Use Planning and Approvals Act 1993.

8) Community Consultation

The application was advertised for the statutory 14-day period.

One (1) representation was received (attached document). The representation is discussed in the assessment below.

9) Financial Impact

Not applicable

10) Alternative Options

Council can either approve the application with amended conditions or refuse the application.

11) Officers Comments

Zone

The subject property is located in the Community Purpose Zone. The land surrounding the site is located in the Rural Resource Zone, Community Purpose Zone, General Residential Zone and Utilities Zone.

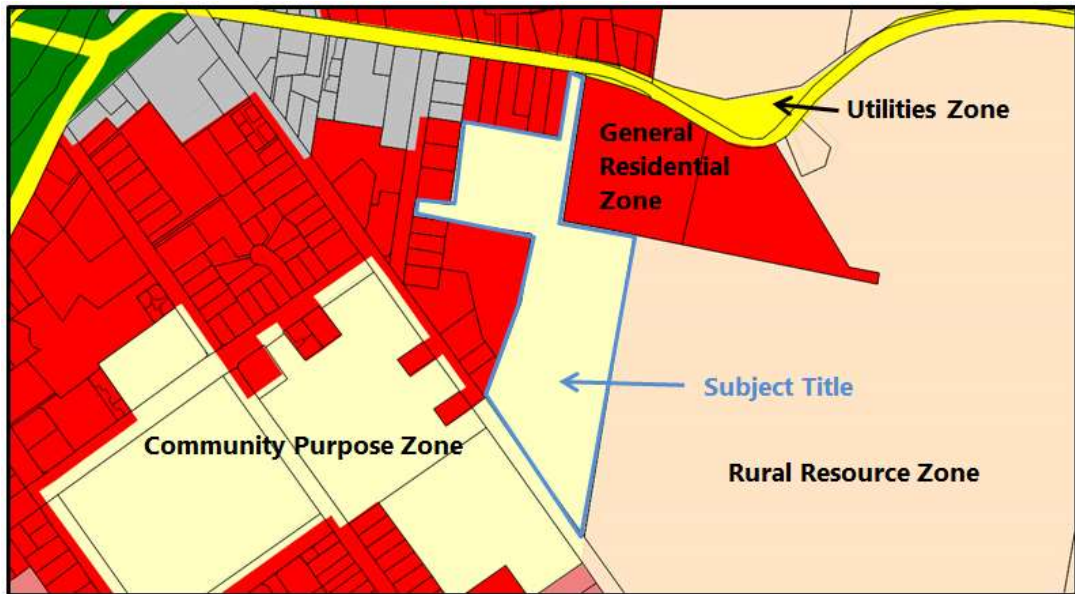


Figure 3: Zoning of subject and surrounding land

Use Class

Table 8.2 of the Scheme, categorises the proposed use class as:

- Sport and Recreation

Sports and Recreation is defined under the Scheme as:

use of land for organised or competitive recreation or sporting purposes including associated clubrooms. Examples include a bowling alley, fitness centre, firing range, golf course or driving range, gymnasium, outdoor recreation facility, public swimming pool, race course and sports ground.

Sport and Recreation is specified in section 17.2 - Use Table as being Permitted in the zone. The Permitted status is dependent on the use and development meeting all of the applicable Acceptable Solutions in the scheme. In this instance, the proposed development relies on Performance Criteria and as such, is subject to a Discretionary Permit Process.

Applicable Standards

This assessment considers all applicable planning scheme standards.

In accordance with the statutory function of the State Template for Planning Schemes (Planning Directive 1), where use or development meets the Acceptable Solutions it complies with the planning scheme, however it may be conditioned if considered necessary to better meet the objective of the applicable standard.

Where use or development relies on performance criteria, discretion is applied for that particular standard only. To determine whether discretion should be used to grant approval, the proposal must be considered against the objectives of the applicable standard and the requirements of Section 8.10.

A brief assessment against all applicable Acceptable Solutions of the Community Purpose Zone and Codes is provided below. This is followed by a more detailed discussion of any applicable Performance Criteria and the objectives relevant to the particular discretion.

Compliance Assessment

The following table is an assessment against the applicable standards of the *Meander Valley Interim Planning Scheme 2013*.

| D17 Community Purpose Zone | | | |
|--|---|---|--------------------------------|
| Scheme Standard | | Comment | Assessment |
| 17.3.1 Zone Character | | | |
| A1 | Storage of materials or equipment external to a building must not be visible from the road to which the lot has frontage. | All storage will be located in the existing shed. | Complies |
| A2 | Commercial vehicles for discretionary uses must be parked within the boundary of the property. | Permitted use. | Not Applicable |
| 17.3.2 Amenity | | | |
| A1 | For development within 20 metres of a residential zone, the operating hours of the use must be between 6am and 10pm. | Proposed development is not within 20m of a residential zone. | Not applicable |
| 17.4.1 Building Design and Siting | | | |
| A1 | Building height must not exceed 8m. | Four (4) light poles are proposed at 12m high. | Relies on Performance Criteria |
| A2 | Buildings must be set back from the frontage a minimum distance of 6 metres or for infill lots, within | The netball courts are located towards the rear of the property | Complies |

| | | | |
|----|--|---|---------------------------------|
| | the range of the front setbacks of buildings on adjoining lots, indicated by the hatched section in Figure 17.4.1 below. | and therefore greater than 6m from the frontage. | |
| A3 | Buildings must be set back from the side and rear boundaries a minimum distance of 3 metres. | The security fence that is 3m high is located 1m from the rear (south-western) boundary, adjacent to the road reserve. The closest court is approximately 7m from this boundary. The security fence that is 2.4m high is located 6.4m from eastern side boundary. A light tower is located 11.4m from the eastern side boundary and a light tower is located 8.1m from the rear (south-western) boundary. | Relies on Performance Criteria. |

| E6 Car Parking and Sustainable Transport Code | | | |
|--|---|---|----------|
| Scheme Standard | Comment | Assessment | |
| 6.6.1 Car Parking Numbers | | | |
| A1 | The number of car parking spaces must not be less than the requirements of: a) Table E6.1; or b) a parking precinct plan. | Car Parking requirements under table E6.1 for a sportsground is: <i>1 space per 5 spectator places and a drop-off</i> | Complies |

| | | | |
|--|---|--|-----------|
| | | <i>and pickup area.</i> Car parking will be provided by the existing car parking areas, which supply in excess of 100 spaces, including disabled parking. | |
| E6.6.3 Taxi Drop-off and Pickup | | | |
| A1 | One dedicated taxi space must be provided for every 50 car spaces required by Table E6.1 or part thereof (except for dwellings in the General Residential Zone. | Adequate space available directly to the front of the existing facility. | Complies |
| E6.6.4 Motorbike Parking Provisions | | | |
| A1 | One motorbike parking space must be provided for each 20 car spaces required by Table E6.1 or part thereof. | Adequate space available directly to the front of the existing facility. | Complies. |

| | | | |
|---|--|--|---------------------------------|
| E8 Biodiversity Code | | | |
| Scheme Standard | | Comment | Assessment |
| E8.6.1 Habitat and Vegetation Management | | | |
| A1.1 | Clearance or disturbance of priority habitat is in accordance with a certified Forest Practices Plan or; | The site is not subject to a priority habitat overlay. | Not applicable. |
| A1.2 | Development does not clear or disturb native vegetation within areas identified as priority habitat. | The site is not subject to a priority habitat overlay. | Not applicable. |
| A2 | Clearance or disturbance of native vegetation is in accordance with a certified Forest Practices Plan. | FPP not provided. Native Vegetation means plants that are indigenous to Tasmania including trees, shrubs, herbs and grasses that have not been planted | Relies on performance criteria. |

| | | | |
|--|--|--|--|
| | | for domestic or commercial purposes. There is no indication that the trees to be removed were planted for domestic or commercial purposes. | |
|--|--|--|--|

Performance Criteria

| |
|---|
| Community Purpose Zone |
| 17.4.1 Building Design and Siting |
| <p>Objective</p> <p><i>To ensure that the siting and design of development;</i></p> <ul style="list-style-type: none"> <i>a) protects the amenity of surrounding uses; and</i> <i>b) furthers the local area objectives and desired future character statements, if any.</i> |
| <p>Performance Criteria P1</p> <p><i>P1.1 Building height must:</i></p> <ul style="list-style-type: none"> <i>a) be unobtrusive and must not dominate the character of the surrounding landscape and streetscape; or</i> <i>b) respond to the site context and the local area objectives, if any, for the provision of community uses; and</i> <p><i>P1.2 Building height must protect the amenity of adjoining sensitive uses from the impacts of unreasonable overshadowing and overlooking by providing separation that is appropriate for the use, having regard to:</i></p> <ul style="list-style-type: none"> <i>i) the form of the building; and</i> <i>ii) the contours or slope of the land; and</i> <i>iii) existing screening or the ability to implement/establish screening.</i> |
| <p>Comment:</p> <p>The reliance on the performance criteria of clause 17.4.1 is due to the height of the light poles, which are 12m high. There are no other structures within the proposed development that exceed the height limit imposed by the acceptable solution. The height of the poles is not obtrusive and does not dominate the surrounding landscape or streetscape, due to the development being screened by the existing sports centre when viewed from Alveston Drive and Meander Valley Road. Existing dwellings and</p> |

landscaping also screen the site when viewed from East Barrack Street and East Westbury Place. The development furthers the Local Area Objectives for Deloraine, by providing recreation services which promote linkages with existing facilities and the adjoining school, while remaining accessible to the surrounding residential areas.

The nature of the light pole structures, having very little 'bulk', means that overlooking and overshadowing are not relevant issues. The proposed land profile will also assist with the impact of the poles, noting that the courts and light pole bases are 'set-down' approximately 800mm below the existing surface level. The established vegetation and existing buildings on the site assist in maintaining the amenity of the adjoining residential uses. A light spill diagram provided with the application indicates that the amenity of adjoining sensitive uses will not be unreasonably impacted by light spill.

Performance Criteria P3

Side and rear building setbacks must:

- a) *protect the amenity of adjoining sensitive uses from the impacts of unreasonable overshadowing and overlooking by providing separation that is appropriate for the use; and*
- b) *have regard to:*
 - i) *the form of the building; and*
 - ii) *the contours or slope of the land; and*
 - iii) *existing screening or the ability to implement/establish screening.*

Comment:

The 3m high security fence is the only part of the development that is closer than 3m to the side boundary. The fence is unlikely to cause any amenity issues to adjoining sensitive uses, due to the adjoining land being an unmade road reserve, which contains established landscaping.

Biodiversity Code

E8.6.1 Habitat and Vegetation Management

Objective

To ensure that:

vegetation identified as having conservation value as habitat has priority for protection and is appropriately managed to protect those values; and
the representation and connectivity of vegetation communities is given appropriate protection when considering the impacts of use and development.

Performance Criteria P2.1

Clearance or disturbance of native vegetation must be consistent with the purpose of this Code and not unduly compromise the representation of

species or vegetation communities of significance in the bioregion having regard to the:

- a) quality and extent of the vegetation or habitat affected by the proposal, including the maintenance of species diversity and its value as a wildlife corridor; and*
- b) means of removal; and*
- c) value of riparian vegetation in protecting habitat values; and*
- d) impacts of siting of development (including effluent disposal) and vegetation clearance or excavations, in proximity to habitat or vegetation; and*
- e) need for and adequacy of proposed vegetation or habitat management; and*
- f) conservation outcomes and long-term security of any offset in accordance with the General Offset Principles for the RMPS, Department of Primary Industries, Parks, Water and Environment.*

Comment:

The purpose of the code has been incorporated into the performance criteria provisions and therefore, compliance with the performance criteria will ensure consistency with the purpose of the code. Assessment of this provision is relevant to the removal of three (3) large Eucalypt trees – two (2) to the north of the proposed courts and one (1) on the western edge of the proposed courts. The trees are located within a highly developed area; surrounded by maintained grassland, residential/community purpose zoned land and cropping land. The removal of the trees does not compromise the representation of species or vegetation communities of significance in the bioregion, having regard to the following:

- a) The extent of the vegetation is minimal, given the highly developed area and lack of surrounding vegetation to maintain significant habitat or wildlife corridors.
- b) The vegetation will be removed on an individual basis, with minimal disturbance of surrounding vegetation.
- c) No riparian vegetation is present.
- d) The loss of vegetation to provide space for the proposed development will have a minor impact on representation of the species and significance of the bioregion, given the segregated location of the trees which do not link with other areas of priority habitat or native vegetation.
- e) No replacement plantings or habitat management is required.
- f) The impact on natural values is not considered to be of sufficient scale to warrant an offset.

Representations

One (1) representation was received (see attached document). A summary of the representation is as follows:

The representor welcomed the establishment of new facilities at the site; however, they also had concerns regarding the proposed location of the courts, for the following reasons:

- Proximity to the parking area, including the need for players to cart equipment to the site.
- Safety concerns regarding players making their way back to their cars in the dark/lack of security lighting.
- Potential for increased parking at the end of East Westbury Place.
- Adequacy of the existing toilet and change room facilities to service new and existing players/spectators.
- Shelter for players/spectators.
- Potential for flooding.

The representor suggested that the land to the western side of Alveston Drive may be a more suitable location in combating the abovementioned issues.

Comment:

Proximity to parking area

The proposed netball courts are located approximately 150m walking distance from the existing car parking facility, with space available within 50m of the site for future car parking if required. The existing storage shed may also provide storage, reducing the need for any equipment to be carted to the site. The Scheme does not contain any provisions relating to the proximity of parking areas to sports and recreation facilities.

Player Safety/Lighting

Council Officers have indicated that the sports lights will have a ten-minute time delay prior to switching off, enabling users to exit the site safely. Existing overhead lighting is established within the car park area and around the complex building; however, additional lighting may be installed between the courts and carpark to assist pedestrian access. The existing car parking area complies with the Scheme requirements for security lighting.

Parking at East Westbury Place

Inappropriate parking at the end of East Westbury Place could easily be rectified by the establishment of 'no parking' signage, installed by Council, if required.

Adequacy of the existing toilet and change room facilities

Users of the new netball court facilities will retain access to the change room/toilet/canteen facilities available within the existing complex. The suitability of the site and existing facilities has been reviewed by Council and the user group (Deloraine Devils Netball Club), prior to the lodgement of the application. Upgrades to these facilities is outside the scope of this proposal and the assessment detailed in this report.

Shelter/seating for players/spectators

The proposal does not contain any formal shelter/shelter facilities at this stage; however, this does not prohibit the application for future facilities as the need/funding arises. The courts have been sized and additional reinforcement/footings have been included in the construction design to facilitate the inclusion of future scorers' shelters and spectator seating. Informal seating will be available on the grassed embankment and tiered retaining wall. The indoor complex will also be available for use during inclement weather.

Potential for flooding

The site is not mapped as 'Flood Risk' on the Planning Scheme maps, indicating that previous flooding incidents were likely a result of poor stormwater drainage. Council Officers have indicated that Council has upgraded the site stormwater system to minimise flooding risk to the Complex building. The stormwater infrastructure associated with the new courts (including ag drains to the perimeter of the courts directed to new stormwater pits) will complement the site drainage and drain the surface water away from the site. The courts are designed to shed water towards the new stormwater infrastructure, eliminating the ponding of water on the playing surface. The correct installation of this infrastructure is dealt with at plumbing approval stage.

Justification for site selection

After review of five (5) sites on the Complex Grounds, Council Officers indicated that the Old Wood Chopping Arena was chosen for the following reasons:

- Enables future development re. whole of complex development plan;
- Near Complex building – accessible through Complex courts;

- Ongoing access to Complex building facilities (change rooms and canteen etc.);
- May be able to reuse old shed;
- Fits on site and to correct orientation;
- Using unused space;
- Not near residential neighbours – light spill and noise;
- Potential to establish parking area;
- Does not impact underground services;
- Reduced impact on the Craft Fair activities; and
- Site excavation and retaining walls required - but less than other potential sites.

Conclusion

In conclusion, it is considered that the application for Use and Development for Sport & Recreation (two (2) netball courts, lights & fencing) complies with the applicable standards of the planning scheme and should be approved.

AUTHOR: Erin Boer
URBAN & REGIONAL PLANNER
(NMC on behalf of MVC)

12) Recommendation

That the application for Use and Development for Sport & Recreation (two (2) netball courts, lights & fencing) on land located at 8 Alveston Drive, Deloraine (CT:16446A/1) (south-east of Community Complex) by Meander Valley Council, requiring the following discretions:

- Clause 17.4.1 - Building Design and Siting
- Clause E8.6.1 - Habitat and Vegetation Management

be APPROVED, generally in accordance with the endorsed plans:

- Philp Lighton Architects; Date: 13/7/2018; Project Number: 18.302; Drawing No.: A01, A02, A03, A04; Revision B.**
- Zumtobel Group (lighting layout); Date: 20/02/2018; Project Number: 7081, Drawing No.: 7081-1.**

and subject to the following conditions:

- 1. The development must be in accordance with the Submission to Planning Authority Notice issued by TasWater (TWDA 2018/01191-MVC) (attached document).**

Note:

- 1. Any other proposed development and/or use, including amendments to this proposal, may require a separate planning application and assessment against the Planning Scheme by Council. All enquiries can be directed to Council's Community and Development Services on 6393 5320 or via email: mail@mvc.tas.gov.au**
- 2. This permit does not imply that any other approval required under any other by-law or legislation has been granted. The following additional approvals may be required before construction commences:**
 - a) Building approval**
 - b) Plumbing approval**

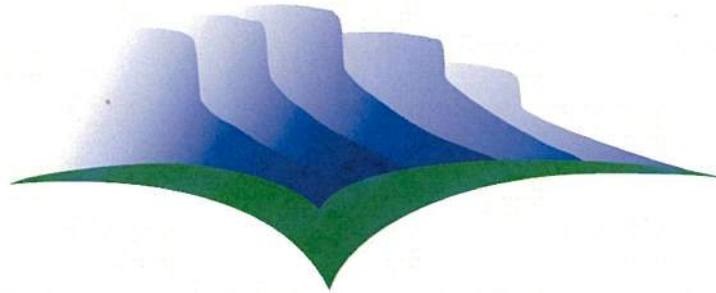
All enquiries should be directed to Council's Permit Authority on 6393 5320 or Council's Plumbing Surveyor on 0419 510 770.

3. This permit takes effect after:
 - a) The 14 day appeal period expires; or
 - b) Any appeal to the Resource Management and Planning Appeal Tribunal is abandoned or determined; or.
 - c) Any other required approvals under this or any other Act are granted.
4. A planning appeal may be instituted by lodging a notice of appeal with the Registrar of the Resource Management and Planning Appeal Tribunal. A planning appeal may be instituted within 14 days of the date the Corporation serves notice of the decision on the applicant. For more information see the Resource Management and Planning Appeal Tribunal website www.rmpat.tas.gov.au
5. If an applicant is the only person with a right of appeal pursuant to section 61 of the Land Use Planning and Approvals Act 1993 and wishes to commence the use or development for which the permit has been granted within that 14 day period, the Council must be so

notified in writing. A copy of Council's Notice to Waive Right of Appeal is attached.

6. This permit is valid for two (2) years only from the date of approval and will thereafter lapse if the development is not substantially commenced. An extension may be granted if a request is received.
7. In accordance with the legislation, all permits issued by the permit authority are public documents. Members of the public will be able to view this permit (which includes the endorsed documents) on request, at the Council Office.
8. If any Aboriginal relics are uncovered during works;
 - a) All works are to cease within a delineated area sufficient to protect the unearthed and other possible relics from destruction,
 - b) The presence of a relic is to be reported to Aboriginal Heritage Tasmania Phone: (03) 6233 6613 or 1300 135 513 (ask for Aboriginal Heritage Tasmania Fax: (03) 6233 5555 Email: aboriginal@heritage.tas.gov.au); and
 - c) The relevant approval processes will apply with state and federal government agencies.

DECISION:



Meander Valley Council

W O R K I N G T O G E T H E R

Consent to Lodge Development Application

In accordance with Section 52 of the *Land Use Planning and Approvals Act 1993*, Meander Valley Council hereby provides consent to lodge a development application PA\19\00005 for Sport and Recreation (two netball courts, lights and fencing) at 8 Alveston Drive, Deloraine (south-east of Community Complex) (CT: 26446A/1), requiring works on Council owned land.

Signed:

Martin Gill
GENERAL MANAGER

19 July 2018

Attachment 1: Planning Application

| | | | |
|-----------------|-------------|-------|-----|
| Index No. 14997 | | | |
| Doc No. | | | |
| RCV'D | 12 JUL 2018 | MVC | |
| Action Officer | SS | Dept. | CDS |
| EO | | OD | ✓ |



Department of Primary Industries,
Parks, Water and Environment

GPO Box 1751, Hobart, TAS 7001 Australia
Ph 1300 TAS PARKS / 1300 827 727 Fax 03) 6223 8308
www.parks.tas.gov.au



Enquiries: Anne Maginnity
Phone: (03) 6165 4684
Email: cls.enquiries@parks.tas.gov.au
Our ref: LM-LM-AU-CW-256136

12 July 2018

Meander Valley Council
WESTBURY Tas 7303

Dear Ms Szczyglowska

**LODGEMENT OF PLANNING APPLICATION
MEANDER VALLEY COUNCIL
NETBALL COURTS
2 – 8 ALVESTON DRIVE, DELORAINE**

This letter, issued pursuant to section 52(1B) of the *Land Use Planning and Approvals Act 1993*, is to confirm that the Crown consents to the making of the enclosed Planning Permit Application, insofar as the proposed development relates to Crown land managed by the Department of Primary Industries, Parks, Water and Environment.

Crown consent is only given to the lodgement of this application. Any variation will require further consent from the Crown.

This letter does not constitute, nor imply, any approval to undertake works, or that any other approvals required under the *Crown Lands Act 1976* have been granted. If planning approval is given for the proposed development, the applicant will be required to obtain separate and distinct consent from the Crown before commencing any works on Crown land.

If you need more information regarding the above, please contact the officer nominated at the head of this correspondence.

Yours sincerely

A handwritten signature in black ink, appearing to read "Jesse Walker".

Jesse Walker
Team Leader (Unit Manager, Policy & Projects)
Crown Land Services

APPLICATION FORM



Meander Valley Council

PLANNING

Land Use Planning and Approvals Act 1993

- Application form & details **MUST** be completed **IN FULL**.
- Incomplete forms will not be accepted and may delay processing and issue of any Permits.

OFFICE USE ONLY

| | | | | | | | |
|--------------|----------------------|----------------|----------------------|---|----------------------|---|----------------------|
| Property No: | <input type="text"/> | Assessment No: | <input type="text"/> | - | <input type="text"/> | - | <input type="text"/> |
| DA\ | <input type="text"/> | PA\ | <input type="text"/> | | | | |

- Is your application the result of an illegal building work? Yes No Indicate by ✓ box
- Is a new vehicle access or crossover required? Yes No

PROPERTY DETAILS:

| | | | |
|-------------------------------|---|---|--|
| Address: | <input type="text" value="2-8 ALVESTON DRIVE"/> | Certificate of Title: | <input type="text" value="26446A"/> |
| Suburb: | <input type="text" value="DELRUINE"/> | <input type="text" value="7304"/> | Lot No: <input type="text" value="1"/> |
| Land area: | <input type="text" value="5.883"/> | <i>m² / ha</i> | |
| Present use of land/building: | <input type="text" value="COMMUNITY PURPOSE"/> | <i>(vacant, residential, rural, industrial, commercial or forestry)</i> | |

Does the application involve Crown Land or Private access via a Crown Access Licence: Yes No

Heritage Listed Property: Yes No

DETAILS OF USE OR DEVELOPMENT:

- Indicate by ✓ box
- | | | |
|---|--|--------------------------------------|
| <input checked="" type="checkbox"/> Building work | <input type="checkbox"/> Change of use | <input type="checkbox"/> Subdivision |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Demolition | |
| <input type="checkbox"/> Other | | |

Total cost of development (inclusive of GST): *Includes total cost of building work, landscaping, road works and infrastructure*

Description of work:

Use of building: *(main use of proposed building - dwelling, garage, farm building, factory, office, shop)*

New floor area: m² New building height: m

Materials: External walls: Colour:

Roof cladding: Colour:

OWNER DETAILS:

Owner/s name: MEANDER VALLEY COUNCIL Phone No: 03 6393 5300
Postal address: PO Box 102 Mobile No: —
WESTBURY 7303 Fax No: 03 6393 1474
Email address: MAIL@MVC.TAS.GOV.AU

APPLICANT DETAILS:

Applicant: MEANDER VALLEY COUNCIL Mobile No: 03 6393 5300
Postal address: PO Box 102 Phone No: —
WESTBURY 7303 Fax No: 03 6393 1474
Email address: MAIL@MVC.TAS.GOV.AU

COPYRIGHT AUTHORITY:

I authorise the Council and the Crown in right of the state of Tasmania to provide to any person, for the purposes of assessment or public consultation, a partial or complete copy of documents relating to this application.
I acknowledge that a charge may be made to recover costs of copying. I do not require to be paid a fee or to be informed of any copies that are made under this authority.
I confirm that I am the copyright owner or have the authority to sign on behalf of any other person with copyright for documents relating to this application.
NOTE: This authority is intended to cover copies made by the Crown or Council under Sections 40, 43, 49, or 183 of the Copyright Act 1968.

ENTRY TO LAND:

I consent to the entry of the land by an Authorised Officer in accordance with Section 65J (1) (a), for any purpose connected with the administration and enforcement of the Land Use Planning and Approvals Act 1993 and assessment of this application.
Where the applicant is NOT the owner, I hereby declare that the owner of the land to which this application relates has been notified of this application being made, has provided consent, and the information and details supplied by me in this application are a true and accurate description of the proposal.

Applicant: Name: (Print) MARTIN GILL Signed: [Signature] Date: 27.06.18

Please Note: If the application involves Crown land you will need to provide a letter of consent and this form signed by the Minister, or a delegated officer of the Crown.

Crown Consent: (if required) Name: (Print) Jesse Walker Team leader (Unit Mgr, Policy & Projects) Signed: [Signature] Date: 12.7.18
MARTIN GILL (GENERAL MANAGER) 28.06.18

PRIVACY STATEMENT

The Meander Valley Council abides by the *Personal Information Protection Act 2004* and views the protection of your privacy as an integral part of its commitment towards complete accountability and integrity in all its activities and programs.

Collection of Personal Information: The personal information being collected from you for the purposes of the *Personal Information Protection Act, 2004* and will be used solely by Council in accordance with its Privacy Policy. Council is collecting this information from you in order to process your building application.

Disclosure of Personal Information: Council will take all necessary measures to prevent unauthorised access to or disclosure of your personal information. External organisations to whom this personal information will be disclosed as required under the *Building Act 2000*. This information will not be disclosed to any other external agencies unless required or authorised by law.

Correction of Personal Information: If you wish to alter any personal information you have supplied to Council please telephone the Meander Valley Council on (03)6393 5320. Please contact the Council's Privacy Officer on (03)6393 5300 if you have any other enquires concerning Council's privacy procedures.



CROWN LAND SERVICES
WORKS AND/OR
DEVELOPMENT APPLICATION REQUEST

IMPORTANT INFORMATION

- Lodge this form to apply to Crown Land Services to:
 1. undertake works on Crown land, and/or
 2. obtain Crown consent to lodge a Development Application.
- If adequate information is not provided this application may be delayed or declined.
- If insufficient space is provided please attach a separate page.
- Where the works result in a change to your lease/licence area, you may need to also complete a new application form and pay the relevant fees, you will be advised.

***Mandatory fields**

1. APPLICANT DETAILS

| | |
|---|---|
| (circle) Mr/Mrs/Miss/Ms | APPLICANT (Full Name, Company or Business Name)*: Martin Gill, General Manager, Meander Valley Council |
| Daytime contact number: 03 6393 5300 | |
| Email Address: mail@mvc.tas.gov.au | |
| Residential Address: 26 Lyall Street, Westbury, Tasmania | |
| | Post Code 7303 |
| Postal Address: PO Box 102, Westbury, Tasmania | |
| | Post Code 7303 |

Who should be contacted about this request? (If different to above).

| |
|--|
| Name*: Natasha Szczyglowska |
| Organisation*: Meander Valley Council |
| Position Title: Project Manager Infrastructure |
| Daytime contact number: 03 6393 5331 |
| Email Address: <i>(This is the preferred method of contact)</i> Natasha.szczyglowska@mvc.tas.gov.au |
| Postal Address*: PO Box 102, Westbury, Tasmania |
| Post Code: 7303 |

2. LOCATION OF THE CROWN LAND

| |
|--|
| Property Identification Number (PID) or Title Reference: 2183568 |
| Address*: 2 – 8 Alveston Drive, Deloraine, Tasmania |
| Post Code: 7304 |
| Describe where the works will be undertaken. Include the location of the works in relation to surrounding structures and land features such jetties, fences, rivers, and foreshore. Mark the location on maps, diagrams, photos or other forms of illustration to add detail and clarification. |
| The proposed new netball courts will be located to the rear of the community complex, in the old wood chopping arena adjacent to the row of mature poplar trees. A location plan is included in the supporting documentation. |

3. DETAILS ABOUT THE WORKS

| |
|---|
| Describe what work is proposed. Include the design, size, orientation and layout of structures or vegetation and the materials to be used. Attach plans, diagrams, photos and other illustrations that add detail and clarification*. |
| Construction of two new netball courts and supporting infrastructure including: lighting, fencing, retaining wall and footpaths. Overall dimension are 48.7m x 40m. Supporting design information is provided in the attached Development Application. |
| Describe how the works will be undertaken. Detail the processes, techniques and equipment. Arrangements such as site settings, engineering and/or work management, maps, diagrams, photos and other illustrations would add detail and clarification*. |
| Council will manage the construction works which will be undertaken by an accredited and licensed contractor and subcontractors. The works will include excavation, removal of existing trees (indicated on site plan) and the construction of an asphalt plexipave surface, concrete footpaths, a low retaining wall and the erection of 4 new light towers and perimeter fencing. |
| Council will engage a contractor through a Request for Tender process. |

The included site plan identifies temporary fencing and a contractors compound.

Will heavy machinery and equipment be required to cross public spaces? Yes No

If yes, identify the route from the public road to the site on Crown land. Mark the route on maps, diagrams, photos or other forms of illustration.

See below map to indicate travel path for construction machinery.

Please note that Council will require the successful contractor to submit a traffic management plan, site safety plan and site management plan to ensure the site will be managed safely and people using the site for recreational purposes will be excluded from the construction site.



4. LEASE/LICENCE DETAILS (where known)

Lease/Licence Number:

File Number:

Date on which the current lease/licence will expire*:

Unknown if a lease or agreement is in place between Meander Valley Council and Crown Land Services

5. COUNCIL REQUIREMENTS*

Before lodging this Application seek advice from Council Planning regarding Council requirements. *This application cannot proceed without this advice.*

Are there any Council requirements? Yes No If Yes, answer a) and b) below.

a) Is Crown consent to a Development Application required? Yes No

If yes, supply a copy of the complete and final Development Application package. The complete package includes the Council Development Application form and any documents, reports and plans that will be lodged for Council's consideration.

b) Is Meander Valley Council Ordinary Meeting Agenda Application required? Yes No

If yes, supply a copy of the complete and final Building or Plumbing Application package. The complete package includes the Council Application form and any documents, reports and plans that will be lodged for Council's

consideration.

Council has yet to commence the building application process.
We are finalising the construction drawings with the designer and engineer.
As soon as the construction drawings are complete and an application is underway Crown will be notified and provided relevant copies of information.

6. TIMEFRAMES

What dates do you intend to undertake the work:

Start Date: September 2018 End Date: December 2018

If there is an important deadline state the date

20 December 2018

Explain why the deadline is important:

Construction works are identified for completion by 20 December 2018 in one of the grants awarded to the Deloralne Devils Netball Club.
Council is working with all stakeholders and the designer to produce the drawings, commence Planning and Building Application processes and the Request for Tender phase as soon as possible so that the grant deadline can be made.

7. SIGNATURE OF APPLICANT

Name: Martin Gill : General Manager : Meander Valley Council

Signed: 

Date: 3 July 2018

CLS Office Use Only

Received Doc ONE ID:

Folder ID:

CLAIMS:

8. CHECKLIST

- Documents that describe **what** work is proposed e.g. plans, diagrams.
- Documents that illustrate **how** the work will be undertaken e.g. management plans, diagrams.
- Illustrations, maps that identify **where** the work will be undertaken.
- Illustrations, maps that **identify the route** from the public road to the works site on Crown land.
- The complete Development, Building and/or Plumbing Application package if required by council.
- A copy of Public Liability insurance covering the proposed works.

Where there is an agreement holder for the leased/licensed Crown land, attach:

- A copy of their Public Liability insurance
- A letter from the agreement holder supporting this Works Application
- The agreement holders contact details
- If you are acting on behalf of a client please submit a copy of authorisation to do so.

Privacy Statement

Personal information is collected for the purpose of processing, assessing and determining this application and may be disclosed to local government, Forestry Tasmania, Mineral Resources Tasmania, adjoining landowners, agents of the Crown Land Services, law enforcement agencies, courts and other organisations authorised to collect it. It may be disclosed to other public sector bodies where necessary for the efficient storage and use of the information. It is managed in accordance with the Right to Information and may be accessed by the individual to whom it relates on request to the Department of Primary Industries, Parks, Water & Environment. A fee may be charged for this service.

Applications can be lodged at
cls.enquiries@parks.tas.gov.au OR
Crown Land Services
GPO Box 44, Hobart TAS 7001

Contact
CLS Message Service 6169 9015
(leave message and calls are returned within one business day)
www.parks.tas.gov.au/cls

Updated May 2018

New Netball Courts Deloraine Alveston Drive Community Sports Complex Meander Valley Council

Proposal

Meander Valley Council

Community Complex, 2-8 Alveston Drive, Deloraine 7304

The proposal is for the construction of two new netball courts and associated infrastructure situated in the old Youd Wood Chopping Arena, to the rear of the Community Complex.

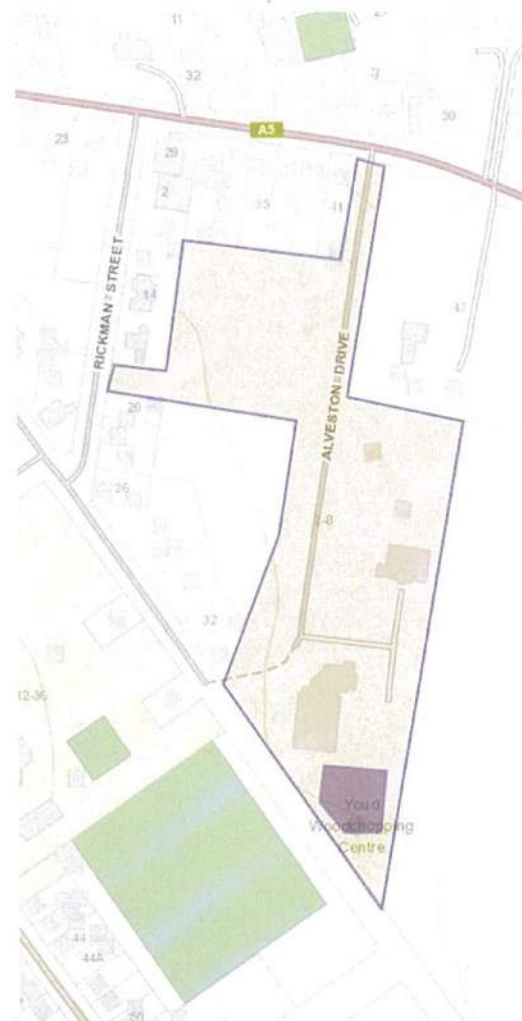


Image 1: Community Complex Title Area (orange) and identified netball site (blue-purple)

Additional comments

The Deloraine Community Complex caters for a range of indoor sports including netball, basketball and badminton. The Complex is in high demand and is at capacity for the existing user groups. Meander Valley Council with the support of the Meander Valley Regional Recreation Precinct Working Group is currently undertaking the Deloraine and Districts

Recreation Precinct Feasibility Study. The Study will review existing and proposed usage needs, audit existing facilities and identify opportunities to improve sporting facilities in Deloraine. For the purposes of this Development Application, the creation of new netball courts is one of the outcomes that have been identified in the draft Deloraine and Districts Recreation Precinct Feasibility Study.

The Deloraine Devils Netball Club trains at Complex, competing for available timeslots with basketball and badminton. The following are limitations the current Complex facility puts on the Club:

- Limited court availability impacting:
 - training timeframes;
 - access to the facilities;
 - potential club growth;
 - training opportunities during the Northern Trails; and
 - partnership options with the Primary School.
- The current court dimensions are too small, resulting in non-compliant courts and challenges during training affecting the competitiveness of the teams; and
- Limited court availability impacts potential club growth.

Benefits of providing the new courts would include:

- Access to full sized courts for trainings and preseason games;
- Reliable access to the courts and associated benefits:
 - Longer training times;
 - Improved rostering of games;
 - Access for the Primary School on a full sized court; and
 - Feeder options for the Club through working with the Primary School.
- Club security and ability to grow through increased membership.

The Deloraine Devils Netball Club request that Council construct two new netball courts following the offer of three grants totalling \$129,000 (excluding GST) and a Liberal election commitment of \$100,000 (ex GST). The construction of new netball courts will involve the following works:

- Two new plexipave netball courts;
- 4 x 12m high poles;
- 4 new LED luminaires;
- Upgrade to the existing and installation of a new secondary site distribution board;
- New wiring and control system for the sports lighting;
- Excavation works and construction of a low retaining wall;
- 3 m high perimeter fencing to the netball courts;
- Footpath upgrades to and around the netball courts; and
- Upgrades to site drainage.



Image 2: Image identifying location of proposed new netball courts

The new works will be undertaken in accordance with relevant Australian Standards and Building Codes.

The proposed lighting is within the bounds of an existing Community Purpose Zone (sporting facilities) and has the intent to *"provide for key community facilities and services,"* and complies with the Zone Policies *"to provide for a range of health...and social facilities to serve the function of settlements and local communities."*

Training and games held at the indoor complex currently finish by 21:30. All games at the Deloraine Community Complex will be required to finish by 23:00 complying with the Australian Standards recommended pre-curfew hours of operation. The proposed development is situated in excess of 90 meters from nearby residential properties, complying with the Interim Planning Schemes requirements for operating hours between 06:00 and 22:00. See attachment 5 for further details on hours of operation.

The four new poles exceed the eight metre maximum height requirement for the Community Purpose Zone. The proposed light towers will not be obtrusive and adversely affect the streetscape, skyline or character of the area. The proposed netball courts are not located near any sensitive uses or buildings. The proposed lighting could be considered to be in keeping with the character of the area as it is a recreational sporting facility. See attachment 6 for further details on the pole design.

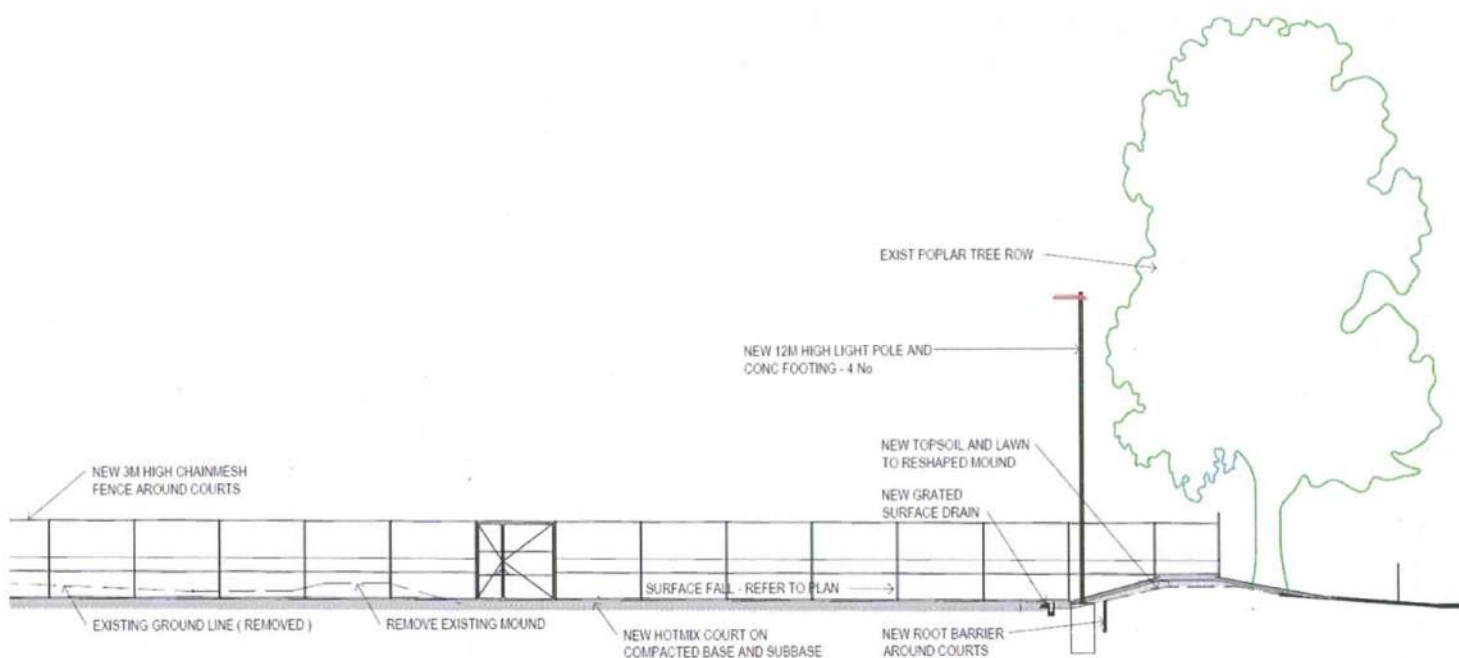


Image 3: Image illustrating height of new netball court light poles. Note: footing design is indicative only.

The proposed development is located one meter away from the nearby road reserve. A retaining wall is located within close proximity to the road reserve. The retaining wall will be built below ground level, with the courts 900mm below the surface level of the slope, reducing the impact of the proposed development on the existing site and surrounding area. The new courts will be located in excess of eight meters from the nearest property boundary (East Westbury Place road reserve).

The lighting upgrade has been designed to comply with the Australian Standards, sporting codes and the local Planning Scheme. The design will ensure the light will be angled away from the neighbouring properties and onto the courts, minimising spill onto adjoining residential properties. A light spill diagram has been included in attachment 4 showing the lux levels at adjoining boundaries, attachment 5 provides supplementary information on spill requirements as outlined by the Australian Standards 4282.

The lux level reading at the adjoining road reserve boundary is below 20lux, satisfying the required maximum reading of 20lux at a commercial property boundary. The lux level reading at the adjoining Rural Resource property (4489 Meander Valley Road) experiences lux readings in the low 20's, exceeding the 20lux, requirement for a commercial property boundary. The property is rural resource with no intensified development located on the land and a row of mature poplar trees are established on the adjoining boundary line.

The nearest residential property boundary to the proposed new poles is in excess of 90 meters away with no light falling on the property boundary. See attachment 3 for the extents of the proposed netball courts and for further details on boundary offsets to the proposed new development.

The proposed light fittings are Thorn Champion Pro LED. See attachment 7 for further specifications on the light fitting.



