Queen's Wharf Brisbane Bill 2015

Explanatory Notes

Short title

The short title of the Bill is the Queen's Wharf Brisbane Bill 2015.

Policy objectives and the reasons for them

The objectives of the Bill are to:

- facilitate the redevelopment of the Queen's Wharf Brisbane (QWB) precinct by excluding the application of certain property and planning legislative provisions which are not intended to apply to large scale developments;
- provide a process for the ratification of a proposed QWB Casino Agreement;
- maintain the integrity of casino operations and those involved or associated with the conduct of casino operations; and
- give effect to a range of casino regulatory matters.

On 20 July 2015, the Destination Brisbane Consortium (DBC) (consisting of Echo Entertainment Group Limited (now The Star Entertainment Group Limited), Far East Consortium (Australia) Pty Limited and Chow Tai Fook Enterprises Limited) was announced as the Queensland Government's preferred proponent to revitalise an under-utilised area of state-owned land in the heart of the Brisbane Central Business District (CBD) between George Street and the Brisbane River, and Alice Street and Queen Street known as the QWB precinct. The area, which consists of a number of heritage places, local roads, riverfront lands and a portion of the Riverside Expressway, has been declared a priority development area (PDA) by Economic Development Queensland (EDQ) to facilitate the planning and delivery of the redevelopment.

The revitalisation project will deliver, among other things, five new premium hotels; 50 new bars and restaurants; a moonlight cinema; and 12 football fields of public space. With a multi-billion dollar capital cost, the project is anticipated to yield significant tourism and economic benefits for Queensland including the creation of several thousand jobs for the construction phase and ongoing employment.

In recognition of the financial commitment required to deliver a world class tourism, leisure and entertainment precinct, a casino licence will be offered for a proposed casino within an integrated resort in the precinct pursuant to a QWB Casino Agreement between the State and Destination Brisbane Consortium Integrated Resort Operations Pty Ltd as trustee for the Destination Brisbane Consortium Integrated Resort Operating Trust (the proposed casino licensee), Destination Brisbane Consortium Integrated Resort Holdings Pty Ltd as trustee for the Destination Brisbane Consortium Integrated Resort Holding Trust (IR HoldCo), The Star Entertainment Group Limited, Chow Tai Fook Capital Limited, and Far East Consortium

International Limited. The casino licence will be subject to an initial geographical exclusivity for 25 years and run for 99 years after commencement of casino operations. Section 19(2) of the *Casino Control Act 1982* requires casino agreements to be ratified by Parliament in order to have any force or effect.

To facilitate the delivery of the QWB project, the consortium parties have entered into a suite of other agreements with the State which outline each party's obligations in respect of the development and long term occupation of state-owned land. In addition to these commercial agreements however, it will be necessary to establish a policy and legislative environment to support the achievement of the intended objectives of the QWB project which are to:

- stimulate broad investment and economic development in the long term future of Brisbane as a new world city, focusing on tourism and construction;
- redefine public access and transport connections into, through and around the Brisbane city centre;
- deliver an internationally recognised precinct with world-class sustainable urban design and architecture that establishes a clear identity that is uniquely 'Brisbane' and 'Queensland';
- promote social interaction and a broad range of urban activities from the city centre down to the river's edge; and
- transform and activate places and spaces that draw people to Brisbane.

To this end, the Bill provides exemptions to various provisions in the *Property Law Act 1974*, *Land Act 1994*, *Land Title Act 1994*, *Transport Infrastructure Act 1994*, *Residential Tenancies and Rooming Accommodation Act 2008* and the *Retail Shop Leases Act 1994* so that, among other things, the commercial outcomes negotiated by the State can be achieved. For example, the State will require the establishment of public thoroughfares through the precinct to enhance public accessibility. Other amendments will streamline the leasing of Land Act land to the State and DBC to promote the activation of the precinct around the water's edge.

The Bill also amends the *Economic Development Act 2012* to provide a process for certain development proposed to be located outside a PDA, for example, infrastructure, to be identified as being associated with the PDA (PDA-associated development); and for the Minister for Economic Development Queensland (MEDQ) to assess and decide applications for PDA-associated development. On occasions, certain development proposed outside a PDA is required for the PDA. Currently, MEDQ has the authority to require infrastructure outside a PDA as a condition of approval for development proposed within a PDA, but does not have a clear power to assess and decide development proposed outside a PDA. There is also no clear process to identify development that is for a PDA. The Bill amends the *South Bank Corporation Act 1989* and the *South-East Queensland Water (Distribution and Retail Restructuring) Act 2009* to ensure the Economic Development Act can be applied to those areas to which they are applicable particularly to enable MEDQ to act as development assessment manager for the development of a pedestrian bridge to South Bank.

In order to give effect to a range of negotiated matters between the State and DBC, the Bill amends the Casino Control Act including to allow for a casino licence to be issued on conditions and for a contravention of a condition to be a ground for cancellation or suspension of the casino licence. The Bill also amends the Casino Control Act to allow a casino licence to be granted to a person who may not yet have been granted a lease from the State of the land to be used for the proposed hotel-casino complex but who has nevertheless, entered into an agreement to lease from the State the land to be used for the proposed hotel-casino complex. The Bill additionally amends the Casino Control Act to enable the Queen's Wharf casino operator (and all other Queensland casino operators) to extend credit to non-Queensland resident junket participants for gaming and allow such participants to make deposits into their player accounts by credit card.

Lastly, the Bill makes a number of clarifying amendments to the Casino Control Act, *Brisbane Casino Agreement Act 1992*, and *Liquor Act 1992* to clarify that:

- a casino operator may allow a person to use a debit card to deposit an amount into the person's player account;
- the definition of 'Brisbane Casino' in the Brisbane Casino Agreement Act refers to Treasury casino and not the proposed Queen's Wharf casino;
- the ordinary trading hours of 10am to 12 midnight do not apply to premises to which a commercial special facility licence for a casino relates; and
- the lockout provisions under the Liquor Act do not apply to licensed premises to which a commercial special facility licence for a casino relates.

Achievement of policy objectives

Objective: To facilitate the redevelopment of the QWB precinct by excluding the application of certain property and planning legislative provisions that are not intended to apply to large scale developments

A PDA was declared for the QWB precinct on 28 November 2014, under the Economic Development Act. The PDA was declared to establish the necessary policy environment to support the intended development outcome for the site and facilitate the planning and delivery of the QWB project. The boundary of the PDA covers the bid area – with the exception of the South Bank landing of the bridge – and extends to the mid-point of the Brisbane River and also includes 41 and 63 George Street and 1 William Street.

DBC's proposal includes a bridge over the Brisbane River from the proposed development to South Bank Parklands. The proposed bridge is only partially in the PDA. As a result, the development application process for the bridge would be uncoordinated and require approval from both MEDQ for the portion within the PDA, and the Brisbane City Council (BCC), exercising its assessment powers under the South Bank Corporation Act for the assessment of a portion over the river and the land in the South Bank Corporation Area.

In order to simplify the complexity of progressing development applications across multiple planning jurisdictions, the Department of State Development (DSD) and Economic Development Queensland (EDQ) considered a range of options to allow for a coordinated and streamlined assessment for the bridge with a strong preference for a single assessment authority. DSD and EDQ's preferred approach is a legislative amendment to allow MEDQ to

approve and condition the portion of the bridge outside the PDA. This requires an amendment to the Economic Development Act, South Bank Corporation Act and the South-East Queensland Water (Distribution and Retail Restructuring) Act as well as consequential amendments to the *Economic Development Regulation 2013* and *Sustainable Planning Regulation 2009*.

To achieve its objectives, the amendments to the Economic Development Act will establish a process for MEDQ to determine that certain development proposed to be located outside a PDA is 'PDA-associated development'. This process will require MEDQ to consider certain matters before declaring PDA-associated development and to describe the development in a notice of declaration. A complementary mechanism for identifying PDA-associated development will be through the relevant development instrument.

Rather than a project-specific provision for QWB, the preferred approach is for a broader amendment to the Economic Development Act to separately define development carried out for a PDA located outside the PDA as 'PDA-associated development' and then allow MEDQ to declare what is PDA-associated development. MEDQ would also determine the level of assessment and assess and decide a development application. This would include the ability to exercise enforcement and compliance powers MEDQ has under the Economic Development Act in respect of development, including infrastructure. The declaration of the PDA-associated development will be made only in accordance with stated criteria and the information required to identify the development will also be stated in the Act. This approach will manage the QWB bridge scenario and similar situations where proposed infrastructure or land uses traverse the boundaries of a PDA and have complications around approval and conditioning powers.

Further, to facilitate and streamline the approvals process for the QWB bridge, an amendment is also required to the South Bank Corporation Act. Due to an unintended interaction between the South Bank Corporation Act and the Sustainable Planning Regulation, PDA-related development in the South Bank Corporation Area is assessable development under the South Bank Corporation Act. This is inconsistent with the intent of the South Bank Corporation Act which makes development that is assessable under the Sustainable Planning Regulation exempt from assessment in the South Bank Corporation Area and also the way PDA-related development is treated in other jurisdictions. A minor amendment to the South Bank Corporation Act will rectify this situation. As is it considered there is no other PDA-related development in the remainder of the South Bank Corporation Area, the proposed amendment is unlikely to impact other areas of South Bank.

The Bill includes a number of provisions which exempt the QWB precinct from requirements under other property and land legislation including the Property Law Act, Land Act, Land Title Act, Transport Infrastructure Act, Residential Tenancies and Rooming Accommodation Act and the Retail Shop Leases Act. These amendments are detailed in the notes on provisions.

Objective: To provide a process for the ratification of a proposed QWB Casino Agreement

Schedule 1 of the Bill attaches a QWB Casino Agreement proposed to be entered into by the Minister on behalf of the State. The QWB Casino Agreement identifies the area within the PDA within which the casino will be located and outlines a number of matters relating to the grant of a casino licence including the terms on which it will be granted, the calculation of casino tax, the reporting and other obligations of or in relation to relevant entities,

confidentiality requirements and the grant of an associated liquor commercial special facility licence. Clause 10 of the Bill provides that the QWB Casino Agreement is required to be approved by regulation. Once approved, it is taken to be ratified by the Legislative Assembly for the purposes of section 19 of the Casino Control Act and takes effect as if it were a law and prevails over other Acts to the extent of any inconsistencies.

Objective: To maintain the integrity of casino operations and those involved or associated with the conduct of casino operations

To ensure that the management and operation of the Queen's Wharf casino remains free from criminal influence and to maintain the good reputation of casino gaming in Queensland, the Bill contains provisions which aim to make sure the casino licensee and IR HoldCo and persons associated with the casino licensee and IR HoldCo are suitable to be associated or connected with the ownership, management or operations of a hotel-casino complex. Specifically, these provisions identify various 'relevant entities' which are associated with the ownership of the casino licensee and:

- require any person wishing to acquire voting power, or relevant interests in interests or convertible securities in the casino licensee, IR HoldCo, Destination Brisbane Consortium Integrated Resort Holding Trust (IR Holding Trust), Destination Brisbane Consortium Integrated Resort Operating Trust (IR Operating Trust), or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust to seek the prior approval of the Minister or Governor in Council as the case may be if their voting power or relevant interests will exceed the prescribed holding thresholds;
- require any person wishing to acquire voting power in any other relevant entities to seek the prior approval of the Governor in Council if their voting power will exceed more than 20 percent;
- enable a regulation to be made which requires a person to give the Minister or a specified relevant entity (ie. the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust) information known to the person about any matter related to interests or convertible securities in the specified relevant entity;
- impose a requirement on a person to notify any other relevant entity (other than the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust) when the person's voting power first exceeds the prescribed threshold;
- allow the Governor in Council to, on the recommendation of the Minister, issue a person with a notice to take particular action where there has been a non-compliance of the holding restrictions;
- allow the Governor in Council to, on the recommendation of the Minister, issue a person with a notice to dispose of all the person's interests and convertible securities in each relevant entity if the person is found to be unsuitable to be associated or connected with the ownership, management or operations of the Queen's Wharf casino or complex, has failed to sign a deed of accession to the QWB Casino Agreement when required under the Bill, or has not complied with a provision of the QWB Casino Agreement in relation to or in any way connected with interests or convertible securities in a relevant entity held by a person;

- establish a beneficial ownership tracing regime which will apply to any relevant entity which does not fall currently under the scope of the *Corporations Act 2001* (Cth) beneficial ownership tracing provisions; and
- require new holding entities of a relevant entity, new trustees of relevant entity trusts of which a consortium party is a trustee, and certain other persons to accede to the QWB Casino Agreement.

