

FIRST PRINT

**SYDNEY ORGANISING COMMITTEE FOR THE OLYMPIC
GAMES BILL 1993**

NEW SOUTH WALES



EXPLANATORY NOTE

(This Explanatory Note relates to this Bill as introduced into Parliament)

The object of this Bill is to constitute a committee to organise matters in connection with the Olympic Games to be held in Sydney in the year 2000.

PART 1—PRELIMINARY

Clause 1 specifies the short title of the proposed Act.

Clause 2 provides for the commencement of the proposed Act.

Clause 3 defines certain terms used in the proposed Act, including the following:

“Bid Books” means the candidature files containing the details of Sydney’s bid for the Olympic Games in the year 2000 and submitted to the International Olympic Committee on 1 February 1993;

“Endorsement Contract” means the contract between the State of New South Wales, the Council of the City of Sydney and the Australian Olympic Committee dated 1 May 1991, and as in force from time to time afterwards;

“Host City Contract” means the contract between the International Olympic Committee, the Council of the City of Sydney and the Australian Olympic Committee dated 23 September 1993, and as in force from time to time afterwards.

PART 2—CONSTITUTION OF SOCOG

Clause 4 constitutes the Sydney Organising Committee for the Olympic Games (“SOCOG”) as a corporation.

Clause 5 provides that SOCOG does not represent the Crown except by express agreement with the Premier. SOCOG cannot render the State liable for debts, liabilities or obligations unless expressly provided by the Host City Contract, the Endorsement Contract or the Bid Books. SOCOG is exempt from State rates, taxes and duties.

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Clause 6 gives SOCOG the same legal capacity and powers as a company under the Corporations Law.

Clause 7 requires the powers of SOCOG to be exercised for the purposes of its functions under the proposed Act.

PART 3—FUNCTIONS OF SOCOG

Clause 8 provides that SOCOG has the functions conferred or imposed on it by or under the proposed Act or any other Act. Those functions must be exercised for the purpose of its primary objective set out in clause 9 or as specifically authorised under the proposed Act.

Clause 9 states that the primary objective of SOCOG is to organise and stage the Games of the XXVII Olympiad in Sydney in the year 2000, in accordance with the rights and obligations conferred and imposed under the Host City Contract. Certain duties to act in a financially sound manner and to avoid the creation of debts are imposed on SOCOG.

Clause 10 sets out the specific functions of SOCOG, including:

- becoming a party to the Host City Contract and performing its obligations under the contract
- organising accommodation for people participating in the Games or connected with the Games
- organising the sports program and the cultural program
- establishing a marketing program in consultation with the International Olympic Committee and the Australian Olympic Committee
- arranging certain matters in connection with the broadcasting of the Games.

Clause 11 requires SOCOG to take account of certain matters when exercising its functions.

PART 4—BOARD OF DIRECTORS

Division 1—Establishment of Board

Clause 12 establishes a Board of Directors of SOCOG.

Clause 13 provides that the Board is to manage and control the affairs of SOCOG.

Clause 14 provides for the composition of the Board.

Division 2—Provisions relating to directors

Clause 15 provides for the appointment of the President of SOCOG by the Governor on the recommendation of the Premier.

Clause 16 provides that the President of the Australian Olympic Committee and the Lord Mayor of the City of Sydney are Vice-Presidents of SOCOG.

Clause 17 enables the Board, with the consent of the Premier, to appoint a Chief Executive Officer of SOCOG.

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Clause 18 deals with the filling of vacancies in the office of President, appointed director or Chief Executive Officer and with the term of office of those positions.

Clause 19 specifies the circumstances in which the office of President, director or Chief Executive Officer becomes vacant.

Clause 20 enables the Governor, on the recommendation of the Premier, to terminate the appointment of the President or an appointed director. The Board is given power to remove from office or suspend the Chief Executive Officer, but only with the consent of the Premier.

Clause 21 requires the Premier to consult with the President of the Australian Olympic Committee on certain matters relating to appointments, removal of persons from office or suspension of persons from office. The clause also requires consultation with the Prime Minister before a director nominated by the Prime Minister is removed from office.

Clause 22 provides for the remuneration of directors and the Chief Executive Officer.

Clause 23 enables the Governor, on the recommendation of the Premier, to appoint a person to act in the office of President or of an appointed director during the illness or absence of the President or the director.

Clause 24 imposes certain duties on directors to act honestly, carefully and diligently.

Clause 25 enables a director, in certain circumstances, to be employed by SOCOG or a company established by SOCOG or to enter into a contract with SOCOG or such a company.

Clause 26 requires a director to disclose to the Board certain direct or indirect pecuniary interests in matters involving SOCOG.

Division 3—Provisions relating to procedure of Board

Clause 27 deals with meetings of the Board.

Clause 28 provides that a quorum for a meeting of the Board is a majority of the number of directors for the time being.

Clause 29 states who is to preside at a meeting of the Board.

Clause 30 deals with voting at meetings of the Board.

Clause 31 enables the Board to transact business by the circulation of papers among the directors. Directors may participate in meetings by using a telephone or closed-circuit television.

Clause 32 requires minutes of proceedings of the Board to be kept.

Division 4—Miscellaneous

Clause 33 enables the Board to delegate its functions to the Chief Executive Officer or a Commission or sub-committee appointed by the Board.

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Clause 34 allows the Board, by power of attorney, to appoint persons to be attorneys of SOCOG.

Clause 35 provides for the manner in which cheques and other negotiable instruments and receipts for money paid to SOCOG are to be dealt with.

PART 5—COMMISSIONS AND SUB-COMMITTEES

Clause 36 enables the Board to appoint Commissions and sub-committees. At least one member of a Commission or sub-committee must be a director and the approval of the Premier and President of the Australian Olympic Committee must be obtained to the appointment of a person who is not a director to the position of member of a Commission or sub-committee. Clauses 38-42 do not apply to a Commission or sub-committee that consists of only one member.

Clause 37 provides that the functions of a Commission or sub-committee are those delegated to it by the Board.

Clause 38 requires the Board to nominate a person (who is a director) to be chairperson of a Commission or sub-committee.

Clause 39 deals with meetings of a Commission or sub-committee.

Clause 40 provides that a quorum for a meeting of a Commission or sub-committee is such number of members as the Board determines and, unless the Board otherwise determines, must always include a director.

Clause 41 states who is to preside at a meeting of a Commission or sub-committee.

Clause 42 deals with voting at meetings of a Commission or sub-committee.

Clause 43 requires minutes of proceedings of a Commission or sub-committee to be kept.

Clause 44 requires the chairperson (or sole member) of a Commission or sub-committee to report to the Board at its next meeting, unless the Board determines otherwise.

Clause 45 requires a member of a Commission or sub-committee to disclose to the Commission or sub-committee certain direct or indirect pecuniary interests in matters involving SOCOG.

PART 6—FINANCIAL MATTERS

Clause 46 enables SOCOG to establish bank accounts and to deposit money received by it in those accounts.

Clause 47 provides that money of SOCOG must not be expended or committed except with the approval of the Board. Expenditure or commitment of money of SOCOG that exceeds the allocation in the latest version of the Games budgets or is not included in the Games budgets must first be approved by the Premier (with the concurrence of the Treasurer) and the President of the Australian Olympic Committee.

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The clause also places certain restrictions on the amendment of the budgets.

Clause 48 allows SOCOG to borrow money with the approval of the Premier and in accordance with the Public Authorities (Financial Arrangements) Act 1987. Approval requires the concurrence of the Treasurer and must not be withheld for borrowing up to the levels of borrowing contemplated in the Games budgets.

Clause 49 sets out the investment powers of SOCOG.

Clause 50 exempts SOCOG from the requirements of section 59B of the Public Finance and Audit Act 1983 (payment of dividends by a statutory authority to the Consolidated Fund).

Clause 51 requires SOCOG to pay amounts determined by the Treasurer towards defraying the costs and expenses of any audit under the Public Finance and Audit Act 1983.

PART 7—WINDING UP OF SOCOG

Clause 52 provides that SOCOG is to be wound up after the conclusion of the Games and on or before 31 March 2002.

Clause 53 provides that SOCOG is to be wound up in accordance with Chapter 5 of the Corporations Law (as suitably modified). The Governor, on the recommendation of the Premier, may appoint a liquidator.

Clause 54 deals with the manner in which any surplus funds of SOCOG are to be distributed.

Clause 55 states that SOCOG is not capable of being put into receivership or other form of management for the benefit of creditors.

PART 8—MISCELLANEOUS

Clause 56 states that the proposed Act binds the Crown.

Clause 57 requires the Board to provide the Premier with information relating to the affairs of SOCOG for the purposes of the administration of the proposed Act.

Clause 58 enables the Board to appoint a Secretary and other staff and to arrange for the use of the services of staff and facilities of a Government agency or public or local authority. The Board may also engage consultants or other persons for the purpose of getting expert advice.

Clause 59 sets out the functions of the Secretary.

Clause 60 protects any director, member of a Commission or sub-committee, the Chief Executive Officer or a person acting under the direction of SOCOG, the Board, a Commission, a sub-committee or the Chief Executive Officer from personal liability for acts done in good faith for the purpose of executing the proposed Act or any other Act.

Clause 61 deals with the use of the seal of SOCOG.

Clause 62 states that SOCOG is a public authority for the purposes of the Ombudsman Act 1974.

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Clause 63 provides that Part 2 of the Public Sector Management Act 1988 does not apply to the appointment of the directors, the Chief Executive Officer or other staff of SOCOG. The clause also provides that the office of Chief Executive Officer cannot become a chief executive position or a senior executive position for the purposes of the Public Sector Management Act 1988 and that SOCOG is to be taken to be a declared authority for the purposes of that Act.

Clause 64 states that SOCOG is a public authority for the purposes of the Independent Commission Against Corruption Act 1988.

Clause 65 removes certain statutory restrictions that might otherwise prevent a person from holding office as a director.

Clause 66 makes a consequential amendment to the Public Finance and Audit Act 1983.

Clause 67 makes a consequential amendment to the Public Authorities (Financial Arrangements) Act 1987.

Clause 68 amends the Freedom of Information Act 1989 to classify as exempt documents for the purposes of that Act documents prepared or received by the Sydney Organising Committee for the Olympic Games containing matter that is confidential to the International Olympic Committee or the Australian Olympic Committee.

Clause 69 enables regulations to be made for the purposes of the proposed Act.

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**SYDNEY ORGANISING COMMITTEE FOR THE OLYMPIC
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No. , 1993

A BILL FOR

An Act to constitute the Sydney Organising Committee for the Olympic Games in connection with the Olympic Games to be held in Sydney in the year 2000.

The Legislature of New South Wales enacts:**PART 1—PRELIMINARY****Short title**

1. This Act may be cited as the Sydney Organising Committee for the Olympic Games Act 1993.

Commencement

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

Definitions

3. (1) In this Act:
- “**appointed director**” means a director referred to in section 14 (1) (g), (h) or (i);
- “**Australian Olympic Committee**” means Australian Olympic Committee Incorporated;
- “**Bid Books**” means the candidature files containing the details of Sydney’s bid for the Olympic Games in the year 2000 and submitted to the International Olympic Committee on 1 February 1993;
- “**Board**” means the Board of Directors of SOCOG;
- “**Chief Executive Officer**” means the Chief Executive Officer of SOCOG;
- “**Committee**” (see “SOCOG”);
- “**director**” means a member of the Board;
- “**Endorsement Contract**” means the contract between the State of New South Wales, the Council of the City of Sydney and the Australian Olympic Committee dated 1 May 1991, and as in force from time to time afterwards;
- “**ex officio director**” means a director referred to in section 14 (1) (a)–(f);
- “**exercise**” of a function includes performance of a duty;
- “**function**” includes a power or duty;
- “**Games budgets**” means the budgets for the Organising Committee for the Olympic Games prepared for and summarised in the Bid Books;

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- “Host City Contract”** means the contract between the International Olympic Committee, the Council of the City of Sydney and the Australian Olympic Committee dated 23 September 1993, and as in force from time to time afterwards;
- “Olympic Charter”** means the Olympic Charter as in force at 23 September 1993; 5
- “Olympic Games”** or **“Games”** means the Games of the XXVII Olympiad in Sydney in the year 2000;
- “power”** includes an authority;
- “Secretary”** means the Secretary of the Board; 10
- “SOCOG”** means the Sydney Organising Committee for the Olympic Games constituted by this Act;
- “the State”** means the State of New South Wales, and includes the Crown in right of New South Wales and the Government of New South Wales. 15
- (2) A reference (however expressed) in this Act to the holder of an office specified in section 14 (1) (a)–(f) extends to a person who is duly acting in the office.

PART 2—CONSTITUTION OF SOCOG

Constitution 20

4. (1) There is constituted by this Act a corporation with the corporate name of the Sydney Organising Committee for the Olympic Games.

(2) SOCOG:

- (a) has perpetual succession; and 25
- (b) is to have a seal; and
- (c) may sue and be sued in its corporate name.

Status

5. (1) SOCOG:

- (a) is not and does not represent the State except by express agreement with the Premier; and 30
- (b) cannot render the State liable for any debts, liabilities or obligations of SOCOG,

unless otherwise expressly provided by this or any other Act or law or by the Host City Contract, the Endorsement Contract or the Bid Books. 35

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(2) SOCOG is exempt from any rate, tax, duty or other impost imposed by or under any law of the State.

Legal capacity

5 6. (1) SOCOG has, both within and outside New South Wales, the same legal capacity and powers as a company under the Corporations Law, and accordingly has the legal capacity and powers of a natural person.

(2) Subsection (1) has effect subject to this Act.

Exercise of powers

10 7. The powers of SOCOG are not to be exercised except for the purposes of its functions under Part 3.

PART 3—FUNCTIONS OF SOCOG

General functions

15 8. (1) SOCOG has the functions conferred or imposed on it by or under this or any other Act.

(2) The functions of SOCOG are not to be exercised except for the purpose of its primary objective referred to in section 9 or unless they are specifically authorised by or under this Act.

Primary objective

20 9. (1) The primary objective of SOCOG is to organise and stage the Games of the XXVII Olympiad in Sydney in the year 2000, in accordance with the rights and obligations conferred and imposed under the Host City Contract.

25 (2) In carrying out its primary objective and exercising its functions, SOCOG is:

- (a) to act in a financially sound and responsible manner; and
- (b) to have regard to the limits of the financial resources available to it and the State for the purposes of the Games; and
- 30 (c) to use its best endeavours to avoid the creation of debts and liabilities (including debts and liabilities that are or are likely to become the responsibility of the State) that will extend or are likely to extend beyond the time by which SOCOG must be wound up.

