



LC EIC
Inquiry into the impact of the COVID-19 pandemic on the tourism and events sectors
Submission 007A

Federation Square Review

An Event Industry Perspective

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Submitted by

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Introduction

Fed Square has given Melbourne a place for everyone to celebrate, to dance, to learn, to mourn, to protest, to remember, to be joined together as a community - often with people you've never met. A place that Melbourne just never had before. It has fundamentally changed Melbourne.

However, Fed Square was never really finished. Fed Square has not continued to be developed.

Seventeen years after opening there is still no masterplan for Fed Square - so the changes that have been made have been done without any reference to a long term plan or strategy.

Hence the importance of this review of Fed Square's vision, design, funding and governance.

It is great that this review is being conducted and that it allows for everyone to have their say about Fed Square's future.

Any discussion of Fed Square should start and finish with people. As the purpose of Fed Square from day one has been to bring people together. It is the millions of people who have participated in events and activities at Fed Square who have made Fed Square what it is.

If we lose the connection between the public and Fed Square, then Fed Square loses its purpose and will no longer work.

In my submission I've concentrated on the four areas of the review as outlined in the original media release: **vision, design, funding** and **governance**. Getting these four things right is essential for giving Fed Square a successful future.

It is important to learn from the early days of Fed Square – how it was established; how the relationship between the people and Fed Square was created and nurtured; from the two decades of gatherings and events at Fed Square; and from what has happened over the last two years. And there is a lot that can be learnt.

Events are integral to Fed Square. There are many people in the event industry who have been involved with events at Fed Square since it opened. These people can bring a wealth of knowledge and relevant experience to this discussion - so it is really important that the event industry is fully engaged in this review process.

This isn't easy to do as there is no industry or representative body for the event industry. We would be happy to assist in this process.

The aim of this submission is to be a starting point for more detailed discussions about Fed Square's future. I have no doubt that Fed Square can have a very strong future and continue to play a very important role as Victoria's main public gathering and event space.

Structure of Our Submission

As I have written extensively about Fed Square over the last couple of years I thought it made sense to reference and include other documents that contain information that is very relevant to this submission - rather than duplicate them.

So here is a list of the attached documents and details of their relevant sections:

Appendix A - Heritage Registration Submission - March 11 2019

Our initial submission to the Heritage Council that outlines much of the history and practical workings of Fed Square, and key considerations when considering making changes to Fed Square.

Relevant sections include:

- The creating and history of Fed Square as a major public and gathering event space - P2
- People and Shared Experiences - P10
- What Makes Fed Square Work So Well - P11
- What Needs to Be Protected - P12
- Commercial Branding - P13
- Why It Needs to Be Protected - P14

Appendix B - Heritage Registration Update - March 24 2019

Our submission in response to the other submissions that had been made to the Heritage Council. This looks in detail at social heritage value - which in practical terms is the relationship between Fed Square and the public (including future generations). It addresses major misconceptions about the relationship between the physical design of Fed Square and the activity that happens within Fed Square - as they are closely linked.

Relevant sections include:

- The need to understand the relationship between Fed Square and the people - otherwise making changes risks damaging that important relationship - P6
- That the relationship isn't based purely on the experiential and not on the physical - P8
- That there is an essential need to involve people with a deep event experience and an understanding of how Fed Square works as an event and gathering space - P13
- Why Fed Square works well - P14
- The need for a deep understanding of how Fed Square works rather than outsiders making assumptions - P16
- That there are many groups with very strong existing relationships with Fed Square, so their relationships should be researched and properly understood - P17
- That there has been no real research to date to really understand Fed Square's stakeholders and there is a great need to do this - P18

Appendix C - Future Melbourne Submission - March 1 2019

A submission (and subsequent presentation) to the City of Melbourne's Future Melbourne Committee addressing whether they should support the Apple Federation Square Heritage Permit.

Relevant sections include:

- What is a major retail brand activation - like an Apple Store - and what is its real purpose - P4
- The issue of commercial use of Fed Square - P7
- The potential impact of building such a major retail brand activation at Fed Square on gatherings and events - P8
- The economics - P11

Appendix D - List of Events at Fed Square

This is a list of many of the events that have happened at Fed Square since it opened. It is an important list as it shows the huge diversity of scale and types of events that have happened at Fed Square. Events do need to be very carefully considered when looking at changes to Fed Square to ensure that changes do not adversely impact on Fed Square's ability of host such a wide range of events.

Appendix E - Fed Square Pty Ltd Constitution

This, I understand, is the existing constitution of Fed Square Pty Ltd and - while generic - is the main document that guides how Fed Square is governed.

Appendix F - Fed Square Civic and Cultural Charter

This is the document originally agreed between the Victorian Government and the City of Melbourne about how Fed Square should be run. While it is mentioned in the constitution, it has proven to only been used as a bit of a guide and without any legal force.

Vision

There is no doubt that Fed Square has been lacking a strong, well articulated vision for its future.

There should be a real vision for Fed Square's future. Its role and place in the life of our state.

A vision that can be shared by the community. And that can guide government policy and Fed Square's management well into the future.

People

When all is said and done, Fed Square is about people. About bringing people together to share experiences. About bringing the community together.

What has made Fed Square, and made it successful, has been the millions of people who have shared experiences together at Fed Square. What has happened at Fed Square is really just as important as the physical design.

The vision for Fed Square should be to be Victoria's main public gathering space where people can gather together to share experiences. And to continue to stay relevant as Victoria's main public gathering and event space well into the future.

There has been talk of Fed Square being a virtual gathering space, but this goes against the main trends in the event industry (and in the broader marketing and communications sector) where we are seeing an increased importance placed on real physical experiences in an increasingly disconnected and fragmented world.

Similarly, the emphasis on this review should be looking at the ways to increase the amount of physical connections and experiences as Fed Square - rather than going 'virtual'.

As a Symbol of Melbourne

The vision for Fed Square should also include the broader role that Fed Square can, and should, visually play in the way Melbourne and Victoria are presented to and marketed to the rest of the country and around the world.

Fed Square is visually unique, and it is unique to Melbourne. And it also does represent many of the unique things about Melbourne.

So Fed Square should be to Melbourne and Victoria what the Sydney Opera House is to Sydney and New South Wales.

And hence when looking at the vision for Fed Square's future, consideration should be given to the role Fed Square plays as a highly recognised symbol or representation of Melbourne.

As an example, when doing the first few New Year's Eve events at Fed Square a key consideration when doing the production design for the event was how we could use the broader site to create

unique and distinctive photos and imagery that could be shared around Australia and around the world. Imagery that could over time be seen as uniquely Melbourne images.

To date there does not seem to be any agreed approach to creating unique imagery to really represent Melbourne and Victoria. There should be and Fed Square should be viewed as integral to this. Fed Square's future design should enhance this.

Inclusive

Fed Square should not be viewed in isolation from the area in which it is located and the city is it a part of. During the last two decades many of the areas around Fed Square have continued to change and develop, but Fed Square has not.

It is adjacent the Melbourne Arts Precinct - and I would certainly argue that it should be considered to be a part of it. It is adjacent to the Sport Precinct.

Many of the major festivals and events that happen at Fed Square actually happen over a broader precinct. So Fed Square needs to be viewed in terms of being an integral part of a much larger precinct. And not viewed in isolation - as it seems to be at the moment.

The Arts Precinct

There is a strong argument that Fed Square should actually be incorporated within the Arts Precinct. The Arts Precinct is currently undergoing a major redevelopment so the timing for this would make good sense.

Fed Square is adjacent to the Arts Precinct. It houses two of Victoria's most important cultural institutions - NGV.A and ACMI - and hosts a very large number of Melbourne's cultural events (large and small). Often these cultural events are spread across Fed Square and the Arts Precinct.

So it would make sense for Fed Square to be made a part of the Arts Precinct and hence included in the masterplan for the Arts Precinct. And to be a part of the broader vision for the Arts Precinct.

Measuring Success

An important aspect of having a vision is being able to tell how successful you are in achieving that vision.

At the moment the two KPIs that continue to be quoted as representing Fed Square's success or otherwise have been visitation and revenue.

Visitation is viewed very simplistically as being the number of people who set foot on Fed Square. So it doesn't differentiate between someone who cuts across to St Paul's Court to get to their office faster and someone who spends a day actively participating in a cultural festival.

And hence the focus currently seems to be just on basic foot traffic rather than on the quality of the experience and the broader impact this experience has on the person or on the community.

Whereas the real measure should be the total contribution that Fed Square makes to Victoria's cultural life and to the whole community.

Similarly, revenue earned from tenants - while essential for balancing the books - is also not a measure of Fed Square's contribution to the community.

So proper consideration needs to be given to how Fed Square's success should be judged. As with any cultural institution it should be based on Fed Square's overall contribution to our community and not a couple of over simplistic, and relatively meaningfully, metrics.

Design

When considering the future design of Fed Square it is worth remembering that Fed Square was never actually finished. A decision was made during the construction phase as to how much they could build before the money ran out. So a line was drawn on the plan just north of River Terrace - so this is why the southern side of Fed Square finishes so abruptly.

It is also worth remembering that some aspects of Fed Square's design were limited by the technology of the day. For example, programmable LED lighting and affordable video projection just didn't exist when Fed Square was being built - hence there is minimal use of these even on the Australian Centre for the Moving Image.

We did some tests of large format lighting of the facades back in 2002, but it just wasn't affordable to do back then.

If such a building was being built today there is no doubt that it would include extensive use of programmable LED lighting and large format. The update LED video screen on Transport is a good example of these changes.

Hence when looking at the overall design of Fed Square for the future, consideration should be given to what is now possible with current technology to complement and enhance the original design.

Similarly, Melbourne and the areas surrounding Fed Square have also changed a lot in the last two decades so consideration should be given to how Fed Square fits in to the broader precinct.

What Makes Fed Square Work So Well

What makes Fed Square work so well as Melbourne's main gathering and event space is in significant part due to the clever design.

The changing levels, its enclosed feeling, the irregular surfaces, and the warm textures mean the square can give a good feeling and work for a gathering of a couple of hundred people or a major event for 10,000 people.

It has also been a very flexibility site - which is really important. Being able to do a whole lot of non-traditional approaches and events within the site.

Another key factor has been the types of activities that have surrounded the main square. At the square level, these have almost all been restaurants and cafes. These having a natural synergy with gatherings and events. With some people enjoying food and drinks while participating in gatherings and events, while other might take a break to just have a coffee or a bite. So they all work well together.

If the main square was surrounded by retailers, this would not work well as there would not be the natural synergies between the activities. People generally don't need to take a break from a

concert or performance to quickly grab a book or a phone so they can then enjoy the rest of the concert. They need sustenance.

From an event perspective, it is important to view Fed Square as a whole as it is all the different elements working together that makes Fed Square work. Changing one part has the potential to change the whole and how it would work for gatherings and events. So it would be easy to destroy the fine balance of things that make Fed Square work so well.

Another key part of why Fed Square works is because people feel that it is their square. They have a sense of ownership of it. It is not seen to be owned by anyone else. There is no dominant commercial branding, and in fact very little commercial branding at all. There is no one activity that dominated the site.

You only need to look at the main gathering spaces in other cities to understand how special Fed Square is. For example:

- Opera House forecourt - Sydney
- Martin Place - Sydney
- King George Square - Brisbane
- Rundle Mall - Adelaide

Or even other locations in Melbourne such as Waterfront City Docklands - which has a larger plaza than Fed Square, two video screens (or at least had), harbour views. It has never worked.

Fed Square for Events

Events have been a very integral part of Fed Square since the very first public open day back in 2000. There is no doubt that Fed Square is Victoria's most important public gathering and event space. In the appendix there is a list of most of the events that have happened at Fed Square.

However, when the Apple Store was being considered for Fed Square no real consideration was given to the ways that this development might impact on Fed Square's role as a major public event space. An incredibly simplistic view that was taken was that as the overall area of the square (in square metres) would have remained the same, that there would be no impact in how Fed Square would work as a public gathering and event space.

Obviously this is nonsense as there are many reasons why Fed Square has worked as a public gathering and event space and hence why some changes to the design and operation of the site would impact on how it would work as a public gathering and event space.

I discuss this in much more detail in the appendices.

A major commercial development - like the Apple Global Flagship Store or any similar major commercial development - would change the way that Fed Square would work as a major public gathering and event space in a number of ways.

While it was often said that the Apple Store would only have a small amount of branding, this was quite naive (as I explain in the appendices) as the whole building was designed to be a

physical expression of the Apple brand. This is a standard approach used by all major brands and the reason why Apple was willing to spend so much to have a presence at Fed Square.

It would have changed the fundamental sense of community ownership that people have felt about Fed Square. This has been integral to people wanting to hold their events and go to events at Fed Square.

Some events would no longer want to be held at Fed Square as the aims, values and culture of the events would not be in keeping with the major commercial entity that would have then visually dominated the site.

Many events have sponsors to be viable. Some sponsorships will be just for the one event. But with larger groups - such as sporting codes - the sponsorship arrangements go right across the code and for multiple years. So having a very visually dominating brand in the middle of the site would preclude events that are supported by sponsors of competing brands.

In the case of Apple - for example - they are a strong or dominant brand across a very wide range of areas including: computers, phones, headphones, music, television, media, etc.... So their presence on the site would preclude many events from being able to use the site as the Apple branding would have dominated all the media and social media from the events - to the detriment of the events' sponsors and supported.

And finally, a very dominant tenant would potentially dominant the way that Fed Square was being run - because Fed Square's financial viability would be so closely linked to the interests of the dominant tenant.

There is already a huge issue of conflicts between the wants and needs of Fed Square's permanent tenants and the wants and needs of the events that happen at Fed Square. This has made it increasingly difficult to hold events at Fed Square and is one of the reasons why many are avoiding holding their events and activities at Fed Square.

If one major tenant was to be a dominant source of income for Fed Square's management and a dominant source 'visitation' they would have a very high level of influence over the management of the Fed Square. This would very likely to be at the detriment of gatherings and events at Fed Square in the long term - as the major tenant's needs and wants would invariably take precedence over those of individual events and gatherings.

Fed Square 'Inside Out'

An idea we floated many years ago is that of Fed Square 'Inside Out'. So bringing the art from inside the buildings of Fed Square and putting it on the outside of the buildings.

For example, the NGV.A wall that faces east and is very visible from quite a distance to be able to have art and imagery from within the NGV.A projected, or displayed, onto this major surface. Similar could be done with the Australian Centre for the Moving Image and the Koori Heritage Trust onto the Yarra Building.

This would be in keeping with a major trend around the world of using lighting and large format imagery on major public buildings. And, I think, would be completely in keeping with the design concept of Fed Square and what Fed Square represents.

Yarra Building

There has been much talk about the Yarra Building over the last two years. It is really important to understand the role that the Yarra Building plays in making Fed Square work as an event space.

A critical part of Fed Square's design is that the main square is over multiple levels and enveloped by buildings. This has been essential for making it work for a wide variety of events from quite small to very large. That even small events can feel intimate.

There still seems to be a fair bit of talk about 'opening up Fed Square to the Yarra River' in government circles. I'd assume this relates back to trying to justify the removal of part or all of the Yarra Building to build a large retail brand activation.

But this is not based on an understanding of how Fed Square works as an event space. The removal of the Yarra Building would actually disastrous for Fed Square's working as an event space. It would change 'cosy' area to being all very wide exposed areas. So the square would no longer work comfortably for many smaller to medium sized events.

It would create some huge risks for larger events. For example a New Year's Eve event with fireworks on the Yarra would create serious risks as vast numbers of people on the Square would try to get to the small part of the Square that would actually have a real view of the Yarra.

Not to mention getting the cold wind that comes up the Yarra River late each afternoon. The Yarra Building and Transport both perform a key role in protecting the square from the wind and elements.

The Plaza at Waterfront City in Docklands provides really good example of why opening up the Square to the river will not work.

A quick look at a section running through all the different levels - Fed Square to the Yarra River - will show why this idea of 'opening up the square' won't work. And will in fact be counter productive.

An Integrated Approach to Design

The main stage and its roof provide a really good example of why an integrated approach needs to be taken to the design of the whole of Fed Square.

Fed Square's original stage did not have any roof or structure above it. This was something I raised as a serious concern back during the construction phase as all stages need a roof and roof structure. The purpose of the stage roof is to protect performers and equipment from the elements (both sun and rain), as well as to support lighting for the stage and audio systems so the audience can hear the performances.

So since day one, there have been a whole range of roof structures used. In the beginning it was just a standard marquee structure which looked awful and didn't work very well - but it was all that most events could afford as stage roof structures are very expensive.

Then there have been a couple of 'permanent' stage roofs installed. While they may have worked ok, they never looked like they fitted in at Fed Square.

The current stage roof is certainly better than any of the previous ones, but it still does not link in with the overall design of Fed Square. This is a great shame as it is a focal point of activity in the square.

It is puzzling that when all the work was being done on Transport with the new LED screen, that an integrated approach wasn't taken with the stage roof.

The Relationship Between Fed Square and the Yarra River

Back when Fed Square was being built it was realised that there was not enough money to build everything. So a decision was made - and a red line was drawn on the plan showing - as to where the building of Fed Square would finish.

If you walk down River Terrace you can physically see where this line was. There is a solid, high wall on the south side of the Yarra Building, as there also is on the south side of the Edge. This is the effective boundary of the building of Fed Square.

Hence River Terrace is just a path and some grass areas. It was always something that was to be developed in the future.

There is no question that there should be a better relationship between Fed Square and the Yarra River, and certainly between Fed Square and River Terrace.

It would be relatively straightforward to extend the buildings (such as the Yarra Building) out into River Terrace in a tiered manner. For example a cafe that uses the current southern tenancy of the Yarra Building that extends down to River Terrace with an outdoor dining area.

And then similarly with the Deakin Edge building.

It should be noted that there are limitations to what is possible in terms of linking with the Yarra River as the heritage listed Federation Wharf Vaults are a big part of this area and can't really be changed. And the bluestone walls near Swanston Street are actually many storeys above the Yarra River - so will always block the view of the river.

Zinc

My memory of Zinc from back when Fed Square was being built is that having a function centre was considered a good thing both in terms of the income it would generate for FSM and in terms of visitation from people attending events.

Zinc has worked OK as an event space. Its low ceiling height has meant that it is not used for many events which need a higher ceiling height. It tends to be used for simple business lunches and weddings and the like.

It seems to rarely be used at night time when I walk past.

Even as an event person, I would have to question whether the way Zinc is currently used is the best use of one of the best locations at Fed Square.

Zinc - being on the lowest part of the site - does have unobscured views across the Yarra River. It is really the only building that opens right out onto River Terrace. So it is a building with huge potential if utilised the right way.

A much better use of the site would be a cafe/restaurant that is open long hours each day. This could link in with similar use of the south side of the Yarra Building.

This would certainly help to activate the whole of River Terrace.

Fed Square Car Park

The Fed Square car park was designed to be extended. A simple walk of the upper deck of the car park shows this - as half of the upper deck is the link to the not yet built extension of the car park.

While there are various philosophies about cars and parking, the Fed Square car park has been a huge, and important, source of revenue; and an event site does need parking to be viable for a wide range of events.

So consideration should be given to extending the car park - but in a way that helps to properly link in with Birrarung Marr and the Sport Precinct.

Similarly, careful consideration should be given to the use of the top level of the car park. It is safe to say that there should be many better uses of areas with such views than just the parking of cars. Some of the temporary uses of the top deck of the current car park give clues to the possibilities.

Linking with Birrarung Marr and the Sports Precinct

Proper consideration needs to be given to the way that Fed Square links in with Birrarung Marr and the Sports Precinct.

Birrarung Marr was being built at a time when the City of Melbourne had withdrawn from the direct involvement with Federation Square, so Fed Square was viewed as a competitor to the City of Melbourne's own public spaces.

Hence Birrarung Marr was created very separately from Fed Square. And hence Birrarung Marr and Fed Square aren't really linked. Whereas Fed Square should flow seamlessly into Birrarung Marr, and there should be good use of share facilities between them.

Fed Square Extension

There has been much discussion over the years about a second stage of Fed Square - extending it to Exhibition Street Extension.

There is no doubt that covering the train lines between Swanston and Russel Streets has been a game changer. It has opened up a whole part of the city.

Similarly, covering the train lines between Russell and Exhibition Streets would also be a game changer.

This would make it possible to further expand Fed Square. And it would also help link Birrarung Marr and the Sports Precinct to the CBD.

Designing for Events

In any changes to the design of Fed Square, very careful consideration needs to be given to the events that are held at Fed Square.

Fed Square is not an easy place to do events. It is not a cheap place to do events. If anything, it has gotten harder to do events there in recent years. There is no questions that Fed Square misses out on many events due to the degree of difficulty and the costs involved.

So when looking at changes to Fed Square, making it easier to hold events should be a very important consideration. Due to the layout and basic design of the site Fed Square will never be an easy place for events, but it can certainly be easier than it current is.

I haven't tried to go into a lot of details about this in this document due to limited time. But key considerations always include:

- Weight Loadings of Areas and Surfaces
- Vehicle Access
- Availability of Essential Services
- Power
- Rigging
- Cable Runs
- Water
- Audience Safety and Security

Fed Square Masterplan

It is deeply concerning that nearly two decades after opening that there is still no masterplan for Fed Square.

All decisions - even ones that will fundamentally change Fed Square forever - are being done in a piecemeal manner with no regard to an overall strategy or long term plan.

Major decisions about Fed Square's future should not be made until there is a proper masterplan.

The many rushed, poorly thought out, piecemeal decisions about changes to Fed Square are a huge source of risk to Fed Square's future.

A proper masterplan for Fed Square should be a key outcome from this review process.