Additionally, the Bill amends the Casino Control Act to enable the Minister to undertake probity investigations into the casino licensee and all other persons connected with the ownership, management or operations of the casino licensee at any time after the QWB Casino Agreement is entered into.

Objective: To give effect to a range of casino regulatory matters

The Bill amends the Casino Control Act to provide that the Governor in Council may grant a casino licence on conditions. A contravention of a condition of the licence is a ground for cancelling or suspending the licence.

As part of the QWB negotiations, the State agreed to make policy changes including to allow the Queen's Wharf casino operator (as well as other Queensland casino operators) to extend credit to non-Queensland resident junket participants for gaming and allow such participants to make deposits into their player accounts by credit card; and to enable a casino licence to be issued to a person who may not yet have been granted a lease from the State of the land to be used for the proposed hotel-casino complex but who has nevertheless, entered into an agreement to lease from the State the land to be used for the proposed hotel-casino complex. The Bill gives effect to these policy changes.

Alternative ways of achieving policy objectives

Due to their nature, the policy objectives underpinning the Bill can only be achieved by legislative amendment.

The amendments in relation to the Economic Development Act are necessary to achieve the policy objectives. The amendments establish a simple and clear process for MEDQ to identify PDA-associated development, and use the existing development assessment framework to manage applications for PDA-associated development.

Estimated cost for government implementation

The Bill imposes a requirement on the Office of Liquor and Gaming Regulation (OLGR) within the Department of Justice and Attorney-General to assess the continued suitability of persons associated with the ownership, management or operations of the Queen's Wharf casino and complex by undertaking an investigation under the relevant provisions of the Casino Control Act. All reasonable costs associated with any investigation undertaken may be recouped from the person who is the subject of the investigation pursuant to section 46A of the *Casino Control Regulation 1999*.

As is the case with existing casino operators in relation to the four casinos in Queensland, OGLR will also have an ongoing responsibility to ensure the Queen's Wharf casino operator

is compliant with its legislative obligations under the Casino Control Act. This will be achieved, in part, through the oversight of government inspectors and police representatives housed within the Queen's Wharf casino, and an offsite team of systems and compliance auditors. As the Treasury casino will cease trade approximately two months after the Queen's Wharf casino begins operation, the overwhelming majority of the regulatory effort required to oversee the operation of the Treasury casino will be re-directed to the Queen's Wharf casino. Being a larger casino however, the amount of regulatory resources required for the Queen's Wharf casino will likely be greater than that for the Treasury casino.

Prior to the public opening of the Queen's Wharf casino, it is likely the casino operator will submit a range of gaming equipment for approval under the Casino Control Act. The chief executive may charge a fee for evaluating gaming equipment under the Act. Alternatively, the chief executive may direct the casino operator to engage an accredited third party evaluator to undertake the evaluation.

There are no significant implementation costs for Government associated with the Economic Development Act amendments. Where costs do arise, they will be met from within existing budget allocations.

Consistency with fundamental legislative principles

The Bill has been drafted with regard to the fundamental legislative principles (FLPs) as defined in section 4 of the *Legislative Standards Act 1992*. Particular clauses in the Bill which raise concerns in relation to FLPs are discussed below.

Legislation should make rights and liberties or obligations dependent on administrative power only if the power is sufficiently defined and subject to appropriate review (section 4(3)(a) of the Legislative Standards Act)

Clause 20 – Voting power
Clause 21 – Non-voting interests
Clause 22 – Convertible securities
Clause 23 – Voting power

A person's voting power or relevant interest in non-voting interests and convertible securities in the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust must not exceed the limits prescribed in clauses 20, 21 and 22 of the Bill respectively without the prior approval of either the Governor in Council or Minister as the case may be. A person's voting power in any other relevant entity must not exceed the limit specified in clause 23 without the prior approval of the Governor in Council. The clauses may be considered to breach section 4(3)(a) of the Legislative Standards Act because they make rights dependent on administrative power without any apparent criteria or review.

Any breach of FLPs is minimised by clause 24 of the Bill which states that the Governor in Council and Minister may only grant approval for a person to hold a particular level of voting power, or relevant interests in non-voting interests or convertible securities under clauses 20 to 23 if they are satisfied, following an investigation of the person under either section 20 or 30 of the Casino Control Act, that the person is a suitable person to be associated or connected

with the ownership, management or operations of the Queen's Wharf casino or complex. This prerequisite is therefore, the criteria by which a person may obtain approval. Section 20 and 30 of the Casino Control Act further define the factors which contribute to the determination of a person's suitability. It includes, among other things, that the person has a sound financial background; is of good repute in terms of their character, honesty and integrity; and does not have any business association with anyone who is not of good repute.

The provisions may also be considered to breach FLPs as there will be no right of appeal or review in relation to an adverse determination by the Governor in Council of a person's suitability in order to ensure that the ownership, management or operations of the Queen's Wharf casino and complex remains free from criminal influence. However, a determination on a person's suitability may still be subject to judicial review.

Clause 34 – Direction to take action to remedy noncompliance
Clause 37 – Direction to dispose of interests and convertible securities

Clause 34 of the Bill provides that the Governor in Council may, on the recommendation of the Minister, direct a person to take certain action to remedy the person's non-compliance with a requirement to obtain the Governor in Council or Minister's approval under chapter 4, part 2, division 1 of the Bill or a condition of an approval granted by the Governor in Council or Minister under chapter 4, part 2, division 1. The person to whom the direction is issued must comply with the direction.

Clause 37 of the Bill provides that the Governor in Council may, on the recommendation of the Minister, direct a person to dispose all of the person's interests and convertible securities in each relevant entity within a specified time if the person is found to be unsuitable to be associated or connected with the ownership, management or operations of the Queen's Wharf casino or complex, or has not complied with a requirement to sign an accession deed under clause 14(3). A direction notice may also be issued to a person if clause 5.2(a) or 5.2(b)(ii)(D) of the QWB Casino Management Agreement has not been compiled with in relation to, or in any way connected with, interests or convertible securities in a relevant entity held by the person. The person to whom the direction is issued must comply with the direction.

Clauses 34 and 37 do not provide a right of appeal or review of the Governor in Council's decision to issue a direction, in contravention of section 4(3)(a) of the Legislative Standards Act. The lack of appeal rights is considered justifiable on the basis that there is a need to maintain high standards of suitability in relation to those associated with the ownership, management or operations of the Queen's Wharf casino and complex. The Governor in Council's power to issue a direction to a person to take a particular action is therefore, needed to ensure that the integrity and good reputation of casinos in Queensland remains unaffected.

Clause 73 – Amendment of s 18 (Grant of casino licences)

Clause 73 amends section 18 of the Casino Control Act to provide that the Governor in Council may grant a casino licence on conditions. The clause breaches section 4(3)(a) of the Legislative Standards Act because it does not provide for a review or appeal against the exercise of the Governor in Council's decision to impose conditions, which may be adverse to the interests of the licensee, on the licence.

This breach is considered justifiable as a casino licence grants rights of a commercial nature to the casino licensee; the terms of which are grounded, in part, in a contractual agreement between the State and the casino licensee. The commercial agreement will identify what, if any, conditions are to be placed on the casino licence to be issued. The QWB Casino Agreement, for example, provides that the casino licensee must not conduct casino operations under the casino licence unless and until all of the licence conditions which are specified in the casino licence to be conditions precedent to the conduct of casino operations are satisfied. These conditions will include the execution of relevant project documents, and the grant of the long term lease in respect of the land to be used for the Queen's Wharf casino. In instances such as this where conditions have already been agreed to between the State and the casino licensee, it would not be appropriate for the conditions to be subject to an administrative review process.

The amendment to section 18 of the Casino Control Act will also allow conditions to be placed on the licence without the licensee's agreement. This is considered justifiable because public confidence and trust can be maintained only by a system of strict regulation and licensing to ensure the integrity of gaming, and to exclude unsuitable persons and their associates from involvement in casino operations. Clause 73 is, in this regard, consistent with other gaming Acts in Queensland which do not provide an avenue of appeal in relation to decisions to condition a lottery, keno or wagering licence.

Clause 93 – Insertion of new ch 3, pt 2, div 2A

The amendments to the Economic Development Act do not provide a specific right of review or appeal against the declaration by MEDQ to identify PDA-associated development outside a PDA. However, the approach is justified as MEDQ will be required to be satisfied that a number of criteria are met before making a declaration, while the *Judicial Review Act 1991* will provide an avenue to appeal the decision making process. In addition, as supporting plans and documents are required to accompany the declaration, development proponents can be expected to assist MEDQ in identifying the development, while the public will have the opportunity to make submissions if PDA-associated development declared by MEDQ is PDA assessable development.

Legislation should have sufficient regard to the rights and liberties of individuals by being reasonable and fair

Clause 20 – Voting power
Clause 21 – Non-voting interests
Clause 22 – Convertible securities
Clause 23 – Voting power

A person's voting power or relevant interests in non-voting interests and convertible securities in the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust must not exceed the limits prescribed in clauses 20, 21, 22 and 23 of the Bill without the prior approval of the Governor in Council or the Minister (as applicable). A person's voting power under clauses 20 and 23 is determined by reference to voting interests held by a person's associates pursuant to section 610 of the Corporations Act. Clause 21 provides that for the purposes of working out the non-voting interests that are held by a person in these entities, the non-voting interests held by an associate of the person are also included in the person's holdings. Clause 22 provides a similar

provision in respect of convertible securities. A person may be required to dispose of their holdings in each relevant entity under chapter 4, part 3, division 2 if they fail to obtain the necessary approval.

A person may not necessarily know or be able to find out what interests and convertible securities are held by an associate particularly if the interests and convertible securities held by the associate are not in an Australian listed company. Under section 672DA of the Corporations Act, a listed company is required to keep a register of the nature and extent of a person's relevant interest in shares in the company. The register is open for inspection by any person. The Bill does not provide a requirement for other relevant entities to keep a similar register. As such, a person may have no way of knowing that they are required to obtain approval under clauses 20, 21, 22 or 23 of the Bill as a result of their associate's holdings (which when combined with the person's own holdings, exceeds the prescribed thresholds under clauses 20, 21, 22 or 23). In such circumstances, it may not be perceived to be fair to require a person to dispose of their holdings.

It should be noted that chapter 4, part 3, division 1 of the Bill incorporates a show cause process to ensure that natural justice is observed before a person's rights are adversely affected. Clause 30 in particular provides a person who has been given a show cause notice with at least 21 days to show why a particular action should not be taken.

Legislation should not adversely affect rights and liberties, or impose obligations retrospectively (section 4(3)(g) of the Legislative Standards Act)

Clause 93 – Insertion of new ch 3, pt 2, div 2A

Under amendments to the Economic Development Act, development rights and obligations may potentially change by subjecting PDA-associated development to the Economic Development Act, rather than the regulatory regime that would otherwise apply, in most cases the Sustainable Planning Act. This may have implications for the type of assessment that is applicable, requirements for development and any requirements for public notification. However, the approach is justified because for assessable development, the planning instrument, plan, policy or code that would otherwise have applied will be considered by MEDQ to the extent relevant. In addition, as supporting plans and documents are required to accompany the declaration, development proponents can be expected to assist MEDQ in identifying the development, and the public will have the opportunity to make submissions if PDA-associated development declared by MEDQ is PDA assessable development.

