

Passed by both Houses



New South Wales

# Transport Administration Amendment (Sydney Metro) Bill 2018

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*I certify that this public bill, which originated in the Legislative Assembly, has finally passed the Legislative Council and the Legislative Assembly of New South Wales.*

*Clerk of the Legislative Assembly.  
Legislative Assembly,  
Sydney,*

*, 2018*



New South Wales

## **Transport Administration Amendment (Sydney Metro) Bill 2018**

Act No , 2018

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An Act to amend the *Transport Administration Act 1988* and other legislation to establish Sydney Metro and to facilitate the development, implementation and operation of a metro in Sydney; and for related purposes.

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*I have examined this bill and find it to correspond in all respects with the bill as finally passed by both Houses.*

*Assistant Speaker of the Legislative Assembly.*

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**The Legislature of New South Wales enacts:**

**1 Name of Act**

This Act is the *Transport Administration Amendment (Sydney Metro) Act 2018*.

**2 Commencement**

This Act commences on a day or days to be appointed by proclamation.

## **Schedule 1      Amendment of Transport Administration Act 1988 No 109**

### **[1] Section 3 Definitions**

Insert in alphabetical order in section 3 (1):

*metro* means a mass transit infrastructure system, and associated facilities, that:

- (a) provides high-frequency, high-capacity passenger services, and
- (b) is operated using automated or partly-automated systems from one or more central control points.

*metro assets* means assets (including transport infrastructure, transport vehicles and rolling stock) used for or in connection with or to facilitate the movement of persons by means of a metro.

*metro passenger service* means a passenger service provided by a metro.

*Sydney Metro* means Sydney Metro constituted under this Act.

*Sydney Metro Board* means the board of directors of Sydney Metro.

### **[2] Section 3 (1), definition of “NSW rail network”**

Insert “, but does not include any part of a metro” after “controlled”).

### **[3] Section 3 (1), definition of “public transport agency”**

Insert “, Sydney Metro” after “Sydney Ferries”.

### **[4] Section 3 (1), definition of “rail infrastructure owner”**

Insert in appropriate order:

- (a4) in the case of any rail infrastructure facilities that are managed or controlled by Sydney Metro for the purposes of exercising its functions under this Act, Sydney Metro, or

### **[5] Section 3 (1), definition of “railway service”**

Insert “and a metro passenger service” after “railway passenger service”.

### **[6] Section 3 (1), definition of “transport services”**

Omit “railway services (including heavy rail, metro rail and light rail services),”.

Insert instead “railway services (including heavy rail and light rail services and metro passenger services),”.

### **[7] Section 3B Ministerial responsibility and delegation**

Insert after section 3B (1):

- (1A) Sydney Metro is, in the exercise of its functions, subject to the control and direction of the Minister.

### **[8] Section 3B (3)–(5)**

Insert after section 3B (2):

- (3) The Minister may delegate to Sydney Metro any function of the Minister under this Act, other than this power of delegation.

- (4) Sydney Metro may sub-delegate to an authorised person any function delegated to it by the Minister if the delegate is authorised in writing to do so by the Minister.
- (5) In this section, **authorised person** means:
  - (a) the Chairperson of the Sydney Metro Board, or
  - (b) the Chief Executive of Sydney Metro.

**[9] Section 3G Directions by TfNSW to public transport agencies**

Insert after section 3G (1) (f1):

- (f2) Sydney Metro,

**[10] Part 3D**

Insert after Part 3C:

## **Part 3D Sydney Metro**

### **Division 1 Constitution of Sydney Metro**

#### **38 Constitution of Sydney Metro**

- (1) There is constituted by this Act a corporation with the corporate name of Sydney Metro.
- (2) Sydney Metro is a NSW Government agency.

**Note.** Section 3B (1A) provides that Sydney Metro is, in the exercise of its functions, subject to the control and direction of the Minister.

### **Division 2 Objectives of Sydney Metro**

#### **38A Objectives of Sydney Metro**

- (1) The principal objectives of Sydney Metro are as follows:
  - (a) to deliver safe and reliable metro passenger services in an efficient, effective and financially responsible manner,
  - (b) to facilitate and carry out the orderly and efficient development of land in the locality of metro stations, depots and stabling yards, and proposed metro stations, depots and stabling yards.
- (2) The other objectives of Sydney Metro are as follows:
  - (a) to be a successful business and, to that end:
    - (i) to operate at least as efficiently as any comparable business, and
    - (ii) to maximise the net worth of the State's investment in the metro,
  - (b) to exhibit a sense of social responsibility by having regard to the interests of the community in which it operates,
  - (c) where its activities affect the environment, to conduct its operations in compliance with the principles of ecologically sustainable development contained in section 6 (2) of the *Protection of the Environment Administration Act 1991*.