Image 4: New light fittings

Attachments

Attachment 1: Planning Application

Attachment 2: Title information

Attachment 3: Netball Court Design

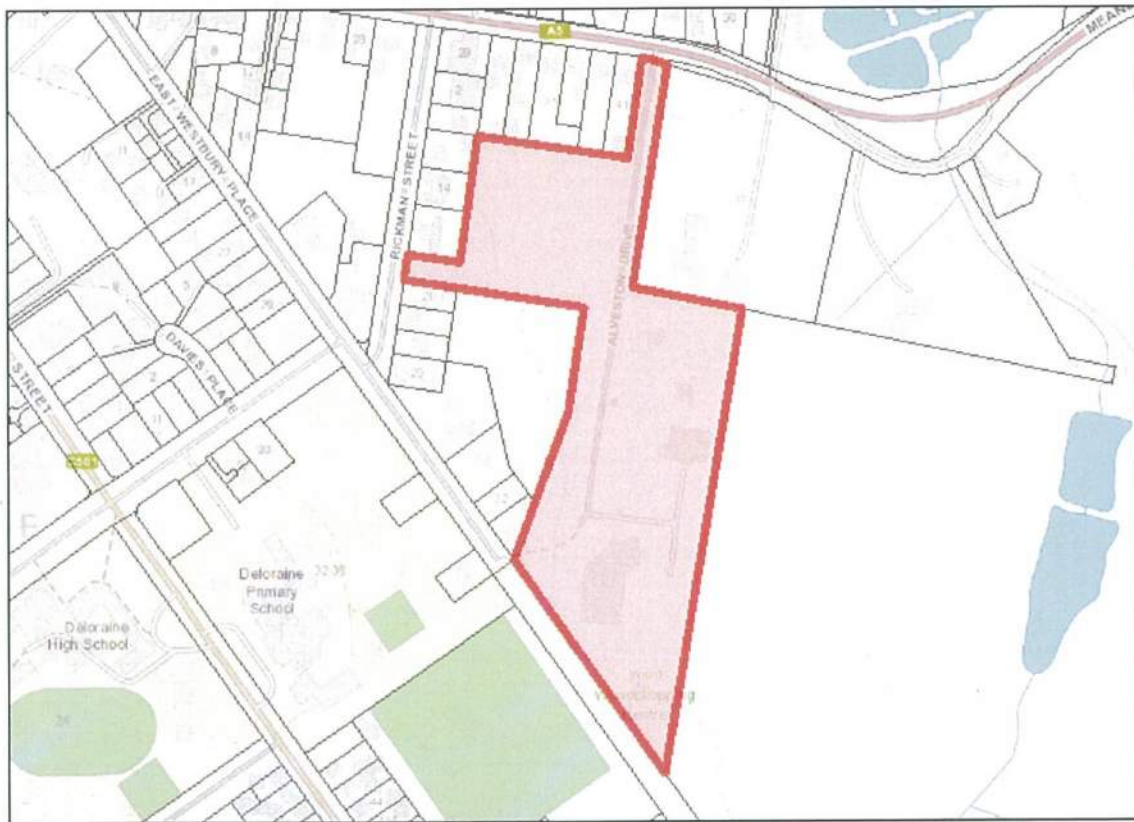
Attachment 4: Light Spill Diagram

Attachment 5: Australian Standards 4282 – 1997 pg. 13, 14, 17 & 18

Attachment 6: Light Pole Design

Attachment 7: Proposed lighting specification sheets

Attachment 2: Title information



Explanation of Terms

Property ID - A unique number used for Valuation purposes.

Date Inspected - The date the property was inspected for the valuation.

Levels At - Levels At - or Levels of Valuation Date means the date at which values of properties are determined for all valuations in a Municipal Area.

Land Value - Land Value is the value of the property including drainage, excavation, filling, reclamation, clearing and any other invisible improvements made to the land. It excludes all visible improvements such as buildings, structures, fixtures, roads, standings, dams, channels, artificially established trees and pastures and other like improvements.

Capital Value - Capital Value is the total value of the property (including the land value), excluding plant and machinery.

AAV - Assessed Annual Value. AAV is the gross annual rental value of the property excluding GST, municipal rates, land tax and fixed water and sewerage, but cannot be less than 4% of the capital value.

Interested Parties - This is a list of persons who have been recorded by the Valuer-General as having interest in the property (ie owner or Government agency).

Postal Address - This is the last advised postal address for the interested parties.

Multiple Tenancies - Properties that have multiple tenants are assessed for separate AAV's. e.g. a house and flat.

Share Title

SEARCH OF TORRENS TITLE

| | |
|------------------|------------------------------|
| VOLUME 26446A | FOLIO 1 |
| EDITION 1 | DATE OF ISSUE 30-Nov-1994 |

SEARCH DATE : 27-Jun-2018

SEARCH TIME : 10.56 AM

DESCRIPTION OF LAND

Parish of CALSTOCK, Land District of WESTMORLAND
 Lot 1 on Sealed Plan 26446
 Derivation : Part of 510 Acres (Lot 277) Gtd to P Foote
 Prior CT 4344B/80

SCHEDULE 1

B23053 TRANSFER to MEANDER VALLEY COUNCIL of an estate in fee simple in two undivided 1/3 shares as tenant in common OTHER SHARE TITLE ISSUED: Vol. 26446 Fol. 1

SCHEDULE 2

Reservations and conditions in the Crown Grant if any

UNREGISTERED DEALINGS AND NOTATIONS

No unregistered dealings or other notations

Attachment 3: Netball Court Design

DELORAINE SPORTS COMPLEX - NEW NETBALL COURTS



1 LOCATION PLAN
1:2000

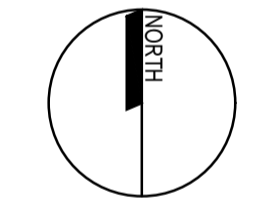
CONSTRUCTION IN ACCORDANCE WITH VOLUME ONE NCC 2016 BUILDING CODE OF AUSTRALIA & ALL RELEVANT AUSTRALIAN STANDARDS

A COPY OF VOLUME 1 NCC 2016 BUILDING CODE OF AUSTRALIA IS AVAILABLE TO DOWNLOAD FROM:
http://www.abcb.gov.au/Resources/Publications/NCC/NCC-2016-Volume-One

| | | |
|--|-----|---|
| SECTION A GENERAL PROVISIONS | | RELEVANT AUSTRALIAN STANDARDS NOT LIMITED TO BELOW & DOCUMENTS REFERENCED IN SPECIFICATION A1.3 NATIONAL CONSTRUCTION CODE 2016 BUILDING CODE OF AUSTRALIA VOLUME ONE: |
| Part A0 Application | 14 | HYDRAULIC |
| Part A1 Interpretation | 16 | AS/NZS 3500.1, Water Services; |
| Part A2 Acceptance of Design and Construction | 35 | AS/NZS 3500.2, Sanitary Plumbing and drainage; |
| Part A3 Classification of Buildings and Structures | 37 | AS/NZS 3500.3 Stormwater; and |
| Part A4 United Buildings | 40 | AS/NZS 3500.4, Heated water systems. |
| SECTION B STRUCTURE | | LOCAL COUNCIL AND TASWATER REQUIREMENTS |
| Part B1 Structural Provisions | 70 | SEE STRUCTURAL DRAWINGS AND SPECIFICATION FOR STANDARDS RELATING TO: |
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| Part C1 Fire Resistance and Stability | 90 | FOUNDATIONS, FOOTINGS AND SLABS |
| Part C2 Compartmentation and Separation | 96 | CONCRETE |
| Part C3 Protection of Openings | 105 | MASONRY WALLS |
| SECTION D ACCESS AND EGRESS | | DESIGN FOR ACCESS AND MOBILITY - GENERAL REQUIREMENTS FOR ACCESS - NEW BUILDING WORK |
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PROJECT SPECIFIC DETAILS

| | | | |
|--|---------------------------------------|--|---|
| Project: Deloraine Sports Complex - New Netball Courts 2-8 Alvesstone Drive, Deloraine TAS 7304 | Geographic Region: A | Terrain Category Classification: TC2.0 | Shielding Classification: NS |
| Designer: Philip Lighton Architects - Mr Andrew Floyd - CC4347D | Topographic Classification: TO | Wind Load Classification: Site Classification to AS 4055-2006 | Soil Classification: N2 Site Classification to AS 2870-2011 |
| Owner: Meander Valley Council. 26446A/1 | Climate Zone: 7 | Bushfire Hazard Management Plan: Not Required | Alpine Area: N/A |
| Architectural Drawings: A01 Location Plan A02 Site Plan A03 Sections & Details | Corrosion Environment: C2 Low | Other Hazards: N/A | Floor Areas: N/A |
| Civil Drawings: C01 Civil Works Site Set Out C02 Civil Works Details - Sheet 1 of 2 C03 Civil Works Details - Sheet 2 of 2 C04 Security Fence & Double Gate Details | Attachments: | | |
| Electrical Drawings: E00 Electrical Services - Light Spill Diagram E01 Electrical Services - Site Layout | | | |



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Hobart / Launceston / Burnie
Accredited Designer: Andrew Floyd CC 4347 D

| Rev | Description | Dwn | Date |
|-----|----------------------------|-----|----------|
| A | Planning Application | JMF | 02/07/18 |
| B | Tender & Building Approval | JMF | 13/07/18 |
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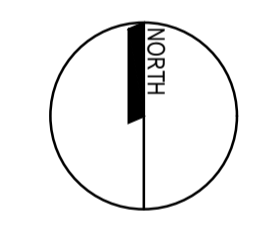
Contractor shall verify all dimensions on site before commencing any work or shop drawings.
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Project Meander Valley Council
Deloraine Community Centre
New Netball Courts

Title Location Plan

Issue Tender & Building Approval

| | | | | |
|-------------------|------|----------|--------|----------------|
| Drawn by | JMF | Appr | -- | Project Number |
| Scale 1:1000 @ A1 | Date | 13/07/18 | 18.302 | |
| Drawing No | A01 | Rev | B | |



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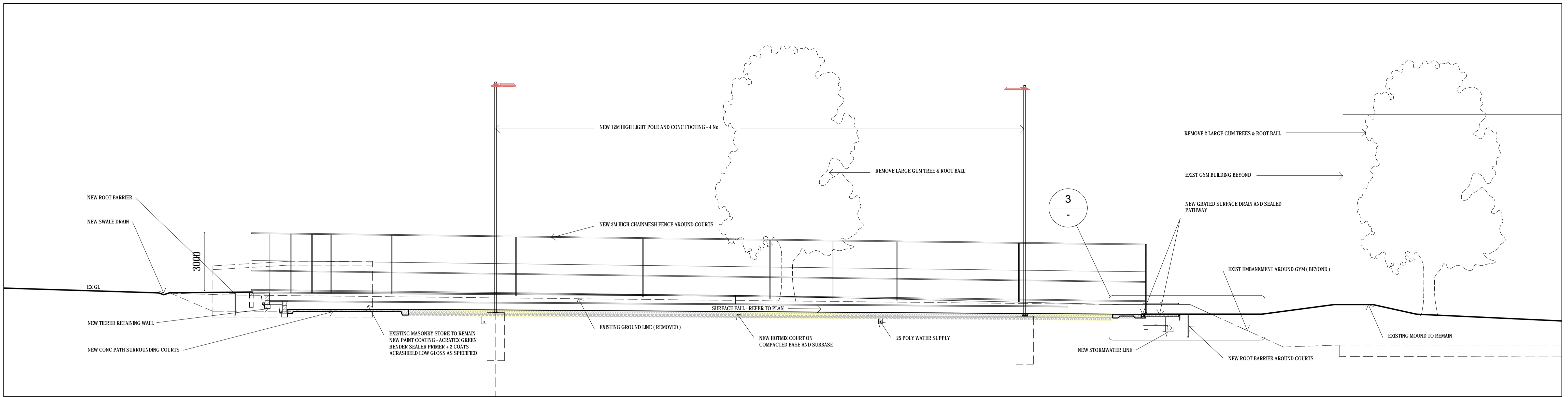
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 Accredited Designer: Andrew Floyd CC 4347 D

| Rev | Description | Dwn | Date |
|-----|----------------------------|-----|----------|
| A | Planning Application- | JMF | 02/07/18 |
| B | Tender & Building Approval | JMF | 13/07/18 |
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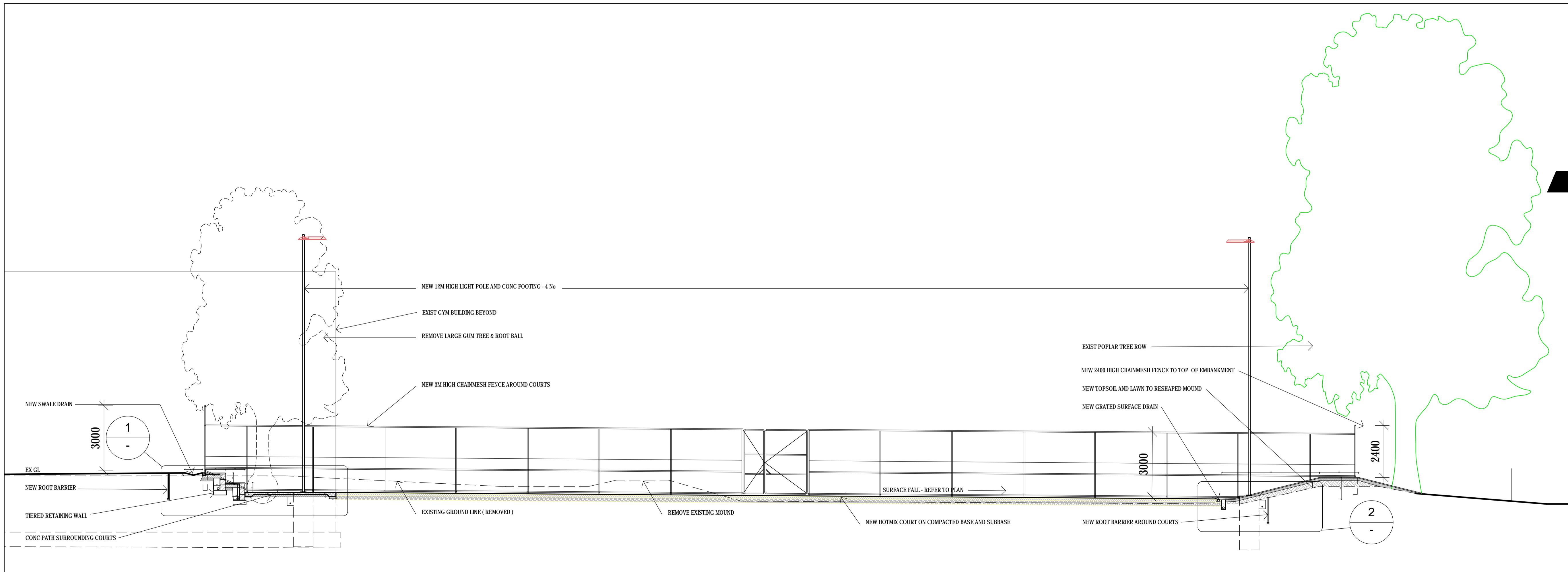
Contractor shall verify all dimensions on site before commencing any work or shop drawings.
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Project **Meander Valley Council**
 Deloraine Community Centre
 New Netball Courts

| Title | | | |
|----------------------------|---------------|--------|----------------|
| Site Plan | | | |
| Issue | | | |
| Tender & Building Approval | | | |
| Drawn by | JMF | Appr | Project Number |
| Scale 1:200 @ A1 | Date 13/07/18 | 18.302 | |
| Drawing No | A02 | | Rev B |



LONG SECTION B
1:200



CROSS SECTION A
1:200

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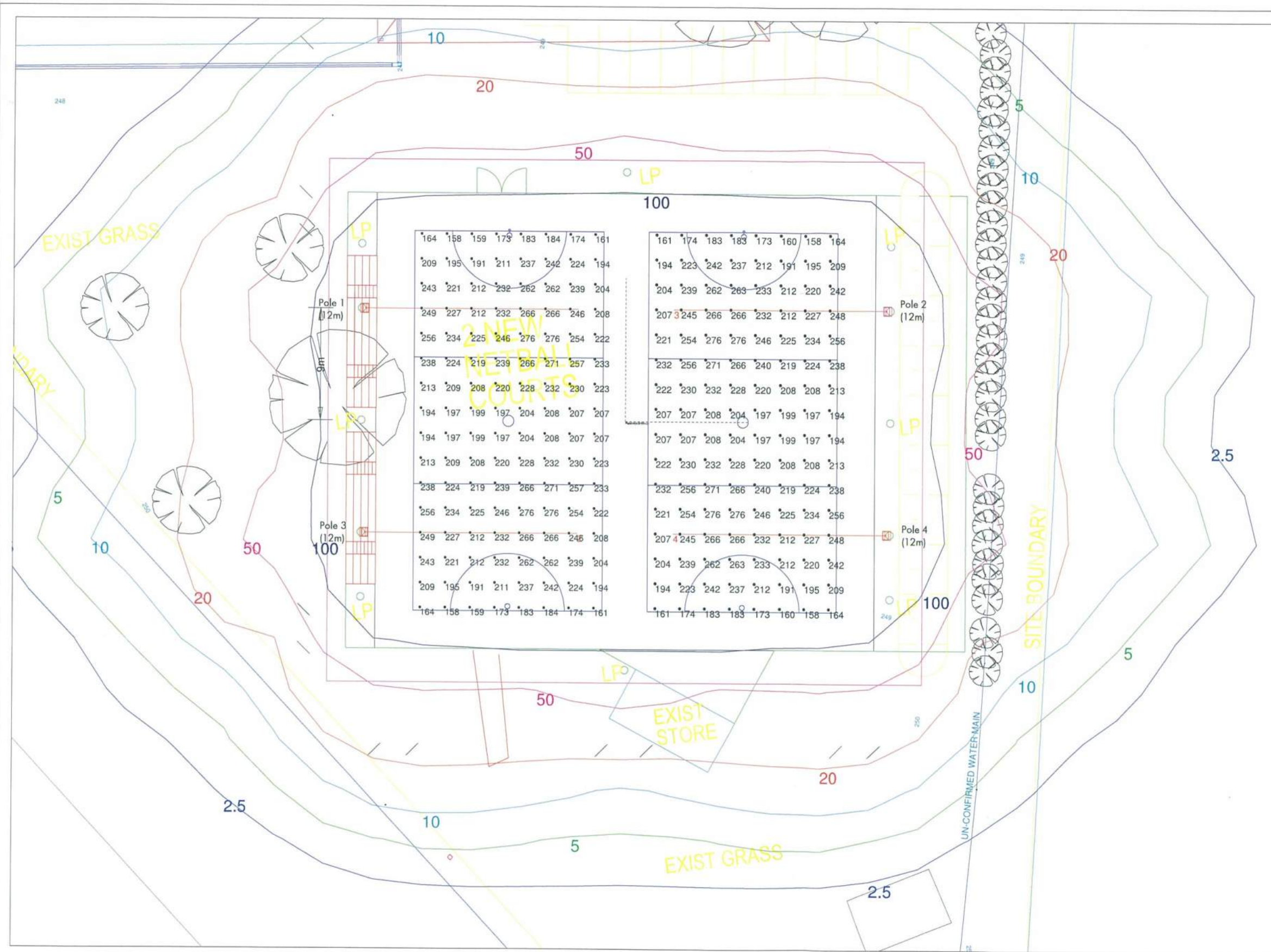
| Rev | Description | Dwn | Date |
|-----|----------------------------|-----|----------|
| A | Planning Application | JK | 02/07/18 |
| B | Tender & Building Approval | JMF | 13/07/18 |
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Contractor shall verify all dimensions on site before commencing any work or shop drawings.
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Project **Meander Valley Council**
Deloraine Community Centre
New Netball Courts

| Title Sections | | | |
|----------------|----------------------------|------|-----------------|
| Issue | Tender & Building Approval | | |
| Drawn by | JMF | Appr | Project Number |
| Scale | 1:100 @ A1 | Date | 13/07/18 18.302 |
| Drawing No | A03 | Rev | B |

Attachment 4: Light Spill Diagram



| Luminaire Location Summary | | | | | | |
|----------------------------|---------------|-----|----|----|--------|------|
| LumNo | Label | X | Y | Z | Orient | Tilt |
| 1 | C_396L105_A45 | -21 | 9 | 12 | 0 | 7.5 |
| 2 | C_396L105_A45 | -21 | -9 | 12 | 0 | 7.5 |
| 3 | C_396L105_A45 | 21 | 9 | 12 | 180 | 7.5 |
| 4 | C_396L105_A45 | 21 | -9 | 12 | 180 | 7.5 |

- Note:
- This design is compliant with the light technical parameters of Australian Standards AS2560.2.4-1996 'Lighting of Outdoor Netball and Basketball' competition play, however it should be taken as provisional only as all dimension, pole locations and heights must be confirmed before installation.
 - An assessment of the floodlight system in accordance with the requirements of AS4282-1997 'The obstrusive effect of outdoor lighting' has not been performed, but should be performed before installation.
 - The pole heights specified in this design proposal should be taken as notional and are taken as the vertical distance from the base of the pole to the top cross-arm and assumes that the base is at the same relative height as the centre of the field. They therefore do not take into consideration the topography of the site. An analysis of the site topography should be taken into account when determining the actual required heights of each pole.
 - The proposed floodlights are operating on 240V

| Luminaire Schedule | | | | | | |
|--------------------|---------------|-----|--|-------------|-------|----------------|
| Symbol | Label | Qty | Description | Lumens/Lamp | LLF | Luminaire code |
| ☐ | C_396L105_A45 | 4 | Thorn: CHAMPION PRO 396L105 A45 CL1 L740 | N.A. | 0.800 | 22663329 |

| Calculation Summary | | | | | | | |
|---------------------|--|--------|-----|-----|---------|---------|---------|
| Label | Description | Avg | Max | Min | Min/Avg | Min/Max | Max/Avg |
| Eh_1 | Horizontal illumination on ground @ 0m above agl | 221.13 | 276 | 158 | 0.71 | 0.57 | 1.25 |
| Eh_2 | Horizontal illumination on ground @ 0m above agl | 221.02 | 276 | 158 | 0.71 | 0.57 | 1.25 |



Champion Pro

| | | | |
|----------------|----------------------------------|----------|---------------------------|
| Ordering Guide | | | |
| Qty | Description | SAP code | Type |
| 4 | CHAMPION PRO 396L105 A45 CL1 740 | 22663329 | 1.341 kW LED floodlight |
| 4 | GB CHAMPION IP66 396L105 CL1 HFX | 22663354 | DALI W/proof control gear |
| 4 | GB CHAMPION IP66 396L105 CL1 | 22663353 | w/proof control gear |

| | |
|-----------------------|----------|
| Installation Details | |
| No. of floodlights | 4 |
| No. of poles | 4 |
| Height of poles (nom) | 12m |
| Total power (nom) | 5.364 kW |

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zumtobel group

2/7 Millner avenue, Horsley Park NSW 2175

Project: **Deloraine Netball Courts**
Lighting layout: Champion Pro 3 Module

Client: **Deloraine TAS**

Project No: 7081 PT/Quote No: Date: 20/02/2018

Drawing No: 7081-1 Lighting Design by: Minnie Singh

Revision No: File: 7081-1 option_Champion Pro_3 module.A

THORN **ZUMTOBEL** **BEGA**

Attachment 5: Australian Standards 4282 – 1997 pg. 13, 14, 17 & 18

2.6.4 Effects on astronomical observations Effects on astronomical observations will generally involve the modification of night sky viewing conditions by—

- (a) lightening of the dark sky caused by the scattering of light from the installation in the atmosphere, producing a luminous glow (i.e. sky glow);
- (b) the spectral characteristics of the sky glow, so that the light from the glow is not readily filtered out by optical means at the telescope; or
- (c) direct light from the installation falling on the observatory.

Where outdoor lighting installations are proposed in the vicinity of community or scientific optical observatories located in suburban environments, the limitations of spill light and luminance of luminaires in nominated directions in accordance with Clause 2.6.1 will mitigate the adverse effects of direct light falling on the optical surfaces of the telescope.

Sky glow is an area-wide problem which is less amenable to control. Because sky glow is caused both by reflected light and direct light from the installations, restricting design illuminances to the minimum necessary for the application will provide additional mitigation. For example, AS 2560.2.1 recommends various minimum illuminances for tennis, depending on the level of play involved.

The problem of sky glow may be mitigated if exterior lighting in the immediate vicinity of the observatory, including local road lighting, utilizes low pressure sodium lighting. If this measure is to be implemented, close consultation will be needed between all the parties involved, i.e. observatory, local community and electricity utility.

Where a major scientific optical observatory is involved, the above points are still pertinent. However, limitations on spill light may be imposed over a considerable area surrounding the observatory as part of a long-term plan to maintain satisfactory night sky viewing conditions (see Refs 5 and 13, Appendix B). Such plans should be based on guidelines set out by the International Commission on Illumination and the International Astronomical Union*. There may be specific local government ordinances in this regard; consequently, both the local council and the managing body of the observatory should be consulted.

NOTE: A list of community and scientific optical observatories is available from the Astronomical Society of Australia (Designated Observatories Officer), c/o School of Physics, University of Sydney, N.S.W. 2006.

2.7 RECOMMENDED LIMITS FOR LIGHT TECHNICAL PARAMETERS

2.7.1 Applicable limits The light technical parameters identified in Clause 2.6 as indicators of potential obtrusive effects are listed in Table 2.1. Recommended maximum values are given in that Table and in the associated Table 2.2 for various situations on the basis of present knowledge, experience and precedent. Although these values should control the obtrusive effects, they will not necessarily ensure that a complying installation will receive no adverse reaction from those affected by the spill light.

NOTE: Appendix A gives summaries of several studies which were considered when formulating the limits recommended in Tables 2.1 and 2.2.

For the reasons stated in Clauses 2.6.1 and 2.7.2, two sets of limits are given in Table 2.1 for the parameters E_v and I based on the times that the lighting system is to operate. Unless otherwise specified by the controlling authority, the times for determining which set of limits applies, i.e. curfewed hours, should be taken as being between 11 p.m. and 6 a.m.

* The relevant guidelines are set out in CIE/IAU Publication No.1.

If the lighting system is to operate only during pre-curfew hours, the designer may elect to have compliance based on the assessment methods and limits applicable to curfewed hours. In this case, compliance with the recommended limits for curfewed hours is deemed to satisfy the limits for pre-curfew hours.

The lower limit for application during curfewed hours need not apply where it can be demonstrated that there will be no adverse effects on residents, i.e. no nearby residential development, either existing or planned. (See also Clauses 5.2 and 5.3.)

Where a different curfew time applies for other reasons (e.g. noise control), consideration should be given to the coordination of the curfews, i.e. allowing sufficient time of operation for the lighting after the conclusion of the activity to facilitate crowd dispersal, particularly where large numbers of spectators are involved.

Figure 2.1 gives an example illustrating the application of the limits for E_v and I .

2.7.2 Basis for differentiation of limits for E_v and I according to times of operation
The studies reported in Appendix C indicate that the limiting values for E_v and I necessary to satisfy a large majority of the population at all times are rather low. The values can easily be exceeded from conventional lighting practice, especially if the area to be lit is large and the illuminance necessary to facilitate the activity is relatively high.

There is, therefore, a potential conflict between the lighting requirements necessary to facilitate an activity and the maintenance of amenity and environmental integrity. The solution that has been adopted is to recommend two sets of limits for E_v and I , based on the times that the lighting is to operate, as follows:

- (a) *Limits for pre-curfew hours* The higher of the two sets of limits apply for operation of the lighting before a nominated or curfewed hour (see Clause 2.7.1 and Table 2.1). These limits are expected to apply for the majority of lighting installations subject to this Standard.

The pre-curfew limits have as their objective the facilitation of the intended activity whilst giving passive recipients of spill light relief from it being excessively obtrusive. The limiting values for pre-curfew operation are based on the use of conventional lighting technology, but good practice in stray light control will need to be employed by the selection of appropriate lighting levels, lighting equipment and aiming.

Compliance with the pre-curfew limits in Tables 2.1 and 2.2 may be demonstrated by a check on the application of good practice, using a relatively simple analysis of the situation based on representative conditions, i.e. property boundaries for E_v and control direction for I .

The use of the control direction method, for assessing compliance with the pre-curfew limits for I , is generally suitable for regularly shaped areas that are to be lit using luminaires with conventional photometric distributions, positioned outside the area to be lit. However, in some circumstances, the use of this method may be found to restrict the choices of luminaire distribution, positioning and aiming, the ability to satisfy lighting performance requirements, or may not meet the intent of this Standard.

The suitability of the method will normally be determined during the design of the lighting system; hence the lighting designer may elect to use the curfewed hours method of assessment and associated intensity limits, as an alternative to the control direction method and its limits, to demonstrate compliance for pre-curfew times.

NOTE: The curfewed hours method is more onerous to calculate and places greater restrictions on allowed intensities, but the method requires that calculations be done at actual site locations where obtrusive light could be a problem, rather than for a representative direction.

TABLE 2.1
RECOMMENDED MAXIMUM VALUES OF LIGHT TECHNICAL PARAMETERS
FOR THE CONTROL OF OBTRUSIVE LIGHT
 (See Clause 2.7)

| 1 | 2 | 3 | 4 | 5 |
|--|---|--|--|--|
| Light technical parameter | Application or calculation conditions (see also Figure 2.1 and Section 5) | Recommended maximum values | | |
| | | In commercial areas or at boundary of commercial and residential areas* | Residential areas | |
| | | | Light surrounds† | Dark surrounds‡ |
| Illuminance in vertical plane (E_v) | <i>Pre-curfew:</i> Limits apply at relevant boundaries of nearby residential properties, in a vertical plane parallel to the relevant boundary, to a height commensurate with the height of the potentially affected dwellings. Values given are for the direct component of illuminance | 25 lx | 10 lx | 10 lx |
| | <i>Curfewed hours:</i> Limits apply in the plane of the windows of habitable rooms of dwellings on nearby residential properties. In the absence of development (i.e. vacant allotment), the limits apply on the potentially affected property, in a vertical plane parallel to the relevant boundary, at the minimum setback permitted for a dwelling, to a height commensurate with land use zoning provisions. Values given are for the direct component of illuminance | 4 lx | 2 lx | 1 lx |
| Luminous intensity emitted by luminaires (I) | <i>Pre-curfew:</i> Limits apply to each luminaire (irrespective of the number on a head frame) in the principal plane, for all angles at and above the control direction, when aimed in accordance with the installation design | Limits as determined from Table 2.2. Alternatively, the limits and method of assessment associated with curfewed hours may be applied, at the discretion of the designer (see Clauses 2.7.1 and 2.7.2) | | |
| | <i>Curfewed hours:</i> Limits apply in directions where views of bright surfaces of luminaires are likely to be troublesome to residents, from positions where such views are likely to be maintained, i.e. not where momentary or short-term viewing is involved | 2 500 cd | 1 000 cd | 500 cd |
| Threshold increment (TI) | Limits apply at all times where users of transport systems are subject to a reduction in the ability to see essential information. Values given are for relevant positions and viewing directions in the path of travel | 20% based on adaptation luminance (\bar{L}) of 10 cd/m ² | 20% based on adaptation luminance (\bar{L}) of 1 cd/m ² | 20% based on adaptation luminance (\bar{L}) of 0.1 cd/m ² |

* Applies to residential accommodation in commercial areas or at the boundary between commercial and residential areas. The term 'commercial' is used as a generic description for zoning which provides for urban uses other than residential.

† Where the affected property abuts roads that are lit to Category V5 or higher in accordance with AS/NZS 1158.1.1.

‡ Where the affected property abuts roads that are lit to Category B1 or lower in accordance with AS 1158.1, or where there is no lighting.

TABLE 2.2
MAXIMUM LUMINOUS INTENSITY PER LUMINAIRE
FOR PRE-CURFEW OPERATING TIMES
 (See Table 2.1)

| 1 | 2 | 3 | 4 |
|------------------|---------------------------------------|---|-----------------------------|
| Area description | | Maximum luminous intensity from each luminaire* | |
| Size of area | Controlling dimension (Figure 5.1) | Level 1 control (Note 1) | Level 2 control (Note 2) |
| Large | >75 m | 7 500 cd | 100 000 cd |
| Medium | ≥25 m ≤75 m | 7 500 cd | 50 000 cd |
| Small | <25 m | 2 500 cd | 25 000 cd |

* Limits apply to each luminaire (irrespective of the number on a head frame) in the principle plane, for all angles at and above the control direction, when aimed in accordance with the installation design (see Clause 5.3.2.1).

NOTES:

- 1 Level 1 control is appropriate for development control of environmentally sensitive areas, i.e. where the existing environment is of high quality, where abutting properties are close to the installation, where they are residential in nature, where the existing ambient light levels are low and where the community requires the best available environmental safeguards to be applied.

As the use of Type C cut-off luminaires† is likely to be necessary for Level 1 control, the implementation of this level of control will normally be possible only for lighting applications that require relatively high illuminances over areas that are small to medium in size, e.g. lighting for tennis courts or hockey fields. However, Level 1 control may also be suitable for larger areas where lower illuminances are appropriate, e.g. for car parks and outdoor storage areas.

- 2 Level 2 control will permit the use of a wide range of currently used lighting techniques but will limit intensities in the control direction to what might reasonably be expected by careful attention to design and the selection and aiming of luminaires, especially for applications involving Type A luminaires†.

† See Appendix D for details of these luminaire classifications.

Attachment 6: Light Pole Design

INTERPRETATIONS

- 11 IN THESE NOTES, APPROVED, DIRECTED, REQUIRED, REJECTED & SIMILAR EXPRESSIONS, SHALL MEAN APPROVED, DIRECTED, REQUIRED, REJECTED AND THE LIKE BY THE SUPERINTENDENT THROUGH THE CONTRACTOR.

GENERAL

- G1 READ THIS DRAWING IN CONJUNCTION WITH ARCHITECTS AND OTHER DRAWINGS AND SPECIFICATIONS AND WITH SUCH OTHER WRITTEN INSTRUCTION THAT MAY BE ISSUED.
- G2 BUILDING SET-OUT AND DIMENSIONS ARE DETERMINED BY THE ARCHITECT. DIMENSIONS EXPRESSED IN MILLIMETRES, UNO. DIMENSIONS SHALL NOT BE OBTAINED BY SCALING THESE DRAWINGS. SETTING OUT DIMENSIONS SHALL BE VERIFIED BEFORE COMMENCING WORK. ANY DISCREPANCIES BETWEEN THESE DRAWINGS AND THE ARCHITECT'S OR OTHER DRAWINGS IS TO BE ADVISED BEFORE PROCEEDING WITH THE WORK.
- G3 DURING CONSTRUCTION THE STRUCTURE SHALL BE MAINTAINED IN A STABLE CONDITION & NO PART SHALL BE OVERSTRESSED.
- G4 24 HOURS NOTICE REQUIRED FOR WORK REQUIRING INSPECTION.
- G5 THE STRUCTURAL WORK SHOWN ON THESE DRAWINGS HAS BEEN DESIGNED ACCORDING TO AS1170 AND AS3600.

DESIGN ACTION:

THE FOLLOWING ULTIMATE DESIGN ACTIONS HAVE BEEN PROVIDED BY GM POLES PTY LTD AND HAVE BEEN USED FOR THE DESIGN OF THE LIGHT POLE FOOTING:

BENDING MOMENT 159.4kNm
 SHEAR FORCE 15.1kN

FOUNDATION

- F2 FOUNDING DEPTHS ARE REDUCED LEVELS TO UNDERSIDE OF FOOTINGS SHOWN ON DRAWINGS ARE FOR TENDERING PURPOSES. EXCAVATE THROUGH FILL AS REQUIRED TO PLACE FOOTINGS ACCORDINGLY. ALL EXCAVATIONS SHALL BE APPROVED BEFORE PLACEMENT OF STRUCTURAL FILL, HARDWARE, BLINDING AND/OR REINFORCEMENT.
- F3 FOUNDATION MATERIAL SHALL HAVE A UNIFORM BEARING CAPACITY OF 150 kPa MINIMUM.
- F4 BASES OF FOOTINGS SHALL BE HORIZONTAL, UNO.
- F5 EXCESS DEPTHS AND WIDTHS IN FOUNDATIONS TO THOSE SPECIFIED SHALL BE FILLED WITH MINIMUM A.S. GRADE 15 CONCRETE. THE CONCRETE FILL SHALL NOT BE BONDED TO THE CONCRETE UNLESS APPROVED. THE COST OF FILLING SHALL BE BORNE BY THE CONTRACTOR.
- F6 WHERE DETAILED ON THESE DRAWINGS & WHEREVER GROUND WATER IS ENCOUNTERED PROVIDE 50 CONCRETE BLINDING IMMEDIATELY AFTER APPROVAL OF FOUNDATION.

CONCRETE

- C1 WORKMANSHIP, MATERIALS & DESIGN SHALL BE IN ACCORDANCE WITH AS 3600 & ASSOCIATED CODES LISTED THEREIN AND THE SPECIFICATION.
- C2 CONCRETE PROPERTIES SHALL BE AS FOLLOWS. REFERENCE TO BE MADE TO THE SPECIFICATION FOR OTHER REQUIREMENTS. SUPPLIER TO DESIGN MIX TO ACHIEVE THESE REQUIRED PROPERTIES. MOIST CURE FOR 3 DAYS MIN. AFTER POUR.

| ELEMENT & LOC. | A.S. GRADE | MAX. SLUMP | MAX. W/C RATIO | MIN. COHESION AIR CONT. | TOTAL CONT. %VOL | OTHER CRITERIA |
|-----------------|------------|------------|----------------|-------------------------|------------------|----------------------|
| FOOTINGS | S25 | 60 | 0.65 | 260 | 4-8 | NL CoCl ₂ |
| GROUND SLABS | N32 | 60 | | | 4-8 | NL CoCl ₂ |
| SUSPENDED SLABS | N32 | 60 | | | 4-8 | NL CoCl ₂ |
| COLUMNS STAIRS | N40 | 60 | | | 4-8 | NL CoCl ₂ |
| PRECAST PANELS | N40 | 60 | | | 4-8 | NL CoCl ₂ |

- C3 BEAM DEPTHS ARE WRITTEN FIRST UNO AND INCLUDE SLAB THICKNESS IF ANY.
- C4 NO HOLES OR CHASES OTHER THAN THOSE SHOWN SHALL BE MADE WITHOUT APPROVAL.
- C5 DO NOT PLAKE CONDUITS, PIPES AND THE LIKE WITHIN CONCRETE COVER.
- C6 SLABS AND BEAMS ARE TO BE POURED TOGETHER UNLESS NOTED OTHERWISE.
- C7 WHERE REINFORCEMENT IS CONTINUOUS THROUGH A POUR BREAK, SCABBLE, REMOVE ALL LOOSE MATERIAL AND DAMPEN THE OLD FACE BEFORE POURING AGAINST IT.
- C8 THE USE OF BLENDED CEMENTS, FLY ASH AND OR CHEMICAL ADMIXTURES SHALL NOT BE PERMITTED WITHOUT WRITTEN APPROVAL.
- C9 UNFORMED EXPOSED CONCRETE SURFACES SHALL HAVE AN APPROVED STEEL TROWELLED FINISH UNLESS SHOWN OTHERWISE.
- C10 REINFORCEMENT IS REPRESENTED DIAGRAMMATICALLY AND NOT NECESSARILY IN TRUE PROJECTION.
- C11 SPLICES IN REINFORCEMENT SHALL BE MADE ONLY AT LOCATIONS AND TO DETAILS SHOWN ON STRUCTURAL DRAWINGS UNLESS APPROVED OTHERWISE.

C12 CONCRETE COVER TO REINFORCEMENT (INCLUDING LIGS) SHALL BE AS FOLLOWS, UNLESS OTHERWISE SHOWN: 60 MIN. FIRE RESISTANCE PERIOD ASSUMED.

| EXPOSURE ENVIRONMENT | AS 3600 CAT. | ELEMENT | # | CONCRETE AS GRADE | COVER B / T |
|----------------------|--------------|-------------|---|-------------------|-------------|
| BELOW GROUND | A2 | FOOTINGS | 1 | 25 | 50 |
| | | FOOTINGS | 2 | 25 | 50 |
| | | SLAB BOT. | 3 | 32 | 30 |
| BUILDING INTERNAL | A1 | SLAB | 3 | 32 | 30 |
| | | SLAB | 2 | 32 | 30 |
| | | COLUMN | 2 | 40 | 30 |
| | | PANELS | 2 | 40 | 35 |
| BUILDING EXTERNAL | A2 | PANELS | 2 | 40 | 35 |
| | | SLAB STAIRS | 2 | 40 | 30 |

- #1 = CAST AGAINST GROUND
 #2 = CAST AGAINST FORMWORK
 #3 = CAST AGAINST FORTECON MEMBRANE

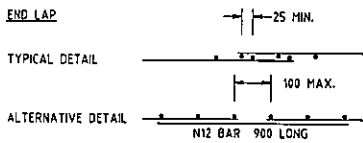
C13 REINFORCEMENT SHALL NOT BE CUT, WELDED, BENT OR HEATED ON SITE, NOR FITMENT OR SLAB STEEL BE DISPLACED MORE THAN 0.25 TIMES THE NOMINAL SPACING WITHOUT PRIOR APPROVAL.

C14 PLACE INDIVIDUAL BAR CHAIRS AT THE RATE OF 25 PER 10m² OF BOTTOM & TOP SLAB REINFORCEMENT AREA (750 CRS. APPROX) AND AS REQUIRED FOR ADEQUATE SUPPORT IN OTHER MEMBERS. ALL CHAIRS SUPPORTED ON APPROVED TYPE PLATES.

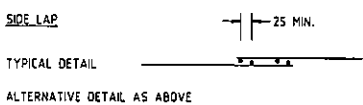
C15 REINFORCEMENT SHALL BE SECURELY WIRE IN PLACE WITHOUT WELDING, UNLESS APPROVED OTHERWISE.

C16 NO CONCRETE SHALL BE POURED UNTIL AFTER THE REINFORCEMENT FOR THE ENTIRE POUR HAS BEEN INSPECTED AND APPROVED.

C17 FABRIC SHALL BE RANDOM LAPPED WITH NO MORE THAN TWO SHEETS NESTED TOGETHER. USE ALTERNATIVE DETAIL AS REQUIRED. WHERE FABRIC ORIENTATION IS SHOWN, THIS BAR IS TO BE PLACED WITH MINIMUM COVER TO CONCRETE FACE. (ALTERNATIVE SHEETS WHERE FABRIC NESTED)



END LAPS NOT PERMITTED WITH ONE WAY FABRICS ABOVE F818. END LAP WITH SPLICE BAR AT FOLLOWING CENTRES:
 UP TO SL82 N12 @ 400 CRS.
 SL92 N12 @ 300 CRS.
 SL81 N12 @ 200 CRS.



C18 MESH ORIENTATION FOR WALLS - HORIZONTAL BAR TO BE PLACED TO THE OUTER FACE UNLESS OTHERWISE NOTED. WHERE FABRIC PLACEMENT IS NOT PRACTICAL REPLACE WITH N12@200 EW.

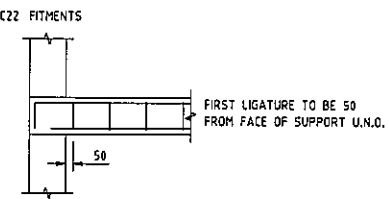
C19 REINFORCEMENT SYMBOLS AND GRADES:

- R - DENOTES STRUCTURAL GRADE PLAIN ROUN (GRADE Z50R)
 N - DENOTES HOT ROLLED DEFORMED BAR (GRADE D50R) TO A.S. 4671
 SL - DENOTES RIBBED REINFORCING FABRIC (GRADE D50R) TO A.S. 4671
 W - DENOTES HARD-DRAWN PLAIN WIRE (GRADE D50R) TO A.S. 1303.

C20 TRIMMING STEEL NOT DESIGNATED SHALL BE:

| ELEMENT & LOCATION | TRIMMING REINFORCEMENT | EXTENT BEYOND CROSS OVER POINT |
|---|------------------------|--------------------------------|
| SLABS-INTERNAL CORNERS -PENETRATIONS -SETDOWNS +25 DEEP | 2N16 EW TOP AT CORNERS | 800 |

C21 MASONRY OR CONCRETE WALLS OR SIMILAR ELEMENTS MUST NOT BE BUILT ON CONCRETE SLABS OR BEAMS UNTIL FORMWORK AND PROPS SUPPORTING THE SAME HAVE BEEN REMOVED.