Legislation should have sufficient regard to the rights and liberties of individuals by ensuring that consequences imposed are proportionate and relevant to the actions to which the consequences are applied

Clause 14 – Becoming a party to casino agreement
Clause 28 – Notice requirements relating to other relevant entities
Clause 34 – Direction to take action to remedy noncompliance
Clause 37 – Direction to dispose of interests and convertible securities
Clause 40 – Requirement to comply with disclosure notice
Clause 65 – Regulation-making power

The Bill prescribes a number of new offences. A maximum penalty of 40 penalty units is attached to the following:

- a failure by a person to sign an accession deed when required (clause 14(3));
- a failure by a person, within five business days after the person's voting power first exceeds 10 percent but not more than 20 percent in a relevant entity (other than the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust) to give the relevant entity a written notice of that interest (clause 28(1));
- a failure by a relevant entity (other than the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust), within 10 business days after becoming aware that a person's voting power has exceeded 10 percent but not more than 20 percent in the relevant entity, to provide the Minister written notice of that fact (clause 28(2)); and
- a failure by a person who has been given a disclosure notice by a relevant entity to disclose, within two business days of receiving the notice, certain matters relating to the person's relevant interest in interests in the relevant entity (clause 40(1)).

A maximum penalty of 200 penalty units is attached to the following:

- a failure by a person to comply with a direction issued by the Governor in Council to take a particular action by the specified period to remedy their non-compliance with a requirement to obtain the necessary approvals to hold voting power, or relevant interests in non-voting interests and convertible securities above particular thresholds under chapter 4, part 2, division 1 of the Bill or to abide with a condition of an approval given under chapter 4, part 2, division 1 (clause 34(4)); and
- a failure by a person to comply with a direction by the Governor in Council to dispose all of their interests and convertible securities in each relevant entity within the prescribed period (clause 37(5)).

Additionally, clause 65(2) provides that the Governor in Council may make regulations under the QWB Act imposing a penalty of no more than 10 penalty units for contravention of a provision of a regulation.

As the provisions create new offences, they raise the FLP issue of whether sufficient regard has been given to the rights and liberties of individuals.

The offences are considered necessary to improve the operation of the provisions of the Bill that relate to the approval requirements that need to be satisfied in order for a person to have voting power, or relevant interests in non-voting interests and convertible securities over certain thresholds in relevant entities, and the remedial actions which can be taken where the required approvals are not sought or obtained. Without creating an offence, it would be difficult to enforce compliance with these provisions which go to the heart of protecting the integrity of casino operations and ensuring that persons associated or connected with the management or operation of the Queen's Wharf casino or complex are suitable.

The penalties provided in clauses 14, 28 and 40 of the Bill are considered proportionate to the offences in comparison to other similar offences in the Casino Control Act. For example, a breach of certain provisions in the Casino Control Act which require notice to be given about

particular matters, such as sections 29A and 40, similarly attract a maximum penalty of 40 penalty units.

The penalties provided in clauses 34 and 37 of the Bill are also considered to commensurate with the offences in comparison to other offences in the Casino Control Act that relate to the integrity of casino operations. For example, a maximum of 200 penalty units may be imposed under the Casino Control Act on a casino operator who fails to operate a casino under an approved control system for the casino (section 73), or on a person who works as a casino key employee or casino employee while unlicensed (section 34).

The prescription of no more than 10 penalty units for a contravention of a regulation made under the QWB Act is considered appropriate as the Casino Control Regulation prescribes no more than 10 penalty units for breaches of particular provisions. In any event, penalties under subordinate legislation are generally not more than 20 penalty units.

Legislation should allow the delegation of legislative power only in appropriate cases and to appropriate persons (section 4(4)(a) of the Legislative Standards Act)

Clause 27 – Notice requirements relating to the licensee and IR HoldCo

Clause 27 enables a regulation to be made which requires a person to give a specified relevant entity or the Minister particular information known to the person about interests or convertible securities in the specified relevant entity. The specified relevant entities to which clause 27 relates are the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust. This contrasts with the approach adopted in clause 28 of the Bill which requires a person to provide written notice to a relevant entity, other than a specified relevant entity mentioned in clause 27, within five business days after the person's voting power in the relevant entity first exceeds 10 percent but not more than 20 percent. The relevant entity, once aware that a person's voting power has exceeded 10 percent, must advise the Minister by written notice within 10 business days.

This approach (under which notice requirements in relation to certain specified relevant entities are to be prescribed by regulation while notice requirements in relation to other relevant entities are defined in the Bill itself) is necessary as there is a need for greater flexibility in defining notice requirements for the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, and other relevant entities that are a trustee of the IR Holding Trust or IR Operating Trust. In contrast to other relevant entities, the Bill places greater importance on these particular entities as evidenced by the more onerous requirements imposed on persons with interests in the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, and other relevant entities that are a trustee of the IR Holding Trust or IR Operating Trust. The increased flexibility provided through clause 27 is therefore, consistent with the framework under the Bill.

Legislation should sufficiently subject the exercise of a delegated legislative power to the scrutiny of the Legislative Assembly (section 4(4)(b) of the Legislative Standards Act)

Clause 93 – Insertion of new ch 3, pt 2, div 2A

A potential FLP issue is that the amendments to the Economic Development Act enable MEDQ to change the development assessment requirements for certain development outside a PDA. The process that would otherwise apply (declaring a PDA) is approved by regulation and

includes an instrument to regulate development in the PDA. The process for MEDQ to declare PDA-associated development is justified having regard to the following:

- the declaration by MEDQ is limited to certain prescribed development, rather than to a wide range of development within one or more geographical areas;
- to make a declaration MEDQ will need to be satisfied that a number of criteria are met, including that applying the *Sustainable Planning Act 2009* may have an adverse effect on delivery of the proposed development and that the proposed development mitigates impacts of development in the PDA, provides infrastructure for the PDA or promotes the orderly development and management of the PDA in accordance with the development scheme for the PDA;
- the declaration also must not compromise the implementation of any planning instrument applying to the PDA, or applying to the site of the proposed development;
- consultation with the relevant local government, as well as appropriate government entities and government owned corporations, is required before a declaration is made by MEDQ;
- instruments applicable for regulating the development will already be in place, including, to the extent relevant, the instrument for the PDA, and instruments that would otherwise have applied; and
- public notification will be required for PDA-associated development declared by MEDQ that is PDA assessable development.

Legislation should authorise the amendment of an Act only by another Act (section 4(4)(c) of the Legislative Standards Act)

Clause 17 – Meaning of relevant entity

Under the QWB Casino Agreement, certain reporting and other obligations are imposed on or in relation to relevant entities. Clause 17 of the Bill defines a 'relevant entity' to include an entity listed in the QWB Casino Agreement, an entity that becomes a party to the Casino Agreement under an accession deed, and any other entity declared by the Minister to be a relevant entity. A 'relevant entity' does not include an entity that stops being a party to the Casino Agreement under a deed of cessation or an entity declared by the Minister not to be a relevant entity.

The Minister's ability to decide who is and who is not a relevant entity is a breach of section 4(4)(c) of the Legislative Standards Act because it enables the QWB Act to be amended by executive action.

The Minister's ability to decide who is and who is not a relevant entity is however, limited by whether the entity can influence the ownership, management or operations of another relevant entity in relation to the Queen's Wharf casino or complex. The circumstances in which the Minister may amend the operation of the QWB Act is therefore, considerably narrowed.

As there could, at any time, be a number of entities interposed in the ownership chain between the ultimate parents of various entities involved in the ownership of the casino, and the casino licensee, IR HoldCo, IR Operating Trust and IR Holding Trust, clause 17 is necessary to enable the Minister to require any new entities to become subject to the same obligations imposed on or relating to relevant entities under the Casino Agreement particularly if the new entities are able to influence the ownership, management or operations of the Queen's Wharf casino or

complex. It also allows the Minister to require any subsidiaries, or controlled or significantly influenced entities, of the casino licensee, IR HoldCo, IR Operating Trust and IR Holding Trust to be subject to the obligations imposed on relevant entities.

Clause 17 additionally requires the Minister's decision to be notified by publication on the Queensland legislation website as subordinate legislation. This provides Parliament with a level of oversight of the Minister's decision because if subordinate legislation is not tabled within 14 sitting days after it is notified as required under the Statutory Instruments Act or is disallowed by a resolution passed by the Legislative Assembly, the subordinate legislation ceases to have effect.

Clause 29 – Exemptions

In order to maintain the integrity of those involved with or who have an influence in the ownership, management or conduct of casino operations, clauses 20, 21, and 22 of the Bill impose a requirement on persons seeking to acquire voting power, or relevant interests in non-voting interests or convertible securities in the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust to obtain the prior written approval of the Minister (or the Governor in Council as the case may be) if the acquisition will exceed prescribed limits. Similarly, clause 23 of the Bill imposes a requirement on persons seeking to acquire voting power, above a prescribed limit, in other relevant entities to first obtain the approval of the Governor in Council. Clause 29 confers upon the Governor in Council a general power, exercisable by regulation, to exempt a person or class of persons (such as certain members of corporate groups) from either requirement.

To support the approval requirements in clauses 20 to 23, the Bill also contains a requirement on persons to provide certain information relating to their holdings. Specifically, under clause 27, a regulation may require a person to give the Minister or a prescribed relevant entity certain information known to the person about any matter related to interests or convertible securities in the prescribed relevant entity. The prescribed relevant entities are the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust. Also, under clause 28, a person who has voting power of more than 10 percent but not more than 20 percent in a relevant entity (other than the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust) is required to give the relevant entity notice of that interest. However, a person may be exempt from the requirement to provide the necessary information under clauses 27 and 28 by regulation under clause 29.

Clause 29 breaches section 4(4)(c) of the Legislative Standards Act because it authorises the amendment of an Act by subordinate legislation. However, it should be noted that clause 29 can only be applied in a narrow set of circumstances – that is, to exempt a person, or class of persons, from the requirements of chapter 4, part 2, division 1 (subdivision 1 or 2) or division 2 of the Bill.

Clause 29 is considered necessary to allow flexibility to exempt certain persons from approval requirements where the approval is technically required because of the breadth of the concepts of 'voting power' and 'relevant interests' but where there is minimal regulatory reason to require that approval. For example, provided that key members of a corporate group obtain

the necessary approvals, it may not be considered necessary for all members of the corporate group to obtain separate approvals.

It also allows future shareholding scenarios to be addressed which may not have been contemplated and which may be considered appropriate to include in the regulation exemption. The commercial reality is that corporate structures change from time to time for various reasons and it is not possible to foresee the type of corporate structure the consortium parties and their associated entities may have in place in the future particularly when it is envisaged that:

- the casino licensee will, subject to the casino licensee's continuing suitability, likely remain the casino licensee for the duration of the casino licence which, once granted, will remain in force for 99 years after casino operations commences;
- the casino licensee, IR HoldCo and each of the other three consortium parties to the QWB Casino Agreement will remain a party to the Agreement for as long as they have not ceased to be a party under a signed deed of cessation; and
- there is avenue for other entities, whose corporate structures are currently unknown, to become a party to the Casino Agreement under an accession deed.

Additionally, acquisitions of voting power, or relevant interests in non-voting interests and convertible securities are commercial transactions which most bodies corporate would seek to finalise within a reasonable timeframe. Therefore, should a body corporate be deemed suitable to be exempt from the requirements of chapter 4, part 2, division 1 (subdivision 1 or 2) or division 2 of the Bill, it would be desirable for the body corporate to be exempt through regulation (rather than under an Act) for reasons of commercial expediency.

Lastly, clause 29 is considered necessary despite the Minister's ability to declare an entity not to be a relevant entity under clause 17 (and hence, not within the approval requirements under clauses 20 to 23, and clauses 27 and 28) because it may be appropriate to only partially exempt a relevant entity from the approval requirements, and it may not be appropriate for all the other provisions of the QWB Act or the QWB Casino Agreement relating to relevant entities not to apply to the entity.