### **Division 3      Functions of Sydney Metro**

#### **38B    Functions of Sydney Metro**

- (1) Sydney Metro has the functions conferred or imposed on it by or under this or any other Act.
- (2) Sydney Metro may:
  - (a) design, construct, develop and operate a metro to provide safe, reliable and high-frequency metro passenger services, or other associated transport services, to the public, and
  - (b) deliver services in connection with, or related to, the operation or proposed operation of the metro, and
  - (c) assist the relevant planning and transport authorities in the preparation of strategic and other plans for the development of land in the locality of metro stations, depots and stabling yards, and proposed metro stations, depots and stabling yards.
- (3) Sydney Metro may:
  - (a) conduct any business (whether or not related to its functions) that it considers will further its objectives, and
  - (b) operate other transport services, including bus services, whether or not in connection with its metro passenger services, and
  - (c) build, modify, hold, manage, maintain, finance and establish transport assets vested in or owned by it, or to be vested in or owned by it, and
  - (d) acquire, build, modify, hold, manage, maintain, finance and establish metro assets vested in or owned by it, or to be vested in or owned by it, and
  - (e) dispose of metro assets vested in or owned by it (other than a metro), and
  - (f) acquire, build, modify, manage, maintain and establish transport assets vested in or owned by, or to be vested in or owned by, another public transport agency, and
  - (g) make and enter into contracts or arrangements for the carrying out of works, or the performance of services, or the supply of goods or materials, and
  - (h) make and enter into contracts or arrangements with any person for the operation, on such terms as may be agreed on, of any of Sydney Metro's passenger or other transport services or of any of Sydney Metro's businesses, and
  - (i) make and enter into leases or licences, or other arrangements, with persons for developing metro assets, and
  - (j) provide goods, services or facilities to the transport industry, and
  - (k) appoint agents, and act as agents for other persons.
- (4) Sydney Metro may:
  - (a) acquire any land, and
  - (b) develop, sell, lease or otherwise dispose of any of its land, and
  - (c) with the consent of the owner of any land, exercise in relation to the land any function that Sydney Metro could so exercise if Sydney Metro were the owner of the land, and

- (d) exercise in relation to any land in which Sydney Metro holds an interest any function that a private individual could so exercise if the private individual were the holder of the interest.
- (5) The operation of any railway service by Sydney Metro is subject to the requirements of the *Rail Safety National Law (NSW)*.

**38C Metro infrastructure development functions**

- (1) Sydney Metro may exercise the functions described in clause 3 (1) of Schedule 1 in relation to the metro as if:
  - (a) references in that clause to TfNSW were references to Sydney Metro, and
  - (b) references to transport infrastructure were references to a metro.
- (2) Clauses 3 (2) and (3), 11 and 12 of that Schedule apply accordingly.

**38D Other land development functions of Sydney Metro**

- (1) Sydney Metro may carry out, finance, manage or otherwise participate in development for residential, retail, commercial, industrial, mixed use, community, public open space or recreational purposes on land in the locality of a metro station, depot or stabling yard, or a proposed metro station, depot or stabling yard, being the land shown on a map adopted by an order of the Minister for Planning, made with the concurrence of the Minister, published in the Gazette for the purposes of this section.
- (2) Sydney Metro may, for the purposes referred to in subsection (1), acquire land by agreement (including an interest in land).
- (3) The imposition or conferral of a function on Sydney Metro by this section does not limit the imposition or conferral of a function by another provision of this Division.

**38E Effect of Division**

This Division does not limit the functions of Sydney Metro apart from this Division, but is subject to the provisions of this Act and any other Act or law.

**Division 4 Management of Sydney Metro**

**38F Establishment of Sydney Metro Board**

- (1) There is to be a board of directors of Sydney Metro.
- (2) The Sydney Metro Board is to consist of at least 3, not more than 7, directors to be appointed by the Minister.
- (3) The Transport Secretary may appoint 1 further director to the Sydney Metro Board.
- (4) The directors are to be persons who, in the opinion of the Minister or Transport Secretary (as appropriate), have skills and experience relevant to the administration of Sydney Metro and that will assist Sydney Metro in exercising its functions.
- (5) Of the directors appointed by the Minister, one is, in and by the instrument of appointment or another instrument made by the Minister, to be appointed as Chairperson of the Sydney Metro Board.
- (6) Schedule 2B sets out provisions relating to the constitution and procedure of the Sydney Metro Board.

**38G Functions of Sydney Metro Board**

- (1) The Sydney Metro Board has the following functions:
  - (a) to determine the policies of Sydney Metro and give directions to the Chief Executive of Sydney Metro in relation to the functions and activities of Sydney Metro,
  - (b) to exercise employer functions in relation to the Chief Executive of Sydney Metro,
  - (c) such other functions as are conferred or imposed on it by this Act or any other law.
- (2) In exercising these functions, the Sydney Metro Board is, as far as practicable, to ensure that the activities of Sydney Metro are carried out properly and efficiently.