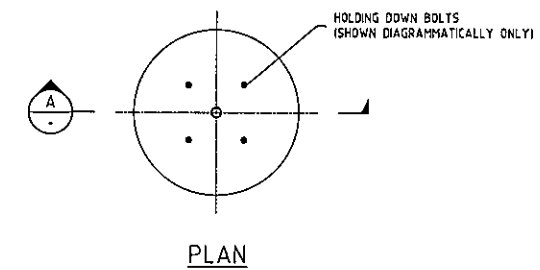


WORK HEALTH & SAFETY NOTICE

JMG HAVE CONSIDERED THE HAZARDS AND RISKS ASSOCIATED WITH THE CONSTRUCTION, OPERATION, MAINTENANCE AND EVENTUAL DEMOLITION OF THIS PROJECT. THERE ARE A NUMBER OF HAZARDS AND HENCE RISKS WHICH ARE NOT UNIQUE TO THIS PROJECT WHICH NEED TO BE MANAGED DURING THESE PHASES. JMG REMIND CONSTRUCTORS, OPERATORS, MAINTAINERS AND DEMOLISHERS OF THEIR RESPONSIBILITIES UNDER WORK HEALTH & SAFETY ACTS AND REGULATIONS. THE FOLLOWING RISKS HAVE BEEN IDENTIFIED WHICH ARE UNIQUE TO THIS PROJECT:

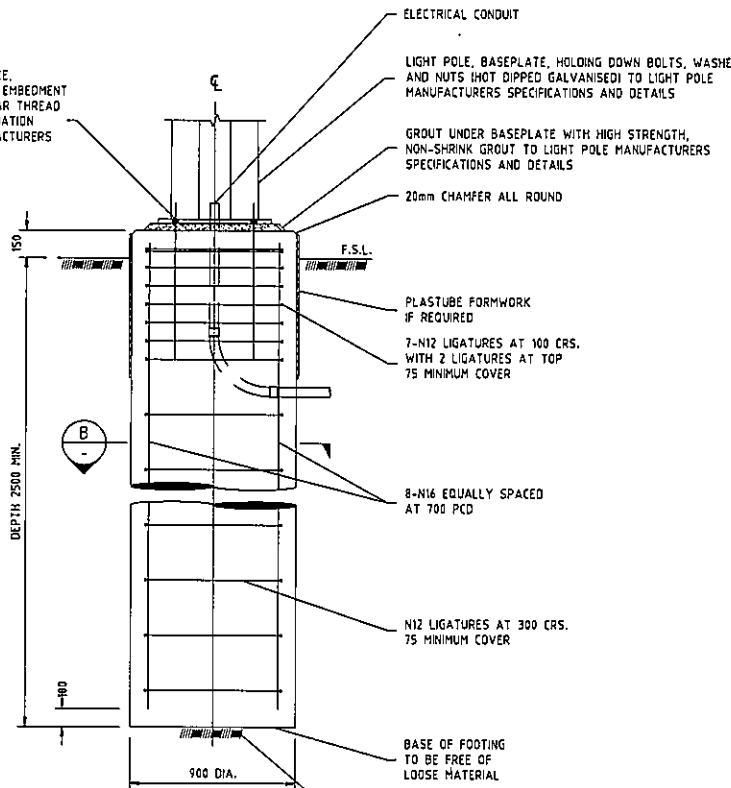
- NL

THE CONTRACTOR SHALL TAKE ALL REASONABLE PRECAUTIONS TO ESTABLISH THE LOCATION OF AND PROTECT EXISTING SERVICES AT THE SITE. SERVICES SHOWN ON THE DRAWINGS ARE IN APPROXIMATE LOCATIONS ONLY SERVICES OTHER THAN THOSE SHOWN MAY EXIST ON THE SITE.

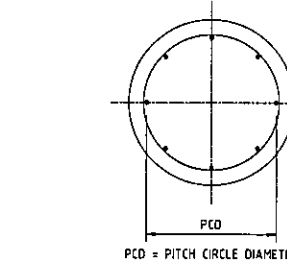


PLAN

NOTE:
 FOR HOLDING DOWN BOLTS SIZE, PITCH CIRCLE DIAMETER (PCD), EMBEDMENT (ANCHORAGE DEPTH) AND CLEAR THREAD LENGTH ABOVE TOP OF FOUNDATION REFER TO LIGHT POLE MANUFACTURERS SPECIFICATIONS AND DETAILS

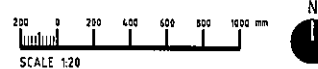


SECTION A
 SCALE 1 : 20



SECTION B
 SCALE 1 : 20

12m LIGHT POLE - BORED PIER



T1 | 01.03.18 | TENDER ISSUE
 REV | DATE | REMARK
SAFETY IN DESIGN REPORT
 In accordance with the Workplace Health & Safety Act and Regulations JMG has completed the required safety design report in accordance with the design.
 The design has been reviewed by the design team and approved for construction.
JMG
 Engineers & Planners
 Johnstone McGee & Gandy Pty. Ltd.
 Incorporating Dale P Luck & Associates
 ACN 009 547 139 | ABN 76 473 834 852
 117 Harrington Street, Hobart, Tas | (03) 6231 2555
 45-51 Elizabeth Street, Launceston, Tas | (03) 6334 5549
 www.jmg.net.au | info@jmg.net.au | info@jmg.net.au

PROJECT
DEBORAH SPORTS COMPLEX
NETBALL COMPLEX

TITLE
CIVIL WORKS
DETAILS
SHEET 1 OF 2

| | |
|--|------|
| Accepted Discipline Head (Discipline Head) | Date |
| Accepted Team Leader (Discipline) | Date |
| Approved Group Manager (Group Manager) | Date |

This document must be signed 'Approved' by JMG to authorize it for use. JMG does not take liability for construction or installation errors.

| | |
|-------------|------------|
| DESIGNED BY | DRAWN BY |
| ALBESSELL | J BALDOCK |
| PLOT DATE | 01/03/2018 |

DO NOT SCALE. Use only figure dimensions. Locations of services, boreholes, etc. on this drawing are indicative only. CONTRACTOR to check locations & other project details for co-ordination between structures, boreholes, etc. through services etc. CONTRACTOR to check all dimensions and exact locations of all items. JMG accepts no responsibility for dimensional information read or digitally derived from this document.

PLOT DETAILS | J182039CL.DWG
 PROJECT NO. | **J182039CL**
 DWG NO. | **C02** | REVISION | **T1**

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TENDER ISSUE

Attachment 7: Proposed lighting specification sheets

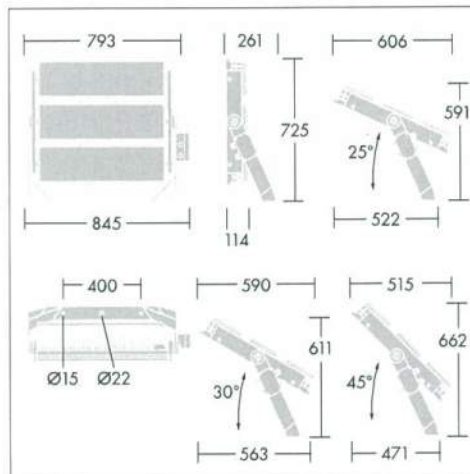
Champion Pro

High power LED floodlight for area and recreational sports lighting applications

- Excellent thermal management ensures a lifespan up to 70,000 hours at ambient temperatures of 35°C
- Fast payback and minimal Total Cost of Ownership with substantial energy saving
- Excellent control of light distribution - symmetrical & asymmetrical - limits obtrusive light (0cd at 90°)
- Modular floodlighting system to fit for different scale of projects (direct replacement up to HID 2000W)



Photographs, line drawings and photometric data are representative only. For specific product detail please select an individual product.



Material/Finish

Body: die-cast aluminum, painted dark sandy grey
 Frame and stirrup: hot-dip galvanized steel
 Glass: 5mm toughened
 Screws: stainless steel

Installation/Mounting

Stirrup fixed by a single bolt through Ø22mm hole or 105x17mm oblong hole, or by twin bolts through Ø15mm hole.
 Gear box IP66 is installed remotely and supplied separately.
 Precision aiming device available and adjustable on top or bottom of LED module.

Champion Pro

Ordering Guide

| Description | ILCOS Code | Socket | Wt (kg) | SAP Code |
|-----------------------------------|------------|--------|---------|----------|
| Champion Pro, 1 module | | | | |
| CHAMPION PRO 132L A45 CL1 L740 | | | 19 | 22663346 |
| CHAMPION PRO 132L A15 CL1 L740 | | | 19 | 22663347 |
| CHAMPION PRO 132L A60 CL1 L740 | | | 19 | 22664280 |
| Champion Pro, 2 module | | | | |
| CHAMPION PRO 264L A45 CL1 L740 | | | 28 | 22663337 |
| CHAMPION PRO 264L A15 CL1 L740 | | | 28 | 22663338 |
| CHAMPION PRO 264L A60 CL1 L740 | | | 28 | 22664253 |
| Champion Pro, 3 module | | | | |
| CHAMPION PRO 396L A45 CL1 L740 | | | 40 | 22663329 |
| CHAMPION PRO 396L A15 CL1 L740 | | | 40 | 22663331 |
| CHAMPION PRO 396L A60 CL1 L740 | | | 40 | 22664235 |
| Champion Pro, Control gear | | | | |
| GB CHAMPION IP66 396L105 CL1 HFX | | | 15,5 | 22663354 |
| GB CHAMPION IP66 264L105 CL1 HFX | | | 10 | 22663356 |
| GB CHAMPION IP66 132L105 CL1 HFX | | | 5,4 | 22663358 |

| | | |
|-----------------|--------------|---------|
| Index No. 14997 | | |
| Doc No. | | |
| RCV | - 3 AUG 2010 | MVC |
| Ar | MW | De. CBS |
| ES | OD | ✓ |

General Manager,
P.O. Box 102
Westbury TAS 7303

Subject: Meander Valley Council Application PA\19\0005
Construct of two netball courts.

The proposed construction of two netball courts at the South East of the Community Complex Area is a most welcomed use of a portion of the 5.9 ha of land. Over the past 12 years that I have owned adjoining land to the site there has not been any facilities added to this site. It does however seem strange that the area chosen is the most remote area at this site and far from existing amenities such as the Parking, Toilets and Change Rooms.

The only access to the site should be by Alverston Drive and parking at the main Community Complex. This would be a minimum 150 metres from the closest parking to the proposed courts and require netball players to lug any of their personal gear and playing equipment not stored on site. It may also see a greater parking at the end of East Westbury St which has a designated entry point for foot traffic. This distance is as close as the closest designated car park. Alternatively once construction is complete the construction site could be utilised as a more convenient parking area. It would also lessen security issues of players returning to their vehicles in the dark.

The adequacy of the existing Toilets and Change room facilities located in the Community Complex Building to cater for full use of the new courts and existing player needs within the Community Complex needs to be fully examined. It should include use by both players and spectators.

Construction does not provide any shelter or seating for players or spectators from the weather in any season. The only upgrade proposed are to the electrical requirements and the drainage. This site is susceptible to flooding as proven by previous damage to the Community Complex. It is also

[Type the company name]

[Type the company name]

very exposed to the elements which will lessen its usage due to the weather and suitability of the site without appropriate shelters.

Drainage is a concern for two reasons. Firstly the area floods but as well as this 5mm downpour of rain on an area of 40 x 50 metres will see 10,000 litres of water accumulate.

Security lighting from the Car Park to the proposed Netball courts, some 150 metres, is nonexistent and a review is recommended for the safety reasons.

It is however ironic for the reasons mentioned that another site has not been chosen. There is 1.8 ha of vacant land along the west side of Alverston Drive that could be considered. This area includes the existing Dog walk area and an adjoining paddock. This paddock is not used for any current purpose and it adjoins a lit car park and is close to the main entrance of the Community Complex. The site has no flood issues, it is convenient to players and spectators and it overcomes the issues highlighted by the site that has been proposed.

Finally the Netball association can be proud that they have supporters on board to support their sporting endeavors but they may find the exclusive site may work against them when it comes to maintaining a shared time of more comfortable facilities they currently have indoors within the Community Complex. They therefore need a better site or need a commitment to provide better support facilities.



Richard Hilder

14 Rickman St, Deloraine 2/8/2018

**GOV 1 NOTICE OF MOTION – SUBMISSION TO SENATE
COMMUNITY AFFAIRS REFERENCES
COMMITTEE (ACCESSIBILITY AND QUALITY OF
MENTAL HEALTH SERVICES IN RURAL AND
REMOTE AUSTRALIA) – CR BOB RICHARDSON**

1) Introduction

The purpose of this report is for Council to consider a Notice of Motion from Cr Richardson.

2) Background (Cr Bob Richardson)

Motion:

That Council, in conjunction with relevant parties associated with health in Meander Valley, make a submission to the Senate Community Affairs References Committee (Accessibility and quality of mental health services in rural and remote Australia) and that the submission be prepared, consistent with previous Council submissions following the loss of three Meander Valley Health Workers (including a mental health worker).

Reasons:

Over the last twelve years, Commonwealth funding through the Rural Primary Health Services Program (RPHSP) has enabled the development of an innovative range of youth, mental health and social work practice in Meander Valley that has embedded networks of opportunity to address its health and wellbeing needs. These programs have built social participation and connectivity and lasting health outcomes. They are demonstrably responsive, collaborative and cost-effective.

In December 2016, the RPHSP funding was withdrawn and a new health model introduced that focused on 'chronic' needs rather than 'prevention'. The model related exclusively to case management, which was a minor aspect of RPHSP delivery. Consequently, RPHSP service providers felt unable to tender for retention of existing services under the new criteria. The net result for Meander Valley has been a loss of three full-time positions with no meaningful, compensatory services provided.

The youth worker, mental health worker and social worker roles in question have operated across the municipality for more than a decade and are responsible for a health provision that sustains 25-30 valued programs each year. These serve many hundreds of vulnerable residents and involve the commitment of partner organisations and community volunteers. This essential and stable network of service has simply been abandoned.

Unofficial advice from reliable sources is that since the loss of the Meander Valley Health Workers there have been:

- At least six suicides;
- At least two incarcerations of clients who were previously being (successfully) case-managed by the mental health worker/social worker; and
- "discovery" of several new case studies, possibly linked to loss of staff and programs

With this in mind the key point to be made to the committee is that the experience in Meander Valley indicates that a lack of access to preventative and ongoing mental health support has a detrimental impact on our well-being of our community

3) Strategic/Annual Plan Conformance

Further the objectives of the Council's Community Strategic Plan 2014 to 2024:

- Future Direction (3): Vibrant and engaged communities
- Future Direction (4): A healthy and safe community

4) Policy Implications

Not applicable.

5) Statutory Requirements

Not applicable.

6) Risk Management

Not applicable.

7) Consultation with State Government and other Authorities

Not applicable.

8) Community Consultation

Not applicable.

9) Financial Impact

Council does not have a budget to support a submission to the Senate Community Affairs Reference Committee. The time commitment from Council officers is unclear. The cost of Council officers in liaising with relevant parties associated with mental health, preparing and agreeing upon the submission is anticipated to cost \$400 to \$800.

10) Alternative Options

Council can elect to amend or not support the recommendation.

11) Officers Comments

The *Senate Community Affairs References Committee* hearings were held in Tasmania during the week starting 3 September 2018; however the committee have indicated that they will accept written submissions.

The terms of reference for the inquiry are:

- a. the nature and underlying causes of rural and remote Australians accessing mental health services at a much lower rate;
- b. the higher rate of suicide in rural and remote Australia;
- c. the nature of the mental health workforce;
- d. the challenges of delivering mental health services in the regions;
- e. attitudes towards mental health services;
- f. opportunities that technology presents for improved service delivery;
and
- g. any other related matters.

The Meander Valley submission will be prepared to address the terms of reference using the previous Council submission to the Federal Minister for Health which requested restoration of rural primary health services in Meander Valley.

The Committee will complete their report on October 17. Council will need to ensure that it has made its submission within the next fortnight in order for it to be considered.

AUTHOR: Martin Gill
GENERAL MANAGER

12) Recommendation (Cr Bob Richardson)

It is recommended that Council, in conjunction with relevant parties associated with health in Meander Valley, make a submission to the Senate Community Affairs References Committee (Regional Mental Health Services) and that the submission be prepared, consistent with previous Council submissions following the loss of three Meander Valley Health Workers (including a mental health worker).

DECISION:

GOV 2 NOTICE OF MOTION – CCTV SECURITY – WESTBURY AND DELORAINE – CR BOB RICHARDSON

1) Introduction

The purpose of this report is for Council to consider a Notice of Motion from Cr Richardson.

2) Background (Cr Bob Richardson)

Motion:

That Council access up to \$25,000 from consolidated funds (or other sources) to complete the CCTV project (stages 1 and 2) at the same time.

Background:

Whilst an “official” request for security camera coverage was not made until March 2018, discussion amongst the community, including both business and private members had been occurring for some time.

An original budget of \$60,000 has been exceeded by some \$20,000+.

Without “Stage 2” the coverage is incomplete.

During the past 2 years several sites were subject to break and enter and theft. For example, several William Street, Westbury, businesses have been subject to criminal activity, many of them to the south of Meander Valley Road.

The proposal for Westbury for a Stage 1 will allow even the most unintelligent thief to access most business/residences south of Meander Valley Road. Simply turn off Meander Valley, southwards at Five Acre Row or Veterans Row (in the east) or Lonsdale Promenade to the west, or enter via Osmaston Road.

It is accepted by most that to undertake a project in two (separate phases is likely to be more expensive than undertaking the project in one stage.

3) Strategic/Annual Plan Conformance

Furthers the objectives of the Council's Community Strategic Plan 2014 to 2024:

- Future Direction (4): A healthy and safe community

4) Policy Implications

Not applicable

5) Statutory Requirements

Not applicable

6) Risk Management

Not applicable

7) Consultation with State Government and other Authorities

Throughout the project Council has worked closely with Tasmanian Police to determine the best location for the CCTV cameras.

8) Community Consultation

Not applicable

9) Financial Impact

Council established the Capital Works Program for 2018-19 at the May 2018 Council meeting. The budget was prepared in line with the Long Term Financial Plan. Council officers are working to deliver the program with no overall increase in budget allocation. Request for submission of new projects for the 2019-20 program are anticipated to be called for from December 2018 to January 2019.

10) Alternative Options

Council can elect to amend or not support the recommendation

11) Officers Comments

Council formally engaged TMR systems to undertake the project in June this year. The scope of the project was reduced to match the existing funding commitments.

If Council decides to provide additional funding for the installation of CCTV cameras it is recommended that the initiative is treated as a separate project. This would allow for the extensive planning that was required for the current project to be undertaken for the additional sites without delaying the current project.

Stage 2 of the CCTV project is expected to cost around \$22,902.70 inclusive of GST, as follows:

1. Westbury Post Office at \$10,217.06 for 2 x CCTV cameras, associated equipment and the wireless connection; and
2. Deloraine Deli at \$12,685.64 for 2 x CCTV cameras, associated equipment and 2 x wireless connections, including a wireless 'hop' at the Frog Café (Note: Café owners have not been approached about installation of equipment or paying for power).

The Stage 1 project to install 10 cameras – four in Westbury and six in Deloraine – represents value for money for Council due to the Australian Government contribution of \$50,000 through the Safer Communities Fund. As such, Council's co-contribution of up to \$10,000 towards Stage 1 is equivalent to a cost per camera equal to or less than \$1,000 per camera.

If Council fund 100% of the Stage 2 proposal to install four cameras – two at Westbury Post Office and two at Deloraine Deli – then the each camera will cost around \$5,750 per camera, which is significantly less than the value achieved for Stage 1.

The proportionally higher cost to Council could be addressed by applying for Round 3 of the Safer Communities Fund to secure an additional Australian Government contribution for Stage 2. Applications for Round 3 of the Safer Communities Fund close 25 September 2018.

Alternatively, Council could elect to defer funding Stage 2 of the CCTV project until after the installation of Stage 1 and review of the community benefits.

AUTHOR: Martin Gill
GENERAL MANAGER

12) Recommendation (Cr Bob Richardson)

It is recommended that Council access up to \$25,000 from consolidated funds (or other sources) to complete the CCTV project (stages 1 and 2) at the same time.

DECISION:

GOV 3 NOTICE OF MOTION – REVIEW OF SCHOOL INTAKE AREAS – CR BOB RICHARDSON

1) Introduction

The purpose of this report is for Council to consider a Notice of Motion from Cr Richardson.

2) Background (Cr Bob Richardson)

Motion:

That Council appoint a Committee to draft a submission to the Department of Education (DoE) concerning intake areas for Meander Valley Schools; and

- That that draft be presented to the October meeting of Council for approval and/or amendment; and
- That the initial committee consist of three Councillors, two Council officers as nominated by the General Manager; and
- That the Committee has the power to seek input from relevant community members, including school representatives.

Reasons for this motion:

1. The timeframe for submission is very limited; the press notice of Saturday 5 August indicates a deadline of Friday 26 October, 2018.
2. Council as in the past, indicated interest in matters education, including;
 - The proposed closure of Meander Valley schools;
 - Subsidized (free)out-of-area transport for students travelling out-of-area from their designated intake schools
 - Intake boundaries favouring some schools and the consequent effect upon other schools' viability;
 - Education facilities at Hadspen
 - Lack of secondary and post-secondary/vocational education in the mid-to-eastern section of the municipality;
 - The lack of secondary/vocational facilities related to agriculture.
3. Outline plans for several areas, including Hadspen, have indicated a strong desire for educational facilities development.
4. It has commonly been expressed that community development is strongly linked to (local) educational facilities.

5. It is also important that a short to long-term view be taken to the issue of intake areas. Intake boundaries are likely to be significantly different following establishment of a Hadspen school.
6. This concept of Council, representing communities is consistent with Council strategic directions.

3) Strategic/Annual Plan Conformance

Furthers the objectives of the Council's Community Strategic Plan 2014 to 2024:

- Future Direction (5): Innovative leadership and community governance

4) Policy Implications

Not applicable.

5) Statutory Requirements

Not applicable.

6) Risk Management

Not applicable.

7) Consultation with State Government and other Authorities

The motion is a response to consultation by the DoE.

8) Community Consultation

Not applicable.

9) Financial Impact

Council does not have a budget to support the new Council committee. The time commitment from allocated Council officers is unclear. The cost of Council officers participation in attending meetings, coordinating input from community members and administrating the actions is anticipated to cost \$500 to \$1,000.

10) Alternative Options

Council can elect to amend or not support the recommendation

11) Officers Comments

The DoE Secretary has sent correspondence to Council inviting a submission on the review of intake maps for primary and combined (district) schools. The correspondence also includes frequently asked questions. The letter is attached to this report.

AUTHOR: Martin Gill
General Manager

12) Recommendation (Cr Bob Richardson)

That Council appoint a Committee to draft a submission to the Department of Education concerning intake areas for Meander Valley Schools; and

- That that draft be presented to the October meeting of Council for approval and/or amendment; and***
- That the initial committee consist of three Councillors, two Council officers as nominated by the General Manager; and***
- That the Committee has the power to seek input from relevant community members, including school representatives.***

DECISION:

Department of Education

OFFICE OF THE SECRETARY

GPO Box 169, HOBART TAS 7001 Australia

OfficeoftheSecretary@education.tas.gov.au

Ph (03) 6165 5757



File no: DOC/18/122821

3 September 2018

Mr Martin Gill
The General Manager
Meander Valley Council

Re: 2018 INTAKE AREA REVIEW

The Department of Education (DoE) is undertaking a review of government school intake areas as part of the implementation process for the *Education Act 2016*. We are seeking feedback from the Tasmanian community to help inform the development of an updated intake area for each government primary and combined (district) school, to apply from 2021.

Why are intake areas important?

Intake areas ensure that every child in Tasmania is able to exercise their entitlement to access a local Tasmanian government school - a precondition for increased participation and engagement in education.

Intake areas are essential for schools to be able to plan for expected student enrolments and make sure they have the facilities and staff they need to best support their students' learning.

Enrolment of a child at their intake area school helps them experience and become part of a strong, diverse and supportive local community close to home.

Why is the review taking place?

At present, many schools are using school intake area maps that were created in 2005. Many of these maps no longer accurately reflect enrolment, demographic and transport patterns.

The *Education Act 2016* requires the Secretary, DoE, to publish intake areas for each government school at least once in every 5 years. This requirement means that intake area data will remain current and be regularly reviewed, ensuring appropriate adjustments as populations change, and ensuring equity in the provision of education.

How you can be involved

DoE has released a set of intake area maps for consultation on its website at:
<https://www.education.tas.gov.au/about-us/school-directory/school-intake-area-maps/>

We invite you to provide feedback and raise any issues you would like us to take into account in finalising the new intake areas. To this end we have designed a survey specifically for Local Councils at: <https://www.surveymonkey.com/r/intakeareareviewcouncilfeedback>

If you wish to provide feedback please complete the survey by **26 October 2018**.

I ask that, where possible, each Council provide only one formal source of feedback using the survey. There are other avenues for individuals to provide separate feedback, outlined on the DoE website, noted above.

Your feedback will help us to make any required changes to the maps for consultation, before releasing them again to the Tasmanian community for further feedback.

If you require any further information in order to provide your feedback please contact Kasia Kremzer-Kozłowska on (03) 6165 6154 or email intake.areas@education.tas.gov.au

I have included at the bottom of this letter the answers to some *Frequently Asked Questions*, which you may find of interest.

Thank you for your cooperation in the intake area review process and we look forward to any feedback you may wish to provide.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Tim Bullard', with a stylized flourish at the end.

Tim Bullard

SECRETARY

Frequently Asked Questions

Q. What is the scope of the review?

The review will focus on primary school and combined (district) school intake areas and the intake area maps for consultation would only apply to new enrolments in Tasmanian government primary and combined schools from 2021.

Government high schools do not have geographical intake areas, but are linked to a number of intake primary schools (previously referred to as 'feeder' or 'associated' schools) from which they draw their enrolments.

Q. How were the maps for consultation developed?

DoE acknowledges that a wide range of stakeholders, including Councils, have already provided valuable feedback on intake areas during an earlier consultation process held in 2012/13.

The maps for consultation are based on stakeholder feedback from that earlier consultation process, which considered factors such as:

- o current school building infrastructure and current utilisation
- o current student enrolment data
- o distance of home address to local school
- o school closures and amalgamations since 2005
- o road and transport infrastructure
- o natural geographic boundaries.

Since the time that feedback was received, the only additional adjustments reflected in the maps for consultation have been to:

- o ensure the intake areas do not rely on unfeasible travel routes
- o align the intake area boundaries with property boundaries, postcode boundaries, natural features or roads so it is clearer which intake area any particular address falls within.

Given the time that has passed since the earlier consultation process, there may now be new factors you wish to bring to our attention with regard to the maps for consultation.

Q. How do I view the intake area maps for consultation?

All the maps for consultation can be viewed in PDF form at

<https://documentcentre.education.tas.gov.au/Pages/SchoolIntakeConsultations/a-z.aspx>

The maps can also be viewed in detail on two different online platforms:

- i) a web application, at: <https://dpiwwe-au.maps.arcgis.com/apps/webappviewer/index.html?id=d6cf08dbd79e472fba48505abf0373eb>
- ii) the LISTmap, an online mapping tool, at: <https://maps.thelist.tas.gov.au/listmap/app/list/map?bookmarkid=274130>

The LISTmap works best on desktop computers and laptops while the web application works best on tablets and mobile devices. DoE has produced two short instructional videos which show how to

compare the intake area maps for consultation with the current intake areas on the two different platforms:

DoE Intake Areas Web Application Help <https://youtu.be/mG3gqmDJX4w>

DoE Intake Areas LISTmap Help <https://youtu.be/myUVbC5hYqo>

Q. *How will feedback from Councils be used?*

An analysis of the feedback from all stakeholders will be undertaken to determine key themes and concerns. This feedback will inform any necessary changes to the initially released maps for consultation, with revised maps released to the Tasmanian community for a second consultation phase.

The feedback will be used to establish the potential impact of updated boundaries, guide DoE's planning for any changes, and determine the final boundaries to apply from 2021.

No individual submissions or survey responses will be published, however a report summarising the key themes and issues that arose from the review will be made public.

Q. *Who will be affected by changes to intake area boundaries?*

New intake areas will apply from 2021 onwards, to newly enrolling families.

Currently enrolled students, and the siblings of currently enrolled students, will not be affected by any changes to intake area boundaries.

There will be no changes to boundaries for enrolments in 2018, 2019 and 2020 with existing boundary lines continuing to apply.

The new boundaries will not affect school arrangements for students moving from a primary school to a high school.

The finalised maps will be available in time for families and schools to plan for any changes.

The intake area review will not affect the out-of-area enrolment processes applied by schools. Parents will still be able to seek enrolment of their child at a school outside of the intake area, provided that the school has capacity.

GOV 4 PROPOSED SALE OF ANGLICAN CHURCH PROPERTIES

1) Introduction

The purpose of this report is for Council to approve a submission to the Anglican Diocese of Tasmania Redress Fund Ordinance community consultation process.

2) Background

At the Ordinary Council Meeting June 2018, Council resolved to prepare a submission to the Anglican Diocese of Tasmania about the proposed sale of properties to pay redress to survivors of child sexual abuse under the National Redress Scheme.

At the Council Workshop in July 2018, church members from the Quamby Parish addressed Council and provided an overview of parishioner concerns and an outline of the significant history associated with the Anglican Church and Anglican owned properties in Meander Valley.

Following the presentation, Council discussed the funding model for the National Redress Scheme that the Anglican Diocese of Tasmania was proposing to use. Councillors expressed serious concerns that the proposed funding model was being used to underpin a broader reform agenda for the Diocese to the detriment of local active parishes.

With these concerns as a backdrop Council discussed a number of matters that would form the basis of the Council submission. These included:

- The importance of the churches within the communities and townships. In particular the role of the church in place making, and the important role of providing historical continuity and defining the character of towns that are losing other cultural institutions.
- The displacement of parishioners. The Churches have long been places of financial, emotional and spiritual investment for parishioners, where do they go now, how does this investment and connection to place get transferred? Where do people go to worship?
- The importance of a divestment process that adheres to the Christian principles of honesty, integrity and fairness.

- Ensuring a parish only has to go through the process once. If a parish is able to save a church then Diocese acknowledges this and commit to supporting the parish.

On 31 July 2018, Council received a letter from the Anglican Diocese of Tasmania which provided criteria for community submissions. The letter is attached to this report.

The criteria provide *'two main categories of submission from community groups'*, which are:

- Submission for exemption from sale
- Submission to transfer ownership to the community group

Council will only be able to make a submission on the exemption from sale category. The guidance around this criterion provides for a response to a very narrow set of reasons. It is recommended that the Council submission addresses the following reason:

- The property requires special consideration (to be exempt from sale) for some other reason.

A response to this point provides an opportunity for Council to demonstrate its support for the local community and highlight the importance of the churches and properties in the cultural history of Meander Valley Council and Tasmania.

3) Strategic/Annual Plan Conformance

Furthers the objectives of the Council's Community Strategic Plan 2014 to 2024:

- Future Direction (3): Vibrant and engaged communities
- Future Direction (5): Innovative leadership and community governance

4) Policy Implications

Not applicable.

5) Statutory Requirements

Not applicable.

6) Risk Management

Not applicable.

7) Consultation with State Government and other Authorities

Not applicable.

8) Community Consultation

Representatives from the Quamby Parish have spoken to individual Councillors and presented to the Council at a workshop.

9) Financial Impact

Not applicable.

10) Alternative Options

Council can elect to amend or not make a submission.

11) Officers Comments

AUTHOR: Martin Gill
GENERAL MANAGER

12) Recommendation

It is recommended that Council approves the following submission to the Anglican Diocese of Tasmania Redress Fund Ordinance community consultation process:

Introduction

The local government area of Meander Valley Council is located to the west of Launceston. There are a number of Anglican parishes within the Meander Valley.

Council makes this submission on behalf of the local community, local parishioners and in particular the Parish of Quamby.

The following submission is structured to reflect the Redress Fund Ordinance Guidance for community submissions and the criteria for submissions set out in the paper.

Submission Category – Exemption from Sale

Reasons for exemption:

The property requires special consideration for some reason

History and place

There are a number of properties within the Quamby parish that require special consideration:

- St Andrews Church, Carrick
- St Andrews Church, Westbury
- St Marys Church, Rectory and Cemetery, Hagley

The three churches listed above represent a working parish with close ties to the local community. The churches within the local communities and small townships within Meander Valley play an important role in defining those communities. Of particular note is the role of the church in place making, and the important role of providing historical continuity and defining the character of towns that are losing other cultural institutions.

The churches listed above are also an integral part of local and Tasmanian history. Each of the churches has a story that goes back to the foundation of the area and a story about parishioners who have made significant contributions to the cultural history of Tasmania.

The church at Westbury was consecrated in 1836 and is filled with wood carvings by Nellie Payne a preeminent Tasmanian artist.

The church at Carrick was built and partly endowed by Thomas Reiby, a Premier of Tasmania and archdeacon of Launceston.

Sir Richard Dry, the first Premier of Tasmania, is buried at the church and rectory which he built at Hagley. Dr Dianne Snowden adjunct researcher of history at UTAS has described the Hagley church as a significant Tasmanian heritage site because of its connection to Sir Richard Dry.

Council would submit that the story associated with each church is not only the story of our community and who we are, but it is a critical part of the story of the Anglican Church and the contribution that parishioners have made in building the church and the communities around them. This contribution by parishioners and the importance of the church as a sacred place for local communities is also a counterpoint to the tragic story of an institution that betrayed the trust of the community.

Council would also submit that each of the churches helps define the sense of place for the local community and the importance that buildings play in bringing communities together.

The displacement of parishioners

The churches listed above continue to be active and represent all the active churches in the Quamby parish. Divesting these churches would have a detrimental impact on the lives of the local parishioners. The churches in the Quamby parish have long been places of financial, emotional and spiritual investment for parishioners. Selling the churches takes away this investment and undermines the connection to local communities.

The question that Council asks is, how does the connection to place get transferred out of our community?

Reasons for exemption:

- ***Any other relevant information the community wishes to submit***

There are a number of other issues that Council believes are relevant to the process and worthy of consideration.

Process

Parishioners and community members have been frustrated and hurt by the lack of consultation undertaken by the Archdiocese. There are several ways to raise funds to pay for redress, and Council is aware that the Quamby parish are working through their options. It is most unfortunate that the Archdiocese did not see fit to explore options with parishes, before determining to sell a large proportion of assets.

Council understands that it is also been confusing and confronting for parishioners and the community that the decision to sell properties to pay for redress has been lumped in with fundraising for causes other than redress. This has been seen by many in the community as a very opportunistic action, taking advantage of the redress situation to further an alternate strategic objective held by the Archdiocese.

Ongoing impact on community

Ensuring a parish only has to go through the process once. If a parish is able to save a church then Diocese acknowledges this and commit to supporting the parish. In the case of the Quamby parish, the three churches were gifted to the community, from various sources. The act of selling these assets, and removing them from communities who have built them contributed to their maintenance, alteration, and the writing of the history, is an act of exclusion. The process has the real risk of disenfranchising these communities, undermining the church and the people who are its purpose.

It would be prudent for the diocese to engage with their parishes and provide assurances that the assets that the parishioners are working so very hard to retain, remain in the community for as long as the community see fit. It is inappropriate for the decisions be made by people who aren't closely affected by their conclusions.

DECISION:

Introduction

The local government area of Meander Valley Council is located to the west of Launceston.

There are a number of Anglican parishes within the Meander Valley. Council makes this submission on behalf of the local community, local parishioners and in particular the Parish of Quamby.

The following submission is structured to reflect the Redress Fund Ordinance Guidance for community submissions and the criteria for submissions set out in the paper.

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The churches listed above are also an integral part of local and Tasmanian history. Each of the churches has a story that goes back to the foundation of the area and a story about parishioners who have made significant contributions to the cultural history of Tasmania.

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Council would submit that the story associated with each church is not only the story of our community and who we are, but it is a critical part of the story of the Anglican Church and the contribution that parishioners have made in building the church and the communities around them. This contribution by parishioners and the importance of the church as a sacred place for local communities is also a counterpoint to the tragic story of the institution that betrayed the trust of the community.

Council would also submit that each of the churches helps define the sense of place for the local community and the importance that buildings play in bringing communities together.

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The churches listed above continue to be active and represent all the active churches in the Quamby parish. Divesting these churches would have a detrimental impact on the lives of the local parishioners. The churches in the Quamby parish have long been places of financial, emotional and spiritual investment for parishioners. Selling the churches takes away this investment and undermines the connection to local communities.

The question that Council asks is, how does the connection to place get transferred out of our community?

Reasons for exemption:

- ***Any other relevant information the community wishes to submit***

There are a number of other issues that Council believes are relevant to the process and worthy of consideration.

Process

Parishioners and community members have been frustrated and hurt by the lack of consultation undertaken by the Archdiocese. There are several ways to raise funds to pay for redress, and Council is aware that the Quamby parish are working through their options. It is most unfortunate that the Archdiocese did not see fit to explore options with parishes, before determining to sell a large proportion of assets.

Council understands that it is also been confusing and confronting for parishioners and the community that the decision to sell properties to pay for redress has been lumped in with fundraising for causes other than redress. This has been seen by many in the community as a very opportunistic action, taking advantage of the redress situation to further an alternate strategic objective held by the Archdiocese.

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Ensuring a parish only has to go through the process once. If a parish is able to save a church then Diocese acknowledges this and commit to supporting the parish.

In the case of the Quamby parish, the three churches were gifted to the community, from various sources. The act of selling these assets, and removing them from communities who have built them contributed to their maintenance, alteration, and the writing of the history, is an act of exclusion. The process has the real risk of disenfranchising these communities, undermining the church and the people who are its purpose.

It would be prudent for the diocese to engage with their parishes and provide assurances that the assets that the parishioners are working so very hard to retain, remain in the community for as long as the community see fit. It is inappropriate for the decisions be made by people who aren't closely affected by their conclusions.

Cemetery

Council would like to reserve the right to make further comment on the matter of cemeteries. Council recognises that the State Government is currently reviewing the legislation with a view to strengthen the protections of existing cemeteries. While Council believes that these changes will respond to Council's concerns, the failure of legislation to be passed would require other mechanisms to be established.

Meander Valley Council

10 September 2018



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31 July 2018

General Manager
Mr Martin Gill
Meander Valley Council
PO Box 102
WESTBURY 7303

Dear Mr Martin Gill

Further to my letter dated 6th June concerning the sale of possible church buildings and other church property I write to make you aware that the Diocesan Council has now approved and released the criteria for consideration of exemption from sale. A copy is attached for your information.

The attachment contains guidance for communities in preparing submissions to the Diocesan council. I trust that they will be of assistance to your constituents.

Every Anglican Parish in the state of Tasmania is currently considering what response to this proposal would best suit ministry needs in the local parish. They are busily preparing submissions to Diocesan Council, either for exemption of buildings from sale, or for appropriate use of the proceeds of sale. Members of your local communities might like to be in contact with your local Anglican Parishes to assist in the preparation of some of the submissions.

If there is anything further that I can assist with, please do not hesitate to be in touch.

Yours sincerely

James Oakley
Director of Business Services/Registrar

A church for Tasmania, making disciples of Jesus

1st Floor Church House 125 Macquarie St Hobart TAS 7000 | GPO Box 748 Hobart TAS Australia 7001
+61 3 6220 2020 | www.anglicantas.org.au

Meander Valley Council Ordinary Meeting Agenda - 11 September 2018

GOV 4

REDRESS FUND ORDINANCE

GUIDANCE FOR COMMUNITY SUBMISSIONS



Community submissions can be made by writing to:

The Registrar
Anglican Diocese of Tasmania
GPO Box 748
Hobart, Tasmania, 7001
email: registrar@anglicantas.org.au

There are two main categories of submissions from community groups, these are:

1. Submission for exemption from sale
2. Submission to transfer ownership to the community group.

Submission 1: Exemption from sale

The first is an application for exemption from sale for one or more of the following three reasons. These sorts of submissions will only carry weight if they are made with the support of the local parish. It would be strongly advised to speak with the Senior Minister of the relevant parish. You do not need to address more than one of these categories but may address more than one if you desire.

Reasons for exemption:

1. The property deserves consideration because of distance or isolation:

(It will be helpful if you can address all four of these matters. You can still put in a submission if you do not address them all.)

- i. the car travel time to the next two nearest Anglican churches (that aren't listed in Schedule 1);
- ii. the most amount of time a Parishioner currently spends in travelling to the church;
- iii. details as to what other denominations meet in the area, where they meet, the frequency; and
- iv. details of other buildings are available locally for gatherings.

2. The property is currently important to Christian mission and ministry in the local area.

Indicate how the property is important to mission and ministry in the local area.

3. The property requires special consideration for some other reason. Please specify.

Specify in detail the reasons why the property requires special consideration.

Supporting Materials:

It will be important to submit material that supports the reasons listed above. The Diocesan Council will want to consider some of the following material, if it is available.

REDRESS FUND ORDINANCE

GUIDANCE FOR COMMUNITY SUBMISSIONS



To this end, it will be helpful if you are able to work with your local Anglican parish to formulate a submission. If you cannot get this information, you can still put a submission in. The Diocesan Office may be able to locate the information for inclusion with your submission.

a) Comprehensive information that includes specific reference to the Parish's Mission and Ministry Plan

1) Parish Mission and Ministry Plan

The Plan will be comprehensive and [SMART](#). Provide information about how the property is integral to the Plan and the impact if an exemption is not granted.

2) Reference to the Diocesan Vision – Disciple

Detail how the Parish is implementing the [Diocesan Vision](#) in the local context with reference to updated responses about the 13 statements in the [Vision Status Snapshot](#).

3) Community context

- i) detail any current involvement that the local community has with the property;
- ii) provide information about any specific social/economic factors relevant to the local community;
- iii) explain how any response to social/economic factors is dependent on the property; and
- iv) describe the proximity of the property to the town/community.

4) Demographics

Include any information that is relevant.

b) Detailed information about the use of the property over the past two years, including attendance figures, as appropriate.

1) Use of property

Any documentary evidence about use of the property over the last two years. This might include:

- i) A photocopy of the Service Register showing details about how the building has been used (ask your local parish if this is available)
- ii) Photographs
- iii) Newspaper stories / records
- iv) Burial notices etc.

2) Maintenance of property

Information about each building on the property including:

- i) information about the condition of the fabric; and
- ii) information about any community involvement in or contribution to the maintenance of the building.

c) The latest financial report for the Parish

The financial report could include:

- i) Audited Income and Expenditure Statement;

REDRESS FUND ORDINANCE

GUIDANCE FOR COMMUNITY SUBMISSIONS



- ii) Balance Sheet; and
- iii) Budget

Include a commentary on the financial sustainability of the Parish which could cover:

- i) percentage of offertory income against total income
- ii) percentage of fundraising income against total income
- iii) capacity to meet the costs of a stipended minister
- iv) adequacy of the maintenance line in the Parish budget

d) Any other relevant information the Community wishes to submit

Applicants are encouraged to provide any other information that they believe is relevant in support of the application.

Submission 2: Transfer of ownership

Submissions are invited from community groups expressing an interest in purchasing property from the list. Offers to purchase will be assessed against market value of the property, however the Anglican Diocese of Tasmania may be willing to negotiate a price where community benefit can be demonstrated, especially where this aligns with our vision.

Supporting Materials:

1) Reference to the Diocesan Vision

Detail how the Parish is implementing the [Diocesan Vision](#) in the local context.

2) Materials about the legal structure for the local community group purchasing the property, including:

- i) Constitution or Rules of Association for the community group, demonstrating that the group is established for a local, not-for-profit or charitable purpose;
- ii) Materials about the amount and source of funding available for transfer of ownership.

3) Financial reports such as:

- i) Audited Income and Expenditure Statement;
- ii) Balance Sheet; and
- iii) Budget

4) Community context

- i) detail any current involvement that the local community has with the property;
- ii) provide information about any specific social/economic factors relevant to the local community;
- iii) explain how any response to social/economic factors is dependent on the property; and
- iv) describe the proximity of the property to the town/community.

REDRESS FUND ORDINANCE
GUIDANCE FOR COMMUNITY SUBMISSIONS



5) Demographics

Include any information that is relevant.

6) Any other relevant information the Community wishes to submit

Applicants are encouraged to provide any other information that they believe is relevant in support of the application.

GOV 5 TASWATER & COUNCILS MEMORANDUM OF UNDERSTANDING WITH STATE GOVERNMENT

1) Introduction

The purpose of this report is for Council to approve the position the Mayor will take to the TasWater Special General Meeting with regard to the proposed Memorandum of Understanding (MOU) with the State Government.

2) Background

The Chairman of the TasWater Board has called a special General Meeting for 27 September 2018. The purpose of the meeting is for the owners of TasWater to consider the following motions to:-

- adopt a new Constitution
- adopt a new Shareholder letter of Expectations
- approve TasWater entering into the Share Subscription and Implementation Agreement which would provide for the issue of shares to the State Government.

The Constitution has been amended to recognise the agreements included in the MOU between the TasWater owners representatives and the State Government.

The Chair of TasWater, Miles Hampton and the CEO Mike Brewster presented an overview of the proposal to Council at the August Workshop.

At the workshop the TasWater chair reiterated the position of the TasWater Board that the proposed MOU and resulting introduction of the State Government as a shareholder, represented a 'fair minded and sensible way forward', and most importantly, meant that;

TasWater and Councils will be working with the State Government to ensure that the water and sewerage services across the state are affordable, reliable and enhance economic development opportunities.

TasWater have provided an Information Memorandum which sets out an overview of the proposal, and includes explanatory notes for each of the

resolutions to be considered at the TasWater Special General Meeting. The Information Memorandum is attached to this report.