Schedule 1 – Casino agreement

The QWB Casino Agreement is provided in schedule 1 of the Bill. The Casino Agreement provides for a number of matters which can subsequently be varied by the casino licensee with the prior approval of the Minister or Commissioner for Liquor and Gaming (as the case may be) after the Agreement has been ratified by the Legislative Assembly including the site for the integrated resort, and the part of the integrated resort comprising the casino and casino environs. The licensee's ability to vary these matters without parliamentary oversight is a breach of section 4(4)(c) of the Legislative Standards Act because it enables an Act to be amended by executive action.

While all attempts have been made to identify the areas which will initially relate to the casino, casino environs and precinct, it is likely there will be further amendments as plans and drawings for these areas are finalised and development approval is sought for them. Once the integrated resort is open to the public, it is envisaged that the casino licensee may also, from time to time, wish to alter the casino areas and casino environs to accommodate operational needs and patrons' preferences in order to maximise customer experience. For these reasons, it is considered necessary that these areas should be able to be amended by the licensee with the

prior approval of the executive arm of government. To otherwise require the prior approval of the legislature would unduly impact on the operational efficiency of an integrated resort that is intended to form part of a broader entertainment precinct to showcase Brisbane as a new world tourism destination.

Legislation should have sufficient regard to the institution of Parliament by ensuring that Parliament is informed about the nature and effect of the proposed legislation which it is considering

Clause 10 – Making and ratifying agreement

Section 19 of the Casino Control Act states that an agreement regarding a casino licence has no force or effect unless and until it is ratified by Parliament. The QWB Agreement in schedule 1 of the Bill is a proposed agreement that will, subject to the passage of the Bill, be later approved by regulation pursuant to clause 10. Clause 10 states that when the QWB Casino Agreement is approved by regulation, the Agreement is taken to be ratified by the Legislative Assembly for the purposes of section 19 of the Casino Control Act. Despite there being no further consideration by Parliament of the finalised QWB Casino Agreement, the Agreement then has the effect of law and under clause 4 of the Bill, prevails over other Acts to the extent of any inconsistency. This raises the FLP issue of whether sufficient regard has been given to the institution of Parliament as Parliament should ideally be able to consider the finalised, executed QWB Casino Agreement before it is ratified.

The proposed approach under clause 10 is necessary to provide flexibility to allow for the finalisation and signing of the Agreement within timeframes agreeable to all parties. In any event, disallowance measures under the Statutory Instruments Act will provide Parliament with oversight of the approval of the finalised Agreement. The Statutory Instruments Act requires subordinate legislation, such as regulations, to be tabled in the Legislative Assembly within 14 sitting days after it is gazetted following a decision of the Governor in Council. Section 50 of the Statutory Instruments Act allows the Legislative Assembly to pass a resolution disallowing subordinate legislation on the motion of a member within 14 sitting days after the subordinate legislation is tabled.

Schedule 1 – Casino agreement

Some parts of the QWB Casino Agreement, as provided for in schedule 1 of the Bill, use particular terms defined in other QWB project documents or otherwise refer to other QWB project documents. For instance, the QWB Casino Agreement provides that the terms 'long stop date', 'long term leases' and 'long term leases start date' have the meaning given in the QWB Development Agreement between the State and DBC. The QWB Casino Agreement itself does not define these terms in full.

The QWB project documents referenced in the QWB Casino Agreement will not be tabled in Parliament as part of the QWB Bill. This raises the FLP issue of whether sufficient regard has been given to the institution of Parliament as Parliament should ideally be able to ascertain the meaning of all terms used in the QWB Casino Agreement in order to fully understand the nature and effect of the QWB Casino Agreement.

The QWB project documents referenced in the QWB Casino Agreement contain commercially sensitive information, the disclosure of which could have an impact on the development and

operation of the QWB project for both the State and DBC. DBC may also potentially suffer loss if the commercially sensitive information is disclosed. Pursuant to the QWB Development Agreement, the State has certain confidentiality obligations in relation to such information.

Consultation

From 2013, upon commencement of the QWB transaction definition stage, the Department of State Development conducted an extensive range of community engagement activities. This included:

- receiving 1496 online surveys;
- 16 submissions from businesses, industry groups and individuals;
- three Community Reference Group meetings;
- a number of industry presentations;
- 'Talk to a team member' community displays throughout the CBD and Ekka;
- participation in the Brisbane Ideas Fiesta 2013;
- participation in the Bridge to Bridge, River to Ridge Urban Design Workshop which formed the project's vision and objectives
- market sounding both locally and internationally to peak industry groups, international hotel, tourism and casino operators, developers and the finance sector;
- a dedicated project shopfront open weekdays (from December 2013 to July 2015);
- a project specific monthly update distributed to stakeholders; and
- social media channels – QWB Facebook page, YouTube, Twitter.

As well as the above, the QWB PDA was declared by EDQ on 28 November 2014, to facilitate the planning and delivery of the QWB integrated resort development and establish the necessary policy environment to support the intended development outcome for the site. Public notification of the proposed development scheme for the QWB PDA was held from 7 August 2015 to 21 September 2015 (the submission period). The proposed development scheme is the planning document that will assist in planning, carrying out, promoting, coordinating and controlling the development of land in the QWB PDA.

Since being announced as the preferred proponent in July 2015, DBC have undertaken over 50 engagements with an audience of around 8,000 people and will continue to do so until the integrated resort development in operational in 2022.

Exposure drafts of the Bill were provided to DBC for comment on 26 and 30 November 2015, and 1 December 2015.

Consistency with legislation of other jurisdictions

The Bill is specific to the State of Queensland.

The amendments to the Economic Development Act are unique to Queensland and are complementary to other Queensland legislation, such as the Sustainable Planning Act. While not uniform, other jurisdictions have provisions to fast track planning and development.

Notes on provisions

Chapter 1 Preliminary

Part 1 Introduction

Clause 1 specifies the short title by which the Bill will be known once enacted.

Clause 2 provides that the QWB Act is intended to commence on a day to be fixed by proclamation.

Clause 3 details the main purposes of the Bill.

Clause 4 specifies that if a provision of the QWB Act is inconsistent with another Act, the provision of the QWB Act prevails to the extent of the inconsistency unless the QWB Act or the other Act expressly deals with the interaction between the two Acts.

Clause 5 provides that, when enacted, the QWB Act will bind all persons including the State. The clause is intended to make clear that the parties to the QWB Casino Agreement (which includes the State) will be bound by their commitments under the Agreement which will be enacted as law once ratified. Clause 5 also provides that nothing in the Bill will make the State liable to be prosecuted for an offence.

Part 2 Interpretation

Clause 6 provides that particular words used in the Bill are defined in the dictionary in schedule 2.

Clause 7 provides that unless the context otherwise requires, a reference to the QWB Act or a provision of that Act includes a reference to the QWB Casino Agreement or a provision of the Agreement. This is because the QWB Casino Agreement has effect as part of the QWB Act when ratified.

Clause 8 provides that if a provision of the QWB Casino Agreement expresses an idea in particular words and another provision of the QWB Act appears to express the same idea in different words for the purpose of giving effect to the Agreement, the ideas are taken not to be different merely because different words are used.

Clause 9 provides that the QWB Casino Agreement is the agreement made and approved by regulation under clause 10, as amended from time to time under clause 11.

Chapter 2 Casino agreement has force of law

Clause 10 provides that the Minister may, on behalf of the State, enter into an agreement for a casino on the terms and with the parties set out in the proposed agreement in schedule 1 of the Bill. If the agreement is approved by regulation, it is taken to be ratified by the Legislative Assembly for the purposes of section 19 of the Casino Control Act, and has effect as if it were

a law of the State. Approval by regulation would require the signed agreement to be set out in full, and approved by, a regulation made under clause 10.

Disallowance measures under the *Statutory Instruments Act 1992* will provide Parliament with oversight of the approval of the regulation. The Statutory Instruments Act requires subordinate legislation, such as regulations, to be tabled in the Legislative Assembly within 14 sitting days after it is gazetted following a decision of the Governor in Council. Section 50 of the Statutory Instruments Act allows the Legislative Assembly to pass a resolution disallowing subordinate legislation on the motion of a member within 14 sitting days after the subordinate legislation is tabled.

Clause 11 provides that the QWB Casino Agreement may be amended by further agreement between the Minister, on behalf of the State, and other parties to the QWB Casino Agreement. If the further agreement is ratified by the Legislative Assembly, the further agreement takes effect to amend the QWB Casino Agreement and has effect as if it were a law of the State. For this clause, ratification by the Legislative Assembly would be done by a later Act in which the signed further agreement is set out in full and ratified by the Legislative Assembly.

The QWB Casino Agreement enables certain limited matters provided for in the Agreement to be varied without Parliament's approval subject to the prior approval of the Minister or Commissioner for Liquor and Gaming (as the case may be). The permitted variations include matters such as the boundaries of the casino (within the casino area identified in schedule 4 of the Agreement), casino environs and precinct. The Agreement also provides for certain matters to be decided by the Minister in the Minister's discretion such as the operating hours of the casino; and the table games which may, in addition to those already identified in the QWB Casino Agreement, be declared to be casino-exclusive table games. Although it will be important to track changes to these matters administratively, the parties consider it is not necessary to amend the QWB Casino Agreement itself to vary these matters.

Amendments or variations to any other matters in the QWB Casino Agreement which are not within the purview of the Minister or Commissioner for Liquor and Gaming's decision under the terms of the QWB Casino Agreement itself will require a further agreement between the parties to the QWB Casino Agreement that is ratified by the Legislative Assembly in accordance with clause 11 of the Bill. Examples include any variations to the exclusivity period specified in clause 3.5 of the QWB Casino Agreement or to reporting and other obligations of or in relation to relevant entities under clause 4.2 of the QWB Casino Agreement.

Clause 12 provides that the chief executive must publish a document on the department's website consolidating the agreement entered into under clause 10 and any further agreements under clause 11.

Chapter 3 Changes to parties to casino agreement

Clause 13 defines the term 'holding entity'. An entity (the second entity) is the holding entity of another entity (the first entity) if the first entity is a subsidiary of the second entity. The provision further elaborates what needs to be taken into account for deciding whether the first entity is a subsidiary of the second entity.

Clause 14 provides a mechanism under which a person may, in the future, be required to become a party to the QWB Casino Agreement even though they were not originally part of DBC or the bid process. Under the provision, a person must not become a holding entity of a relevant entity; or a trustee of a trust, of which a consortium party is a trustee, that is a relevant entity and holds interests in another relevant entity, unless the person has signed an accession deed in the approved form which has been published in the gazette, or the person is exempted from the requirement to sign an accession deed by the Minister. Clause 14 also provides that a person must sign an accession deed if the person and the Minister agree in writing that the person will become a party to the QWB Casino Agreement or the Governor in Council decides, on the Minster's recommendation, to require the person to become a party to the Agreement.

Upon gazettal and upon the accession deed becoming unconditional, a person becomes party to the QWB Casino Agreement, a consortium party, a relevant entity and if applicable, an ultimate parent under the QWB Casino Agreement.

A person may be liable for up to 40 penalty units if the person fails to sign an accession deed when required. Clause 14 does not provide a right of appeal or review in relation to the Governor in Council's decision to require a person to accede to the QWB Casino Agreement.

Clause 15 provides that if a consortium party (the ceasing party) stops or proposes to stop being a holding entity of a relevant entity or a trustee of a trust that is a relevant entity, and the Minister and each other consortium party consents in writing to the ceasing party no longer being a party to the QWB Casino Agreement, the ceasing party may sign a deed of cessation. The deed of cessation must be in the approved form and will have no effect unless a signed copy is provided to the Minister and each other consortium party and is published in the gazette. The cessation deed takes effect when it becomes unconditional.