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Specific functions

10. (1) The functions of SOCOG include:

- (a) becoming a party to the Host City Contract; and
- (b) performing its obligations under the Host City Contract and the Endorsement Contract, including obligations that are jointly and severally imposed on SOCOG, the City of Sydney (or the Council of the City) and the Australian Olympic Committee under those contracts. 5

(2) The functions of SOCOG include (in relation to the Games):

- (a) organising accommodation and transport for: 10
- competitors
 - team officials and personnel
 - media personnel;
- (b) organising the sports program, including preparing and operating all venues and facilities for the Games; 15
- (c) organising the cultural program;
- (d) establishing a marketing program in consultation with the International Olympic Committee and the Australian Olympic Committee;
- (e) arranging and making available host broadcaster and television and radio facilities and other information services. 20

(3) The functions of SOCOG include any function authorised by the Governor, on the recommendation of the Premier, to be exercised by SOCOG if:

- (a) the Premier is satisfied that the function is connected with the primary objective of SOCOG; and 25
- (b) the President of the Australian Olympic Committee has consented in writing.

Such a function may include entering into a particular transaction or agreement or executing a particular instrument. 30

(4) This section does not limit the functions of SOCOG.

Matters to be taken into account by SOCOG

11. In exercising its functions, SOCOG must take into account, to the fullest extent practicable, the following:

- (a) the Olympic Charter; 35
- (b) the Host City Contract;

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- (c) any instructions given to SOCOG by the Executive Board of the International Olympic Committee as contemplated by the Host City Contract;
- 5 (d) all representations, warranties and covenants contained in the Bid Books, and all other commitments made by the Australian Olympic Committee, the Council of the City of Sydney or Sydney Olympics 2000 Bid Limited to the International Olympic Committee at or before the International Olympic Committee's 101st Session in Monte Carlo, unless agreed otherwise in writing by the Executive Board of the International Olympic Committee;
- 10 (e) the Endorsement Contract;
- (f) any matters prescribed by the regulations, but not inconsistent with the foregoing paragraphs.

PART 4—BOARD OF DIRECTORS

15 **Division 1—Establishment of Board**

Board

12. There is to be a Board of Directors of SOCOG.

Board to manage affairs of SOCOG

20 13. (1) The affairs of SOCOG are to be managed and controlled by the Board.

(2) Any act, matter or thing done in the name of, or on behalf of, SOCOG by the Board is taken to have been done by SOCOG.

Composition of Board

- 25 14. (1) The Board is to consist of the following directors:
- (a) the President of SOCOG;
- (b) the members of the International Olympic Committee representing the International Olympic Committee in Australia;
- (c) the President of the Australian Olympic Committee;
- (d) the Secretary General of the Australian Olympic Committee;
- 30 (e) the Lord Mayor of the City of Sydney;
- (f) the Chief Executive Officer of SOCOG;
- (g) two persons with appropriate expertise and experience appointed by the Governor on the recommendation of the Premier, to represent the Premier;

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(h) four persons with appropriate expertise and experience appointed by the Governor on the recommendation of the Premier;

(i) two persons with appropriate expertise and experience appointed by the Governor on the recommendation of the Premier, being persons nominated by the Prime Minister of Australia to the Premier for consideration by the Premier. 5

(2) The persons referred to in subsection (1) (a)–(f) hold office as directors by virtue of their offices.

(3) If the number of directors holding office under subsection (1) (b) exceeds two, a corresponding number of directors can be appointed and hold office under subsection (1) (g). 10

Division 2—Provisions relating to directors

President

15. The Governor, on the recommendation of the Premier, may appoint a person with appropriate expertise and experience to be President of SOCOG. 15

Vice-Presidents

16. The President of the Australian Olympic Committee and the Lord Mayor of the City of Sydney are Vice-Presidents of SOCOG.

Chief Executive Officer

17. (1) The Board, with the consent of the Premier, may appoint a person to be Chief Executive Officer of SOCOG. 20

(2) The Chief Executive Officer holds office on a full-time basis as a member of the staff of SOCOG.

Terms of office

18. (1) If the office of President of SOCOG, appointed director or Chief Executive Officer becomes vacant, a person is, subject to this Act, to be appointed to fill the vacancy. 25

(2) The term of office of the first President of SOCOG and the first appointed directors expires at the end of 31 December 1996. Any person appointed to fill a vacancy in the office of one of the first office holders holds office for the balance of his or her predecessor's term, except where the vacancy arises because of the expiry of the predecessor's term. 30

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(3) The term of office of the President of SOCOG and the appointed directors appointed to hold office after 31 December 1996 expires when SOCOG is wound up.

5 (4) The term of office of a Chief Executive Officer is to be such period as is specified in the instrument of appointment.

(5) A person whose term of office expires is eligible for re-appointment, if otherwise qualified.

Vacancies in office

10 **19. (1)** The office of President of SOCOG, a director or the Chief Executive Officer becomes vacant if the holder:

(a) dies; or

15 (b) is convicted in New South Wales of an offence which is punishable by penal servitude or imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence which, if committed in New South Wales, would be an offence so punishable; or

(c) resigns the office by notice in writing to the Premier and the Secretary; or

20 (d) has an interest of the kind referred to in section 26 (1) and fails to declare the nature of the interest in the manner required by section 26.

(2) In addition, the office of President of SOCOG, an appointed director or the Chief Executive Officer becomes vacant if the holder:

(a) completes a term of office and is not re-appointed; or

25 (b) is removed from office under section 20; or

(c) 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

30 (d) is absent without the consent of the Board from all meetings of the Board held during a period of six months; or

(e) becomes a mentally incapacitated person; or

35 (f) becomes prohibited from being a director of or from managing a corporation by reason of an order made under the Corporations Law or a notice given under section 600 (3) of the Corporations Law; or

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(g) becomes subject to a civil penalty disqualification under the Corporations Law.

(3) In addition, the office of an ex officio director becomes vacant if the director ceases to hold the office that qualifies the director as a director. 5

(4) If subsection (1) (d) applies to a person and a successor is not holding the vacated office, the Board may approve of the person being re-instated if it resolves that the person's failure to make the declaration was not intentional or reckless and that the nature and effects of the failure do not warrant vacation of office. Such an approval can only be given by a resolution passed by a majority of at least two-thirds of the number of directors for the time being. On the approval being given, the person is automatically re-instated, with effect from the time the office was vacated. 10

Termination of appointments 15

20. (1) The Governor, on the recommendation of the Premier, may terminate the appointment of the President of SOCOG or an appointed director.

(2) The Board, with the consent of the Premier, may remove from office or suspend the Chief Executive Officer. 20

Consultation

21. (1) The Premier must consult with the President of the Australian Olympic Committee before:

(a) recommending any appointment of a person as President of SOCOG; or 25

(b) recommending any appointment of a director under section 14 (1) (g), (h) or (i); or

(c) consenting or refusing to consent to the appointment, removal or suspension of a person as Chief Executive Officer; or

(d) recommending any termination of the appointment of the President of SOCOG or a director appointed under section 14 (1) (h) or (i). 30

(2) The Premier must also consult with the Prime Minister of Australia before recommending the termination of the appointment of a director appointed under section 14 (1) (i).

Remuneration

22. (1) A director is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Premier may from time to time determine in respect of the director (other than the Chief Executive Officer).

(2) In determining remuneration under subsection (1), the Premier is to have regard to the level of remuneration paid to the directors of listed corporations within the meaning of the Corporations Law and to the members of statutory corporations.

(3) The Chief Executive Officer is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Board may from time to time determine with the approval of the Premier and the President of the Australian Olympic Committee.

(4) SOCOG is to pay or re-imburse expenses properly incurred by the directors (including the Chief Executive Officer) in carrying out their duties or responsibilities, subject to any determinations of or any guidelines issued by the Premier.

Acting appointments

23. (1) The Governor, on the recommendation of the Premier, may, from time to time, appoint a person to act in the office of President of SOCOG or an appointed director during the illness or absence of the President or director, and the person, while so acting, has and may exercise all the functions of the President or director and is taken to be the President or a director.

(2) The Governor may remove any person from any office to which the person was appointed under this section.

(3) A person while acting in an office under this section is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Premier may from time to time determine in respect of the person.

(4) For the purposes of this section, a vacancy in an office is taken to be an absence from office.

(5) An appointment under this section is for a maximum term of 6 months, but is renewable.

(6) The Premier must consult with the President of the Australian Olympic Committee before recommending any appointment of a person to act in an office under this section.

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Duty and liability of directors

24. (1) A director must at all times act honestly in the exercise of his or her functions in New South Wales or elsewhere.

(2) In the exercise of his or her functions in New South Wales or elsewhere, a director must exercise the degree of care and diligence that a reasonable person in a like position in a corporation would exercise in SOCOG's circumstances. 5

(3) A director or former director must not, in New South Wales or elsewhere, make improper use of information acquired by virtue of his or her position as a director to gain, directly or indirectly, an advantage for himself or herself or for any other person or to cause detriment to SOCOG. 10

(4) A director must not, in New South Wales or elsewhere, make improper use of his or her position as director to gain, directly or indirectly, an advantage for himself or herself or for any other person or to cause detriment to SOCOG. 15

(5) If a person contravenes any of the provisions of this section, SOCOG may recover from that person:

(a) if that or another person has made a profit because of the act or omission constituting the contravention—an amount equal to the amount or value of the profit; or 20

(b) if SOCOG has suffered loss or damage as a result of the act or omission—an amount equal to the amount or value of the loss or damage.

(6) Proceedings to recover an amount under subsection (5) may only be commenced within 6 years after the contravention. 25

(7) SOCOG's rights under subsection (5) vest in the State after SOCOG has been wound up.

Involvement of directors

25. (1) A director may, with the approval of the Board, do any or all of the following: 30

(a) be employed by, or hold any office with, SOCOG or any company established or owned (wholly or partly) by SOCOG;

(b) enter into any contract or arrangement with SOCOG or any such company. 35

(2) Such an approval can only be given by a resolution passed by a majority of at least two-thirds of the number of directors for the time being.

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(3) Subsection (1) (a) does not apply to the office of auditor of SOCOG.

Disclosure of interests

26. (1) If:

- 5 (a) a director has a direct or indirect pecuniary interest in a matter involving SOCOG; 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,
- 10 the director must, as soon as practicable 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:

- 15 (a) is a member or officer, 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,

20 is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subsection (1).

(3) The Secretary must record every disclosure under this section in the minutes of the meeting at which it was made and in a register of directors' interests.

25

(4) A contravention of this section does not invalidate any decision of the Board.

Division 3—Provisions relating to procedure of Board

Meetings

30 **27. (1)** The procedure for calling meetings of the Board and for the conduct of business at those meetings is, subject to this Act, to be as determined by the Board.

(2) Meetings of the Board may be held at such times and places as the Board determines.

35 (3) The President of SOCOG may convene a meeting of the Board at any time.

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(4) The Secretary must convene a meeting of the Board when requested to do so by a director.

(5) The Board may invite a person to attend a meeting for the purpose of advising or informing it on any matter.

(6) The President may convene the first meeting of the Board in such manner, and at such time and place, as the President thinks fit. 5

Quorum

28. The quorum for a meeting of the Board is a majority of the number of directors for the time being. No business of the Board is to be transacted at any meeting of the Board unless a quorum is present. 10

Presiding director

29. (1) A meeting of the Board is to be presided over by:

- (a) the President of SOCOG; or
- (b) in the absence of the President of SOCOG—the President of the Australian Olympic Committee; or 15
- (c) in the absence of both of the above—the Lord Mayor of the City of Sydney.

(2) The person 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. 20

Voting

30. (1) 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.

(2) A director who has an interest of the kind referred to in section 26 (1) in relation to a matter that is being considered at a meeting of the Board: 25

- (a) must not vote on the matter (or in relation to a proposed resolution under subsection (4) in relation to the matter, whether in relation to that or a different director); and 30
- (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

(3) Subsection (2) does not apply to an interest that the director has as:

- (a) a member or office bearer of the International Olympic Committee; or 35

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- (b) a member of the Executive Board of the Australian Olympic Committee or an employee of that Committee; or
- (c) a member of any local authority; or
- (d) an office bearer of any statutory body; or
- 5 (e) a public servant or an employee of any statutory body.

(4) Subsection (2) does not apply if the Board has at any time passed a resolution that:

- (a) specifies the director, the interest and the matter; and
- 10 (b) states that the directors voting for the resolution are satisfied that the interest should not disqualify the director from considering or voting on the matter.

(5) Such a resolution can only be passed by a majority of at least two-thirds of the number of directors for the time being.

- 15 (6) A director who is not entitled to vote on a matter must not participate in the execution of any instrument by or on behalf of SOCOG in relation to that matter through signing or sealing the instrument or otherwise.

(7) A contravention of this section does not invalidate any decision of the Board.

20 **Transaction of business outside meeting or by telephone etc.**

31. (1) The Board may, if it thinks fit, transact any of its business by the circulation of papers among all the directors for the time being, and a resolution in writing approved in writing by a majority of at least two-thirds of those directors is taken to be a decision of the Board.

- 25 (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, closed-circuit television or other means, but only if any director who speaks on a matter before the meeting can be heard by the other directors.

- 30 (3) For the purposes of a resolution under subsection (1) or a meeting held in accordance with subsection (2), the President and each director have the same voting rights as they have at an ordinary meeting of the Board.

(4) A resolution approved under subsection (1) is, subject to the regulations, to be recorded in the minutes of the meetings of the Board.

- 35 (5) Papers may be circulated among directors for the purposes of subsection (1) by facsimile or other transmission of the information in the papers concerned.

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Minutes

32. The Board is to ensure that minutes of all its proceedings are kept.

Division 4—Miscellaneous**Delegation**

5

33. (1) The Board may delegate any of its functions (other than this power of delegation) to:

- (a) the Chief Executive Officer; or
- (b) a Commission or sub-committee appointed under Part 5.

(2) A delegation:

10

- (a) may be general or limited; and
- (b) is required to be in, or be evidenced by, writing signed by a person authorised by the Board for that purpose; and
- (c) may be revoked, wholly or partly, by the Board.

(3) A delegated function may be exercised only in accordance with any conditions to which the delegation is subject (including any directions given by the Board to the delegate from time to time).

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(4) A delegate may, in the exercise of a delegated function, exercise any other function that is incidental to the delegated function.

(5) A delegated function that purports to have been exercised by a delegate is, until the contrary is proved, taken to have been duly exercised by the delegate.

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(6) A delegated function that is duly exercised by a delegate is taken to have been exercised by the Board.

(7) If:

25

- (a) the exercise of a function by the Board is dependent on the opinion, belief or state of mind of the Board in relation to any matter; and
- (b) the Board has delegated the function,

the function may be exercised by the delegate on the opinion, belief or state of mind of the delegate in relation to any such matter.