3) Strategic/Annual Plan Conformance

Furthers the objectives of the Council's Community Strategic Plan 2014 to 2024:

- Future Direction (5): Innovative leadership and community governance

4) Policy Implications

Not applicable.

5) Statutory Requirements

Not applicable.

6) Risk Management

Not applicable.

7) Consultation with State Government and other Authorities

Not applicable.

8) Community Consultation

Not applicable.

9) Financial Impact

Not applicable.

10) Alternative Options

Council can elect not to support the recommendation.

11) Officers Comments

The proposed MOU is a significant shift in the ownership debate and as recognised by the Chair of TasWater provides a way to move toward a

collaborative effort to ensure that Tasmanians are receiving 'affordable and reliable' water and sewerage services.

Owner Councils will retain majority ownership and continue to receive distributions in the form of dividends.

Formally, the State Government role and influence will be similar to Councils. It becomes an equity shareholder with input into the Corporate Plan.

On 30 August 2018 the Legislative Council approved the Water and Sewerage Corporation Amendment (Crown Involvement Facilitation) Bill 2018. The passing of this Bill provides for the implementation of the measures in the MOU.

AUTHOR: Martin Gill
GENERAL MANAGER

12) Recommendation

It is recommended that Council resolves to support the proposed resolutions for consideration at the TasWater Special General Meeting to be held on Thursday 27 September 2018, those resolutions being:

- 1. Adoption of a proposed amended Constitution***
- 2. Adoption of a proposed new Shareholders' Letter of Expectations***
- 3. Approval to enter into the Share Subscription and Implementation Agreement, including approval for the issue of shares in the Corporation to the State Government***

DECISION:

Notice of Special General Meeting and Information Memorandum

27 September 2018

Notice of Special General Meeting

Notice is hereby given that a Special General Meeting of members of the Tasmanian Water and Sewerage Corporation Pty Limited (ACN 162 220 653) will be held at 11:30am on Thursday 27 September 2018 at Windsor Community Precinct, 1 Windsor Drive, Riverside 7250.

The business to be conducted at the Special General Meeting is set out in the attached Agenda.

Please confirm your attendance by email to ailsa.sypkes@taswater.com.au by 13 September 2018.

Issued by order of the Board on 12 July 2018.



Ailsa Sypkes

Company Secretary

Appointed Owners' Representatives (as at 12 July 2018):

| | | |
|--------------------------|----------------------------------|-----------------------------|
| Mayor Bridget Archer | Mayor Tony Foster AM OAM JP | Commissioner Adriana Taylor |
| Deputy Mayor Lana Benson | Mayor Peter Freshney | Mayor Don Thwaites |
| Mayor Tony Bisdee OAM | Alderman Grant Goodwin | Mayor Mick Tucker |
| Deputy Mayor Jan Bishop | Lord Mayor Alderman Ron Christie | Mayor Albert van Zetten |
| Mayor Jan Bonde | Mayor Greg Howard | Mayor Phil Vickers |
| Mayor Alwyn Boyd | Councillor Richard Ireland | Mayor Kerry Vincent |
| Mayor Doug Chipman | Mayor Kristie Johnston | Mayor Robby Walsh |
| Councillor Royce Conley | Mayor Michael Kent | Mayor Steve Wass |
| Mayor David Downie | Mayor Craig Perkins | Councillor Gerald Willis |
| Mayor Martyn Evans | Deputy Mayor Kelly Spaulding | |

Enclosures:

1. Agenda
2. Form of Proxy
3. Information Memorandum

AGENDA

**Special General Meeting
Thursday 27 September 2018 at 11.30am – 1.00pm
at Windsor Community Precinct, 1 Windsor Drive, Riverside 7250**

1. Apologies

2. Declaration of Interests

3. Minutes of Previous Meeting

Minutes of the General Meeting – 10 May 2018

4. Introduction by Chief Owners' Representative

5. Presentation by Board Chairman

6. Proposed resolutions

Resolution 1 – Adoption of a new Constitution

Subject to:

- (i) the Water and Sewerage Legislation (Corporate Governance and Pricing) Bill 2018 passing into law and taking effect in substantially the same terms as set out in Appendix 4, as determined by the Board of the Corporation, having consulted with the Chief Owners' Representative and the Secretary of the Department of Treasury and Finance for Tasmania; and
- (ii) the passing of Resolution 2 adopting the Shareholders' Letter of Expectations in substantially the same form as set out in Appendix 2; and
- (iii) the passing of Resolution 3 authorising the Corporation to enter into the Share Subscription and Implementation Agreement with the Crown in substantially the same form as set out in Appendix 3,

to adopt the Constitution in the form as set out in Appendix 1 of the Information Memorandum dated 16 July 2018 to replace the existing Constitution of the Corporation, with effect from the date the Crown first subscribes for shares in the Corporation in accordance with the Share Subscription and Implementation Agreement between the Crown and the Corporation.

Resolution 2 – Adoption of a new Shareholders' Letter of Expectations

Subject to:

- (i) the Water and Sewerage Legislation (Corporate Governance and Pricing) Bill 2018 passing into law and taking effect in substantially the same terms as set out in Appendix 4, as determined by the Board of the Corporation, having consulted with the Chief Owners' Representative and the Secretary of the Department of Treasury and Finance for Tasmania; and
- (ii) the passing of Resolution 1 adopting the Constitution in substantially the same form as set out in Appendix 1; and
- (iii) the passing of Resolution 3 authorising the Corporation to enter into the Share Subscription and Implementation Agreement with the Crown in substantially the same form as set out in Appendix 3,

to adopt the Shareholders' Letter of Expectations in the form as set out in Appendix 2 of the Information Memorandum dated 16 July 2018 to replace the existing Shareholders' Letter of Expectations, with effect from the date the Crown first subscribes for shares in the Corporation in accordance with the Share Subscription and Implementation Agreement between the Crown and the Corporation.

Resolution 3 – Approval to enter into the Share Subscription and Implementation Agreement, including approval for the issue of shares in the Corporation to the State Government

Subject to:

- (i) the Water and Sewerage Legislation (Corporate Governance and Pricing) Bill 2018 passing into law and taking effect in substantially the same terms as set out in Appendix 4, as determined by the Board of the Corporation, having consulted with the Chief Owners' Representative and the Secretary of the Department of Treasury and Finance for Tasmania; and
- (ii) the passing of Resolution 1 adopting the Constitution in substantially the same form as set out in Appendix 1; and
- (iii) the passing of Resolution 2 adopting the Shareholders' Letter of Expectations in substantially the same form as set out in Appendix 2,

that the Corporation be authorised to enter into the Share Subscription and Implementation Agreement with the Crown in substantially the same form as set out in Appendix 3 of the Information Memorandum dated 16 July 2018, including the issuing of shares in the Corporation to the Crown.

7. Other Business

Lunch will provided at the conclusion of the meeting



FORM OF PROXY

We,.....[insert council name]

of..... [insert council address]

being a member of Tasmanian Water and Sewerage Corporation Pty Limited (ACN 162 220 653)

hereby appoint.....[insert name/s of proxy]

as our proxy to vote for us and on our behalf at the Special General Meeting of the Corporation to be held on Thursday 27 September 2018 and at any adjournment of that Special General Meeting.

Our proxy is authorised to exercise all of our voting rights. If no directions are given, our proxy may vote or abstain as the proxy thinks fit.

DATED this day of 2018

.....

[Member council to insert execution clause]

Important Notes:

In accordance with Section 6.9 of the Corporation’s Constitution, each member has the right to appoint a proxy to act on its behalf. The proxy need not be a member of the Corporation. A member may also appoint a body corporate as its proxy and that body corporate may appoint a representative to exercise the powers of the body corporate on behalf of the member.

This proxy form should be signed and (where applicable) any power of attorney or a certified copy attached to this form and returned to the Corporation at its registered office or the email address set by below by no later than 2:00pm on Monday 24 September 2018.¹

Please send to the Company Secretary via email to ailsa.sypkes@taswater.com.au

¹ Any proxy form received after this time will not be valid for the scheduled meeting and the member will not be entitled to vote at the meeting.

Information Memorandum

16 July 2018



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Chairman's message

In March 2018 the President of the Local Government Association of Tasmania (LGAT) and TasWater's Chief Owners Representative commenced a dialogue with the State Government seeking to explore if a "compromise" to the "ownership debate" could be found.

As Board Chair I encouraged this dialogue believing it was time to seek to resolve the ownership debate.

It was my view that the debate was an unnecessary diversion to both Owner Councils and State Government. Further, the impact on TasWater was debilitating.

I had concluded that ending the debate was in the best interests of Councils, State Government and TasWater, but most especially the people of Tasmania.

TasWater's Chief Executive Officer, Mike Brewster, and I were invited to join the dialogue and on 1 May 2018 the signing of a Memorandum of Understanding (MOU) with the State Government was announced.

Like all compromises there had to be some concessions on all sides, but on balance I am confident it represents both a fair minded and sensible way forward.

After 10 years the State Government will have contributed equity of \$200 million, and Owner Councils' contributed equity will be unchanged (i.e. at \$1,528 million).

The MOU scenario will not have a material negative impact on TasWater's ongoing financial sustainability.

The policy to pay distributions to Owner Councils remains unchanged, albeit under the MOU scenario this will be solely in the form of dividends.

Most importantly TasWater and Councils will be working with the State Government to ensure that the water and sewerage services across the state are affordable, reliable and enhance economic development opportunities.

The TasWater Board endorsed the signing of the MOU and has authorized the release of this Information Memorandum to Owner Councils.

The TasWater Board unanimously recommends that Owner Councils vote in favour of the proposed resolutions.



Miles Hampton

Chairman

1. Key features of the proposal

The proposed features outlined in the MOU between TasWater and the State Government will enable TasWater's customers to benefit from a reduction in forecast price increases, accelerated infrastructure upgrades and a joint focus on major projects of significance to Tasmania.

Under the proposal, the State Government will inject \$20 million of equity per year for the next 10 years into TasWater. In return, the State Government will become a 10 per cent shareholder of TasWater. The State Government will have a new class of shares which will reflect the State's decision to not receive any dividends from TasWater.

Owner Councils will retain majority ownership of TasWater, albeit individual Owner Council's equity entitlements will be marginally reduced as State Government equity injections are received. New governance arrangements will facilitate State and Local Government working on a collaborative basis.

The key features of the proposal are set out below.

Ownership and governance

- Governance by an independent skills-based Board will continue.
- The State Government will contribute \$200 million over 10 years in new equity. For each \$20m contributed the State Government will receive 1% of the voting capital.
- The State Government shareholding will not receive dividends.
- The annual Corporate Plan will be jointly agreed between the Board, Owner Councils and the State Government, with defined arrangements in place in the event of a deadlock as specified in Part 8.4 of the Amended Shareholders' Letter of Expectation provided at Appendix 2.
- The State Government's representative will sit on the Board Selection Committee and will be consulted – along with the Chief Representative – on the appointment of the CEO. The State Government will not have the right to appoint a director.
- If the State Government does not meet its commitments to make equity injections it will lose its rights in respect of:
 - the rights to jointly approve the draft Corporate Plan and to participate in the process to resolve any dispute regarding the adoption or amendment of the Corporate Plan
 - its seat on the Board Selection Committee and
 - its right to be consulted in relation to the appointment of the CEO

These rights will be reinstated on receipt of the overdue equity injection(s). Any decisions made by the Board Selection Committee, Owners' Representatives or the Board during such a period will continue to be valid and to remain effective.

- The State Government's commitment to contribute equity will be formalised through a Share Subscription and Implementation Agreement between TasWater and the State Government. This Agreement will also reinforce the particular State Government rights referenced above, and the loss of those rights if contributions are not made.
- TasWater's obligation to maintain price increases within the cap and/or accelerate the capital program (referenced below) may be suspended in the event that unforeseen events arise (eg significant interest rate and/or inflation increases beyond that reasonably

projected) or if the Government does not meet its commitment to maintain equity injections.

Water and sewerage pricing

- Prices will be frozen in FY2019/20.
- Annual price increases will not exceed 3.5 per cent from FY2020/21 through FY2024/25.
- The price determination process, via the independent Tasmanian Economic Regulator (TER), will continue as it does now to review TasWater's financial performance, including the prices, operational efficiency and investment program necessary to maintain sustainability.
- If the Regulator determines a price increase lower than 3.5 per cent, the Regulator's price increase will apply.

Infrastructure investment

- The parties will seek to accelerate the infrastructure investment program by at least one year, with TasWater using best endeavours to achieve capital expenditure over the 10 year period from FY2016/17 through FY2025/26 of \$1.8 billion by 30 June 2026.
- The parties will work cooperatively to progress major projects of special economic or environmental importance to Tasmania.

Other matters

- TasWater's obligation to pay income tax equivalents and loan guarantee fees to Shareholders will be removed. The \$20 million distribution to Owner Councils (indexed from FY2026/27) will be paid as dividends.
- The introduction of a community service obligation mechanism so that investment projects that are not commercial in their entirety can be considered in the context of broader benefits to the State and how these projects might be funded.
- Where the Board determines that, due to circumstances or events beyond TasWater's reasonable control, it cannot continue to maintain distributions, an accelerated capital program and annual price increases within the 3.5% cap while maintaining the financial sustainability of the business, TasWater will notify the Chief Owners' Representative and the State Government's Owner's Representative. TasWater must meet with the State Government's Owner's Representative to consider the impact of maintaining the accelerated capital program and price caps on the financial sustainability of the business. The State Government may, in its absolute discretion, provide additional financial support or comfort to TasWater in the form of grant funding, a pre-payment of equity, a guarantee or a letter of comfort. If the State Government decides not to provide adequate additional financial support or comfort to TasWater (as determined by the Board), the Board may amend the capital program or increase prices (within the regulator's determination).
- The parties will work together to monitor the effectiveness of recent announcements by TasWater on trade waste and to identify and implement any potential improvements.
- The State Government will introduce a bill into Parliament to give effect to the objectives set out in the MOU and to facilitate and support the proposed changes to TasWater's ownership and governance structure. A draft Bill is attached as Appendix 4 of this Information Memorandum. The proposed changes are not extensive, and the key matters are summarised as follows:
 - Changes to remove the current prohibition on ownership of shares in TasWater by anyone other than a Council – enabling the State Government to become a shareholder in return for its equity contributions.

- Changes to the pricing determination process to clarify that the Tasmanian Economic Regulator can only set maximum prices for regulated services – enabling the Board to elect to pass through lower price increases to customers to meet its commitment to freeze prices in FY2019/20 and to cap subsequent annual price increases until 30 June 2025.
- Changes to remove the current obligations to pay loan guarantee fees and tax equivalents – meaning that ‘distributions’ paid to Owner Councils will be solely in the form of dividends.

2. Financial information

The financial statements in this Information Memorandum have been prepared using a 20 Year Financial Model based on the FY2019 - 23 Corporate Plan and informed by the Long Term Strategic Plan FY2018-2037 (LTSP).

2.1 Key assumptions

The following key assumptions are common to all scenarios in the 20 Year Financial Model:

- Demand is assumed to grow at 0.7 per cent per annum in PSP3 (to FY2020/21), 0.6 per cent per annum in PSP4 (to FY2023/24) and 0.3 per cent per annum thereafter²
- The average interest rate in each scenario is held constant at 4.1 per cent per annum through FY2022/23 and increases at 0.1 per cent per annum thereafter
- Inflation is assumed to be 2.5 per cent per annum
- Loan guarantee fees are set to zero from 1 January 2019 onward³ and
- Distributions (paid as dividends) to Owner Councils are set at \$20 million per annum through FY2025/26 and are indexed to target tariff increases thereafter.

These assumptions, and other financial uncertainties, could materially impact the forecasts provided in the tables below. A broader consideration of risk is discussed in Section 4.

2.2 Financial model inputs and outputs

Two financial scenarios have been modelled for this Information Memorandum, namely a business as usual scenario and an MOU scenario. Key parameters that differentiate the scenarios are shown in the table below.

Table 1: Key parameters in each financial model scenario

| Parameter | Business as usual scenario | MOU scenario |
|----------------------------------|----------------------------|----------------------|
| Capital expenditure (\$M) | | |
| FY2017 to FY2026 | \$1,543 | \$1,700 ⁴ |
| FY2027 to FY2036 ⁵ | \$1,379 | \$1,222 |
| Capex (20 year total) | \$2,922 | \$2,922 |
| Annual price increase | | |
| PSP3 (FY19 / FY20 / FY21) | 4.1% / 4.1% / 4.1% | 4.1% / 0% / 3.5% |
| PSP4 (FY22 to FY24) | 3.7% | 3.5% |
| PSP5 (FY25 to FY27) | 3.1% | 3.5% |
| PSP6+ (FY28 to FY36) | 2.2% | 2.5% |
| Equity injection (\$M) | \$0 | \$200 |

Key inputs and outputs for each scenario are shown in the tables below.

² Demand forecasts are derived from a TasWater developed model that sources data from the State Government's latest population forecasts (by local government area) and Australian Bureau of Statistics householder data. Detail of the model and resultant forecasts are provided in Chapter 5 of Price and Service Plan 3.

³ If the resolutions in this Information Memorandum are not passed, there is a risk that loan guarantee fees will not be set to zero as modelled in the business as usual scenario.

⁴ The MOU requires TasWater to use best endeavours to achieve capital expenditure of \$1.8 billion over this period. At this time the Board of the Corporation has formed the view that \$1.7 billion is achievable while maintaining our targeted long term interest cover ratio.

⁵ The capital expenditure estimate in years 11 to 20 has less accuracy than in Years 1 to 10. However, any changes to capital investment requirements in Years 11 to 20 are expected to have a similar impact on both scenarios.

Table 2: Financial information – FY2016/17 through FY2025/26

| Financial Summary | FY17 (actual) | FY18 (forecast) | FY19 (forecast) | FY20 (forecast) | FY21 (forecast) | FY22 (forecast) | FY23 (forecast) | FY24 (forecast) | FY25 (forecast) | FY26 (forecast) | 10 Year Total |
|-----------------------------------|------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|------------------|
| Business as usual scenario | | | | | | | | | | | |
| Inputs | | | | | | | | | | | |
| Price increases (%) ⁺ | 6.0% | 6.0% | 4.1% | 4.1% | 4.1% | 3.7% | 3.7% | 3.7% | 3.1% | 3.1% | n/a |
| Capital expenditure (\$M) | 103 | 139 | 145 | 140 | 183 | 178 | 183 | 170 | 166 | 135 | 1,543 |
| Distributions (\$M) | 30 | 30 | 20 | 20 | 20 | 20 | 20 | 20 | 20 | 20 | 220 |
| Average interest rate (%) | 4.5% | 4.1% | 4.1% | 4.1% | 4.1% | 4.1% | 4.1% | 4.2% | 4.3% | 4.4% | n/a |
| Equity injections (\$M) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Outputs | | | | | | | | | | | |
| Revenue (\$M) | 315 | 330 | 341 | 356 | 371 | 388 | 405 | 421 | 435 | 449 | 3,810 |
| Net profit before tax (\$M) | 41 | 53 | 53 | 61 | 67 | 69 | 71 | 72 | 74 | 74 | 634 |
| Interest expense (\$M) | 19 | 20 | 20 | 21 | 24 | 28 | 32 | 29 | 29 | 30 | 252 |
| Interest cover (times) | 2.79 | 3.26 | 3.18 | 3.35 | 3.34 | 3.06 | 2.93 | 2.86 | 2.73 | 2.63 | n/a |
| Borrowings (\$M) | 475 | 519 | 581 | 625 | 706 | 777 | 844 | 874 | 899 | 888 | n/a |
| Gearing (%) | 29.8% | 32.2% | 35.3% | 37.3% | 41.2% | 44.2% | 46.9% | 47.5% | 47.7% | 45.9% | n/a |
| Depreciation (\$M) | 68 | 74 | 78 | 82 | 85 | 90 | 96 | 106 | 111 | 116 | 906 |
| MOU scenario | | | | | | | | | | | |
| Inputs | | | | | | | | | | | |
| Price increases (%) ⁺ | 6.0% | 6.0% | 4.1% | 0.0% | 3.5% | 3.5% | 3.5% | 3.5% | 3.5% | 3.5% | n/a |
| Capital expenditure (\$M) | 103 | 139 | 145 | 140 | 183 | 178 | 223 | 209 | 205 | 174 | 1,700 |
| Distributions (\$M) | 30 | 30 | 20 | 20 | 20 | 20 | 20 | 20 | 20 | 20 | 220 |
| Average interest rate (%) | 4.5% | 4.1% | 4.1% | 4.1% | 4.1% | 4.1% | 4.1% | 4.2% | 4.3% | 4.4% | n/a |
| Equity injections (\$M) | 0 | 0 | 20 | 20 | 20 | 20 | 20 | 20 | 20 | 20 | 160 |
| Outputs | | | | | | | | | | | |
| Revenue (\$M) | 315 | 330 | 344 | 346 | 359 | 373 | 387 | 401 | 416 | 430 | 3,702 |
| Net profit before tax (\$M) | 41 | 53 | 56 | 52 | 55 | 54 | 53 | 51 | 51 | 49 | 515 |
| Interest expense (\$M) | 19 | 20 | 20 | 21 | 24 | 28 | 32 | 29 | 30 | 34 | 256 |
| Interest cover (times) | 2.79 | 3.26 | 3.32 | 2.97 | 2.89 | 2.59 | 2.42 | 2.29 | 2.07 | 1.93 | n/a |
| Borrowings (\$M) | 475 | 519 | 559 | 591 | 665 | 730 | 833 | 912 | 976 | 1,006 | n/a |
| Gearing (%) | 29.8% | 32.2% | 33.5% | 34.5% | 37.8% | 40.5% | 45.1% | 48.3% | 50.5% | 51.0% | n/a |
| Depreciation (\$M) | 68 | 74 | 78 | 82 | 85 | 90 | 96 | 107 | 113 | 119 | 913 |

+ Annual Increase in target tariffs excluding market growth rate (which is the same in both scenarios)

Table 3: Financial information – FY2026/27 through FY2035/36

| Financial Summary | FY27 (forecast) | FY28 (forecast) | FY29 (forecast) | FY30 (forecast) | FY31 (forecast) | FY32 (forecast) | FY33 (forecast) | FY34 (forecast) | FY35 (forecast) | FY36 (forecast) | 10 Year Total |
|-----------------------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|------------------|
| Business as usual scenario | | | | | | | | | | | |
| Inputs | | | | | | | | | | | |
| Price increases (%) ⁺ | 3.1% | 2.2% | 2.2% | 2.2% | 2.2% | 2.2% | 2.2% | 2.2% | 2.2% | 2.2% | n/a |
| Capital expenditure (\$M) | 124 | 158 | 133 | 132 | 134 | 132 | 136 | 139 | 143 | 148 | 1,379 |
| Distributions (\$M) | 21 | 21 | 22 | 22 | 22 | 23 | 23 | 24 | 25 | 25 | 228 |
| Average interest rate (%) | 4.5% | 4.6% | 4.7% | 4.8% | 4.9% | 5.0% | 5.1% | 5.2% | 5.3% | 5.4% | n/a |
| Equity injections (\$M) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Outputs | | | | | | | | | | | |
| Revenue (\$M) | 463 | 474 | 485 | 496 | 508 | 520 | 532 | 545 | 558 | 571 | 5,151 |
| Net profit before tax (\$M) | 76 | 76 | 73 | 72 | 72 | 72 | 72 | 68 | 67 | 67 | 715 |
| Interest expense (\$M) | 31 | 30 | 31 | 31 | 30 | 30 | 29 | 28 | 27 | 26 | 293 |
| Interest cover (times) | 2.67 | 2.68 | 2.57 | 2.57 | 2.57 | 2.59 | 2.63 | 2.57 | 2.59 | 2.62 | n/a |
| Borrowings (\$M) | 860 | 863 | 839 | 812 | 784 | 750 | 717 | 687 | 659 | 632 | n/a |
| Gearing (%) | 43.4% | 42.5% | 40.5% | 38.4% | 36.3% | 34.1% | 32.0% | 30.1% | 28.4% | 26.9% | n/a |
| Depreciation (\$M) | 120 | 123 | 128 | 132 | 136 | 140 | 144 | 148 | 152 | 156 | 1,379 |
| MOU scenario | | | | | | | | | | | |
| Inputs | | | | | | | | | | | |
| Price increases (%) ⁺ | 3.5% | 2.5% | 2.5% | 2.5% | 2.5% | 2.5% | 2.5% | 2.5% | 2.5% | 2.5% | n/a |
| Capital expenditure (\$M) | 108 | 142 | 118 | 117 | 118 | 116 | 120 | 123 | 128 | 132 | 1,222 |
| Distributions (\$M) | 21 | 21 | 22 | 22 | 23 | 23 | 24 | 25 | 25 | 26 | 232 |
| Average interest rate (%) | 4.5% | 4.6% | 4.7% | 4.8% | 4.9% | 5.0% | 5.1% | 5.2% | 5.3% | 5.4% | n/a |
| Equity injections (\$M) | 20 | 20 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 40 |
| Outputs | | | | | | | | | | | |
| Revenue (\$M) | 446 | 457 | 469 | 482 | 494 | 507 | 521 | 535 | 549 | 563 | 5,023 |
| Net profit before tax (\$M) | 49 | 51 | 50 | 51 | 51 | 52 | 54 | 51 | 53 | 54 | 516 |
| Interest expense (\$M) | 36 | 35 | 35 | 35 | 35 | 35 | 34 | 33 | 32 | 31 | 342 |
| Interest cover (times) | 1.89 | 1.94 | 1.91 | 1.92 | 1.94 | 1.97 | 2.02 | 1.99 | 2.04 | 2.09 | n/a |
| Borrowings (\$M) | 964 | 952 | 932 | 908 | 881 | 849 | 816 | 786 | 756 | 727 | n/a |
| Gearing (%) | 47.9% | 46.3% | 44.8% | 43.2% | 41.5% | 39.6% | 37.7% | 36.0% | 34.3% | 32.6% | n/a |
| Depreciation (\$M) | 124 | 127 | 131 | 135 | 138 | 142 | 145 | 149 | 153 | 157 | 1,401 |

+ Annual Increase in target tariffs excluding market growth rate (which is the same in both scenarios)

2.3 Summary of key results

Selected key results for both scenarios are presented in the table below.

Table 4: Selected key results

| Parameter | Business as usual scenario FY2017 – FY2036 | MOU scenario FY2017 – FY2036 |
|-------------------------------------|---|---------------------------------|
| Total revenue (\$M) | \$8,961 | \$8,724 |
| Net profit before tax (\$M) | \$1,349 | \$1,031 |
| Equity injection (\$M) | \$0 | \$200 |
| Distributions (\$M) | \$448 | \$452 |
| Total capital expenditure (\$M) | \$2,922 | \$2,922 |
| Borrowings as at FY2036 (\$M) | 632 | 727 |
| Interest cover as at FY2036 (times) | 2.62 | 2.09 |

In the MOU scenario, TasWater's borrowings will be higher and interest cover will be lower relative to the business as usual scenario. However, each of these measures will remain at a manageable level over the 20 year period. And, the injection of new equity in the MOU scenario helps to ameliorate the lower revenues that arise from lower prices in the first 10 years.

Importantly, the MOU scenario provides benefits to customers through a cap on price increases in the first 10 years and acceleration of the capital program. This enables the associated customer outcomes to be realised earlier.

3. Questions and answers

3.1 What consultation was undertaken with Owner Councils by the Chief Owners' Representative, LGAT and TasWater before the MOU was announced?

The level of consultation with Owner Councils was dictated by the circumstances of the proposal. LGAT had discussions at General Management Committee level, but it was not practical to consult with all mayors and owner representatives. This is why the MOU agreement is non-binding. Substantial consultation has occurred with Owner Councils subsequent to the MOU and the primary purpose of the Special General Meeting is to formally seek endorsement from Owner Councils.

3.2 What is the impact on distributions to Owner Councils including dividends, tax equivalent payments and loan guarantee fees?

Barring major unforeseen circumstances that cannot be mitigated, we do not expect any reduction in previously forecast distributions to Owner Councils. The financial model inputs described in Section 2.2 assumes distributions are indexed to target tariff increases beyond FY2025/26.

Further, TasWater's obligation to pay income tax equivalents and loan guarantee fees to Shareholders will be removed, resulting in distributions made up entirely of dividends.

3.3 What is the impact on the ownership interest of Owner Councils?

While Councils' percentage ownership will decline over time as the Government's equity increases from 0 per cent to 10 per cent between FY2018/19 and FY2027/28, the book value of that interest will not decline. However we note that normal valuation adjustments on book values may occur.

3.4 How much influence will the State Government have over TasWater's Board, strategy, operations and dividend decisions under this proposal?

The only involvement by State Government in strategy, operations and dividends is in relation to the annual Corporate Plan, which will be jointly agreed between the Board, Owner Councils and the State Government.

A dispute resolution mechanism is specified in Part 8.4 of the new Shareholders' Letter of Expectations provided at Appendix 2. Should the Board not agree to amend the draft Corporate Plan as requested, the Chairman will consult with the Chief Owners' Representative and the State Government Owner's Representative to determine a solution. If this group is unable to reach unanimous agreement as to a solution, it will be determined by a two thirds majority of the group. However, in the unlikely event that this would result in unlawful activity, or the directors being in breach of their fiduciary duties, the Board will not be obliged to adopt the relevant amendments.

3.5 Will the lower revenues under the MOU scenario in the 20 Year Financial projections affect the carrying value of TasWater's assets?

The lower net revenue projections in the MOU scenario may have an impact on the carrying values of our water and sewerage infrastructure assets. If an adjustment to the value is required it will be a non-cash adjustment and will necessitate a proportional non-cash adjustment to the carrying value of each Owner's investment in TasWater.

3.6 What will happen if the Tasmanian Parliament does not pass enabling legislation that is consistent with the draft legislation provided at Appendix 4?

The passage of the proposed Resolutions is subject to there being no material changes between the draft legislation provided at Appendix 4 and the final legislation enacted by the Tasmanian Parliament. In addition, the Share Subscription and Implementation Agreement contains the passing of the amending legislation in a form satisfactory to both the State Government and TasWater as a condition precedent. The materiality of changes, if any, is to be determined by the TasWater Board

after consultation with the Chief Owners' Representative and the Secretary of the Department of Treasury and Finance for Tasmania.

4. Risks

This section lists the risks associated with implementation of the proposed features outlined in the MOU between TasWater and the State Government. It does not discuss TasWater's ongoing organisational risks which will continue irrespective of this proposal and are provided in the FY2019-23 Corporate Plan.

The risks listed below are in addition to the key assumptions in the financial model discussed in Section 2.1.

4.1 Resourcing risk for capital program delivery

There is a risk that the required level of resourcing is not available to prudently and efficiently deliver the capital program in this proposal. However, in preparation for delivering the existing capital program outlined in Price and Service Plan 3 (PSP3), we have been reviewing our capital delivery model to ensure it is fit for purpose. The new capital delivery model will include an external partner to provide flexible resourcing that can increase as required to deliver increased capital investment.

4.2 Non-payment risk of the State Government's equity injection

There is a risk that the State Government does not make a \$20 million payment in accordance with the terms of the Share Subscription and Implementation Agreement provided at Appendix 3. However, as outlined in Section 1 of this Information Memorandum, if the State does not meet its commitments to make equity injections, it will lose its rights in relation to:

- The joint approval of the draft Corporate Plan and to participate in the process to resolve any dispute regarding the adoption or amendment of the Corporate Plan
- A seat on the Board Selection Committee and
- Consultation regarding the appointment of the CEO.

These rights will be reinstated on receipt of the overdue equity injection(s).

4.3 Risk of operational or performance impact if the resolution is not passed

If the resolutions in this Information Memorandum are not passed TasWater will proceed to deliver the outcomes under the business as usual scenario provided in the financial information section above. This would see the delivery of a \$2.9 billion capital program over 20 years and gradually reducing tariff increases from PSP to PSP. This will mean that tariff increases will be higher than they would have been in the first years of the MOU and it may impact on the ability of TasWater to secure funding for major projects from the Federal Government.

4.4 Inflation or interest rate risk impacting TasWater's ability to deliver on the MOU

The forward looking financial statements in this Information Memorandum are predictions based on our current expectations and assumptions regarding future events. Actual outcomes, financial results or levels of activity, performance or achievements may vary materially from those discussed in this Information Memorandum.

Notwithstanding these risks, the State Government has agreed to guarantee TasWater's debt by providing a letter of comfort to TasCorp should TasCorp requested it. Further, TasWater's obligation to maintain price increases within the cap and/or accelerate the capital program may be suspended in the event that unforeseeable events arise that impact on the financial sustainability of the business.

5. Proposed resolutions

In order to give effect to the MOU, the TasWater Constitution and Shareholders' Letter of Expectation will need to be changed and an agreement (the Share Subscription and Implementation Agreement) between TasWater and the State Government will need to be entered into. In addition, an Act to amend existing legislation must be passed by the Tasmanian Parliament.

Appendices 1 and 2 provide copies of the proposed new Constitution and Shareholders' Letter of Expectations. To enable the reader to clearly understand the extent of amendments to existing documents, 'tracked changes' versions have been provided.

Appendix 3 provides the proposed Share Subscription and Implementation Agreement between TasWater and the State Government, and the proposed draft legislation is at Appendix 4.

Resolutions to give effect to the MOU are provided below.

The TasWater Board of Directors unanimously recommends that members vote in favour of each resolution.

Under the current Constitution, the thresholds for approval of each resolution differ. To simplify the process, each of the resolutions will be required to meet the highest threshold i.e. 75% by members, 75% by equity.

5.1 Proposed resolutions

- **Resolution 1 – Adoption of a new Constitution**

To consider and, if thought fit, to pass the following resolution:

“Subject to:

- (i) the Water and Sewerage Legislation (Corporate Governance and Pricing) Bill 2018 passing into law and taking effect in substantially the same terms as set out in Appendix 4, as determined by the Board of the Corporation, having consulted with the Chief Owners' Representative and the Secretary of the Department of Treasury and Finance for Tasmania; and*
- (ii) the passing of Resolution 2 adopting the Shareholders' Letter of Expectations in substantially the same form as set out in Appendix 2; and*
- (iii) the passing of Resolution 3 authorising the Corporation to enter into the Share Subscription and Implementation Agreement with the Crown in substantially the same form as set out in Appendix 3,*

to adopt the Constitution in the form as set out in Appendix 1 to replace the existing Constitution of the Corporation, with effect from the date the Crown first subscribes for shares in the Corporation in accordance with the Share Subscription and Implementation Agreement between the Crown and the Corporation.”

The proposed new version of the Constitution is provided at Appendix 1.

- **Resolution 2 – Adoption of a new Shareholders' Letter of Expectations**

To consider and, if thought fit, to pass the following resolution:

“Subject to:

- (i) the Water and Sewerage Legislation (Corporate Governance and Pricing) Bill 2018 passing into law and taking effect in substantially the same terms as set out in Appendix 4, as determined by the Board of the Corporation, having consulted with*

the Chief Owners' Representative and the Secretary of the Department of Treasury and Finance for Tasmania; and

- (ii) the passing of Resolution 1 adopting the Constitution in substantially the same form as set out in Appendix 1; and*
- (iii) the passing of Resolution 3 authorising the Corporation to enter into the Share Subscription and Implementation Agreement with the Crown in substantially the same form as set out in Appendix 3,*

to adopt the Shareholders' Letter of Expectations in the form as set out in Appendix 2 to replace the existing Shareholders' Letter of Expectations, with effect from the date the Crown first subscribes for shares in the Corporation in accordance with the Share Subscription and Implementation Agreement between the Crown and the Corporation."

The proposed new Shareholders' Letter of Expectations is provided at Appendix 2.

- **Resolution 3 – Approval to enter into the Share Subscription and Implementation Agreement, including approval for the issue of shares in the Corporation to the State Government**

To consider and, if thought fit, to pass the following resolution:

"Subject to:

- (i) the Water and Sewerage Legislation (Corporate Governance and Pricing) Bill 2018 passing into law and coming into effect in substantially the same terms as set out in Appendix 4, as determined by the Board of the Corporation, having consulted with the Chief Owners' Representative and the Secretary of the Department of Treasury and Finance for Tasmania; and*
- (ii) the passing of Resolution 1 adopting the Constitution in substantially the same form as set out in Appendix 1; and*
- (iii) the passing of Resolution 2 adopting the Shareholders' Letter of Expectations in substantially the same form as set out in Appendix 2,*

that the Corporation be authorised to enter into the Share Subscription and Implementation Agreement with the Crown in substantially the same form as set out in Appendix 3, including the issuing of shares in the Corporation to the Crown."

The proposed Share Subscription and Implementation Agreement is provided at Appendix 3.

6. Explanatory notes

6.1 Resolution 1 – Adoption of a new Constitution

The material changes to the existing Constitution are summarised below:

- **Rule 3 Share capital**
 - A new class of shares for the State Government is established.
 - Owner Councils' existing single shares will be converted to a proportionate number of shares out of 90,000,000 total shares on issue to Councils. The number of shares held by each Owner Council is calculated based on the voting percentages under Schedule 2 of the current Constitution.
 - It is noted that the voting percentages expressed in Schedule 2 of the current Constitution were rounded up to two decimal points for presentation purposes. To provide greater accuracy, the rounding effect has been removed.
 - On a winding up, any surplus will be divided amongst all owners in accordance with the proportion of their shares held at the time.
- **Rule 6 General meetings**
 - Under the new share capital structure, when voting, an Owner's Representative is entitled to one vote on a show of hands, or one vote per share on a poll.
 - Similarly, the State Government's Owner's Representative will be entitled to one vote on a show of hands, or one vote per share on a poll.
- **Rule 8 Shareholders' Letter of Expectations**
 - Changes to certain provisions in the Shareholders' Letter of Expectations will require support from both an Ordinary Majority of Council Owners' Representatives and the State Government's Owner's Representative: these relate to the key commitments in the MOU regarding approval of the Corporate Plan, an accelerated capital investment program and the price freeze and cap.
- **Rule 9 Owners' Representatives**
 - The State Government's Owner's Representative will be the Secretary of Treasury or their delegate.
- **Rule 10 Selection Committee**
 - The Board Selection Committee to be reduced to either six or seven, with one Council Owner's Representative from each of the North and North western regions, two Council Owners' Representatives from the Southern region, the Board Chairman, the State Government's Owner's Representative and the Chief Owners' Representative (if that person is not one of the regional representatives).
 - If the State Government does not meet its share subscription obligations, this right 'falls away' and the number of Selection Committee members decreases by one.
- **Rule 11 Directors**
 - A person who is employed by State Government cannot be appointed to the Board, reflecting the same rule that applies for Council employees. However, this will not operate to exclude a person who sits on the board of a State-owned Business, or who provides services to such a board as an independent contractor.
- **Rule 13 Executive officers**

- The appointment of the CEO continues to be the Board’s decision, but there is a requirement that the Chief Owner’s Representative and the State Government’s Owner’s Representative be consulted.
- If the State Government does not meet its share subscription obligations, this right ‘falls away’ and TasWater’s obligation will be limited to consultation with the Chief Owner’s Representative.
- **Rule 15 Distribution of profits**
 - The current obligations to pay loan guarantee fees and tax equivalent payments have been removed, meaning that the only distributions paid to Owner Councils are in the form of dividends.
- **Schedules 1 Dictionary**
 - A number of new definitions have been added reflecting the amendments to the Constitution.
- **Schedule 2 Equity proportions per member for voting purposes**
 - This Schedule reflects the changes to the share capital structure as outlined in relation to Rule 3 above and notes that the State Government’s shareholding will increase in line with its ongoing equity contributions.
- **Schedule 3 Equity proportions per member for dividend purposes**
 - This Schedule is unchanged, save for the inclusion of the State Government as a shareholder – but receiving no dividend in line with the MOU.
- **Schedule 4 Priority distribution proportions**
 - This Schedule is deleted, noting it only applied in the first year of TasWater.
- **Schedule 5 Special majority members resolution**
 - Other than being renumbered as Schedule 4, this Schedule is unchanged.
- **Schedule 6 75% by member, 75% by equity resolution**
 - Renumbered as Schedule 5, the only changes to this Schedule are to ensure consistency with other provisions.
- **NEW Schedule 6 Government member resolution**
 - This Schedule has been inserted to enshrine the State Government’s rights in relation to approval or amendment of the Corporate Plan (or resolution of disputes relating thereto), membership of the Board Selection Committee, and right to be consulted in relation to the appointment of the CEO.
 - The corresponding provisions in the Constitution also note that any change to those rights can only be effected with the State Government’s Owner’s Representative’s support.

6.2 Resolution 2 – Adoption of a new Shareholders’ Letter of Expectations

The material changes to the existing Shareholders’ Letter of Expectations are summarised below:

- **Part 8 Corporate Plan**
 - The Corporate Plan process is amended by providing both Owner Councils and the State Government access to the draft Corporate Plan as endorsed by the Board and an opportunity to provide proposed amendments to the draft Plan in writing to the Board Chairman.

- The Board will consider any proposed amendments as soon as practicable, but is not obliged to accept any amendment that would create a risk of the directors breaching their directors' duties or any other regulatory obligations.
 - The Board will then either present a revised draft Corporate Plan (if amendments are accepted) or the draft Corporate Plan and a letter of explanation (if amendments are not accepted) to the shareholders for consideration at the Annual Planning General Meeting.
 - At the Annual Planning General Meeting, the shareholders can adopt the Corporate Plan presented to them. This will require both an Ordinary Majority of Council Owners' Representatives and an affirmative vote by the State Government Owner's Representative.
 - If the Corporate Plan as presented to the Annual Planning General Meeting is not adopted, but an Ordinary Majority of Owners' Representatives (not including the State Government's Owner's Representative) and the State Government's Owner's Representative agree amendments to the Plan, the Board must accept those amendments unless this would result in the directors being in breach of their fiduciary duties, the *Corporations Act 2001* (Cth) or result in unlawful activity. In such a case, the Corporate Plan as recommended by the Board will be deemed to have been adopted and the Chairman will advise the shareholders accordingly.
 - If the Corporate Plan as presented to the Annual Planning General Meeting is not adopted, and an Ordinary Majority of Owners' Representatives (not including the State Government's Owner's Representative) and the State Government's Owner's Representative cannot agree amendments to the Plan, a dispute resolution process is invoked.
 - This process involves consultation by the Board Chairman with the Chief Owner's Representative and the State Government's Owner's Representative to determine a solution. If the parties cannot reach a unanimous decision, a two-thirds majority will prevail, except where that result would cause directors to breach their fiduciary duties, or otherwise result in unlawful action.
 - If the State Government does not meet its share subscription obligations, the requirement for the State Government's Owner's Representative to approve the Corporate Plan, and to be included in any associated dispute resolution process 'falls away'. Approval of the Corporate Plan will require only the support of an Ordinary Majority of Owners' Representatives and the dispute resolution process will be limited to the Board Chairman and the Chief Owners' Representative.
- **Part 10 Shareholder Relationships**
 - The Board Chair and CEO will meet with relevant Ministers regularly as determined by mutual agreement.
 - **Part 18 Trade Waste**
 - TasWater, Councils and Government will work closely together to ensure that the recent initiatives by TasWater in relation to trade waste are working and to identify and implement any further improvements in trade waste management.
 - **Part 21 Dividends**
 - TasWater has committed to certain price increase constraints (see Part 27) and to use best endeavours to accelerate our capital program (see Part 29).

- If however, the Board determines that to maintain financial sustainability, it cannot continue to meet these commitments and maintain Owner Councils' dividends, it may, following consultation with State Government, determine to amend the capital program and/or the regulated pricing structure (noting that any price increases must still be within the prevailing pricing determination issued by the Tasmanian Economic Regulator).
- **Part 24 Whole of Government Reporting**
 - The Chief Owner's Representative, Chairman and CEO will appear at GBE Scrutiny Committee hearings if required.
- **Part 27 Pricing**
 - Prices will be frozen from 1 July 2019 until 30 June 2020. From 1 July 2020 until 30 June 2025 annual price increases will be capped at 3.5%, unless unforeseen circumstances arise.
- **Part 28 Community Service Obligation**
 - A mechanism has been included which enables a shareholder to request that TasWater undertake a project that is not contemplated either in its then current Corporate Plan, or in its long term investment plan.
 - A project may be deemed 'commercial' (i.e. one that be accepted by the Economic Regulator as prudent and efficient, and the costs of which may therefore be recovered through tariffs for regulated water and sewerage services) or 'uncommercial' (i.e. projects that will not meet this test).
 - If a project is deemed uncommercial, a shareholder may offer to fund it either directly or through a third party.
 - TasWater will consider the potential impact on its ability to deliver existing commitments in the then current Corporate Plan if it progresses the project (whether commercial or uncommercial) and whether this means that an amendment to the Corporate Plan is required.
 - Any amendment to the Corporate Plan will require approval from the shareholders.
 - TasWater must include information about any uncommercial projects that it undertakes in its Annual Report.
- **Part 29 Infrastructure Investment Program**
 - TasWater will use best endeavours to develop an accelerated capital program in consultation with its owners, which will target a total infrastructure investment of \$1.8 billion by 30 June 2026.