**38H Chief Executive of Sydney Metro**

- (1) The Chief Executive of Sydney Metro is the person who is employed in the Transport Service as the Chief Executive of Sydney Metro.
- (2) Despite section 68C (3), the Sydney Metro Board may, subject to this and any other Act or law, exercise on behalf of the Government of New South Wales the employer functions of the Government in relation to the Chief Executive of Sydney Metro.
- (3) Accordingly, a reference to the Transport Secretary in this Act or any other law in connection with the exercise of employer functions in relation to the Chief Executive of Sydney Metro is to be construed as a reference to the Sydney Metro Board.
- (4) Despite subsection (3), the parameters relating to the remuneration package for the Chief Executive of Sydney Metro (as referred to in section 68I (2)) are to be agreed on by the Transport Secretary and the Public Service Commissioner.
- (5) Division 4 of Part 7 does not apply to the Chief Executive of Sydney Metro.  
**Note.** Schedule 2 contains ancillary provisions that apply to the Chief Executive of Sydney Metro.

**38I Control and management of Sydney Metro**

- (1) All decisions relating to the functions of Sydney Metro are to be made by or under the authority of the Sydney Metro Board.
- (2) The Chief Executive of Sydney Metro is responsible for the day-to-day management of the affairs of Sydney Metro, subject to the specific policies and general directions of the Sydney Metro Board.
- (3) Any act, matter or thing done in the name of, or on behalf of, Sydney Metro by or under the authority of the Sydney Metro Board is taken to have been done by Sydney Metro.
- (4) A direction of the Minister under section 3B or of TfNSW under section 3G prevails over a policy or direction of the Sydney Metro Board to the extent of any inconsistency.



## **Division 5      General**

### **38J      Appointment of advisory committees**

- (1) The Sydney Metro Board may appoint such advisory committees as the Sydney Metro Board considers appropriate for the purposes of advising the Sydney Metro Board and Sydney Metro for the purposes of this Act.
- (2) An advisory committee has such functions as the Sydney Metro Board may from time to time determine in respect of it.
- (3) An advisory committee consists of such committee members appointed by the Sydney Metro Board as the Sydney Metro Board thinks fit.
- (4) An advisory committee member holds office for such period as is specified in the instrument of appointment of the committee member, but any such appointment may be terminated by the Sydney Metro Board at any time.
- (5) One of the advisory committee members is, in and by the instrument by which the committee member is appointed or another instrument made by the Sydney Metro Board, to be appointed as chairperson of the committee.
- (6) An advisory committee member is entitled to be paid such fees and allowances (if any) as the Minister may determine, from time to time, in respect of the committee member.
- (7) Subject to the regulations and any directions of the Sydney Metro Board, the procedure of an advisory committee appointed under this section is to be as determined by the advisory committee.
- (8) The Sydney Metro Board may dissolve an advisory committee appointed under this section.

### **38K      Sydney Metro to supply information to Minister**

Sydney Metro must:

- (a) supply the Minister or a person nominated by the Minister with any information relating to its activities that the Minister or person may require, and
- (b) keep the Minister informed of the general conduct of its activities and of any significant development in its activities.

### **38L      Corporate plans**

- (1) Sydney Metro must, at least 3 months before the beginning of each financial year of Sydney Metro, prepare and deliver to TfNSW a draft corporate plan for the financial year.
- (2) Sydney Metro must:
  - (a) consider any comments on the draft corporate plan that were made by TfNSW within 2 months after the draft plan was delivered to TfNSW, and
  - (b) deliver the completed corporate plan to TfNSW before the beginning of the financial year concerned.
- (3) Sydney Metro is to make a draft plan prepared after the commencement of this section available for public comment for at least 30 days and is to have regard to any submissions it receives about the draft plan within that period. The arrangements for obtaining or inspecting the draft plan and for making submissions are to be publicly advertised.

- (4) Sydney Metro is to make the completed corporate plan available for public inspection. However, Sydney Metro is not required to include in any draft or completed plan made available for public comment or inspection information that is of a commercially sensitive nature or that it would otherwise not be required to disclose under the *Government Information (Public Access) Act 2009*.
- (5) Sydney Metro must, as far as practicable, exercise its functions in accordance with the relevant corporate plan.
- (6) A corporate plan is to specify:
  - (a) the separate activities of Sydney Metro and, in particular, the separate commercial and non-commercial activities, and
  - (b) the objectives of each such separate activity for the financial year concerned and for future financial years, and
  - (c) the strategies, policies and budgets for achieving those objectives in relation to each such separate activity, and
  - (d) the targets and criteria for assessing Sydney Metro's performance.
- (7) This section is subject to any requirement made by or under this Act (including the requirements of any direction by the Minister or TfNSW under this Act).

**38M Delegation of functions of Sydney Metro**

- (1) Sydney Metro may delegate to an authorised person any of its functions, other than this power of delegation.
- (2) A delegate may sub-delegate to an authorised person any function delegated by Sydney Metro if the delegate is authorised in writing to do so by Sydney Metro.
- (3) In this section, *authorised person* means:
  - (a) a member of staff of Sydney Metro, or
  - (b) a person of a class prescribed by the regulations or approved, after consultation with the Transport Secretary, by the Sydney Metro Board.