Funding

The funding model - of being self-funded - has always been a serious constraint on Fed Square.

The current funding model was based on a government ideology at the time that Fed Square should be self-funding on an on-going basis. This is a seriously flawed model as most similar institutions are funded on the basis of the benefit they provide to the broader community.

The Economics

Much was said about the economics of building an Apple Store at Fed Square. That is was essential for Fed Square's survival.

Fed Square had operated very successfully for many years. But now seems to be struggling.

A part of this is because Fed Square hasn't been successful in changing as the market has changed. A part of it is because Fed Square has never actually been finished, or continued to be developed to ensure that it remains relevant.

It is necessary to put Fed Square's financial position into perspective. In 2018 Fed Square recorded a deficit of \$4.8m.

The Melbourne Convention and Exhibition Centre recorded in 2018 a \$19.6m deficit and in 2017 a \$14.3m deficit. This doesn't raise a murmur as MCEC is viewed to play a critical roles in bringing tourism to Victoria. And in fact, the government has continued to invest hundreds of millions of dollars into the expansion of MCEC to keep MCEC competitive so that it gives even greater overall benefits to the community.

Melbourne and Olympic Park recorded in 2017/18 a \$4.2m loss and in 2016/17 a \$20m loss. Again, this doesn't raise a murmur as the overall benefits to the state of the events held at Melbourne & Olympic Park are considered to outweigh this. And again, the government has been investing close to a billion dollars into expanding the precinct as this will give greater benefit in the long term to the community.

In each of these cases the deficits seem to relate to allowances for depreciation of their buildings and are not cash deficits.

It is work noting that the government is also currently investing hundreds of millions of dollars into redeveloping the Arts Precinct - again so that it gives even greater benefit to the community.

Most other major state government institutions - such as the Arts Centre and Melbourne Museum also run at significant accounting losses. And hence they all receive annual funding from the state government to perform their important roles.

Fed Square is not at any financial risk. It is really a case of whether the government is willing to invest in Fed Square's future as it has done with so many other public institutions.

Fed Square is, in my understanding, unique in that it is a major state institution but it does not get any funding for its day to day operation.

This is astonishing considering that it is Victoria's most visited tourism destination and Victoria's most important, and most used, public event space - so it gives provides a huge amount of benefit to the community.

It is fair that Fed Square's on-going funding should be commensurate with the role that it plays in public life - as are other major public institutions such as the Arts Centre, Melbourne Museum, ACMI, NGV, etc....

Examples of annual operational funding to other major Victorian institutions include:

- The Arts Centre - \$21.1m
- NGV - \$53m
- Museums Victoria - \$89m
- ACMI - \$21.6m

The whole issue of the Yarra Building - which many people have said has never worked - actually comes down to the funding model for Fed Square. An essential purpose of the Yarra Building was to generate income to help pay for the rest of Fed Square. Whereas the priority should have been to look at the most beneficial use of the Yarra Building for the community.

The two largest tenants of Fed Square - ACMI and NGV - only pay a fraction of what would normally be market rates for their buildings. So the Yarra Building was always viewed as an important source of revenue for Fed Square

Once you take away the revenue imperative for the Yarra Building, then there are a number of possible uses that would be very valuable for the community.

For example, as a Victorian Centre for Tourism. Drawing on the experience of the Melbourne Visitor Centre to create a centre that showcases all of Victoria's regions and precincts. And is a key destination for tourism to stop and learn about other parts of Victoria and hence to drive visitation to other parts of Victoria.

Capital Funding

Similarly, there has been minimal capital funding of Fed Square since it opened.

As previously mentioned, the state government has committed huge amounts to the redevelopment of Melbourne and Olympic Parks, the Melbourne Convention and Exhibition Centre and the Arts Precinct to completely transform these sites.

As an example, MOPT last year received \$108m for capital works and MCEC received \$205m over a couple of years for capital works for its recent extension.

It is somewhat puzzling - in light of Fed Square's representations about its financial position - that the state government is investing \$225m in upgrading Marvel Stadium (previously Etihad

Stadium). This is even though Marvel Stadium is owned by Australia's wealthiest sporting organisation - the AFL - and with The Walt Disney Company owning the naming rights. The AFL earns \$418m a year in broadcast rights alone.

The state government has committed to investing a similar amount in the MCG - which is owned by the very exclusive Melbourne Cricket Club (with its membership waiting list of a few decades). Again, this is on the basis that the investment will give commensurate benefit to the broader community.

Fed Square is the link between the Sports Precinct, the Arts Precinct and the Conventions Precinct; and Melbourne's most visited tourism site so it should be funded in a similar way to the other organisations so that it can keep performing its critical role for the community.

Governance

It is important to look at the underlying reason for proper governance of Fed Square. It is to protect a very important public asset for current and future generations.

Fed Square's current governance structures were put in place for reasons that made sense at the time. But the last couple of years have shown that these structures were not appropriate for ensuring that Fed Square continued to run well and that its future was well protected.

Ownership Structure

This starts with the ownership structure of Fed Square.

Fed Square is currently a Pty Ltd company which has one shareholder - which is State Trustees on behalf of the State of Victoria.

Fed Square Pty Ltd has a stock standard, off-the-shelf constitution (attached as an appendix) that is used by countless companies. About the only rule it contains specific to Fed Square is that a director cannot be a currently serving politician.

There are no rules that define how Fed Square should be run, who should be directors, its purpose, etc.... There is only a reference to the objects of Fed Square Pty Ltd being outlined in the Federation Square Civic and Cultural Charter (attached as an appendix).

So in real terms this means Fed Square operates purely at the discretion of the relevant government Minister of the day. There are no constraints on what the Minister can direct the company to do.

The whole Apple store incident showed that the Civic and Cultural Charter really had no practical legal standing.

So Fed Square's ownership structure is very different to most other state institutions - such as MCEC, MOPT, the Arts Centre, etc... which are structured as trusts and where their purposes, boards, etc... are defined in the trust deed.

Where Fed Square is also different to most other state institutions is there was no act of parliament to set up and define the purpose and running of Fed Square.

All of this means that Fed Square is completely at the whims of the Minister of the day. There is no agreed and defined purpose or protections for Fed Square in terms of legislation or deed/constitution.

This is very concerning in light of the important role that Fed Square plays in of civic life and in terms of the amount of public funds that have been invested in Fed Square.

The ownership structure and governance of Fed Square should be brought in line with other major state institutions.

The role, purpose, structure and governance of Fed Square should be defined in an act of parliament.

The entity of Fed Square should be properly structured as a trust, with a proper trust deed, board of trustees, etc.... - as are most major state institutions.

While the current Civic & Cultural Charter does give very good direction to Fed Square, its contents should actually be included in the act of parliament and the trust deed so that its measures are actually legally enforceable, and taken seriously.

Fed Square Board of Directors/Trustees

The purpose of a board of directors or trustees is to provide strategic leadership - especially about the future direction of an organisation - and to ensure the good governance of the organisation. The board also play a really important role in terms of the culture of the organisation.

It is safe to say that Fed Square has currently lost its way. This, by definition, comes back to the current board of directors as they set the strategy.

The current board's skills and experience seem to be in law, accounting, IT and politics. While these can be useful skills, they really aren't the most critical ones for the strategic leadership of an organisation like Fed Square.

For Fed Square to be able to adapt and be successful there needs to be serious strategic knowledge in the areas most important to Fed Square. These areas are:

- Events
- Arts & Culture
- Tourism
- Hospitality
- Retail

They are all complex and rapidly changing areas.

For Fed Square to be successful it needs to have, and should have, board members (or trustees) who are leading strategic figures from each of these fields.

Fed Square's current constitution doesn't give any guidance as to who can or should be board members of Fed Square. Only that board members cannot be current politicians.

The composition of and method of appointment to the board should be defined in the act of parliament and the trust deed.

The board should be developing a really strong and compelling strategy for Fed Square's future.

Chief Executive Officer

One of a board's most important roles is to appoint the chief executive officer of the organisation.

A key part of the CEO's role is to be able to successfully communicate the vision for Fed Square to all stakeholders and the broader public, to build strong partnerships with key stakeholders; and to actively involve people and bring them along on the journey.

Having a CEO who could do this was integral to Fed Square's initial success. Having a CEO who can do this is essential for Fed Square to be successful in the future.

A key priority needs to be repairing the poor relationship with many of its key stakeholders and the broader community as this is a critical issue.

Management

The management needs to come back to the vision and the understanding what Fed Square is.

Is Fed Square a 'public facility' like a train station or exhibition centre that is largely rented out? Or is Fed Square as a living breathing place where the community gathers and contribute to our city's cultural life like other cultural institutions?

At the moment the approach seems to be based around managing Fed Square as a public facility. And hence the emphasis seems to have been on employing management who's experience and focus has been facility management - i.e. management an asset, rather than working to build and nurture partnerships with a diverse range of people for a community benefit.

They are very different skill sets.

If it is to be the latter, then Fed Square needs to be managed by people who have strong backgrounds, skills and experience in areas such as in events, arts & culture, tourism, etc....

City of Melbourne

There is one school of thought that is says that the City of Melbourne should take over the management of Fed Square - as it already manages many public spaces in Melbourne. I strongly disagree with this school of thought.

The scale, complexity and importance of Fed Square means that it should have its own dedicated board, CEO and management team so that it has the depth of knowledge and experience needed to be well run.

Rather than treating it as just one of countless City of Melbourne assets and therefore only ever getting a tiny proportion of the councillors' and senior management's time.

Public Access

Most of the public view Fed Square as a public place. However, Fed Square is actually private property that is owned by Fed Square Pty Ltd.

Hence security guards often tell members of the public that they cannot do things because 'this is private property' and hence they risk being removed from the site. This is no different to how a commercial shopping centre is run.

So the public's access to and use of the space does need to be protected and it certainly isn't at the moment. If people feel they are on 'private property' they will lose their sense of ownership of Fed Square and stop gathering and supporting the events that make Fed Square what it is.

Fed Square should be, and be seen to be, a public space that is open to all people.

The Arts Centre as a Model

While the Arts Centre is a very different place to Fed Square, there is still a lot we can learn a lot from how the Arts Centre views its role and how it is structured and run.

The Arts Centre hosts a very wide range of activities - from the paid events by its cultural tenants and outside parties to a very wide range of free events in its forecourt and at the Myer Music Bowl. They have to work in partnership with a very wide range of organisation - from major festivals to small not-for-profit groups.

So they need to balance a wide range of roles and responsibilities – which they have done very successfully over many, many years.

These parallels should go the whole way through from legislation, ownership structure, board, capital funding, operational funding, management, food & beverage offers, etc.....

I don't think there is any question that Fed Square should be viewed more as a cultural institution - like the Arts Centre - than as a commercial 'public facility' like a train station or exhibition centre.

Summary

Fed Square is really important to the people of Victoria. As the City of Melbourne recently stated, it took so long for Melbourne to finally get a public gathering place that has been embraced by the community. Hence it is important that decisions that will impact Fed Square's future - and to preserving it for future generations - are based on facts and evidence rather than assumptions. So it is really important that this review hears a broad range of voices and that proper, detailed research is done.

And, as mentioned earlier, it is important that the review actively involves the broader event industry - so that much can be learnt from the direct experiences of organising and overseeing gatherings and events at Fed Square over the last two decades.

This isn't easy as there are no industry groups that represent the broader event industry, or the very broad range of organisations that are involved with holding events at Fed Square. These organisations range from the smallest of community and cultural groups up to the worlds largest event companies and brands.

Fed Square has fundamentally changed civic life in Melbourne for the better. Fed Square can continue to have a very significant, positive role in our civic life.

This review can certainly help to create:

- A strong **vision** for Fed Square's future.
- A **design** to further develop Fed Square to keep it relevant for the future.
- A **funding** model that allows Fed Square to really perform its important role.
- A **governance** model that gives proper accountability and protects Fed Square's future.

While this is a long document, it should be viewed as a starting point for more detailed conversations about Fed Square's vision, design, funding and governance - about Fed Square's future.

My Background

I have been working professionally in the broader events industry in Victoria for thirty-seven years and am one of the most experienced event producers in Melbourne. The breadth and diversity of my experience would be matched by few. My knowledge of Victoria's events industry is encyclopaedic.

Over the years I have produced many major public events such as New Year's Eve at Federation Square and NewQuay Docklands, New Quay Dockland's eleven day opening festival as well as having worked on Australian Music Day, Melbourne Music Festival, and St Kilda Festival.

I have produced a vast array of events for corporate brands such as Holden, Honda, MAB Corporation, Nissan, Iveco, Suzuki, 7-Eleven, ING, Starbucks; as well as having worked with not-for-profit organisations such as Australian Red Cross, Ronald McDonald House, and Melbourne City Mission

I have consulted extensively to government - including doing a lot of consulting to what was then Federation Square Management and to the Docklands Authority (including on the Docklands Stadium project). I have also consulted to major national and international event companies, as well as to major festival promoters and other within my industry.

I was involved with Federation Square from mid 2000. My first project being to event manage the first Public Open Day - the event which was the tipping point for public and government opinion about Fed Square. At that time Federation Square Management had five staff, so I became a de facto sixth. I worked incredibly closely with FSM through the whole period from then up to the opening of the site. Organising numerous events, overseeing all the other events that were coming onto the site, as well as consulting on issues relating to events. So as well as with FSM, I worked closely with the project managers, the builders, all the parties involved with the site safety committee, tenants and so on.

Many, many dozens of events happened at Fed Square during this time.

I was the organiser of the first three new year's events at Fed Square. And had overall responsibility for all activity on the site - including production, site infrastructure, crowd management security and liaising with all public authorities.

I was directly involved with Fed Square for over four years.

It is worth noting that with regard to this matter I have no conflicts of interest or vested interests. I don't work for or receive funding from the state government or any of its agencies or from any of the other parties. So I can give completely candid views.

My opinions and comments are based on having been there and seen and experienced things first hand. On being there as a participant during of some of the critical periods of Fed Square's genesis. On having produced and overseen many events at Fed Square - including some of the largest events staged at Fed Square. On having attended countless events at Fed Square over the last two decades - always taking a professional interest in them. And on countless discussions

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with many of my fellow event organisers over the years about their gatherings, events and experiences at Fed Square.

I believe this makes me uniquely well qualified to comment and to contribute to discussion about Fed Square's future. And I'm keen to be able to contribute to ensuring Fed Square's success well into the future.

Appendix A - Heritage Registration Submission

- March 11 2019



Heritage Registration - Federation Square, Melbourne

Submission in Support of Registration

March 11 2019

Submitted by

Simon Thewlis

Introduction

The purpose of this document is to support the nomination of Fed Square for Heritage Registration.

Fed Square has given Melbourne a place for everyone to celebrate, to dance, to learn, to mourn, to protest, to remember, to be joined together as a community - often with people you've never met. A place that Melbourne just never had before. It has fundamentally changed Melbourne.

And hence Fed Square has very significant social heritage value.

While this isn't about the Apple Fed Square permit application, it must be noted that building an Apple Store and 'integrating Apple into Fed Square' is an integral part of Fed Square's Strategic Plan 2018-2021 - so there is no question that Fed Square's social heritage value is under threat. Sadly, it seems to be under threat from the people who are actually responsible for looking after Fed Square's best interests on behalf of the people of Victoria.

Hence we believe that Fed Square's social heritage value needs to be protected, as does its architectural heritage value which is also under threat.

Background

Prior to Fed Square opening, Melbourne had never had a proper public gathering or event space o.

Some public events were staged in the City Square (in its various iterations) but it never worked particularly well. Some were tried in the Bourke Street Mall - but tram lines running through the middle of it were a major issue.

Some events and protests were held on the steps of Parliament House. Obviously these would bring that part of the city to a halt due to the street closures. Some outside the State Library - spilling onto Swanston Street.

New Years Eve celebrations ended up being held at Southgate - but the narrow promenade caused serious challenges and safety issues.

There wasn't a larger gathering place that the people of Melbourne embraced as their own.

The opening of Fed Square changed this pretty much overnight.

Fed Square pre-2000

My first experience of Fed Square would have been the same as most people's. Fed Square was a strange looking building site that was surrounded by builder's gantries - that made it look like a fortress.

The project was essentially under siege - with negative media coverage almost daily about its unusual architecture and cost blowouts, and a new government that viewed the project as a folly of the previous government. There was little public support. The future of the Fed Square looked pretty bleak.

Public Open Day

I was initially engaged by Federation Square Management in 2000 to help them put together a Public Open Day of the partially built construction site. This was at the time when the new Labor government had intervened into the architecture of Fed Square and ordered that the West Shard be significantly reduced in size.



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The public were invited in to Fed Square to experience what Fed Square was, and was going to become, so that they could make up their own mind about it.

The approach to the Open Day was very simple and really typified what Fed Square was really about - which was bringing people together.

Everywhere people walked on the site there were people who were involved with Fed Square to talk to - to share their knowledge and passion for the project. The myriad of people included the architects and engineers, the curators from ACMI and NGV, the shop stewards and construction workers (who were so proud of what they were building), SBS staff, and Chico and his team who were physically laying the half million Kimberly Sandstone pavers on the plaza.

So everywhere the public went, they experienced the passion of people who were involved with creating Fed Square. It was inclusive, personal and involving - letting people learn about their square.



It was a simple approach, but a very powerful approach. And this was all under the glare of the media (and government).

The reaction from the public at the public open day was overwhelmingly positive - as was the extensive media coverage in all Melbourne's print and electronic media.

The first public open day was the tipping point for public and political opinion about Fed Square.

Importantly, it was the beginning of the relationship between Fed Square and the people of Victoria.

I still rate it as the most important and successful event of my career as Fed Square would have looked very different today if the event hadn't been successful.

Other Events

This was the first of numerous events that I was involved with through the remainder of the construction period to introduce the broader community - and specific parts of the community - to Fed Square, and to build understanding and support for Fed Square.

It was the start of a long process. For the next two years - while the site continued to be built - we helped get countless events across the line within the Fed Square construction site. It was a strategy to bring as many different parts of the community in to the site and possible to gradually build the understand, the support and the sense of ownership. And also to keep Fed

Square visible in the media so the story to continue to be shared with the public and the progress of their square.

There were dozens and dozens of events that ranged from tours for cultural minister, ambassadors and consuls, media, and the events industry; to launches for the Interact Festival, Fashion Week and Melbourne City Mission's Winter Sleep-out.

And then a second Public Open Day to allow the public to again come in and see how their square was progressing.



We didn't quite manage to get a Spencer Tunick photo shoot across the line in Fed Square as in the end the proliferation of nails, tech screws and other hazards of the construction just weren't going to work with thousands of naked people. But Fed Square was the background for some of the photos that were shared around the world as iconic images of Melbourne.

Getting Fed Square Across the Line

It wasn't an easy time. It was a difficult project. Its quite hard to articulate this to anyone who wasn't there.

Everyday seemed to bring a new challenge and trauma. There was conflict. It was intense. And there was a lot of passion from all involved trying to get the project across the line in the best possible way. There were a lot of difficult compromises as there were a lot of competing factors - including limited budget.

Everyone knew they what they were doing was really important, and they understood how important Fed Square would be to Melbourne long into the future.

There is no doubt that Fed Square was made by people with extraordinary amount of passion and energy and persistence. This has been key to Fed Square's story, and to making it the success that it is. Fed Square's social heritage value began well before Fed Square even opened.

The Sunday Age Photo



One of the last events in the lead up to the opening was a photo shoot.

Everyone who had worked on Fed Square - through the whole design and construction phase - was invited to come to the site just before dawn on Sunday morning. Two thousand people gathered on the plaza as photographer John Donegan gave directions from the top of the building that was becoming Transport.

The photo featured on the front of The Sunday Age. It was a photo of all the people who had helped to create Fed Square. Again, this showed the importance of people with Fed Square. It was created by people and for the benefit of people.

Fed Square Opening Day



The opening day of Fed Square in November 2002 was very low key. All the builder's hoardings had been quietly removed overnight, so that in the morning everyone could just walk in and have an authentic experience of Fed Square. There was no hoopla or pageantry or posturing. People could just come in and starting enjoying their Fed Square as it was.

Again, it was about the people and letting them see and experience what their Fed Square was.

New Year's Eve 2002



New Years Eve in 2002 was the first capacity crowd at Fed Square - with the crowd stretching from the plaza right across Swanston and Flinders Street. It was a key test for Fed Square. Would it work logistically with a capacity crowd? Would the public embrace it? We had a definite yes to both.

While Fed Square was open, it still wasn't finished. We positioned the stage in front of the Yarra Building. As the Yarra Building was still under construction, we actually used is as artist dressing rooms.

It is easy to look at an event like New Year's Eve as just lots of homogenous people and lots of logistics. But it is far more complex than this.

It is actually a lot of very different, individual experiences. Some people come to New Year's Eve to celebrate with friends. Some people come alone - because they want to be able to share the evening with other people. Some to mark the end of something and close a chapter. Some are looking forward to a new beginning.

The event means many things to many people. But the important thing is that it is a shared experience. Regardless of why different people are there, it is the community coming together to share and that is the strength of it.

Fed Square was the focal point of Melbourne's New Year's Eve celebrations. And provided some uniquely Melbourne images - with Fed Square - that could were bounced around the world.

Peace Rally



The Iraq war rally in February 2003 was the first really large protest to be held at the site.

So again it was another key milestone in terms of its role in city life as tens of thousands of people gathered there to express their views together.

The Transport building still hadn't been finished and was surrounded by hoardings and scaffolding. Initially the only people inside Transport were me and one of Fed Square's staff - Simone Bonella - as it gave a great view of the broader site.

However, some of the protestors decided that it would be a great idea to climb the scaffolding to get to the top of Transport. So Simone and I ended up having to play the part of security to convince these people to get down and off what was still a construction site.