Once in effect, the person who signs the deed of cessation stops being a party to the QWB Casino Agreement, a consortium party, a relevant entity and if applicable, an ultimate parent under the QWB Casino Agreement. However, despite signing a deed of cessation, an entity may still be declared by the Minister to be a relevant entity under clause 17(1)(c). This is intended to capture the situation where, for example, a current party to the QWB Casino Agreement ('Entity X') is taken over and becomes a wholly owned subsidiary of another entity ('Entity Y') which becomes a party to the QWB Casino Agreement. It may be appropriate for Entity X to cease to be a party to the QWB Casino Agreement but as it is still interposed in the ownership chain for the Queen's Wharf casino, the Minister may consider it necessary that Entity X remain a relevant entity.

Chapter 4 Interests in relevant entities

Part 1 Preliminary

Clause 16 defines the terms used in chapter 4.

Clause 17 defines the term 'relevant entity' to mean an entity listed in schedule 3, column 1 or 2 of the QWB Casino Agreement, an entity that becomes a party to the Agreement under chapter 3 of the Bill or any other entity declared by the Minister, by notice, to be a relevant entity. A trust and a trustee of the trust may be considered to be separate relevant entities. However, a relevant entity does not include an entity that stops being a party to the QWB

Casino Agreement or an entity that is declared, by notice, by the Minister not to be a relevant entity.

The Minister may declare, by notice, that an entity is a relevant entity only if the Minister is satisfied the entity can influence the ownership, management or operations of another relevant entity in relation to the Queen's Wharf casino or complex, or the entity is a subsidiary of, or the entity is otherwise controlled or significantly influenced by the casino licensee or IR HoldCo or another relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust. Similarly, the Minister may declare, by notice, that an entity is not a relevant entity only if the Minister is satisfied the entity cannot influence the ownership, management or operations of another relevant entity in relation to the casino or complex, and is not a subsidiary of, or otherwise controlled or significantly influenced by the casino licensee or IR HoldCo or another relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust. An entity may still be declared by the Minster to be a relevant entity even though the entity is not a party to the QWB Casino Agreement. The Minister's decision that an entity is or is not a relevant entity is not subject to appeal or review.

Clause 18 defines the term 'relevant interest', in interests or convertible securities in a relevant entity, to have the same meaning given for the term under the Corporations Act. If a relevant entity is a body corporate, a person's relevant interest in interests or convertible securities in the entity does not include a relevant interest in interests or convertible securities in a trust of which the entity is a trustee. This is because it is intended that a person be required to seek separate approvals to hold voting power, or relevant interests in interests or convertible securities, in a relevant entity that is a body corporate and voting power, or relevant interests in interests or convertible securities, in a relevant entity that is a trust of which the body corporate is a trustee. For example, if a person intends to hold relevant interests in 25 percent of a class of non-voting interests in IR HoldCo and relevant interests in 12 percent of a class of non-voting interests in IR Holding Trust, the person would need to seek the Governor in Council's approval to hold relevant interests in 25 percent of that class of non-voting interests in IR HoldCo under clause 21(2)(b) and the Minister's approval to hold relevant interests in 12 percent of that class of non-voting interests in IR Holding Trust under clause 21(2)(a).

Clause 18 also provides that interests in a relevant entity that is a trust are taken to be securities for the purposes of applying the Corporations Act definition of 'relevant interests' to interests in the trust.

Clause 19 provides that for the purposes of chapter 4 of the Bill, a trust is taken to be an entity, and a managed investment scheme and designated body under the Corporations Act. The clause also provides that if a provision of the QWB Act imposes an obligation in relation to a trust, the obligation is taken to be imposed in relation to each trustee of the trust. Similarly, if a provision of the QWB Act refers to consent given by a trust, the consent must be given by each trustee of the trust acting in that capacity. Lastly, under the QWB Act, a document that is required to be given to or by a trust, must be given to or by a trustee of the trust.

Part 2 Requirements about voting power and relevant interests

Division 1 Approval requirements

Clause 20 provides that a person's voting power in the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust must not exceed the prescribed limits without the prior approval of the Minister or Governor in Council (whichever is applicable in the circumstances). If a person has voting power in more than one of these relevant entities, the person must obtain separate approvals in relation to each relevant entity. It is intended that a person only be required to seek approval the first time their voting power exceeds each prescribed threshold. For example, if a person's voting power in the casino licensee fluctuates from 3 percent to 7 percent, and then back to 4 percent before rising to 8 percent, the person would only be required to seek the approval of the Minister under clause 20(2)(a) the first time the person's voting power exceeds 5 percent.

Clause 21 provides that the total number of non-voting interests in the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust in which a person has a relevant interest must not exceed the prescribed limits of the total number of interests of the same class on issue without the prior approval of the Governor in Council. If a person has relevant interests in non-voting interests in more than one of these relevant entities, the person must obtain separate approvals in relation to each relevant entity.

In determining whether the prescribed limits will be exceeded, clause 21 provides that a person's relevant interests in non-voting interests in a particular class includes a relevant interest of an associate of the person in non-voting interests of the same class on issue, other than the non-voting interests in which the person has a relevant interest. The provision provides an example of when a person's associate's relevant interest is to be taken into account.

It is intended that a person only be required to seek approval the first time their relevant interests in a class of non-voting interests exceeds each prescribed threshold.

Clause 22 provides that the total number of securities that are convertible into interests in the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust in which a person has a relevant interest must not exceed the prescribed limits of the total number of convertible securities of the same class on issue without the prior approval of the Governor in Council. If a person has relevant interest in convertible securities in more than one of these relevant entities, the person must obtain separate approvals in relation to each relevant entity.

In determining whether the prescribed limits will be exceeded, clause 22 provides that a person's relevant interests in convertible securities in a particular class includes a relevant interest of an associate of the person in convertible securities of the same class, other than convertible securities in which the person has a relevant interest.

It is intended that a person only be required to seek approval the first time their convertible securities exceeds each prescribed threshold.

Clause 23 provides that a person's voting power in a relevant entity (other than the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust, or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust) must not be more than 20 percent without the prior approval of the Governor in Council. If a person has voting power in more than one of relevant entity, the person must obtain separate approvals in relation to each

relevant entity. However, it is intended that a person only be required to seek approval the first time their voting power exceeds the prescribed threshold.

Clause 24 provides that the Governor in Council or the Minister may only give a person the necessary approvals under chapter 4, part 2, division 1 if they are satisfied that the person is suitable to be associated or connected with the ownership, management or operations of the Queen's Wharf casino or complex following an investigation of the person under section 20 or 30 of the Casino Control Act.

Clause 25 provides that an approval of the Governor in Council or Minister under chapter 4, part 2, division 1 of the Bill may be given subject to conditions. If an approval is given subject to conditions, the person must comply with the conditions.

Clause 26 clarifies that if an approval is granted by the Governor in Council or Minister under chapter 4, part 2, division 1 of the Bill and the Governor in Council subsequently gives a person a direction under chapter 4, part 3, division 2, the approval granted under division 1 is revoked.

Division 2 Notice requirements

Clause 27 provides that a regulation may require a person to give the Minister or a prescribed relevant entity certain information known to the person about matters relating to interests or convertible securities in the prescribed relevant entity. The prescribed entities to which the provision relates are the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust.

Clause 28 provides that if a person's voting power in a relevant entity (other than the casino licensee, IR HoldCo, IR Holding Trust, IR Operating Trust or any other relevant entity that is a trustee of the IR Holding Trust or IR Operating Trust) reaches more than 10 percent but not more than 20 percent, the person must give the relevant entity written notice within five business days after the person's voting power first exceeds the limit or face up to 40 penalty units in penalties. Within 10 business days of becoming aware that a person's voting power has exceeded the prescribed limit or of receiving a notice from a person to that effect, the relevant entity must advise the Minister by providing a written notice in the approved form or face up to 40 penalty units in penalties.

Division 3 General

Clause 29 provides that a regulation may exempt a person or a class of persons from the requirement to comply with a provision in chapter 4, part 2, division 1 (subdivision 1 or 2) or division 2 of the Bill.

Part 3 Disposal of interests and convertible securities

Division 1 Noncompliance with approval requirements

Clause 30 provides that if the Minister suspects on reasonable grounds that a person has not complied with an approval requirement under chapter 4, part 2, division 1 of the Bill (to either obtain Governor in Council or Ministerial approval, or abide by a condition of an approval granted by the Governor in Council or Minister), the Minister may give the person a show

cause notice inviting the person to show why a proposed action should not be taken by the person to remedy their non-compliance. The person must be provided with at least 21 days after the day the show cause notice has been given to them to make a written representation. A copy of the show cause notice must be given to the relevant entity to which the approval requirement relates as well as the relevant entity's ultimate parent under the QWB Casino Agreement if the relevant entity is not a consortium party.

Clause 31 states that the Minister must consider all written representations made during the show cause period by the person.

Clause 32 provides that if, after considering the written representations made in relation to the show cause notice, the Minister believes the person has not complied with an approval requirement under chapter 4, part 2, division 1 of the Bill, but it is nevertheless, appropriate to undertake an investigation of the person under section 30 of the Casino Control Act, the Minister may require the person to satisfy the Governor in Council that the person is suitable to be associated or connected with the ownership, management or operations of the Queen's Wharf casino or complex. If the person is able to satisfy the Governor in Council that they are a suitable person, the person is taken to have obtained the required approval for the purposes of chapter 4, part 2, division 1 and no further action can be taken in relation to the show cause notice.

Clause 33 provides that if, after considering the written representations for the show cause notice, the Minister believes the person has not complied with an approval requirement under chapter 4, part 2, division 1 of the Bill, and either it is not appropriate to undertake an investigation of the person under section 30 of the Casino Control Act to determine if the person is suitable to be associated or connected with the management or operation of the Queen's Wharf casino or complex, or the person was investigated under section 30 and was not found to be suitable, the Minister may recommend to the Governor in Council that a direction be given to the person under clause 34 to take action to remedy the person's non-compliance. The circumstances in which it may not be appropriate to investigate a person under section 30 of the Casino Control Act include instances where information has come to light about the person's unsuitability through other means or the person was previously found to be suitable under section 20 or 30 of the Casino Control Act to hold a particular level of voting power, non-voting interest or convertible securities but failed to abide by a condition of the approval given to them for their holdings, and it would be appropriate to issue them with a direction under clause 34 to abide by the condition immediately.

Under clause 33, the Minister may also recommend to the Governor in Council that a direction be given to the person under clause 34 without giving the person a show cause notice if the Minister believes the person has not complied with an approval requirement under chapter 4, part 2, division 1 and the integrity of the operation of the Queen's Wharf casino may be jeopardised in a material way or the public interest may be affected in an adverse or material way.

Clause 34 provides that the Governor in Council may, on the recommendation of the Minister, direct a person to take action to remedy the person's non-compliance with an approval requirement under chapter 4, part 2, division 1 of the Bill as soon as reasonably practicable and no later than two months after the day the person is given notice to take action or a later day if the Governor in Council agrees to the later day. A person who fails to comply with the direction may face a penalty of up to 200 penalty units.

In contrast to the more defined powers of the Governor in Council under clause 37 to direct a person to dispose all of the person's interests and convertible securities in each relevant entity, clause 34 confers a wider discretion on the Governor in Council to specify any kind of action which needs to be undertaken by a person to remedy the person's non-compliance. In certain circumstances, it is possible that the Governor in Council will have the ability to issue a direction under either clause 34 or 37 of the Bill. In these situations, clause 34 may be relied upon where it is possible for a person to remain involved or associated with the Queen's Wharf casino or complex subject to undertaking certain actions specified by the Governor in Council while clause 37 may be relied upon where it is appropriate to have the person dispose of all their relevant interests and convertible securities.

Clause 35 provides that chapter 4, part 2, division 1 of the Bill does not limit the operation of chapter 4, part 2, division 2 of the Bill.