**38N Roads authority consent not required for certain work by Sydney Metro**

- (1) Section 138 of the *Roads Act 1993* does not apply to anything done by Sydney Metro, for the purposes of exercising its functions under this Act, in relation to a classified road (within the meaning of that Act) for which a council is the roads authority.
- (2) However, Sydney Metro must not do anything referred to in section 138 (1) of that Act in relation to any such road except with the consent of RMS.

**[11] Section 55A Definition of "transport authority"**

Insert after section 55A (h):

- (i) Sydney Metro.

**[12] Section 65 Definitions**

Insert after paragraph (g) of the definition of *transport authority*:

- (g1) Sydney Metro,

**[13] Section 68C Employment in the Transport Service**

Insert after section 68C (1) (c):

- (d) Sydney Metro.

**[14] Section 68Q Miscellaneous provisions relating to the Transport Service**

Insert “, Sydney Metro” after “Sydney Trains” wherever occurring in section 68Q (5) and (6).

**[15] Section 68Q (10)**

Insert after section 68Q (10) (f):

- (f1) Sydney Metro (or a public subsidiary corporation of Sydney Metro) is to be read as a reference to a person employed in the Transport Service to enable Sydney Metro (or the corporation) to exercise its functions, or

**[16] Part 8, Division 3AC**

Insert after section 80FF:

**Division 3AC Financial provisions relating to Sydney Metro**

**80FG Sydney Metro Fund**

There is established in the Special Deposits Account a fund called the Sydney Metro Fund.

**80FH Payments into Sydney Metro Fund**

There is to be paid into the Sydney Metro Fund:

- (a) all money received by or on account of Sydney Metro, and  
(b) all money advanced to Sydney Metro by the Treasurer, and  
(c) all money:  
(i) appropriated by Parliament for the purposes of TfNSW and allocated to Sydney Metro by TfNSW, or  
(ii) otherwise appropriated by Parliament for the purposes of Sydney Metro, and  
(d) the proceeds of the investment of money in the Fund, and  
(e) all other money required by or under this or any other Act to be paid into the Fund.

**80FI Payments from Sydney Metro Fund**

There is to be paid from the Sydney Metro Fund:

- (a) all payments made on account of Sydney Metro or otherwise required to meet expenditure incurred in relation to the functions of Sydney Metro, and  
(b) all other payments required by or under this or any other Act to be paid from the Fund.

**[17] Section 81A Definition**

Insert after paragraph (g) of the definition of *Authority*:

- (h) Sydney Metro.

**[18] Part 8, Division 5, heading**

Insert “, Sydney Metro” after “Sydney Ferries”.

**[19] Section 84 Definitions**

Insert “, Sydney Metro” after “Sydney Ferries” in the definition of *Authority*.

**[20] Section 85 Orders fixing charges**

Insert after section 85 (2C):

- (2D) The charges to be demanded by Sydney Metro in respect of its metro passenger services or other transport services or for any other purpose are to be as from time to time determined by order made by Sydney Metro.

**[21] Section 85 (3)**

Insert “, Sydney Metro” after “RailCorp”.

**[22] Section 88A Definitions**

Insert “, Sydney Metro” after “TfNSW” in the definition of *rail authority*.

**[23] Section 88G Severance of rail infrastructure facilities from leased or licensed land**

Insert “, Sydney Metro” after “RailCorp” wherever occurring in section 88G (1) and (2).

**[24] Section 89 Definitions**

Insert “, Sydney Metro” after “TfNSW” in the definition of *rail authority*.

**[25] Section 89, definition of “State rail operator”**

Insert “, Sydney Metro” after “RailCorp”.

**[26] Section 107 Definition of “transport authority”**

Insert at the end of section 107 (1) (e):

, or

- (f) Sydney Metro.

**[27] Section 109 Seals of Authorities**

Insert after paragraph (f) of the definition of *Authority* in section 109 (2):

- (g) Sydney Metro.

**[28] Section 112 Personal liability of certain persons**

Insert “, a member of an advisory committee appointed under this Act” before “or a person acting under the direction” in section 112 (1).

**[29] Section 112 (1)**

Insert “, a member of such an advisory committee” before “or a person so acting”.

**[30] Section 112 (2)**

Omit the definition of *member of a transport authority*. Insert instead:

*member of a transport authority* includes the following:

- (a) the Chief Executives of the State Transit Authority, RailCorp, Sydney Ferries, Sydney Trains, NSW Trains, Sydney Metro and RMS,  
(b) the RTC manager (within the meaning of clause 6 of Schedule 9),

- (c) the Transport Secretary,
- (d) the Chairperson of the Independent Transport Safety Advisory Board,
- (e) a director of the Sydney Metro Board.

**[31] Section 116 Liability of vehicle owner for parking offences on Authority's land**

Insert “, Sydney Metro” after “Sydney Ferries” in the definition of *parking offence* in section 116 (7).