Since then, Fed Square has been the location for countless protests and gatherings. And is viewed as the logical place for such gatherings. It even hosted a protest about the demolition of the Yarra Building to make way for an Apple Store.

New Year's Eve 2003



One day in the lead up to NYE 2003, I had a call from Peter Seamer (then CEO) to say that he and architect Don Bates were out on the plaza and had some ideas about where the stage might be able to go for NYE and could I come down and join them.

This resulted in us creating a stage (and screen) on the plaza between Chocolate Buddha and the handrail that overlooks St Paul's Court. The aim being to be able to allow the greatest number of people be a part of the celebration 'at' Fed Square.

Being able to use Fed Square in such flexible way has been a key to its success and is a key for the future is to continue to be able to use Fed Square in really flexible and innovative ways.

During the same period I had a call from band manager Corrine Wilkie. She managed an act - The Cat Empire - that was regularly drawing huge audiences for their own shows and at music festivals, and were about to release their first single. They had built a massive following and were about to release their first full album.

For them, to perform on New Year's Eve at Fed Square in their home town would be a huge milestone.

I was pretty sure that their first single would be top 10 by New Year's Eve. And managed to convince Fed Square Management that they would be the right act to headline - especially as they were a young local act just starting to have significant success.

'Hello Hello' did go Top 10 in the final lead up to New Year's Eve. The result of the positioning of the stage and the right choice of act was that the crowds watching The Cat Empire perform extended down Swanston Street to McDonalds, right into Flinders Street Station, and right across Princess Bridge - as well as covering every part of Fed Square. New Year's Eve at Fed Square rocked its socks off!

New Year's Eve 2004



The lead up to New Year's Eve in 2004 saw another discussion with The Cat Empire. By this time they had huge a huge amount of success with their record in Australia and many other countries and had successfully toured the world.

They now had the choice of where they wanted to perform on New Year's Eve as they were one of the hottest acts in the

Australia and had large followings in a number of other countries.

But for them, the ideal way to top this off was by being able to come back to their home town of Melbourne and share the experience with their loyal home town supporters, and so to perform on New Year's Eve at Fed Square along with some of the other Melbourne's artists who had been pivotal to them. The guest artists included Bob Valentine and Paul Kelly.

Again, this showed how Fed Square was viewed by people.

But New Year's Eve 2004 was different event for another reason. Boxing Day had seen the tragic tsunami that had devastated Indonesia and Thailand. We were all shocked by this.

I still have very strong memories of Lord Mayor John So leading the huge crowd in a minute's silence. The whole crowd joining together to express their grief for the victims and solidarity with the affect communities. You could hear a pin drop!

This is just one of countless times that Fed Square has been a place where people have joined together in solidarity with another community.

Mission Accomplished

New Year's Eve 2004 was the last of the higher budget New Year's Eve celebrations at Fed Square for one very simple reason. The previous three New Year's Eve events had been so successful that there was no longer any question that Fed Square was now the celebratory heart of Melbourne. So these funds could be allocated to support other event activities through the year.

So only two years after opening, there was absolutely no question of Fed Square's success and the way in which the people of Melbourne had embraced Fed Square as their own. Fed Square had changed Melbourne and the way the public gathered. Fed Square was now an integral part of Melbourne.

For us, after nearly four years of involvement, it was mission accomplished.

Social Heritage Value

While it would be easy to view what I've written so far a bit of story telling, it is far more than that. They are the experiences of just one person with Fed Square. But they are experiences that were shared with many thousands of other people. So many other people will have their own stories of their experiences with Fed Square.

My experience with Fed Square changed me. It was an important part of my life and my career.

Importantly it shows how Fed Square has always been built on people and bringing people together. And show how Fed Square's future - a future that is currently at risk and needs protecting - also needs to be based on people.

People and Shared Experiences

The attached list of events that have happened at Fed Square - which is from Appendix A of the Economic Analysis Summary that was part of the Apple Store heritage permit application - is a pretty amazing list. A vast number of gatherings and events have been held at Fed Square with many millions of people participating.

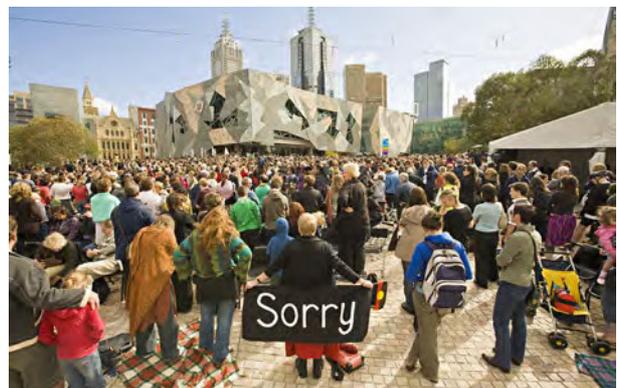
While these numbers in themselves are very impressive, we need to remember that at the heart of every one of these gatherings and events are people having individual experiences, and experiences they are sharing with other people.

Sometimes they will have been sharing them with people they know. But more often than not, they will be sharing them with other members of the community - complete strangers - that they don't know.

Some of the experiences might have just been fun, while some of these will have been life-changing experiences. Some will have been informal gatherings of a small number of people, while some will have been many thousands of people from all walks of life.

The countless experiences have include:

- Celebrating the new year ahead.
- Learning to dance at Melbourne Festival, to laugh with the Comedy Festival, to share or challenge ideas at the Writers Festival.
- Making a statement as a community about the Iraq War.
- Gathering in the middle of the night to barrack for an Australian team or to enjoy Eurovision.



- Being a part of the apology to the stolen generation.
- Celebrating with one of Melbourne's many cultural communities.
- Mourning the loss of a much loved member of the community.

Fed Square rapidly became the place where the community naturally gathered for events that were important to them. When something significant is happening, it is now just assumed that people will gather at Fed Square.

It is important to note, that many of these gatherings didn't happen, or weren't able to happen, prior to Fed Square.

Fed Square has played a very special, and quite extraordinary, role in bringing the community together. And in helping to building our community.

This the heart of what community is about. And it is the heart of Fed Square's social heritage value.

Fed Square has fundamentally changed Melbourne.

People - and the experiences they have shared - have made Fed Square what it is. They have created its social heritage value.

What Makes Fed Square Work So Well

What makes Fed Square work so well as Melbourne's main gathering and event space is in significant part due to the clever design.

The changing levels, its enclosed feeling, the irregular surfaces, and the warm textures mean the square can give a good feeling and work for a gathering of a couple of hundred people or a major event for 10,000 people.

It has also been a very flexibility site - which is really important. Being able to do a whole lot of non-traditional approaches and events within the site.

Another key factor has been the types of activities that have surrounded the main square. At the square level, these have almost all been restaurants and cafes. These having a natural synergy with gatherings and events. With some people enjoying food and drinks while participating in gatherings and events, while other might take a break to just have a coffee or a bite. So they all work well together.

If the main square was surrounded by retailers, this would not work well as there would not be the natural synergies between the activities. People generally don't need to take a break from a concert or performance to quickly grab a book or a phone so they can then enjoy the rest of the concert. They need sustenance.

From an event perspective, it is important to view Fed Square as a whole as it is all the different elements working together that makes Fed Square work. Changing one part has the potential to change the whole and how it would work for gatherings and events. So it would be easy to destroy the fine balance of things that make Fed Square work so well.

Another key part of why Fed Square works is because people feel that it is their square. They have a sense of ownership of it. It is not seen to be owned by anyone else. There is no dominant commercial branding, and in fact very little commercial branding at all. There is no one activity that dominated the site.

You only need to look at the main gathering spaces in other cities to understand how special Fed Square is. For example:

- Opera House forecourt - Sydney
- Martin Place - Sydney
- King George Square - Brisbane
- Rundle Mall - Adelaide

Or even other locations in Melbourne such as Waterfront City Docklands - which has a larger plaza than Fed Square, two video screens (or at least had), harbour views. It has never worked.

What Needs to be Protected

It is important to note that from my perspective, heritage protection is not about stopping change. In fact it is the opposite. I would love to see Fed Square finished. For example the second stage of the car park built, resolving how Fed Square is linked to River Terrace and to the Yarra River, and how it is linked through to Birrarung Marr. And then the second main stage of Fed Square - extending the decking over the railway lines further towards the Sport Precinct.

A key reason for Heritage protection of Fed Square is so that when significant additions are made that they are in keeping with the overall design of Fed Square so we don't risk losing what has made Fed Square what makes it so great.

There is no question that the architectural and physical elements of Fed Square needs to be protected. But the elements that have allowed Fed Square's significant social heritage value also need to be identified and then protected.

One of the things that has made Fed Square successful - and contributed to its social heritage value - has been the public feeling that it is their square. Retaining this feeling of it being the people's square is critical for its future. There are a few elements to this.

Public Involvement

From the first Public Open Day onwards, there was an incredibly strong focus on engaging with and involving the public to make them feel that it was their square.

Fed Square's significant social heritage value comes from the way the public have embraced Fed Square and made it their own. This relationship is critical to Fed Square's social heritage value going into the future. So one of the things that needs to be protected is this relationship between Fed Square and the public.

The recent Apple Store issue provides a good example. While demolishing the Yarra Building and replacing it with a completely branded Apple Store would be the single largest change made at Fed Square since it opened, there has been no public consultation about this issue at all. The public has been completely excluded from the process - with the exception of the Heritage permit.

This has caused a huge backlash from the public and a sense that Fed Square is no longer being run in the public's interests. This has potential to gravely damage the relationship between Fed Square and the public, and hence the social heritage value.

So it is important that the sense of ownership that the public feel about Fed Square is protected.

Commercial Branding



Back when Fed Square was being built, BMW became the naming sponsor of the BMW Edge. While BMW paid a very large sum of money (rumoured to be millions) to be the naming sponsor of the BMW Edge, the BMW logo didn't appear anywhere at Fed Square. And neither did any of BMW's other brand elements such as colours, imagery, products, etc.... It was just the name of the venue - BMW Edge - in very modest size that was used.

This is a good example of how important it was considered - right from the planning process - for Fed Square not to be seen as a commercial place, or to be 'owned' by commercial interests.

The only logo with any prominence on the whole site has been the SBS logo. The logo is still very modest in size, and it is for a public broadcaster and government owned.

What was been proposed for the Apple Store was completely different to this. This is an example of something that would seriously impact on the relationship between the people and Fed Square and whether they would still view it as their square.

Constructing a building that is a physical representation of a commercial brand is a completely different use that has no precedent at Fed Square. The Apple branding and designs are so strong that the majority of people would recognise the building as being an Apple Store even without seeing the logo. The Apple Store was designed to dominate the space and for the Apple brand to be a highly visible part of Fed Square and all the events and activities that take place there.

It is important to protect Fed Square from being overly commercialised through large logos and signage. But it is just as important to protect Fed Square from being overly commercialised through the clever use of other brand elements that would get around any simple restrictions on names or logos.

These techniques of using other brand elements to promote commercial interests were widely championed by tobacco brands once tobacco advertising was made illegal, and have become commonplace in the commercial world. The proposed Apple Store is a great example of this as a whole building - while only having modest logos - would effectively be turned into a large billboard for a commercial brand.

Fed Square does need to be protected from this to preserve its social heritage value.

Dominant Commercial Use

A similar thing that helps make people feel it is their square is that there are no overly dominant commercial uses of the site. Again, using the Apple Store example, this would have dominated activity at Fed Square again disenfranchising the public.

Public Access

Most of the public view Fed Square as a public place. However, Fed Square is actually private property that is owned by Fed Square Pty Ltd.

Hence security guards often tell members of the public that they cannot do things because 'this is private property' and hence they risk being removed from the site. This is no different to how a commercial shopping centre is run.

So the public's access to and use of the space does need to be protected and it certainly isn't at the moment. If people feel they are on 'private property' they will lose their sense of ownership of Fed Square and stop gathering and supporting the events that make Fed Square what it is and give it its social heritage value.

The Site as a Whole

I know many others will have written at length regarding the heritage protection of the architecture. From a gathering and event perspective, it is the design of Fed Square as a whole that makes it work. Significantly changing one part, or building, of Fed Square could well change the whole.

Why It Needs to be Well Protected

The Heritage Registration of Fed Square should be a very simple matter.

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Fed Square is ultimately owned by the people of Victoria. Hence those responsible for running it should be working in the long term interests of the people of Victoria.

Heritage Registration is about protecting Fed Square for the people of Victoria - current and future generations.

So these two things should be aligned.

Sadly this doesn't seem to be the case. Fed Square Pty Ltd has formally objected to the Executive Director's recommendation regarding the heritage registration.

Fed Square Pty Ltd has embarked on a course of changing the direction of Fed Square with the Apple Store without any consultation with the public. This change of course goes against the Civic and Cultural Charter which to my knowledge is the only document that sets out Fed Square's purpose and how it should be run. It would seem to not be in the long term best interests of Victorians.

Fed Square's future would seem to be under threat from the very people who are responsible for protecting Fed Square's future success.

Lack of Legislation

The Civic and Cultural Charter was a statement of agreed principles between the City of Melbourne and the Government of Victoria. However it is not a law and only 'provides guidance on the ongoing management of Federation Square'. Recent events would seem to show that this guidance is not being followed.

Unlike many of our other key institution - such as NGV, ACMI, the Arts Centre, MCEC, Melbourne Museum, etc... - there was no specific act of parliament to set up Fed Square or to define its purpose and how it is run. Fed Square really just has the Civic and Cultural Charter.

In real terms the Minister can appoint and remove directors at her/his discretion. And similarly, can decide how Fed Square is to be run and its specific directions.

Political Expediency

And hence one of the greatest risks to Fed Square is political expediency.

This is best summarised in the quote one of Melbourne's top planning lawyers - Christopher Canavan QC - gave in a interview with Foley's List:

"I think the state government interferes too often and for political reasons, rather than proper planning merits and net community benefit."

The whole Apple Store issue would tend to be a great example of this. It is easy to see the political reasons for the Apple Store, but not the planning merits and certainly not a net community benefit - based on the permit application.

As was the intense haste to replace the Melbourne Visitor Centre with a exit for the new underground railway station. A project that would take many, many years to build and would last for decades, yet the changes to Fed Square were rushed through very quickly and without a proper level of thought and consultation.

There have been so many examples in recent years where 'consultation' with the public generally happens after large government decisions have been made. So the 'consultation' is really just 'spin' as there is no desire for the public to have any real input.

Fed Square does need to be protected from the whims of the politicians of the day.

No Masterplan

It is deeply concerning that nearly two decades after opening that there is no masterplan for Fed Square. All decisions - even ones that will fundamentally change Fed Square forever - are being done in a piecemeal manner with no regard to an overall strategy or long term plan.

Major decisions about Fed Square's future should not be made until there is a proper masterplan.

The many rushed, poorly thought out, piecemeal decisions about changes to Fed Square are a huge source of risk to Fed Square's future and to Fed Square's social heritage value.

Heritage Registration would play a key role in reducing this risk.

People



Any discussion of Fed Square should start and finish with people. As the purpose of Fed Square from day one has been to bring people together.

One of the important things about this Heritage Registration process is that it does allow the public to have their say about Fed Square.

It is the millions of people who have participated in events and activities at Fed Square who have made Fed Square what it is. And created its social heritage value. If we lose the connection between the public and Fed Square, then Fed Square loses its purpose and will no longer work.

Hence we ask that you accept the recommendation of the Executive Director of Heritage Victoria for Heritage Registration for Fed Square.

My Background

My background is as an event producer. I have been involved in the broader events and entertainment industry all my adult life. I was involved with Fed Square from the first Public Open Day and right through until the site was fully up and running well, and was involved with about a hundred events.

For the last decade I have specialised in producing events for large national and international brands. I have been a member of the Victorian Events Industry Council - the peak body of the Victorian events industry - for many years.

Appendix B - Heritage Registration Update - March 24 2019



Heritage Registration - Federation Square, Melbourne

Submission in Support of Registration

Additional Information

March 24 2019

Submitted by

Simon Thewlis

Executive Summary

This document is a supplement to my original submission and based on my feedback about the other submissions that have been distributed.

My focus has primarily been on Fed Square's submissions, and with a further focus on Criterion D and Criterion G. These being the criterion that are most relevant to my expertise and experience.

I strongly agree with the City of Melbourne's submission overall and particularly with their comments with regard to Criterion D and Criterion G.

Similarly, I strongly agree with Citizen's for Melbourne's submission - especially as it gives voice to the comments of numerous people from across the community. Fed Square is about people, and bringing people together.

It is important to read and consider the Fed Square submissions along with the Fed Square Pty Ltd Strategic Plan 2018-2021 - as their strategic plan gives the reasons and motivations behind their arguments and propositions. It gives an outline of the change they are currently proposing to make to Fed Square and hence the reason why they are arguing for permit conditions that could allow significant amounts of change to Fed Square.

One of their five stated 'Strategic Imperatives' is:

5. Coordinate the planning for and establishment of the Apple Global Flagship Store and its integration with cultural tenants.

This 'Strategic Imperative' would seem to be the driving force behind the reasoning in the two Fed Square submissions.

It should be noted that while preserving social cultural heritage is given as a reason for allowing changes to Fed Square in the Fed Square submissions, this is not reflected in the Strategic Plan.

In fact the phrases 'social cultural heritage', 'social heritage', 'cultural heritage' and 'social value' are not mentioned at all in the Strategic Plan. The single mention of the word 'heritage' is with Koorie Heritage Trust.

In my opinion, as a very experienced event producer, the Fed Square submissions do have some fundamental flaws.

The Fed Square submission produced by Lovell Chen states the following:

"The attribution of social value is based on the expectation that Federation Square is of value to the 'Melbourne community' at large, as opposed to a distinct or readily-definable group."

"Over time, there is the prospect that the site may develop associations with more readily-definable communities/groups."

These two sentences are very deeply troubling. The suggestions that there are no associations with 'more readily-definable communities/groups' displays a truly extraordinary lack of knowledge and understanding of what has happened at Fed Square for the last two decades, of the gatherings and events that have taken place at Fed Square, of the way people have engaged with Fed Square, and, in turn, of Fed Square's social cultural heritage value.

Obviously Fed Square already does have - and has long had - very strong associations with many, many readily-definable communities/groups. This is a key part of Fed Square's social cultural heritage value. This is well known and understood by those who have been close to Fed Square.

The strategy to build these associations was in place and being implemented back as far as mid 2000 and viewed as being critically important. The original public open day in 2000 was followed by numerous events that were held for specific groups to introduce them to Fed Square and start building on-going relationships. These continued in the two years leading up to the opening of Fed Square. Once Fed Square opened an incredibly strong emphasis was placed on having events and activities for many groups at Fed Square. Quite a number of these events have been continued to happen for the last 17 years.

It is deeply troubling as it is being said in a submission on behalf of Fed Square Pty Ltd - the very organisation that is tasked with the management of Fed Square. This strongly implies that Fed Square Pty Ltd also shares this view and hence does not understand the relationship between Fed Square and the people, or Fed Square's social cultural heritage value.

The Fed Square submissions make strong recommendations - that differ from those of the Executive Director - on the basis of needing to preserve Fed Square's social cultural heritage value, even though they do not seem to have any real, detailed understanding of Fed Square's social cultural heritage value.

As many places of social value are "public" places, the key conservation issue may often be continuity of use and access, perhaps with less concern about the intactness of the original fabric than with its continuing ability to evoke the associations and memories.

This statement is suggesting that continuity of use and access is far more important than the fabric of Fed Square. The submissions argue in a number of places that the experiential is, or can be, separate from the physical fabric.

If this was the case, there would never have been a need to build Fed Square as the City Square would have worked perfectly. The City Square was in the right location, of the right size, had most of the needed supporting facilities, had an award winning design, and had numerous activities and events programmed. However the community did not embrace it and make it their own.

The history of Fed Square clearly shows that the physical fabric and the experiential are completely intertwined. And hence that Fed Square's future social cultural value is intertwined with the physical fabric.

I believe these things show a critical lack of understanding of Fed Square and hence render much of Lovell Chen's submission - and subsequently the Legal Submission that is based on it - fundamentally flawed.

On this basis, Fed Square's submissions should be largely discounted.

Fed Square is really important to the people of Victoria. As the City of Melbourne's submission well states, it took so long for Melbourne to finally get a public gathering place that has been embraced by the community. Hence it is important that decisions that will impact Fed Square's future - and preserving it for future generations - are based on facts and evidence rather than assumptions and generic generalisations.

My Background

I have been working professionally in the broader events industry in Victoria for thirty-seven years and am one of the most experienced event producers in Melbourne. The breadth and diversity of my experience would be matched by few. My knowledge of Victoria's events industry is encyclopaedic.

Over the years I have produced many major public events such as New Year's Eve at Federation Square and NewQuay Docklands, New Quay Dockland's eleven day opening festival as well as having worked on Australian Music Day, Melbourne Music Festival, and St Kilda Festival.

I have produced a vast array of events for corporate brands such as Holden, Honda, MAB Corporation, Nissan, Iveco, Suzuki, 7-Eleven, ING, Starbucks; as well as having worked with not-for-profit organisations such as Australian Red Cross, Ronald McDonald House, and Melbourne City Mission

I have consulted extensively to government - including doing a lot of consulting to what was then Federation Square Management and to the Docklands Authority (including on the Docklands Stadium project). I have also consulted to major national and international event companies, as well as to major festival promoters and other within my industry.

The enclosed video gives a good summary of my experience.

I have long been on the Victorian Events Industry Council - the peak body for the events industry in Victoria.