6.3 Resolution 3 – Approval to enter into the Share Subscription and Implementation Agreement, including the issue of shares in TasWater to the State Government

Under the Constitution, approval is required to issue new shares in the Corporation. The terms on which these shares are issued, and the particular rights attached to the relevant class of shares, are set out in the Share Subscription and Implementation Agreement.

The key features of the Agreement are as follows:

- The State Government will provide annual equity injections of \$20 million for a period of 10 years

- 1,000,000 “DD” class shares in the Corporation will be issued in return for each \$20 million contributed
- The rights attached to these shares are, in essential terms, the same as the other classes of shares held by Owner Councils except in relation to the role of the State Government’s Owner’s Representative in the following matters:
 - The approval of the Corporate Plan, and involvement in resolving any deadlock if the Board does not accept any requests from shareholders for amendment
 - The Board Selection Committee and
 - The right to be consulted in relation to the appointment of the CEO

and in that the State Government has no entitlement to receive dividends

- If the State Government does not meet its commitment to subscribe for shares (i.e. inject equity), it will lose these additional rights unless and until it rectifies that failure. Any decisions made by the Board Selection Committee, the Owners’ Representatives or the Board during such a period shall remain valid and in full effect notwithstanding those additional rights being reinstated at a later date.
- Whilst it is currently anticipated that the equity injections will be made on an annual basis, there is a mechanism for this to occur more frequently. Hence, the State Government’s shareholding may increase more rapidly, although it will not exceed a maximum of 10% of shares on issue.

7. Glossary

A list of terms and acronyms used in this Information Memorandum, and their meanings, is provided below.

| Term | Meaning |
|----------------------|---|
| Board | The Directors of the Corporation from time to time |
| CEO | The Chief Executive Officer appointed to that role pursuant to Rule 13.1 of the Constitution |
| Chief Representative | The Chief Owners' Representative as appointed pursuant to Rule 9.2 of the Constitution |
| Company | Tasmanian Water and Sewerage Corporation Pty Limited (ACN 162 220 653) |
| Constitution | The constitution of the Corporation as adopted on 5 February 2013, ratified on 16 May 2013 and subsequently amended |
| Corporations Act | The <i>Corporations Act 2001</i> (Cth) |
| Director | A person who is, for the time being, a director of the Company |
| Notice | The notice of the Special General Meeting |
| Proxy Form | The proxy form enclosed with the Notice |

Appendix 1: Proposed Constitution

Tasmanian Water and Sewerage Corporation Pty Ltd

Constitution

Tasmanian Water and Sewerage Corporation Pty Ltd

ACN 162 220 653

A proprietary company limited by shares

Adopted on incorporation 5 February 2013

Ratified by general meeting 16 May 2013

Amended by general meeting 13 May 2014

Amended by general meeting 28 July 2015

[Amended by general meeting 27 September 2018](#)

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1 Principal Objectives

The principal objectives of the Corporation are as follows:

- (a) to efficiently provide water and sewerage functions in Tasmania;
- (b) to encourage water conservation, the demand management of water and the re- use of water on an economic and commercial basis;
- (c) to be a successful business and, to this end:
 - (i) to operate its activities in accordance with good commercial practice;
 - (ii) to deliver sustainable returns to its members; and
 - (iii) to deliver water and sewerage services to customers in the most cost- efficient manner.

Each of the principal objectives of the Corporation is of equal importance.

2 Defined terms and interpretation

2.1 Definitions in the Dictionary

A term or expression starting with a capital letter:

- (a) which is defined in the Dictionary in Schedule 1 (Dictionary), has the meaning given to it in the Dictionary;
- ~~(b) which is defined in rule 15.5, has the meaning given to it in rule 15.5;~~
- ~~(c)~~(b) which is used in the *Water and Sewerage Corporation Act 2012* (Tas) has the meaning given to it in the *Water and Sewerage Corporation Act 2012* (Tas); and
- ~~(d)~~(c) which is defined in the Corporations Act, but is not defined in the Dictionary ~~or in rule 15.5,~~ has the meaning given to it in the Corporations Act.

2.2 Interpretation

The interpretation clause in Schedule 1 (Dictionary) sets out rules of interpretation for this constitution.

2.3 Act to prevail

- (a) The provisions of the *Water and Sewerage Corporation Act 2012* (Tas) prevail over any inconsistent provisions of this constitution.
- (b) The Corporation, its directors and members are expressly prohibited from exercising any of their powers in contravention of or in a manner inconsistent with any requirement of the *Water and Sewerage Corporation Act 2012* (Tas).

3 Share capital

3.1 Shares

The directors have the right to issue shares in accordance with, or to ensure compliance with, the *Water and Sewerage Corporation Act 2012* (Tas).

3.2 Certificates

Each member is entitled without payment to receive a certificate for shares issued as required under the Corporations Act.

3.3 Share class structure

Without prejudice to any special rights conferred on the holders of any shares or class of shares, the directors may, subject to the terms of the *Water and Sewerage Corporation Act 2012* (Tas), issue or allot or otherwise dispose of, shares in the Corporation including:

- (a) "A" ordinary shares;
- (b) "B" ordinary shares;
- (c) "C" ordinary shares;
- (d) "D" ordinary shares;
- (e) "E" ordinary shares;
- (f) "F" ordinary shares;
- (g) "G" ordinary shares;
- (h) "H" ordinary shares;
- (i) "I" ordinary shares;
- (j) "J" ordinary shares;
- (k) "K" ordinary shares;
- (l) "L" ordinary shares;
- (m) "M" ordinary shares;
- (n) "N" ordinary shares;
- (o) "O" ordinary shares;
- (p) "P" ordinary shares;
- (q) "Q" ordinary shares;
- (r) "R" ordinary shares;
- (s) "S" ordinary shares;
- (t) "T" ordinary shares;
- (u) "U" ordinary shares;
- (v) "V" ordinary shares;
- (w) "W" ordinary shares;
- (x) "X" ordinary shares;
- (y) "Y" ordinary shares;
- (z) "Z" ordinary shares;
- (aa) "AA" ordinary shares;

(bb) “BB” ordinary shares; ~~and~~

(cc) “CC” ordinary shares; and

(dd) “DD” ordinary shares,

which shall rank pari passu in all respects, except for:

(i) voting rights attaching to the shares are set out in rule 6.8; and

(ii) dividend rights attaching to the shares are set out in rule 15.

3.4 Equitable interests in shares

- (a) The Corporation may treat the registered holder of a share as the absolute owner of that share.
- (b) The Corporation is not bound by or compelled in any way to recognise an equitable, contingent, future, partial or other right or interest in a share or unit of a share, even if the Corporation has notice of that right or interest.
- (c) With the consent of the directors, shares held by a trustee may be marked in the register in such a way as to identify them as being held subject to the relevant trust.
- (d) Nothing in rule 3.4(c) limits rule 3.4(a).

4 Indemnities ~~and~~ ~~surrender~~

4.1 Indemnity for payments by the Corporation

- (a) A member or, if the member no longer exists, the member’s legal personal representative, must indemnify the Corporation against any liability which the Corporation has under any law to make a payment for or on account of that member including in respect of:
 - (i) shares held by that member;
 - (ii) a transfer or transmission of shares by a member; or
 - (iii) dividends, bonuses or other money owed to the member.
- (b) Rule 4.1(a) includes, without limitation, a payment arising from:
 - (i) the winding up of that member;
 - (ii) the non-payment of any income tax, income tax equivalents, capital gains tax, wealth tax or other tax by that member or the legal personal representative of that member; or
 - (iii) the non-payment of any duty by that member or the legal personal representative of that member.
- (c) The member or, if the member no longer exists, the member’s legal personal representative, must pay to the Corporation immediately on demand:
 - (i) the amount required to reimburse the Corporation for a payment described in rule 4.1(a); and
 - (ii) interest on any part of that amount which is unpaid from the date the Corporation makes the payment until the date the Corporation is reimbursed in full for that payment, at a rate determined under rule 4.4.

- (d) This rule is in addition to any right or remedy the Corporation may have under the law which requires it to make the payment.
- (e) The directors may:
 - (i) exempt a share from all or any part of this rule 4.1; and
 - (ii) waive or compromise all or any part of any payment due to the Corporation under this rule 4.1.

4.2 Surrender of shares

- (a) Subject to any applicable requirements of the *Water and Sewerage Corporation Act 2012* (Tas), the directors may accept a surrender of a share:
 - (i) by way of compromise of any claim as to whether or not that share has been validly issued;
 - (ii) where it is within the power of the Corporation to require a surrender; or
 - (iii) where accepting a surrender is necessary to ensure compliance with the *Water and Sewerage Corporation Act 2012* (Tas).
- (b) Any share surrendered under rule 4.2(a) may be reissued or otherwise disposed of in the same manner as set out in rule 4.3.

4.3 General provisions applicable to a disposal of shares under this constitution

- (a) A reference in this rule 4.3 to a disposal of shares under this constitution is a reference to cancellation of a share surrendered under rule 4.2.
- (b) Where any share is surrendered under rule 4.2(a), the Corporation may convene a general meeting of members to vote on a resolution to cancel that share under the Corporations Act (if required) and the member must take all action required to give effect to that cancellation except to the extent that doing so may cause non-compliance with the applicable requirements of the *Water and Sewerage Corporation Act 2012* (Tas).
- (c) The remedy of any person aggrieved by a disposal of shares under this constitution is limited to damages only and is against the Corporation exclusively.
- (d) A statement in writing signed by a director or secretary of the Corporation to the effect that a share in the Corporation has been surrendered under rule 4.2(a) on a date stated in the statement is conclusive evidence of the facts stated in the statement as against all persons claiming to be entitled to the share.

4.4 Interest payable by member

- (a) For the purposes of rule 4.1(c)(ii), the rate of interest payable to the Corporation is:
 - (i) if the directors have fixed a rate, that rate; or
 - (ii) in any other case, 10% per annum.
- (b) Interest payable under rule 4.1(c)(ii) accrues daily and may be capitalised monthly or at other intervals the directors think fit.

5 Transfer and transmission of shares

5.1 Transfer of shares

- (a) Subject to this constitution, the rights or restrictions attached to any shares or class of shares and to any applicable requirements of the *Water and Sewerage Corporation Act 2012 (Tas)*, a member may transfer all or any of the member's shares by an instrument in writing in any usual form or in any other form that the directors approve where the shares are:
 - (i) surrendered under rule 4.2(a); or
 - (ii) the subject of a Transmission Event under rule 5.4.
- (b) A transferor of shares remains the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the register of members in respect of the shares.
- (c) The Corporation must not charge a fee for the registration of a transfer of shares.
- (d) An instrument of transfer referred to in rule 5.1(a) must be signed by or on behalf of both the transferor and the transferee unless the transfer:
 - (i) relates only to fully paid shares and signature by the transferee has been dispensed with by the directors; or
 - (ii) is a sufficient transfer of marketable securities for the purposes of the Corporations Act.
- (e) An instrument of transfer referred to in rule 5.1(a) must be duly stamped if required by law to be stamped.
- (f) An instrument of transfer referred to in rule 5.1(a) must be lodged for registration at the registered office of the Corporation, or at such other place as the directors determine, accompanied by any evidence which the directors require to prove the title of the transferor or the transferor's right to the shares including the share certificate, if any, and to prove the right of the transferee to be registered as the owner of the shares.
- (g) Subject to the powers vested in the directors under rules 5.2 and 5.3, where the Corporation receives an instrument of transfer complying with rules 5.1(d), 5.1(e) and 5.1(f), the Corporation must register the transferee named in the instrument as the holder of the shares to which it relates.
- (h) The Corporation may retain any registered instrument of transfer received by the Corporation under rule 5.1(f) for any period as the directors think fit.
- (i) Except in the case of fraud, the Corporation must return any instrument of transfer received under rule 5.1(f) which the directors decline to register to the person who deposited it with the Corporation.
- (j) The directors may, to the extent permitted by law and subject to the *Water and Sewerage Corporation Act 2012*, waive all or any of the requirements of this rule 5.1.

5.2 Power to decline registration of transfers

Subject to any special rights conferred on the holders of any shares or class of shares, the directors may, in their absolute discretion, decline to register any transfer of shares provided that they may not do so in the case of a transfer of shares effected under the enforcement of any security interest

created over the relevant shares.

5.3 Power to suspend registration of transfers

The directors may suspend the registration of transfers at the times and for the period the directors think fit, but the period of suspension must not exceed a total of 30 days in any year provided that they may not do so in the case of a transfer of shares effected under the enforcement of any security interest created over the relevant shares.

5.4 Transmission of shares

- (a) This rule 5.4 is subject to all applicable provisions of the *Water and Sewerage Corporation Act 2012* (Tas).
- (b) In the case of a Transmission Event, the only person or entity that the Corporation may recognise as having any title to a member's shares or any benefits accruing in respect of those shares are:
 - (i) the legal personal representative of that member where the member no longer exists and was a sole holder; and
 - (ii) another Council.
- (c) Nothing in rule 5.4(b) releases the entity that has assumed the responsibilities of a member which no longer exists from any liability in respect of a share.
- (d) Only a person who becomes entitled to a share as a result of a Transmission Event may elect to be registered as the holder of the share and must do so by signing and serving on the Corporation a notice in writing stating that election after producing any evidence the directors require to prove that person's entitlement to the share, including the certificate for the share.
- (e) The provisions of this constitution relating to the right to transfer, and the registration of transfers of, shares apply, so far as they can and with the changes as are necessary, to any transfer under rule 5.4(b)(ii) as if the relevant Transmission Event had not occurred and the transfer were executed or effected by the registered holder of the share.
- (f) Despite rule 5.4(b), the directors may register a transfer of shares signed by a member before a Transmission Event even though the Corporation has notice of the Transmission Event.

5.5 Members to act in good faith on the occurrence of a Transmission Event

If a Transmission Event occurs, the members must act in good faith and use their best efforts to ensure that the equity percentages ~~for voting set out in Schedule 2 and~~ for distributions set out in Schedule 3 are amended, if necessary, to reflect the Transmission Event.

6 General -meetings

6.1 Convening general meetings

- (a) A general meeting may be convened by:
 - (i) the directors by resolution of the board; or
 - (ii) in accordance with sections 249E, 249F and 249G of the Corporations Act.
- (b) A general meeting must be convened by the directors in accordance with section 249D of the Corporations Act.
- (c) Subject to rule 6.1(e), the directors may postpone, cancel or change the venue for a general

meeting by giving notice not later than five business days before the time at which the general meeting was to be held to each person who is at the date of the notice:

- (i) a member;
 - (ii) a director; or
 - (iii) an auditor of the Corporation.
- (d) A notice postponing or changing the venue for a general meeting must specify the date, time and place of the general meeting.
- (e) A general meeting convened under section 249D of the Corporations Act may not be:
- (i) postponed beyond the date by which that section requires it to be held; or
 - (ii) cancelled without the consent of the member or members who requested it.

6.2 General meetings

- (a) The Corporation must hold a general meeting:
- (i) at least twice in each calendar year; and
 - (ii) subject to rule 6.2(b), the second general meeting for the calendar year must be held within 5 months after the end of the Corporation's financial year.
- (b) The members may extend the time referred to in rule 6.2(a)(ii).
- (c) The directors may attend a general meeting.
- (d) In addition to the notice of meeting, at least 21 days before the second general meeting for each calendar year, the Corporation must give the members a copy of the Corporation's annual report.

6.3 Notice of general meetings

- (a) Subject to this constitution and to the rights or restrictions attached to any shares or class of shares, notice of a general meeting must be given within the time limits prescribed by the Corporations Act and in the manner authorised by rule 19.1 to each person who is at the date of the notice:
- (i) a member;
 - (ii) a director; or
 - (iii) an auditor of the Corporation.
- (b) A notice of a general meeting must specify the date, time and place of the meeting and state the general nature of the business to be transacted at the meeting and any other matters required under the Corporations Act.
- (c) A person may waive notice of any general meeting by notice in writing to the Corporation.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this rule 6.3 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
- (i) the non-receipt or failure occurred by accident or error; or
 - (ii) before or after the meeting, the person:

- (A) has waived or waives notice of that meeting under rule 6.3(c); or
 - (B) has notified or notifies the Corporation of the person's agreement to that act, matter, thing or resolution by notice in writing to the Corporation.
- (e) A person's attendance at a general meeting:
- (i) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (ii) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

6.4 Quorum at general meetings

- (a) No business may be transacted at any general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business and remains present throughout the meeting.
- (b) A quorum consists of:
 - (i) if the number of members entitled to vote is two or more - more than 50% of the total number of members entitled to vote (irrespective of the number of shares held by each member); or
 - (ii) if only one member is entitled to vote - that member.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (i) where the meeting was convened by, or at the request of, a member or members, the meeting must be dissolved; or
 - (ii) in any other case:
 - (A) the meeting stands adjourned to the day, and at the time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and
 - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

6.5 Chair of general meetings

- (a) The Chief Representative, or if the Chief Representative is not present, the Deputy Chief Representative, must preside as chair at each general meeting if present at the time appointed for the meeting.
- (b) If neither the Chief Representative or the Deputy Chief Representative is present at the time appointed for the meeting, the members present must elect as chair of the meeting another person who is present and willing to act.

6.6 Conduct of general meetings

- (a) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- (b) The chair of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any

adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (c) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.7 Decisions at general meetings

- (a) Except in the case of any resolution which as a matter of law requires a Special Majority Members Resolution and as otherwise provided for in this Constitution, questions arising at a general meeting are to be decided by a majority of votes cast by the members present at the meeting and that decision is for all purposes a decision of the members.
- (b) In the case of an equality of votes upon any proposed resolution:
 - (i) the chair of the meeting does not have a second or casting vote; and
 - (ii) the proposed resolution is taken as having been lost.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before a vote by show of hands is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (i) the chair of the meeting; or
 - (ii) at least 5 members present and entitled to vote on the relevant resolution; or
 - (iii) members with at least 5% of the votes that may be cast on the resolution on a poll.
- (d) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Corporation, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it will be taken when and in the manner the chair of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) A poll cannot be demanded at a general meeting on the election of a chair of the meeting.
- (h) The demand for a poll may be withdrawn.

6.8 Voting at general meetings

- (a) Subject to this constitution (including rule 6.7(f)) and to any rights or restrictions attached to any shares or class of shares, at a general meeting:
 - (i) on a show of hands, every member present has one vote irrespective of the number of fully paid shares held by the member in respect of which they are entitled to vote; and
 - (ii) on a poll, each member present has one vote for each fully paid share (of any class) held by a member and each person present as proxy, attorney or Representative of a member has one vote for each fully paid share held by the member that that person represents. a proportionate vote at the percentage set out in Schedule 2, irrespective of the number of fully paid shares held by the member in respect of which the

~~member is entitled to vote.~~

- (b) Each of the matters listed in Schedule ~~45~~ requires a Special Majority Members Resolution;
- (c) Each of the matters listed in Schedule ~~56~~ requires a resolution of the members passed by:
 - (i) at least 75% ~~by number~~ of the members of the Corporation entitled to vote; and
 - (ii) any combination of members that hold at least 75% of the ~~votes cast by members of the Corporation entitled to vote on the resolution~~ equity voting proportions specified in Schedule 2;
- (d) Each of the matters listed in Schedule 6 requires a Government Member Resolution;

~~(d)(e)~~ Where a person present at a general meeting represents personally or by proxy, attorney or Representative more than one member the following rules apply to a vote taken on a show of hands:

- (i) the person is entitled to one vote only despite the number of members the person represents; and
- (ii) the person's vote will be taken as having been cast for all the members the person represents.

~~(e)(f)~~ A person entitled to a share as a result of a Transmission Event may vote at a general meeting in respect of that share in the same manner as if that person were the registered holder of the share if, before the meeting, the directors have:

- (i) admitted that person's right to vote at that meeting in respect of the share; or
- (ii) been satisfied of that person's right to be registered as the holder of, or to transfer, the share under rule 5.4(d),

and any vote tendered by that person must be accepted to the exclusion of the vote of the registered holder of the share.

~~(f)(g)~~ Where a member holds any share on which any call due and payable to the Corporation has not been duly paid that member is only entitled to be present at a general meeting but not vote.

~~(g)(h)~~ An objection to the qualification of a person to vote at a general meeting:

- (i) must be raised before or immediately after the result of the motion on which the vote objected to is given or tendered; and
- (ii) must be referred to the chair of the meeting, whose decision is final.

~~(h)(i)~~ A vote not disallowed by the chair of a meeting under rule 6.8(g) is valid for all purposes.

6.9 Representation at general meetings

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
 - (i) in person or, where a member is a body corporate, by its Representative;

- (ii) by proxy; or
 - (iii) by attorney.
- (b) A proxy, attorney or Representative may be a member of the Corporation but does not have to be a member.
- (c) A proxy, attorney or Representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) Unless otherwise provided in the Corporations Act or in the appointment, an appointment of a proxy, attorney or Representative is taken to confer authority:
 - (i) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this constitution;
 - (ii) to speak to any proposed resolution on which the proxy, attorney or Representative may vote;
 - (iii) to demand or join in demanding a poll on any resolution on which the proxy, attorney or Representative may vote;
 - (iv) even though the appointment may refer to specific resolutions and may direct the proxy, attorney or Representative how to vote on those resolutions:
 - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting; and
 - (v) even though the appointment may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (e) The chair of a meeting may require any person purporting to act as a proxy, attorney or Representative to establish to the satisfaction of the chair that the person has been validly appointed as a proxy, attorney or Representative and is the person named in the relevant instrument of appointment, failing which the person may be excluded from attending or voting at the meeting.
- (f) Where a member appoints two proxies or attorneys to vote at the same general meeting and the authority of one is not conditional on the other failing to attend or vote, the following rules apply:
 - (i) where the appointment does not specify the proportion or number of the member's votes each proxy or attorney may exercise, each proxy or attorney may exercise half of the member's votes;
 - (ii) on a show of hands, neither proxy or attorney may vote; and
 - (iii) on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.
- (g) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where an instrument so provides,

the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.

- (h) A proxy or attorney may not vote at a general meeting or adjourned meeting unless the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received:
 - (i) at the registered office of the Corporation, at the fax number at its registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting; and
 - (ii) by the time specified in the notice of meeting.
- (i) Unless the Corporation has received written notice of the matter by the time and at the place or in the manner set out in rules 6.9(h)(i) and (h)(ii), a vote cast by a proxy or attorney is valid even if, before the proxy or attorney votes:
 - (i) a Transmission Event occurs in relation to the appointer; or
 - (ii) the member revokes the proxy's or attorney's appointment; or
 - (iii) the member revokes the authority under which a third party appointed the proxy or attorney; or
 - (iv) the member transfers the share in respect of which the proxy or attorney was appointed.
- (j) The authority of a proxy or attorney to speak and vote for a member at a general meeting is suspended while the member is present at the meeting.

6.10 Resolutions without meetings

- (a) Subject to rule 6.10(c), the Corporation may pass a resolution without a general meeting being held, if all of the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) For the purposes of rule 6.10(a):
 - (i) the document may be sent to members in any manner described in rule 19;
 - (ii) the resolution is passed when the last member signs;
 - (iii) separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy; and
 - (iv) a signature of a member transmitted to the Corporation by facsimile is sufficient evidence of signature.
- (c) Rule 6.10(a) does not apply to a resolution to remove an auditor.
- (d) Where a document is signed in accordance with rule 6.10(a) the document is to be taken as a minute of the passing of the resolution.

6.11 Electronic technology to conduct meetings

Any meeting of the Corporation may be conducted by telephone, video conference or any other means of communication that gives the members a reasonable opportunity to participate and a member who participates in a meeting as permitted under this rule is taken to be present at the meeting.

7 Constitution

7.1 Process for adopting, modifying and repealing

- (a) Subject to the requirements of the *Water and Sewerage Corporation Act 2012* (Tas), the constitution of the Corporation is adopted on registration if each person specified in the application for the company's registration as a person who consents to become a member agrees in writing to the terms of the constitution before the application is lodged.
- (b) In accordance with the *Water and Sewerage Corporation Act 2012* (Tas), as soon as practicable after incorporation of the Corporation, the members must approve the constitution by resolution passed by at least 75% of the members of the Corporation entitled to vote.
- (c) Subject to rule 7.1(d) ~~and rule 6.8(d)~~, the Corporation may modify or repeal the constitution or a provision of the constitution by a resolution passed by at least 75% of the members of the Corporation entitled to vote.
- (d) Despite anything else in this constitution, this rule 7.1(d), ~~Schedule 2~~ and Schedule 3 can only be modified by a resolution passed by:
 - (i) at least 75% ~~by number~~ of the members of the Corporation entitled to vote; and
 - (ii) at least 75% of the ~~votes cast by members of the Corporation entitled to vote on the resolution~~ equity voting proportions specified in Schedule 2.

7.2 Constitution is a public document

The Corporation is to make available to the public the constitution of the Corporation following its adoption or modification as soon as practicable following its adoption or modification.

7.3 Entrenchment of constitution

- (a) Any special or other resolution of the Corporation that purports to modify or repeal the constitution or a provision of the constitution in breach of clause 7.3(b) does not have any effect.
- (b) The constitution or a provision of the constitution may not be modified or repealed:
 - (i) in a way that would result in the constitution being inconsistent with the provisions of the *Water and Sewerage Corporation Act 2012* (Tas) or any regulations made under it; or
 - (ii) unless the provisions of section 11 of the *Water and Sewerage Corporation Act 2012* have been complied with.

7.4 Subsidiary constitutions

Each of the provisions that are to be included in the Corporation's constitution in accordance with *Water and Sewerage Corporation Act 2012* (Tas) must also be included in the constitution of any subsidiary of the Corporation.

8 Shareholders' -Letter of Expectations

8.1 Process for adopting, modifying and repealing

- (a) The members must prepare and approve by Ordinary Majority, a Shareholders' Letter of Expectations in accordance with this constitution and the *Water and Sewerage Corporation*

Act 2012 (Tas).

- (b) As soon as practicable after incorporation of the Corporation, the members must provide the Shareholders' Letter of Expectations_s to the board.
- (c) The Shareholders' Letter of Expectations_s must not be inconsistent with the *Water and Sewerage Corporation Act 2012* (Tas), the regulations or this constitution.
- (d) Subject to rule 8.1(f), tThe members may decide by Ordinary Majority, at any time, or on application of the board to:
 - (i) amend the Shareholders' Letter of Expectations_s; or
 - (ii) revoke the Shareholders' Letter of Expectations_s and substitute another Shareholders' Letter of Expectations_s.

(e) Before or while preparing a Shareholders' Letter of Expectations_s or an amendment to a Shareholders' Letter of Expectations_s, the members of the Corporation are to consult with the board.

(f) Where any amendment or revocation and substitution of the Shareholders' Letter of Expectations involves a change to:

- (i) the process for adoption and amendment of the Corporation's corporate plan (including any mechanism for resolving any dispute regarding the adoption of amendments to the corporate plan); or
- (ii) any expectation that the Corporation will commit to a price freeze or a cap on annual price increases for regulated services for water and sewerage customers; or
- (iii) any expectation that the Corporation will, on a best endeavours basis, commit to deliver an accelerated capital investment program such that it achieves a target of \$1.8 billion in total infrastructure investment over the remainder of its current 10 year investment program (ie until 30 June 2026),

the amendment or revocation and substitution of the Shareholders' Letter of Expectations will require the support of:

- (iv) an Ordinary Majority of Owners' Representatives (excluding the Crown's Owner's Representative); and

(v) the Crown's Owner's Representative.

8.2 Matters to be included in Shareholders' Letter of Expectations_s

- (a) The Shareholders' Letter of Expectations_s must specify, without limitation:
 - (i) the strategic priorities of the Corporation;
 - (ii) the high-level expectations of members for the performance of the business of the Corporation and any subsidiary of the Corporation;
 - (iii) the process for adoption and amendment of the Corporation's corporate plan;
 - (iv) the required content and form for, and time period to be covered by, the corporate plan; and
 - (v) that the chair of directors and Chief Executive Officer~~chief executive officer~~ must provide briefings to members as provided in the Shareholders' Letter of Expectations_s.

8.3 Publication of Shareholders' Letter of Expectations

The Corporation must publish the Shareholders' Letter of Expectations on the Corporation's website as soon as practicable after adoption.

8.4 Crown's role in adopting or amending the Corporate Plan

- (a) Subject to rule 8.4(c) and rule 8.4(d), the process for adopting or amending the corporate plan is set out in part 8.4 of the Shareholder's Letter of Expectations.
- (b) Subject to rule 8.4(c), any changes relating to:
 - (i) the role of the Crown's Owner's Representative in the process to approve, or request amendments to, the corporate plan; or
 - (ii) the Crown's Owner's Representative's role in the mechanism to avoid deadlock in the event that there is any dispute over adopting any amendments to the corporate plan,
together "(the Corporate Plan Rights)", or to this rule 8.4(b), requires a Government Member Resolution in accordance with Schedule 6.
- (c) If the Crown does not meet its share subscription obligations in accordance with clause 2.2 of the Share Subscription and Implementation Agreement, then, for so long as the Crown fails to meet those obligations, the Corporate Plan Rights and rule 8.4(b) shall not apply.
- (d) Where the circumstances in rule 8.4(c) apply:
 - (i) there shall be no obligation for the Crown's Owner's Representative to approve the corporate plan, and an Ordinary Majority of the Owners' Representatives may accept or request amendments to the corporate plan; and
 - (ii) there shall be no right for the Owner's Representative for the Crown to take part in the mechanism for resolving any disputes in relation to the adoption of any amendments to the corporate plan. For the avoidance of doubt, in these circumstances the chair and the Chief Owner's Representative shall determine a solution.

9 Owners' Representatives

9.1 Appointment of Owners' Representatives

- (a) Each member of the Corporation must as soon as practicable, after incorporation of the Corporation and at any time there is a vacancy in the position of Owners' Representative for a member, appoint a person as an Owners' Representative for that member for a specified term not exceeding 3 years.
- (b) A person appointed by a ~~Council member~~ as its Owners' Representative under rule 9.1(a), must be an elected member of Council for that member or the General Manager of Council for that ~~Council member~~.
- ~~(b)(c)~~ A person appointed by the Crown as its Owner's Representative under rule 9.1(a), must be the Secretary of Treasury of the Department of Treasury and Finance in Tasmania for the Crown or a delegate of the Secretary.
- ~~(c)(d)~~ Each member must notify the Corporation of the name of the Owner's Representative and if there is a new appointment of a person as an Owner's Representative.
- ~~(d)(e)~~ The number of times a person may be appointed to the role of Owners' Representative is not limited.

9.2 Chief Representatives

- (a) The Owners' Representatives may elect by Ordinary Majority one of the Owners' Representatives as the ~~Chief Owners' Representative~~~~chief of Owners' Representatives~~.
- (b) The Owners' Representatives may elect by Ordinary Majority one of the Owners' Representatives as the ~~Deputy Chief Representative~~~~deputy chief of Owners' Representatives~~.
- (c) The ~~Chief~~~~Chief Owners' Representative~~ and ~~Deputy Chief~~~~deputy chief of Owners'~~ Representative are to carry out the duties prescribed in the charter of the Owners' Representatives established under this constitution.
- (d) The Owners' Representatives may remove a ~~Chief Owners' Representative~~~~chief~~ or ~~Deputy Chief~~~~deputy chief of Owners'~~ Representatives by Special Majority.
- (e) The Chief ~~Owners'~~ Representative is to be paid such fees and allowances by the Corporation, as determined from time to time by the members on the recommendation of the Selection Committee, by an Ordinary Majority.
- (f) ¹A person may not serve as a Chief ~~Owners'~~ Representative or Deputy Chief Representative for a period exceeding 3 years unless re-elected by an Ordinary Majority of the Owners' Representatives.
- (g) ²The number of times a person may be appointed as Chief ~~Owners'~~ Representative or Deputy Chief Representative is not limited.

9.3 Appointment of Acting Owners' Representatives

- (a) A member of the Corporation may appoint a person to act as the Owner's Representative for that member:
 - (i) during a vacancy in the position of Owner's Representative for that member, whether or not an appointment has previously been made to the position; or
 - (ii) during any period, or during all periods, when that member's Owner's Representative is absent from duty or is, for any reason, unable to perform all or part of the duties of the position.
- (b) An appointment of an Acting Owner's Representative under rule 9.3(a) may be limited by the member making the appointment to specified rights and obligations for which that appointment is valid.
- (c) Each member must notify the Corporation of the name of the Acting Owner's Representative and if there is a new appointment of a person as an Acting Owner's Representative.

9.4 Function of Owners' Representatives

- (a) The Owners' Representatives are to:
 - (i) consult with other Owners' Representatives and undertake such other functions imposed on Owners' Representatives under this constitution;
 - (ii) agree and present to members and the board a charter of operations and procedures to govern the Owners' Representatives's objects and functions;
 - (iii) make and implement decisions on behalf of members in accordance with the *Water and*

¹ Clause 9.2(f) amendment adopted 28 July 2015

² Clause 9.2(g) amendment adopted 28 July 2015

Sewerage Corporation Act 2012 (Tas), this constitution and the charter agreed under rule 9.4(a)(ii);

- (iv) act as the official liaison between the board and the members of the Corporation;
- (v) monitor the performance of the board against the Shareholders' Letter of Expectations and the Corporation's most recent corporate plan;
- (vi) through the Selection Committee and where appropriate the chair of directors, monitor:
 - (A) the appointment of directors including board renewal and continuity;
 - (B) board performance; and
 - (C) board remuneration;
- (vii) approve the charter of operations and procedures developed by the Selection Committee to govern the Selection Committee's objects and functions; and
- (viii) subject to any law or lawful order to the contrary, elect by Ordinary Majority at least one of the Owners' Representatives to attend any committee of the Parliament or state government as required.

9.5 Proceedings of Owners' Representatives

The Owners' Representatives may engage secretariat and executive support to assist it in performing its functions as required by this constitution.

10 Selection -Committee

10.1 Establishment of Selection Committee

- (a) Subject to rule 10.1(h) and 10.1(i), tThe Owners' Representatives must as soon as practicable establish a Selection Committee composed of:
 - (i) 12 persons selected by Ordinary Majority by the Owners' Representatives of the members of the North-western Region;
 - (ii) 12 persons selected by Ordinary Majority by the Owners' Representatives of the members of the Northern Region;
 - (iii) 24 persons selected by Ordinary Majority by the Owners' Representatives of the members of the Southern Region; ~~and~~
 - (iv) the chair of directors;-
 - (v) the Crown's Owner's Representative; and
 - (v) the Chief Owners' Representative, if that person is not one of the persons referred to in rule 10.1(a)(i), rule 10.1(a)(ii) or rule 10.1(a)(iii).
- (b) Only a person who is an Owners' Representative is eligible for appointment to the Selection Committee under rule 10.1(a).
- (c) The current chair of directors must not be present at or take part in any consultations, discussion or decision by the Selection Committee in relation to the appointment of any person to the role of chair of directors, unless the chair of directors is not seeking re-appointment and the other members of the Selection Committee all agree that the chair of directors may be present and take part.

- (d) ³A Selection Committee member may not appoint an acting or alternate member and may not give a proxy to another member of the Selection Committee.
- (e) ⁴The Selection Committee members may elect by Ordinary Majority one of the Selection Committee members to act as the Chair of the Selection Committee.
- (f) ⁵If the Chair of the Selection Committee is absent from a meeting, the Selection Committee members present may elect another Selection Committee member who is present and willing to act to chair the meeting.
- (g) [Subject to rule 10.1\(h\), any change or amendment to rule 10.1\(a\)\(v\) or to this rule 10.1\(g\) requires a Government Member Resolution in accordance with Schedule 6.-](#)
- (f)(h) [If the Crown does not meet its share subscription obligations in accordance with clause 2.2 of the Share Subscription and Implementation Agreement then, for so long as the Crown fails to meet those obligations, the Crown's Owner's Representative will cease to be a member of the Selection Committee and rule 10.1\(a\)\(v\) will cease to apply.](#)

10.2 Term

- (a) Members of the Selection Committee must not be appointed for a term exceeding 3 years.
- (b) The number of times a person may be appointed to the Selection Committee is not limited.
- (c) ⁶A person may not serve as the chair of the Selection Committee for a period exceeding 3 years unless re-elected by an Ordinary Majority of the Selection Committee members.
- (d) ⁷The numbers of times a person can be appointed as chair of the Selection Committee is not limited.

10.3 Function of Selection Committee

- (a) The Selection Committee must agree and present to the Owners' Representatives a charter of operations and procedures to govern the Selection Committee's objects and functions.
- (b) If there is a vacancy or expected vacancy in the position of chair of directors or other director, the Selection Committee is to cause an appropriate recruitment process to be undertaken to fill that vacancy, including if necessary and without limitation, by the use of a professional recruitment consultant to source candidates.
- (c) Any person, including directors of the Corporation, may nominate for consideration by the Selection Committee any one or more persons as candidates for appointment as chair of directors or other director of the Corporation.
- (d) The Selection Committee, after making due enquiry, is by Ordinary Majority to appoint a person who, in the opinion of the Selection Committee, has the experience and skills necessary to assist the Corporation to achieve its principal objectives, to the vacant position of chair of directors or other director of the Corporation.
- (e) The Selection Committee must consult with the Owners' Representatives on:
 - (i) a framework for the remuneration of directors, which must be approved by the Owners' Representatives by Ordinary Majority; and

³ Clause 10.1(d) amendment adopted 13 May 2014

⁴ Clause 10.1 (e) amendment adopted 28 July 2015

⁵ Clause 10.1(f) amendment adopted 28 July 2015

⁶ Clause 10.2(c) amendment adopted 28 July 2015

⁷ Clause 10.2(d) amendment adopted 28 July 2015

- (ii) apply the framework for remuneration to determine the remuneration of each director in accordance with rule 11.5.
- (f) When making appointments to the board, the Selection Committee must consider the need for both renewal and continuity of the members of the board as a whole.
- (g) The board must conduct an annual performance review of the board and provide a report to the Selection Committee.
- (h) The Selection Committee must report to the Owners' Representatives in accordance with its charter when requested with regard to board performance, board appointments and composition required to ensure an appropriate balance of board continuity and renewal.

10.4 Proceedings of Selection Committee

- (a) The Selection Committee must regulate its proceedings, including the calling of, and the conduct of business at its meetings, in accordance with its charter, this constitution and otherwise as it considers appropriate.
- (b) The Selection Committee may permit its members to participate in a particular meeting or all meetings by telephone, video conference or any other means of communication that gives members a reasonable opportunity to participate and a member who participates in a meeting as permitted under this rule is taken to be present at the meeting.
- (c) If the number of members of the Selection Committee that constitutes an Ordinary Majority signs a document containing a statement that they are in favour of a resolution or proposal set out in the document, a resolution or proposal in those terms is taken to have been passed or agreed to at a meeting of the Selection Committee on the day on which the document is signed or, if the members of the Selection Committee do not sign it on the same day, on the day on which the last of the members of the Selection Committee signs the document.
- (d) For the purposes of rule 10.4(c), 2 or more separate documents containing a statement in identical terms, each of which is signed by one or more members of the Selection Committee, is taken to constitute 1 document.

10.5 Remuneration of Selection Committee

The members of the Selection Committee (other than the chair of directors) are to be paid such fees and allowances as the Owners' Representatives collectively determine from time to time, which will be payable by the Corporation.

10.6 Removal of Selection Committee member

The Owners' Representatives for a Region may, by Special Majority, remove any person (other than the chair of directors) from their position on the Selection Committee for that Region.

11 Directors

11.1 Board

- (a) The business of the Corporation is to be managed by the directors, who may exercise all such powers of the Corporation as are not, by the Corporations Act, the *Water and Sewerage Corporation Act 2012* (Tas) or by this Constitution, required to be exercised by the Corporation in general meeting.
- (b) The number of directors is to be not more than 7 directors, comprising:

- (i) the chair of directors; and
 - (ii) a maximum of 6 other directors,
- appointed in accordance with the *Water and Sewerage Corporation Act 2012* (Tas), the Corporations Act and this constitution.
- (c) If at any time a vacancy occurs on the board, the Selection Committee must, as soon as practicable, do all things necessary to appoint a person to fill that vacancy in accordance with the procedures in this constitution.

11.2 Director Independence

- (a) None of the following persons may be appointed a director of the Corporation or any subsidiary of the Corporation:
 - (i) any person who has served as an elected government official at any time within the 3 years preceding the intended date of appointment; or
 - (ii) any person who currently holds office as an elected government official or who is currently an employee of any Council or the Crown.

(b) Rule 11.2(a)(ii) shall not operate to exclude any person who:

- (i) holds a position as a director of a State-Owned Business or
 - (ii) is engaged as an independent contractor to provide services to a board of directors of a State-Owned Business or to a Council
- from being eligible to be appointed a director of the Corporation, or from continuing to act as a director of the Corporation.

11.3 Appointment, reappointment and removal of directors

- (a) The directors of the Corporation must be appointed and removed in accordance with the applicable requirements of the *Water and Sewerage Corporation Act 2012* (Tas), if any, and this constitution.
- (b) Each term of an appointment of a director must not exceed three years.
- (c) A person's appointment to the role of director must be reviewed by the Selection Committee in accordance with rule 10.3 of this constitution prior to the expiration of the term of his or her appointment. That person may be re-appointed as a director for further terms not exceeding three years each.
- (d) A director can be appointed by consecutive terms for a maximum period of 10 continuous years from the date of first appointment. The 10 year period may only be extended by a Special Majority of the Selection Committee. This rule 11.3(d) does not prevent the appointment of a director who has previously served for a period up to 10 continuous years, if that person has not been a director for a period of at least 3 years.
- (e) The Owners' Representatives may by Special Majority remove a person from the role of chair of directors or any other director of the Corporation.

11.4 Vacation of office

In addition to the circumstances in which the office of a director becomes vacant by virtue of the law, the office of a director becomes vacant:

- (a) in the circumstances prescribed by the *Water and Sewerage Corporation Act 2012* (Tas);
- (b) if the director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health; or
- (c) if the director resigns by notice in writing to the Corporation;
- (d) if the director is absent, without the consent of the other directors, from meetings of the directors held during a period of three (3) months; or
- (e) if the director is directly or indirectly interested in any contract or proposed contract with the Corporation (other than in his or her capacity as a director or employee of the Corporation) and fails to declare the nature of that interest as required by the Corporations Act.

11.5 Remuneration of directors

- (a) Each director is entitled to the remuneration out of the funds of the Corporation as advised by the Selection Committee in accordance with this rule 11.5.
- (b) The Corporation must request that the Selection Committee:
 - (i) determines the amount of remuneration of each director in accordance with the framework for remuneration approved by the Owners' Representatives under this constitution, in terms of:
 - (A) a stated fee; or
 - (B) a fixed sum for attendance at each meeting of directors
 or a combination of both;
 - (ii) reviews the amount of remuneration of each director annually; and
 - (iii) gives the directors and the Owners' Representatives written notice of the amount it determines in accordance with this constitution for each director on an annual basis.
- (c) In addition to remuneration under rule 11.5(a), the directors are entitled to be paid all travelling and other expenses properly incurred by them when engaged on the business of the Corporation, including in attending and returning from:
 - (i) general meetings of the Corporation;
 - (ii) meetings of the directors; or
 - (iii) meetings of committees of the directors.
- (d) If a director renders or is called on to perform extra services or to make any special exertions in connection with the affairs of the Corporation, the Selection Committee may arrange for a special remuneration to be paid to that director, either in addition to or in substitution for that director's remuneration under rule 11.5(a).
- (e) Nothing in this rule 11.5 restricts the remuneration to which a director may be entitled as an officer of the Corporation or of a related body corporate in a capacity other than director, which may be either in addition to or in substitution for that director's remuneration under this rule 11.5.

11.6 Director need not be a member

- (a) A director is not required to hold any shares in the Corporation to qualify for appointment.
- (b) A director is entitled to attend and speak at a general meeting even if he or she is not a

member of the Corporation.