30

(8) A function that has been delegated may, despite the delegation, be exercised by the Board.

(9) Any exercise of a function by the delegate may be revoked by the Board and any resolution of the Board prevails over any inconsistent decisions or resolutions of the delegate. However, no such revocation by, or resolution of, the Board invalidates any prior act of the delegate which

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would have been valid if the revocation or resolution had not been made or passed.

5 (10) The Chief Executive Officer may sub-delegate any function delegated to the Chief Executive Officer if authorised in writing to do so by the Board.

(11) This section applies to a sub-delegation of a function in the same way as it applies to a delegation of a function, and references in this section to the Board extend where appropriate to the Chief Executive Officer.

10 **Powers of attorney**

15 34. (1) The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of SOCOG for such purposes, with such functions and discretions (being functions and discretions vested in SOCOG or exercisable by the Board), for such period and subject to such conditions as the Board thinks fit. The seal of SOCOG may be affixed to the instrument embodying any such power of attorney.

(2) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney or attorneys as the Board thinks fit.

20 (3) Any such power of attorney may authorise the attorney or attorneys to delegate all or any of the functions or discretions that are the subject of the power of attorney.

Cheques and receipts

25 35. All cheques, promissory notes, bank drafts, bills of exchange and other negotiable instruments and all receipts for money paid to SOCOG are to be signed, drawn, accepted, endorsed or otherwise executed by any two directors or in such other manner as the Board determines.

PART 5—COMMISSIONS AND SUB-COMMITTEES

Appointment of Commissions and sub-committees

30 36. (1) The Board may appoint such Commissions or sub-committees (by whatever name called) as it thinks fit.

(2) A Commission or sub-committee is to consist of one or more persons, at least one of whom must be a director.

35 (3) Persons who are not directors may not be appointed to a Commission or sub-committee without the approval of the Premier and the President of the Australian Olympic Committee.

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(4) The Board may abolish a Commission or sub-committee at any time.

(5) The office of a member of a Commission or sub-committee becomes vacant in the same circumstances as the office of an appointed director becomes vacant. However, the Board may remove a member of a Commission or sub-committee from office at any time.

5

(6) The provisions of sections 38–42 do not apply to a Commission or sub-committee that consists of only one member.

Functions of Commission or sub-committee

37. The functions of a Commission or sub-committee are to exercise such functions as are delegated to it by the Board under this Act.

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Chairperson

38. One of the members of a Commission or sub-committee is to be nominated by the Board to be chairperson of the Commission or sub-committee. The person must be a director.

15

Meetings

39. (1) The procedure for calling meetings of a Commission or sub-committee and for the conduct of business at those meetings is, subject to this Act, to be as determined by the Commission or sub-committee.

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(2) Meetings of a Commission or sub-committee may be held at such times and places as the Commission or sub-committee determines.

(3) The chairperson of a Commission or sub-committee may convene a meeting of the Commission or sub-committee at any time.

(4) This section has effect subject to any directions of the Board.

25

Quorum

40. (1) The quorum for a meeting of a Commission or sub-committee is such number of members as the Board determines. No business of the Commission or sub-committee is to be transacted at any meeting of the Commission or sub-committee unless a quorum is present.

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(2) The quorum must always include a director, except as may be determined by the Board.

Presiding member

41. A meeting of a Commission or sub-committee is to be presided over by:

- (a) the chairperson of the Commission or sub-committee; or
- 5 (b) in the absence of the chairperson—a member of the Commission or sub-committee elected to chair the meeting by the members present.

Voting

42. (1) A decision supported by a majority of the votes cast at a meeting of a Commission or sub-committee at which a quorum is present is the decision of the Commission or sub-committee.

(2) Each member of a Commission or sub-committee has one vote, but the Board may determine (generally or in any case or class of cases) that a member or members have two or more votes or have no votes. This extends to a casting vote to be used in the event of an equality of votes.

(3) A member of a Commission or sub-committee who has an interest of the kind referred to in section 45 (1) in relation to a matter that is being considered at a meeting of the Commission or sub-committee:

- (a) must not vote on the matter; and
- 20 (b) must not be present while the matter is being considered at the meeting.

(4) Subsection (3) does not apply to an interest that the member has as:

- (a) a member or office bearer of the International Olympic Committee; or
- 25 (b) a member of the Executive Board of the Australian Olympic Committee or an employee of that Committee; or
- (c) a member of any local authority; or
- (d) an office bearer of any statutory body; or
- (e) a public servant or an employee of any statutory body.

30 (5) Subsection (3) does not apply if the Board has at any time passed a resolution that:

- (a) specifies the member, the interest and the matter; and
- (b) states that the directors voting for the resolution are satisfied that the interest should not disqualify the member from considering or voting on the matter.
- 35

(6) Such a resolution can only be passed by a majority of at least two-thirds of the number of directors for the time being.

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(7) A member who is not entitled to vote on a matter must not participate in the execution of any instrument by or on behalf of SOCOG in relation to that matter through signing or sealing the instrument or otherwise.

(8) A contravention of this section does not invalidate any decision of the Commission or sub-committee. 5

Minutes

43. A Commission or sub-committee is to ensure that minutes of all its proceedings are kept. The minutes may be examined at any time by any director. 10

Report to Board

44. The chairperson (or sole member) of a Commission or sub-committee must report on the exercise of its functions to the Board at the next meeting of the Board, unless the Board determines otherwise.

Disclosure of interests 15

45. (1) If:

- (a) a member of a Commission or sub-committee has a direct or indirect pecuniary interest in a matter involving SOCOG; and
- (b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter, 20

the member must, as soon as practicable after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Commission or sub-committee.

(2) A disclosure by a member at a meeting of the Commission or sub-committee that the member: 25

- (a) is a member, 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, 30

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subsection (1). 35

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(3) The Secretary must record every disclosure under this section in the minutes of the meeting at which it was made and in a register of members' interests.

5 (4) The Secretary must inform the Board of every disclosure under this section as soon as possible after it is made.

(5) It is not necessary for a disclosure to be made under this section by a member who is a director if it has already been made to the Board.

(6) A contravention of this section does not invalidate any decision of the Commission or sub-committee.

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PART 6—FINANCIAL MATTERS

Bank accounts

46. SOCOG may establish bank accounts and may deposit in those accounts any money received by it.

Expenditure

15 47. (1) Money of SOCOG must not be expended or committed except with the approval of the Board.

20 (2) However, any expenditure or commitment of money of SOCOG that exceeds the relevant allocation in, or is not included in, the Games budgets (as supplemented or amended by the most recent applicable budget or budget amendments approved by the Board under this section) must first be approved by the Premier and the President of the Australian Olympic Committee.

25 (3) The Board must not approve any budget without the prior approval of the Premier and the President of the Australian Olympic Committee, unless it is wholly consistent with the Games budgets.

(4) The Board must not approve any amendments to any budget, without the prior approval of the Premier and the President of the Australian Olympic Committee.

30 (5) The Premier and the President of the Australian Olympic Committee must not withhold approval to any component of a budget or budget amendment relating to the expenditure of SOCOG to the extent that:

- 35 (a) the expenditure is necessary to meet a commitment contained in the Host City Contract or the Endorsement Contract; and
- (b) the expenditure is wholly consistent with the Games budgets or the most recent applicable budget or budget amendment approved by the Board in accordance with subsection (3) or (4).

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(6) No proposed budget or budget amendment that requires but has not yet received the approval of the Premier and the President of the Australian Olympic Committee under subsection (3) or (4) can be published or made available to the public.

(7) The Premier's approval under this section may be given only with the concurrence of the Treasurer. 5

Power to borrow

48. (1) SOCOG may borrow money, but may only do so with the prior approval of the Premier and in accordance with the Public Authorities (Financial Arrangements) Act 1987. Approval may be given generally, or for specific cases or classes of cases. 10

(2) The Premier must not withhold approval so as to prevent SOCOG from borrowing up to the levels of borrowing contemplated in the Games budgets, subject to subsection (3).

(3) The Premier's approval under this section may be given only with the concurrence of the Treasurer. 15

Power to invest

49. (1) Subject to section 27 of the Public Authorities (Financial Arrangements) Act 1987, SOCOG may invest money.

(2) The power of SOCOG to invest money, whether under this section or the Public Authorities (Financial Arrangements) Act 1987 or otherwise, may be exercised only with the approval of the Premier. Approval may be given generally, or for specific cases or classes of cases. 20

(3) The Premier's approval under this section may be given only with the concurrence of the Treasurer. 25

Dividends not payable to Consolidated Fund

50. Section 59B of the Public Finance and Audit Act 1983 does not apply to SOCOG.

Cost of audit

51. Towards defraying the costs and expenses of any audit under the Public Finance and Audit Act 1983, SOCOG is required to pay to the Auditor-General such amounts, at such times, as the Treasurer decides. 30

PART 7—WINDING UP OF SOCOG**SOCOG to be wound up after Games**

52. SOCOG is to be wound up after the conclusion of the Games and on or before 31 March 2002.

5 Manner of winding up

53. (1) SOCOG is to be wound up in accordance with the provisions of Chapter 5 of the Corporations Law, and accordingly those provisions apply with such adaptations as are necessary and such adaptations as are prescribed by the regulations.

10 (2) The Governor, on the recommendation of the Premier, may appoint a liquidator for SOCOG.

Distribution of surplus

15 54. (1) On the winding up of SOCOG, the surplus funds of SOCOG remaining after satisfaction of all its debts and liabilities (including debts and liabilities that are or are likely to become the responsibility of the State arising from the functions of SOCOG) must be distributed as follows:

- (a) 10 per cent is payable to the International Olympic Committee;
- (b) 10 per cent is payable to the Australian Olympic Committee;
- 20 (c) 80 per cent is payable to the Australian Olympic Committee to be held in trust to pay the income to the national federations for sports on the Olympic Program for the costs of international competition of their athletes and officials who are likely to be selected in future Olympic teams in accordance with such guidelines as may be
- 25 determined by the Australian Olympic Committee from time to time.

(2) The regulations may make provision for or with respect to the determination of the surplus funds, and the debts and liabilities, referred to in subsection (1).

30 (3) The amount of surplus funds is not to be less than the amount calculated in accordance with the Host City Contract.

Receivership or management not available

55. SOCOG is not capable of being put into receivership or other form of management for the benefit of creditors.

PART 8—MISCELLANEOUS**Act binds Crown**

56. This Act binds the Crown.

Providing information to the Premier

57. The Board must provide the Premier with such information relating to the affairs of SOCOG as the Premier requests for the purposes of the administration of this Act. 5

Staff

58. (1) The Board may appoint a Secretary and such other staff as it thinks fit. 10

(2) The Board may arrange for the use of the services of any staff (by secondment or otherwise) or facilities of a Government agency or any other public or local authority.

(3) The Board may engage consultants or other persons for the purpose of getting expert advice. 15

Secretary

59. The functions of the Secretary include:

- (a) recording the minutes of the Board, Commissions and sub-committees; and
- (b) maintaining the register of directors' interests and the register of interests of members of Commissions and sub-committees. 20

Personal liability

60. (1) A matter or thing done or omitted to be done by SOCOG, the Board, a Commission, a sub-committee, a director, the Chief Executive Officer or any person acting under the direction of SOCOG, the Board, a Commission, a sub-committee or the Chief Executive Officer does not, if the matter or thing was done or omitted in good faith for the purpose of executing this or any other Act, subject the director, a member of the Commission, a member of the sub-committee, the Chief Executive Officer or a person so acting personally to any action, liability or demand. 25
30

(2) Nothing in this section affects the operation of section 24.

Seal

61. (1) The seal of SOCOG is to be kept by the Secretary in safe custody as directed by the Board, and must not be used except as authorised by the Board.

5 (2) The seal of SOCOG is to be affixed to a document:

(a) in the presence of:

- two directors; or
- one director and the Secretary; and

10 (b) with an attestation by their signatures of the fact of the affixing of the seal.

(3) Judicial notice is to be taken of the seal of SOCOG.

(4) In any legal proceedings, the seal of SOCOG, when affixed to a document, is, until the contrary is proved, to be presumed to have been duly affixed to the document.

15 Ombudsman Act 1974

62. SOCOG is a public authority for the purposes of the Ombudsman Act 1974.

Public Sector Management Act 1988

20 63. (1) Part 2 of the Public Sector Management Act 1988 does not apply to the appointment of the directors, the Chief Executive Officer or other staff of SOCOG.

(2) The office of Chief Executive Officer is not and cannot become a chief executive position or a senior executive position for the purposes of the Public Sector Management Act 1988.

25 (3) SOCOG is taken to be a declared authority for the purposes of the Public Sector Management Act 1988.

Independent Commission Against Corruption Act 1988

64. SOCOG is a public authority for the purposes of the Independent Commission Against Corruption Act 1988.

30 Effect of certain other Acts

65. (1) 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

Sydney Organising Committee for the Olympic Games 1993

(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 director or from accepting and retaining any remuneration payable to the person under this Act as a director. 5

(2) The office of a director is not, for the purposes of any Act, an office or place of profit under the Crown.