I was involved with Federation Square from mid 2000. My first project being to event manage the first Public Open Day - the event which was the tipping point for public and government opinion about Fed Square. At that time Federation Square Management had five staff, so I became a

de facto sixth. I worked incredibly closely with FSM through the whole period from then up to the opening of the site. Organising numerous events, overseeing all the other events that were coming onto the site, as well as consulting on issues relating to events. So as well as with FSM, I worked closely with the project managers, the builders, all the parties involved with the site safety committee, tenants and so on.

Many, many dozens of events happened at Fed Square during this time.

I was the organiser of the first three new year's events at Fed Square. And had overall responsibility for all activity on the site - including production, site infrastructure, crowd management security and liaising with all public authorities.

I was directly involved with Fed Square for over four years.

It is worth noting that with regard to this matter I have no conflicts of interest or vested interests. I don't work for or receive funding from the state government or any of its agencies or from any of the other parties. So I can give completely candid views.

My opinions and comments are based on having been there and seen and experienced things first hand. On being there as a participant during of some of the critical periods of Fed Square's genesis. On having produced and overseen many events at Fed Square - including some of the largest events staged at Fed Square. On having attended countless events at Fed Square over the last two decades - always taking a professional interest in them. And on countless discussions with many of my fellow event organisers over the years about their gatherings, events and experiences at Fed Square.

I believe this makes me uniquely well qualified to comment on this matter.

Fed Square Legal Submission

Following are my responses to different parts of the Fed Square Legal Submission. The actual text from this submission is in red while my responses and comments are in black.

Conserving cultural heritage significance based on evolving social value

5. In doing so, the Heritage Council should ensure that the essential qualities of cultural heritage significance which justify the inclusion of Federation Square on the Register are protected and conserved, and not harmed or diminished, by registration.

Response

In principle this is agreed. It is my opinion that the Executive Director's recommendation will protect and conserve, and not harm or diminish, Fed Square's cultural heritage significance.

6. How a heritage place or object should be conserved depends on what it is and why it is registered. That is because what is protected is not the place or object in itself, but the cultural heritage significance that is associated with, or embodied in, the place or object.

Response

While the first sentence is agreed, I disagree with the second sentence as the place and the cultural heritage significance are intertwined.

7. Where the cultural heritage significance of the object or place is embedded entirely within the object or place then conservation may require little more than protection of the object or place. However where the cultural heritage significance is based on an important and evolving social activity – here, congregation in a public place – then the conservation framework must be sufficiently nuanced to provide the essential flexibility to respond to changing community aspirations and needs.

Response

While I agree with the principle of needing to be able to change, no evidence has been provided as to the types of changes that are being alluded to.

The conservation framework should be holistic and cover all things that contribute to and can impact the social cultural heritage value - including the physical and the operational.

The Civic and Cultural Charter provides a good basis for this.

Conserving Social Value

25. That currency requirement is consistent with the observation by Lovell Chen that:

Social value is a collective attachment to place that embodies meanings and values of importance to a community. The reasons for attachment may be spiritual, religious, cultural, political or derived from common experience. To satisfy accepted definitions, it is generally recognised that places of social value must be valued by a present-day community, and that the community group is identifiable.

Response

The many communities groups that have an attachment to Fed Square are actually quite easily identifiable. Importantly, there are many, many such community groups that have strongly embraced Fed Square and do have such an attachment. It is concerning that this does not seem to be known to and understood by the authors.

The strategy to create strong associations within the community - and with many distinct groups within the community - was already being enacted back in 2000 when I first became involved

with Fed Square. Many, many events were organised and held for specific groups at Fed Square before Fed Square had even opened. Building these strong associations was considered extremely important, and it was very successful. The strong links with many groups continue to this day.

It is important to note the continued role that Fed Square's management needs to play in nurturing these relationships and providing the environment and conditions for these relationships to continue to develop. Like with all relationships, unless they are understood and nurtured, they will wither.

Sadly, it would seem that these relationships are neither known nor understood.

26. It follows from that currency requirement that in order to conserve social cultural heritage significance, it is necessary to conserve ongoing current social value. This means that preserve the relevant social cultural heritage significance of a place as crystallised at a particular point in time is to destroy, and not to conserve, its social heritage value. Where that is done, the place becomes (in future) a place with only historical social value, for which the current social significance has not been conserved.

Response

No evidence has been presented that unless Fed Square continues to physically change that its social cultural heritage value will be destroyed. This is just an assumption.

The gatherings and events that are held at Fed Square have absolutely continued to evolve and change. The styles and types of events and activities have changed dramatically over the last two decades - which is something that I have noticed as an event producer in my changing industry.

I am not aware of any pushes from my industry to change Fed Square or feedback that its current form is stifling activities.

It should also be noted that all change involves risk. All large changes involve significant risk. So any change does need to be done very carefully. Unless the cultural heritage is properly understood - which it would seem that it isn't - there is the risk of destroying it by changing.

If fact, the one major change that is outlined in Fed Square's Strategic Plan is likely to place Fed Square's cultural value as serious risk.

27. This poses a challenge, the response to which requires conservation of more than just the physical fabric of the place.

Response

Preserving the social cultural heritage value does require more than just conservation of the physical fabric of the place. However, it requires an understanding of what contributed to the

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social cultural heritage value and what will place it at risk. From my reading of the Fed Square submissions, this understanding seems to be lacking.

As outlined in my original submission, there are many things that can and do impact on Fed Square's social cultural heritage value.

The single biggest risk to Fed Square's social cultural heritage value is actually from the way Fed Square is managed.

Simple changes to the programming of events and activities, to the willingness to embrace things like a candle lit vigil at short notice for an important event, changes of tenants, changes to operational policies can change the feel of the place; and change the way that people, or people from particular groups, feel about the square; and change the relationship between the people and the square. And hence whether people will continue to engage and embrace Fed Square, and whether they will bring their gatherings and events to Fed Square, or whether they will participate in gatherings and events at Fed Square.

From my experience as an event producer, simple changes to an environment, to some of the activities within an environment, or the people the audience interact with can fundamentally change an event.

Fed Square's social cultural heritage value is a fragile thing that needs to be properly understood and protected.

Hence, when Fed Square was being set up, the Civic and Cultural Charter was created to give strong guidance about how Fed Square should be run. It does provide good guidance, and it is important that the spirit of the charter is adhered to as well as the letter.

A current practical example has been what seems to be a move of protests and vigils away from Fed Square over the last couple of years.

For example, the recent candlelight vigil for Christchurch was held in front of the State Library. Whereas up until a couple of years ago, one would have naturally assumed that this would happen at Fed Square.

This would seem to be happening more often and would seem to be because such activities - even though they are vitally important to the community - are no longer being embraced in the same way by Fed Square's management as they were in the past, and that people have no longer felt that Fed Square was the best place for this activity.

This is a concerning trend, and if it continued would have a huge impact on Fed Square's social cultural heritage value.

28. Australian Heritage Commission's, *What is Social Value?* (1992), referred to in the Guidelines, gives as an example of places expected to have social value: "places where people gather and act as a community, for example places of public ritual, public

meeting or congregation, and informal gathering places". The authors observe that "place can be seen as not primarily physical but rather as experiential. Places are widely conceived of as having an essential component of character, identity and 'spirit'."

Response

As an event producer I have to fundamentally disagree with this statement as with gatherings and event the physical and the experiential are closely intertwined.

At the City of Melbourne submission well explains, there had been a number of attempts to create a central gathering space for the City, but none of them worked. The City Square, for example, was a space of similar size to Fed Square, is only a block up the street, it was ringed by food and beverage outlets, and even had a large screen. Yet it was never embraced by the people of Melbourne.

Fed Square on the other hand has been embraced by the community and has been extremely successful (on a national and international scale). The physical has played a huge role in this - as I outlined in my original submission.

As all event producers know, the design of the event space has a massive influence on the experience. And it is not just viewing the event space as an amorphous whole, as it is all the smaller parts and details of the event space that add up to what affects the overall experience.

Fed Square has been a very practical example of this and you can go through element by element and show the way each plays a part in creating the overall experience.

Hence to suggest that Fed Square's social cultural heritage value is not linked to the detailed physical fabric of Fed Square is to discard nearly two decades of actual experience. It is actually puzzling even to suggest it.

As someone who has long produced events for a living, I would suggest that the Australian Heritage Commission's theory is actually wrong in most cases as the physical is always integral to creating the experiential. It is axiomatic.

29. When discussing issues in conserving social value, the authors wrote:

As many places of social value are "public" places, the key conservation issue may often be continuity of use and access, perhaps with less concern about the intactness of the original fabric than with its continuing ability to evoke the associations and memories.

Response

This above statement is suggesting that as long as Fed Square continues to be used for gatherings and events that the physical aspects of the site are not important. As I've written above, the physical fabric and the experiential are absolutely intertwined.

If the original fabric of the place is changed, then this may well cause people to no longer gather and have events at Fed Square - and hence the loss of social cultural heritage value.

It is a troubling statement as it shows that the authors have not understood the important relationship between gatherings and events and the spaces they are held in. And, the reasons why Fed Square has been embraced by the community.

The City of Melbourne's submission is very helpful on this point where it describes all of the attempts over many decades to create a public gathering space for Melbourne. None of these attempts were successful despite the level of expertise and resources devoted to the task.

A walk in Fed Square today - with Chocolate Buddha hoarded up for building works and a number of the other good and beverage outlets closed - gives a practical example of how simple changes in some part of Fed Square can have a dramatic impact on the overall feel and working of the square.

If Chocolate Buddha, for example, was replaced with a commercial activity such as a shop that sells phone and computers there is no doubt that this would change the feel of part of Fed Square, change the purpose of people visiting to Fed Square, and impact on the overall relationship.

Some relatively recent aspects of fabric may be the most valued, such as the new layer of posters in the cafe, reflecting the importance of a continuing practice rather than the retention of the fabric as it was at a particular time. Living elements, such as trees, cannot be prevented from age and eventual death, but the transfer of a continuing function (such as the jumping rope over a local swimming hole) to a new tree may result in little loss of social value.

Response

As someone who spent a fortune over the years having posters for events put up in cafes (generally for two weeks a time), I would suggest that this practice has had much more to do with selling tickets to events than issues of fabric or social value.

Again, this is suggesting that as long as the activities continue to happen that the physical fabric can change. Again, I would argue that the physical fabric and the experiential are intertwined.

Let's come back to the reason why Fed Square are making this argument - as per their Strategic Plan. The basic argument is that they should be allowed to make significant changes to the buildings, and the use of the buildings and site.

Conserving current social significance

40. First, like the Gardens or the Zoo, it presents the challenge of balancing the conservation of both fixed, physical elements (the existing built form) and dynamic, living elements (the use as Melbourne's principal public gathering place). To focus only on conserving the physical form of the existing components of Federation Square would be to preference the dead aspects of Federation Square at the expense of the living.

Response

I would agree that to focus only on conserving the physical form it not the way to go. All of the things that impact on the social cultural heritage value should be carefully considered - including the management and operation of the square. But I would suggest it is lacking understanding of the relationship between people and Fed Square to refer to its physical elements as the 'dead aspects' as they play a key role in bring a part of Melbourne to life each day.

41. The social value of Federation Square is a powerful and predominant consideration in registration. As Lovell Chen state:

Federation Square was designed as a place of public congregation, cultural exchange and commercial activity. In this sense it is without precedent in Victoria. It is considered, however, that the principal purpose of Federation Square is as a place of public congregation.

Response

According to the original design brief, Fed Square was not designed as a place of commercial activity. The design brief refers to 'complimentary retail and visitor services outlets'.

I spent a vast amount of time with Fed Square Management during the key period from 2000 until the whole site was up and running. I heard many of the discussions about the overall strategy for Fed Square and bringing it to life. This included discussions about the tenants.

The discussion was always about which tenants would complement Fed Square as the City's main public gathering space. It was never about finding 'commercial' activities.

From memory, all except two of the original tenants were restaurants and cafe. There was one shop with gifts for tourists and a convenience store.

An incredible amount of work was done to find the right mix of hospitality tenants for Fed Square - so that they would cater for all the different types of people who would be coming to Fed

Square to participate in events and activities - including visiting the cultural tenants (ACMI and NGV). And to finding the right tenants who's operations and offerings would be in keeping with what Fed Square was about.

This strategy was very successful. It is worth noting that Transport, Time Out and Chocolate Buddha are still trading there all these years later. Others like Arintji and Chinotto were there for much of this time. For comparison, when Southgate opened, only one of the hospitality tenants survived the first few years.

So 'commercial activity' was never an integral part of Fed Square. The references to it would seem to have been introduced into Fed Square's submissions to justify their strategic initiative of replacing an existing building with an Apple store.

Conserving dynamic architectural significance

42. The second way is unusual, if not unique. In this case, the architectural value is itself dynamic. As Don Bates explains in his submission:

Federation Square was the consequence of a particular design process and methodology. In this instance, the design process and logic was in the development of relationships rather than objects; in the balancing of emergent forms rather than fixed geometries; the promotion of coherence and difference; of permeability and linkages; of overlapping and embedded spaces; and of provisionality rather than absolutes.

43. The result, as he submits, is that a more nuanced approach is required in order to conserve even the architectural values:

... any recommendation of inclusion of Federation Square into the Victorian Heritage Register needs to offer a more appropriate and more nuanced understanding of what makes Federation Square – Federation Square. Without such an approach, the risk is that Federation Square becomes a caricature of itself.

Response

I agree with Don Bates' statement that there needs to be a 'more nuanced understanding of what makes Federation Square - Federation Square'. I don't believe the submissions exhibit this 'more nuanced understanding'. There is very considerable risk that Fed Square could 'become a caricature of itself'.

The Lovell Chen proposals will best conserve all aspects of cultural heritage significance

44. In order to protect what makes Federation Square "Federation Square", it is important to avoid focusing solely on physical form; it is necessary to go deeper and attempt to articulate the dynamic elements that underly both the present physical

form and the essential (but living and dynamic) architectural, aesthetic and social values.

Response

While I agree 'it is important to avoid focusing solely on physical form', one cannot discount the physical form either. There should certainly be a holistic focus on all the elements that relate to cultural heritage - especially the operational.

45. The proposals by Lovell Chen are better adapted to that more nuanced object than those of the Executive Director.

Response

It is my considered view that the proposals by Lovell Chen are not better adapted than those of the Executive Director.

47. Lovell Chen's proposal should be preferred, as it precisely and specifically describes the dynamic elements:

Federation Square is a living entity, a diverse and evolving civic precinct that combines a range of communal, commercial and cultural activities. The requirement for change is embedded in the design logic for the place, which was informed by an understanding of self-regulating organic systems that grow with considered variations in response to need and context.

Response

Statement 47 is not reflected in Fed Square's Strategic Plan.

The stated requirement for change seems linked to aspects of Fed Square's Strategic Plan that are being promoted in the submission.

At no time during my four years of close involvement with Fed Square - which included the final two years of construction and the whole opening period - was this discussed, mentioned, or intimated in my presence.

Conclusion

48. In relative terms, Federation Square is in its heritage infancy. It is critical that, by protecting and conserving Federation Square, its core cultural heritage values are not diminished or destroyed. It is critical that Federation Square be protected and conserved in a manner that will allow its living values to thrive and adapt to new social and cultural conditions.

Response

Again, this is not reflected in Fed Square's Strategic Plan.

For Fed Square's 'core cultural heritage values' to not be diminished or destroyed, they actually need to be properly understood.

Sadly this document shows that there is still very little understanding of Fed Square's cultural heritage value, what has created this value, what could place it at risk, and hence what is necessary to preserve it - let alone for it to thrive.

49. To protect the physical form so tightly as to constrict the growth of the living values would be contrary to the purpose in s 1(a) of the HA.

Response

No evidence has been given to support the assertion that there is currently any constriction of the growth of the living values due to the current physical form of Fed Square.

As an event producer, I'm not aware of any pushes or demands to make significant change to Fed Square from my peers, or that any need to be made to enable Fed Square to continue to successfully perform its role as Melbourne's main public gathering space.

Apart from building an Apple store, none are suggested in the Strategic Plan.

It is an incredibly flexible site. The gatherings and events that happen at Fed Square have continued to change over time in keeping with current social trends. This is actually a testament to the original design.

Lovell Chen - Statement of Evidence

The text from Lovell Chen's submission is in red and my responses and comments are in black. NB: I have not commented on sections of Lovell Chen's submission that have previously been referenced in my section on the Legal Submission.

1.1.1 Sources

In regard to the assessment of Federation Square's social values, the content included here is based on available evidence, reasonable assumptions and considered thought given by Lovell Chen on the identification of places of social value to Victoria.

Response

Gatherings and events are a massive part of Fed Square. They are fundamental to Fed Square's social cultural heritage value. Hence it is surprising that no people with significant expertise in

events, or the people who were responsible for developing and implementing the strategy for events and activities, were a part of the producing of the Lovell Chen's submission.

3.4 Criterion D: Importance in demonstrating the principal characteristics of a class of cultural places and objects.

3.4.2 Lovell Chen assessment

Criterion D is concerned with the identification of places that demonstrate the principal characteristics of 'notable examples' of a class of place. A class of place is defined in the Threshold Guidelines as, '... a sub-category of a broad place type, such as WWI memorials ... or 'grammar schools' ... A class is generally defined by a specific purpose or use, era, design characteristic, construction technique, materials used or some other recognisable quality ...'

As a prominently-sited city block that was designed as a place of public congregation, cultural exchange and commercial activity, Federation Square is necessarily singular. The co-location of these diverse activities, and the distinctive architectural forms adopted, were an outcome of a particular set of circumstances, including political interests, aspirations for Victoria's identity in the twenty-first century and Melbourne's urban evolution.

While a principal purpose of Federation Square is as a place of public congregation, it is necessary to engage with the place holistically, including consideration of its cultural institutions and the commercial activities that occur there and have consequential impacts on its identity and social values. As such, it is considered that the singular character of Federation Square and its social values – a typological characteristic of public squares – are more appropriately addressed under Criterion E and Criterion G respectively.

Criterion D is not satisfied at the State level.

Response

I would argue that the "co-location of these diverse activities" is not at all accurate. Fed Square was created to have interrelated activities to create integrated experiences for people coming to enjoy a public square. As mentioned earlier, it was not created for commercial activities. Only for activities that complemented and supported its main purpose as a public gathering space.

From the perspective of an event producer who has worked right around Australia and travelled a lot overseas, Fed Square is a very notable example of a public square. It has no match in Australia. And very few around the world.

It is also an excellent example of a modern public square.

The fact it has a sloping amphitheatre means that Fed Square works far more successfully for many types of public gatherings than the more traditional squares that are on one level. Similarly, its many levels mean that it worked very well for public gatherings that have many parts.

The way the LED screen is integrated into the square has made it possible for successful hybrid events. Events where people from multiple locations are linked together. A great example of this is with the Apology to the Stolen Generation.

It is puzzling that Fed Square Pty Ltd would be suggesting that Fed Square is not a public square of state significance. Especially as the Fed Square Pty Ltd has extensively championed Fed Square as being one of the most significant public squares in the world - with a great deal of success.

As a simple search on Google shows, Fed Square is listed in countless places as being one of the most significant public squares in the world.

There is even a Netflix documentary about Fed Square as one of the top five public squares in the world.

As outlined already the refer to 'commercial activities' is not consistent with the original design brief or the strategy for creating Fed Square and bringing it to life.

I disagree with the assertion that the singular character of Federation Square and its social values – a typological characteristic of public squares – are more appropriately addressed under Criterion E and Criterion G respectively. I strongly agree with the comments in the Citizens for Melbourne submission about this point.

Criterion D is certainly satisfied at a State level.

3.7 Criterion G: Strong or special association with a particular community or cultural group for social, cultural or spiritual reasons. This includes the significance of a place to Indigenous peoples as part of their continuing and developing cultural traditions.

3.7.2 Lovell Chen assessment

The requirement for a 'people oriented' place of relevance to a broad demographic, including visitors to Melbourne, was an objective of the competition brief. This objective has been met, with a wide cross-section of the Melbourne and Victorian community having strong and/or special associations with Federation Square. It is also noted that a level of community sentiment is an implicit characteristic of purpose-designed places of public congregation.

An ability to gauge patterns or trends in the communal response to and/or interaction with Federation Square is constrained by the site's youth, noting that it has been operational for less than a generation.

Response

I would argue that very close to two decades does give the ability to gauge patterns and trends in the communal response to and interaction with Fed Square. Especially in light of the scale and intensity of the interactions with Fed Square.

There is, however, evidence that the public plaza at Federation Square has been embraced as a place to meet and congregate in times of celebration (for instance, New Year's Eve), protest (the 2003 march against the Iraq War) and reflection (the 2008 Apology to the Stolen Generations). It is also the case that the large LED screen to the rear of Transport has become a focus of community engagement with Federation Square, drawing crowds to watch coverage of events, particularly sports events. In this respect, Federation Square can be understood as part of Melbourne's sports precinct, which extends to the Melbourne Cricket Ground to the east, and being a place of significance to the large cross-section of the community with an interest in sports.

Response

Again, this is incredibly simplistic and lacking in proper research. There are many gatherings and events that represent important different types of gatherings and events at Fed Square, different types of community engagement, and different types of experiences. So Fed Square has been a place to meet and congregate for much more than just times of celebration, protest and reflection.

As I outline in my original submission it is important to dig much deeper and to really understand what different events mean to different people - the basic human interactions of events.

Even the LED screen plays a far greater and more complex role in the life of Fed Square. For example with the Apology to the Stolen Generation, it allowed people in Melbourne to feel that they were a part of a national event.