11.7 Interested directors

- (a) A director may:
 - (i) hold any other office or place of profit, other than auditor, in the Corporation or a related body corporate in conjunction with his or her directorship; and
 - (ii) be appointed to that office or place of profit on the terms as to remuneration, tenure of office and otherwise as the directors think fit.
- (b) A director of the Corporation may be a director or other officer of:
 - (i) a related body corporate;
 - (ii) a body corporate promoted by the Corporation;
 - (iii) a body corporate in which the Corporation is interested, as shareholder or otherwise; or
 - (iv) a body corporate as required by law because of that director's position as a director of the Corporation,

or be otherwise interested in any of those bodies corporate. A director is not accountable to the Corporation for any remuneration or other benefits received by the director as a director or officer of that body corporate or from having an interest in that body corporate.
- (c) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the Corporation as the directors think fit. This includes voting in favour of any resolution appointing an officer of that body corporate (excluding a director or a chairperson), or voting for the payment of remuneration to the directors or other officers of that body corporate. A director may, if permitted by law, vote in favour of the exercise of those voting rights even if he or she is, or may be about to be appointed, a director or other officer of that other body corporate.
- (d) A director is not disqualified merely because of being a director from contracting with the Corporation in any respect including, without limitation:
 - (i) selling any property to, or purchasing any property from, the Corporation; or
 - (ii) being employed by the Corporation or acting in any professional capacity, other than auditor, on behalf of the Corporation.
- (e) No contract made by a director with the Corporation and no contract or arrangement entered into by or on behalf of the Corporation in which any director may be in any way interested is avoided or rendered voidable merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
- (f) No director contracting with the Corporation or being interested in any arrangement involving the Corporation is liable to account to the Corporation for any profit realised by or under a contract or arrangement of that kind merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
- (g) Subject to rule 11.7(h), a director who has a material personal interest in a contract or arrangement or proposed contract or arrangement, or other matter being considered at a directors meeting cannot:
 - (i) be present while the matter is being considered at the meeting; or

- (ii) vote on the matter.
- (h) Rule 11.7(g) does not apply if the director is permitted to be present or vote on a matter under the Corporations Act, in which case that director can:
 - (i) be counted in determining whether or not a quorum is present at any meeting of directors considering that contract or arrangement or proposed contract or arrangement;
 - (ii) vote in respect of the contract or arrangement or proposed contract or arrangement or any matter arising out of those things; and
 - (iii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement.
- (i) The directors may make regulations requiring the disclosure of interests that a director, and any person deemed by the directors to be related to or associated with the director, may have in any matter concerning the Corporation or a related body corporate. Any regulations made under this rule bind all directors and apply in addition to any obligations imposed on the directors by the Corporations Act to disclose interests to the Corporation.
- (j) If the Corporation is a wholly-owned subsidiary of a body corporate, a director may act in the best interests of the holding Corporation.

11.8 Powers and duties of directors

- (a) Subject to the provisions of the *Water and Sewerage Corporation Act 2012* (Tas) and this constitution, the directors:
 - (i) are responsible for managing the business of the Corporation having regard to the Shareholders' Letter of Expectations; and
 - (ii) may exercise to the exclusion of the Corporation in general meeting all the powers of the Corporation which are not required, by the Corporations Act or this constitution, to be exercised by the Corporation in general meeting.
- (b) Subject to rule 20.4 and without limiting rule 11.8(a), the directors may exercise all the powers of the Corporation to borrow or otherwise raise money, to charge any property or business of the Corporation or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Corporation or of any other person.
- (c) The directors may determine how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments or other documents must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the Corporation.
- (d) The directors may:
 - (i) appoint or employ any person to be an officer, agent or attorney of the Corporation for the purposes, for the period and on the conditions as they think fit;
 - (ii) resolve to delegate any of their powers to an officer, agent or attorney and the officer, agent or attorney must exercise the powers delegated in accordance with any directions of the directors;
 - (iii) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and

- (iv) subject to any contract between the Corporation and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney of the Corporation at any time, with or without cause.
- (e) A power of attorney may contain provisions for the protection and convenience of the attorney or persons dealing with the attorney as the directors think fit.

11.9 Proceedings of directors

- (a) The directors may hold meetings for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) Subject to the Corporations Act, the contemporaneous linking together by a form of technology of a number of the directors sufficient to constitute a quorum, constitutes a meeting of the directors and all the provisions in this constitution relating to meetings of the directors apply, so far as they can and with such changes as are necessary, to meetings of the directors held using a form of technology.

11.10 Convening meetings of directors

- (a) Any three directors may, whenever they think fit, request the chair of directors to convene a meeting of the directors.
- (b) A secretary must, on the requisition of any three directors, convene a meeting of the directors.
- (c) The chair of directors may, whenever he or she thinks fit, convene a meeting of the directors.

11.11 Notice of meetings of directors

- (a) Subject to this constitution, reasonable notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, other than a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
 - (i) must specify the time and place of, or form of technology for, the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting; and
 - (iii) may be given in person or by post, or, subject to the Corporations Act, by a form of technology.
- (c) A director may waive notice of a meeting of directors by notifying the Corporation to that effect in person or by post, or by a form of technology.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the director:
 - (A) waives notice of that meeting under rule 11.11(c); or
 - (B) notifies the Corporation of his or her agreement to that act, matter, thing or resolution personally or by post, or by a form of technology; or
 - (iii) the director attended the meeting.

- (e) Attendance by a person at a meeting of directors waives any objection that person may have to a failure to give notice of the meeting.

11.12 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless there is a quorum of directors at the time the business is dealt with.
- (b) A quorum consists of 4 directors, one of whom must be the chair of directors or if the chair of directors is unavailable the deputy chair.

11.13 Chair of directors

- (a) The chair of directors is appointed for a term not exceeding 3 years.
- (b) The chair of directors may be reappointed in accordance with this constitution on expiry of his or her term of office.
- (c) The chair of directors may only be removed in accordance with the Corporations Act and this constitution.
- (d) The directors may appoint one of the directors as a deputy chair of directors.
- (e) The office of chair of directors will not be treated as an extra service or special exertion performed by the director holding that office.
- (f) The chair of directors must preside as chair at each meeting of directors, if present at the time appointed for the holding of the meeting.
- (g) The directors present at a meeting of directors may elect a person present to chair the meeting if:
 - (i) there is a vacancy in the role of chair of directors; or
 - (ii) the chair of directors is not present within 30 minutes of the time appointed for the meeting.

11.14 Decisions of directors

- (a) A meeting of directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under this constitution and in accordance with the *Water and Sewerage Corporation Act 2012* (Tas).
- (b) Questions arising at a meeting of directors are to be decided by a majority of votes cast by the directors present and a decision of that kind is for all purposes a determination of the directors.
- (c) In the case of an equality of votes on a proposed resolution:
 - (i) the chair of the meeting does not have a second or casting vote; and
 - (ii) the proposed resolution is to be taken as having been lost.

11.15 Resolutions without meetings

- (a) The directors may pass a resolution without a directors' meeting being held if all the directors, other than a director on a leave of absence approved by the other directors, entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used if the wording of the resolution and statement is

identical in each copy.

- (c) The resolution is passed when the last director assents.
- (d) A director may signify assent to a document by signing the document or by notifying the Corporation of the director's assent in person or by post, fax, electronic, telephone or other method of written, audio or audio visual communication.
- (e) Where a director signifies assent to a document otherwise than by signing the document, the director must by way of confirmation sign the document at the next meeting of the directors attended by that director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
- (f) Where a document is assented to in accordance with this rule 11.15, the document is to be taken as a minute of the passing of the resolution.

11.16 Committees of directors

- (a) The directors may resolve to delegate any of their powers to a committee or committees consisting of such number of directors as they think fit.
- (b) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) The provisions of this constitution applying to meetings and resolutions of directors apply, so far as they can and with the changes as are necessary, to meetings and resolutions of a committee of directors.

11.17 Delegation to individual directors

- (a) The directors may resolve to delegate any of their powers to one director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.

11.18 Validity of acts

An act done by a person acting as a director or by a meeting of directors or a committee of directors attended by a person acting as a director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the directors or committee, as the case may be, when the act was done.

11.19 Limitation on sale or disposal of main undertaking

- (a) The directors must ensure that the Corporation does not dispose of the main undertakings of the Corporation, or permit the disposal of the main undertakings of any of the Corporation's subsidiaries.
- (b) The main undertakings of the Corporation are as specified in the most recent corporate plan of the Corporation.

12 Board Reporting -and Communication

12.1 Annual report

- (a) The directors must in each calendar year and no later than 3 months after the end of the financial year to which the annual report relates, provide the members:
 - (i) with an annual report for the Corporation and each of its subsidiaries; and
 - (ii) any other information requested in writing by the members.
- (b) Subject to the *Water and Sewerage Corporation Act 2012* (Tas), on the written request of a member, the Corporation must include in the financial statements any financial information that the members consider appropriate, unless that information is not accurate, or commercial in confidence.
- (c) The Corporation must publish the annual report on the Corporation's website no later than ~~4~~ 5 months after the end of the financial year to which the annual report relates, or as soon as possible after the Annual General Meeting at which the report is adopted, whichever occurs first.

12.2 Other information

- (a) Subject to the *Water and Sewerage Corporation Act 2012* (Tas), on the written request of a member, the Corporation must provide to the members:
 - (i) the business and strategic plans of the Corporation and any subsidiary, as specified in the request;
 - (ii) the financial information specified in the request;
 - (iii) a report on the matters specified in the request; and
 - (iv) any other information relevant to any such plan, financial information or report;unless the information is commercial in confidence.
- (b) If the directors form the opinion that a matter has arisen that may:
 - (i) prevent, or significantly affect, achievement of the objectives of the Corporation or any of its subsidiaries; or
 - (ii) significantly affect the strategies and policies that the Corporation or its subsidiaries are following to achieve those objectives; or
 - (iii) prevent, or significantly affect, achievement of a financial target,the directors will promptly notify the members of their opinion and the reasons for the opinion.

12.3 Commercial in confidence dispute resolution

- (a) If the directors determine certain information requested by a member to be commercial in confidence in accordance with rule 12.1(b) or rule 12.2(a), the Corporation must give the member that made the request notice of that determination.
- (b) Within 7 days of the giving of notice under rule 12.3(a), the member may notify the Corporation that it disputes the determination and provide details specifying the nature of the dispute.
- (c) Within 14 days of the delivery of a dispute notice under rule 12.3(b), the Corporation and the member must meet and use their best endeavours to resolve the dispute to the mutual

satisfaction of both parties as soon as possible.

- (d) If the Corporation and the member are not able to reach a resolution of the dispute within a reasonable period of time (in any event being no more than 14 days after the date of receipt of the notice of the dispute under rule 12.3(b)), then the dispute must be submitted for arbitration to an independent arbiter appointed by the President of the Law Society of Tasmania.
- (e) This rule 12.3 does not apply, or ceases to apply, if compliance with it would be likely to cause the Corporation to breach a law or any other requirement with respect to the Corporation's financial statements or any other information subject to the dispute.

13 Executive -officers

~~13.1 Chief Executive Officer~~ Chief executive officer

- (a) The ~~Chief Executive Officer~~ chief executive officer of the Corporation is to be appointed by the directors and may be removed by the directors.
- (b) Subject to rule 13.1(d) and 13.1(e), in exercising their functions under rule 13.1(a), the directors shall consult with the Chief Owners' Representative and the Crown's Owner's Representative.
- ~~(c)~~ Subject to rule 13.1(d), any change or amendment to this rule 13.1(b) or this rule 13.1(c) requires a Government Member Resolution in accordance with Schedule 6.
- (d) If the Crown does not meet its share subscription obligations in accordance with clause 2.2 of the Share Subscription and Implementation Agreement then, for so long as the Crown fails to meet those obligations, the rights contained in rule 13.1(b) and rule 13.1(c) shall not apply.
- (e) Where the rights set out in rule 13.1(b) and 13.1(c) do not apply, the directors shall consult with the with the Chief Owner's Representative only in exercising their functions under rule 13.1(a).

13.2 Secretaries

- (a) The directors may appoint a secretary or more than one secretary.
- (b) The directors may appoint one or more assistant secretaries.
- (c) Any director may also be the secretary or a secretary of the Corporation.

13.3 Provisions applicable to all executive officers

- (a) A reference in this rule 13.3 to an executive officer is a reference to a Chief Executive Officer chief executive officer, secretary or assistant secretary appointed under this rule 13.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions the directors think fit.
- (c) Subject to any contract between the Corporation and the relevant executive officer, an executive officer of the Corporation may be removed or dismissed by the directors at any time, with or without cause. Such removal or dismissal does not remove that person from office as a director.
- (d) The directors may:
 - (i) confer on an executive officer the powers, discretions and duties as they think fit, and may resolve to delegate any powers, discretions and duties vested in or exercisable by

- the directors;
 - (ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (iii) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.
- (e) An executive officer is not required to hold any shares to qualify for appointment.
- (f) An act done by a person acting as an executive officer is not invalidated by reason only of:
- (i) a defect in the person's appointment as an executive officer; or
 - (ii) the person being disqualified to be an executive officer,
- if that circumstance was not known by the person when the act was done.

14 Seals

14.1 Adoption of common seal

- (a) The directors may determine that the Corporation has a common seal or that the Corporation no longer has a common seal, and may revoke a determination made under this rule 14.1(a).
- (b) Rules 14.2, 14.3, 14.4, 14.5 and 14.6 only apply if the Corporation has a common seal.

14.2 Safe custody of Seal

The directors must provide for the safe custody of the Seal.

14.3 Use of Seal

- (a) The Seal must be used only by the authority of the directors or a committee of the directors authorised by the directors to authorise the use of the Seal.
- (b) The authority to use the Seal may be given before or after the Seal is used.
- (c) Subject to rule 14.6, until the directors otherwise determine, the fixing of the Seal to a document must be witnessed by a director and by another director, a secretary or another person appointed by the directors to witness that document or a class of documents in which that document is included.

14.4 Duplicate seal

- (a) The Corporation may have for use in place of its common seal outside the state or territory where its common seal is kept one or more duplicate seals, each of which must be a facsimile of the common seal of the Corporation with the addition on its face of the words "duplicate seal" and the name of the place where it is to be used.
- (b) A document sealed with a duplicate seal is to be taken as having been sealed with the common seal of the Corporation.

14.5 Share seal or certificate seal

- (a) The Corporation may have for use on certificates for securities of the Corporation in place of its common seal one or more duplicate seals, each of which must be a facsimile of the common seal of the Corporation with the addition on its face of the words "share seal" or "certificate seal".

- (b) A certificate for securities of the Corporation sealed with a share seal or certificate seal is to be taken as having been sealed with the common seal of the Corporation.

14.6 Sealing and signing of certificates

The directors may determine either generally or in a particular case that the seal and the signature of any director, secretary or other person is to be printed on or fixed to any certificates for securities in the Corporation by some mechanical or other means.

15 Distribution –of profits

15.1 Dividends

- (a) The directors must determine a ~~distribution dividend~~ policy in conjunction with the Owners' Representatives and in accordance with the *Water and Sewerage Corporation Act 2012* (Tas). ~~The distribution policy must incorporate a dividend policy.~~
- (b) The ~~distribution dividend~~ policy (~~which incorporates the dividend policy~~) must, subject to complying with that Act and the law generally, allow for payment of quarterly interim dividends during the financial year in which the profits are made.
- (c) The directors may, from time to time and in a manner consistent with the ~~distribution dividend~~ policy, determine the aggregate amount of dividends to be distributed to members in accordance with the equity proportions for each member set out in Schedule 3 of this constitution, ~~except if rule 15.4 applies, then the aggregate amount of dividends is to be distributed to members in accordance with rule 15.4 (Distribution Prior to 13 November 2013).~~
- (d) Interest is not payable by the Corporation in respect of any dividend.
- (e) A dividend in respect of a share must be paid to the person who is registered as the holder of the share:
 - (i) where the directors have fixed a record date in respect of the dividend, on that date; or
 - (ii) where the directors have not fixed a record date in respect of that dividend, on the date the dividend is paid.
- (f) The directors may deduct from any dividend payable to a member all sums of money presently payable by the member to the Corporation and apply the amount deducted in or towards satisfaction of the money owing.
- (g) Where a person is entitled to a share as a result of a Transmission Event, the directors may, but are not obliged to, retain any dividends payable on that share until that person becomes registered as the holder of the share or transfers it.
- (h) Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque and sent by post:
 - (i) to the address of the holder as shown in the register of members; or
 - (ii) to such other address as the holder in writing directs.

This rule 15.1(h) does not limit the method of payment the directors may adopt.

- (i) A cheque sent under rule 15.1(h) may be made payable to bearer or to the order of the member to whom it is sent or any other person the member directs and is sent at the member's risk.

~~15.2 Guarantee fees~~

- ~~(a) The Corporation must pay guarantee fees in accordance with the *Water and Sewerage Corporation Act 2012* and this constitution.~~
- ~~(b) The aggregate guarantee fee is to be paid to members in amounts calculated in accordance with the equity proportions for each member for distribution entitlements set out in Schedule 3 of this constitution, except if rule 15.4 applies, then the aggregate amount of guarantee fee is to be distributed to members in accordance with rule 15.4 (Distribution Prior to 13 November 2013).~~
- ~~(c) Any guarantee fee may be paid by cheque and sent by post:~~
- ~~(i) to the address of the member as shown in the register of members; or~~
 - ~~(ii) to such other address as the member in writing directs.~~
- ~~This rule 15.2(c) does not adversely affect any other method of payment the directors may adopt.~~
- ~~(d) A cheque sent under rule 15.2(c) may be made payable to bearer or to the order of the member to whom it is sent or any other person the member directs and is sent at the member's risk.~~

~~15.3 Tax equivalents~~

- ~~(a) The Corporation must pay an income tax equivalent in respect of each financial year in accordance with the *Water and Sewerage Corporation Act 2012* and this constitution.~~
- ~~(b) The aggregate income tax equivalent is to be paid to members in amounts calculated in accordance with the equity proportions for each member for distribution entitlements set out in Schedule 3 of this constitution, except if rule 15.4 applies, then the aggregate amount of~~
- ~~(c) income tax equivalent is to be distributed to members in accordance with rule 15.4 (Distribution Prior to 13 November 2013).~~
- ~~(d) Any tax equivalent may be paid by cheque and sent by post:~~
- ~~(i) to the address of the member as shown in the register of members; or~~
 - ~~(ii) to such other address as the member in writing directs.~~
- ~~This rule 15.3(c) does not adversely affect any other method of payment the directors may adopt.~~
- ~~(e) A cheque sent under rule 15.3(c) may be made payable to bearer or to the order of the member to whom it is sent or any other person the member directs and is sent at the member's risk.~~

~~15.4 Distribution Prior to 13 November 2013~~

~~For distributions made prior to 13 November 2013, the allocation of aggregate distributions made under rule 165.1 (Dividends), rule 165.2 (Guarantee Fees) and rule 165.3 (Tax Equivalents), without limiting those rules, must be in accordance with this rule 165.4:~~

- ~~(a) priority distributions are to be made to members:~~
- ~~(i) when the total of the Current Distribution and Past Distributions payable to all members in the year is less than the sum of all members' Pro-Rata Maximum Priority Distribution, in the amount of that member's Relative Priority Share of the Current Distribution; or~~

- ~~(ii) — when the total of the Current Distribution and Past Distributions payable to all members in the year is greater than or equal to the sum of all members' Pro-Rata Maximum Priority Distribution, in the amount of that member's total Pro-Rata Maximum Priority Distribution less the sum of all Past Priority Distributions received by that member in the relevant year;~~
- ~~(b) — any residual distributions to be made after priority distributions in rule 165.4(a), are to be made to members based on the equity proportions per member for distribution entitlements set out in Schedule 3.~~

~~15.5 Interpretation~~

- ~~(a) — In rule 615.4 (Distribution Prior to 13 November 2013):~~
 - ~~(i) — Current Distribution means the total of any distributions currently payable to the members of the Corporation;~~
 - ~~(ii) — Past Distributions means the total of all distributions previously paid to members in the year;~~
 - ~~(iii) — Past Priority Distributions means the total of all distributions previously paid to members in the year under rule 165.4(a);~~
 - ~~(iv) — Pro-Rata Maximum Priority Distribution means the values set out in column 3 of the table at Schedule 4; and~~
 - ~~(v) — Relative Priority Share means the shares set out in column 4 of the table at Schedule 4.~~

~~15.6~~15.2 Capitalisation of profits

- (a) Subject to any rights or restrictions attached to any shares or class of shares, the directors may capitalise and distribute among such of the members as would be entitled to receive dividends and in the same proportions, as each member would be entitled to receive a dividend, any amount:
 - (i) forming part of the undivided profits of the Corporation;
 - (ii) representing profits arising from an ascertained accretion to capital or from a revaluation of the assets of the Corporation;
 - (iii) arising from the realisation of any assets of the Corporation; or
 - (iv) otherwise available for distribution as a dividend (having provided for expected future capital requirements and operational expenditure).
- (b) The directors may resolve that all or any part of the capitalised amount is to be applied:
 - (i) in paying up in full any unissued shares in the Corporation;
 - (ii) in paying up any amounts unpaid on shares held by the members;
 - (iii) partly as specified in rule 15.62(b)(i) and partly as specified in rule 15.62(b)(ii); or
 - (iv) in any other way permitted by the Corporations Act,

and that application must be accepted by the members entitled to share in the distribution in full satisfaction of their interests in the capitalised amount.
- (c) Rules 15.1(e) and 15.1(g) apply, so far as they can and with any necessary changes, to a capitalisation of an amount under rule 15.26 as if references in those rules to a dividend and to the date a dividend is paid were references to a capitalisation of an amount and to the

date the directors resolve to capitalise the amount under this rule 15.26 respectively.

15.715.3 Ancillary powers

- (a) Subject to any applicable requirements of the *Water and Sewerage Corporation Act 2012* (Tas), the directors may do any of the following things to give effect to a resolution for the satisfaction of a dividend in the manner set out in rule 15.1 or by the capitalisation of an amount under rule 15.2:
- (i) settle as they think expedient any difficulty that may arise in making the distribution or capitalisation and, in particular, where shares in the Corporation are or would otherwise be issuable in fractions:
 - (A) determine that fractions are to be disregarded or are to be rounded down to the nearest whole number; or
 - (B) determine that fractions are to be rounded up to the nearest whole number;
 - (ii) fix the value for distribution of any specific assets;
 - (iii) pay cash to any member or issue shares to any member in order to adjust the rights of all parties;
 - (iv) vest any specific assets, cash or shares in a trustee on such trusts for the persons entitled to the dividend or capitalised amount as may seem expedient to the directors; and
 - (v) authorise any person to make, on behalf of all the members entitled to any further shares as a result of the distribution or capitalisation, an agreement with the Corporation or another body corporate providing, as appropriate:
 - (A) for the issue to them of further shares as fully paid; or
 - (B) for the payment by the Corporation on their behalf of the amounts or any part of the amounts remaining unpaid on their existing shares by the application of their respective proportions of the sum resolved to be capitalised,and any agreement made under an authority referred to in this rule (v) is effective and binding on all members concerned.
- (b) If the Corporation distributes to a member shares in the Corporation or another body corporate or a trust, the member appoints the Corporation as his or her agent to do anything needed to give effect to that distribution, including agreeing to become a member of that other body corporate.

15.815.4 Reserves

- (a) Subject to this constitution, the directors may set aside out of the profits of the Corporation reserves or provisions for any purpose as they think fit, including for future capital requirements or operational expenditure of the Corporation.
- (b) The directors may appropriate to the profits of the Corporation an amount previously set aside as a reserve or provision.
- (c) The setting aside of an amount as a reserve or provision does not require the directors to keep the amount separate from other assets of the Corporation or prevent the amount being used in the business of the Corporation or being invested as the directors think fit.

~~15.9~~15.5 **Carry forward of profits**

Subject to this constitution, the directors may carry forward as much of the profits remaining as they consider ought not to be distributed as dividends or capitalised without transferring those profits to a reserve or provision.

16 Winding -up

16.1 Distribution of surplus

Subject to this constitution and to the rights or restrictions attached to any shares or class of shares:

- (a) if the Corporation is wound up and the property of the Corporation is more than sufficient:
 - (i) to pay all of the debts and liabilities of the Corporation; and
 - (ii) the costs, charges and expenses of the winding up,the excess must be divided among the members in accordance with the equity proportions of shares held by each member at the relevant time set out in Schedule 2 of this constitution, irrespective of the amounts paid or credited as paid on the shares; and
- (b) for the purpose of calculating the excess referred to in rule 16.1(a), any amount unpaid on a share is to be treated as property of the Corporation.

16.2 Division of property

- (a) If the Corporation is wound up, the liquidator may divide among the members the whole or any part of the property of the Corporation in accordance with the equity proportions of shares held by each member at the relevant time set out in Schedule 2 of this constitution. Nothing in this rule 16.2 adversely affects any right to exercise any statutory or other power which would have existed if this rule were omitted.
- (b) Rule ~~15.7~~15.3 applies, so far as it can and with necessary changes, to a division by a liquidator under rule 16.2(a) as if references in rule ~~15.7~~15.3 to the directors and to a distribution or capitalisation were references to the liquidator and to the division under rule 16.2(a) respectively.

17 Minutes and records

17.1 Minutes

The directors must cause minutes of:

- (a) all proceedings and resolutions of general meetings;
- (b) proceedings and resolutions of meetings of the directors and of committees of the directors;
- (c) resolutions passed by members without a meeting;
- (d) resolutions passed by a director or directors without a meeting; and
- (e) declarations made by a director of a single director Corporation,

to be recorded and entered in books kept for that purpose, within one month after the meeting is held, the resolution is passed or the declaration is made.

17.2 Signing of minutes

- (a) Minutes of a meeting must be signed by the chair of the meeting or the chair of the next

meeting within a reasonable time after the meeting.

- (b) Minutes of the passing of a resolution without a meeting or the making of a declaration must be signed by a director within a reasonable time after the resolution is passed.

17.3 Minutes as evidence

A minute that is recorded and signed in accordance with rules 17.1 and 17.2 is evidence of the proceeding or resolution to which it relates, unless the contrary is proved.

17.4 Inspection of records

- (a) Subject to the Corporations Act, the directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the Corporation or any of them will be open to the inspection of members other than directors.

(b) A member other than a director does not have the right to inspect any books, records or documents of the Corporation except as provided by law or authorised by the directors.

18 Indemnity and insurance

18.1 Persons to whom rules 18.2 and 18.4 apply

Rules 18.2 and 18.4 apply:

- (a) to each person who is or has been a director or executive officer (within the meaning of rule 13.3(a)) of the Corporation;
- (b) to such other officers or former officers of the Corporation or of its related bodies corporate as the directors in each case determine; and
- (c) if the directors so determine, to any auditor or former auditor of the Corporation or of its related bodies corporate.

18.2 Indemnity

The Corporation must indemnify to the extent permitted by law, each person to whom this rule 18.2 applies for all losses or liabilities incurred by the person as an officer or, if the directors so determine, an auditor of the Corporation or of a related body corporate including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis.

18.3 Extent of Indemnity

The indemnity in rule 18.2:

- (a) is a continuing obligation and is enforceable by a person to whom rule 18.2 applies even though that person may have ceased to be an officer or auditor of the Corporation or of a related body corporate;
- (b) applies to losses and liabilities incurred both before and after the date of adoption of that rule; and
- (c) operates only to the extent that the loss or liability is not covered by insurance.

18.4 Insurance

The Corporation may, to the extent permitted by law:

- (a) purchase and maintain insurance; or

- (b) pay or agree to pay a premium for insurance,

for any person to whom this rule 18.4 applies against any liability incurred by the person as an officer or auditor of the Corporation or of a related body corporate including, but not limited to, a liability for negligence or for legal costs.

18.5 Agreement and Access to Corporation Books

The Corporation may enter into an agreement with a person referred to in rule 18.1 (Persons to whom rules 18.2 and 18.4 apply) with respect to the matters covered by this rule 18. An agreement entered into pursuant to this rule may include provisions relating to rights of access to books of the Corporation conferred by the Corporations Act or otherwise by law.

18.6 Savings

Nothing in rule 18.2 or 18.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the Corporation to indemnify or provide insurance for any person to whom those rules do not apply.

19 Notices

19.1 Notices by the Corporation to members

- (a) A notice may be given by the Corporation to a member:
 - (i) by serving it personally at, or by sending it by post in a prepaid envelope to, the member's address as shown in the register of members or such other address, or by fax or electronic mail to such fax number or electronic address, as the member has supplied to the Corporation for the giving of notices; or
 - (ii) if the member does not have a registered address and has not supplied another address to the Corporation for the giving of notices, by exhibiting it at the registered office of the Corporation.
- (b) A notice may be given by the Corporation to a person entitled to a share as a result of a Transmission Event by serving it or sending it in the manner authorised by rule 19.1(a)(i) addressed to the name or title of the person, at or to the address, fax number or electronic address supplied to the Corporation for the giving of notices to that person, or if no address, fax number or electronic address has been supplied, at or to the address, fax number or electronic address to which the notice might have been sent if the relevant Transmission Event had not occurred.
- (c) The fact that a person has supplied a fax number or electronic address for the giving of notices does not require the Corporation to give any notice to that person by fax or electronic mail.
- (d) A notice given to a member in accordance with rules 19.1(a) or (b) is, despite the occurrence of a Transmission Event and whether or not the Corporation has notice of that occurrence:
 - (i) duly given in respect of any shares registered in that person's name; and
 - (ii) sufficient service on any person entitled to the shares as a result of the Transmission Event.
- (e) A notice given to a person who is entitled to a share as a result of a Transmission Event is

sufficient service on the member in whose name the share is registered.

- (f) Any person who, because of a transfer of shares, becomes entitled to shares registered in the name of a member is bound by every notice which, before that person's name and address is entered in the register of members in respect of those shares, is given to the member in accordance with this rule 19.1.
- (g) A signature to any notice given by the Corporation to a member under this rule 19.1 may be in writing or a facsimile printed or fixed by some mechanical or other means.
- (h) A certificate signed by a director or secretary of the Corporation to the effect that a notice has been given in accordance with this constitution is conclusive evidence of that fact.

19.2 Notices by the Corporation to directors

Subject to this constitution, a notice may be given by the Corporation to any director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director's usual residential or business address, or such other address, or by fax or electronic mail to such fax number or electronic address, as the director has supplied to the Corporation for the giving of notices.

19.3 Notices by members or directors to the Corporation

Subject to this constitution, a notice may be given by a member or director to the Corporation by serving it on the Corporation at, or by sending it by post in a prepaid envelope to, the registered office of the Corporation or by fax or electronic mail to the principal fax number or electronic address at the registered office of the Corporation.

19.4 Notices to members outside Australia

A notice to be sent to a member outside Australia and its external territories must be sent by airmail or by fax or by electronic mail, or in another way that ensures it will be received quickly.

19.5 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (i) in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, the notice is to be taken to be given on the business day after it is sent.
- (c) Where a notice is sent by electronic mail, service of the notice is taken to be effected if the sender receives a confirmation of delivery and is taken to have been effected on the business day after it is sent.
- (d) Where the Corporation gives a notice under rule 19.1(a)(ii) by exhibiting it at the registered office of the Corporation, service of the notice is to be taken to be effected when the notice was first so exhibited.

19.6 Other communications and documents

Rules 19.1 to 19.5 (inclusive) apply, as far as they can and with necessary changes, to the service of any communication or document.

19.7 Notices in writing

A reference in this constitution to a notice in writing includes a notice given by fax, electronic mail or another form of written communication.

20 General

20.1 Currency

An amount payable to the holder of a share, whether by way of or on account of dividend, return of capital, participation in the property of the Corporation on a winding up or otherwise, may be paid, with the agreement of the holder or pursuant to the terms of issue of the share, in the currency of a country other than Australia and the directors may fix a date up to 30 days before the payment date as the date on which any applicable exchange rate will be determined for that purpose.

20.2 Submission to jurisdiction

Each member submits to the non-exclusive jurisdiction of the Supreme Court of Tasmania, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

20.3 Subsidiaries

- (a) The Corporation may not:
 - (i) form, or participate in the formation of, any company, trust, managed investment scheme, other body corporate, partnership or joint venture; or
 - (ii) acquire any:
 - (A) any shares or other securities in a company;
 - (B) any interest, including any units, in any trust;
 - (C) any interest in any managed investment scheme;
 - (D) any interest in any other body corporate; or
 - (E) any interest in any partnership or joint venture,without the prior approval of the members of the Corporation.
- (a) The Corporation is, to the maximum extent practicable, to ensure that every subsidiary complies with the subsidiary's constitution (if any) and with the requirements of the *Water and Sewerage Corporation Act 2012* (Tas).
- (b) The constitution of a subsidiary is to be substantially consistent with this constitution except to the extent that changes are required to permit a subsidiary to:
 - (i) be a single member company;
 - (ii) have a single director; or
 - (iii) as otherwise necessary for the efficient operation of the subsidiary.

20.4 Limit on borrowings

- (a) In respect of a financial year, the members by special resolution may determine the maximum total amount that may be borrowed by the Corporation and all its subsidiaries during that financial year.

- (b) The secretary of the Corporation must notify all the subsidiaries of the Corporation, in writing, of a maximum total amount determined under rule 20.4(a) if it has been so determined.
- (c) The Corporation must ensure that the total of all amounts borrowed by the Corporation and all its subsidiaries during a financial year does not exceed the maximum total amount determined under rule 20.4(a) in respect of that financial year.
- (d) Except where approved by a special resolution of members and by the Minister in accordance with the *Water and Sewerage Corporation Act 2012* (Tas), the Corporation must not borrow from any person other than the Tasmanian Public Finance Corporation.
- (e) The terms and conditions of any borrowing is to be in accordance with any guidelines issued by the Treasurer.
- (f) For the purpose of rule 20.4(e), borrowing means any borrowing, loan, temporary accommodation, advance or other form of raising funds in relation to which the principle is repayable.

20.5 Prohibition and enforceability

- (a) Any provision of, or the application of any provision of, this constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, this constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

SCHEDULE 1 - DICTIONARY

1 Dictionary

In this constitution:

Business Day means a day on which banks are open for business in Hobart excluding Saturdays, Sundays and public holidays in Hobart.

Chief Owners' Representative means the chief of Owners' Representatives appointed under Rule 9.2(a).

Corporation means Tasmanian Water and Sewerage Corporation Pty Ltd (ACN 162 220 653).

Corporations Act means the *Corporations Act 2001* (Cth).

Council means a council within the meaning of the *Local Government Act 1993* (Tas).

Crown means the Crown in Right of Tasmania.

Deputy Chief Representative means the deputy chief of Owners' Representatives appointed under Rule 9.2(b).

General Manager means a person appointed as, and currently holding the position of, general manager under section 61 of the *Local Government Act 1993*.

Government Member Resolution means a resolution in relation to which only the Crown's Owner's Representative is entitled to vote, and which the Crown's Owner's Representative votes in favour of.

Guarantee means a guarantee, indemnity, letter of credit, letter of comfort or other assurance or assumption of responsibility given at any time for a debt or liability of another person or the solvency or financial condition of that person.

Member means the member Councils and the Crown.

~~**Owners' Representatives** means the Owners' Representatives appointed under rule 9.~~

Northern Region has the same meaning as set out in the *Acts Interpretation Act 1931* (Tas).

North-western Region has the same meaning as set out in the *Acts Interpretation Act 1931* (Tas).

Ordinary Majority means a majority representing more than 50% of:

- (a) in relation to the members of the Corporation, all of the members;
- (b) in relation to the Owners' Representatives representing members of the Corporation from a particular Region, all the Owners' Representatives representing members of the Corporation from that Region;
- (c) in relation to the Owners' Representatives of the Corporation, all the Owners' Representatives of the Corporation; and
- (d) in relation to the Selection Committee, all the Selection Committee.

Owners' Representatives means the Owners' Representatives appointed under rule 9.

Region means the Northern Region, North-western Region or Southern Region.

Representative, in relation to a body corporate, means a representative of the body corporate appointed

under section 250D of the Corporations Act or a corresponding previous law.

Seal means any common seal, duplicate seal, share seal or certificate seal of the Corporation.

Selection Committee means the selection committee established under rule ~~10~~11.

Share Subscription and Implementation Agreement means the Share Subscription and Implementation Agreement between the Corporation and the Crown.

Southern Region has the same meaning as set out in the *Acts Interpretation Act 1931* (Tas).

Special Majority Members Resolution means a resolution of the members passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Special Majority means a majority representing at least 75% of:

- (a) in relation to the Owners' Representatives representing members of the Corporation from a particular Region, all the Owners' Representatives representing members of the Corporation from that Region;
- (b) in relation to the Owners' Representatives of the Corporation, all the Owners' Representatives of the Corporation.

State Owned Business means any body or authority, whether incorporated or not, which is established or constituted by or under the Government Business Enterprises Act 1995 (Tas) or other Tasmanian statute, being a body or authority which, or of which the governing authority, wholly or partly comprises a person or persons appointed by the Governor of Tasmania, a minister of the Crown or another government authority, but does not include a government department.

Transmission Event means in respect of a member of the Corporation which is a body corporate (including a Council or the Crown), the winding up or dissolution of the member or the succession by another body corporate to the assets and liabilities of the member.

~~**Treasurer's Instruction** means a Treasurer's instruction issued under the *Government Business Enterprises Act 1995* (Tas).~~

2 Interpretation

2.1 General

- (a) A member is to be taken to be present at a general meeting if the member is present in person or by proxy, attorney or Representative or by alternative means of simultaneous communication.
- (b) A director is to be taken to be present at a meeting of directors if the director is present in person or by alternative means of simultaneous communication.
- (c) Where a provision of this constitution establishes an office of chair, the chair may be referred to as a chairman or chairwoman, as the case requires.
- (d) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (e) In this constitution, headings and underlining are for convenience only and do not affect the interpretation of this constitution and, unless the contrary intention appears:
 - (i) words importing the singular include the plural and vice versa;
 - (ii) words importing a gender include every other gender;

- (iii) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
- (iv) a reference to a person includes that person's successors and legal personal representatives;
- (v) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
- (vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

2.2 Application of the Corporations Act

- (a) This constitution is to be interpreted subject to the Corporations Act and the *Water and Sewerage Corporation Act 2012* (Tas).
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Corporations Act, has the same meaning as in that provision.
- (c) Subject to rule 2.2(b) of this Schedule 1, unless the contrary intention appears, an expression in a rule that is defined in section 9 of the Corporations Act has the same meaning as in that section.

2.3 Exercise of powers

- (a) The Corporation may exercise in any manner permitted by the Corporations Act any power which under the Corporations Act a company limited by shares may exercise if authorised by its constitution.
- (b) Where this constitution provides that a person or body may do a particular act or thing and the word "may" is used, the act or thing may be done at the discretion of the person or body.
- (c) Where this constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (d) Where this constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (e) Where this constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (i) to appoint a person to act in the office or position until a substitute person is appointed to the office or position;
 - (ii) subject to any contract between the Corporation and the relevant person, to remove or suspend any person appointed, with or without cause; and
 - (iii) to appoint another person temporarily in the place of any person so removed or

suspended or in place of any sick or absent holder of such office or position.

- (f) Where this constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (g) Where this constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (h) Where this constitution confers power on a person or body to delegate a function or power:
 - (i) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
 - (iv) the delegation may include the power to delegate;
 - (v) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
 - (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

2.4 Replaceable rules not to apply

The replaceable rules applicable to a proprietary company contained in the Corporations Act from time to time do not apply to the Corporation.

2.5 Best Efforts

Any provision of this constitution which requires a person to use best efforts to procure that something is performed or occurs does not include any liability:

- (a) (payment): to pay any money, or to provide any financial compensation, valuable consideration or any other incentive to or for the benefit of any person; or
- (b) (legal action): to commence any legal action against any person, to procure that that thing is done or happens;

except:

- (c) (fees): for payment of any applicable fee for the lodgement or filing of any relevant application with any governmental agency; or
- (d) (contrary provision): where that provision expressly specifies otherwise.