**[32] Schedule 1 Functions of Transport for NSW**

Insert after paragraph (c3) of the definition of *transport authority* in clause 4A (4):

- (c4) Sydney Metro, or

**[33] Schedule 2 Provisions relating to Chief Executives**

Insert after paragraph (f) of the definition of *Chief Executive* in clause 1:

- (g) Sydney Metro.

**[34] Schedule 2**

Insert after clause 3 (4):

- (5) In this clause, a reference to the Transport Secretary is, if the reference is used in relation to the Chief Executive of Sydney Metro, taken to be a reference to the Sydney Metro Board.

**[35] Schedule 2B**

Insert after Schedule 2A:

## **Schedule 2B Constitution and procedure of Sydney Metro Board**

### **Part 1 General**

#### **1 Definitions**

In this Schedule:

*Board* means the Sydney Metro Board.

*Chairperson* means the Chairperson of the Board.

*director* means any director of the Board.

### **Part 2 Constitution**

#### **2 Terms of office of directors**

- (1) Subject to this Schedule and the regulations, a director holds office for such period (not exceeding 5 years) as is specified in the director's instrument of appointment, but is eligible (if otherwise qualified) for re-appointment.
- (2) However, a director cannot hold office for periods, whether consecutive or non-consecutive, that total more than 10 years.

#### **3 Part-time appointments**

Directors hold office as part-time directors.

#### **4 Remuneration**

A director is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Minister may from time to time determine in respect of the director.

#### **5 Alternates**

- (1) The Minister may, from time to time, appoint a person to be the alternate of the director appointed by the Minister, and may revoke any such appointment.
- (2) The Transport Secretary may, from time to time, appoint a person to be the alternate of the director appointed by the Transport Secretary, and may revoke any such appointment.
- (3) In the absence of a director, the director's alternate may, if available, act in the place of the director.
- (4) While acting in the place of a director, an alternate has all the functions of the director and is taken to be a director.
- (5) For the purposes of this clause, a vacancy in the office of a director is taken to be an absence of the director.
- (6) This clause does not operate to confer on the alternate of a director who is the Chairperson the director's functions as Chairperson.

#### **6 Vacancy in office of director**

- (1) The office of a director becomes vacant if the director:
  - (a) dies, or
  - (b) completes a term of office and is not re-appointed, or
  - (c) resigns the office by instrument in writing addressed to the Minister (in the case of a director appointed by the Minister) or the Transport Secretary (in the case of a director appointed by the Transport Secretary), or
  - (d) is removed from office by the Minister or Transport Secretary under this clause, or
  - (e) is absent from 3 consecutive meetings of the Board of which reasonable notice has been given to the director personally or by post, except on leave granted by the Minister or unless the director is excused by the Minister for having been absent from those meetings, or
  - (f) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit, or
  - (g) becomes a mentally incapacitated person, or
  - (h) is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable.
- (2) The Minister may remove a director appointed by the Minister from office at any time.
- (3) The Transport Secretary may remove a director appointed by the Transport Secretary from office at any time.

## **7 Filling of vacancy in office of director**

If the office of any director becomes vacant, a person is, subject to this Act and the regulations, to be appointed to fill the vacancy.

## **8 Vacancy in office of Chairperson**

- (1) The Chairperson vacates office as Chairperson if he or she:
  - (a) is removed from that office by the Minister under this clause, or
  - (b) resigns that office by instrument in writing addressed to the Minister, or
  - (c) ceases to be a director of the Board.
- (2) The Minister may at any time remove the Chairperson from office as Chairperson.

## **9 Disclosure of pecuniary interests**

- (1) If:
  - (a) a director has a direct or indirect pecuniary interest in a matter being considered or about to be considered at a meeting of the Board, and
  - (b) the interest appears to raise a conflict with the proper performance of the director's duties in relation to the consideration of the matter,the director must, as soon as possible after the relevant facts have come to the director's knowledge, disclose the nature of the interest at a meeting of the Board.
- (2) A disclosure by a director at a meeting of the Board that the director:
  - (a) is a director, or is in the employment, of a specified company or other body, or
  - (b) is a partner, or is in the employment, of a specified person, or
  - (c) has some other specified interest relating to a specified company or other body or to a specified person,is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under subclause (1).
- (3) Particulars of any disclosure made under this clause must be recorded by the Board in a book kept for the purpose and that book must be open at all reasonable hours to inspection by any person on payment of the fee determined by the Board.
- (4) After a director has disclosed the nature of an interest in any matter, the director must not, unless the Board otherwise determines:
  - (a) be present during any deliberation of the Board with respect to the matter, or
  - (b) take part in any decision of the Board with respect to the matter.
- (5) For the purposes of the making of a determination by the Board under subclause (4), a director who has a direct or indirect pecuniary interest in a matter to which the disclosure relates must not:
  - (a) be present during any deliberation of the Board for the purpose of making the determination, or
  - (b) take part in the making by the Board of the determination.
- (6) A contravention of this clause does not invalidate any decision of the Board.

- (7) This clause applies to a member of an advisory committee of the Board and the advisory committee in the same way as it applies to a director of the Board and the Board.