The talk of understanding Fed Square as part of the sport precinct is simplistic. Fed Square does allow many parts of the community to actively engage with sporting events, but it is in a very different manner to how people engage with sporting events within the sporting precinct. Fed Square allows members of the public to engage with sporting events - by local and overseas - in an inclusive, community way. Without the need to buy tickets.

The reference to 'the large cross-section of the community with an interest in sports' is again simplistic. There are many distinct and identifiable communities within this. For example, the World Cup, the tennis and AFL all involve very different groups of people.

On the basis of the available evidence, the 'community' for whom the place is valued is large, amorphous and difficult to define, crossing generational, ethnic and gender divides. This is consistent with the diversity of experiences and activities available at the place. It is also consistent with the Federation Square Civic and Cultural Charter of

1997. The strength of communal associations for the site can be understood as varying considerably. For some members of the community, Federation Square derives significance as a meeting place, being located at a key gateway to Melbourne's central grid and opposite Flinders Street Station. For others, associations are tied to annual events including Tanderrum, a Welcome to Country featuring the five tribal groups of the Kulin nation that, up until 2013, is not believed to have been performed since the founding of Melbourne in 1835. For others, associations may derive from attendance at a particular event or performance.

Over time, there is the prospect that the site may develop associations with more readily-definable communities/groups.

Response

The previous sentence is arguably the most troubling sentence of the whole submission. The suggestion that there are no associations with 'more readily-definable communities/groups' displays a truly staggering level of ignorance of how what has happened at Fed Square for the last two decades, and the way people have engaged with Fed Square.

It is deeply troubling as it is being said in a submission on behalf of Fed Square Pty Ltd - the very organisation that has been tasked with the management of Fed Square. This strongly implies that Fed Square Pty Ltd also share this view and do not understand the very important place that they are entrusted with managing.

I have again attached Lovell Chen's list of activities and events that have happened at Fed Square over the last 17 years as an appendix to this document. Even a simple look through this list will show many of the groups that have very long-standing associations with Fed Square. When you start to think about each of these events in terms of the people involved, the depth of the associations become quite evident.

The events that have been held by many of Melbourne's cultural groups provide a great example of this.

The first thing to understand is why cultural groups would want to have their events at Fed Square. As an event producer I can categorically say that it is not because Fed Square is an easy venue for these events, because it is actually a very difficult venue for festivals and the like due to its uneven surfaces and layout.

For the cultural groups, it is about sharing their culture with the broader community and having their culture showcased in Melbourne's most important gathering space. To have their culture and the things they are so proud of in Fed Square - the absolute heart of Melbourne - is an incredibly special things for them.

And again, many of these communities have associations that go back to the earliest days of Fed Square.

There are many groups of people within the broader arts community that have close associations with Fed Square. Fed Square has hosts numerous arts events since it opened including Melbourne Festival, Fringe Festival, and Next Wave Festival.

Fed Square is Australia's centre for the moving image.

Events like the Sustainable Living Festival has been held at Fed Square since it opened.

The range of events and activities that continue to be hosted at Fed Square is quite extraordinary so time should be taken to understand the events, and the people who participate in them as this is what has made Fed Square what it is today.

Comment

Social value is a collective attachment to place that embodies meanings and values of importance to a community. The reasons for attachment may be spiritual, religious, cultural, political or derived from common experience. To satisfy accepted definitions, it is generally recognised that places of social value must be valued by a present-day community, and that the community group is identifiable.

Federation Square is in daily use as a place of public congregation. To date, however, no formal research into the nature of the community (or communities) for whom the place is valued has been undertaken. The attribution of social value is based on the expectation that Federation Square is of value to the 'Melbourne community' at large, as opposed to a distinct or readily-definable group.

Response

It is deeply troubling that strong recommendations about Fed Square's future are being made prior to any proper research being done. The numerous groups with strong associations with Fed Square are very readily identifiable and definable.

As an event producer, I can't successfully produce events unless I have a really deep understanding of the audience. This is not knowing the simple demographics - age, gender, etc.... But having a deep understanding of who they are as people, what they think, what moves and motivates them, what will resonate with them. This is essentially for creating great events.

A good restaurateur will have a similarly deep understanding of their customers. As will a good retailer. A deep understanding of your audience/customers is a basic starting point for the running of any organisation.

So it is troubling that there is not already a deep understanding of the people - as people are the heart of what Fed Square is about.

Research to break down and quantify the site's social value would assist in the future management of the value. Research would also assist in understanding the extent to

which the place is valued by particular ethnic and cultural groups, including Aboriginal and Torres Strait Islander communities.

Response

Such research would be good, but this information should already be known as Fed Square has been hosting many of these cultural groups since it opened 17 years ago.

In contextual terms, Federation Square is an extension of Melbourne's arts precinct, extending across the Yarra River to include the Arts Centre and the NGV. As regards the ED's assessment that Federation Square is of social value to 'cultural institution communities', it is considered that Federation Square can more appropriately be understood as forming part of a broader cultural landscape with an arts underpinning.

Response

I would actually go further than the Executive Director's assessment and say that Fed Square is of social value to many groups of people within the broader arts community and arts loving community. There are so many very strong associations that have been solidly built over two decades.

Again, the purpose of the statement 'about forming part of a broader cultural landscape' seems to be to try to undermine the significant relationships between Fed Square and specific communities relating to the arts (and there are many different communities within the broader arts community).

Criterion G is certainly satisfied at the State level.

4.2 Amended Statement of Significance

Significant fabric and elements at Federation Square include: decking over the rail lines; footings and structural supports; buildings (generally limited to the exterior fabric); landscape elements, including paving and raised planting beds in the main public plaza; and the passive air-conditioning system known as the Labyrinth.

Response

I support the Executive Director's original Statement of Significance.

6.0 Permit exceptions

As a result of the assessment undertaken for this submission, Federation Square has been determined to satisfy criteria A, E, F and G. In the case of Criteria A and G, historical and social value, these are seen to be met across the place as a whole. While there is inevitably a stronger connection to areas which are accessible to the public, the linking of these values to specific elements or features is limited. Where

the link can be made it relates as much to the experience of the place and overall form, rather than to an appreciation of the originality or intactness of fabric.

Response

The suggestion that Criterion G values to specific elements or features is limited again is not based on fact or the history of Fed Square. It would seem to be more about justifying one of Fed Square Strategic Initiatives. I support Citizens for Melbourne's comments regarding this.

Conclusion

I support the Executive Director's recommendation. I also support the changes suggested by the City of Melbourne and Citizens for Melbourne.

I believe the Fed Square submissions to be fundamentally flawed and hence they should largely be discounted.

Fed Square is really important to the people of Victoria. As the City of Melbourne's submission well states, it took so long for Melbourne to finally get a public gathering place that has been embraced by the community. Hence it is important that decisions that will impact Fed Square's future - and to preserving it for future generations - are based on facts and evidence rather than assumptions and generic generalisations.

Appendix C - Future Melbourne Submission - March 1 2019



Heritage Victoria Referral: HV-2019-16

- Apple Federation Square

Submission to Future Melbourne Committee

March 1 2019

Submitted by

Simon Thewlis

Executive Summary

The purpose of this document is to outline reasons why the City of Melbourne should oppose the application for a permit by Fed Square to demolish the Yarra Building and build the Apple Store.

Fed Square has given Melbourne a place for everyone to celebrate, to dance, to learn, to mourn, to protest, to remember, to be joined together as a community - often with people you've never met. A place that Melbourne just never had before. It has fundamentally changed Melbourne.

And hence Fed Square has very significant social heritage value.

The heritage permit application should be refused for the following reasons:

- It has not considered the social heritage value of Fed Square.
- It has not considered how the building of the Apple Store - designed as a physical embodiment of the Apple brand - may significantly impact on Fed Square's role as Melbourne's main public gathering and event space. And in turn the significant impact this may have on its social heritage value.
- The Apple Store - being a large scale retail brand activation involving construction a building to be a physical representation of the Apple brand - is a use of the site that is without precedent. It is a use that is completely different to any previous 'commercial' activity envisioned for Fed Square and is not in keeping with the Civic and Cultural Charter.
- The 70 'events' a week that the Apple Store would hold that are described as being of a 'public benefit nature (i.e. non-commercial)' would actually seem to be of a completely commercial nature and designed to drive long term sales and profit for Apple, and are largely the same 'events' as those already being held at existing Apple stores in Victoria.
- It has not considered how having a completely branded building may impact the many community, commercial and sponsored events that currently happen at Fed Square, and the likelihood that many of these events may no longer be held at Fed Square.
- In the economic case it assumed that Apple and the Apple Store will continue with their current exception level of success well into the future - even though the company's main product is moving towards the end of its life with no major future products confirmed or strongly rumoured. Therefore there is no certainty that the projections of footfall, and hence revenue, can be met in the medium to long term.
- No allowance has been made for the cost of replacing the Apple Store building at the end of the lease. As the building is a physical representation of the Apple brand as it is today, it would be necessary to rebuild all or most of the building at the end of the lease so it could continue to be used for other purposes. The cost is likely to completely outweigh the stated overall economic benefit from the project.

Background

Prior to Fed Square opening, Melbourne had never had a proper public event space or gathering space. Some public events were staged in the City Square (in its various iterations) but it never worked particularly well. Some were tried in the Bourke Street Mall - but tram lines running through the middle of it were a major issue.

Some events and protests were held on the steps of Parliament House. Obviously these would bring that part of the city to a halt due to the street closures. Some outside the State Library.

New Years Eve celebrations ended up being held at Southgate - but the narrow promenade caused serious challenges and safety issues.

There wasn't a larger gathering place that the people of Melbourne embraced as their own.

The opening of Fed Square changed this pretty much overnight.



The opening day of Fed Square in November 2002 was very low key. All the builder's hoarding had been quietly removed overnight, so that in the morning everyone could just walk in and have an authentic experience of Fed Square. There was no hoopla or pageantry or posturing. People could just come in and starting enjoying Fed Square as it was. It was about the people.

New Years Eve in 2002 was the first capacity crowd at Fed Square - with the crowd stretching from the plaza right across Swanston and Flinders Street. It was a key test for Fed Square. Would it work logistically with a capacity crowd? Would the public embrace it? We had a definite yes to both.



The Iraq war rally in February 2003 was the first really large protest to be held at the site. So again it was another key milestone in terms of its role in city life.

Fed Square rapidly became the natural place for Melbourne to come together.

In part it is due to the clever design - the changing levels, its enclosed feeling, the irregular surfaces, the warm textures, etc... - that means the square can give a good feeling and work for a gathering of a couple of hundred people or a major event for 10,000 people.

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From an event perspective, it is important to view Fed Square as a whole as it is all the different elements working together that makes Fed Square work.

Another key part of why Fed Square works is because people feel that it is their square. They have a sense of ownership of it. It is not seen to be owned by anyone else.

People and Shared Experiences

The list of events that have happened at Fed Square that is in Appendix A of the Economic Analysis Summary that is part of the permit application is a pretty amazing list. A vast number of gatherings and events have been held at Fed Square with many millions of people participating.

While these numbers in themselves are very impressive, we need to remember that at the heart of every one of these gatherings and events are people having individual experiences, and experiences they are sharing with other people.

Sometimes they will have been sharing them with people they know. But more often than not, they will be sharing them with other members of the community - complete strangers - that they don't know.

Some of the experiences might have just been fun, while some of these will have been life-changing experiences. Some will have been informal gatherings of a small number of people, while some will have been many thousands of people from all walks of life.

The countless experiences have include:

- Celebrating the new year ahead.
- Learning to dance at Melbourne Festival, to laugh with the Comedy Festival, to share or challenge ideas at the Writers Festival.
- Making a statement as a community about the Iraq War.
- Gathering in the middle of the night to barrack for an Australian team or to enjoy Eurovision.
- Being a part of the apology to the stolen generation.
- Celebrating with one of Melbourne's many cultural communities.
- Mourning the loss of a much loved member of the community.

Fed Square rapidly became the place where the community naturally gathered for events that were important to them. When something significant is happening, it is now just assumed that people will gather at Fed Square.

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It is important to note, that many of these gatherings didn't happen, or weren't able to happen, prior to Fed Square.

Fed Square has played a very special, and quite extraordinary, role in bringing the community together. And in helping to building our community.

This the heart of what community is about. And it is the heart of Fed Square's social heritage value.

Fed Square has fundamentally changed Melbourne.

People - and the experiences they have shared - have made Fed Square what it is. So it is concerning that none of this is even touched on in the Heritage Impact Statement.

What is the 'Apple Global Flagship Store'?

To understand the likely impact on Fed Square of the Apple Store, is important to consider what the Apple Store actually is.

The Apple Store's primary purpose - and reason for being located at Fed Square - is not to sell products on the spot in the way that traditional retailers such as JB Hifi do. MyMac - which was for a couple of decades located opposite Fed Square in Flinders Street - was doing a very good job of this. That being said, the Apple Store's sales per square metre are still likely to be higher than those of any other retailer in the city - but this is still a secondary purpose.

The Apple Store's primary purpose is as a retail brand activation.

Brand activations are now a huge part of my industry. When you go to the Australian Open and countless other sporting and other events you will see many, many brand activations.

A simple definition of brand activation is:

Brand Activation is the art of driving consumer action through brand interaction and experiences. It's about bringing brands to life via experiences and forming long-term emotional connections.

The only real difference between the Apple Store and other brand activations is the scale and length of time it will be there - i.e. a whole building and for 20 years.

A retail brand activation generally has two levels of interaction:

Public

The first is with the broader community - people who see the activation directly or via media or social media.

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The reason for designing and constructing a completely new building for the Apple Store is to create a large scale, physical representation of the Apple brand.

The Apple flagship stores are designed so that most people will be able to immediately know it is an Apple building - even if they cannot see the logo. The Apple flagship stores are in themselves a physical representation of the Apple brand.

Hence the Apple stores are designed to visually dominate their location.

As Fed Square is a very high profile location in the centre of Melbourne, the Apple Store - and therefore the Apple brand - would be clearly visible to all who visit the broader precinct.

The Apple Store - and hence the Apple brand - will visually be a part of every gathering and event in the square. And in the majority of imagery from these gatherings and events - including media and social media. Whether it is a small community gathering, a funeral for a much loved member of the community, a protest, a celebration of a culture; the Apple brand will visually be a part of it.

This is a key part of the strategy of the Apple Store. To embed the Apple brand into the heart of Melbourne's community and cultural life.

Fed Square is an iconic Melbourne location. Hence imagery of it features in most tourism campaigns and materials for Melbourne and Victoria. Not to mention as the backdrop for countless news and current affairs shows, and so on. It is integral to the image of Melbourne that is projected around Australia and around the world.

Once built, the Apple Store - and hence the Apple brand - would feature in all of these things and be seen as an integral part of Melbourne. This is even though Apple has no history of civic involvement with Melbourne, or history of being a part of or contributing to the Melbourne community. Apple has not been a major supporter of the arts, sport, research or education in Melbourne. It has not been a major employer in Melbourne.

So Apple would be promoted as an integral part of Melbourne, or Fed Square would stop being promoted as a key part of Melbourne.

In summary, the aim of the Apple Store at this level of interaction is to make Apple seen to be an integral part of all gatherings and events at Fed Square, and seen to be an integral part of Melbourne. This is with the purpose of forming long term connections with consumers, and hence them buying Apple's products and services.

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In this context, the Apple Store's purpose isn't really any different to the super-site billboard on the top of Young & Jacksons. They are both used to promote commercial brands with the ultimate aim of selling products and services.

One uses a LED screen, while the other uses the complete design and architecture of a whole building to achieve this commercial outcome.

Personal

The second level of engagement is with people who actually come into the store. The aim here is to give them a personal experience of the Apple brand so they will form a long term emotional connection with it, and hence buy Apple's products and services well into the future. So it is about cultivating a long term customer rather than enabling a quick sale.

Just as with the brand activations you will experience at the Australian Open and other events, there will be activities you can be involved with to give you that personal experience.

Some of these activities may have an educational component. However, their purpose and intent is to give the consumer an experience of the Apple brand so that they will end up purchasing their products and services on an on-going basis.

The permit application states that the Apple Store will host 70 events each week and that the 'events' are activities of a 'public benefit nature (i.e. non-commercial)'. This is a nonsense (and a cause of much mirth amongst my event colleagues who do lots of brand activations).

To illustrate, below is a random selection of the 'events' at Apple's Union Square flagship store (on Saturday February 9 2019):

- Learn how to set up and take family portraits using **iPad Pro** and **iPhone**.
- Add energy to your videos by manipulating time. Bring drama to a moment using Slo-mo. Capture a sunrise with time-lapse or hyper-lapse. You'll learn how to shoot and create these videos using your **iPhone**.
- Explore how simple it is to build rhythm by learning how to create a drum pattern. We'll show you the parts of a drum kit and how to create the foundation for your song in **GarageBand** on **iPad**.
- Bring an app idea to life using **Keynote** for **iPad**. You'll sketch an app interface and use shapes, text, and linked slides to show how the app functions.
- Teach students creativity, collaboration, and critical thinking through coding and app design. We'll share our Everyone Can Code curriculum, which makes it easy to teach **Swift** coding. You'll get hands-on with **iPad** to explore the app design cycle and create an app prototype in **Keynote**.

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- Express your ideas in a more visual way using **Apple Pencil** and the **Notes app** on **iPad**. You'll create a fun project that combines drawing, handwritten text, and colour.
- The **Health app** on your **iPhone** makes it easy to track four key areas: Activity, Mindfulness, Nutrition, and Sleep. We'll show you how to set up **Medical ID** and connect to other apps in the Health & Fitness category so you can view your health data in one convenient place, monitor your progress, and start reaching your goals.

These 'events' are certainly being held with the aim to produce a commercial outcome. They are based very heavily on the use of Apple's products and services. While there may be some educational component to the 'events', as they are so Apple product focussed that they certainly cannot be considered non-commercial.

This is standard retail brand activation 101.

It should also be noted that the majority of these 'events' were also happening at the Chadstone Apple Store on the same day. In fact the list of 'events' for both Union Square and Chadstone on this day were very, very similar - despite one being a 'global flagship' store. So it would seem that these 'events' already happen in Melbourne at the existing Apple stores.

Apple's head of retail - Angela Ahrendts - was asked in an interview whether Android users would be welcome at these activities in Apple Stores. She responded that everyone was welcome and referred to the Starbucks concept of a third space, and that they had some great upgrade paths for Android users to Apple products. So Apple are not disguising the fact that the purpose of the activities in the Apple Stores is to sell their products and services.

Retail brand activations have proven to be very successful. In my industry, brand activations are huge business. They are huge business because they do deliver real outcomes - i.e. sales and profit to the companies.

The Apple Store would still sell products, but it is worth noting that the Apple business model is based on transactions being mainly done online rather than just in physical stores - so they focus on forming the long-term connection between the brand and the customer.

The purpose of the Apple Store is to drive considerable sales and profit in the longer term for Apple. It is not philanthropic. Hence it is not right to talk about the events and activities being of a public benefit nature as it simply isn't true.

'Commercial' Use

There has been much talk about the Apple Store being consistent with the previous, and planned, 'commercial' use of the Yarra Building. This is simply not true.

Back when Fed Square was being built, BMW became the naming sponsor of the BMW Edge. While BMW paid a very large sum of money (rumoured to be millions) to be the naming sponsor of the



BMW Edge, the BMW logo didn't appear anywhere at Fed Square. And neither did any of BMW's other brand elements such as colours, imagery, products, etc.... It was just the name of the venue - BMW Edge - in very modest size that was used.

This is a good example of how important it was considered - right from the planning process - for Fed Square not to be seen as a commercial place. And again, the importance of Fed Square being seen as

being the people's place and not owned by a corporation.

The only logo with any prominence on the whole site has been the SBS logo. The logo is still very modest in size, and it is for a public broadcaster and government owned.

The Yarra Building - as with the other buildings - has only ever had very modest branding for its tenants. This has been a consistent policy since day one.

What has been proposed for the Apple Store is completely different to this.

Constructing a building that is a physical embodiment of a commercial brand is a completely different use that has no precedent at Fed Square. The Apple branding and designs are so strong that the majority of people will recognise the building as being an Apple Store even without seeing the logo. The Apple Store has been designed to dominate the space and for the Apple brand to be a highly visible part of Fed Square and all the events and activities that take place there.

It is effectively a very large scale billboard. It is not really different to the billboard on the top of Young & Jacksons Hotel that is opposite.

This primary reason for the Apple Store being built at Fed Square.

It is a complete and fundamental change in policy and purpose for the Yarra Building site, and for Fed Square generally. It is not in keeping with the Civic and Cultural Charter.

It also would set a very troubling precedent for Fed Square. The architecture can be extensively changed to represent your brand if you are willing to pay enough.

Potential Impact on Gatherings and Events

Fed Square's social heritage value comes largely from the gatherings and events (both spontaneous and planned) that take place at Fed Square. Hence it is really important to consider what impact the Apple Store will have on gatherings and events - and hence on Fed Square's social heritage value going into the future.

- Apple Federation Square

Submission to Future Melbourne Committee

The Apple Store building is a very large physical representation of the Apple brand that would be located on the square itself - so on the most high profile part of Fed Square. It will have a dominating presence at Fed Square. It will visually be a part of every event and gathering that happens in the square.

It is very concerning that the permit application doesn't seem to even consider what the potential impact of the Apple Store might be on gatherings and events in Fed Square. It took the simplistic view that as the footprint of the Apple Store building would be less than the footprint of the existing Yarra Building that there would be no impact on gatherings and events.

This exhibits a complete lack of understanding of gatherings and events, and the way that Fed Square works and is used. It is also exhibiting a complete lack of understanding of the relationship between the people (i.e. the community) and Fed Square (their square).