SCHEDULE 2 – SHARE CAPITAL STRUCTURE EQUITY PROPORTIONS PER MEMBER FOR VOTING PURPOSES

| Council | Class of Share | Percentage |
|----------------------|---------------------|------------|
| Break O' Day | "A" ordinary shares | 2.10% |
| Dorset | "B" ordinary shares | 1.06% |
| Flinders | "C" ordinary shares | 0.21% |
| George Town | "D" ordinary shares | 1.23% |
| Launceston | "E" ordinary shares | 14.80% |
| Meander | "F" ordinary shares | 3.02% |
| Northern Midlands | "G" ordinary shares | 2.52% |
| West Tamar | "H" ordinary shares | 3.55% |
| Burnie | "I" ordinary shares | 4.12% |
| Central Coast | "J" ordinary shares | 4.73% |
| Circular Head | "K" ordinary shares | 1.58% |
| Devonport | "L" ordinary shares | 5.44% |
| Kentish | "M" ordinary shares | 0.43% |
| King Island | "N" ordinary shares | 0.31% |
| Latrobe | "O" ordinary shares | 1.90% |
| Waratah Wynyard | "P" ordinary shares | 2.81% |
| West Coast | "Q" ordinary shares | 1.80% |
| Brighton | "R" ordinary shares | 2.93% |
| Central Highlands | "S" ordinary shares | 0.50% |
| Clarence | "T" ordinary shares | 10.58% |
| Derwent Valley | "U" ordinary shares | 1.30% |
| Glamorgan Spring Bay | "V" ordinary shares | 1.99% |

| Council | Class of Share | Percentage |
|-------------------|----------------------|------------|
| Glenorchy | "W" ordinary shares | 10.41% |
| Hobart | "X" ordinary shares | 10.39% |
| Huon Valley | "Y" ordinary shares | 2.04% |
| Kingborough | "Z" ordinary shares | 5.91% |
| Sorell | "AA" ordinary shares | 1.56% |
| Southern Midlands | "BB" ordinary shares | 0.74% |
| Tasman | "CC" ordinary shares | 0.05% |

Table 1.

| <u>Council</u> | <u>Class of Share</u> | <u>Number of Shares</u> |
|--------------------------|----------------------------|-------------------------|
| <u>Break O'Day</u> | <u>"A" ordinary shares</u> | <u>1,889,811</u> |
| <u>Dorset</u> | <u>"B" ordinary shares</u> | <u>953,905</u> |
| <u>Flinders</u> | <u>"C" ordinary shares</u> | <u>188,981</u> |
| <u>George Town</u> | <u>"D" ordinary shares</u> | <u>1,106,889</u> |
| <u>Launceston</u> | <u>"E" ordinary shares</u> | <u>13,318,668</u> |
| <u>Meander</u> | <u>"F" ordinary shares</u> | <u>2,717,728</u> |
| <u>Northern Midlands</u> | <u>"G" ordinary shares</u> | <u>2,267,773</u> |
| <u>West Tamar</u> | <u>"H" ordinary shares</u> | <u>3,194,681</u> |
| <u>Burnie</u> | <u>"I" ordinary shares</u> | <u>3,707,629</u> |
| <u>Central Coast</u> | <u>"J" ordinary shares</u> | <u>4,256,574</u> |
| <u>Circular Head</u> | <u>"K" ordinary shares</u> | <u>1,421,858</u> |
| <u>Devonport</u> | <u>"L" ordinary shares</u> | <u>4,895,510</u> |
| <u>Kentish</u> | <u>"M" ordinary shares</u> | <u>386,961</u> |
| <u>King Island</u> | <u>"N" ordinary shares</u> | <u>278,972</u> |
| <u>Latrobe</u> | <u>"O" ordinary shares</u> | <u>1,709,829</u> |
| <u>Waratah Wynyard</u> | <u>"P" ordinary shares</u> | <u>2,528,747</u> |
| <u>West Coast</u> | <u>"Q" ordinary shares</u> | <u>1,619,838</u> |
| <u>Brighton</u> | <u>"R" ordinary shares</u> | <u>2,636,736</u> |

| | | |
|-----------------------------|-----------------------------|--------------------------|
| <u>Central Highlands</u> | <u>"S" ordinary shares</u> | <u>449,955</u> |
| <u>Clarence</u> | <u>"T" ordinary shares</u> | <u>9,521,048</u> |
| <u>Derwent Valley</u> | <u>"U" ordinary shares</u> | <u>1,169,883</u> |
| <u>Glamorgan-Spring Bay</u> | <u>"V" ordinary shares</u> | <u>1,790,821</u> |
| <u>Glenorchy</u> | <u>"W" ordinary shares</u> | <u>9,368,063</u> |
| <u>Hobart</u> | <u>"X" ordinary shares</u> | <u>9,350,065</u> |
| <u>Huon Valley</u> | <u>"Y" ordinary shares</u> | <u>1,835,816</u> |
| <u>Kingborough</u> | <u>"Z" ordinary shares</u> | <u>5,318,468</u> |
| <u>Sorell</u> | <u>"AA" ordinary shares</u> | <u>1,403,860</u> |
| <u>Southern Midlands</u> | <u>"BB" ordinary shares</u> | <u>665,933</u> |
| <u>Tasman</u> | <u>"CC" ordinary shares</u> | <u>44,996</u> |
| <u>Crown</u> | <u>"DD" ordinary shares</u> | <u>Refer to Table 2.</u> |

Table 2

Subject to the Crown meeting its obligations to subscribe for shares in accordance with the Share Subscription and Implementation Agreement, the Crown's shareholding shall progressively increase up to a maximum of 10,000,000 in 2028, on or before the Subscription Dates set out below:

| <u>Subscription Date</u> | <u>Number of Shares</u> | <u>Subscription Amount</u> |
|--------------------------|-------------------------|----------------------------|
| <u>1 January 2019</u> | <u>1,000,000</u> | <u>\$20,000,000</u> |
| <u>1 January 2020</u> | <u>1,000,000</u> | <u>\$20,000,000</u> |
| <u>1 January 2021</u> | <u>1,000,000</u> | <u>\$20,000,000</u> |
| <u>1 January 2022</u> | <u>1,000,000</u> | <u>\$20,000,000</u> |
| <u>1 January 2023</u> | <u>1,000,000</u> | <u>\$20,000,000</u> |
| <u>1 January 2024</u> | <u>1,000,000</u> | <u>\$20,000,000</u> |
| <u>1 January 2025</u> | <u>1,000,000</u> | <u>\$20,000,000</u> |
| <u>1 January 2026</u> | <u>1,000,000</u> | <u>\$20,000,000</u> |
| <u>1 January 2027</u> | <u>1,000,000</u> | <u>\$20,000,000</u> |
| <u>1 January 2028</u> | <u>1,000,000</u> | <u>\$20,000,000</u> |
| | <u>10,000,000</u> | <u>\$200,000,000</u> |

SCHEDULE 3 – EQUITY PROPORTIONS PER MEMBER FOR ~~DISTRIBUTION~~ DIVIDEND PURPOSES

| Member | Class of Share | Percentage |
|----------------------|---------------------|------------|
| Break O’Day | “A” ordinary shares | 1.94% |
| Dorset | “B” ordinary shares | 0.97% |
| Flinders | “C” ordinary shares | 0.18% |
| George Town | “D” ordinary shares | 1.13% |
| Launceston | “E” ordinary shares | 13.62% |
| Meander | “F” ordinary shares | 2.78% |
| Northern Midlands | “G” ordinary shares | 2.34% |
| West Tamar | “H” ordinary shares | 3.28% |
| Burnie | “I” ordinary shares | 4.14% |
| Central Coast | “J” ordinary shares | 4.77% |
| Circular Head | “K” ordinary shares | 1.58% |
| Devonport | “L” ordinary shares | 5.46% |
| Kentish | “M” ordinary shares | 0.44% |
| King Island | “N” ordinary shares | 0.33% |
| Latrobe | “O” ordinary shares | 1.91% |
| Waratah Wynyard | “P” ordinary shares | 2.81% |
| West Coast | “Q” ordinary shares | 1.81% |
| Brighton | “R” ordinary shares | 3.08% |
| Central Highlands | “S” ordinary shares | 0.51% |
| Clarence | “T” ordinary shares | 11.06% |
| Derwent Valley | “U” ordinary shares | 1.36% |
| Glamorgan-Spring Bay | “V” ordinary shares | 2.07% |

| Member | Class of Share | Percentage |
|-------------------|-----------------------------|--------------|
| Glenorchy | "W" ordinary shares | 10.86% |
| Hobart | "X" ordinary shares | 10.86% |
| Huon Valley | "Y" ordinary shares | 2.12% |
| Kingborough | "Z" ordinary shares | 6.16% |
| Sorell | "AA" ordinary shares | 1.62% |
| Southern Midlands | "BB" ordinary shares | 0.76% |
| Tasman | "CC" ordinary shares | 0.05% |
| <u>Crown</u> | <u>"DD" ordinary shares</u> | <u>0.00%</u> |

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SCHEDULE 4 – PRIORITY DISTRIBUTION PROPORTIONS

| Council | Class of Share | Pro-Rata Maximum Priority Distribution to 12/11/13 (135 days) | Relative Priority Share (%) |
|-------------------|---------------------|---|-----------------------------|
| Break O' Day | "A" ordinary shares | 0 | 0 |
| Dorset | "B" ordinary shares | 0 | 0 |
| Flinders | "C" ordinary shares | 8,508 | 0.09 |
| George Town | "D" ordinary shares | 34,028 | 0.38 |
| Launceston | "E" ordinary shares | 813,698 | 9.07 |
| Meander | "F" ordinary shares | 187,521 | 2.09 |
| Northern Midlands | "G" ordinary shares | 0 | 0 |
| West Tamar | "H" ordinary shares | 708,657 | 7.90 |
| Burnie | "I" ordinary shares | 150,534 | 1.68 |
| Central Coast | "J" ordinary shares | 0 | 0 |
| Circular Head | "K" ordinary shares | 382,068 | 4.26 |
| Devonport | "L" ordinary shares | 636,534 | 7.09 |
| Kentish | "M" ordinary shares | 740 | 0.01 |
| King Island | "N" ordinary shares | 30,700 | 0.34 |
| Latrobe | "O" ordinary shares | 287,013 | 3.20 |
| Waratah Wynyard | "P" ordinary shares | 18,864 | 0.21 |
| West Coast | "Q" ordinary shares | 309,205 | 3.45 |
| Brighton | "R" ordinary shares | 395,753 | 4.41 |
| Central Highlands | "S" ordinary shares | 0 | 0 |
| Clarence | "T" ordinary shares | 0 | 0 |

| Council | Class of Share | Pro-Rata Maximum-Priority Distribution to 12/11/13 (135 days) | Relative Priority Share (%) |
|--|----------------------|---|-----------------------------|
| Derwent Valley | "U" ordinary shares | 0 | 0 |
| Glamorgan Spring Bay | "V" ordinary shares | 0 | 0 |
| Glenorchy | "W" ordinary shares | 3,280,314 | 36.56 |
| Hobart | "X" ordinary shares | 775,233 | 8.64 |
| Huon Valley | "Y" ordinary shares | 322,151 | 3.59 |
| Kingborough | "Z" ordinary shares | 443,835 | 4.95 |
| Sorell | "AA" ordinary shares | 187,151 | 2.09 |
| Southern Midlands | "BB" ordinary shares | 0 | 0 |
| Tasman | "CC" ordinary shares | 0 | 0 |
| Total Pro-Rata-Maximum Priority Distribution | | 8,972,507 | |

SCHEDULE ~~45~~ – SPECIAL MAJORITY MEMBERS RESOLUTION

The matters requiring a Special Majority Members Resolution are:

- (a) (strategic direction) any substantial alteration in the strategic direction of the business or the entry into any new business by the Corporation;
- (b) (sale) any sale, purchase or reconstruction, including by way of any buy-back of shares or capital reduction, by the Corporation which would result in a change in the level of the Corporation's ownership of any equity or shares or any trading business, including the Business;
- (c) (new issues) the issue and terms of issue of any Shares;
- (d) (consultancy fees) any proposal for or any changes to the consultancy fees payable to or other non-Board remuneration arrangements with the chairman;
- (e) (asset disposals) any sale, lease, exchange or other disposition of:
 - (i) all or a material part of the assets of the Corporation unless specified in the budget; or
 - (ii) all or a substantial part of the business.

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SCHEDULE ~~56~~ - 75% BY MEMBER, 75% BY EQUITY RESOLUTION

Subject to the matters which require a Government Member Resolution in accordance with Schedule 6, the matters requiring a resolution of the members passed by:

(a) at least 75% ~~by number~~ of the members of the Corporation entitled to vote; and

(b) any combination of members that hold at least 75% of ~~votes cast by members of the Corporation entitled to vote on the resolution~~the equity voting proportions specified in Schedule 2

are:

(~~ca~~) any resolution to amend Schedule 2 or Schedule 3 of this constitution; and

(~~cb~~) any resolution as a result of the winding up, liquidation or dissolution of any member of the Corporation.

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SCHEDULE 6 – GOVERNMENT MEMBER RESOLUTIONS

The matters requiring a Government Member Resolution are:

- (a) any amendment or revocation and substitution of the Shareholders' Letter of Expectations which involves a change to the process for adoption and amendment of the Corporation's corporate plan (including any mechanism for resolving any dispute regarding the adoption of amendments to the corporate plan);
- (b) any amendments to:
 - (i) the role of the Crown's Owner's Representative in the process to approve, or request amendments to, the corporate plan; or
 - (ii) the Crown's Owner's Representative's role in the mechanism to avoid deadlock in the event that there is any dispute over adopting any amendments to the corporate plan;
- (c) any amendments to the role of the Crown's Owner's Representative on the Selection Committee;
- (d) any amendments to the right of the Crown's Owner's Representative to be consulted in relation to the appointment of the Chief Executive Officer; and
- (e) any amendments to rule 6.8(d) or to this Schedule 6.

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Appendix 2: Proposed Shareholders' Letter of Expectations

Water and Sewerage Corporation Act 2012

**SHAREHOLDERS' LETTER
OF EXPECTATIONS**

**Tasmanian Water and Sewerage Corporation Pty Ltd
ACN 162 220 653**

Adopted by general meeting 16 May 2013
Amended by general meeting 28 July 2015
Amended by general meeting 27 September 2018

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| PART 1 - PRELIMINARY | |
| 1. Commencement and Term | |
| 1.1 | This Letter of Expectations is issued by the Shareholders of the Tasmanian Water and Sewerage Corporation Pty Ltd under Section 12 of the <i>Water and Sewerage Corporation Act 2012</i> . This Letter of Expectations commenced on 1 July 2013 and operates until it is replaced in accordance with the procedures outlined in this document and the Corporation's Constitution. |
| 2. Purpose | |
| 2.1 | The purpose of this Letter of Expectations is to communicate and give guidance in relation to the Shareholders' high-level performance expectations and strategic priorities to the Board of the Corporation. |
| 3. Interpretation | |
| 3.1 | The definitions of the terms are contained in Schedule A to this Letter of Expectations. |
| 3.2 | <p>The following rules also apply in interpreting this Letter of Expectations, except where the context makes it clear that a rule is not intended to apply.</p> <p>Terms defined in the <i>Water and Sewerage Corporations Act 2012</i> and <i>Water and Sewerage Industry Act 2008</i> (as amended from time to time) have the same meaning in this Letter of Expectations.</p> <p>Whenever this Letter of Expectations requires the Corporation to make something "available to the public", the Corporation shall:</p> <ul style="list-style-type: none"> • publish the matter on the Corporation's website; and • make a copy of the document available for inspection at each of the Corporation's offices; and • provide a copy on request for a charge that covers the fair and reasonable costs of making the copy available. <p>Whenever this Letter of Expectations requires the Corporation to "develop" something, the Corporation shall be taken to have complied with that obligation if it has already developed the item before this Letter of Expectations commenced.</p> <p>Where this document sets out expectations in relation to the provision of information, the Corporation shall forward such information to the Owners' Representatives, the Mayors (where the Owners' Representatives are not also the Mayors) and the General Managers (unless otherwise specified in this document). These expectations also apply to all subsidiaries of the Corporation.</p> |
| PART 2 - GENERAL | |
| 4. Guiding Principles | |
| 4.1. | <p>The Corporation shall operate in a manner consistent with the principal objectives under the <i>Water and Sewerage Corporations Act 2012</i>:</p> <ul style="list-style-type: none"> (a) to efficiently provide water and sewerage functions in Tasmania; (b) to encourage water conservation, the demand management of water and the reuse of water on an economic and commercial basis; (c) to be a successful business, and to this end – <ul style="list-style-type: none"> (i) to operate its activities in accordance with good commercial practice; (ii) to deliver sustainable returns to its <u>Owner Council</u> members; and (iii) to deliver water and sewerage services to customers in the most cost efficient manner. |

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| 4.2. | In addition to these principal objectives, the Shareholders expect that the Corporation will uphold the original principles of 2008 structural reform by maintaining a capability and governance structure to manage the water resource, water supply and sewerage services in a sustainable manner, taking account of economic and environmental factors including the improvement of drinking water quality across Tasmania. |
| 4.3. | <p>In performing its functions and providing its services, the Corporation shall therefore:</p> <ul style="list-style-type: none"> • have an appropriate and formalised distributions<u>dividends</u> policy that provides for an appropriate balance sheet, profit and loss and cash-flow strength to enable access to debt funding to the level required to support required investment and to fund all business activities on a sustainable basis; • as far as is practical, maintain employment levels in each region equivalent to the proportion of full-time equivalents transferred from each regional Ceorporation to the statewide Ceorporation; • share the 'intellectual capacity' of the Ceorporation across each region wherever practical to do so; • balance the needs of each region over time when developing discretionary long term capital expenditure programs with the aim of sharing economic benefits across the state; • establish and maintain compliance with the ASX Corporate Governance Principles and Recommendations (as amended from time to time) to the extent that they apply to the Corporation's circumstances; • develop clear and unambiguous guidelines which allow the Shareholders to provide advice and guidance to the Board on matters that fall beyond the scope of the Board; • maintain the organisational and managerial capability to deliver a continuous improvement approach to operations and business processes; and • ensure that the Corporation collaborates with the various agencies to take account of state-wide and regional needs and endeavour to identify other opportunities to enhance outcomes for <u>the</u> Councils and the Tasmanian community. |
| 5. Preservation of Employee Benefits | |
| 5.1. | In addition to the general preservation of employment conditions specified in Part 3 of the <i>Water and Sewerage Corporations Act 2012</i> , the Corporation shall recognise as continuous service the length of uninterrupted employment in local government, bulk water authorities, Regional Water Corporations and the Common Service Corporation in determining employee entitlements including any future redundancy calculation. |
| PART 3 – GOVERNANCE | |
| 6. Shareholders' Letter of Expectations | |
| 6.1. | In issuing this Letter of Expectations, owner council <u>the Shareholders</u> intend that the Board will abide by its provisions unless to do so would create a risk of breaching the <i>Water and Sewerage Corporation Act 2012</i> , <i>the Corporation Act 2001</i> , the Corporation's Constitution, directors' duties, or any other statutory or regulatory obligation. |
| 6.2. | The Board will advise Owners' Representatives when the provisions of the Shareholder's Letter of Expectations cannot be met. |
| 6.3. | The Corporation shall make this Letter of Expectations available to the public. |

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| 6.4. | As required under Section 12(5) of the <i>Water and Sewerage Corporation Act 2012</i> , the Shareholders shall consult with the Board before or while preparing or amending a Shareholders' Letter of Expectations. |
| 6.5. | The method of adopting, amending or repealing the Shareholders' Letter of Expectations is determined in the Constitution. |
| 7. Legislative Compliance | |
| 7.1. | The Shareholders expect the Corporation to comply with all applicable statutory and regulatory obligations and to develop appropriate management systems to ensure reliable and continuous compliance is maintained. |
| 7.2. | The Corporation shall ensure that it has a general compliance and audit scheme in place that focuses on systems and processes and monitors compliance with licence conditions and instruction from relevant industry regulators. |
| 8. Corporate Plan | |
| 8.1. | The preparation and provision of an annual Corporate Plan is required under Section 13 of the <i>Water and Sewerage Corporation Act 2012</i> . |
| 8.2. | <p>The Corporate Plan shall be for a 3<u>5</u> year period and identify and explain the strategic and operational plans of the Corporation.</p> <p>Each Corporate Plan shall include:</p> <ul style="list-style-type: none"> • The main undertakings of the Corporation, • An assessment of the operating environment including a strategic risk assessment and mitigation plan, • An outline of the Corporation's Strategic Plan including objectives, actions and timelines, • Operating and Capital Works budgets for the forecast year and two forward years including: <ul style="list-style-type: none"> ○ forecast growth of connections and demand for water and sewerage services, ○ assumptions regarding revenue and expenses, ○ details of total borrowings and assumed interest rates, ○ assumptions regarding timing and total Owner Councils' dividends<u>distributions to owners, including dividends, income tax equivalents and government guarantee fees,</u> ○ 10 Year Capital Works Program and cost estimate. • Forecast Profit and Loss, Balance Sheet, Cash Flow and Owners' Councils' Distributions<u>dividends</u> statements for a 10 year period. • Key Performance Measures and Targets including: <ul style="list-style-type: none"> • Financial, • Licence Condition Compliance, • Water Quality, • Wastewater Quality, • Customer Service Standards • Safety. |
| 8.3. | <p>The Corporation shall provide a draft of the annual Corporate Plan to the Owners' Representatives at least six weeks prior to the Annual Planning Meeting.</p> <p>The Owners' Representatives will ensure that the annual Corporate Plan is adopted by no later than 31 July each year.</p> |

8.4. Process for adopting or amending the Corporate Plan is as follows.

- The Corporation shall issue a draft Corporate Plan to Owner Councils and the Crown by no later than 30 April each year for review.
- Owner Councils and the Crown must provide any suggested amendments to the draft Corporate Plan to the Chairman in writing within 28 days.
- The Board will consider all suggested amendments received from Owner Councils and the Crown as soon as practicable. The Board is not obliged to adopt the requested amendments if to do so would create a risk of breaching directors' duties or other formal regulatory obligations.
- Not less than 21 days prior to the Annual Planning General Meeting, tThe Corporation shall provide the Board's response to each of the amendments proposed by the Owner Councils and/or the Crown, through:
 - an amended Corporate Plan (if amendments are accepted) or
 - the draft Corporate Plan and letter of explanation (if amendments are rejected),a copy of the draft Corporate Plan to Owners' Representatives for consideration at the Annual Planning General Meeting.
- The Chairman and CEO shall attend the meeting to present and or answer questions.
- At the Annual Planning General Meeting the Owners' Representatives, in general meeting, may adopt or request the Board to reconsider the Corporate Plan.
- The method of approving or requesting amendment to Approval of the Corporate Plan at the Annual Planning General Meeting will require:
 - be by a simplean Ordinary Mmajority of Owners' Representatives (excluding the Crown's Owner's Representative); and
 - using the 1 share: 1 vote approachan affirmative vote by the Crown's Owner's Representative.
- ~~Requests for amendment will be forwarded to the Chairman by the Chief Representative of the Owners Representatives.~~
- ~~The Board will consider the requested amendments as soon as reasonably practicable and provide a response by way of an amended draft Corporate Plan or letter of explanation, or both.~~
- ~~The Board is not obliged to adopt the requested amendments if to do so would create a risk of breaching directors' duties or other formal regulatory obligations.~~
- Should:
 - the Corporate Plan as presented by the Board not be adopted at the Annual Planning General Meeting, but
 - the Owners' Representatives, through an Ordinary Majority of Owners' Representatives (excluding the Crown's Owner's Representative) and an affirmative vote by the Crown's Owner's Representative agree amendments to the Corporate Plan,the Board (if it has not already done so) shall be obliged to accept and incorporate those amendments into the Corporate Plan unless this would result in directors of the Corporation being in breach of their fiduciary duties, the Corporations Act 2001 (Cth) or constitute unlawful activity, in which case the Corporate Plan as recommended by the Board will be deemed to have been adopted by the Owners' Representatives, and the Chairman shall advise the Owners' Representatives accordingly.
- Should:
 - the Corporate Plan not be adopted at the Annual Planning General Meeting and

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| | <p><u>o no agreed position on amendments to the Corporate Plan can be reached by the Crown's Owner's Representative and an Ordinary Majority of Owners' Representatives (excluding the Crown's Owner's Representative)-the Board not agree to amend the Draft Corporate Plan as requested</u></p> <p>the Chairman shall, <u>within 7 days,</u> -consult with the Chief <u>Owners' Representative and the Crown's Owner's Representative</u> to determine a solution. <u>If this group is unable to reach unanimous agreement as to a solution within a further 7 days, it will be determined by a two thirds majority of the group, unless this would result in directors of the Corporation being in breach of their fiduciary duties, the Corporations Act 2001 (Cth) or constitute unlawful activity, in which case the Corporate Plan as recommended by the Board will be deemed to have been adopted by the Owners' Representatives.</u></p> <ul style="list-style-type: none"> • A summary of the approved Corporate Plan will be published on the Corporation's website <u>before the commencement of the period covered by the Corporate Plan within 7 days after the Corporate Plan is adopted.</u> |
| 9. Board Performance | |
| 9.1. | The Shareholders expect the Corporation to annually review and report to the Selection Committee on the performance of the Board and its committees. |
| 9.2. | Each year, the Board Chairman shall discuss with the Board Selection Committee Chair any concerns about the contribution of individual directors and/or the need to change the skills mix of the Board. |
| 10. Shareholder Relationships | |
| 10.1. | The Corporation shall act for the ultimate benefit of the Shareholders. It is the responsibility of the Board to act in the interests of the Corporation and, through it, the Shareholders' interests. |
| 10.2. | The Board shall develop a policy or protocol for continuous disclosure with shareholders, following a no surprises, approach based on that described in ASX Principle 5. |
| 10.3. | The continuous disclosure protocol will address information that: <ul style="list-style-type: none"> • may have a material effect on financial Corporate Plan expectations; • may influence the <u>owners' Shareholders'</u> decisions; or • relates to an issue on which the <u>owners' Shareholders</u> may be required to comment, financial or otherwise. |
| 10.4. | In collaboration with <u>the Councils and the Crown,</u> the Corporation should seek to develop systems to enable effective and timely property and asset data sharing and coordination mechanisms that benefit both entities. |
| 10.5. | <p>The Corporation should collaborate with Councils, <u>the Crown</u> and regional agencies on matters of economic development and regional importance.</p> <p><u>The Corporation, the Crown and the Owner Councils shall work co-operatively in order to progress major investment projects of special or environmental importance to Tasmania and which obligation shall include using all reasonable endeavours to secure Federal Government funding for such projects. Specific projects included in this obligation include (but are not limited to):</u></p> <ul style="list-style-type: none"> • <u>the Launceston sewerage/stormwater separate project; and</u> • <u>the works at Macquarie Point waste water treatment plant necessary for the development of the Macquarie Point site.</u> <p>In determining appropriate levels of investment required to support economic development the Board will have a view balancing financial risks and benefits to the Corporation against the long term risks and benefits to the Tasmanian community, <u>and the Councils and the Crown.</u></p> |

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| 10.6. | The Chairman and the CEO shall make themselves available to meet with the Shareholders as and when requested. <u>The Chairman and the CEO shall meet regularly with the Ministers by mutual agreement.</u> |
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11. Customer and Community Engagement

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| 11.1. | The Corporation shall develop and implement open and transparent processes to engage its customers and the community in its planning processes to ensure, amongst other matters, that the standards of services it provides meet regulatory requirements and the needs and expectations of customers and the requirements of the Industry's regulators. |
| 11.2. | The Corporation shall make: <ul style="list-style-type: none"> • information about the services it provides available to the public; • information about water conservation and the responsible use of water and waste water available to the public; • educational material about the water industry available to schools and communities. |
| 11.3. | While recognising that this may have a cost, the Shareholders expect the Corporation to adopt principles of Corporate Social Responsibility. |

12. Economic Development

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| 12.1. | At its general meeting on 16 May 2013, <u>O</u> ewner <u>C</u> ouncils resolved to endorse five principles that the Corporation is to apply when considering matters related to economic development. |
| 12.2. | The five principles that apply to the consideration of economic development matters are: <p>Principle 1: That the Corporation develops strategic customer alliances aimed at growing the businesses of customers and the Corporation and provide regular reports to <u>owners Shareholders</u> on economic development activities.</p> <p>Principle 2: That the Corporation recognises residential development as a key driver of economic growth and that infrastructure decisions be made in accordance with settlement strategies.</p> <p>Principle 3: That the capital program of the Corporation should have regard for regional land use strategies and the priorities and opportunities that they present.</p> <p>Principle 4: That the Corporation seeks to ensure that its pricing and costing regime is transparent and understood by <u>owners-Shareholders</u> and customers and that charges reflect the relative cost of the service or solution being provided.</p> <p>Principle 5: That infrastructure solutions proposed for economic development projects be set at a reasonable standard so as to allow their progress without compromising the overall standards of the Corporation's infrastructure system.</p> |

PART 4 – PLANNING, SERVICE DELIVERY AND RISK MANAGEMENT

13. Risk Management Planning

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| 13.1. | The Corporation shall develop and implement plans, systems and processes to ensure an acceptable level of risk. In developing risk management plans, systems and processes the Corporation shall consider the requirement to balance risk and appropriate opportunities; its obligation to provide continuous services to its customers; its statutory and regulatory obligations and the relevant ASX Principles. |
| 13.2. | The Corporation shall develop and maintain asset management planning that allows it to supply its services sustainably, minimise the overall whole of life costs of any assets as well as minimise any detrimental social, economic or environmental effects of managing its assets. |

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| 14. Conserving Water, Recycling Water and Sewage | |
| 14.1. | To demonstrate its commitment to the principal objectives under the <i>Water and Sewerage Corporation Act 2012</i> and sustainable water resource management, the Corporation should maintain, develop and implement programs for: <ul style="list-style-type: none"> • assessing and monitoring water supplies including groundwater; • assessing and monitoring future demands on water supplies; • efficient and effective management of demand for water; • minimising leakage and other losses of water from its network as far as is practicable; and • investigating and implementing treated sewage reuse schemes for beneficial agricultural/horticultural irrigation, energy generation and other non-potable purposes where it is both commercially and environmentally viable. |
| 15. Responding to Drought | |
| 15.1 | The Corporation shall: <ul style="list-style-type: none"> • develop, implement and maintain an effective drought response plan for each water supply system operated by the Corporation; and • make its drought response plans available to the public. |
| 15.2 | Drought response plans should wherever possible be compatible with Council plans and should promote resource sharing opportunities. |
| 16. Service Standards | |
| 16.1 | In complying with customer service standards issued by the Regulator the Shareholders' expect that, the Corporation should, as a minimum, develop water supply, sewerage services and wastewater management plans in conjunction with the relevant Council and State Government agencies and the local community. |
| 17. Stormwater Management Plans | |
| 17.1 | The Corporation should participate in any development or review by the Councils of stormwater management plans and the re-use of stormwater where commercially feasible. |
| 18. Trade Waste | |
| 18.1 | The Corporation shall develop policies and practices to manage trade waste to manage the associated risks, meet statutory and regulatory obligations and an improved quality of trade waste entering its sewerage systems. |
| 18.2 | <u>The Corporation, the Crown and the Owner Councils commit to work collaboratively to identify and implement any improvements (if required) to the Corporation's policies and practices relating to trade waste, including the Corporation's management of trade waste generally.</u> |
| 19. Catchment, Regional and Local Government Planning | |
| 19.1 | The principal objectives of the Corporation's participation in such planning are to: <ul style="list-style-type: none"> • promote consistency of any strategy or any scheme with the Corporation's planning and programs for sustainable water management; and • ensure the alignment, integration and consistency of regional infrastructure development objectives. |
| 19.2 | The Corporation shall participate in periodic reviews, and provide input into the continuous improvement and implementation of any regional or municipal planning schemes or strategies |

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| | <p>which may affect, or be affected by, the Corporation's area or activities. In particular, this includes:</p> <ul style="list-style-type: none"> • any local planning policy framework; • strategic plans of Councils; • any regional land use strategy development; • any regional infrastructure plans; • any State Water Management Plans initiated under the <i>Water Management Act 2000</i>. |
| 20. Environmental Management | |
| 20.1 | The Corporation should seek to work cooperatively with other agencies and stakeholders to protect and improve natural resources and catchment management. |
| 20.2 | Following the principal objectives in Section 4 of this Letter, the Corporation shall participate in the development and implementation of any regional <u>or statewide</u> catchment management strategy or catchment sub-strategy that may affect, or be affected by, the Corporation's area or activities. |
| PART 5 – FINANCIAL CONSIDERATIONS | |
| 21. Distributions–<u>Dividends</u> | |
| 21.1 | In accordance with the <i>Water and Sewerage Corporation Act 2012</i> the Board is to determine a Distributions – <u>Dividends</u> Policy for the Corporation in consultation with the <u>Council Owners' Representatives</u> with a view to establishing the target level of total dividends <u>distributions including Dividend</u> . |
| 21.2 | Distributions – <u>Dividends</u> will be in accordance with Schedule 3 of the Corporation's Constitution. |
| 21.3 | The Distribution – <u>Dividends</u> Policy will include the expectation that distributions – <u>dividends</u> will be paid to shareholders in the year in which the dividends <u>distributions</u> are generated. |
| 21.4 | The Corporation should undertake a capital structure review to coincide with preparation of Price and Service Plan submissions. |
| <u>21.5</u> | <p><u>Where the Board determines that, due to any circumstance or event beyond the Corporation's reasonable control, the Corporation cannot continue to:</u></p> <ul style="list-style-type: none"> • <u>maintain Owner Councils' dividends in line with the Corporate Plan and</u> • <u>deliver an accelerated capital program (as envisaged under Part 29 of this Letter) and</u> • <u>limit annual price increases for regulated water and sewerage services to within the 3.5% cap (as envisaged under Part 27 of this Letter),</u> <p><u>while maintaining the financial sustainability of the Corporation (an 'adverse development'), the Corporation must notify the Chief Owners' Representative and the Crown's Owner's Representative of the adverse development and the Corporation must meet with the Crown's Owner's Representative to consider the impact of maintaining the accelerated infrastructure investment and price caps on the financial sustainability of the business.</u></p> <p><u>Following notice from the Corporation of an adverse development, and consideration of that adverse development by the Crown's Owner's Representative, the Crown may, in its absolute discretion, provide additional funding support or comfort to the Corporation. If the Crown decides not to provide adequate additional support or comfort to the Corporation (as determined by the Board), the Board may determine that the capital program should be amended and/or that price increases in excess of the cap (but within the prevailing price determination at the time) should be applied for regulated water and sewerage services.</u></p> <p><u>For the purposes of this Part, without limitation 'additional financial support or comfort' may include grant funding, a pre-payment of equity, a guarantee or letter of comfort.</u></p> |
| 22. Investment Policy | |
| 22.1 | In the event that the Corporation becomes an investor of cash for other than short term liquidity |

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| | <p>purposes, the Board will develop an investment policy which sets out:</p> <ul style="list-style-type: none"> • the Board's investment objectives; • the responsibility structure for managing investments; • the management of risks associated with investments; and • the investment management approach of the Board. |
| PART 6 – REPORTING | |
| 23. Reporting Framework | |
| 23.1 | <p>The Board will arrange the following meetings each year, at a minimum,:</p> <ul style="list-style-type: none"> • Annual Planning Meeting – to consider and approve the Corporate Plan and any potential changes to the Shareholders' Letter of Expectations • Annual Reporting Meeting – to review the annual financial reports; • Quarterly Reporting meeting with Owners' Representatives – to occur in each region each quarter unless a region requests fewer meetings or elects to joins with another region. |
| 23.2 | Other general meetings can be convened in accordance with the provisions of the Constitution or the protocol agreed between the Board and Owners' Representatives. |
| 23.3 | Programs and plans developed by the Corporation in response to these Shareholders' expectations shall specify objectives to be achieved and measures for monitoring performance. |
| 23.4 | Performance shall be reported to the Owners' Representatives in a formal quarterly report to be received within 45 days from the end of the September, December and March quarters each financial year. |
| 23.5 | Performance reporting for the quarter ended June each year shall be incorporated into the Annual Report and presented at the Annual Reporting Meeting each year. |
| 23.6 | <p>The minimum content of the quarterly report is to include:</p> <ul style="list-style-type: none"> • financial statements for the period and year to date, • results against key performance targets include in the Corporate Plan for the quarter and year to date, • commentary on performance and explanations of material variances from budget, • revisions to the expected full year forecast financial results, • current estimates for dividend distributions to the Owners Councils and explanation for material variances from Corporate Plan, • capital expenditure for the quarter and material variance explanations, and • any non-compliances with the current Shareholders' Letter of Expectations. |
| 23.7 | In accordance with the requirements of the <i>Water and Sewerage Corporation Act 2012</i> , the Corporation shall provide its Annual Report to shareholders by 30 September each year. |
| 23.8 | The content of the Corporation's Annual Report will conform to the requirements prescribed in the <i>Water and Sewerage Corporation Act 2012</i> . |
| 23.9 | The Corporation's Annual Report will be included for discussion at the Annual Reporting Meeting of owners <u>the Shareholders</u> and subsequently published on the Corporation's website. |
| 23.10 | Disclosures under the 'no surprises', continuous disclosure regime should be provided in the formal quarterly report unless the Board considers that a more timely disclosure is appropriate. |
| 24. Whole-of-Government Reporting | |

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| 24.1 | The Board should comply with requests from the Treasurer for information relating to the collection of financial information for whole of government reporting and ensure that such information relating to the Corporation and its subsidiaries will be provided by the relevant dates and in the specified formats, where applicable. |
| <u>24.2</u> | <u>The Chief Owners' Representative, Chairman and CEO will comply with a request to appear at GBE Scrutiny Committee hearings.</u> |
| <u>24.3</u> | <u>The Corporation will provide such financial and other information to the Department of Treasury and Finance as required to allow the Department of Treasury and Finance to provide advice to the Crown as it does for Government Business Enterprises.</u> |
| 25. Reporting under AEIFRS | |
| 25.1 | The Corporation shall report in accordance with the requirements of the <i>Water and Sewerage Corporation Act 2012</i> . |
| 26. Treatment of "Not for Profit" Customer Concessions | |
| 26.1 | The Corporation will consult with the Owners Representatives to develop a consistent state-wide Not for Profit rebate / concession policy within the first 12 months of operation with an expectation that the policy will take effect from 1 July 2014. |
| 267. External Funding Assistance | |
| 272 6.1 | The Corporation and the Shareholders will work collaboratively with a view to obtaining external funding assistance to facilitate the timely delivery of the Corporation's capital program whilst ensuring that the prices imposed by the Corporation on its customers are affordable. |
| 27. Pricing | |
| 27.1 | The Corporation commits to: <ul style="list-style-type: none"> • freeze prices for regulated services for water and sewerage customers from 1 July 2019 to 30 June 2020 • subject always to Part 21.5 of this Letter, develop a future price profile for regulated water and sewerage services with annual price increases for target tariffs to be no greater than 3.5% commencing from 1 July 2020 until 30 June 2025 ("Capped Period") (or apply such lower price determination to such price increases as may be made by the Tasmanian Economic Regulator during the Capped Period) and • transition customers who are currently significantly below target tariffs to ensure that those customers reach the target tariffs within the legislated timeframe without facing significant price shocks. |
| 28. Community Service Obligation | |
| 28.1 | A Shareholder may request that the Corporation undertakes a water or sewerage infrastructure investment project that is not in the Corporation's long term investment plan or the then current Corporate Plan. |
| 28.2 | The Corporation will consider the proposed project and assess whether the project is likely to be prudent and efficient, so that the costs of the project are recoverable from customers under the economic regulatory framework in the <i>Water and Sewerage Industry Act 2008</i>. If the Corporation in good faith, considers that the project: <ul style="list-style-type: none"> • meets this requirement – the project is a "commercial project"; or • does not meet this requirement – the project is an "uncommercial project". |
| 28.3 | If the Corporation assesses the project as a commercial project, the Corporation may consider undertaking the project, after taking into account the impact of the project on the Corporation's key financial performance |

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| | <u>measures and any social, environmental or economic benefits of the project.</u> |
| <u>28.4</u> | <u>If the Corporation considers that the project has merit, the Corporation will consider the commercial project in the context of the Corporation's long term investment plan, discuss options for the timing of the delivery of the project with the Shareholder and consider the project in the context of preparing the Corporate Plan.</u> |
| <u>28.5</u> | <u>If the Corporation assesses a proposed project as an uncommercial project, it must notify the Shareholder of its decision.</u> |
| <u>28.6</u> | <u>If the Shareholder wishes to progress an uncommercial project, the Shareholder may offer to fund the project directly or seek third party funding for the project.</u> |
| <u>28.7</u> | <u>If the parties agree, the Corporation will consider the funded uncommercial project in the context of the Company's long term investment program, discuss options for the timing of the delivery of the project with the Shareholder and consider the project in the context of preparing the Corporate Plan.</u> |
| <u>28.8</u> | <p><u>The Corporation is to:</u></p> <ul style="list-style-type: none"> <u>• include, in its annual report, all non-commercial projects it has undertaken, including the cost to the Corporation of the non-commercial project and the funds contributed by the Shareholder, if applicable; and</u> <u>• publish on its website, details of non-commercial projects it has undertaken.</u> |
| 29. Infrastructure Investment Program | |
| <u>29.1</u> | <u>The Corporation will jointly develop an accelerated infrastructure investment program with the Crown and the Owner Councils as referred to in paragraph 3.2 of the MOU on a best endeavours basis before 1 January 2019 (or such other date as the Crown makes its first contribution of \$20,000,000 to the Corporation).</u> |
| <u>29.2</u> | <u>Subject always to Part 21.5, the Corporation will use best endeavours to deliver sufficient investment during the remainder of its current 10 year investment program (i.e. until 30 June 2026) in order to achieve a target of \$1.8 billion of total infrastructure investment.</u> |

SCHEDULE A - Definitions

The following definitions apply:

'AEIRFS' means the Australian Equivalents to International Financial Reporting Standards.

'Annual Planning Meeting' means one of the two general meetings to be held each year under the terms of the Constitution, one being the Annual Reporting Meeting to consider the annual accounts as mandated in the Constitution and the other being the general meeting to consider the Corporate Plan amongst other things.

'Annual Reporting Meeting' means one of the two general meetings to be held each year under the terms of the Constitution, one being the Annual Planning Meeting to consider the Corporate Plan as mandated in the Constitution and the other being the general meeting to consider the annual accounts, amongst other things.

'ANCOLD Guidelines' means the Guidelines issues by the Australian National Committee on Large Dams Inc as revised from time to time.

'Board' means the Board of Directors appointed to the Tasmanian Water and Sewerage Corporation Pty Ltd.

'CEO' means the Chief Executive Officer of the Corporation.

'Chairman' means the chairman of the Board.

'Corporation' means Tasmanian Water and Sewerage Corporation Pty Ltd ([ACN 162 220 653](#)).

'Council Owners' Representatives' means the representatives nominated by the Owner Councils.

'Councils' refers to the 29 Tasmanian Councils.

'Crown' means the Crown in Right of Tasmania.

'Crown's Owner's Representative' means the person appointed by the Crown as its Owner's Representative.

'Department of Treasury and Finance' means the Department of Treasury and Finance in Tasmania.

'Dividends Policy' means the policy determined in accordance with Part 5 of this Letter.

'MOU' means the memorandum of understanding dated 1 May 2018 between (1) the Crown (2) the Corporation and (3) the Chief Owners' Representative on behalf of the Owners' Representatives.

'Owners' Representatives' mean the representatives appointed by the ~~owner councils~~ Shareholders of the Corporation.

'Owner Councils' means those Shareholders which are member Councils (and not the Crown).

'Owner Councils' dividends' means the dividend payments payable by the Corporation to the Owner Councils in accordance with the Dividends Policy.

'Regulator' means Tasmanian Economic Regulator.

'Shareholders' means the member Councils ~~and the Crown~~ of the ~~Corporation~~ Tasmanian Water and Sewerage Corporation Pty Limited.

'Share Subscription and Implementation Agreement' means the Share Subscription and Implementation Agreement between the Corporation and the Crown.

'Treasurer' means the Treasurer of the Tasmanian Government.

'shall' means if the requirement is not met, the corporation will notify the shareholders of the failure in its routine reporting.

'should' means the corporation will use its discretion in decision making and notify the shareholders of the decision in the normal course of business.

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PART 7 – SIGNATORIES

In accordance with the ~~Water and Sewerage Corporation Act 2012~~, we, the undersigned, being formal representatives of the twenty nine Tasmanian Councils, issue this Shareholders' Letter of Expectations to the ~~Tasmanian Water and Sewerage Corporation Pty Ltd.~~

| Date of signing | Council |
|-----------------|--------------------------------------|
| | BRIGHTON COUNCIL |
| | BREAK O'DAY COUNCIL |
| | BURNIE CITY COUNCIL |
| | CENTRAL COAST COUNCIL |
| | CENTRAL HIGHLANDS COUNCIL |
| | CIRCULAR HEAD COUNCIL |
| | CLARENCE CITY COUNCIL |
| | DERWENT VALLEY COUNCIL |
| | DEVONPORT CITY COUNCIL |
| | DORSET COUNCIL |
| | FLINDERS COUNCIL |

| Date of signing | Council |
|-----------------|------------------------------|
| | GEORGE TOWN COUNCIL |
| | GLAMORGAN SPRING BAY COUNCIL |
| | GLENORCHY CITY COUNCIL |
| | HOBART CITY COUNCIL |
| | HUON VALLEY COUNCIL |
| | KENTISH COUNCIL |
| | KINGBOROUGH COUNCIL |
| | KING ISLAND COUNCIL |
| | LATROBE COUNCIL |
| | LAUNCESTON CITY COUNCIL |
| | MEANDER VALLEY COUNCIL |
| | NORTHERN MIDLANDS COUNCIL |
| | SORELL COUNCIL |

| Date of signing | Council |
|-----------------|---------------------------|
| | SOUTHERN MIDLANDS COUNCIL |
| | TASMAN COUNCIL |
| | WARATAH WYNYARD COUNCIL |
| | WEST COAST COUNCIL |
| | WEST TAMAR COUNCIL |

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Appendix 3: Proposed Share Subscription and Implementation Agreement

**TASMANIAN WATER & SEWERAGE CORPORATION PTY LTD
(ABN 47 162 220 653)**

and

THE CROWN IN RIGHT OF TASMANIA

**SHARE SUBSCRIPTION AND IMPLEMENTATION
AGREEMENT**

DRAFT

PAGE SEAGER
LAWYERS

Level 2, 179 Murray Street
HOBART TAS 7000

P: (03) 6235 5155
F: (03) 6231 0352

Ref: JJH-LB (180850)

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Confidential Information means this document and any information notified by the disclosing party to the recipient party as confidential but does not include any information that is in the public domain.

Constitution means the constitution of TasWater as amended from time to time.

Corporate Plan means the Corporate Plan of TasWater pursuant to rule 8.2 of the Constitution and part 8 of the Shareholder's Letter of Expectations.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Council means a council within the meaning of the *Local Government Act 1993 (Tas)*.

Crown has the meaning set out in the Details.

Crown Owner's Representative means the Owner's Representative appointed by the Crown.

Details mean the section of this document headed 'Details'.

GST has the meaning given in the GST Act.

GST Act means the *A New Tax System (Goods and Services Tax) Act 1999 (Cth)* and the related imposition Acts of the Commonwealth.

Insolvency Event means the occurrence of any of the following events in relation to a party:

- (a) a party commits any act which is defined as "an act of bankruptcy" under the *Bankruptcy Act 1966 (Cth)*, regardless of whether or not the party is an individual;
- (b) a garnishee notice, or a notice under section 120 of the PPSA, is given to:
 - (i) a debtor of that party; or
 - (ii) any other person that otherwise owes or may owe money at any time to that party, in connection with any money that the party is said to owe;
- (c) in the case of an individual, the party dies, is imprisoned or becomes incapable of managing his or her own affairs;
- (d) an application is made to a court for a provisional or final order declaring a party provisionally or finally bankrupt or insolvent;
- (e) a special resolution is passed to wind up or otherwise dissolve the party;
- (f) a party is, or makes a statement from which it may be reasonably deduced by the other party that a ground or grounds on which the party may be wound up exists as specified in section 461 (or in the case of a part 5.7 body, section 585) of the Corporations Act;
- (g) a party has a controller (as defined in the Corporations Act) appointed, is in liquidation, in provisional liquidation, under administration or wound up or has had a receiver appointed to any part of its property;
- (h) a mortgagee, chargee or other holder of security, by itself or by or through an agent, enters into possession of all or any part of the assets of the party;
- (i) the party applies for, consents to, or acquiesces in the appointment of a trustee or receiver in respect of the party or any of its property;
- (j) the party takes any step to obtain protection or is granted protection from its creditors under any applicable legislation or a meeting is convened or a resolution is passed to appoint an administrator or controller (as defined in the Corporations Act) is appointed in respect of any part of the property of the party;
- (k) the party is or states that it is unable to pay its debts when they fall due;
- (l) except to reconstruct or amalgamate while solvent on terms approved by the other party, the party enters into or resolves to enter into a scheme of arrangement, compromise or reconstruction with its creditors (or any class of them) or with its members (or any class of them) or proposes a reorganisation, re-arrangement, moratorium or other administration of the party's affairs;
- (m) the party is the subject of an event described in section 459(C)(2) of the Corporations Act; or
- (n) anything analogous or having a substantially similar effect to any of the events specified above happens in relation to the party.