**10 Effect of certain other Acts**

- (1) The provisions of the *Government Sector Employment Act 2013* relating to the employment of Public Service employees do not apply to a director.
- (2) If by or under any Act provision is made:
- (a) requiring a person who is the holder of a specified office to devote the whole of his or her time to the duties of that office, or
  - (b) prohibiting the person from engaging in employment outside the duties of that office,

the provision does not operate to disqualify the person from holding that office and also the office of a director or from accepting and retaining any remuneration payable to the person under this Act as a director.

### **Part 3 Procedure**

**11 General procedure**

The procedure for the calling of meetings of the Board and for the conduct of business at those meetings is, subject to this Act and the regulations, to be as determined by the Board.

**12 Quorum**

The quorum for a meeting of the Board is a majority of its directors for the time being.

**13 Presiding director**

- (1) The Chairperson (or, in the absence of the Chairperson, a person elected by the directors of the Board who are present at a meeting of the Board) is to preside at a meeting of the Board.
- (2) The director presiding at a meeting of the Board has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.

**14 Voting**

A decision supported by a majority of the votes cast at a meeting of the Board at which a quorum is present is the decision of the Board.

**15 Transaction of business outside meetings or by telephone etc**

- (1) The Board may, if it thinks fit, transact any of its business by the circulation of papers among all the directors of the Board for the time being. A resolution approved in writing by a majority of those directors is taken to be a decision of the Board.
- (2) The Board may, if it thinks fit, transact any of its business at a meeting at which directors (or some directors) participate by telephone or other electronic means, but only if any director who speaks on a matter before the meeting can be heard by the other directors.
- (3) For the purposes of:
- (a) the approval of a resolution under subclause (1), or



- (b) a meeting held in accordance with subclause (2),  
the Chairperson and each other director have the same voting rights as they  
have at an ordinary meeting of the Board.
- (4) A resolution approved under subclause (1) is, subject to the regulations, to be  
recorded in the minutes of the meetings of the Board.
- (5) Papers may be circulated among the directors for the purposes of subclause (1)  
by electronic means.

#### **16 First meeting**

The Minister may call the first meeting of the Board in such manner as the  
Minister thinks fit.

#### **[36] Schedule 6A Powers relating to rail infrastructure facilities and land**

Insert after paragraph (a1) of the definition of *owner* in clause 1:

- (a2) in the case of any land, rail infrastructure facilities or any railway  
building that is managed or controlled by Sydney Metro for the  
purposes of exercising its functions under this Act, Sydney Metro, or

#### **[37] Schedule 6A, clause 1, definition of “rail authority”**

Insert “, Sydney Metro” after “RailCorp” in paragraph (a) of the definition.

#### **[38] Schedule 6A, clause 1B (2)**

Insert “, Sydney Metro” after “RailCorp”.

#### **[39] Schedule 6A, clause 13A (4)**

Insert “, Sydney Metro” after “RailCorp”.

#### **[40] Schedule 6A, clause 13A (9)**

Insert “, Sydney Metro” after “RailCorp”.

#### **[41] Schedule 6B Special provisions for underground rail facilities**

Insert “Sydney Metro,” after “RailCorp,” in the definition of *rail authority* in clause 1 (1).

#### **[42] Schedule 7 Savings, transitional and other provisions**

Insert at the end of the Schedule, with appropriate Part and clause numbering:

### **Part Provisions consequent on enactment of Transport Administration Amendment (Sydney Metro) Act 2018**

#### **First corporate plans for Sydney Metro**

Subject to the regulations, section 38L (Corporate plans) does not apply in  
relation to the first financial year of operation of Sydney Metro.

#### **Reference to Sydney Metro in Local Government Act 1993 and Public Finance and Audit Act 1983**

The reference to Sydney Metro in the following provisions is taken, from the  
commencement of this clause, to be a reference to Sydney Metro as constituted  
under Part 3D of this Act:

- (a) sections 600 (9) and 742 (7) of the *Local Government Act 1993*,
- (b) Schedule 2 to the *Public Finance and Audit Act 1983*.

**Deeming references to TfNSW, RailCorp or Sydney Trains to include Sydney Metro**

The regulations may provide that a reference to TfNSW, RailCorp or Sydney Trains in a specified provision of an Act, or an instrument made under an Act, includes a reference to Sydney Metro.

## **Schedule 2 Amendment of other legislation**

### **2.1 City of Sydney Act 1988 No 48**

#### **[1] Section 31 Definitions**

Omit the definition of *RailCorp*. Insert in alphabetical order:

*TfNSW* means Transport for NSW constituted under the *Transport Administration Act 1988*.

#### **[2] Sections 41 (1), 42 (1) and 45**

Omit “RailCorp” wherever occurring. Insert instead “TfNSW”.

### **2.2 Conveyancing (Sale of Land) Regulation 2017**

#### **Schedule 3 Prescribed warranties**

Insert “Sydney Metro,” after “Rail Corporation New South Wales,” in clause 5.