Division 2 Other disposal provisions

Clause 36 provides that the Minister may recommend to the Governor in Council that a direction be given to a person under clause 37 if clause 5.2(a) or clause 5.2(b)(ii)(D) of the QWB Casino Agreement have not been complied with, or a person has not complied with the requirement to sign an accession deed under clause 14(3) within the required time, or has been deemed not to be a suitable person to be associated or connected with the ownership, management or operations of the Queen's Wharf casino or complex following an investigation of the person under section 30 of the Casino Control Act. Clause 36 is intended to operate without a show cause process.

Clause 37 provides that the Governor in Council may, on the recommendation of the Minister, direct a person to dispose all of the person's interests and convertible securities in each relevant entity as soon as reasonably practicable and no later than two months after the day the person is given notice to take action, or a later day if the Governor in Council agrees to the later day. A person who fails to comply with the direction may face a penalty of up to 200 penalty units.

Part 4 Information about ownership of interests

Clause 38 provides that Part 4 applies to a relevant entity that does not fall within the scope of Part 6C.2 of the Corporations Act. Part 4 is intended to provide for a similar beneficial tracing regime to that reflected in sections 672A and 672B of the Corporations Act for relevant entities that are not within the scope of the Corporations Act. Where a relevant entity is subject to the provisions in Part 6C.2 of the Corporations Act, those provisions will apply instead of Part 4 of the Bill.

Clause 39 provides that a relevant entity may direct a person who holds interests in the relevant entity; or a person who has been named in a previous disclosure under clause 40 as holding, or having given instructions about, interests in the relevant entity, to make a disclosure to the relevant entity pursuant to clause 40.

Clause 40 provides that a person who has been given a disclosure notice under clause 39 must, within two business days after receiving the notice, give the relevant entity a written notice disclosing, among other things, full details of the person's relevant interests in interest in the

relevant entity and the circumstances giving rise to the relevant interest. A person is only required to disclose what they know. The evidential burden is on the person to show the extent to which a matter was not known to them. A failure to abide by the disclosure notice can attract up to 40 penalty units. A person is however, not required to comply with the disclosure notice if they can prove that the disclosure notice was given vexatiously.

Chapter 5 Interaction with other laws

Part 1 Application of Land Act

Division 1 Preliminary

Clause 41 states that the purpose of chapter 5, part 1 is to facilitate commitments made by the State in relation to land within the PDA. This includes a streamlined process for particular land to be granted in fee simple or leased to the State and changes the way the Land Act operates in relation to the land leased to the State.

Clause 42 provides the definitions of words used in chapter 5, part 1 of the Bill.

Division 2 Granting and leasing land to the State

Clause 43 states that the Minister may, by instrument (a declaration), declare land in the Queen's Wharf PDA to be either granted in fee simple to the State under the Land Act (freehold declaration) or leased to the State under the Land Act (leasehold declaration). The land may be included in the declaration only if it is unallocated State land, a reserve, lease land held by the State or a road. This provision includes what details the declaration must include and the circumstances when the Minister must not include land on the seaward side of a tidal boundary in a declaration. The Minister may state a purpose for declaring the land even if the purpose is for conferring rights and interests on a person other than the State. If the Minister considers it necessary and reasonable, for an interest in land included in a declaration to continue after the land has been granted or leased under this division, the declaration may identify the ongoing interest. However, a declaration must not identify an ongoing interest if the Minister believes it is inconsistent with the purpose of declaring the land as stated in the declaration. A declaration will be subordinate legislation. The intent of this provision is to streamline the operation of the provisions of the Land Act for the purpose of granting or leasing land to the State to facilitate commercial agreements entered into by the State in relation to the project.

Clause 44 applies to a freehold declaration. Governor in Council must grant the land identified in the declaration in fee simple to the State under the Land Act. For the purposes of the grant, if the land was not unallocated State land when the declaration was made, the land is taken to be unallocated State land. The deed of grant issued by the Governor in Council is defined as a Queen's Wharf deed; land contained in the deed is defined as Queen's Wharf freehold land. This provision does not affect the operation of section 21 of the Land Act. The intent of this provision is to streamline the operation of the provisions of the Land Act for the purpose of granting land to the State to facilitate commercial agreements entered into by the State in relation to the project.

Clause 45 provides that this section applies to a leasehold declaration. The Land Act Minister must, under the Land Act, lease the land identified in the declaration to the State. For the

purpose of the lease, if the land was not unallocated State land when the declaration was made, the land is taken to be unallocated State land. The provision details the requirements of the lease. A lease issued by the Land Act Minister under this provision is defined as a Queen's Wharf headlease, the land the subject of the lease is defined as Queen's Wharf headlease land. This provision does not affect the operation of section 21 of the Land Act. The intent of this provision is to streamline the operation of the provisions of the Land Act for the purpose of leasing land to the State to facilitate commercial agreements entered into by the State in relation to the project.

Clause 46 provides that a Queen's Wharf deed or a Queen's Wharf headlease takes effect on registration. The provision details how certain types of tenure that existed prior to registration are ended on registration. The provision provides a Queen's Wharf deed or a Queen's Wharf headlease must be subject to any ongoing interest identified in the declaration for the tenure. The chief executive (land) must record the cancellation of an interest under this section in the appropriate register. The provision applies despite any requirement that would otherwise apply under the Land Act regarding the Land Act Minister or chief executive (land) cancelling, or registering the cancellation of an interest. The intent of this provision is to streamline the operation of the provisions of the Land Act for the purpose of granting or leasing land to the State to facilitate commercial agreements entered into by the State in relation to the project.

Clause 47 provides a mechanism for a person that has an interest in land other than an interest under a services contract for the land, to claim compensation if the interest ends on the registration of a a Queen's Wharf deed or a Queen's Wharf headlease (under section 46(6)). The person has the right to claim compensation using the process in the *Acquisition of Land Act 1967*. The clause clarifies the application of the *Acquisition of Land Act 1967* regarding a claim for compensation.

Clause 48 provides that this division applies despite any limitations or requirements under certain sections of the Land Act. It also provides for specific rules affecting the operation of section 127 of the Land Act dealing with reclaimed land. The intent of this provision is to streamline the operation of the provisions of the Land Act for the purpose of granting or leasing land to the State to facilitate commercial agreements entered into by the State in relation to the project.

Division 3 Dealings on Queen's Wharf headlease land

Clause 49 removes the requirement for the Land Act Minister's approval for granting any sublease, transferring any sublease or amending any sublease under the Land Act for dealings in relation to a Queen's Wharf headlease. Additionally, the clause details a number of sections of the Land Act that do not apply to the subleasing of a Queen's Wharf headlease. It is intended that these sections apply to any sublease of a Queen's Wharf lease by the State to facilitate the commercial arrangements for the project, as well as to any sub-sub lease, concurrent sublease or derivative under-lease.

Clause 50 provides that a person may hold an interest in a sublease of a Queen's Wharf headlease in trust even if the requirement for the interest to be registered under the Land Act (section 374A) has not been met. Although, this does not prevent a person registering the interest as a trustee under the Land Act (section 374A and 375). This provision is intended to allow a person that holds an interest in trust to register that interest without disclosing the trust

in a manner similar to that currently provided for in Land Titles Act. If the person wants to disclose the trust the provisions of s375 need to be complied with.

Clause 51 provides the lessee of a Queen's Wharf headlease or a sublease may grant a concurrent sublease over all or part of the land. This section has been inserted as the Land Act does not currently allow for the grant of a concurrent lease.

Clause 52 provides a lessee of a Queen's Wharf headlease or a sublease may grant a licence to enter and use all or part of the land. This section has been inserted as the Land Act does not currently allow for the grant of a licence.

Clause 53 removes any doubt the Land Act Minister's approval is not required for the grant of a concurrent sublease or a Queen's Wharf licence and a concurrent sublease is a sublease that must be registered under the Land Act (section 335).

Clause 54 provides that the indemnity and insurance conditions set out in schedule 10A (part 1, sections 1 and 2) of the *Land Regulation 2009* are conditions of each sublease of a Queen's Wharf headlease or Queen's Wharf licence. This provision is required because the Land Act minister's approval is no longer required for these subleases and licences.

Clause 55 provides that the Land Act does not prevent a holding over term in a sublease of a Queen's Wharf headlease from having effect. A holding over term, in a sublease, means a term of the sublease providing for the holding over right of the sublessee at the end of the sublease.

Clause 56 states the mediation provisions contained in the Land Act, chapter 6, part 4, division 3A do not apply to a sublease of a Queen's Wharf headlease.

Clause 57 states that this section applies if the affected provision of the Land Act does not apply to subleasing or a sublease of a Queen's Wharf headlease and an applicable provision of the Land Act requires compliance with the affected provision in relation to subleasing or the sublease. A requirement of the applicable provision is taken to have been complied with for applying the applicable provision and to the extent the affected provision does not apply. The clause includes an example for subsection 2.

Part 2 Application of Land Title Act

Clause 58 states that this section applies to an instrument of easement in relation to Queen's Wharf freehold land, for a right of way for the public and in favour of the State. Sections 89(4), (5) and (6) of the Land Title Act do not apply to the registration of an easement under the Act. If the easement is not registered under the Land Title Act is taken to be a public thoroughfare easement under that Act unless section 89(4), (5) and (6) apply. The purpose of this provision is to enhance public accessibility throughout parts of the QWB precinct not owned by the State and to ensure that the State is not responsible for the cost of maintain those areas.

Part 3 Application of Property Law Act 1974

Clause 59 provides that section 121 of the Property Law Act will not apply to a Queen's Wharf lease. This is to ensure that the commercial arrangements contained in the Queen's Wharf leases with respect to subleasing and assignments are enforceable.

Part 4 Application of Residential Tenancies and Rooming Accommodation Act 2008

Clause 60 states that this section applies to a Queen's Wharf lease if the lease is for purposes which include residential purposes. This clause provides that, for the Residential Tenancies and Rooming Accommodation Act (section 26(1)), a Queen's Wharf lease for a residential purpose is taken to have been granted under the authority of this Bill. This is to ensure that the commercial arrangements contained in the Queen's Wharf leases are enforceable and do not need to be in the form of a tenancy agreement.

Part 5 Application of Retail Shop Leases Act 1994

Clause 61 applies to a Queen's Wharf lease if the lease is for purposes that include a retail shop. To remove any doubt, the clause provides that a Queen's Wharf lease for a retail shop will not be subject to the Retail Shop Leases Act. This is to ensure that the commercial arrangements contained in the Queen's Wharf leases are enforceable. It also removes the disclosure obligations which would be inappropriate because the State is not the developer of the precinct.

Part 6 Application of Transport Infrastructure Act 1994

Clause 62 this section applies to a public thoroughfare easement registered in relation to Queen's Wharf freehold land and under the Land Title Act (section 89) because of the operation of section 58. Section 105ZP of the Transport Infrastructure Act does not apply to the public thoroughfare easement or land affected by the easement. The purpose of this provision is to enhance public accessibility throughout parts of the QWB precinct not owned by the State and to ensure that the State is not responsible for the cost of maintaining those areas.

Part 7 Declaration about particular agreements

Clause 63 applies if, the State is party to the agreement, the agreement relates to the development of land within the Queen's Wharf PDA and the agreement contains a term entitling the State to keep an amount given to it by another party in the event the agreement is terminated. The term of the agreement has effect even if it is inconsistent with the common law, and the amount is not considered a penalty at law. This is to give effect to the commercial arrangements negotiated by the parties.

Chapter 6 Miscellaneous

Clause 64 provides that the chief executive may approve forms for use under the QWB Act. This includes the form of the accession deed and deed of cessation.

Clause 65 provides that the Governor in Council may make regulations under the QWB Act including for the QWB Casino Agreement. The regulation may impose a penalty of no more than 10 penalty units for contravention of a provision of the regulation.

Chapter 7 Transitional provisions

Clause 66 provides that a person is taken to have complied with an approval requirement under chapter 4, part 2, division 1 of the Bill if, before the commencement of the Bill, the Governor in Council made a determination that the person was suitable to be associated or connected with the management or operations of the Queen's Wharf casino or complex and the Governor in Council did not subsequently give the person a direction under clause 37.