There is no doubt that having a commercial brand with such a dominating presence on the square will change some people's relationship with Fed Square. It will certainly disenfranchise some people, and make some people feel that it is no longer their Fed Square.

And certainly Apple's continued references to 'Apple Federation Square' will not help this.

Being a dominating brand presence in the square, one would also need to consider the number of events and activities that may no longer happen at Fed Square.

There will be some organisations and groups that will not want to hold their events or activities in the shadow of the Apple Store. This could be because their values and culture differ from Apple's values and culture. Or just because they don't want to be linked - directly or indirectly - to a large commercial brand or a large multi-national company.

Some groups - especially community groups - may have an issue with some of Apple's practices. For example, Apple's approach to paying tax in Australia, its approach to manufacturing in low wage countries, or its approach to supply chain and minimising employment in Australia. Some may just not want to be aligned with (or seen to be aligned with) a major multi-national brand.

But some events may not be able to continue to happen in the square due to a conflict between the supporters or sponsors of the organisation or event and the Apple brand.

Apple's current product lines (with examples of competitors given) include:

- mobile phones - Samsung, LG, Google, Sony, Huawei, Oppo
- computers - HP, Microsoft, Lenovo, Acer, Asus, Alienware, Dell,
- watches - TAG Heuer, Samsung, Fitbit
- headphones - Bose, Sennheiser, Sony
- software - Microsoft
- music streaming - Spotify
- video - Netflix

- Apple Federation Square

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It is not known what other product lines Apple may be in in future years. Automotive remains a strong rumour.

As an example, Samsung is a major sponsor of the AFL (as well as netball and many other things). Would the AFL still be allowed to hold events at Fed Square - and they have held many events and activities at Fed Square in the past - if they include their sponsor Samsung's branding?

One would assume that the Apple Store license agreement with Fed Square would include clauses that limit competing brands having a presence at Fed Square - especially out on the square near the Apple Store.

Probably the bigger question is whether an organisation sponsored by a competing brand would be still willing to hold events and activities at Fed Square knowing that the Apple brand would end up featuring in most of the imagery and media from the event or activities. The traditional logic is that they wouldn't as the presence of the Apple Store - which would end up in much of the media and social media imagery - would conflict with their one of their sponsors. Organisations will always make sure they look after their sponsors.

A read through the list of past Fed Square events will show many potential brand conflicts.

Again, we aren't talking about a simple Apple logo on a building, but a whole building near the middle of the square that has been built to be a physical representation of the Apple brand.

Therefore, it is very likely that the Apple Store will have a very significant impact on future gatherings and events in Fed Square, and hence on Fed Square's social heritage value.

And hence, it is puzzling that this hasn't been even touched on in the Heritage Impact Statement.

The Future of the Brands

Fed Square's brand would be inextricably linked to the Apple brand. So it is also important to consider how a strong association with the Apple brand may impact Fed Square into the future. And, and how the Apple brand may change into the future.

Something that has a major impact on the Apple brand is also likely to impact on Fed Square's brand. And in turn, on how people view Fed Square and use Fed Square.

The permit application seems to base many of its assumptions on the Apple brand and the Apple Stores continuing to have their current stellar levels of success for many years to come. They seem to be based on the additional footfall continuing from year to year at the very high predicted levels (1.6 million per year) and hence the additional revenue this will bring via other tenants.

It is important to consider the Apple brand - both now and into the future.

- Apple Federation Square

Submission to Future Melbourne Committee

Over 60% of Apple's income is derived from one product - the iPhone. The iPhone is now 12 years old. In recent years the unit sales of the iPhone have flatlined.

The smartphone market is now a mature market. Most people in the major western countries who want a smartphone now have one. All the major brands of smart phones have similar functionality - so the iPhone is no longer significantly superior to its rivals.

In fact, the new folding phones/tablets have been released by Samsung and Huawei and not by Apple. So with this innovation Apple may just be a follower rather than leader.

Whereas in the past consumers were keenly awaiting the arrival of new models to get new, needed features and functionality; the phones have reached a stage where they all do practically everything that consumers want them to do. Hence many people are keeping their phones much longer and updating them less often. So sales of iPhones have not been growing.

In the December 2018 quarter, iPhone sales revenue declined by 15%. Apple experienced a huge drop in market capitalisation. It is too early to tell if these trends will continue.

The last major new product that Apple released was the iPad in 2011. The tablet market is also now mature and iPads only account for 8% of Apple's turnover.

Unless Apple is able to release a major new product relatively soon, it is safe to assume that the Apple brand is likely to decline over coming years.

If iPhone sales continue to stagnate and competition between smartphone brands continues to become more price sensitive, then the desirability of the Apple brand will decrease. In turn, the Apple Store's ability to generate footfall would be reduced.

The whole business case seems to be based on the assumption that Apple will come up with other major products that will be just as successful as the iPhone. While this is possible, there have been very few - if any - other products as successful as the iPhone.

So without these major new products, the permit application's business case falls apart and Fed Square's future would be at risk.

The Economics

Much has been said about the economics of the Apple Store for Fed Square. Although nothing has been said about what Apple will actually be paying to have the Apple Store at Fed Square. So it is impossible to make any proper assessment of the economics of the Apple Store.

However, it has been stated that Fed Square's economic future is completely reliant on the Apple Store going ahead. Concerningly, there does not seem to be any Plan B - even though the Apple Store is far from certain and the long term impact of the Apple Store is even less certain.

- Apple Federation Square

Submission to Future Melbourne Committee

Fed Square had operated very successfully for many years. But now there doesn't seem to be a strong vision for Fed Square and its future.

It is also necessary to put Fed Square's financial position as stated in the permit application into perspective. In 2018 Fed Square recorded a deficit of \$4.8m.

The Melbourne Convention and Exhibition Centre recorded in 2018 a \$19.6m deficit and in 2017 a \$14.3m deficit. This doesn't raise a murmur as MCEC is viewed to play a critical role in bringing tourism to Victoria. And in fact, the government has continued to invest hundreds of millions of dollars into the expansion of MCEC to keep MCEC competitive so that it gives even greater overall benefit to the community.

Melbourne and Olympic Park recorded in 2017/18 a \$4.2m loss and in 2016/17 a \$20m loss. Again, this doesn't raise a murmur as the overall benefits to the state of the events held at Melbourne & Olympic Park are considered to outweigh this. And again, the government has been investing close to a billion dollars into expanding the precinct as this will give greater benefit in the long term to the community.

In each of these cases the deficits seem to relate to allowances for depreciation of their buildings and are not cash deficits.

It is worth noting that the government is also currently investing hundreds of millions of dollars into redeveloping the Arts Precinct. Again so that it gives even greater benefit to the community.

Fed Square is the link between the Sports Precinct, the Arts Precinct and the Conventions Precinct; and Melbourne's most visited tourism site yet unlike the other precincts, the state government seems to be unwilling to fund the necessary continued development of Fed Square to ensure that it can keep performing its critical role in the community.

Fed Square is not at any financial risk. It is really a case of whether the state government is willing to invest in Fed Square's future as it has done with so many other public institutions.

The Value of the Building

The Economic Analysis in the permit application says that ownership of the Apple Store building will revert to Fed Square P/L at the end of the lease - in 20 years.

The Apple Store building is designed to be a physical representation of the Apple brand as it is today. Hence it is likely to be completely out of date in twenty years time in terms of relevance to the Apple brand. But more critically, it will also be completely inappropriate for other potential tenants or uses as the building does represent the Apple brand.

So it is very likely that it would be necessary to replace, or largely rebuild, the Apple Store building at the end of the lease so that it can be used.

- Apple Federation Square

Submission to Future Melbourne Committee

One would assume that the cost of replacing (or largely rebuilding) the Apple Store building would be significantly greater than the claimed overall \$45m economic benefit of the project.

So the overall economic benefit of the project - as outlined in the permit application - would be negative.

Apple would gain considerable economic benefit, but the people of Victoria would get none (or much less than none).

Masterplan

It is deeply concerning that 17 years after opening that there is no masterplan for Fed Square.

All decisions - even ones that will fundamentally change Fed Square forever - are being done in a piecemeal manner with no regard to an overall strategy or long term plan.

A final reason why this permit to demolish the Yarra Building and replace it with an Apple Store should be denied, is that it is not part of a well thought out masterplan for the precinct.

Such major decisions about Fed Square's future should not be made until there is a proper masterplan, and until the current Heritage List process has concluded.

People

Any discussion of Fed Square should start and finish with people. As the purpose of Fed Square from day one has been to bring people together.



Much has been said about what one of the principal architects thinks of the proposed Apple Store. Don Bates' opinions were included in the Heritage Impact Statement.

It is just as important to note that the other principle architect - Peter Davidson - joined us for the rally against the Apple Store back in September to show his opposition to the project.

The opinions of the architects are interesting and should be heard. They designed a remarkable public gathering space that has fundamentally changed Melbourne for the better.

However, they are not the most important voices.

The most important voices are those of the people.

HERITAGE VICTORIA REFERRAL: HV-2019-16
- Apple Federation Square
Submission to Future Melbourne Committee

March 1 2019



It is the millions of people who have participated in events and activities at Fed Square who have made Fed Square what it is. If we lose the connection between the public and Fed Square, then Fed Square loses its purpose and will no longer work.

Hence we ask that you listen to the voices of the people of Melbourne, and object to the granting of the heritage permit to demolish the Yarra Building.

My Background

I write as one of Melbourne's most experienced event producers. I was involved with Fed Square from the initial Public Open Day and right through getting it opened and established.

For the last decade I have specialised in producing events for large national and international brands. I have been a member of the Victorian Events Industry Council - the peak body of the Victorian events industry - for many years.

It is worth noting that I have been a dedicated Apple customer for close to three decades, and have taken a very close interest in Apple's journey and the many twists and turns it has taken.

This background has given me a unique perspective about how the proposed Apple Store would impact Fed Square - especially in terms of its role as Melbourne's most important public gathering and event space. And of the heritage impact from a social perspective.

Appendix D - List of Events at Fed Square

Time period / Event type	Major Events	Cultural & Community	Arts, Entertainment & Sports	Health & Wellbeing	Big Screen	Cultural Tenants	Commercial Partnerships
2002 - 2006	<ul style="list-style-type: none"> • New Year's Eve 	<ul style="list-style-type: none"> • Festival Melbourne • World Environment Day Rally • Festival New Zealand • Festival Poland • Turkish Festival • Lebanese Festival • Viva Brazil • Maslenitsa – Russian Butter Festival • Thai Festival of Food and Culture • Chanuka • Buddha Light Festival • Italian Festival • Bambuco-Melbourne Fringe Festival • Twilight Festival • Melbourne Food and Wine Festival • Melbourne Midsumma • The Sustainable Living Festival • Car Showcase Series • Next Wave Festival • Moomba Waterfest • Australia Day celebrations • Wine Showcases • Book Market • Royal Visits: Prince Charles; Prince Frederik and Princess Mary; Princess Victoria • Peace Rally • World's largest 'Zorba Dance' • World's largest 'Celtic Highland Fling' 	<ul style="list-style-type: none"> • Melbourne Design Festival • Mercedes Australian Fashion Week • Melbourne International Arts Festival • Comedy Festival • AFL Season Launch • AFL Grand Final week • Melbourne Jazz Festival • Under Glass concert series • Patma music children's classical concerts • World Aids Day Concert • Boite World Music Series • Christmas in the City Concerts • Regurgitator's 'Band in the Bubble' • Official Olympic Torch Relay Welcome Ceremony 	<ul style="list-style-type: none"> • Tai Chi in the Square 	<ul style="list-style-type: none"> • World Cup • Commonwealth Games • Bledisloe Cup Live Site • Australian Open Tennis Live Site • Formula One Grand Prix Live Site • Melbourne Cup Carnival Live Site • Athens Olympics • Euro 2004 Football Championship Final • World Cup Rugby 	BMW Edge <ul style="list-style-type: none"> • Fashion Showcase Series 	<ul style="list-style-type: none"> • BMW
2007 - 2011	<ul style="list-style-type: none"> • New Year's Eve • The Light in Winter 	<ul style="list-style-type: none"> • Thai Festival • Buddha's Day • Polish Festival • Diwali • Festival Indonesia • Lebanese Festival • Chinese Festival • Chanukah • Viva Victoria 	<ul style="list-style-type: none"> • Fed Square Live concert series • L'Oreal Melbourne Fashion Festival • Motorola Spring Fashion Week • Melbourne Writers Festival • Emerging Writers 	<ul style="list-style-type: none"> • Tai Chi in the Square 	<ul style="list-style-type: none"> • Xbox Gaming Sessions • AFL Live and Classic Matches • Australian Open Live • Cricket Live • Melbourne Cup Carnival Live Site 	NGV <ul style="list-style-type: none"> • Kids Corner • 150 Year Celebration of the NGV • Art Chat • Sidney Nolan • Black in Fashion: Mourning to Night 	<ul style="list-style-type: none"> • BMW • PRIMUS • Optus • SBS • Tourism Australia • Tourism Victoria • Metlink • Melbourne Sports Centre Trust

Time period / Event type	Major Events	Cultural & Community	Arts, Entertainment & Sports	Health & Wellbeing	Big Screen	Cultural Tenants	Commercial Partnerships
		<ul style="list-style-type: none"> • La Faya Mauritius Festival • Bengali New Year • Vietnamese Lantern Festival • Australia Day Breakfast • Kirat • National flag raisings days • Fed Square Wine Showcase Series and Awards Program • Book Market • Barbie Exhibition • Microbreweries Showcase • Spirit of the Square • Fringe Festival • Food and Wine Festival • Tamil Remembrance Vigil • Interfaith Prayer and Chant Ceremony for the Victims of the Japanese Earthquake and Tsunami • Melbourne Conversation: Universal Access Challenge • Whitelion's Bail Out Week • Fatality Free Friday • Great Australian Sunny Sizzle • End the Cycle photo session • Rawcus Flashmob • Sugar Mountain Festival • World Autism Day – Light it Up Blue • Refugee Photo Exhibition • The Big Issue – 15th Birthday • The Long Walk • NAIDOC Week • Forums – Melbourne Conversations, Monash Series, Conversations with the Archbishop, Zero Carbon Britain, Meet Your Member, Australia Day Panel • Sneaker Freaker Swap Meet • Solstice Celebration • Antipodes Festival • Seniors Festival • Ride to Work Day • RMIT Graduation Day 	<ul style="list-style-type: none"> Festival • Melbourne Comedy Festival • Melbourne Jazz Festival • Melbourne International Arts Festival • Melbourne Design Festival • Human Rights Arts and Film Festival • Melbourne Design Market • Kazunari Sakamoto Exhibition & Forum • Royal Australian Institute of Architects Exhibition • RMIT Design Forum • Melbourne Open House Forum • Building Design Association of Victoria Exhibition • AFL Week • Australian Open • Grand Prix Events • Melbourne Storm Winners Appearance • Australian Cricket Team Appearance • World Cup • ABBAWORLD • Art of the Brick • Stopcycle 1 • Mobius • Carbon and Sugar Mountain • Kings in the Corner • The Other Film 		<ul style="list-style-type: none"> • Australian Opera Live Site • Australian Ballet Live Site • MIFF • The Dali Lama's visit • Bollywood Feature filming • Streaming Museum • TED Talks • Eureka Tower Cam • SMS Fed TV • City Cares & Senior Town Square Conversations • Art Chat with NGV • Opera Australia Live Site • Tim Burton Live Site • Tropfest • Nickelodeon Kids Choice Awards Live Site • Beijing Olympic Live Site • Fed Ed TV • Federal Government Apology to the Stolen Generation Broadcast • 12th FINA Swimming Championships Live Site 	<ul style="list-style-type: none"> • Late Night Thursdays @ Fed Square <p>ACMI</p> <ul style="list-style-type: none"> • NAIDOC Week Films • December Films • Tim Burton Show • Screen Worlds • Game On • Setting the Scene • Synaesthesia • In the Frame • Pixar: 20 Years of Animation • Replay Marclay • Late Night Thursdays @ Fed Square <p>BMW Edge</p> <ul style="list-style-type: none"> • Puppets @ Fed Square • Sing your Own Opera • Freestyle @ Fed Square • Urban Screen Conference • Exit Reality Launch • MSO Saturday Jams <p>Australian Racing Museum</p> <ul style="list-style-type: none"> • Myer Field of Fashion Exhibition • Racing Dynasties – A Way of Life 	<ul style="list-style-type: none"> • Melbourne Convention and Exhibition Centre • Melbourne Visitors Bureau • Department of Business and Innovation • Regional Development Victoria • Queensland University of Technology • AGL

Time period / Event type	Major Events	Cultural & Community	Arts, Entertainment & Sports	Health & Wellbeing	Big Screen	Cultural Tenants	Commercial Partnerships
2012-2016	<ul style="list-style-type: none"> • New Year's Eve • Spirit of the Square (Christmas) • Federation Square's 10th Birthday • River Rink • The Light in Winter • Slide the Square • White Night 	<ul style="list-style-type: none"> • Small Business Festival • NAIDOC Week • The Long Wa k • Independent Gaming Festival • Regional Wine Showcase Series and Awards • Book Market • Micorbreweries Showcase • Car Club • Spirit of the Square • Next Wave Festival • Design Festival • Melbourne Food and Wine Festival • Sustainability and Fair Trade Festival • HM Queen Elizabeth 	<ul style="list-style-type: none"> • Australian Open • Pause Digital Festival • Austhetic • Loop • Tape Melbourne Strandbeest • In the Pines • Caden Evans appearance • Today Show Outside Broadcast featuring Lenny Kravitz • Comedy Festival • Melbourne Writers Festival 	<ul style="list-style-type: none"> • Yoga • Tai Chi • Urban Hip Hop and Salsa dancing • Refresh Your Mind Meditation • 'Feel Young' Chinese seniors dance • Health Quigong • Laughter Club • Pop Up Chess • Exercise and dance (Salsa and Zumba) • Crochet 	<ul style="list-style-type: none"> • Australian Open Live • SBS News • Big Screen Gaming • AFL Live and Classic matches • Grace Kelly Movie Marathon • State Funeral for Jim Stynes • Eurovision • Super Bowl • Game Masters • Ted Talks • Fed Camera • Piazza TV Perth 	<p>ACMI</p> <ul style="list-style-type: none"> • Star Voyager Exhibition • Thermos • Circle the Square <p>NGVA</p> <ul style="list-style-type: none"> • Circle the Square <p>KHT</p> <ul style="list-style-type: none"> • Urban Indigenous Tour 	<ul style="list-style-type: none"> • BMW • SBS • Tourism Victoria • Melbourne Visitor Centre • AFL • Australian Open • Melbourne Symphony Orchestra • Melbourne International Comedy Festival • Circus Oz • Deakin University • Melbourne Convention Bureau

Time period / Event type	Major Events	Cultural & Community	Arts, Entertainment & Sports	Health & Wellbeing	Big Screen	Cultural Tenants	Commercial Partnerships
		<ul style="list-style-type: none"> • National Disability Insurance Scheme Rally • Fatality Free Friday • Buddha's Day • Thai Food and Cultures Festival • Viva Victoria • Diwali Indian Festival of Light • The Choir of Hope and Inspiration • World Autism Day – Light it Up Blue • The Song Room Series 2012 • National Architecture Week • The Pop Up Patch • Czech and Slovak Film Festival • Spies by Night • Fresh Air Festival • FutuRide • Nomad • Visible Studio • The Long Walk • NAIDOC Week • Journey of Recognition • Reconciliation Week Launch and activities • Disability Sport and Recreation Festival • Keep Moving! • World Parkinson's Day • Parkinson's Victoria Walk in the Park • The Choir of Hope and Inspiration • World Autism Day – Light it Up Blue • The Song Room • Fed Square Car Club Showcase • Bounce • In the Pines • Run for your Life • Beyond the Bright Black Edge of Nowhere • Pause Festival • Pop Up Playground 	<ul style="list-style-type: none"> • Fed Square Live Concerts • Melbourne Indigenous Arts Festival • Melbourne International Arts Festival • L'Oreal Melbourne Fashion Festival • Virgin Australia Melbourne Fashion Festival • Human Rights Arts and Film Festival • The Other Film Festival Program • Busking • Patrick Dougherty's "Ballroom" installation • David Burrow's Mirage Project • Spring Fashion Show • The Choir of Hope and Inspiration • Arts Participation Incubator • ARUP Penguin Pool • Liquid Architecture • Words with Melbourne • Chamber Made Opera • Festival of Live Art • NAIDOC concert • Melbourne Victory A-League appearance • Australian World Cup Cricket team appearance 		<ul style="list-style-type: none"> • ABC News and SBS World News • National Indigenous TV • Presidential Election • Sporting events; e.g., Tour de France, American Football, Rugby, Olympics and Paralympics, Australian Open, Boxing Day Test, One Day Test Matches and AFL 2013 • Melbourne International Film Festival • Czech and Slovak Film Festival • Experimenta • Human Rights Art and Film Festival • Assortment of programming, including content from Australian Teachers of Media, VCA, ACMI • Live broadcast of Earth Hour from Sydney Opera House • Great Ocean Road Race • ICC World Cup Cricket • Davis Cup • UEFA Champions League • Grand Prix • A-league matches 		<ul style="list-style-type: none"> • Melbourne Visitor Centre • Australian Open • Corporate Vision Australia • ACG • Ikon Services Australia • VicHealth • Visit Australia • Victoria Tourism Industry Council • Victoria Events Industry Council • Melbourne Convention Bureau • City of Melbourne • Olympic Parks Trust