### **2.3 Criminal Procedure Regulation 2017**

#### **Schedule 3 NSW Government agencies and statutory bodies required to pay court fees**

Insert in appropriate order:

Sydney Metro

### **2.4 Crown Land Legislation Amendment Act 2017 No 17**

#### **Schedule 3 Amendment of legislation relating to Crown roads**

Insert after paragraph (e) of the definition of *notifiable authority* in section 32B (1) in Schedule 3.2 [3]:

(e1) Sydney Metro,

### **2.5 Electricity (Consumer Safety) Act 2004 No 4**

#### **Section 3 Definitions**

Insert after paragraph (b3) of the definition of *electricity supply authority* in section 3 (1):

(b4) Sydney Metro, and

### **2.6 Electricity Network Assets (Authorised Transactions) Act 2015 No 5**

#### **Section 3 Interpretation—key definitions**

Insert after paragraph (d1) of the definition of *associated electricity network land*:

(d2) Sydney Metro,

### **2.7 Electricity Supply Act 1995 No 94**

#### **[1] Section 53A Definitions**

Insert “, Sydney Metro” after “Rail Corporation New South Wales” in paragraph (c) of the definition of *private land*.

**[2] Section 191 Regulations**

Insert “, Sydney Metro” after “Rail Corporation New South Wales” in section 191 (2A).

**[3] Dictionary**

Insert “, Sydney Metro” after “Rail Corporation New South Wales” in paragraph (b) of the definition of *distribution system*.

## **2.8 Gas and Electricity (Consumer Safety) Act 2017 No 15**

### **Section 4 Definitions**

Insert after paragraph (d) of the definition of *electricity supply authority* in section 4 (1):

(d1) Sydney Metro, and

## **2.9 Impounding Act 1993 No 31**

**[1] Dictionary**

Insert after the matter relating to Rail Corporation New South Wales in the definition of *area of operations*:

- in the case of an impounding officer appointed by Sydney Metro, land owned by or under the control of Sydney Metro,

**[2] Dictionary, definition of “impounding authority”**

Insert after the matter relating to the Rail Corporation New South Wales:

- Sydney Metro,

## **2.10 Local Government Act 1993 No 30**

### **Section 555 What land is exempt from all rates?**

Insert before section 555 (1) (h):

(g3) land that is vested in or owned by Sydney Metro and in, on or over which rail infrastructure facilities (within the meaning of the *Transport Administration Act 1988*) are installed,

## **2.11 Passenger Transport Act 1990 No 39**

**[1] Section 4 Objects**

Insert “, Sydney Metro” after “RailCorp” in section 4 (d).

**[2] Section 5 Crown bound by Act**

Insert “Sydney Metro,” after “Sydney Ferries,” in section 5 (2).

## **2.12 Passenger Transport Act 2014 No 46**

**[1] Section 4 Definitions**

Insert in alphabetical order in section 4 (1):

*Sydney Metro* means Sydney Metro constituted under the *Transport Administration Act 1988*.

**[2] Section 36B**

Insert after section 36A:

**36B Contracts for Sydney Metro passenger services**

- (1) Sydney Metro may enter into a passenger service contract on behalf of the State for the provision of a metro public passenger service with an accredited operator of a public passenger service or the operator of a public passenger service who is not required to be accredited under this Act.
- (2) Sydney Metro may enter into a passenger service contract that is subject to a condition precedent that requires a party to obtain an accreditation to operate a public passenger service.
- (3) A passenger service contract under this section:
  - (a) is to specify the term of the contract, and
  - (b) is not to provide a right to renew the contract, and
  - (c) may provide for the operator of the public passenger service to have the first right to negotiate a further contract, subject to meeting any specified requirements, and
  - (d) must provide for the performance standards to be met by the operator of the public passenger service.
- (4) This Act (other than section 36 (1) and (2)) applies to a passenger service contract under this section as if it were a passenger service contract entered into with an operator of a public passenger service.
- (5) A reference in another provision of this Act to TfNSW in relation to a passenger service contract or the provision of a public passenger service is taken to include a reference to Sydney Metro in relation to a passenger service contract entered into under this section or the provision of a metro public passenger service, as the case requires.
- (6) In this section, *metro public passenger service* means a public passenger service provided by means of a metro within the meaning of the *Transport Administration Act 1988*.

**[3] Section 152 Appointment of authorised officers by TfNSW**

Insert “Sydney Metro,” after “the State Transit Authority,” in section 152 (5).

**[4] Section 170 Exchange of information**

Omit section 170 (1). Insert instead:

- (1) The following corporations may enter into an arrangement (an *information sharing arrangement*) with each other or a relevant agency for the purposes of sharing or exchanging information held by the corporation or the agency:
  - (a) RMS,
  - (b) TfNSW,
  - (c) Sydney Metro.

**[5] Section 170 (3)**

Omit “RMS or TfNSW”.

Insert instead “RMS, TfNSW or Sydney Metro”.

**[6] Section 170 (4)**

Insert “, Sydney Metro” after “TfNSW”.