However, if the person's voting power or relevant interest has increased since the Governor in Council's determination that the person is suitable, then the person will only be taken to have complied with the relevant approval requirement under chapter 4, part 2, division 1 of the Bill that would have applied had the person's voting power or relevant interest not increased. For example, if a person was found suitable to hold relevant interests in 11 percent of a class of non-voting interests in IR HoldCo before the commencement of the Bill, the person would not need to seek the Governor in Council's prior approval under clause 21(2)(a) of the Bill to increase their holdings of relevant interests in that class of non-voting interests in IR HoldCo to 17 percent. However, if the person seeks to increase their holdings relevant interests to 21 percent of that class of non-voting interests in IR HoldCo, the person would need to obtain the Governor in Council's prior approval under clause 21(2)(b).

Chapter 8 Amendments of Acts

Part 1 Amendment of this Act

Clause 67 provides that chapter 8, part 1 amends the QWB Act.

Clause 68 amends the long title of the QWB Act once it has been assented.

Part 2 Amendment of Brisbane Casino Agreement Act 1992

Clause 69 states that chapter 8, part 2 amends the Brisbane Casino Agreement Act.

Clause 70 amends the definition of 'Brisbane Casino' in section 2 of the Brisbane Casino Agreement Act to distinguish the Treasury casino from the Queen's Wharf casino given that both casinos will be located in Brisbane.

Part 3 Amendment of Casino Control Act 1982

Clause 71 states that chapter 8, part 3 amends the Casino Control Act.

Clause 72 amends section 4A of the Casino Control Act to provide that a reference in the Casino Control Act to the 'operation of a casino' or to a similar expression, is a reference to 'casino operations' in respect of the casino. References to the 'conduct of the operations of a casino' in the Casino Control Act are also intended to have the same meaning as 'casino operations'.

Clause 73 amends section 18 of the Casino Control Act to provide that the Governor in Council may grant a casino licence on conditions. The Governor in Council may condition the casino licence with or without the casino licensee's agreement. The Governor in Council's decision to condition the casino licence is final and conclusive. It cannot be challenged or appealed against.

Clause 74 amends section 19 of the Casino Control Act to clarify that the agreement that is required to be entered into prior to the grant of a casino licence may be entered into by the Minister, for and on behalf of the State, with the casino licensee and/or any other persons whom the Governor in Council considers to be the appropriate persons to be a party to the agreement. This amendment has been made because the QWB Casino Agreement is an agreement between the Minister, for and on behalf of the State, the licensee and four other entities. Clause 74 further amends section 19 to provide that the agreement must identify the casino to be the subject of the licence or the area in which the casino to be the subject of the licence will be located, and contain the terms and conditions the Governor in Council thinks appropriate.

Clause 75 amends section 21 of the Casino Control Act by inserting a definition for the term 'lessee' to include a person who has entered into an agreement for the grant of a lease from the State. The amendment is intended to allow for a casino licence to be issued to a person who may not yet have been granted a lease from the State of the land to be used for the proposed hotel-casino complex but has entered into an agreement to lease from the State the land to be used for the proposed hotel-casino complex.

Clause 76 amends section 22(2)(c) of the Casino Control Act to provide that the casino licence must specify at least one of the following – the real property or other accurate description, or the address of the hotel-casino complex site. The requirement for the licence to include both the real property or other accurate description, and the address of the hotel-casino complex site is removed because in the case of the proposed Queen's Wharf casino, the actual address of the site will not yet be known when the casino licence is issued. Accordingly, the real property or other accurate description will initially be stated on the licence until the actual address is known. Clause 76 additionally amends section 22(2)(d) of the Casino Control Act to provide that the licence must specify the boundaries of the casino. The provision also inserts a new requirement for the casino licence to specify any conditions of the licence.

Further, clause 76 clarifies that a casino licence particular may be varied if the casino agreement provides for a variation of the licence particular to occur. For example, clause 3.2 of the QWB Casino Agreement enables the casino licensee to vary the address of the integrated resort with the prior written approval of the Minister. If the casino licensee obtains the Minister's approval to vary the address of the integrated resort under the QWB Casino Agreement, the QWB Casino Agreement permits the casino licence to be amended under clause 76 to reflect the new address. In some cases however, a casino agreement may not provide for a variation to the boundaries of the casino. This is for example, the case with the Jupiters Casino Agreement. In these instances, the casino licensee may still seek a variation to the licence to reflect a change to the boundaries of the casino but only with the Minister's agreement.

Clause 77 amends section 30(1)(a) of the Casino Control Act to allow the Minister to undertake investigations concerning the continued suitability of the casino licensee and other relevant persons at any time after the casino agreement has been entered into and while the casino agreement, or the casino licence in relation to the agreement, is in force. The amendment is intended to allow the Minister to undertake investigations during any period which may exist between when the casino agreement is entered into and when the casino licence is granted.

Clause 78 amends section 31(1) of the Casino Control Act by inserting a new section 31(1)(ba) which provides that a contravention of a condition of a casino licence is ground for cancelling or suspending the casino licence.

Clause 79 amends section 51 of the Casino Control Act by inserting a new provision which removes any barriers to the payment of compensation by the State, under an express provision of a casino agreement or another agreement, to the casino licensee as a result of a change to the casino tax rates.

Clause 80 amends sections 59 and 60 of the Casino Control Act to remove the requirement for the casino operator to submit for approval a floor plan which indicates the placement of gaming tables, count rooms, cages and other associated facilities; and a diagram of the closed-circuit television (CCTV) system which indicates camera positions as they relate to the floor plan. Instead, the casino operator will only be required to give the chief executive a floor plan which indicates the placement of gaming tables and gaming machines in areas to be used for gaming, and other areas to be used for casino operations, and a CCTV system diagram for the areas before commencing casino operations or making a proposed change affecting the accuracy of the floor plan or CCTV system diagram.

Clause 81 amends section 62(3) of the Casino Control Act to clarify that a person must not possess, maintain or exhibit any gaming equipment in a gaming area in a casino or bring into or remove from a gaming area in a casino any gaming equipment without complying with the requirements outlined in section 62(3)(a) to (e) of the Casino Control Act.

Clause 82 amends section 66 of the Casino Control Act by inserting a new section 66(1A) to remove the prohibition on a casino operator and an agent or employee of a casino operator from providing credit to non-Queensland resident junket participants for gaming purposes.

Clause 83 amends section 67 of the Casino Control Act by inserting a new section 67(2C) to remove the prohibition on a casino operator from allowing a non-Queensland resident junket participant from making a deposit into their player account by credit card. Clause 83 also amends section 67 of the Casino Control Act by inserting a new section 67(5) to clarify that nothing in section 67 prevents a casino operator from allowing a person to use a debit card to deposit an amount into the person's player account.

Clause 84 amends sections 87(a) and 87(b) of the Casino Control Act to clarify that inspectors may at any time enter, be and remain on the premises of a casino for the purpose of viewing casino operations and viewing a video recording of casino operations.

Clause 85 inserts a new Division 10 in Part 11 of the Casino Control Act which provides that for interpreting section 19(1)(a)(i) and (ii) of the Casino Control Act as it was in force before the commencement, the amendment of section 19 by the QWB Act must be disregarded.

Clause 86 inserts new definitions for the terms 'casino', 'casino operations', 'gaming area', and 'hotel-casino complex' in the schedule dictionary of the Casino Control Act. Clause 86 amends the definition of 'junket agreement' such that the definition is not limited to Part 8, Division 2 of the Casino Control Act.

Part 4 Amendment of Economic Development Act 2012

Clause 87 states that this part amends the Economic Development Act.

Clause 88 is one of a series of minor amendments to ensure PDA-associated development, which is development for a PDA to be carried out on land outside a PDA, is accommodated by the Act. This particular provision refers to achieving a main purpose of the Act with respect to facilitating economic development and development for community purposes 'for' PDAs, as well as 'in' PDAs.

Clause 89 is one of a series of minor amendments to ensure PDA-associated development, which is development for a PDA to be carried out on land outside a PDA, is accommodated by the Act. This particular provision refers to MEDQ's functions in relation to planning for, and developing and managing 'land, in or for' PDAs.

Clause 90 amends the definitions of PDA assessable development and PDA self-assessable development, to respectively incorporate PDA-associated development that may be either identified in a relevant development instrument, or declared by MEDQ under new section 40C. In addition, the clause amends the default definition of PDA exempt development to ensure it is clear that the term excludes PDA assessable development and PDA self-assessable development which is PDA-associated development for a PDA, as well as those types of development in a PDA.

Clause 91 amends the section requiring a land use plan for provisional PDAs in three ways. The first is to insert a reference to new section 57(3A) which provides for a land use plan to identify the type of assessment applicable to PDA-associated development, so that a provisional plan may identify PDA-associated development in the same way. The second amendment ensures that the public notification provisions apply to PDA-associated development of a certain kind, as well as to development of the same kind to be carried out within a PDA. The third amendment is one of a series of amendments in the Act that deletes words such as 'in the area' referring to inside the PDA, to ensure PDA-associated development, which is to be carried out on land outside a PDA, is accommodated by the Act.

Clause 92 amends section 38 to insert a reference to a new section 57(3A) which provides for a land use plan to identify the type of assessment applicable to PDA-associated development, so that an interim land use plan may do the same things. Refer to clause 99 which amends section 57.

Clause 93 inserts a new division that establishes a process for MEDQ to declare PDA-associated development. The new section 40A clarifies two aspects about the application of the division. Firstly, the division applies to development to be carried out other than entirely within a PDA. Accordingly, PDA-associated development may only be located entirely on land outside the PDA. In the case where a proposal for development straddles a PDA boundary, only that component external to the PDA could be declared as PDA-associated development. The balance of the development to be carried out inside the PDA would be subject to the usual provisions of the Economic Development Act and relevant development instruments.

Secondly, the new section 40A clarifies that the division only applies to PDA-associated development declared by MEDQ. The alternative way that PDA-associated development may be identified and regulated is through the land use plan for the relevant PDA. Refer to clause 99 that amends section 57(3) and inserts a new subsection (3A). Readers are alerted to section 57(3) and (3A) by a note.

A new section 40B, inserted by clause 93, establishes the nature of consultation required before PDA-associated development is declared. These requirements are the same as those that currently apply before preparing a proposed development scheme (section 58), and refer to each local government (should the development straddle more than one area), and to others that are likely to be affected by the declaration, including a government entity or government owned corporation. The form of consultation is as MEDQ considers appropriate.

A new section 40C, inserted by clause 93, specifies that MEDQ may, by instrument (a declaration), declare development to be PDA-associated development for a PDA (section 40C(1)), and describes the matters that must be considered by MEDQ in making a declaration (section 40C(2)). Firstly, under section 40C(2)(a), similar to declarations for provisional PDAs (see section 34) and other PDAs (see section 37), MEDQ must be satisfied that if the declaration were not made so that the Sustainable Planning Act applied to the proposed development, delivery is likely to be adversely affected. This recognises one of the main purposes of the Economic Development Act which is to provide a streamlined planning and development framework (see section 4).

The new section 40C(2)(b) addresses the nature of the proposed development and requires that MEDQ also be satisfied that development does one of the following: mitigates the impact of any development within the associated PDA; provides infrastructure for the PDA; or consistent with the development scheme for the PDA, promotes the proper and orderly planning, development and management of the PDA (section 57(1) relates); or, lastly, satisfies another requirement prescribed by regulation.

The new section 40C(3) states a further factor influencing the declaration by the MEDQ. The declaration must not compromise the implementation of the relevant development instrument applying to the PDA. This is intended to protect the high order planning outcomes intended for the PDA.

The new section 40C(4) refers to a complementary requirement of a declaration which is to identify the type of assessment that is applicable to the PDA-associated development. MEDQ must decide whether the development is PDA assessable development, PDA self-assessable development or PDA exempt development. In addition, if the development is PDA self-assessable, the requirements for carrying out the development must be specified. Allowing the full range of assessment types allows MEDQ to tailor the assessment type to the nature and scale of the proposed development, and the level of detail specified in supporting plans and documents.