Time period / Event type	Major Events	Cultural & Community	Arts, Entertainment & Sports	Health & Wellbeing	Big Screen	Cultural Tenants	Commercial Partnerships
		<ul style="list-style-type: none"> • Next Wave Festival • Total of 24 multicultural festivals • National Day flag raisings • Seniors Week • World Down Syndrome Day • ADEC and ARTability • Human Rights Arts and Film Festival • The Song Room • Melbourne Indigenous Arts Festival • Dijilpin Arts NT • Chinese New Year • Melbourne Festival • The Big Pitch • PauseFest • 5,000 Poppies Project • Shine Bright Candle Light Vigil • Civic Vigils • Mexican Festival • Victorian Multicultural Festival • Tanderrum • 	<ul style="list-style-type: none"> • Contemporary and classical music events and workshops • Craft workshops 				
2017-2018	<ul style="list-style-type: none"> • New Year's Eve • Slide the Square • River Rink • Architects of Air - Arboria • White Night Melbourne (Poetic Kinetics and Patrick Shearn's Liquid Sky) • New Year's Eve 	<ul style="list-style-type: none"> • GLAD Rappers • NAIDOC Week • Melbourne Festival • The Nook – new permanent place-making initiative • Diwali Festival of Light • Indian Film Festival - Independence Day flag raising and Bollywood dance competition • Buddha's Day • Chinese New Year • Beauty of Chengdu Exhibition • Winter Solstice Festival of Welcome • Fiesta Malaysia • Korea Festival • Czech and Slovak Film Festival • Polish Festival • Greek Glendi Festival • Nepal Festival 	<ul style="list-style-type: none"> • Art of Banksy • The Human Mobile • Melbourne Writers Festival – Jaipur Literature Festival • Melbourne International Film Festival • Virgin Australia Melbourne Fashion Festival • Concert Series (7 free concerts) • 2016 Toyota AFL Grand Final • Australian Open Tennis 	<ul style="list-style-type: none"> • Yoga • Meditation • Chinese Dance • Tai Chi • Laughter club • Dance (Zumba) 	<ul style="list-style-type: none"> • Australian Open Final • International Champions League • Olympic Games • AFL Grand Final • NRL Grand Final • Melbourne Cup • AFLW Games • Superbowl • US Presidential Election • In 2018 a Digital Facade is being constructed to replace Big Screen 	<p>ACMI</p> <ul style="list-style-type: none"> • Scorsese • Melbourne Winter Masterpieces (Wallace & Gromit, Wonderland) <p>NGVA</p> <ul style="list-style-type: none"> • John Olsen – The You Beaut Country • Colony, Australian 1770-1861/Frontier Wars • Del Kathryn Barton • Past Legacy, Present Tense • The Pool <p>KHT</p> <ul style="list-style-type: none"> • Koorie Krismas • Cultural tours 	<ul style="list-style-type: none"> • City of Melbourne – community Christmas programming • Channel 7 – Australian Open • Walt Disney Company Australia – Marvel Avengers S.T.A.T.I.O.N. • Greater Shepparton City Council – Shepp Square

Time period / Event type	Major Events	Cultural & Community	Arts, Entertainment & Sports	Health & Wellbeing	Big Screen	Cultural Tenants	Commercial Partnerships
		<ul style="list-style-type: none"> • African Music and Cultural Festival • Thai Food and Culture Festival • Sikh Festival of Vaisakhi • Japanese Summer Festival • Victoria's Multicultural Festival • Sorry Day • National Reconciliation Week • The Long Wa k • Mabo Day • Yirramboi Festival • IDAHOBIT (International Day against Homophobia, Biphobia, Intersexism, and Transphobia) • Stargazing Live • Fed Square's Festive Fair • WE HERE NOW 				<ul style="list-style-type: none"> • Next Matriarch • Baga-K Gaabi Brunga Biik (Symbols in Sand) • Cloaked Histories • Canoe Project 	

Appendix E - Fed Square Pty Ltd Constitution

BLAKE DAWSON WALDRON

L A W Y E R S

Constitution of

Federation Square Management Pty Ltd

ACN 085 731 479

Level 39
101 Collins Street
MELBOURNE VIC 3000
Telephone: (03) 9679 3000
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5 July 1999

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Released Under the Freedom of
Information Act 1982
Department of Economic Development, Jobs,
Transport & Resources

**CONSTITUTION OF
FEDERATION SQUARE MANAGEMENT PTY LTD ACN 085 731 479**

1. PRELIMINARY

1.1 Proprietary Company

The Company is a proprietary company and must comply with section 113.

1.2 Replaceable rules

The replaceable rules referred to in section 141 do not apply to the Company.

1.3 Definitions

The following definitions apply in this document.

"**Alternate**" means an alternate Director appointed under rule 3.1.

"**Appointor**" in relation to an Alternate, means the Director who appoints that Alternate.

"**Board**" means:

- (a) if the Company is a Single Director Company, the sole Director exercising powers under the Law and this document; or
- (b) in any other case, the Directors acting collectively under this document.

"**Called Amount**" in respect of a share means:

- (a) the amount of a call on that share that is due and unpaid; and
- (b) any amount the Board requires a member to pay under rule 25.6.

"**Company**" means the company named at the beginning of this document whatever its name is for the time being.

"**Director**" means a person who is, for the time being, a director of the Company including, where appropriate, an Alternate.

"**dividend**" includes bonus.

"**Executive Director**" means a Director who is an employee of the Company or acts in an executive capacity for the Company under a contract for services and includes a Managing Director.

"**Federation Square**" means the stratum of land bounded by Flinders Street, Swanston Street the southern boundary of Batman Avenue and the extension of Russell Street more particularly described in the attached indicative plan, and includes such improvements to the stratum land as exist from time to time.

"**Federation Square Civic and Cultural Charter**" means the charter setting out the civic and cultural objectives of Federation Square.

"**Law**" means the Corporations Law.

"**Listed Corporation**" means a corporation that is admitted to the official list of Australian Stock Exchange Limited.

"**Listing Rules**" means the official listing rules of Australian Stock Exchange Limited.

"**Managing Director**" means a managing director appointed under rule 6.1.

"**member**" means a person whose name is entered in the Register as the holder of a share.

"**ordinary resolution**" means a resolution of members other than a special resolution.

"**Interest Rate**" means, in respect of each rule in which that term is used:

- (a) the rate for the time being prescribed by the Board in respect of that rule; or
- (b) if no rate is prescribed, 15% each year.

"**Remuneration**" in relation to a Director (other than an Executive Director):

- (a) includes salary, bonuses, fringe benefits and superannuation contributions provided by the Company; and
- (b) excludes a payment as compensation for loss of office or in connection with retirement from office and an indemnity under rule 9.

"**Register**" means the register of members kept as required by sections 168 and 169 of the Law.

"**Secretary**" means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

"**Single Director Company**" has the meaning given in rule 1.5.

"**special resolution**" has the meaning given by section 9.

"**Voting Member**" in relation to a general meeting, or meeting of a class of members, means a member who has the right to be present, and to vote on at least 1 item of business to be considered at that meeting.

1.4 Rules for interpreting this document

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural and vice versa.
- (c) A word which suggests 1 gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word "**agreement**" includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A reference to something being "**written**" or "**in writing**" includes that thing being represented or reproduced in any mode in a visible form.
- (h) Words (other than those defined in rule 1.3) which are defined by the Law have the same meaning in this document.
- (i) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Law.

1.5 Single Director Company

The Company is a Single Director Company if:

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- (a) at the time of its registration as an Australian company, only 1 person had consented to be a Director; or
- (b) the Company has passed an ordinary resolution that it be a Single Director Company, and the Company has not, since registration or the passing of that resolution (as the case requires) passed a resolution that it cease to be a Single Director Company and, at the relevant time, there is only 1 Director.

1A. OBJECTS AND POWERS OF THE COMPANY

1A.1 Objects of the Company

The objects of the Company are those set out in the Federation Square Civic and Cultural Charter and include without limitation:

- (a) to occupy the site known as Federation Square under an agreement for lease and lease;
- (b) to use, refurbish, maintain, improve, develop, lease, licence, manage, operate and modify all or any part of Federation Square;
- (c) in relation to any or any part of Federation Square, to carry on any or all of:
- (i) the businesses of owners, operators, managers, licensors, lessors or occupiers of:
 - (A) galleries, exhibition centres, libraries, art and craft centres and museums;
 - (B) car parks;
 - (C) theatres, cinemas and cinema based entertainment facilities, radio, television and other multi-media studios, outdoor video screens and video/LED signage;
 - (D) restaurants, cafes, taverns, hotels, food and drink premises (including, without limitation, take-away food and drink premises), liquor vendors, shops, convenience restaurants and convenience shops, and nightclubs;
 - (E) function centres, conference centres and reception centres;
 - (F) retail outlets, shops and stores (including, without limitation those required for service industries and including, without limitation, cash dispensing machines, ticketing machines and tourist and other information service providing machines);

-
- (G) offices,
 - (H) amusement parlours and gaming and gambling premises;
 - (I) indoor recreation facilities;
 - (J) visitor and tourist information services and other visitor and tourist services;
- (ii) live performances, entertainment, carnivals, circuses, community or public events, (both indoor and outdoor), festivals, exhibitions and performances;
 - (iii) places of assembly for religious and cultural activities, entertainment or meetings; and
 - (iv) markets;

and to do all things incidental or conducive to these objects.

1A.2 Restrictions on Activities

The Company must not engage in any activities or incur any liabilities which are not related to Federation Square or an activity to be held or conducted at Federation Square in accordance with the objects of the Company under rule 1A or the Federation Square Civic and Cultural Charter.

2. DIRECTORS

2.1 Number of Directors

The Company must have at least:

- (a) if the Company is a Single Director Company, 1; or
- (b) otherwise, 2

Directors (not counting Alternates), and, until otherwise decided by ordinary resolution, not more than 6 Directors (not counting Alternates).

2.2 Appointment of Directors

- (a) Subject to rule 2.1(b) and to the maximum number of Directors for the time being fixed under rule 2.1 not being exceeded:
 - (i) the Company by ordinary resolution; or
 - (ii) members holding a majority of the issued shares of the Company conferring the right to vote, by writing delivered to the Company; or

(iii) the Board (except during a general meeting),

may appoint a person to be a Director either to fill a casual vacancy or as an addition to the Board.

- (b) Members of the Commonwealth House of Representatives, the Commonwealth Senate, the State Legislative Council, the State Legislative Assembly and Councillors of Melbourne City Council are not eligible for appointment as Directors.

2.3 No share qualification

A Director need not be a member of the Company.

2.4 Cessation of Director's appointment

The office of a Director automatically becomes vacant if the person who holds the office:

- (a) becomes an insolvent under administration;
- (b) is not permitted by the Law (or an order made under the Law) to be a director or vacates office by force of section 224;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend Board meetings (either personally or by Alternate) for a continuous period of 6 months without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office under rule 2.4;
- (g) becomes a member of the Commonwealth House of Representatives, the Commonwealth Senate, the State Legislative Council or the State Legislative Assembly.

or if the person was appointed to the office for a specified period and that period expires.

2.5 Removal from office

- (a) Whether or not a Director's appointment was expressed to be for a specified period,
- (b) the Company by ordinary resolution; or
- (c) members holding a majority of the issued shares of the Company conferring the right to vote, by writing delivered to the Company,

may remove a Director from office.

2.6 Too few Directors

If the number of Directors is reduced below the minimum required by rule 2.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of members; and
- (c) in emergencies.

2.7 Vacation of office by Sole Director

Section 224A of the Law applies if a person who is the only Director and only member of the Company dies or vacates office as a result of mental incapacity or bankruptcy.

3. ALTERNATES

3.1 Appointment of Alternate

A Director (other than an Alternate) may appoint a person who is (except in the case of a Single Director Company) approved by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director.

3.2 Notice of Board meetings

If the Appointor requests the Company to give the Alternate notice of Board meetings, the Company must do so. Unless the Appointor has requested it, the Company need not give notice of Board meetings to an Alternate.

3.3 Obligations and entitlements of Alternates

An Alternate:

- (a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;
- (b) if also a Director, has a separate right to vote as Alternate;
- (c) if Alternate for more than 1 Appointor, has a separate right to vote in place of each Appointor;
- (d) when acting as Alternate, is an officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointor as a Director; and
- (e) is entitled to reasonable travelling, hotel and other expenses incurred in attending meetings of the Board or of the Company or while otherwise engaged on the business of the Company on the same basis as other Directors but is not entitled to any other

remuneration from the Company (but the Appointor may further remunerate the Alternate).

3.4 Termination of appointment

The Appointor may revoke the appointment of a person as Alternate whether or not that appointment is for a specified period. If the Appointor ceases to be a Director, any appointment of an Alternate made by the Appointor immediately ceases.

3.5 Appointments and revocations in writing

The Appointor must appoint, and revoke the appointment of, any Alternate in writing. The appointment or revocation is not effective until a copy is provided to the Company.

4. POWERS OF THE BOARD

4.1 Powers generally

Except as otherwise required by the Law, any other applicable law, or this document, the Board:

- (a) has power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the members.

4.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed, or treated by rule 11 as passed, at a meeting of the Board; or
- (b) in accordance with a delegation of the power under rule 7.

5. EXECUTING NEGOTIABLE INSTRUMENTS

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner for the time being decided by the Board.

6. MANAGING DIRECTOR

6.1 Appointment and power of Managing Director

The Board may appoint 1 or more Directors to be a Managing Director either for a specified term or without specifying a term.

The Board may delegate any of the powers of the Board to a Managing Director:

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- (a) on the terms and subject to any restrictions the Board decides; and
 - (b) so as to be concurrent with, or to the exclusion of, the powers of the Board, and may revoke the delegation at any time.

6.2 Termination of appointment of Managing Director

The appointment of a Managing Director terminates if:

- (a) the Managing Director ceases for any reason to be a Director; or
- (b) the Board removes the Managing Director from the office of Managing Director (which, subject to any contract between the Company and the Managing Director, the Board has power to do),

whether or not the appointment was expressed to be for a specified term.

7. DELEGATION OF BOARD POWERS

7.1 Delegation to committee or attorney

The Board may delegate any of its powers:

- (a) to a committee consisting of at least 1 Director which may also include people who are not Directors; or
- (b) to an attorney;

and may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period. This rule is supplemental to section 126(1).

7.2 Terms of delegation

A delegation of powers under rule 7.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- (c) Power exercised in accordance with a delegation of the Board is treated as exercised by the Board.

7.3 Powers of attorney

A power of attorney under rule 7.1 may contain the provisions for the protection and convenience of those who deal with the attorney that the Board thinks appropriate.

7.4 **Proceedings of committees**

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

8. **DIRECTOR'S DUTIES AND INTERESTS**

8.1 **Compliance with Law**

Each Director must comply with sections 232 and 236.

8.2 **Scope of Directors' duties**

A Director is not disqualified by reason only of being a Director from:

- (a) holding any office or place of profit or employment other than that of the Company's auditor, or being a member or creditor, of any corporation (including the Company) or partnership other than the auditor; or
- (b) entering into any agreement with the Company

8.3 **Declaration of interests**

- (a) Subject to section 231, a Director who:
- (b) is in any way interested in a contract or proposed contract with the Company; or
- (c) holds any office or possesses any property as a result of which duties or interests might be created which are directly or indirectly in conflict with that Director's duties or interests as a Director,

must declare the fact and the nature of the interest, or nature, character and extent of the conflict at the first Board meeting held after the relevant facts come to the Director's knowledge or after appointment as a Director (whichever is later). If the Company is a Single Director Company, a written record of a declaration made by the sole Director counts as the making of that declaration to a Board meeting.

8.4 **Director interested in agreement**

If a Director has an interest in an agreement or proposed agreement with the Company (other than as a member) and either the Director discloses the nature and extent of the interest at a Board meeting in accordance with rule 8.3 and section 231 or disclosure is not required under section 231:

- (a) the Director may be counted in a quorum at a Board meeting that considers, and may vote on, whether the Company enters into the agreement;

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- (b) the Company may enter into the agreement and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (c) the Director may be counted in a quorum at a Board meeting that considers, and may vote on, matters involving the agreement; and
 - (d) if the disclosure is made before the agreement is entered into:
 - (i) the Director may retain benefits under the agreement even though the Director has an interest in the agreement; and
 - (ii) the Company cannot avoid the agreement merely because of the existence of the interest.

8.5 **Agreements with third parties**

The Company cannot avoid an agreement with a third party merely because a Director who fails to make disclosure required by section 231 and rule 8.3:

- (a) is counted in a quorum for a meeting that considers;
 - (b) votes on; or
 - (c) participates in the execution of,
- that agreement.

9. **DIRECTORS' REMUNERATION**

9.1 **Remuneration of Executive Directors**

Subject to any contract with the Company (and if the Company is a subsidiary of a Listed Corporation to the Listing Rules) the Board may fix the remuneration of each Executive Director and that remuneration may consist of salary, bonuses, commission on profits or dividends, participation in profits or any other elements.

9.2 **Remuneration of non-executive Directors**

The Directors (other than the Executive Directors and those who are Directors only because they are Alternates) are entitled to be paid, out of the funds of the Company, an amount of Remuneration which:

- (a) does not in any year exceed in aggregate the amount last fixed by ordinary resolution; and
- (b) is allocated among them as decided by the Board (including those Directors), or if there is no decision as to allocation on an equal basis having regard to the proportion of the relevant year for which each Director held office.

9.3 Additional Remuneration for extra services

If a Director, at the request of the Board and for the purposes of the Company, performs extra services or makes special exertions (including going or living away from the Director's usual residential address), the Company may remunerate that Director for doing so. Remuneration under this rule may be either in addition to or in substitution for any remuneration to which that Director is entitled under rule 9.1 or 9.2.

9.4 Expenses of Directors

The Company may pay a Director (in addition to any remuneration) all reasonable expenses (including travelling and accommodation expenses) incurred by the Director:

- (a) in attending meetings of the Company, the Board, or a committee of the Board;
- (b) on the business of the Company; or
- (c) in carrying out duties as a Director.

9.5 Subsidiaries of Listed Corporations

If the Company is a subsidiary of a Listed Corporation, it must not pay Directors remuneration that is calculated as a commission on or percentage of profits or operating revenue.

10. OFFICERS' INDEMNITY AND INSURANCE

10.1 Indemnity

- (a) Subject to section 241, the Company must, to the extent the person is not otherwise indemnified, indemnify every officer (as defined in section 241(4)) of the Company and its wholly owned subsidiaries and may indemnify its auditor (if any) against a liability:
- (b) incurred as officer or auditor to a person other than the Company or a related body corporate (including a liability incurred as a result of appointment or nomination of the Company or subsidiary as a trustee or as an officer of another corporation) unless the liability arises out of conduct involving a lack of good faith; and
- (c) for costs and expenses incurred in defending civil or criminal proceedings in which judgement is given in favour of that person or in which that person is acquitted, or in connection with an application in relation to those proceedings in which the court grants relief to that person under the Law.

10.2 Insurance

Subject to section 241A, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

10.3 Former officers

The indemnity in favour of officers under rule 10.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

11. BOARD MEETINGS

11.1 Convening Board meetings

A Director may at any time, and the Secretary must on request from a Director, convene a Board meeting.

11.2 Notice of Board meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director and each Alternate in respect of whom the Appointor has given notice under rule 3.2 requiring notice of Board meetings to be given to that Alternate; and
- (b) may give that notice orally (including by telephone) or in writing,
- (c) but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

11.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of 2 or more places, at the place where the chairman of the meeting is located.

11.4 Chairing Board meetings

The Board may elect a Director to chair its meetings and decide the period for which that Director holds that office. If there is no chairman of Directors or the chairman is not present at the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

11.5 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is 2 Directors and a quorum must be present for the whole meeting. An Alternate who is also a Director or a person who is an Alternate for more than 1 Appointor may only be counted once toward a quorum. A Director is treated as present at a meeting held by audio or audio-visual

communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors are treated as present.

11.6 **Majority decisions**

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chairman of a Board meeting does not have a second or casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

11.7 **Procedural rules**

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

11.8 **Written resolution**

If all the Directors entitled to receive notice of a Board meeting and to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a resolution in those terms is treated as having been passed at a Board meeting at the time when the last Director signs.

11.9 **Additional provisions concerning written resolutions**

For the purpose of rule 11.8:

- (a) 2 or more separate documents in identical terms, each of which is signed by 1 or more Directors, are treated as 1 document;
- (b) signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the document;
- (c) signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and
- (d) a telex, telegram, facsimile or e-mail message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

11.10 **Valid proceedings**

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

11.11 Single Director Company

If the Company is a Single Director Company:

- (a) a written record of a decision to a particular effect made by the sole Director counts as the passing by the Director of a resolution to that effect and has effect as minutes of that resolution and rules 11.1 to 11.10 do not apply; and
- (b) the sole Director is competent to exercise all the powers and discretions for the time being vested in or exercisable by the Board.

12. MEETINGS OF MEMBERS

12.1 Calling meetings of members

The Board:

- (a) may at any time; and
- (b) must when required by section 249D or by order made under section 249G,
- (c) convene a meeting of members.

12.2 Notice of meeting

Subject to rules 12.3 and 12.6, at least 21 days' written notice of a meeting of members must be given individually to each member entitled to vote at the meeting, to each Director and to the auditor (if any). The notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

12.3 Short notice

Subject to sections 249H(3) and (4):

- (a) if the Company has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or
- (b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

12.4 Postponement or cancellation

Subject to section 249D(5), the Board may postpone or cancel a meeting of members by written notice given individually to each person entitled to be given notice of the meeting.

12.5 **Fresh notice**

If a meeting of members is postponed or adjourned for 1 month or more, the Company must give new notice of the resumed meeting.

12.6 **Notice to joint holders of shares**

If a share is held jointly, the Company need only give notice of a meeting of members (or of its cancellation or postponement) to the joint holder who is named first in the Register.