Amendment of Public Finance and Audit Act 1983 No. 152

66. The Public Finance and Audit Act 1983 is amended by inserting in Schedule 2 in alphabetical order the words "Sydney Organising Committee for the Olympic Games." 10

Amendment of Public Authorities (Financial Arrangements) Act 1987 No. 33

67. The Public Authorities (Financial Arrangements) Act 1987 is amended by inserting in Schedule 1 in alphabetical order the words "Sydney Organising Committee for the Olympic Games." 15

Amendment of Freedom of Information Act 1989 No. 5

68. The Freedom of Information Act 1989 is amended by inserting after clause 21 of Schedule 1 the following clause:

Documents containing information confidential to Olympic Committees 20

22. A document is an exempt document if it has been prepared by or received by the Sydney Organising Committee for the Olympic Games and contains matter that is confidential to the International Olympic Committee or the Australian Olympic Committee. 25

Regulations

69. The Governor may make regulations, not inconsistent with this Act, for or with respect to any matter that by this Act is required or permitted to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to this Act. 30

SECOND PRINT

**SYDNEY ORGANISING COMMITTEE FOR THE OLYMPIC
GAMES BILL 1993**

NEW SOUTH WALES



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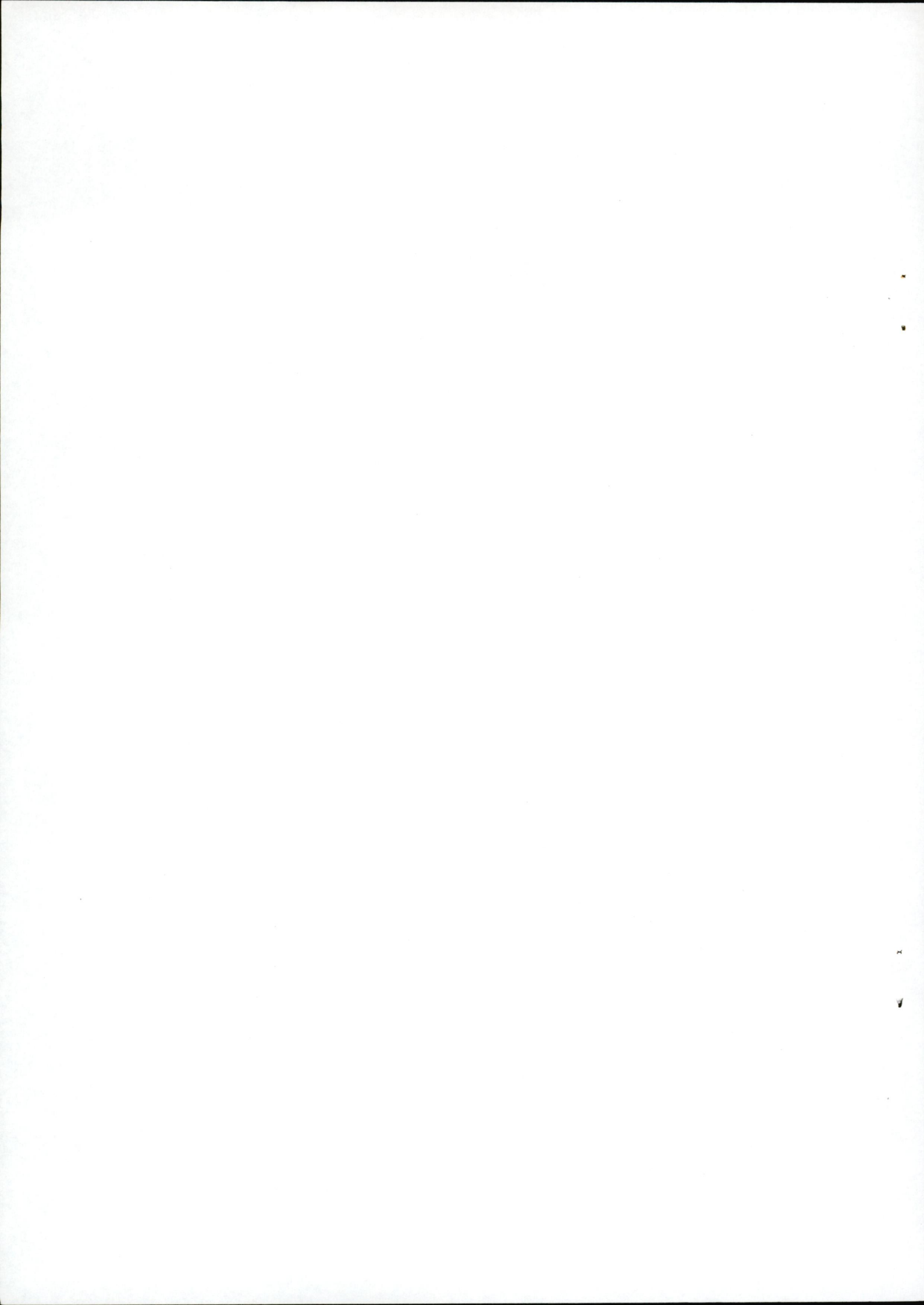
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This PUBLIC BILL, originated in the LEGISLATIVE ASSEMBLY and, having this day passed, is now ready for presentation to the LEGISLATIVE COUNCIL for its concurrence.

Legislative Assembly

Clerk of the Legislative Assembly.

NEW SOUTH WALES



Act No. ,1993

An Act to constitute the Sydney Organising Committee for the Olympic Games in connection with the Olympic Games to be held in Sydney in the year 2000.

The Legislature of New South Wales enacts:**PART 1—PRELIMINARY****Short title**

1. This Act may be cited as the Sydney Organising Committee for the Olympic Games Act 1993.

Commencement

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

Definitions

3. (1) In this Act:
- “**appointed director**” means a director referred to in section 14 (1) (g), (h) or (i);
- “**Australian Olympic Committee**” means Australian Olympic Committee Incorporated;
- “**Bid Books**” means the candidature files containing the details of Sydney’s bid for the Olympic Games in the year 2000 and submitted to the International Olympic Committee on 1 February 1993;
- “**Board**” means the Board of Directors of SOCOG;
- “**Chief Executive Officer**” means the Chief Executive Officer of SOCOG;
- “**Committee**” (see “SOCOG”);
- “**director**” means a member of the Board;
- “**Endorsement Contract**” means the contract between the State of New South Wales, the Council of the City of Sydney and the Australian Olympic Committee dated 1 May 1991, and as in force from time to time afterwards;
- “**ex officio director**” means a director referred to in section 14 (1) (a)–(f);
- “**exercise**” of a function includes performance of a duty;
- “**function**” includes a power or duty;
- “**Games budgets**” means the budgets for the Organising Committee for the Olympic Games prepared for and summarised in the Bid Books;

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- “Host City Contract”** means the contract between the International Olympic Committee, the Council of the City of Sydney and the Australian Olympic Committee dated 23 September 1993, and as in force from time to time afterwards;
- “Olympic Charter”** means the Olympic Charter as in force at 23 September 1993; 5
- “Olympic Games”** or **“Games”** means the Games of the XXVII Olympiad in Sydney in the year 2000;
- “power”** includes an authority;
- “Secretary”** means the Secretary of the Board; 10
- “SOCOG”** means the Sydney Organising Committee for the Olympic Games constituted by this Act;
- “the State”** means the State of New South Wales, and includes the Crown in right of New South Wales and the Government of New South Wales. 15
- (2) A reference (however expressed) in this Act to the holder of an office specified in section 14 (1) (a)–(f) extends to a person who is duly acting in the office.

PART 2—CONSTITUTION OF SOCOG

- Constitution** 20
4. (1) There is constituted by this Act a corporation with the corporate name of the Sydney Organising Committee for the Olympic Games.
- (2) SOCOG:
- (a) has perpetual succession; and 25
- (b) is to have a seal; and
- (c) may sue and be sued in its corporate name.
- Status**
5. (1) SOCOG:
- (a) is not and does not represent the State except by express agreement with the Premier; and 30
- (b) cannot render the State liable for any debts, liabilities or obligations of SOCOG,
- unless otherwise expressly provided by this or any other Act or law or by the Host City Contract, the Endorsement Contract or the Bid Books. 35

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(2) SOCOG is exempt from any rate, tax, duty or other impost imposed by or under any law of the State.

Legal capacity

5 6. (1) SOCOG has, both within and outside New South Wales, the same legal capacity and powers as a company under the Corporations Law, and accordingly has the legal capacity and powers of a natural person.

(2) Subsection (1) has effect subject to this Act.

Exercise of powers

10 7. The powers of SOCOG are not to be exercised except for the purposes of its functions under Part 3.

PART 3—FUNCTIONS OF SOCOG

General functions

15 8. (1) SOCOG has the functions conferred or imposed on it by or under this or any other Act.

(2) The functions of SOCOG are not to be exercised except for the purpose of its primary objective referred to in section 9 or unless they are specifically authorised by or under this Act.

Primary objective

20 9. (1) The primary objective of SOCOG is to organise and stage the Games of the XXVII Olympiad in Sydney in the year 2000, in accordance with the rights and obligations conferred and imposed under the Host City Contract.

25 (2) In carrying out its primary objective and exercising its functions, SOCOG is:

- (a) to act in a financially sound and responsible manner; and
- (b) to have regard to the limits of the financial resources available to it and the State for the purposes of the Games; and
- 30 (c) to use its best endeavours to avoid the creation of debts and liabilities (including debts and liabilities that are or are likely to become the responsibility of the State) that will extend or are likely to extend beyond the time by which SOCOG must be wound up; and
- (d) to use its best endeavours to ensure that preference is given to the use of Australian goods, services and materials.

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Specific functions

10. (1) The functions of SOCOG include:

- (a) becoming a party to the Host City Contract; and
 (b) performing its obligations under the Host City Contract and the Endorsement Contract, including obligations that are jointly and severally imposed on SOCOG, the City of Sydney (or the Council of the City) and the Australian Olympic Committee under those contracts. 5

(2) The functions of SOCOG include (in relation to the Games):

- (a) organising accommodation and transport for: 10
- competitors
 - team officials and personnel
 - media personnel;
- (b) organising the sports program, including preparing and operating all venues and facilities for the Games; 15
- (c) organising the cultural program;
- (d) establishing a marketing program in consultation with the International Olympic Committee and the Australian Olympic Committee;
- (e) arranging and making available host broadcaster and television and radio facilities and other information services. 20

(3) The functions of SOCOG include any function authorised by the Governor, on the recommendation of the Premier, to be exercised by SOCOG if:

- (a) the Premier is satisfied that the function is connected with the primary objective of SOCOG; and 25
- (b) the President of the Australian Olympic Committee has consented in writing.

Such a function may include entering into a particular transaction or agreement or executing a particular instrument. 30

(4) This section does not limit the functions of SOCOG.

Matters to be taken into account by SOCOG

11. In exercising its functions, SOCOG must take into account, to the fullest extent practicable, the following:

- (a) the Olympic Charter; 35
- (b) the Host City Contract;

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- (c) any instructions given to SOCOG by the Executive Board of the International Olympic Committee as contemplated by the Host City Contract;
- 5 (d) all representations, warranties and covenants contained in the Bid Books, and all other commitments made by the Australian Olympic Committee, the Council of the City of Sydney or Sydney Olympics 2000 Bid Limited to the International Olympic Committee at or before the International Olympic Committee's 101st Session in Monte Carlo, unless agreed otherwise in writing by the Executive Board of the International Olympic Committee;
- 10 (e) the Endorsement Contract;
- (f) any matters prescribed by the regulations, but not inconsistent with the foregoing paragraphs.

PART 4—BOARD OF DIRECTORS

15 **Division 1—Establishment of Board**

Board

12. There is to be a Board of Directors of SOCOG.

Board to manage affairs of SOCOG

20 13. (1) The affairs of SOCOG are to be managed and controlled by the Board.

(2) Any act, matter or thing done in the name of, or on behalf of, SOCOG by the Board is taken to have been done by SOCOG.

Composition of Board

- 25 14. (1) The Board is to consist of the following directors:
- (a) the President of SOCOG;
- (b) the members of the International Olympic Committee representing the International Olympic Committee in Australia;
- (c) the President of the Australian Olympic Committee;
- (d) the Secretary General of the Australian Olympic Committee;
- 30 (e) the Lord Mayor of the City of Sydney;
- (f) the Chief Executive Officer of SOCOG;
- (g) two persons with appropriate expertise and experience appointed by the Governor on the recommendation of the Premier, to represent the Premier;

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- (h) four persons with appropriate expertise and experience appointed by the Governor on the recommendation of the Premier;
- (i) two persons with appropriate expertise and experience appointed by the Governor on the recommendation of the Premier, being persons nominated by the Prime Minister of Australia to the Premier for consideration by the Premier. 5
- (2) The persons referred to in subsection (1) (a)–(f) hold office as directors by virtue of their offices.
- (3) If the number of directors holding office under subsection (1) (b) exceeds two, a corresponding number of directors can be appointed and hold office under subsection (1) (g). 10

Division 2—Provisions relating to directors

President

15. The Governor, on the recommendation of the Premier, may appoint a person with appropriate expertise and experience to be President of SOCOG. 15

Vice-Presidents

16. The President of the Australian Olympic Committee and the Lord Mayor of the City of Sydney are Vice-Presidents of SOCOG.

Chief Executive Officer

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17. (1) The Board, with the consent of the Premier, may appoint a person to be Chief Executive Officer of SOCOG.

- (2) The Chief Executive Officer holds office on a full-time basis as a member of the staff of SOCOG.

Terms of office

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18. (1) If the office of President of SOCOG, appointed director or Chief Executive Officer becomes vacant, a person is, subject to this Act, to be appointed to fill the vacancy.

- (2) The term of office of the first President of SOCOG and the first appointed directors expires at the end of 31 December 1996. Any person appointed to fill a vacancy in the office of one of the first office holders holds office for the balance of his or her predecessor's term, except where the vacancy arises because of the expiry of the predecessor's term. 30

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(3) The term of office of the President of SOCOG and the appointed directors appointed to hold office after 31 December 1996 expires when SOCOG is wound up.

5 (4) The term of office of a Chief Executive Officer is to be such period as is specified in the instrument of appointment.

(5) A person whose term of office expires is eligible for re-appointment, if otherwise qualified.

Vacancies in office

10 **19. (1)** The office of President of SOCOG, a director or the Chief Executive Officer becomes vacant if the holder:

- (a) dies; or
- 15 (b) is convicted in New South Wales of an offence which is punishable by penal servitude or imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence which, if committed in New South Wales, would be an offence so punishable; or
- (c) resigns the office by notice in writing to the Premier and the Secretary; or
- 20 (d) has an interest of the kind referred to in section 26 (1) and fails to declare the nature of the interest in the manner required by section 26.

(2) In addition, the office of President of SOCOG, an appointed director or the Chief Executive Officer becomes vacant if the holder:

- 25 (a) completes a term of office and is not re-appointed; or
- (b) is removed from office under section 20; or
- (c) 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
- 30 (d) is absent without the consent of the Board from all meetings of the Board held during a period of six months; or
- (e) becomes a mentally incapacitated person; or
- 35 (f) becomes prohibited from being a director of or from managing a corporation by reason of an order made under the Corporations Law or a notice given under section 600 (3) of the Corporations Law; or

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(g) becomes subject to a civil penalty disqualification under the Corporations Law.

(3) In addition, the office of an ex officio director becomes vacant if the director ceases to hold the office that qualifies the director as a director. 5

(4) If subsection (1) (d) applies to a person and a successor is not holding the vacated office, the Board may approve of the person being re-instated if it resolves that the person's failure to make the declaration was not intentional or reckless and that the nature and effects of the failure do not warrant vacation of office. Such an approval can only be given by a resolution passed by a majority of at least two-thirds of the number of directors for the time being. On the approval being given, the person is automatically re-instated, with effect from the time the office was vacated. 10

Termination of appointments 15

20. (1) The Governor, on the recommendation of the Premier, may terminate the appointment of the President of SOCOG or an appointed director.