A note for the section refers to section 84 that requires public notification of PDA-associated development declared by MEDQ if it is PDA assessable. As the proposed development has not been included in earlier public notification of the development scheme for the PDA, notification of the development application provides the opportunity for consideration of any public submissions before deciding an application for the development.

The new section 40D, inserted by clause 93, states the essential information that is to be included in a declaration of PDA-associated development: the PDA the development is for, a description of the subject land (e.g. real property description, coordinates), and a description of the proposed development, including plans and supporting information. Further information may also be specified by regulation. This information ensures clarity about the nature and location of the proposed development.

Complementary to the new section 40D prescribing the content of a declaration, the new section 40E establishes requirements for distributing a copy of the declaration. The declaration is required to be publicly available on the department's website, and copies sent to each local government (should the development straddle more than one area), the land owner and to each government entity or government owned corporation consulted before making the declaration. Amendment to section 172 (clause 114) also ensures that declarations are included in the registers MEDQ must keep.

Clause 94 amends section 42 to insert an additional consideration for the Minister before recommending a revocation or reduction of a PDA. The Minister is required to consider how any PDA-associated development for that PDA should be dealt with, and the extent it should be provided for in the relevant local government's planning instrument.

Clause 95 amends the application of section 48 that deals with the conversion of PDA approvals to Sustainable Planning Act approvals when land ceases to be included in a PDA. The amendment provides for PDA approvals for PDA-associated development to also be covered in the situation where all the land ceases to be in the PDA, ie. the entire PDA is revoked.

Another amendment to subsection (2) deletes 'for the land' referring to the land in the PDA, and is one of a series of minor amendments to ensure PDA-associated development which is to be carried out on land outside a PDA, is accommodated by the Act.

Clause 96 amends the application of section 49 that provides for outstanding PDA development applications to continue to be decided under the Economic Development Act when land ceases to be included in a PDA. The amendment provides for PDA development applications for PDA-associated development to be covered by the section where all the land ceases to be in the PDA, ie. the entire PDA is revoked.

Clause 97 amends the application of section 50 with respect to the assessing authority for converted Sustainable Planning Act development approvals. The amendment provides for approvals resulting from PDA-associated development.

Clause 98 inserts a new section 51A to recognise lawful uses that result from PDA-associated development as also being lawful under any other Act.

Clause 99 amends section 57 in 4 ways. The first amendment inserts a new paragraph into subsection (3) to provide for development schemes to identify development as PDA-associated development. The second amendment deletes the words 'in the area' in the paragraph of subsection (3) dealing with public notification of PDA assessable development. This allows the provision to also apply to PDA-associated development to be carried out on land outside the PDA. The third amendment renumbers paragraphs in subsection (3) following insertion of the new paragraph. The fourth amendment inserts a new subsection that states the details about the PDA-associated development to be included in the land use plan: the type of assessment (assessable or self-assessable, including the development requirements if self-assessable development); a description of the subject land (e.g. real property description, coordinates); and a description of the proposed development, including plans and supporting information. These requirements are equivalent to those specified for a declaration of PDA-associated development by MEDQ in new sections 40C(4) and 40D.

Clause 100 is one of a series of minor amendments to ensure PDA-associated development, which is development for a PDA to be carried out on land outside a PDA, is accommodated by the Act. This amendment inserts 'or for' into the heading of chapter 3, part 4 to cover development and uses 'for' PDAs, as well as 'in' PDAs.

Clause 101 is one of a series of minor amendments to ensure PDA-associated development is accommodated by the Act. This amendment deletes 'in a priority development area' from section 73(1) providing for the provision to apply to PDA assessable development whether carried out in a PDA or on land outside a PDA if PDA-associated development.

Clause 102 amends section 74 of the Economic Development Act in two ways. Firstly, it changes the heading to remove the reference to 'relevant development instrument' and the specific location of the applicable requirements for carrying out self-assessable development. The second amendment introduces a new paragraph to separately refer to PDA-associated development declared by MEDQ. For self-assessable development that is PDA-associated development identified in the development scheme, the requirements will be located in the development scheme.

Clause 103 is one of a series of minor amendments to ensure PDA-associated development, which is development for a PDA to be carried out on land outside a PDA, is accommodated by the Act. This amendment inserts 'or premises subject to PDA-associated development for a priority development area' into section 76 to cover the lawful use of premises under the Economic Development Act, whether the premises are located within or outside the PDA.

Clause 104 inserts a replacement section 78(1) to describe the lawful uses that the section applies to. It is one of a series of minor amendments to ensure PDA-associated development, which is development for a PDA to be carried out on land outside a PDA, is accommodated by the Act. This amendment recognises that making a material change of use of premises is one type of development (see section 33(2)(a)) and that a use is the consequence of that change. If that use is lawful it is protected from the effects of later development instruments whether it is located in the PDA or is the consequence of PDA-associated development to be carried out on land outside the PDA.

Clause 105 inserts a replacement section 80(1)(a) to describe the Sustainable Planning Act development approvals and PDA development approvals that the section applies to. It is one of a series of minor amendments to ensure PDA-associated development, which is development for a PDA to be carried out on land outside a PDA, is accommodated by the Act. This amendment deletes 'for premises in a priority development area' for a PDA approval recognising that a PDA development approval is not limited to premises in a PDA.

Clause 106 inserts a new paragraph in section 84(1) identifying the circumstances when the section applies requiring public notification of a development application. The new circumstance identified is when PDA assessable development is PDA-associated development declared by MEDQ under section 40C(1). For PDA-associated development identified in the development scheme under section 57, public notification may be determined in the same way as other development in the scheme, either as a requirement of the scheme or by MEDQ through notice to the applicant. The amendment also renumbers the new and subsequent paragraphs in the subsection.

Clause 107 inserts a new section 86(2A) that recognises that if PDA-associated development has been declared subsequent to preparation of the development scheme, the development scheme may not have specifically identified the development or included adequate provisions for its assessment. Accordingly, it is clarified that in that situation PDA-associated development is not inconsistent with the development scheme only for that reason. The applicability of the development scheme to PDA-associated development is addressed in section 87. Section 87 also provides for any inadequacy of the development scheme to be complemented by consideration of other relevant instruments in assessing the application.

Clause 108 amends section 87 to insert new references to PDA-associated development so that the provisions for the consideration of planning instruments in deciding a PDA development application is the same for both development in the PDA and PDA-associated development carried out on land outside the PDA. A further amendment also inserts a new subsection (2A) addressing PDA-associated development specifically. This provides for MEDQ to also consider any other appropriate planning instrument, plan, policy or code that would have otherwise applied if the development had not been made PDA-assessable, giving such weight to it as MEDQ considers appropriate. The provision is also qualified by reference to section 86.

Clause 109 amends the section to clarify which covenants under the Land Title Act and Land Act are being referred to by inserting the relevant sections numbers of the Acts. This is consistent with equivalent provision section 87 in Sustainable Planning Act.

Clause 110 inserts the words, 'and PDA associated development' into the heading of chapter 3, part 8. It is one of a series of minor amendments to ensure PDA-associated development, which is development for a PDA to be carried out on land outside a PDA, is accommodated by the Act.

Clause 111 amends section 123(1) which states the applicability of the section so that it also covers MEDQ's entry powers for land or a structure the subject of PDA-associated development. It is one of a series of minor amendments to ensure PDA-associated development, which is development for a PDA to be carried out on land outside a PDA, is accommodated by the Act.

Clause 112 amends section 124(1), which states the applicability of the section, so that it also covers PDA-associated development. It is one of a series of minor amendments to ensure PDA-associated development, which is development for a PDA to be carried out on land outside a PDA, is accommodated by the Act.

Clause 113 deletes the words 'in a priority development area' from section 126(1) which states the applicability of the section. It is one of a series of minor amendments to ensure PDA-associated development, which is development for a PDA to be carried out on land outside a PDA, is accommodated by the Act.

Clause 114 amends section 172 to insert a new requirement for information about PDA-associated development to also be included in the registers kept by MEDQ. The information to be included in a register includes a description of the development, including plans and supporting documentation, whether the development was declared by MEDQ under section 40C(1) or identified in the relevant development instrument for the area, and a description of the land. In addition, the clause also inserts a new requirement for the declarations made by

MEDQ under section 40C(1) to be included in a register. Existing subsection (4) requires that the documents included in the registers must also be published on the department's website. The amendment ensures that anyone can readily identify PDA-associated development and access details about the development, including its nature and specific location.

Clause 115 amends the heading of chapter 6 to refer to the Act being amended.

Clause 116 inserts a new chapter 7 containing transitional provisions relevant to the Bill. New section 217 provides a definition of 'amended' to clarify that it means the provision as amended by the Queen's Wharf Brisbane Act.

New section 218 provides that new provisions in chapter 3 related to PDA-associated development apply to development only if it substantially starts on or after the commencement of the provisions.

New section 219 provides that the amendment to section 103 (Restriction on particular land covenants) inserting the applicable provisions of the Land Title Act and Land Act applies to PDAs existing at commencement of the amendment, as well as those that came into existence later.

Clause 117 inserts a new definition of 'PDA-associated development' in the dictionary at schedule 1. The definition refers to the development being other than development to be carried out entirely within the PDA, and identifies the two ways that it is identified, either by declaration by MEDQ under section 40C(1) or by identification in the relevant development instrument for the PDA.

Part 5 Amendment of Liquor Act 1992

Clause 118 states that chapter 8, part 5 amends the Liquor Act.

Clause 119 amends section 9(1A)(c) of the Liquor Act to clarify that the ordinary trading hours of 10am to 12 midnight do not apply to premises to which a commercial special facility licence for an airport or a casino relates. It also amends section 9(1B) of the Liquor Act to clarify that the ordinary trading hours of a licensed premises to which a commercial special facility licence for an airport or a casino relates are between 5am to 12 midnight. Clause 119 additionally makes a minor technical amendment to section 9(5) of the Liquor Act.

Clause 120 makes minor amendments to section 142AA(2)(a) of the Liquor Act to clarify that the lockout provisions do not apply to licensed premises to which a commercial special facility licence for a casino relates.

Part 6 Amendment of South Bank Corporation Act 1989

Clause 121 provides that this part amends the South Bank Corporation Act.

Clause 122 amends the definition of assessable development at section 4 of the South Bank Corporation Act to specifically exclude both development carried out in a PDA, and PDA-associated development for a PDA. Currently, the definition excludes assessable development and self-assessable development under Sustainable Planning Act, 232(1) which refers to

development identified under Sustainable Planning Regulation, schedule 3. 'PDA-related development' is excluded from being self-assessable or assessable development under the regulation. This has an unintended consequence of making PDA-related development assessable under the South Bank Corporation Act. This is inconsistent with the intent of the South Bank Corporation Act to make development that is assessable under the Sustainable Planning Regulation exempt from assessment in the South Bank Corporation Area. It is also inconsistent with the way PDA-related development is treated in other jurisdictions. The effect of the amendment is to facilitate and streamline development assessment involving land in the South Bank Corporation Area. In a complementary amendment to the Sustainable Planning Regulation, the definition of PDA-related development will similarly be changed to refer to PDA-associated development.

Part 7 Amendment of South-East Queensland Water (Distribution and Retail Restructuring) Act 2009

Clause 123 provides that this part amends the South-East Queensland Water (Distribution and Retail Restructuring) Act.

Clause 124 amends section 99BRAT which provides that while a water connection cannot be assessed or authorised under a local law or other law of a State, this does not apply for a connection in a PDA under the Economic Development Act. The amendment provides for connections that are PDA-associated development to be dealt with in the same way as connections in a PDA.

Schedule 1 Proposed agreement for casino

Schedule 1 inserts a copy of the proposed Queen's Wharf Casino Agreement.

Schedule 2 Dictionary

Schedule 2 defines various terms used throughout the Bill.