Member Councils means the Councils in Tasmania which are shareholders in TasWater.

MoU means the memorandum of understanding between the Crown, TasWater and the Chief Owners Representative on behalf of the Owners' Representatives of TasWater dated 1 May 2018.

Number of Shares means the number of Shares in column 2 of the table set out in clause 2.2 (Subscription Dates, Number of Shares and Subscription Amounts) set opposite each Subscription Date.

Owners' Representatives means the representatives of the shareholders of TasWater appointed pursuant to rule 9.1 of the Constitution.

PPSA means the *Personal Property Securities Act 2009* (Cth).

Selection Committee has the same meaning as set out in the Constitution.

Shareholders' Letter of Expectations means TasWater's Shareholder's Letter of Expectations as amended from time to time.

Shares means fully paid class DD shares in TasWater.

Subscription means application and payment for a Number of Shares by the Crown and the issue of those Shares by TasWater pursuant to this Agreement.

Subscription Amounts means each subscription amount in column 3 of the table set out in clause 2.2 (Subscription Dates, Number of Shares and Subscription Amounts) set opposite each Subscription Date.

Subscription Date means each respective date in column 1 of the table set out in clause 2.2 (Subscription Dates, Number of Shares and Subscription Amounts).

Sunset Date means 31 December 2018.

TasWater has the meaning set out in the Details.

WSCA means the *Water and Sewerage Corporation Act 2012* (Tas).

1.2 Interpretation

- (a) A reference to:
- (i) one gender includes every other gender;
 - (ii) the singular includes the plural and the plural includes the singular;
 - (iii) a person includes a body corporate or unincorporate;
 - (iv) a party includes the party's executors, administrators, successors and permitted assigns;
 - (v) a statute, regulation or provision of a statute or regulation (**Statutory Provision**) includes:
 - (A) that Statutory Provision as amended or re-enacted from time to time;
 - (B) a statute, regulation or provision enacted in replacement of that Statutory Provision; and
 - (C) another regulation or other statutory instrument made or issued under that Statutory Provision; and
 - (vi) money is to Australian dollars, unless otherwise stated.
- (b) The expression "this document" includes the deed, covenants, agreement, arrangement, understanding or transaction recorded in this document.
- (c) "Including" and similar expressions are not words of limitation.
- (d) A reference to a clause or schedule is a reference to a clause of or a schedule to this document.
- (e) A reference to a document (including, without limitation, a reference to this document) is to that document as amended, novated or replaced.
- (f) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.

- (g) Headings and any table of contents or index are for convenience only and do not form part of this document or affect its interpretation.
- (h) A provision of this document must not be construed to the disadvantage of a party merely because that party was responsible for the preparation of this document or the inclusion of the provision in this document.
- (i) If an act must be done on a specified day which is not a Business Day, it must be done instead on the next Business Day.
- (j) All references to time are to Australian Eastern Standard time.

2 Shares

2.1 Subscription for Shares

The Crown agrees to subscribe for and TasWater agrees to issue and allot the Shares in accordance with clause 2.2 (Number of shares and subscription amounts) and on the terms and conditions of this document.

2.2 Subscription Dates, Number of Shares and Subscription Amounts

- (a) The Crown agrees to apply for the Number of Shares set out in column 2 and pay the Subscription Amounts set out in column 3 in the table below not more than 6 months prior to the Subscription Dates set out in in column 1 in the table below.

| Subscription Date | Number of Shares | Subscription Amount |
|-------------------|------------------|----------------------|
| 1 January 2019 | 1,000,000 | \$20,000,000 |
| 1 January 2020 | 1,000,000 | \$20,000,000 |
| 1 January 2021 | 1,000,000 | \$20,000,000 |
| 1 January 2022 | 1,000,000 | \$20,000,000 |
| 1 January 2023 | 1,000,000 | \$20,000,000 |
| 1 January 2024 | 1,000,000 | \$20,000,000 |
| 1 January 2025 | 1,000,000 | \$20,000,000 |
| 1 January 2026 | 1,000,000 | \$20,000,000 |
| 1 January 2027 | 1,000,000 | \$20,000,000 |
| 1 January 2028 | 1,000,000 | \$20,000,000 |
| | 10,000,000 | \$200,000,000 |

- (b) The Crown may, with the prior written agreement of TasWater, apply for a Number of shares and pay the Subscription Amount up to 6 months (or such other time as agreed) prior to the Subscription Date.
- (c) If the Crown applies for a Number of Shares and pays the Subscription Amount in accordance with clause 2.2(a) or (b), TasWater agrees to issue and allot the Number of Shares set out in column 2 in the table above on the Subscription Dates set out opposite in column 1 in the table above, or within 5 days of any earlier payment of the Subscription Amount under clause 2.2(b).

3 Conditions precedent

3.1 Conditions

This obligations of the parties under this document, other than under this clause 3, is conditional on each of the following being satisfied or waived on or before the Sunset Date:

- (a) **(amendment of WSCA)** the WSCA is amended to authorise the creation, and issue to the Crown, of shares in TasWater and to permit or require the Constitution to be amended in connection with the creation and issue of those shares in a form satisfactory to TasWater

and the Crown;

- (b) **(approval of document and issue of shares)** the shareholders and Board of TasWater approving the entry into this document and the issue of the Subscription Shares in accordance with its Constitution;
- (c) **(amendment to constitution)** the constitution of TasWater being amended so that it is in substantially the same form as set out in Annexure A; and
- (d) **(amendment to shareholders letter of expectation)** the Shareholders Letter of Expectation being amended so that it is in substantially the same form as set out in Annexure B.

3.2 Satisfaction of Conditions

Each party must:

- (a) use its reasonable endeavours (other than waiver) to ensure that the Conditions which are within its powers and control are fulfilled or waived on or before the relevant date;
- (b) promptly give the other party all information reasonably requested by that party in connection with any application required to satisfy a Condition;
- (c) not take any action that would, or would be likely to, prevent or hinder the fulfilment of any Condition;
- (d) keep each other party informed of any circumstances which may result in any of those Conditions not being satisfied in accordance with its terms; and
- (e) promptly advise each other party of the satisfaction of a Condition.

3.3 Introduction of legislation

The Crown agrees to:

- (a) consult with TasWater in relation to amendments to the WSCA and any other relevant legislation to permit the Crown's investment in TasWater in accordance with this document; and
- (b) introduce legislation into the Parliament of Tasmania to amend the WSCA and any other relevant legislation to permit the Crown's investment in TasWater in accordance with this document.

3.4 Passage of legislation

- (a) On the passage of legislation amending the WSCA to permit the Crown's investment in TasWater in accordance with this document, each party must, within 5 Business Days of the amending legislation receiving royal assent, notify the other, if the form of the legislation, as passed, is not satisfactory to it for the purposes of clause 3.1(a).
- (b) In the event that neither party provides notice under clause 3.4(a), the condition in clause 3.1(a) will be deemed to have been satisfied.

3.5 Benefit of Conditions

A Condition may be waived only prior to its end date for fulfilment and only:

- (a) in writing; and
- (b) where the Condition is expressed to be for the benefit of a particular party, if that party gives notice of waiver of the Condition to the other parties; or
- (c) otherwise, if the parties agree in writing to waive the Condition, but only to the extent set out in the waiver.

3.6 Failure of Condition

- (a) If a Condition is not satisfied or waived under clause 3.3 (Benefit of Conditions) before 5.00pm on the Sunset Date, any party may, if not otherwise in breach of this document, terminate this document by giving notice to all other parties.
- (b) On termination under clause 3.6(a):
 - (i) no party has any obligation or liability to any other party under this document, except in connection with:

- (A) any clause which survives termination of this document; and
 - (B) claims that arose before termination or which survive termination of this document.
- (ii) the Subscriber must return to the Company all documents and other materials in any medium in its possession, power or control which contain information received from or on behalf of the Company.

4 Payment and issue of shares

4.1 Time and place

The subscription for Shares will take place at 3.00pm on the date on which the Crown makes application and payment under clause 2.2(a) or 2.2(b), as applicable, at 163-169 Main Road, Moonah, Tasmania 7009 or any other time and place agreed by TasWater and the Crown.

4.2 Crown's obligations on each Subscription Date

The Crown agrees to:

- (a) deliver to TasWater an application for the relevant Number of Shares, duly completed and executed by the Crown, in the form set out in schedule to this document (Application for Subscription Shares); and
- (b) pay the Subscription Amount to TasWater in immediately available funds, prior to each Subscription Date.

4.3 Company's obligations at Subscription

TasWater agrees to:

- (a) issue the Number of Shares to the Crown on each Subscription; and
- (b) as soon as practicable after each Subscription, register the Crown as the holder of the Subscription Shares.

4.4 Simultaneous actions at each Subscription

In respect of each Subscription:

- (a) the obligations of the parties under this document are interdependent; and
- (b) all actions required to be performed will be taken to have occurred simultaneously on each respective Subscription.

5 Governance

5.1 Corporate Plan

- (a) TasWater and the Crown agree that the adoption of or any changes to TasWater's Corporate Plan will be agreed between the Crown and the Councils in accordance with part 8 of the Shareholders' Letter of Expectations.
- (b) If the Owners' Representatives are unable to agree the necessary votes to approve the adoption of or any changes to TasWater's Corporate Plan, TasWater's Chair must consult with the Chief Owners' Representative and the State Government Owner's Representative to resolve the adoption of the Corporate Plan or any requested amendments to the Corporate Plan. If TasWater's Chair, the Chief Owners' Representative and the State Government Owner's Representative are unable to reach unanimous agreement in relation to any changes to the Corporate Plan within 7 days, the changes will be determined by a two thirds majority of the TasWater's Chair, the Chief Owners' Representative and the Crown's Owner's Representative, unless those changes would result in TasWater's directors being in breach of their fiduciary duties, the *Corporations Act 2001* (Cth) or constitute unlawful activity, in which case the Corporate Plan as approved by the Board shall be deemed to have been adopted by the Owners' Representatives.
- (c) If the Owners' Representatives are able to agree the necessary votes to approve any changes to TasWater's Corporate Plan, and the Board has not previously done so, the Board is bound to accept those changes unless those changes would result in TasWater's directors being in breach of their fiduciary duties, the *Corporations Act 2001* (Cth) or

constitute unlawful activity, in which case the Corporate Plan as approved by the Board shall be deemed to have been adopted by the Owners' Representatives and TasWater's Chair will advise the Owners' Representatives accordingly.

5.2 Appointment of the Board of TasWater

The Crown and TasWater agree that the Crown Owner's Representative will be a member of the Selection Committee in accordance with rule 10.1(a) of the Constitution.

5.3 Chief Executive Officer of TasWater

The Crown and TasWater acknowledge and agree that:

- (a) the CEO is to be appointed by the directors of TasWater and may be removed by the directors;
- (b) the Crown and the Chief Owners' Representative shall be consulted in connection with the appointment of the CEO.

6 Water and Sewerage Pricing

The Crown and TasWater agree that, subject to part 21.5 of the Shareholders' Letter of Expectations, TasWater will:

- (a) not apply the outcome of any regulatory pricing determination to the extent that it is inconsistent with the provisions of this clause and does not have mandatory application;
- (b) apply no increase to its prices for regulated services for water and sewerage customers from 1 July 2019 to 30 June 2020;
- (c) develop and implement a future price profile for regulated water and sewerage services for the Capped Period under which annual price increases for target tariffs are no greater than the lesser of 3.5% and the outcome of any price determination made by the Tasmanian Economic Regulator and applicable during the Capped Period; and
- (d) transition customers who are currently significantly below target tariffs to ensure that those customers reach the target tariffs within the legislated timeframe without facing significant price shocks.

7 Default

7.1 Share Subscription Default

If the Crown fails to meet its obligations under clause 2.1 (Subscription for Shares), including, without limitation, failing to pay any Subscription Amount on the time required to make the payment then:

- (a) subject to paragraph (b), the Crown will, for as long as it fails to meet its obligations under clause 2.1 (Subscription for Shares), lose its rights and entitlements:
 - (i) under clause 5.1 (Corporate Plan) and the Crown will have no right or entitlement in relation to the content of TasWater's Corporate Plan additional to any right or entitlement that it has as a shareholder of any Shares that it holds at the date of the failure to meet its obligations;
 - (ii) under clause 5.2 (Appointment of the Board of TasWater) and the Crown Owner's Representative's seat will be lost; and
 - (iii) under clause 5.3 (Chief Executive Officer of TasWater); and
- (b) the parties acknowledge that the remedies set out in paragraph (a) are contained in the Constitution and, if the equivalent provisions of the Constitution are amended, then the provisions of paragraph (a) will be amended to the same effect, unless the parties expressly agree otherwise, in writing, prior to the amendment to the Constitution.
- (c) For the avoidance of doubt, notwithstanding any reinstatement of the Crown's rights in relation to clause 5.1 (Corporate Plan), clause 5.2 (Appointment of the Board of TasWater) or clause 5.3 (Chief Executive Officer of TasWater), any decisions made by the Selection Committee, the Owners' Representatives or the Board during such time as the Crown does not have those rights shall continue to be valid and to remain in full effect.

7.2 Exclusive Remedy

The remedies and consequences set out in clause 7.1 (Share Subscription Default) are exclusive for any breach by the Crown of clause 2.1, and no action will be had or maintained against the Crown for any other claim, demand or cause of action, including:

- (a) specific performance of its obligations under clause 2.1;
- (b) a claim for payment of the Subscription Amounts; or
- (c) damages.

8 Implementation and good faith

The Crown and TasWater will act in good faith and to use their reasonable endeavours to implement this document.

9 GST

9.1 Payments exclusive of GST

Unless otherwise stated in this document, all amounts payable by one party to another party are exclusive of GST.

9.2 Payment of GST

If GST is imposed or payable on any supply made by a party under this document, the recipient of the supply must pay to the supplier, in addition to the GST exclusive consideration for that supply, an additional amount equal to the GST exclusive consideration multiplied by the prevailing GST rate. The additional amount is payable at the same time and in the same manner as the consideration for the supply.

9.3 Tax invoice

A party's right to payment under clause 9.2 (Payment of GST) is subject to a valid tax invoice being delivered to the party liable to pay for the taxable supply.

9.4 Definitions

Expressions defined in the GST Act have the same meaning when used in this clause 9.

10 Entire agreement

This document, together with the Constitution and the Shareholders' Letter of Expectations (as approved by the Owners' Representatives), constitute the entire agreement between the parties in relation to its subject matter and supersedes all previous agreements, negotiations and understandings between the parties in relation to its subject matter.

11 Termination

11.1 Default

Either party (**Non-Defaulting Party**) may terminate this document by giving the other party (**Defaulting Party**) notice if:

- (a) the Defaulting Party repudiates its obligations under this document; or
- (b) an Insolvency Event occurs in respect of the Defaulting Party.

11.2 Rights not prejudiced

If this document is terminated under clause 11.1 (Default):

- (a) the parties are relieved from future performance of this document, without prejudice to any right of action that has accrued prior to the date of termination; and
- (b) rights to recover damages are not affected by the termination.

12 Disputes

12.1 Notice

If a party has a dispute or complaint against the other, that party (**Notifying Party**) must notify the other party in one of the ways described in clause 13 (Notices). The Notifying Party must ensure that the notice contains specific detail identifying the nature of the dispute or complaint.

12.2 Best endeavours to resolve

Both parties within 21 days of the delivery of a dispute notice will meet and use their best endeavours to resolve the dispute or complaint to the mutual satisfaction of both parties as soon as possible.

12.3 Mediation

If the parties are not able to reach a resolution of the dispute or complaint within a reasonable period of time (in any event being no more than 21 days after the date of receipt of the notice of the complaint or dispute), then the dispute or complaint must be submitted for mediation in accordance with, and subject to, the Resolution Institute Mediation Rules.

13 Notices

13.1 Form

Any notice, consent, approval, waiver and other communications to be given under or in connection with this document must be in writing, signed by the sender and marked for the attention as set out or referred to in the Details or, if the recipient has notified otherwise, then marked for attention in the way last notified.

13.2 Delivery

They must be:

- (a) left at the address set out or referred to in the Details; or
- (b) sent by prepaid post to the address set out or referred to in the Details; or
- (c) sent by fax to the fax number set out or referred to in the Details.

However, if the intended recipient has notified a changed postal address or changed fax number, then the communication must be to that postal address or fax number.

13.3 When effective

They take effect from the time they are received unless a later time is specified in them.

13.4 Receipt – postal

If sent by post, they are taken to be received 6 days after posting (or 10 days after posting if sent to or from a place outside Australia).

13.5 Receipt – fax

If sent by fax, they are taken to be received at the time shown in the transmission report as the time that the whole fax was sent.

13.6 Receipt - general

Despite clauses 13.4 (Receipt - postal) and 13.5 (Receipt - fax) and, if they are received after 5pm in the place of receipt or on a non-Business Day, they are taken to be received at 9am on the next Business Day.

14 General

14.1 Amendments

An amendment or variation to this document is not effective unless it is in writing and signed by the parties.

14.2 Assignment

A party cannot assign or otherwise transfer any of its rights under this document without the prior written consent of each other party.

14.3 Consents

Unless this document expressly provides otherwise, a consent under this document may be given or withheld in the absolute discretion of the party entitled to give the consent and to be effective must be given in writing.

14.4 Counterparts

- (a) This document may be entered into in any number of counterparts.
- (b) A party may execute this document by signing any counterpart.
- (c) All counterparts, taken together, constitute one document.

14.5 Costs

Each party will bear its own costs and disbursements of or incidental to the negotiation, preparation, execution, stamping and registration of this document, and all other matters and agreements referred to in this document.

14.6 Further acts and documents

Each party must promptly do all further acts and execute and deliver all further documents (in a form and content reasonably satisfactory to that party) required by law or reasonably requested by another party to give effect to this document.

14.7 Waivers

The non-exercise of, or delay in exercising, any power or right of a party does not operate as a waiver of that power or right, nor does any single exercise of a power or right preclude any other exercise of it or the exercise of any other power or right. A power or right may only be waived in writing, signed by the party to be bound by the waiver.

14.8 Severance

- (a) If anything in this document is unenforceable, illegal or void then it is severed and the rest of this document remains in force, unless the severance would change the underlying principal commercial purpose or effect of this document.
- (b) If two or more provisions of this document are inconsistent or contradictory the numerical position of those provisions must not be a determinative factor in any decision, order or ruling that results in the severance of any conflicting provision.

14.9 Exclusion of relationships

The parties acknowledge and agree that this document and the performance of this document does not represent or imply a partnership, agency, fiduciary relationship, joint venture, distribution or any other category of commercial or personal relationship between the parties recognised at law or in equity as giving rise to forms of specific rights and obligations.

15 Governing law and jurisdiction

15.1 Governing law

The laws of Tasmania govern this document.

15.2 Jurisdiction

The parties submit to the non-exclusive jurisdiction of the courts of Tasmania.

SIGNING PAGE

EXECUTED as an Agreement.

EXECUTED by Tasmanian Water & Sewerage Corporation Pty)
Ltd (**ACN 162 220 653**) pursuant to section 127 of the)
Corporations Act 2001 by:

.....
Director Signature

.....
Director Full Name (print)

.....
*Director/*Secretary Signature

.....
*Director/*Secretary Full Name (print)

(* please strike out inapplicable)

EXECUTED for and on behalf of the Crown in Right of)
Tasmania by **[#PS Comment: Crown law to insert)**
appropriate execution clause for the Crown#] in the
presence of:

Witness:

Full Name:

Address:

Occupation:

Schedule 1
Application for Shares

[#insert date#]

To: Tasmanian Water and Sewerage Corporation Pty Ltd (ACN 162 220 653) (**TasWater**)
163 – 169 Main Road, Moonah, Tasmania 7009

Attention: Company Secretary

Dear Directors

Application for shares pursuant to Subscription Agreement dated [#insert date#]

The Crown in the Right of Tasmania (**Subscriber**):

- (a) hereby applies for the issue of [#insert number] class DD shares in the capital of TasWater (**Subscription Shares**);
- (b) agrees to pay \$20,000,000 in accordance with the Subscription Agreement; and
- (c) agrees to be bound by the constitution of TasWater

Capitalised terms which are used but not defined in this Application have the meaning given to them (if any) in the Subscription Agreement.

Yours faithfully

Annexure A

Constitution

[PS comment: to insert Constitution once finalised]

DRAFT

Annexure B

Shareholders' Letter of Expectations

[PS comment: to insert SLE once finalised]

DRAFT

Appendix 4: Water and Sewerage Legislation (Corporate Governance and Pricing) Bill 2018

TASMANIA

**WATER AND SEWERAGE LEGISLATION
(CORPORATE GOVERNANCE AND PRICING)
BILL 2018**

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1. Short title
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5. Section 7 amended (Status of Corporation)
6. Section 10 amended (Ownership and restrictions on sale and issue of securities)
7. Section 14 amended (Board of Corporation)
8. Section 21 amended (Distribution of dividends)
9. Sections 22 and 23 repealed
10. Section 42 repealed

**PART 3 – WATER AND SEWERAGE INDUSTRY ACT 2008
AMENDED**

11. Principal Act
12. Section 65 amended (Price and service plan)
13. Section 66 amended (Price determinations)
14. Part 6 repealed

PART 4 – CONCLUDING PROVISION

15. Repeal of Act

consultation draft

**WATER AND SEWERAGE LEGISLATION
(CORPORATE GOVERNANCE AND PRICING)
BILL 2018**

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

A BILL FOR

An Act to amend the *Water and Sewerage Corporation Act 2012* to enable the Crown to hold shares in, and have certain rights in relation to, the Corporation, and to amend the *Water and Sewerage Industry Act 2008* in relation to pricing, 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 *Water and Sewerage Legislation (Corporate Governance and Pricing) Act 2018*.

2. Commencement

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

Water and Sewerage Legislation (Corporate Governance and Pricing) Act 2018
Act No. of 2018

s. 3

Part 2 – Water and Sewerage Corporation Act 2012 Amended

**PART 2 – WATER AND SEWERAGE CORPORATION
ACT 2012 AMENDED**

3. Principal Act

In this Part, the *Water and Sewerage Corporation Act 2012** is referred to as the Principal Act.

4. Section 6 amended (Principal objectives of Corporation)

Section 6(1)(c)(ii) of the Principal Act is amended by omitting “its members” and substituting “such of its members as are councils”.

5. Section 7 amended (Status of Corporation)

Section 7(1)(b) of the Principal Act is amended by omitting “council” and substituting “member”.

6. Section 10 amended (Ownership and restrictions on sale and issue of securities)

Section 10 of the Principal Act is amended as follows:

- (a) by inserting in subsection (1) “, or the Crown,” after “councils”;

*No. 51 of 2012

Water and Sewerage Legislation (Corporate Governance and Pricing) Act 2018
Act No. of 2018

Part 2 – Water and Sewerage Corporation Act 2012 Amended

s. 7

- (b) by omitting subsection (2);
- (c) by inserting in subsection (4) “or to the Crown” after “shareholdings”.

7. Section 14 amended (Board of Corporation)

Section 14(3)(b) of the Principal Act is amended by inserting “or of the Crown” after “council”.

8. Section 21 amended (Distribution of dividends)

Section 21 of the Principal Act is amended as follows:

- (a) by omitting from subsection (2)(a) “members” and substituting “members, who are not the Crown,”;
- (b) by omitting from subsection (2)(d) “members” and substituting “members who are not the Crown”;
- (c) by omitting from subsection (3) “members” and substituting “members who are not the Crown”;
- (d) by inserting the following subsection after subsection (3):
 - (4) The constitution of the Corporation must not provide that the Crown is entitled to any dividends or that dividends may be paid to the Crown.

Water and Sewerage Legislation (Corporate Governance and Pricing) Act 2018
Act No. of 2018

s. 9

Part 2 – Water and Sewerage Corporation Act 2012 Amended

9. Sections 22 and 23 repealed

Sections 22 and 23 of the Principal Act are repealed.

10. Section 42 repealed

Section 42 of the Principal Act is repealed.

consultation draft

Water and Sewerage Legislation (Corporate Governance and Pricing) Act 2018
Act No. of 2018

Part 3 – Water and Sewerage Industry Act 2008 Amended

s. 11

**PART 3 – WATER AND SEWERAGE INDUSTRY ACT
2008 AMENDED**

11. Principal Act

In this Part, the *Water and Sewerage Industry Act 2008** is referred to as the Principal Act.

12. Section 65 amended (Price and service plan)

Section 65 of the Principal Act is amended as follows:

(a) by inserting the following subsection after subsection (6):

(6A) A regulated entity may, without the approval of the Regulator, amend a proposed price, in relation to a service, that is set out, in relation to a year, in the entity's price and service plan, if the price, as so amended, does not exceed the maximum price, in relation to the service, that is specified, in relation to the year, in a price determination in relation to the entity.

(b) by inserting in subsection (10) “, including such a plan as altered under this section” after “subsection (5)”.

*No. 13 of 2008

Water and Sewerage Legislation (Corporate Governance and Pricing) Act 2018
Act No. of 2018

s. 13

Part 3 – Water and Sewerage Industry Act 2008 Amended

13. Section 66 amended (Price determinations)

Section 66 of the Principal Act is amended as follows:

- (a) by omitting paragraph (a) from subsection (3);
- (b) by omitting from subsection (3)(b) “and minimum” first occurring;
- (c) by omitting from subsection (3)(b) “or maximum rate of increase or decrease or minimum rate of increase or decrease in the maximum and minimum price”;
- (d) by omitting paragraph (c) from subsection (3);
- (e) by omitting from subsection (3)(e) “a price” and substituting “a maximum price”;
- (f) by omitting from subsection (3)(f) “a price” and substituting “a maximum price”;
- (g) by omitting from subsection (3)(g) “and minimum” first occurring;
- (h) by omitting from subsection (3)(g) “or maximum rate of increase or decrease or minimum rate of increase or decrease in the maximum and minimum revenue”;
- (i) by inserting the following subsection after subsection (3):

Water and Sewerage Legislation (Corporate Governance and Pricing) Act 2018
Act No. of 2018

Part 3 – Water and Sewerage Industry Act 2008 Amended

s. 14

(3A) Nothing in this section is to be taken to permit a price determination made under this section to set a price, other than a maximum price, or an amount of revenue other than a maximum amount of revenue.

14. Part 6 repealed

Part 6 of the Principal Act is repealed.

consultation draft

Water and Sewerage Legislation (Corporate Governance and Pricing) Act 2018
Act No. of 2018

s. 15

Part 4 – Concluding Provision

PART 4 – CONCLUDING PROVISION

15. Repeal of Act

This Act is repealed on the three hundred and sixty fifth day from the day on which all of the provisions of the Act commence.

consultation draft

Appendix 5: Water and Sewerage Corporation Act 2012 – Amended Clauses

6. Principal objectives of Corporation

- (1) The principal objectives of the Corporation are as follows:
 - (a) to efficiently provide water and sewerage functions in Tasmania;
 - (b) to encourage water conservation, the demand management of water and the re-use of water on an economic and commercial basis;
 - (c) to be a successful business and, to this end –
 - (i) to operate its activities in accordance with good commercial practice; and
 - (ii) to deliver sustainable returns to ~~its members~~such of its members as are councils; and
 - (iii) to deliver water and sewerage services to customers in the most cost-efficient manner.
- (2) Each of the principal objectives of the Corporation is of equal importance.

7. Status of Corporation

- (1) Unless this or any other Act expressly provides otherwise, the Corporation or any subsidiary of the Corporation –
 - (a) is not and does not represent the councils or the Crown; and
 - (b) is not exempt from any rate, tax, duty or other impost imposed by or under any law of the State or the Commonwealth merely because a council member or the Corporation has beneficial ownership of shares in it.
- (2) The Crown is not liable for any debt, liability or obligation of the Corporation or any subsidiary of the Corporation.
- (3) A council is not liable for any debt, liability or obligation of the Corporation or any subsidiary of the Corporation unless –
 - (a) that council gives a guarantee or indemnity under section 26 in relation to that debt, liability or obligation; or
 - (b) the constitution of the Corporation expressly provides otherwise.

10. Ownership and restrictions on sale and issue of securities

- (1) Only councils, or the Crown, may hold one or more shares or other securities in the Corporation.
- ~~(2) Each member of the Corporation is to at all times hold an equal number of shares, and an equal number of other securities in the Corporation, as each other member of the Corporation.~~
- (3) A member of the Corporation must not dispose of the shares or other securities in the Corporation held by that member.

- (4) The Corporation must not, and must ensure that any subsidiary of the Corporation does not –
- (a) offer shares or other securities in the Corporation or any subsidiary of the Corporation for subscription, or invite any person to subscribe for any such shares or other securities; or
 - (b) grant options over unissued shares or other securities in the Corporation or any subsidiary of the Corporation; or
 - (c) allot or issue shares or other securities in the Corporation or any subsidiary of the Corporation –

other than to existing members pro rata to their existing shareholdings or to the Crown.

- (5) In this section –
- (a) a reference to securities includes a reference to securities of a kind specified in section 92(3) of the Corporations Act; and
 - (b) a reference to shares includes a reference to shares of a kind specified in section 254A(1) of the Corporations Act.

14. Board of Corporation

- (1) The Board is to ensure that its directors have the experience and skills necessary to enable the Corporation to achieve its principal objectives.
- (2) The appointment of the Board and removal of directors is to be in accordance with the constitution.
- (3) None of the following persons may be appointed as a director of the Corporation or any subsidiary of the Corporation:
 - (a) any person who has served as an elected government official at any time within the 3 years preceding the intended date of appointment;
 - (b) any person who holds office as an elected government official or who is currently an employee of any council or the Crown.

21. Distribution of dividends

- (1) The Board or the board of directors of any subsidiary of the Corporation must determine a dividend policy for the Corporation or subsidiary.
- (2) The dividend policy of the Corporation or of any subsidiary of the Corporation is to –
 - (a) establish the aggregate amount, and the basis of determining the aggregate amount, of dividends payable to ~~members~~ members, who are not the Crown, in respect of any period; and
 - (b) be determined having due regard to the provisions of the shareholders' letter of expectation; and

- (c) be consistent with good commercial practice; and
 - (d) require adequate provision to be made for expected future capital requirements and operational expenditure before the payment of any dividend to ~~members~~members who are not the Crown.
- (3) In setting out the rights attaching to each class of shares for the purposes of section 11(2)(a) , the constitution of the Corporation is to provide for the allocation of the aggregate amount of dividends amongst ~~members~~members who are not the Crown.
- (4) The constitution of the Corporation must not provide that the Crown is entitled to any dividends or that dividends may be paid to the Crown.

~~22. Payment of guarantee fees~~

- ~~(1) The Corporation or any subsidiary of the Corporation is liable to pay guarantee fees determined pursuant to subsection (2).~~
- ~~(2) If the Corporation or any subsidiary of the Corporation borrows money in accordance with section 18—~~
- ~~(a) Division 1 of Part 11 of the Government Business Enterprises Act 1995 (other than section 78(1)) and, unless the Corporation or subsidiary has received a notice from the Treasurer to the contrary, each GBE Treasurer's Instruction given in relation to any matter the subject of that Division applies by virtue of this Act in relation to the Corporation or subsidiary as if—~~
 - ~~(i) the Corporation or subsidiary were a Government Business Enterprise specified in Schedule 3 to the Government Business Enterprises Act 1995; and~~
 - ~~(ii) each reference to financial accommodation in that Division of the Government Business Enterprises Act 1995 were a reference to money borrowed from the Tasmanian Public Finance Corporation in accordance with section 18; and~~
 - ~~(iii) each reference to the Consolidated Fund in the Government Business Enterprises Act 1995 were a reference to a council; and~~
 - ~~(b) the Corporation or subsidiary is to pay the aggregate guarantee fee, determined by the Treasurer pursuant to the application of paragraph (a), to councils in the amount and in the manner outlined in the constitution.~~

~~23. Payment of tax equivalents~~

- ~~(1) The Corporation or any subsidiary of the Corporation is liable to pay an aggregate income tax equivalent in respect of each financial year, determined pursuant to the application of this section, to councils in the amount and in the manner outlined in the constitution.~~

- ~~(2) — Despite subsection (1), the Corporation or any subsidiary of the Corporation is not liable to pay an income tax equivalent to the extent to which it is liable to pay income tax under the Commonwealth Tax Act.~~
- ~~(3) — Division 3 of Part 10 of the Government Business Enterprises Act 1995 and, unless the Corporation or any subsidiary of the Corporation has received a notice from the Treasurer to the contrary, each GBE Treasurer's Instruction given in relation to any matter the subject of that Division applies by virtue of this Act to the liabilities and payments that arise under subsection (1) as if —~~
 - ~~(a) — the Corporation or subsidiary were a prescribed Government Business Enterprise as defined in section 67 of the Government Business Enterprises Act 1995; and~~
 - ~~(b) — a reference to section 68 of the Government Business Enterprises Act 1995 were a reference to subsection (1); and~~
 - ~~(c) — each reference to the Consolidated Fund were a reference to a council.~~

~~**42.— Staged repeal of Water and Sewerage Corporations Act 2008**~~

- ~~(1) — A provision of the Water and Sewerage Corporations Act 2008 is repealed to the extent, and from the day, fixed by proclamation in respect of that provision.~~
- ~~(2) — The Water and Sewerage Corporations Act 2008 is repealed on a day fixed by proclamation, being a day after the last day fixed under subsection (1).~~

To view the current Water and Sewerage Corporation Act 2012 in its entirety, please see:
<https://www.legislation.tas.gov.au/view/html/inforce/current/act-2012-051>

Appendix 6: Water and Sewerage Industry Act 2008 – Amended Clauses

65. Price and service plan

- (1) The Regulator must, by notice given to a regulated entity, require the regulated entity to submit a proposed price and service plan for regulated services to the Regulator for approval by not later than the date specified in the notice.
- (2) A regulated entity must submit a proposed price and service plan to the Regulator by the date specified in the notice given to the regulated entity under subsection (1).
Penalty: Fine not exceeding 1 000 penalty units.
- (3) The proposed price and service plan submitted under subsection (1) must include –
 - (a) proposed regulated services to be provided to customers; and
 - (b) any customer contract; and
 - (c) standards and conditions of service which are in compliance with the customer service code; and
 - (d) proposed prices for each regulated service; and
 - (e) any other matter required under this Act.
- (4) The proposed price and service plan submitted under subsection (1) may include –
 - (a) proposed annual revenue requirements; and
 - (b) projected capital and operational expenses; and
 - (c) supply and demand forecasts; and
 - (d) such other matters as required by the Regulator in guidelines issued under subsection (7).
- (5) The Regulator must approve a proposed price and service plan for a regulated entity if the Regulator is satisfied that the proposed price and service plan fulfils the requirements for a price and service plan as set out in guidelines issued under subsection (7) and any relevant price determination under section 66.
- (6) The Regulator may require amendments to be made to the proposed price and service plan, including amendments to ensure that the price and service plan complies with a price determination, before approving it.
- (6A) A regulated entity may, without the approval of the Regulator, amend a proposed price, in relation to a service, that is set out, in relation to a year, in the entity's price and service plan, if the price, as so amended, does not exceed the maximum price, in relation to the service, that is specified, in relation to the year, in a price determination in relation to the entity.
- (7) The Regulator must issue guidelines to a regulated entity for the preparation of a proposed price and service plan.
- (8) The guidelines referred to in subsection (7) may –
 - (a) specify the requirements for a regulated entity to comply with when submitting a proposed price and service plan to the Regulator for approval; and

- (b) specify the process for the preparation and approval of a proposed price and service plan, including the extent of public consultation and timelines and the subsequent publication of prices for each regulated service.
- (9) A price and service plan approved under subsection (5) is to relate to a regulatory period.
- (10) The Regulator may, by notice in writing given to a regulated entity, direct the regulated entity to publish a price and service plan approved under subsection (5), including such plan as altered under this section.
- (11) A regulated entity must comply with a direction given to it under subsection (10).
Penalty: Fine not exceeding 50 penalty units.
- (12) The Treasurer may, by notice published in the *Gazette*, fix –
 - (a) the duration of the first regulatory period, which period is to commence on the first day after approval by the Regulator of a price and service plan; and
 - (b) the minimum duration of each subsequent regulatory period.
- (13) The Regulator is to declare, by notice published in the *Gazette*, the duration of each subsequent regulatory period, being a period which is not less than a minimum period specified by the Treasurer under this section.
- (14) A declaration made by the Regulator under subsection (13) must be made not less than 2 years before the end of each subsequent regulatory period.

66. Price determinations

- (1) The Regulator is to make price determinations that apply to a regulated entity in respect of a regulated service.
- (2) In making a price determination under subsection (1), the Regulator must –
 - (a) adopt an approach and methodology which the Regulator considers will best meet the objective of this Act; and
 - (b) determine prices, terms and conditions, including developer charges, for water services and sewerage services in accordance with the pricing principles referred to in section 68 or any principles prescribed by regulations under that section; and
 - (c) consider any proposed price and service plan submitted under section 65; and
 - (d) consider any customer contract; and
 - (e) ensure that the price determination takes into account and clearly articulates any trade-offs between costs and service standards; and
 - (ea) not take into account a change in a rate, prescribed in a regulation for the purposes of section 68(1A)(c)(iv), that comes into force at any time –
 - (i) after a regulated entity is required to submit to the Regulator a proposed price and service plan that may be approved by the Regulator after the price determination is made; and

- (ii) before the price determination to which the proposed price and service plan relates is made; and
 - (f) have regard to any matters contained in the regulations.
- (3) Without limiting the generality of subsection (1), a price determination made under this section may provide for one or more of the following:
- ~~(a) fixing the price or the rate of increase or decrease in the price for a regulated service or other price control formula;~~
 - (b) fixing a maximum ~~and minimum~~ price ~~or maximum rate of increase or decrease or minimum rate of increase or decrease in the maximum and minimum price~~ for a regulated service;
 - ~~(c) fixing an average price for a regulated service specified in the determination or an average rate of increase or decrease in the average price;~~
 - (d) specifying pricing policies or principles that are to be applied in relation to a regulated service;
 - (e) specifying ~~a price~~ a maximum price determined by reference to a general price index, the cost of production, a rate of return on assets employed or any other factor specified in the determination;
 - (f) specifying ~~a price~~ a maximum price determined by reference to quantity, location, period or other factor specified in the determination relevant to the rate or provision of a regulated service;
 - (g) fixing a maximum ~~and minimum~~ revenue ~~or maximum rate of increase or decrease or minimum rate of increase or decrease in the maximum and minimum revenue~~ in relation to a regulated service;
 - (h) specifying a factor or factors to be applied, and the manner in which such a factor is or factors are to be applied, in setting prices, terms and conditions for a regulated service.
- (3A) Nothing in this section is to be taken to permit a price determination made under this section to set a price, other than a maximum price, or an amount of revenue, other than a maximum amount of revenue.
- (4) Before the Regulator makes a price determination under subsection (1), the Regulator is to publish, in daily newspapers published and circulating in Tasmania, a notice of the Regulator's intention to make a price determination.
 - (5) The notice under subsection (4) is to include information as to where a copy of the proposed price determination, and the proposed price and service plan on which the proposed price determination is based, can be obtained or viewed.
 - (6) The Regulator is to publish the proposed price determination, and the proposed price and service plan on which the proposed price determination is based, on the Regulator's internet website.
 - (7) The Regulator is to make a price determination in accordance with section 67.
 - (8) The regulations may provide for –

- (a) the conduct of investigations by the Regulator into the price and pricing policies of regulated entities; and
- (b) the appointment of assistants to the Regulator for the purposes of carrying out investigations referred to in paragraph (a); and
- (c) the liability of regulated entities for the costs by the Regulator incurred in undertaking such investigations; and
- (d) any related matter.

~~PART 6 – Transition to New Regulatory Arrangements~~

~~88. Interim price order~~

- ~~(1) The Treasurer may, by notice published in the Gazette and in daily newspapers published and circulating in Tasmania, make an interim order in relation to—
 - ~~(a) the prices, terms and conditions for the provision of a regulated service; and~~
 - ~~(b) the service standards, terms and conditions for the provision of a regulated service.~~~~
- ~~(2) Before an interim order may be made under subsection (1), the Treasurer must obtain advice from the Regulator in relation to the matters contained in the order.~~
- ~~(3) An order made under this section remains in force until the commencement of the first regulatory period fixed under section 65(12).~~
- ~~(4) A regulated entity must comply with an order made under this section.
Penalty: Fine not exceeding 500 penalty units.~~
- ~~(5) Without limiting the generality of subsection (1), an order made under this section may provide for one or more of the following:
 - ~~(a) fixing the price or the rate of increase or decrease in the price for a regulated service;~~
 - ~~(b) fixing a maximum and minimum price or maximum rate of increase or decrease or minimum rate of increase or decrease in the maximum and minimum price for a regulated service;~~
 - ~~(c) fixing an average price for a regulated service or an average rate of increase or decrease in the average price;~~
 - ~~(d) specifying pricing policies or principles that are to be applied in relation to a regulated service;~~
 - ~~(e) specifying a price determined by reference to a general price index, the cost of production, a rate of return on assets employed or any other specified factor;~~
 - ~~(f) specifying a price determined by reference to quantity, location, period or other specified factor relevant to the rate or provision of a regulated service;~~
 - ~~(g) fixing a maximum and minimum revenue or maximum rate of increase or decrease or minimum rate of increase or decrease in the maximum and minimum revenue in relation to regulated services;~~~~

- ~~(h) specifying a factor or factors to be applied, and the manner in which such a factor is or factors are to be applied, in setting prices, terms and conditions for a regulated service.~~
- ~~(6) An order made under this section may impose functions and confer powers on the Regulator relating to the prices, terms and conditions for the provision of a regulated service specified in such an order.~~
- ~~(7) The Treasurer is to give a copy of an order made under this section to each regulated entity that provides a regulated service to which the order applies.~~
- ~~(8) If there is an inconsistency between this Act and regulations made under this Act and any order made under this section, this Act or the regulations prevail to the extent of the inconsistency.~~

89. Interim licences

- ~~(1) The Minister may grant an interim licence to a person to authorise an activity specified in section 30 on such terms and conditions that the Minister considers appropriate and as are specified in the interim licence.~~
- ~~(2) An interim licence granted to a person under subsection (1) remains in force—~~
- ~~(a) for a period not exceeding 2 years from the day on which it is granted; or~~
- ~~(b) until a licence is granted to that person under section 35(1) in relation to an activity for which that interim licence is granted—~~
- ~~whichever is the earlier.~~
- ~~(3) The Minister may, by written notice given to a person to which an interim licence is granted under subsection (1), impose such interim licence conditions as the Minister considers appropriate to be complied with by that person.~~
- ~~(4) Before granting an interim licence under subsection (2) or imposing interim licence conditions, the Minister must obtain advice from the Regulator in relation to the granting of the interim licence or imposition of the interim licence conditions.~~

90. Interim exemption from requirement to be licensed

- ~~(1) The Minister may, by order, exempt a person who provides a regulated service specified in the order, other than the Corporation, from the requirement to hold a licence under section 30 or comply with any other provision of this Act until a date specified in the order.~~
- ~~(2) The date specified in an order made under subsection (1) is to be not later than the commencement of the first regulatory period.~~

To view the current Water and Sewerage Industry Act 2008 in its entirety, please see:
<https://www.legislation.tas.gov.au/view/html/inforce/current/act-2008-013>

ITEMS FOR CLOSED SECTION OF THE MEETING:

Councillor xx moved and Councillor xx seconded ***“that pursuant to Regulation 15(2)(g) of the Local Government (Meeting Procedures) Regulations 2015, Council close the meeting to the public to discuss the following items.”***

GOV 6 CONFIRMATION OF MINUTES

Confirmation of Minutes of the Closed Session of the Ordinary Council Meeting held on 14 August, 2018.

GOV 7 LEAVE OF ABSENCE

(Reference Part 2 Regulation 15(2)(h) Local Government (Meeting Procedures) Regulations 2015)

INFRA 1 CONTRACT 195 - DELORAINE COMMUNITY COMPLEX NETBALL COURTS

INFRA 2 CONTRACT 190 - PROSPECT VALE PARK AFL SPORTS LIGHTING UPGRADE

WORKS 1 CONTRACT 196 - ANNUAL SUPPLY TENDER – ROAD SEALING

The meeting moved into Closed Session atpm

The meeting re-opened to the public atpm

Cr xxx moved and Cr xxx seconded ***“that the following decisions were taken by Council in Closed Session and are to be released for the public’s information.”***

The meeting closed at

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CRAIG PERKINS (MAYOR)