(2) The Board, with the consent of the Premier, may remove from office or suspend the Chief Executive Officer. 20

Consultation

21. (1) The Premier must consult with the President of the Australian Olympic Committee before:

(a) recommending any appointment of a person as President of SOCOG; or 25

(b) recommending any appointment of a director under section 14 (1) (g), (h) or (i); or

(c) consenting or refusing to consent to the appointment, removal or suspension of a person as Chief Executive Officer; or

(d) recommending any termination of the appointment of the President of SOCOG or a director appointed under section 14 (1) (h) or (i). 30

(2) The Premier must also consult with the Prime Minister of Australia before recommending the termination of the appointment of a director appointed under section 14 (1) (i).

Remuneration

22. (1) A director is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Premier may from time to time determine in respect of the director (other than the Chief Executive Officer).

(2) In determining remuneration under subsection (1), the Premier is to have regard to the level of remuneration paid to the directors of listed corporations within the meaning of the Corporations Law and to the members of statutory corporations.

(3) The Chief Executive Officer is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Board may from time to time determine with the approval of the Premier and the President of the Australian Olympic Committee.

(4) SOCOG is to pay or re-imburse expenses properly incurred by the directors (including the Chief Executive Officer) in carrying out their duties or responsibilities, subject to any determinations of or any guidelines issued by the Premier.

Acting appointments

23. (1) The Governor, on the recommendation of the Premier, may, from time to time, appoint a person to act in the office of President of SOCOG or an appointed director during the illness or absence of the President or director, and the person, while so acting, has and may exercise all the functions of the President or director and is taken to be the President or a director.

(2) The Governor may remove any person from any office to which the person was appointed under this section.

(3) A person while acting in an office under this section is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Premier may from time to time determine in respect of the person.

(4) For the purposes of this section, a vacancy in an office is taken to be an absence from office.

(5) An appointment under this section is for a maximum term of 6 months, but is renewable.

(6) The Premier must consult with the President of the Australian Olympic Committee before recommending any appointment of a person to act in an office under this section.

Duty and liability of directors

24. (1) A director must at all times act honestly in the exercise of his or her functions in New South Wales or elsewhere.

(2) In the exercise of his or her functions in New South Wales or elsewhere, a director must exercise the degree of care and diligence that a reasonable person in a like position in a corporation would exercise in SOCOG's circumstances. 5

(3) A director or former director must not, in New South Wales or elsewhere, make improper use of information acquired by virtue of his or her position as a director to gain, directly or indirectly, an advantage for himself or herself or for any other person or to cause detriment to SOCOG. 10

(4) A director must not, in New South Wales or elsewhere, make improper use of his or her position as director to gain, directly or indirectly, an advantage for himself or herself or for any other person or to cause detriment to SOCOG. 15

(5) If a person contravenes any of the provisions of this section, SOCOG may recover from that person:

(a) if that or another person has made a profit because of the act or omission constituting the contravention—an amount equal to the amount or value of the profit; or 20

(b) if SOCOG has suffered loss or damage as a result of the act or omission—an amount equal to the amount or value of the loss or damage.

(6) Proceedings to recover an amount under subsection (5) may only be commenced within 6 years after the contravention. 25

(7) SOCOG's rights under subsection (5) vest in the State after SOCOG has been wound up.

Involvement of directors

25. (1) A director may, with the approval of the Board, do any or all of the following: 30

(a) be employed by, or hold any office with, SOCOG or any company established or owned (wholly or partly) by SOCOG;

(b) enter into any contract or arrangement with SOCOG or any such company. 35

(2) Such an approval can only be given by a resolution passed by a majority of at least two-thirds of the number of directors for the time being.

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(3) Subsection (1) (a) does not apply to the office of auditor of SOCOG.

Disclosure of interests

26. (1) If:

5 (a) a director has a direct or indirect pecuniary interest in a matter involving SOCOG; 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 practicable 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:

15 (a) is a member or officer, 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,

20 is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subsection (1).

25 (3) The Secretary must record every disclosure under this section in the minutes of the meeting at which it was made and in a register of directors' interests.

(4) A contravention of this section does not invalidate any decision of the Board.

Division 3—Provisions relating to procedure of Board

Meetings

30 27. (1) The procedure for calling meetings of the Board and for the conduct of business at those meetings is, subject to this Act, to be as determined by the Board.

(2) Meetings of the Board may be held at such times and places as the Board determines.

35 (3) The President of SOCOG may convene a meeting of the Board at any time.

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(4) The Secretary must convene a meeting of the Board when requested to do so by a director.

(5) The Board may invite a person to attend a meeting for the purpose of advising or informing it on any matter.

(6) The President may convene the first meeting of the Board in such manner, and at such time and place, as the President thinks fit. 5

Quorum

28. The quorum for a meeting of the Board is a majority of the number of directors for the time being. No business of the Board is to be transacted at any meeting of the Board unless a quorum is present. 10

Presiding director

29. (1) A meeting of the Board is to be presided over by:

- (a) the President of SOCOG; or
- (b) in the absence of the President of SOCOG—the President of the Australian Olympic Committee; or 15
- (c) in the absence of both of the above—the Lord Mayor of the City of Sydney.

(2) The person 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. 20

Voting

30. (1) 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.

(2) A director who has an interest of the kind referred to in section 26 (1) in relation to a matter that is being considered at a meeting of the Board: 25

- (a) must not vote on the matter (or in relation to a proposed resolution under subsection (4) in relation to the matter, whether in relation to that or a different director); and 30
- (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

(3) Subsection (2) does not apply to an interest that the director has as:

- (a) a member or office bearer of the International Olympic Committee; or 35

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- (b) a member of the Executive Board of the Australian Olympic Committee or an employee of that Committee; or
- (c) a member of any local authority; or
- (d) an office bearer of any statutory body; or
- 5 (e) a public servant or an employee of any statutory body.

(4) Subsection (2) does not apply if the Board has at any time passed a resolution that:

- (a) specifies the director, the interest and the matter; and
- 10 (b) states that the directors voting for the resolution are satisfied that the interest should not disqualify the director from considering or voting on the matter.

(5) Such a resolution can only be passed by a majority of at least two-thirds of the number of directors for the time being.

- 15 (6) A director who is not entitled to vote on a matter must not participate in the execution of any instrument by or on behalf of SOCOG in relation to that matter through signing or sealing the instrument or otherwise.

(7) A contravention of this section does not invalidate any decision of the Board.

20 **Transaction of business outside meeting or by telephone etc.**

31. (1) The Board may, if it thinks fit, transact any of its business by the circulation of papers among all the directors for the time being, and a resolution in writing approved in writing by a majority of at least two-thirds of those directors is taken to be a decision of the Board.

- 25 (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, closed-circuit television or other means, but only if any director who speaks on a matter before the meeting can be heard by the other directors.

- 30 (3) For the purposes of a resolution under subsection (1) or a meeting held in accordance with subsection (2), the President and each director have the same voting rights as they have at an ordinary meeting of the Board.

(4) A resolution approved under subsection (1) is, subject to the regulations, to be recorded in the minutes of the meetings of the Board.

- 35 (5) Papers may be circulated among directors for the purposes of subsection (1) by facsimile or other transmission of the information in the papers concerned.

Minutes

32. The Board is to ensure that minutes of all its proceedings are kept.

Division 4—Miscellaneous**Delegation**

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33. (1) The Board may delegate any of its functions (other than this power of delegation) to:

- (a) the Chief Executive Officer; or
- (b) a Commission or sub-committee appointed under Part 5.

(2) A delegation:

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- (a) may be general or limited; and
- (b) is required to be in, or be evidenced by, writing signed by a person authorised by the Board for that purpose; and
- (c) may be revoked, wholly or partly, by the Board.

(3) A delegated function may be exercised only in accordance with any conditions to which the delegation is subject (including any directions given by the Board to the delegate from time to time).

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(4) A delegate may, in the exercise of a delegated function, exercise any other function that is incidental to the delegated function.

(5) A delegated function that purports to have been exercised by a delegate is, until the contrary is proved, taken to have been duly exercised by the delegate.

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(6) A delegated function that is duly exercised by a delegate is taken to have been exercised by the Board.

(7) If:

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- (a) the exercise of a function by the Board is dependent on the opinion, belief or state of mind of the Board in relation to any matter; and
- (b) the Board has delegated the function,

the function may be exercised by the delegate on the opinion, belief or state of mind of the delegate in relation to any such matter.

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(8) A function that has been delegated may, despite the delegation, be exercised by the Board.

(9) Any exercise of a function by the delegate may be revoked by the Board and any resolution of the Board prevails over any inconsistent decisions or resolutions of the delegate. However, no such revocation by, or resolution of, the Board invalidates any prior act of the delegate which

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would have been valid if the revocation or resolution had not been made or passed.

5 (10) The Chief Executive Officer may sub-delegate any function delegated to the Chief Executive Officer if authorised in writing to do so by the Board.

(11) This section applies to a sub-delegation of a function in the same way as it applies to a delegation of a function, and references in this section to the Board extend where appropriate to the Chief Executive Officer.

10 **Powers of attorney**

15 34. (1) The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of SOCOG for such purposes, with such functions and discretions (being functions and discretions vested in SOCOG or exercisable by the Board), for such period and subject to such conditions as the Board thinks fit. The seal of SOCOG may be affixed to the instrument embodying any such power of attorney.

(2) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney or attorneys as the Board thinks fit.

20 (3) Any such power of attorney may authorise the attorney or attorneys to delegate all or any of the functions or discretions that are the subject of the power of attorney.

Cheques and receipts

25 35. All cheques, promissory notes, bank drafts, bills of exchange and other negotiable instruments and all receipts for money paid to SOCOG are to be signed, drawn, accepted, endorsed or otherwise executed by any two directors or in such other manner as the Board determines.

PART 5—COMMISSIONS AND SUB-COMMITTEES

Appointment of Commissions and sub-committees

30 36. (1) The Board may appoint such Commissions or sub-committees (by whatever name called) as it thinks fit.

(2) A Commission or sub-committee is to consist of one or more persons, at least one of whom must be a director.

35 (3) Persons who are not directors may not be appointed to a Commission or sub-committee without the approval of the Premier and the President of the Australian Olympic Committee.

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(4) The Board may abolish a Commission or sub-committee at any time.

(5) The office of a member of a Commission or sub-committee becomes vacant in the same circumstances as the office of an appointed director becomes vacant. However, the Board may remove a member of a Commission or sub-committee from office at any time.

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(6) The provisions of sections 38–42 do not apply to a Commission or sub-committee that consists of only one member.

Functions of Commission or sub-committee

37. The functions of a Commission or sub-committee are to exercise such functions as are delegated to it by the Board under this Act.

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Chairperson

38. One of the members of a Commission or sub-committee is to be nominated by the Board to be chairperson of the Commission or sub-committee. The person must be a director.

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Meetings

39. (1) The procedure for calling meetings of a Commission or sub-committee and for the conduct of business at those meetings is, subject to this Act, to be as determined by the Commission or sub-committee.

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(2) Meetings of a Commission or sub-committee may be held at such times and places as the Commission or sub-committee determines.

(3) The chairperson of a Commission or sub-committee may convene a meeting of the Commission or sub-committee at any time.

(4) This section has effect subject to any directions of the Board.

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Quorum

40. (1) The quorum for a meeting of a Commission or sub-committee is such number of members as the Board determines. No business of the Commission or sub-committee is to be transacted at any meeting of the Commission or sub-committee unless a quorum is present.

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(2) The quorum must always include a director, except as may be determined by the Board.

Presiding member

41. A meeting of a Commission or sub-committee is to be presided over by:

- (a) the chairperson of the Commission or sub-committee; or
- 5 (b) in the absence of the chairperson—a member of the Commission or sub-committee elected to chair the meeting by the members present.

Voting

42. (1) A decision supported by a majority of the votes cast at a meeting of a Commission or sub-committee at which a quorum is present is the decision of the Commission or sub-committee.

(2) Each member of a Commission or sub-committee has one vote, but the Board may determine (generally or in any case or class of cases) that a member or members have two or more votes or have no votes. This extends to a casting vote to be used in the event of an equality of votes.

(3) A member of a Commission or sub-committee who has an interest of the kind referred to in section 45 (1) in relation to a matter that is being considered at a meeting of the Commission or sub-committee:

- (a) must not vote on the matter; and
- 20 (b) must not be present while the matter is being considered at the meeting.

(4) Subsection (3) does not apply to an interest that the member has as:

- (a) a member or office bearer of the International Olympic Committee; or
- 25 (b) a member of the Executive Board of the Australian Olympic Committee or an employee of that Committee; or
- (c) a member of any local authority; or
- (d) an office bearer of any statutory body; or
- (e) a public servant or an employee of any statutory body.

(5) Subsection (3) does not apply if the Board has at any time passed a resolution that:

- (a) specifies the member, the interest and the matter; and
- (b) states that the directors voting for the resolution are satisfied that the interest should not disqualify the member from considering or voting on the matter.
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(6) Such a resolution can only be passed by a majority of at least two-thirds of the number of directors for the time being.

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(7) A member who is not entitled to vote on a matter must not participate in the execution of any instrument by or on behalf of SOCOG in relation to that matter through signing or sealing the instrument or otherwise.

(8) A contravention of this section does not invalidate any decision of the Commission or sub-committee. 5

Minutes

43. A Commission or sub-committee is to ensure that minutes of all its proceedings are kept. The minutes may be examined at any time by any director. 10

Report to Board

44. The chairperson (or sole member) of a Commission or sub-committee must report on the exercise of its functions to the Board at the next meeting of the Board, unless the Board determines otherwise.

Disclosure of interests 15

45. (1) If:

- (a) a member of a Commission or sub-committee has a direct or indirect pecuniary interest in a matter involving SOCOG; and
- (b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter, 20

the member must, as soon as practicable after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Commission or sub-committee.

(2) A disclosure by a member at a meeting of the Commission or sub-committee that the member: 25

- (a) is a member, 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, 30

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subsection (1). 35

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(3) The Secretary must record every disclosure under this section in the minutes of the meeting at which it was made and in a register of members' interests.

5 (4) The Secretary must inform the Board of every disclosure under this section as soon as possible after it is made.

(5) It is not necessary for a disclosure to be made under this section by a member who is a director if it has already been made to the Board.

(6) A contravention of this section does not invalidate any decision of the Commission or sub-committee.

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PART 6—FINANCIAL MATTERS

Bank accounts

46. SOCOG may establish bank accounts and may deposit in those accounts any money received by it.

Expenditure

15 47. (1) Money of SOCOG must not be expended or committed except with the approval of the Board.

20 (2) However, any expenditure or commitment of money of SOCOG that exceeds the relevant allocation in, or is not included in, the Games budgets (as supplemented or amended by the most recent applicable budget or budget amendments approved by the Board under this section) must first be approved by the Premier and the President of the Australian Olympic Committee.