**[7] Schedule 3 Savings, transitional and other provisions**

Insert at the end of the Schedule, with appropriate Part and clause numbering:

**Part Provision consequent on enactment of Transport Administration Amendment (Sydney Metro) Act 2018**

**Existing contract for Sydney Metro passenger services**

The *North West Rail Link Operations, Trains and Systems Project Deed* entered into between TfNSW and NRT Pty Ltd on 15 September 2014, which is to be transferred from TfNSW to Sydney Metro by an order under section 94 of the *Transport Administration Act 1988*, is before and after that transfer, taken to be a passenger service contract entered into under section 36B of this Act.

**[8] Schedule 4 Amendment of Acts**

Insert “Sydney Metro,” after “the State Transit Authority,” in clause 8 in Schedule 4.12 [22].

**2.13 Pipelines Act 1967 No 90**

**Section 3 Definitions**

Insert “Sydney Metro,” after “Rail Corporation New South Wales,” in paragraph (a) of the definition of *public authority* in section 3 (1).

**2.14 Retail Leases Act 1994 No 46**

**Section 82A Certain transport and rail authorities**

Insert “Sydney Metro,” after “Rail Corporation New South Wales,”.

**2.15 Roads Act 1993 No 33**

**Section 94 Roads authority may carry out drainage work across land adjoining public road etc**

Insert “Sydney Metro,” after “Rail Corporation New South Wales,” in section 94 (2).

**2.16 Rural Fires Act 1997 No 65**

**[1] Section 27 Permission of certain rail and transport authorities required**

Insert “Sydney Metro,” after “Rail Corporation New South Wales,”.

**[2] Section 100A Definitions**

Insert “Sydney Metro,” after “Rail Corporation New South Wales,” in paragraph (c) of the definition of *managed land* in section 100A (1).

**[3] Dictionary**

Insert “Sydney Metro,” after “Rail Corporation New South Wales,” in paragraph (c) of the definition of *managed land*.

## **2.17 State Environmental Planning Policy No 64—Advertising and Signage**

### **[1] Clause 4 Definitions**

Insert “or Sydney Metro” after “RailCorp” in paragraph (b) of the definition of *railway corridor* in clause 4 (1).

### **[2] Clause 4 (1), definition of “transport corridor land”**

Insert “, Sydney Metro” after “RMS” in paragraph (c) of the definition.

### **[3] Clause 12 Consent authority**

Insert “, Sydney Metro” after “Sydney Trains” in clause 12 (c).

### **[4] Clause 16 Transport corridor land**

Insert “, Sydney Metro” after “Sydney Trains” in clause 16 (1) (a).

### **[5] Clause 33 Exempt development**

Insert “, Sydney Metro” after “Sydney Trains” in clause 33 (1).

## **2.18 State Environmental Planning Policy (Infrastructure) 2007**

### **[1] Clause 5 Interpretation—general**

Omit “metro railway” from the definition of *railway station* in clause 5 (2).  
Insert instead “metro”.

### **[2] Clause 40 Definitions**

Insert after paragraph (c) of the definition of *electricity supply authority*:

- (c1) Sydney Metro constituted under the *Transport Administration Act 1988*, and

### **[3] Clause 78 Definitions**

Omit the definition of *rail authority* from clause 78 (1). Insert instead:

*rail authority* for a rail corridor means:

- (a) in relation to a rail corridor that is vested in or owned by ARTC or is the subject of an ARTC arrangement—ARTC, and  
(b) in relation to any other rail corridor—Transport for NSW.

### **[4] Clause 82 Exempt development—public authorities**

Insert “, Sydney Metro” after “ARTC” wherever occurring in clause 82 (2).

### **[5] Clause 88 Development within or adjacent to interim rail corridor**

Omit the definition of *rail authority* from clause 88 (8). Insert instead:

*rail authority* for an interim rail corridor means Transport for NSW.

## **2.19 Transport Administration Amendment (Transport Entities) Act 2017 No 12**

### **Schedule 2 Amendment of legislation relating to conversion of RailCorp to Transport Asset Holding Entity**

Insert “Sydney Metro,” before “Sydney Trains,” wherever occurring in section 68C (2) in Schedule 2.1 [13].

## **2.20 Water Act 1912 No 44**

### **[1] Section 12 Licence**

Insert “Sydney Metro,” after “Rail Corporation New South Wales,” in section 12 (3).

### **[2] Section 14 Renewal**

Insert “Sydney Metro,” after “Rail Corporation New South Wales,” in section 14 (1B).

## **2.21 Water (Part 2—General) Regulation 1997**

### **Clause 27 Public authorities**

Insert after “Sydney Trains”:

Sydney Metro

## **2.22 Water (Part 5—Bore Licences) Regulation 1995**

### **Clause 8 Prescribed public authorities: sec 116A**

Insert after “Sydney Trains”:

Sydney Metro

## **2.23 Work Health and Safety Regulation 2017**

### **Clause 5 Definitions**

Insert after paragraph (e) of the definition of *electricity supply authority* in clause 5 (1):

(e1) Sydney Metro, and