25 (3) The Board must not approve any budget without the prior approval of the Premier and the President of the Australian Olympic Committee, unless it is wholly consistent with the Games budgets.

(4) The Board must not approve any amendments to any budget, without the prior approval of the Premier and the President of the Australian Olympic Committee.

30 (5) The Premier and the President of the Australian Olympic Committee must not withhold approval to any component of a budget or budget amendment relating to the expenditure of SOCOG to the extent that:

- 35 (a) the expenditure is necessary to meet a commitment contained in the Host City Contract or the Endorsement Contract; and
- (b) the expenditure is wholly consistent with the Games budgets or the most recent applicable budget or budget amendment approved by the Board in accordance with subsection (3) or (4).

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(6) No proposed budget or budget amendment that requires but has not yet received the approval of the Premier and the President of the Australian Olympic Committee under subsection (3) or (4) can be published or made available to the public.

(7) The Premier's approval under this section may be given only with the concurrence of the Treasurer. 5

Power to borrow

48. (1) SOCOG may borrow money, but may only do so with the prior approval of the Premier and in accordance with the Public Authorities (Financial Arrangements) Act 1987. Approval may be given generally, or for specific cases or classes of cases. 10

(2) The Premier must not withhold approval so as to prevent SOCOG from borrowing up to the levels of borrowing contemplated in the Games budgets, subject to subsection (3).

(3) The Premier's approval under this section may be given only with the concurrence of the Treasurer. 15

Power to invest

49. (1) Subject to section 27 of the Public Authorities (Financial Arrangements) Act 1987, SOCOG may invest money.

(2) The power of SOCOG to invest money, whether under this section or the Public Authorities (Financial Arrangements) Act 1987 or otherwise, may be exercised only with the approval of the Premier. Approval may be given generally, or for specific cases or classes of cases. 20

(3) The Premier's approval under this section may be given only with the concurrence of the Treasurer. 25

Dividends not payable to Consolidated Fund

50. Section 59B of the Public Finance and Audit Act 1983 does not apply to SOCOG.

Cost of audit

51. Towards defraying the costs and expenses of any audit under the Public Finance and Audit Act 1983, SOCOG is required to pay to the Auditor-General such amounts, at such times, as the Treasurer decides. 30

PART 7—WINDING UP OF SOCOG**SOCOG to be wound up after Games**

52. SOCOG is to be wound up after the conclusion of the Games and on or before 31 March 2002.

5 Manner of winding up

53. (1) SOCOG is to be wound up in accordance with the provisions of Chapter 5 of the Corporations Law, and accordingly those provisions apply with such adaptations as are necessary and such adaptations as are prescribed by the regulations.

10 (2) The Governor, on the recommendation of the Premier, may appoint a liquidator for SOCOG.

Distribution of surplus

15 54. (1) On the winding up of SOCOG, the surplus funds of SOCOG remaining after satisfaction of all its debts and liabilities (including debts and liabilities that are or are likely to become the responsibility of the State arising from the functions of SOCOG) must be distributed as follows:

- (a) 10 per cent is payable to the International Olympic Committee;
- (b) 10 per cent is payable to the Australian Olympic Committee;
- 20 (c) 80 per cent is payable to the Australian Olympic Committee to be held in trust to pay the income to the national federations for sports on the Olympic Program for the costs of international competition of their athletes and officials who are likely to be selected in future Olympic teams in accordance with such guidelines as may be
- 25 determined by the Australian Olympic Committee from time to time.

(2) The regulations may make provision for or with respect to the determination of the surplus funds, and the debts and liabilities, referred to in subsection (1).

30 (3) The amount of surplus funds is not to be less than the amount calculated in accordance with the Host City Contract.

Receivership or management not available

55. SOCOG is not capable of being put into receivership or other form of management for the benefit of creditors.

PART 8—MISCELLANEOUS**Act binds Crown**

56. This Act binds the Crown.

Providing information to the Premier

57. The Board must provide the Premier with such information relating to the affairs of SOCOG as the Premier requests for the purposes of the administration of this Act. 5

Staff

58. (1) The Board may appoint a Secretary and such other staff as it thinks fit. 10

(2) The Board may arrange for the use of the services of any staff (by secondment or otherwise) or facilities of a Government agency or any other public or local authority.

(3) The Board may engage consultants or other persons for the purpose of getting expert advice. 15

Secretary

59. The functions of the Secretary include:

- (a) recording the minutes of the Board, Commissions and sub-committees; and
- (b) maintaining the register of directors' interests and the register of interests of members of Commissions and sub-committees. 20

Personal liability

60. (1) A matter or thing done or omitted to be done by SOCOG, the Board, a Commission, a sub-committee, a director, the Chief Executive Officer or any person acting under the direction of SOCOG, the Board, a Commission, a sub-committee or the Chief Executive Officer does not, if the matter or thing was done or omitted in good faith for the purpose of executing this or any other Act, subject the director, a member of the Commission, a member of the sub-committee, the Chief Executive Officer or a person so acting personally to any action, liability or demand. 25 30

(2) Nothing in this section affects the operation of section 24.

Sydney Organising Committee for the Olympic Games 1993

Seal

61. (1) The seal of SOCOG is to be kept by the Secretary in safe custody as directed by the Board, and must not be used except as authorised by the Board.

- 5 **(2)** The seal of SOCOG is to be affixed to a document:
- (a) in the presence of:
- two directors; or
 - one director and the Secretary; and
- 10 (b) with an attestation by their signatures of the fact of the affixing of the seal.
- (3)** Judicial notice is to be taken of the seal of SOCOG.
- (4)** In any legal proceedings, the seal of SOCOG, when affixed to a document, is, until the contrary is proved, to be presumed to have been duly affixed to the document.

15 **Ombudsman Act 1974**

62. SOCOG is a public authority for the purposes of the Ombudsman Act 1974.

Public Sector Management Act 1988

20 **63. (1)** Part 2 of the Public Sector Management Act 1988 does not apply to the appointment of the directors, the Chief Executive Officer or other staff of SOCOG.

(2) The office of Chief Executive Officer is not and cannot become a chief executive position or a senior executive position for the purposes of the Public Sector Management Act 1988.

25 **(3)** SOCOG is taken to be a declared authority for the purposes of the Public Sector Management Act 1988.

Independent Commission Against Corruption Act 1988

64. SOCOG is a public authority for the purposes of the Independent Commission Against Corruption Act 1988.

30 **Effect of certain other Acts**

65. (1) 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

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- (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 director or from accepting and retaining any remuneration payable to the person under this Act as a director. 5

(2) The office of a director is not, for the purposes of any Act, an office or place of profit under the Crown.

Amendment of Public Finance and Audit Act 1983 No. 152

66. The Public Finance and Audit Act 1983 is amended by inserting in Schedule 2 in alphabetical order the words "Sydney Organising Committee for the Olympic Games." 10

Amendment of Public Authorities (Financial Arrangements) Act 1987 No. 33

67. The Public Authorities (Financial Arrangements) Act 1987 is amended by inserting in Schedule 1 in alphabetical order the words "Sydney Organising Committee for the Olympic Games." 15

Amendment of Freedom of Information Act 1989 No. 5

68. The Freedom of Information Act 1989 is amended by inserting after clause 21 of Schedule 1 the following clause:

Documents containing information confidential to Olympic Committees 20

22. A document is an exempt document if it has been prepared by or received by the Sydney Organising Committee for the Olympic Games and contains matter that is confidential to the International Olympic Committee or the Australian Olympic Committee. 25

Regulations

69. The Governor may make regulations, not inconsistent with this Act, for or with respect to any matter that by this Act is required or permitted to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to this Act. 30

**SYDNEY ORGANISING COMMITTEE FOR THE OLYMPIC
GAMES ACT 1993 No. 67**

NEW SOUTH WALES



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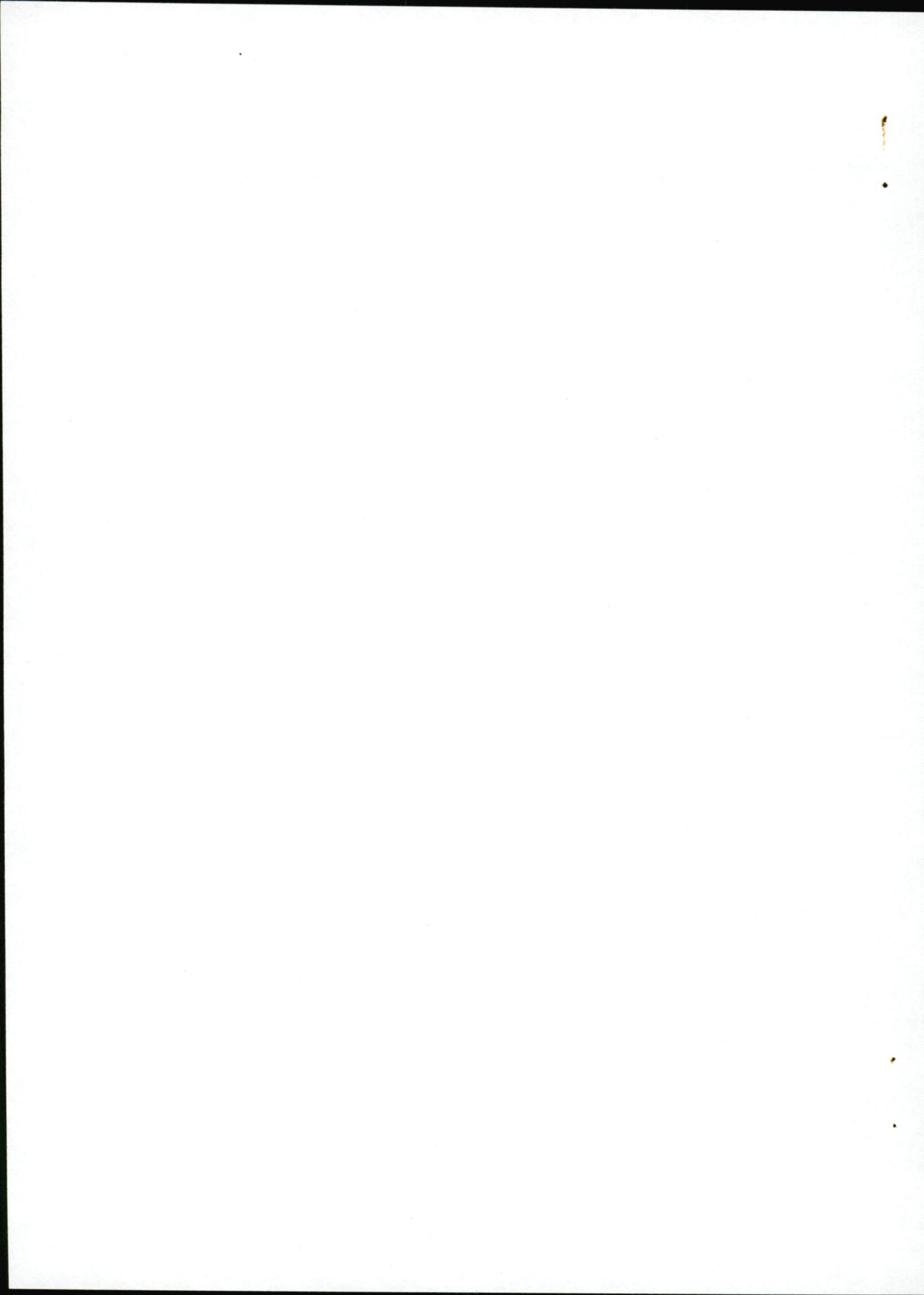
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**SYDNEY ORGANISING COMMITTEE FOR THE OLYMPIC
GAMES ACT 1993 No. 67**

NEW SOUTH WALES



Act No. 67, 1993

An Act to constitute the Sydney Organising Committee for the Olympic Games in connection with the Olympic Games to be held in Sydney in the year 2000. [Assented to 9 November 1993]

The Legislature of New South Wales enacts:**PART 1—PRELIMINARY****Short title**

1. This Act may be cited as the Sydney Organising Committee for the Olympic Games Act 1993.

Commencement

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

Definitions

3. (1) In this Act:

“**appointed director**” means a director referred to in section 14 (1) (g), (h) or (i);

“**Australian Olympic Committee**” means Australian Olympic Committee Incorporated;

“**Bid Books**” means the candidature files containing the details of Sydney’s bid for the Olympic Games in the year 2000 and submitted to the International Olympic Committee on 1 February 1993;

“**Board**” means the Board of Directors of SOCOG;

“**Chief Executive Officer**” means the Chief Executive Officer of SOCOG;

“**Committee**” (see “SOCOG”);

“**director**” means a member of the Board;

“**Endorsement Contract**” means the contract between the State of New South Wales, the Council of the City of Sydney and the Australian Olympic Committee dated 1 May 1991, and as in force from time to time afterwards;

“**ex officio director**” means a director referred to in section 14 (1) (a)–(f);

“**exercise**” of a function includes performance of a duty;

“**function**” includes a power or duty;

“**Games budgets**” means the budgets for the Organising Committee for the Olympic Games prepared for and summarised in the Bid Books;

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“**Host City Contract**” means the contract between the International Olympic Committee, the Council of the City of Sydney and the Australian Olympic Committee dated 23 September 1993, and as in force from time to time afterwards;

“**Olympic Charter**” means the Olympic Charter as in force at 23 September 1993;

“**Olympic Games**” or “**Games**” means the Games of the XXVII Olympiad in Sydney in the year 2000;

“**power**” includes an authority;

“**Secretary**” means the Secretary of the Board;

“**SOCOG**” means the Sydney Organising Committee for the Olympic Games constituted by this Act;

“**the State**” means the State of New South Wales, and includes the Crown in right of New South Wales and the Government of New South Wales.

(2) A reference (however expressed) in this Act to the holder of an office specified in section 14 (1) (a)–(f) extends to a person who is duly acting in the office.

PART 2—CONSTITUTION OF SOCOG

Constitution

4. (1) There is constituted by this Act a corporation with the corporate name of the Sydney Organising Committee for the Olympic Games.

(2) SOCOG:

- (a) has perpetual succession; and
- (b) is to have a seal; and
- (c) may sue and be sued in its corporate name.

Status

5. (1) SOCOG:

- (a) is not and does not represent the State except by express agreement with the Premier; and
- (b) cannot render the State liable for any debts, liabilities or obligations of SOCOG,

unless otherwise expressly provided by this or any other Act or law or by the Host City Contract, the Endorsement Contract or the Bid Books.

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(2) SOCOG is exempt from any rate, tax, duty or other impost imposed by or under any law of the State.

Legal capacity

6. (1) SOCOG has, both within and outside New South Wales, the same legal capacity and powers as a company under the Corporations Law, and accordingly has the legal capacity and powers of a natural person.

(2) Subsection (1) has effect subject to this Act.

Exercise of powers

7. The powers of SOCOG are not to be exercised except for the purposes of its functions under Part 3.

PART 3—FUNCTIONS OF SOCOG

General functions

8. (1) SOCOG has the functions conferred or imposed on it by or under this or any other Act.

(2) The functions of SOCOG are not to be exercised except for the purpose of its primary objective referred to in section 9 or unless they are specifically authorised by or under this Act.

Primary objective

9. (1) The primary objective of SOCOG is to organise and stage the Games of the XXVII Olympiad in Sydney in the year 2000, in accordance with the rights and obligations conferred and imposed under the Host City Contract.

(2) In carrying out its primary objective and exercising its functions, SOCOG is:

- (a) to act in a financially sound and responsible manner; and
- (b) to have regard to the limits of the financial resources available to it and the State for the purposes of the Games; and
- (c) to use its best endeavours to avoid the creation of debts and liabilities (including debts and liabilities that are or are likely to become the responsibility of the State) that will extend or are likely to extend beyond the time by which SOCOG must be wound up; and
- (d) to use its best endeavours to ensure that preference is given to the use of Australian goods, services and materials.

Specific functions

10. (1) The functions of SOCOG include:

- (a) becoming a party to the Host City Contract; and
- (b) performing its obligations under the Host City Contract and the Endorsement Contract, including obligations that are jointly and severally imposed on SOCOG, the City of Sydney (or the Council of the City) and the Australian Olympic Committee under those contracts.

(2) The functions of SOCOG include (in relation to the Games):

- (a) organising accommodation and transport for:
 - competitors
 - team officials and personnel
 - media personnel;
- (b) organising the sports program, including preparing and operating all venues and facilities for the Games;
- (c) organising the cultural program;
- (d) establishing a marketing program in consultation with the International Olympic Committee and the Australian Olympic Committee;
- (e) arranging and making available host broadcaster and television and radio facilities and other information services.

(3) The functions of SOCOG include any function authorised by the Governor, on the recommendation of the Premier, to be exercised by SOCOG if:

- (a) the Premier is satisfied that the function is connected with the primary objective of SOCOG; and
- (b) the President of the Australian Olympic Committee has consented in writing.

Such a function may include entering into a particular transaction or agreement or executing a particular instrument.

(4) This section does not limit the functions of SOCOG.

Matters to be taken into account by SOCOG

11. In exercising its functions, SOCOG must take into account, to the fullest extent practicable, the following:

- (a) the Olympic Charter;
- (b) the Host City Contract;

- (c) any instructions given to SOCOG by the Executive Board of the International Olympic Committee as contemplated by the Host City Contract;
- (d) all representations, warranties and covenants contained in the Bid Books, and all other commitments made by the Australian Olympic Committee, the Council of the City of Sydney or Sydney Olympics 2000 Bid Limited to the International Olympic Committee at or before the International Olympic Committee's 101st Session in Monte Carlo, unless agreed otherwise in writing by the Executive Board of the International Olympic Committee;
- (e) the Endorsement Contract;
- (f) any matters prescribed by the regulations, but not inconsistent with the foregoing paragraphs.

PART 4—BOARD OF DIRECTORS

Division 1—Establishment of Board

Board

12. There is to be a Board of Directors of SOCOG.

Board to manage affairs of SOCOG

13. (1) The affairs of SOCOG are to be managed and controlled by the Board.

(2) Any act, matter or thing done in the name of, or on behalf of, SOCOG by the Board is taken to have been done by SOCOG.

Composition of Board

14. (1) The Board is to consist of the following directors:
- (a) the President of SOCOG;
 - (b) the members of the International Olympic Committee representing the International Olympic Committee in Australia;
 - (c) the President of the Australian Olympic Committee;
 - (d) the Secretary General of the Australian Olympic Committee;
 - (e) the Lord Mayor of the City of Sydney;
 - (f) the Chief Executive Officer of SOCOG;
 - (g) two persons with appropriate expertise and experience appointed by the Governor on the recommendation of the Premier, to represent the Premier;

- (h) four persons with appropriate expertise and experience appointed by the Governor on the recommendation of the Premier;
 - (i) two persons with appropriate expertise and experience appointed by the Governor on the recommendation of the Premier, being persons nominated by the Prime Minister of Australia to the Premier for consideration by the Premier.
- (2) The persons referred to in subsection (1) (a)–(f) hold office as directors by virtue of their offices.
- (3) If the number of directors holding office under subsection (1) (b) exceeds two, a corresponding number of directors can be appointed and hold office under subsection (1) (g).

Division 2—Provisions relating to directors

President

15. The Governor, on the recommendation of the Premier, may appoint a person with appropriate expertise and experience to be President of SOCOG.

Vice-Presidents

16. The President of the Australian Olympic Committee and the Lord Mayor of the City of Sydney are Vice-Presidents of SOCOG.

Chief Executive Officer

17. (1) The Board, with the consent of the Premier, may appoint a person to be Chief Executive Officer of SOCOG.

(2) The Chief Executive Officer holds office on a full-time basis as a member of the staff of SOCOG.

Terms of office

18. (1) If the office of President of SOCOG, appointed director or Chief Executive Officer becomes vacant, a person is, subject to this Act, to be appointed to fill the vacancy.

(2) The term of office of the first President of SOCOG and the first appointed directors expires at the end of 31 December 1996. Any person appointed to fill a vacancy in the office of one of the first office holders holds office for the balance of his or her predecessor's term, except where the vacancy arises because of the expiry of the predecessor's term.

(3) The term of office of the President of SOCOG and the appointed directors appointed to hold office after 31 December 1996 expires when SOCOG is wound up.

(4) The term of office of a Chief Executive Officer is to be such period as is specified in the instrument of appointment.

(5) A person whose term of office expires is eligible for re-appointment, if otherwise qualified.

Vacancies in office

19. (1) The office of President of SOCOG, a director or the Chief Executive Officer becomes vacant if the holder:

- (a) dies; or
- (b) is convicted in New South Wales of an offence which is punishable by penal servitude or imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence which, if committed in New South Wales, would be an offence so punishable; or
- (c) resigns the office by notice in writing to the Premier and the Secretary; or
- (d) has an interest of the kind referred to in section 26 (1) and fails to declare the nature of the interest in the manner required by section 26.

(2) In addition, the office of President of SOCOG, an appointed director or the Chief Executive Officer becomes vacant if the holder:

- (a) completes a term of office and is not re-appointed; or
- (b) is removed from office under section 20; or
- (c) 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
- (d) is absent without the consent of the Board from all meetings of the Board held during a period of six months; or
- (e) becomes a mentally incapacitated person; or
- (f) becomes prohibited from being a director of or from managing a corporation by reason of an order made under the Corporations Law or a notice given under section 600 (3) of the Corporations Law; or

(g) becomes subject to a civil penalty disqualification under the Corporations Law.

(3) In addition, the office of an ex officio director becomes vacant if the director ceases to hold the office that qualifies the director as a director.

(4) If subsection (1) (d) applies to a person and a successor is not holding the vacated office, the Board may approve of the person being re-instated if it resolves that the person's failure to make the declaration was not intentional or reckless and that the nature and effects of the failure do not warrant vacation of office. Such an approval can only be given by a resolution passed by a majority of at least two-thirds of the number of directors for the time being. On the approval being given, the person is automatically re-instated, with effect from the time the office was vacated.

Termination of appointments

20. (1) The Governor, on the recommendation of the Premier, may terminate the appointment of the President of SOCOG or an appointed director.

(2) The Board, with the consent of the Premier, may remove from office or suspend the Chief Executive Officer.

Consultation

21. (1) The Premier must consult with the President of the Australian Olympic Committee before:

- (a) recommending any appointment of a person as President of SOCOG; or
- (b) recommending any appointment of a director under section 14 (1) (g), (h) or (i); or
- (c) consenting or refusing to consent to the appointment, removal or suspension of a person as Chief Executive Officer; or
- (d) recommending any termination of the appointment of the President of SOCOG or a director appointed under section 14 (1) (h) or (i).

(2) The Premier must also consult with the Prime Minister of Australia before recommending the termination of the appointment of a director appointed under section 14 (1) (i).

Remuneration

22. (1) A director is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Premier may from time to time determine in respect of the director (other than the Chief Executive Officer).

(2) In determining remuneration under subsection (1), the Premier is to have regard to the level of remuneration paid to the directors of listed corporations within the meaning of the Corporations Law and to the members of statutory corporations.

(3) The Chief Executive Officer is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Board may from time to time determine with the approval of the Premier and the President of the Australian Olympic Committee.

(4) SOCOG is to pay or re-imburse expenses properly incurred by the directors (including the Chief Executive Officer) in carrying out their duties or responsibilities, subject to any determinations of or any guidelines issued by the Premier.

Acting appointments

23. (1) The Governor, on the recommendation of the Premier, may, from time to time, appoint a person to act in the office of President of SOCOG or an appointed director during the illness or absence of the President or director, and the person, while so acting, has and may exercise all the functions of the President or director and is taken to be the President or a director.

(2) The Governor may remove any person from any office to which the person was appointed under this section.

(3) A person while acting in an office under this section is entitled to be paid such remuneration (including travelling and subsistence allowances) as the Premier may from time to time determine in respect of the person.

(4) For the purposes of this section, a vacancy in an office is taken to be an absence from office.

(5) An appointment under this section is for a maximum term of 6 months, but is renewable.

(6) The Premier must consult with the President of the Australian Olympic Committee before recommending any appointment of a person to act in an office under this section.

Duty and liability of directors

24. (1) A director must at all times act honestly in the exercise of his or her functions in New South Wales or elsewhere.

(2) In the exercise of his or her functions in New South Wales or elsewhere, a director must exercise the degree of care and diligence that a reasonable person in a like position in a corporation would exercise in SOCOG's circumstances.

(3) A director or former director must not, in New South Wales or elsewhere, make improper use of information acquired by virtue of his or her position as a director to gain, directly or indirectly, an advantage for himself or herself or for any other person or to cause detriment to SOCOG.

(4) A director must not, in New South Wales or elsewhere, make improper use of his or her position as director to gain, directly or indirectly, an advantage for himself or herself or for any other person or to cause detriment to SOCOG.

(5) If a person contravenes any of the provisions of this section, SOCOG may recover from that person:

- (a) if that or another person has made a profit because of the act or omission constituting the contravention—an amount equal to the amount or value of the profit; or
- (b) if SOCOG has suffered loss or damage as a result of the act or omission—an amount equal to the amount or value of the loss or damage.

(6) Proceedings to recover an amount under subsection (5) may only be commenced within 6 years after the contravention.

(7) SOCOG's rights under subsection (5) vest in the State after SOCOG has been wound up.

Involvement of directors

25. (1) A director may, with the approval of the Board, do any or all of the following:

- (a) be employed by, or hold any office with, SOCOG or any company established or owned (wholly or partly) by SOCOG;
- (b) enter into any contract or arrangement with SOCOG or any such company.

(2) Such an approval can only be given by a resolution passed by a majority of at least two-thirds of the number of directors for the time being.

(3) Subsection (1) (a) does not apply to the office of auditor of SOCOG.

Disclosure of interests

26. (1) If:

- (a) a director has a direct or indirect pecuniary interest in a matter involving SOCOG; 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 practicable 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 member or officer, 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 which may arise after the date of the disclosure and which is required to be disclosed under subsection (1).

(3) The Secretary must record every disclosure under this section in the minutes of the meeting at which it was made and in a register of directors' interests.

(4) A contravention of this section does not invalidate any decision of the Board.

Division 3—Provisions relating to procedure of Board

Meetings

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

(2) Meetings of the Board may be held at such times and places as the Board determines.

(3) The President of SOCOG may convene a meeting of the Board at any time.

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(4) The Secretary must convene a meeting of the Board when requested to do so by a director.

(5) The Board may invite a person to attend a meeting for the purpose of advising or informing it on any matter.

(6) The President may convene the first meeting of the Board in such manner, and at such time and place, as the President thinks fit.

Quorum

28. The quorum for a meeting of the Board is a majority of the number of directors for the time being. No business of the Board is to be transacted at any meeting of the Board unless a quorum is present.

Presiding director

29. (1) A meeting of the Board is to be presided over by:

- (a) the President of SOCOG; or
- (b) in the absence of the President of SOCOG—the President of the Australian Olympic Committee; or
- (c) in the absence of both of the above—the Lord Mayor of the City of Sydney.

(2) The person 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.

Voting

30. (1) 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.

(2) A director who has an interest of the kind referred to in section 26 (1) in relation to a matter that is being considered at a meeting of the Board:

- (a) must not vote on the matter (or in relation to a proposed resolution under subsection (4) in relation to the matter, whether in relation to that or a different director); and
- (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

(3) Subsection (2) does not apply to an interest that the director has as:

- (a) a member or office bearer of the International Olympic Committee; or

- (b) a member of the Executive Board of the Australian Olympic Committee or an employee of that Committee; or
- (c) a member of any local authority; or
- (d) an office bearer of any statutory body; or
- (e) a public servant or an employee of any statutory body.

(4) Subsection (2) does not apply if the Board has at any time passed a resolution that:

- (a) specifies the director, the interest and the matter; and
- (b) states that the directors voting for the resolution are satisfied that the interest should not disqualify the director from considering or voting on the matter.

(5) Such a resolution can only be passed by a majority of at least two-thirds of the number of directors for the time being.

(6) A director who is not entitled to vote on a matter must not participate in the execution of any instrument by or on behalf of SOCOG in relation to that matter through signing or sealing the instrument or otherwise.

(7) A contravention of this section does not invalidate any decision of the Board.

Transaction of business outside meeting or by telephone etc.

31. (1) The Board may, if it thinks fit, transact any of its business by the circulation of papers among all the directors for the time being, and a resolution in writing approved in writing by a majority of at least two-thirds 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, closed-circuit television or other 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 resolution under subsection (1) or a meeting held in accordance with subsection (2), the President and each director have the same voting rights as they have at an ordinary meeting of the Board.

(4) A resolution approved under subsection (1) is, subject to the regulations, to be recorded in the minutes of the meetings of the Board.

(5) Papers may be circulated among directors for the purposes of subsection (1) by facsimile or other transmission of the information in the papers concerned.

Minutes

32. The Board is to ensure that minutes of all its proceedings are kept.

Division 4—Miscellaneous

Delegation

33. (1) The Board may delegate any of its functions (other than this power of delegation) to:

- (a) the Chief Executive Officer; or
- (b) a Commission or sub-committee appointed under Part 5.

(2) A delegation:

- (a) may be general or limited; and
- (b) is required to be in, or be evidenced by, writing signed by a person authorised by the Board for that purpose; and
- (c) may be revoked, wholly or partly, by the Board.

(3) A delegated function may be exercised only in accordance with any conditions to which the delegation is subject (including any directions given by the Board to the delegate from time to time).

(4) A delegate may, in the exercise of a delegated function, exercise any other function that is incidental to the delegated function.

(5) A delegated function that purports to have been exercised by a delegate is, until the contrary is proved, taken to have been duly exercised by the delegate.

(6) A delegated function that is duly exercised by a delegate is taken to have been exercised by the Board.

(7) If:

- (a) the exercise of a function by the Board is dependent on the opinion, belief or state of mind of the Board in relation to any matter; and
- (b) the Board has delegated the function,

the function may be exercised by the delegate on the opinion, belief or state of mind of the delegate in relation to any such matter.

(8) A function that has been delegated may, despite the delegation, be exercised by the Board.

(9) Any exercise of a function by the delegate may be revoked by the Board and any resolution of the Board prevails over any inconsistent decisions or resolutions of the delegate. However, no such revocation by, or resolution of, the Board invalidates any prior act of the delegate which

would have been valid if the revocation or resolution had not been made or passed.

(10) The Chief Executive Officer may sub-delegate any function delegated to the Chief Executive Officer if authorised in writing to do so by the Board.

(11) This section applies to a sub-delegation of a function in the same way as it applies to a delegation of a function, and references in this section to the Board extend where appropriate to the Chief Executive Officer.

Powers of attorney

34. (1) The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of SOCOG for such purposes, with such functions and discretions (being functions and discretions vested in SOCOG or exercisable by the Board), for such period and subject to such conditions as the Board thinks fit. The seal of SOCOG may be affixed to the instrument embodying any such power of attorney.

(2) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney or attorneys as the Board thinks fit.

(3) Any such power of attorney may authorise the attorney or attorneys to delegate all or any of the functions or discretions that are the subject of the power of attorney.

Cheques and receipts

35. All cheques, promissory notes, bank drafts, bills of exchange and other negotiable instruments and all receipts for money paid to SOCOG are to be signed, drawn, accepted, endorsed or otherwise executed by any two directors or in such other manner as the Board determines.

PART 5—COMMISSIONS AND SUB-COMMITTEES

Appointment of Commissions and sub-committees

36. (1) The Board may appoint such Commissions or sub-committees (by whatever name called) as it thinks fit.

(2) A Commission or sub-committee is to consist of one or more persons, at least one of whom must be a director.

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(3) Persons who are not directors may not be appointed to a Commission or sub-committee without the approval of the Premier and the President of the Australian Olympic Committee.

(4) The Board may abolish a Commission or sub-committee at any time.

(5) The office of a member of a Commission or sub-committee becomes vacant in the same circumstances as the office of an appointed director becomes vacant. However, the Board may remove a member of a Commission or sub-committee from office at any time.

(6) The provisions of sections 38–42 do not apply to a Commission or sub-committee that consists of only one member.

Functions of Commission or sub-committee

37. The functions of a Commission or sub-committee are to exercise such functions as are delegated to it by the Board under this Act.

Chairperson

38. One of the members of a Commission or sub-committee is to be nominated by the Board to be chairperson of the Commission or sub-committee. The person must be a director.

Meetings

39. (1) The procedure for calling meetings of a Commission or sub-committee and for the conduct of business at those meetings is, subject to this Act, to be as determined by the Commission or sub-committee.

(2) Meetings of a Commission or sub-committee may be held at such times and places as the Commission or sub-committee determines.

(3) The chairperson of a Commission or sub-committee may convene a meeting of the Commission or sub-committee at any time.

(4) This section has effect subject to any directions of the Board.

Quorum

40. (1) The quorum for a meeting of a Commission or sub-committee is such number of members as the Board determines. No business of the Commission or sub-committee is to be transacted at any meeting of the Commission or sub-committee unless a quorum is present.

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(2) The quorum must always include a director, except as may be determined by the Board.

Presiding member

41. A meeting of a Commission or sub-committee is to be presided over by:

- (a) the chairperson of the Commission or sub-committee; or
- (b) in the absence of the chairperson—a member of the Commission or sub-committee elected to chair the meeting by the members present.

Voting

42. (1) A decision supported by a majority of the votes cast at a meeting of a Commission or sub-committee at which a quorum is present is the decision of the Commission or sub-committee.

(2) Each member of a Commission or sub-committee has one vote, but the Board may determine (generally or in any case or class of cases) that a member or members have two or more votes or have no votes. This extends to a casting vote to be used in the event of an equality of votes.

(3) A member of a Commission or sub-committee who has an interest of the kind referred to in section 45 (1) in relation to a matter that is being considered at a meeting of the Commission or sub-committee:

- (a) must not vote on the matter; and
- (b) must not be present while the matter is being considered at the meeting.

(4) Subsection (3) does not apply to an interest that the member has as:

- (a) a member or office bearer of the International Olympic Committee; or
- (b) a member of the Executive Board of the Australian Olympic Committee or an employee of that Committee; or
- (c) a member of any local authority; or
- (d) an office bearer of any statutory body; or
- (e) a public servant or an employee of any statutory body.

(5) Subsection (3) does not apply if the Board has at any time passed a resolution that:

- (a) specifies the member, the interest and the matter; and

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(b) states that the directors voting for the resolution are satisfied that the interest should not disqualify the member from considering or voting on the matter.

(6) Such a resolution can only be passed by a majority of at least two-thirds of the number of directors for the time being.

(7) A member who is not entitled to vote on a matter must not participate in the execution of any instrument by or on behalf of SOCOG in relation to that matter through signing or sealing the instrument or otherwise.

(8) A contravention of this section does not invalidate any decision of the Commission or sub-committee.

Minutes

43. A Commission or sub-committee is to ensure that minutes of all its proceedings are kept. The minutes may be examined at any time by any director.

Report to Board

44. The chairperson (or sole member) of a Commission or sub-committee must report on the exercise of its functions to the Board at the next meeting of the Board, unless the Board determines otherwise.

Disclosure of interests

45. (1) If:

- (a) a member of a Commission or sub-committee has a direct or indirect pecuniary interest in a matter involving SOCOG; and
- (b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,

the member must, as soon as practicable after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Commission or sub-committee.

(2) A disclosure by a member at a meeting of the Commission or sub-committee that the member:

- (a) is a member, 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

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- (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 which may arise after the date of the disclosure and which is required to be disclosed under subsection (1).

(3) The Secretary must record every disclosure under this section in the minutes of the meeting at which it was made and in a register of members' interests.

(4) The Secretary must inform the Board of every disclosure under this section as soon as possible after it is made.

(5) It is not necessary for a disclosure to be made under this section by a member who is a director if it has already been made to the Board.

(6) A contravention of this section does not invalidate any decision of the Commission or sub-committee.

PART 6—FINANCIAL MATTERS

Bank accounts

46. SOCOG may establish bank accounts and may deposit in those accounts any money received by it.

Expenditure

47. (1) Money of SOCOG must not be expended or committed except with the approval of the Board.

(2) However, any expenditure or commitment of money of SOCOG that exceeds the relevant allocation in, or is not included in, the Games budgets (as supplemented or amended by the most recent applicable budget or budget amendments approved by the Board under this section) must first be approved by the Premier and the President of the Australian Olympic Committee.

(3) The Board must not approve any budget without the prior approval of the Premier and the President of the Australian Olympic Committee, unless it is wholly consistent with the Games budgets.

(4) The Board must not approve any amendments to any budget, without the prior approval of the Premier and the President of the Australian Olympic Committee.

(5) The Premier and the President of the Australian Olympic Committee must not withhold approval to any component of a budget or budget amendment relating to the expenditure of SOCOG to the extent that:

- (a) the expenditure is necessary to meet a commitment contained in the Host City Contract or the Endorsement Contract; and
- (b) the expenditure is wholly consistent with the Games budgets or the most recent applicable budget or budget amendment approved by the Board in accordance with subsection (3) or (4).

(6) No proposed budget or budget amendment that requires but has not yet received the approval of the Premier and the President of the Australian Olympic Committee under subsection (3) or (4) can be published or made available to the public.

(7) The Premier's approval under this section may be given only with the concurrence of the Treasurer.

Power to borrow

48. (1) SOCOG may borrow money, but may only do so with the prior approval of the Premier and in accordance with the Public Authorities (Financial Arrangements) Act 1987. Approval may be given generally, or for specific cases or classes of cases.

(2) The Premier must not withhold approval so as to prevent SOCOG from borrowing up to the levels of borrowing contemplated in the Games budgets, subject to subsection (3).

(3) The Premier's approval under this section may be given only with the concurrence of the Treasurer.

Power to invest

49. (1) Subject to section 27 of the Public Authorities (Financial Arrangements) Act 1987, SOCOG may invest money.

(2) The power of SOCOG to invest money, whether under this section or the Public Authorities (Financial Arrangements) Act 1987 or otherwise, may be exercised only with the approval of the Premier. Approval may be given generally, or for specific cases or classes of cases.

(3) The Premier's approval under this section may be given only with the concurrence of the Treasurer.

Dividends not payable to Consolidated Fund

50. Section 59B of the Public Finance and Audit Act 1983 does not apply to SOCOG.

Cost of audit

51. Towards defraying the costs and expenses of any audit under the Public Finance and Audit Act 1983, SOCOG is required to pay to the Auditor-General such amounts, at such times, as the Treasurer decides.

PART 7—WINDING UP OF SOCOG

SOCOG to be wound up after Games

52. SOCOG is to be wound up after the conclusion of the Games and on or before 31 March 2002.

Manner of winding up

53. (1) SOCOG is to be wound up in accordance with the provisions of Chapter 5 of the Corporations Law, and accordingly those provisions apply with such adaptations as are necessary and such adaptations as are prescribed by the regulations.

(2) The Governor, on the recommendation of the Premier, may appoint a liquidator for SOCOG.

Distribution of surplus

54. (1) On the winding up of SOCOG, the surplus funds of SOCOG remaining after satisfaction of all its debts and liabilities (including debts and liabilities that are or are likely to become the responsibility of the State arising from the functions of SOCOG) must be distributed as follows:

- (a) 10 per cent is payable to the International Olympic Committee;
- (b) 10 per cent is payable to the Australian Olympic Committee;
- (c) 80 per cent is payable to the Australian Olympic Committee to be held in trust to pay the income to the national federations for sports on the Olympic Program for the costs of international competition of their athletes and officials who are likely to be selected in future Olympic teams in accordance with such guidelines as may be determined by the Australian Olympic Committee from time to time.

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(2) The regulations may make provision for or with respect to the determination of the surplus funds, and the debts and liabilities, referred to in subsection (1).

(3) The amount of surplus funds is not to be less than the amount calculated in accordance with the Host City Contract.

Receivership or management not available

55. SOCOG is not capable of being put into receivership or other form of management for the benefit of creditors.

PART 8—MISCELLANEOUS

Act binds Crown

56. This Act binds the Crown.

Providing information to the Premier

57. The Board must provide the Premier with such information relating to the affairs of SOCOG as the Premier requests for the purposes of the administration of this Act.

Staff

58. (1) The Board may appoint a Secretary and such other staff as it thinks fit.

(2) The Board may arrange for the use of the services of any staff (by secondment or otherwise) or facilities of a Government agency or any other public or local authority.

(3) The Board may engage consultants or other persons for the purpose of getting expert advice.

Secretary

59. The functions of the Secretary include:

- (a) recording the minutes of the Board, Commissions and sub-committees; and
- (b) maintaining the register of directors' interests and the register of interests of members of Commissions and sub-committees.

Personal liability

60. (1) A matter or thing done or omitted to be done by SOCOG, the Board, a Commission, a sub-committee, a director, the Chief Executive Officer or any person acting under the direction of SOCOG, the Board, a Commission, a sub-committee or the Chief Executive Officer does not, if the matter or thing was done or omitted in good faith for the purpose of executing this or any other Act, subject the director, a member of the Commission, a member of the sub-committee, the Chief Executive Officer or a person so acting personally to any action, liability or demand.

(2) Nothing in this section affects the operation of section 24.

Seal

61. (1) The seal of SOCOG is to be kept by the Secretary in safe custody as directed by the Board, and must not be used except as authorised by the Board.

(2) The seal of SOCOG is to be affixed to a document:

(a) in the presence of:

- two directors; or
- one director and the Secretary; and

(b) with an attestation by their signatures of the fact of the affixing of the seal.

(3) Judicial notice is to be taken of the seal of SOCOG.

(4) In any legal proceedings, the seal of SOCOG, when affixed to a document, is, until the contrary is proved, to be presumed to have been duly affixed to the document.

Ombudsman Act 1974

62. SOCOG is a public authority for the purposes of the Ombudsman Act 1974.

Public Sector Management Act 1988

63. (1) Part 2 of the Public Sector Management Act 1988 does not apply to the appointment of the directors, the Chief Executive Officer or other staff of SOCOG.

(2) The office of Chief Executive Officer is not and cannot become a chief executive position or a senior executive position for the purposes of the Public Sector Management Act 1988.

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(3) SOCOG is taken to be a declared authority for the purposes of the Public Sector Management Act 1988.

Independent Commission Against Corruption Act 1988

64. SOCOG is a public authority for the purposes of the Independent Commission Against Corruption Act 1988.

Effect of certain other Acts

65. (1) 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 director or from accepting and retaining any remuneration payable to the person under this Act as a director.

(2) The office of a director is not, for the purposes of any Act, an office or place of profit under the Crown.

Amendment of Public Finance and Audit Act 1983 No. 152

66. The Public Finance and Audit Act 1983 is amended by inserting in Schedule 2 in alphabetical order the words "Sydney Organising Committee for the Olympic Games."

Amendment of Public Authorities (Financial Arrangements) Act 1987 No. 33

67. The Public Authorities (Financial Arrangements) Act 1987 is amended by inserting in Schedule 1 in alphabetical order the words "Sydney Organising Committee for the Olympic Games."

Amendment of Freedom of Information Act 1989 No. 5

68. The Freedom of Information Act 1989 is amended by inserting after clause 21 of Schedule 1 the following clause:

Documents containing information confidential to Olympic Committees

22. A document is an exempt document if it has been prepared by or received by the Sydney Organising Committee for the Olympic Games and contains matter that is confidential to the International Olympic Committee or the Australian Olympic Committee.

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Regulations

69. The Governor may make regulations, not inconsistent with this Act, for or with respect to any matter that by this Act is required or permitted to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to this Act.

[Minister's second reading speech made in—
Legislative Assembly on 27 October 1993
Legislative Council on 28 October 1993]