12.7 **Technology**

The Company may hold a meeting of members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

12.8 **Accidental omission**

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

12.9 **Class meetings**

Rule 12 to 16 inclusive apply to a separate meeting of a class of members as far as they are capable of application and modified as necessary.

13. **PROCEEDINGS AT MEETINGS OF MEMBERS**

13.1 **Member present at meeting**

If a member has appointed a proxy or attorney or (in the case of a member which is a body corporate) a representative to act at a meeting of members, that member is taken to be present at a meeting at which the proxy, attorney or representative is present.

13.2 **Quorum**

Subject to section 249B, the quorum for a meeting of members is 2 Voting Members. Each individual present may only be counted once toward a quorum. If a member has appointed more than 1 proxy or representative only 1 of them may be counted toward a quorum.

13.3 **Quorum not present**

If a quorum is not present within 15 minutes after the time for which a meeting of members is called:

- (a) if called as a result of a request of members under section 249D, the meeting is dissolved; and
- (b) in any other case:

-
- (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

13.4 Chairing meetings of members

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of members. If:

- (a) there is no Director who the Board has appointed to chair Board meetings for the time being; or
- (b) the Director appointed to chair Board meetings is not present at the time for which a meeting of members is called or is not willing to chair the meeting,

the Voting Members present must elect a member or Director present to chair the meeting.

13.5 Attendance by auditor and Directors

Every Director and the auditor (if any) has the right to attend and speak at all meetings of members of the Company whether or not a member.

13.6 Members rights suspended while call unpaid

If a call on a share is due and unpaid, the holding of that share does not entitle a member to be present, speak, or vote at, or be counted in the quorum for, a meeting of members.

13.7 Adjournment

The chairman of a meeting of members at which a quorum is present:

- (a) may, with the consent of the meeting; and
- (b) must, if directed by ordinary resolution of the meeting,

adjourn it to another time and place.

13.8 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

14. PROXIES, ATTORNEYS AND REPRESENTATIVES

14.1 Appointment of Proxies

A member may appoint not more than 2 proxies to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company that complies with section 250A(1) or in any other form and mode that is, and is signed or acknowledged by the member in a manner, satisfactory to the Board. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of those votes.

14.2 Member's attorney

A member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of the Company. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

14.3 Deposit of proxy forms and powers of attorney

An appointment of a proxy or power of attorney is not effective for a particular meeting of members unless:

- (a) in the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,
- (c) is received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

14.4 Corporate representatives

A member that is a body corporate may appoint an individual to act as its representative at meetings of members as permitted by section 250D.

14.5 Standing appointments

A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a member.

14.6 Suspension of proxy or attorney's powers if member present

A proxy or attorney has no power to act for a member at a meeting at which the member is present:

- (a) in the case of an individual, in person; or

-
- (b) in the case of a body corporate, by representative.

A proxy has no power to act for a member at a meeting at which the member is present by attorney.

14.7 **Priority of conflicting appointments of attorney or representative**

If more than 1 attorney or representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (b) subject to paragraph (a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

14.8 **More than 2 current proxy appointments**

An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than 2 proxies of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

14.9 **Continuing authority**

An act done at a meeting of members by a proxy, attorney or representative is valid even if, before the act is done, the appointing member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up;
- (c) revokes the appointment or the authority under which the appointment was made by a third party; or
- (d) transfers the share to which the appointment relates,
- (e) unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

15. **ENTITLEMENT TO VOTE**

15.1 **Number of votes**

Subject to section 250A(4), rules 13.6, 14, 15.2 and 15.3 and terms on which shares are issued, a member:

-
- (a) on a show of hands has 1 vote; and
 - (b) on a poll has 1 vote for every share held.

The chairman of a meeting of members does not have a second or casting vote. If an equal number of votes is cast for and against a resolution the matter is decided in the negative.

15.2 Votes of joint holders

If more than 1 of the joint holders of a share (including, for the purposes of this rule, joint legal personal representatives of a dead member) are present at a meeting of members and tender a vote in respect of the share, the Company may only count the vote cast by the most senior joint holder who tenders a vote. For this purpose, seniority depends on the order in which the names of the joint holders are listed in the Register.

15.3 Voting restrictions

If:

- (a) the Law requires that some members do not vote on a resolution, or that votes cast by some members be disregarded, in order for the resolution to have an intended effect; and
- (b) the notice of the meeting at which the resolution is proposed states that fact,

those members have no right to vote on that resolution and the Company must not count any votes purported to be cast by those members. If a proxy purports to vote in a way or in circumstances that contravene section 250A(4), on a show of hands the vote is invalid and the Company must not count it and on a poll rule 16.3(c) applies.

15.4 Objections to right to vote

A Voting Member or Director may challenge a person's right to vote at a meeting of members. A challenge:

- (a) may only be made at the meeting; and
- (b) must be decided by the chairman, whose decision is final.

16. HOW VOTING IS CARRIED OUT

16.1 Method of voting

A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under rule 16.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

16.2 Demands for a poll

A poll may be demanded on any resolution except a resolution concerning the election of the chairman of a meeting by:

- (a) a member entitled to vote on the resolution; or
- (b) members entitled to cast at least 5% of the votes that may be cast on the resolution on a poll (worked out as at the midnight before the poll is demanded); or
- (c) the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

16.3 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 16.3(c), in the manner that the chairman of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 16.3(c), in the manner that the chairman of the meeting directs;
- (c) votes which section 250A(4) requires to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

17. RESOLUTIONS WITHOUT MEETINGS

17.1 Written resolutions

The Company may pass a resolution without a general meeting being called or held if the resolution is set out in a document:

- (a) if the Company has only 1 member, signed in the manner set out in section 249B; or
- (b) if the Company has more than 1 member, signed in the manner set out in section 249A.

17.2 Signature of resolutions

The Company may treat a document on which a facsimile or electronic signature appears or which is otherwise acknowledged by a member in a manner satisfactory to the Board as being signed by that member.

18. SECRETARY

18.1 Appointment and removal of secretary

The Board may appoint 1 or more individuals to be a Secretary of the Company either for a specified term or without specifying a term.

18.2 Terms and conditions of office

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

18.3 Removal from office

Subject to any contract between the Company and the Secretary, the Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

19. MINUTES

19.1 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's members;
- (b) the name of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 7);
- (d) resolutions passed by members without a meeting;
- (e) resolutions passed by Directors, and declarations made by a single Director, without a meeting; and
- (f) declarations made and notices given under rule 8,

to be kept in accordance with section 251A.

19.2 Minutes as evidence

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

19.3 Inspection of minute books

The Company must allow members to inspect, and provide copies of the minute books for the meetings of members and for resolutions of members passed without meetings in accordance with section 251B.

20. COMPANY SEALS

20.1 Common seal

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2).

20.2 Use of seals

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123.

20.3 Fixing seals to documents

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) if the Company is a Single Director Company and the sole Director is also the sole Secretary, by that person; or
- (b) otherwise, by 2 Directors or 1 Director and 1 Secretary; or
- (c) (in either case) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

If the fixing of the seal is witnessed in accordance with rule 20.3(a), a statement by the witness that the witness is the sole director and sole company secretary of the Company should appear next to the signature but the absence of that statement does not affect the validity of the execution.

21. ACCOUNTS AND AUDIT

21.1 Company to keep accounts

The Board must cause the Company to keep written financial records that:

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- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared and audited,
 - (c) and must allow a Director to inspect those records at all reasonable times.

21.2 Financial reporting

If required by Part 2M.3, the Board must cause the Company to prepare a financial report and a Directors' report that comply with that Part and must report to members in accordance with section 314 no later than the deadline set by section 315.

21.3 Audit

Unless section 301(2) applies, the Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor (if any) are regulated by sections 324 to 334 inclusive and 1278, 1280 and 1289.

21.4 Inspection of financial records and books

Subject to rule 19.3 and section 247A, a member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by a resolution of members.

22. ISSUE OF SHARES

22.1 Issue at discretion of Board

Subject to section 259C, the Board may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Board decides.

22.2 Preference and redeemable preference shares

The Company may issue preference shares (including preference shares that are liable to be redeemed). The rights attached to preference shares are:

- (a) unless other rights have been approved by special resolution of the Company, the rights set out in the schedule; or
- (b) the rights approved by special resolution of the Company as applicable to those shares.

22.3 Brokerage and commissions

The Company may pay brokerage or commissions to a person in respect of that person or another person agreeing to take up shares in the Company.

22.4 Surrender of shares

The Board may accept a surrender of shares:

- (a) to compromise a question as to whether those shares have been validly issued; or
- (b) if surrender is otherwise within the Company's powers.

The Company may sell or re-issue surrendered shares in the same way as forfeited shares.

23. CERTIFICATES

23.1 Issue of share certificate

The Company must issue a certificate of title to shares that complies with section 1087 and deliver it to the holder of those shares in accordance with section 1096.

23.2 Multiple certificates and joint holders

If a member requests the Company to issue several certificates each for a part of the shares registered in the member's name, the Company must do so. For this purpose, joint holders of shares are a single member. The Company may issue only 1 certificate that relates to each share registered in the names of 2 or more joint holders and may deliver the certificate to any of those joint holders.

23.3 Lost and worn out certificates

If a certificate:

- (a) is lost or destroyed and the owner of the relevant securities applies in accordance with section 1089(2), the Company must, or
- (b) is defaced or worn out and is produced to the Company, the Company may,
- (c) issue a new certificate in its place.

24. REGISTER

24.1 Joint holders

If the Register names 2 or more joint holders of a share, the Company must treat the person named first in the Register in respect of that share as the sole owner of it for all purposes (including the giving of notice) except:

- (a) delivery of certificates (to which rule 23.2 applies);
- (b) right to vote (to which rule 15.2 applies);

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- (c) power to give directions as to payment of, or a receipt for, dividends (to which rules 27.7 and 27.8 apply);
 - (d) liability for instalments or calls (which subject to section 1091C(8) is joint and several); and
 - (e) transfer.

24.2 Nominee holders

A registered holder of shares who holds them as trustee for, or otherwise on behalf of or on account of, a body corporate, must give the Company written notice of that fact in accordance with section 1091C(11).

24.3 Non-beneficial holders

Subject to sections 169(5) and 1091C, unless otherwise ordered by a court of competent jurisdiction or required by statute, the Company:

- (a) may treat the registered holder of any share as the absolute owner of it; and
- (b) need not recognise any equitable or other claim to or interest in a share by any person except a registered holder.

25. PARTLY PAID SHARES

25.1 Fixed instalments

If a share is issued on terms that some or all of the issue price is payable by instalments, the registered holder of the share must pay every instalment to the Company when due. If the registered holder does not do so, rules 25.6 to 25.14 apply as if the registered holder had failed to pay a call.

25.2 Pre-payment of calls

The Board may:

- (a) accept pre-payment of some or all of the amount unpaid on a share above the sums actually called as a payment in advance of calls;
- (b) agree:
 - (i) to payment by the Company of interest at a rate no higher than the Interest Rate on that part of the advance payment which for the time being exceeds the aggregate amount of the calls then made on the shares in respect of which it was paid; or

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- (ii) that the amount paid in advance will be taken into account in calculating participation in profit or ascertaining entitlement to surplus on a winding up or other distributions attributable to that share; and
 - (c) unless otherwise agreed between the member and the Company, repay the sum.

25.3 Calls made by Board

Subject to the terms of issue of a share and to any special resolution passed under section 254N, the Board may:

- (a) make calls on a member for some or all of the money unpaid on a share held by that member;
- (b) make a call payable by instalments; and
- (c) revoke or postpone a call,
- (d) and must give the relevant member written notice of the call specifying to whom the call must be paid and the time for payment (which must be at least 14 days after the notice is given).

25.4 Classes of shares

The Board may issue shares on terms as to the amount of calls to be paid and the time for payment of those calls which are different as between the holders of those shares. The Board may make different calls on different classes of shares.

25.5 Obligation to pay calls

Subject to section 1091C(8), a member subject to a call must pay the amount of the call to the payee named in the notice of call no later than the time specified in the notice. Joint holders of a share are jointly and severally liable for calls.

25.6 Called Amounts

If a call is not paid on or before the day specified for payment, the Board may require the member liable for the call to pay:

- (a) interest on the amount of the call at the Interest Rate from that day until payment is made; and
- (b) all costs and expenses incurred by the Company because payment was not made on that day.

25.7 Proof of call

If, on the hearing of an action for recovery of a Called Amount, it is proved that:

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- (a) the minute books of the Company record the Board's resolution making the call;
 - (b) notice of the call was given under rule 25.3; and
 - (c) the person sued appears in the Register as a holder of the share in respect of which the call was made,

proof of those matters is conclusive proof of the debt.

25.8 Forfeiture notice

At any time until a Called Amount is paid, the Board may give the relevant member a notice which:

- (a) requires the member to pay the Called Amount;
- (b) specifies a date at least 14 days after the date of the notice by which and a place at which payment must be made; and
- (c) states that if payment is not made at that place on or before that date, the share to which the call relates is liable to be forfeited.

25.9 Forfeiture

If the requirements of a notice given under rule 25.8 are not satisfied, the Board may forfeit the share in respect of which that notice was given (and all dividends, interest and other money payable in respect of that share and not actually paid before the forfeiture) by resolution passed before the Called Amount is paid.

25.10 Disposal and re-issue of forfeited shares

A share forfeited under rule 25.9 immediately becomes the property of the Company and the Board, on behalf of the Company, may:

- (a) re-issue the share with or without any money paid on it by any former holder credited as paid; or
- (b) sell or otherwise dispose of the share, and execute and register a transfer of it,

to the person and on the terms it decides. The title of the new holder is not affected by any irregularity in the forfeiture or the re-issue, sale or disposal and the sole remedy of any person previously interested in the share is damages which may be recovered only from the Company. The new holder is not liable for the Called Amount.

25.11 Notice of forfeiture

The Company must promptly:

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- (a) give notice of the forfeiture of a share to the member who held the share immediately before the resolution for forfeiture was passed; and
 - (b) enter the forfeiture and its date in the Register.

A written declaration that a share was forfeited on a specified date and notice of forfeiture was given in accordance with this document signed by a Director or Secretary is, in the absence of proof to the contrary, evidence of those facts and of the Company's right to dispose of the share.

25.12 Cancellation of forfeiture

The Board may cancel the forfeiture of a share on any terms at any time before it disposes of that share under rule 25.10.

25.13 Effect of forfeiture

A person who held a share which has been forfeited under rule 25.9 ceases to be a member in respect of that share but remains liable to pay the Called Amount until it is paid in full. The Board may elect not to enforce payment of an amount due to the Company under this rule.

25.14 Application of proceeds

The Company must:

- (a) apply the net proceeds of any re-issue, sale or disposal of a forfeited share under rule 25.10 (after payment of all costs and expenses) to satisfy the Called Amount; and
- (b) pay any surplus to the person who held the share immediately before forfeiture.

26. COMPANY LIENS

26.1 Existence of liens

Unless the terms of issue provide otherwise, the Company has a first and paramount lien on each share for:

- (a) all money called or payable at a fixed time in respect of that share (including money payable under rule 25.6) whether or not payment is due;
- (b) all money owed to the Company by a registered holder; and
- (c) amounts for which the Company is indemnified under rule 26.3.

The lien extends to all dividends payable in respect of the share and to proceeds of sale of the share.

26.2 Sale under lien

If:

- (a) the Company has a lien on a share;
- (b) an amount secured by the lien is due and payable;
- (c) the Company has given notice to the member registered as the holder of the share:
 - (i) requiring payment of the amount which is due and payable and secured by the lien; and
 - (ii) specifying a date (at least 14 days after the date of the notice) by which and a place at which payment of that amount must be made; and
- (d) the requirements of the notice given under paragraph (c) are not fulfilled,

the Company may sell the share as if it had been forfeited under rule 25.9 and rules 25.10 and 25.14 apply, to the extent practical and modified as necessary, as if the amount referred to in paragraph (b) were the Called Amount in respect of that share.

26.3 Indemnity for payments required to be made by the Company

If the law of any jurisdiction imposes or purports to impose any immediate, future or possible liability on the Company, or empowers or purports to empower any person to require the Company to make any payment, on account of a member or referable to a share held by that member (whether alone or jointly) or a dividend or other amount payable in respect of a share held by that member, the Company:

- (a) is fully indemnified by that member from that liability;
- (b) may recover as a debt due from the member the amount of that liability together with interest at the Interest Rate from the date of payment by the Company to the date of re-payment by the member; and
- (c) may refuse to register a transfer of any share by that member until the debt has been paid to the Company.

Nothing in this document in any way prejudices or affects any right or remedy which the Company has (including any right of set-off) and, as between the Company and the member, any such right or remedy is enforceable by the Company.

27. DIVIDENDS

27.1 Accumulation of reserves

Before declaring any dividend to members, the Board may:

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- (a) set aside out of profits reserves to be applied, in the Board's discretion, for any purpose it decides and use any sum so set aside in the business of the Company or invest it in investments selected by the Board and vary and deal with those investments as it decides; or
 - (b) carry forward any amount out of profits which the Board decides not to distribute without transferring that amount to a reserve; or
 - (c) do both.

27.2 Dividends must be paid out of profits

The Company must not pay a dividend except out of profits of the Company. The Company does not incur a debt merely by fixing the amount or time for payment of a dividend. A debt arises only when the time fixed for payment arrives. The decision to pay a dividend may be revoked by the Board at any time before then. A resolution of the Board as to the amount of the Company's profits and the amount of them available for dividend is conclusive.

27.3 Payment of dividends

Subject to the Law, rules 27.2, 27.4 and 27.9, and the terms of issue of shares, the Board may resolve to pay any dividend it thinks appropriate and fix the time for payment.

27.4 Amount of dividend

Subject to the terms of issue of shares, the Company may pay a dividend on 1 class of shares to the exclusion of another class. Subject to rule 27.5, each share of a class on which the Board resolves to pay a dividend carries the right to participate in a dividend in the same proportion that the amount for the time being paid on the share bears to the total issue price of the share.

27.5 Prepayments and payments during dividend period

For the purposes of rule 27.4:

- (a) unless the Board has agreed otherwise under rule 25.2(b)(ii), an amount paid in advance of calls is not taken into account as part of the amount for the time being paid on a share; and
- (b) if an amount was paid on a share during the period to which a dividend relates, the Board may resolve that only the proportion of that amount which is the same as the proportion which the period from the date of payment to the end of the period to which the dividend relates bears to the total period to which the dividend relates counts as part of the amount for the time being paid on the share.

27.6 Dividends in kind

The Board may resolve to pay a dividend in cash or satisfy it by distribution of specific assets (including shares or securities of any other corporation), the issue of shares or the grant of options. If the Board satisfies a dividend by distribution of assets, the Board may:

- (a) fix the value of any asset distributed;
- (b) make cash payments to members on the basis of the value fixed so as to adjust the rights of members between themselves; and
- (c) vest an asset in trustees.

27.7 Method of payment

The Company may pay any cash dividend, interest or other money payable in respect of shares by cheque sent, and may distribute assets by sending the certificates or other evidence of title to them, through the post directed to:

- (a) the address of the member (or in the case of a jointly held share, the address of the joint holder named first in the Register); or
- (b) to any other address the member (or in the case of a jointly held share, all the joint holders) directs in writing.

27.8 Joint holders' receipt

Any one of the joint holders of a share may give an effective receipt for any dividend, interest or other money payable in relation to that share.

27.9 Retention of dividends by Company

The Company may retain the dividend payable on a share:

- (a) of which a person seeks to be registered as the holder under rule 29.2 or 29.3, until that person is registered as the holder of that share or transfers it; and
- (b) on which the Company has a lien, to satisfy the liabilities in respect of which the lien exists.

27.10 No interest on dividends

No member may claim, and the Company must not pay, interest on a dividend (either in money or kind).

28. **TRANSFER OF SHARES**

28.1 **Instrument of transfer**

Subject to rule 28.2 a member may transfer a share by a written document which:

- (a) shows the jurisdiction of registration of the Company;
- (b) relates only to shares of 1 class;
- (c) is executed both by the transferor and the transferee; and
- (d) is a sufficient instrument of transfer of marketable securities under section 1101 or in any other form approved by the Board.

The Company must not register a transfer that does not comply with this rule.

28.2 **Delivery of transfer and certificate**

A document of transfer must be:

- (a) delivered to the registered office of the Company or the address of the Register last notified to members by the Company;
- (b) accompanied by the certificate for the shares to be transferred or evidence satisfactory to the Board of its loss or destruction; and
- (c) marked with payment of any stamp duty payable.

Property in and title to a document of transfer that is delivered to the Company (but not the shares to which it relates) passes to the Company on delivery.

28.3 **Refusal to register transfer**

The Board, without giving any reason, may refuse to register a transfer of shares and, subject to section 259C, must not register a transfer to a subsidiary of the Company. If the Board refuses to register a transfer, the Company must give the transferee notice of the refusal within 2 months after the date on which the transfer was delivered to it.

28.4 **Transferor remains holder until transfer registered**

The transferor of a share remains the holder of it until the transfer is registered and the name of the transferee is entered in the Register in respect of it.

28.5 **Powers of attorney**

The Company may assume, as against a member, that a power of attorney granted by that Member that is lodged with or produced or exhibited to the Company remains in force, and may rely on it, until the Company receives express notice in writing at its registered office of:

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- (a) the revocation of the power of attorney; or
 - (b) the death, dissolution or insolvency of the member.

29. TRANSMISSION OF SHARES

29.1 Death of joint holder

The Company must recognise only the surviving joint holders as being entitled to shares registered jointly in the name of a deceased member and others. The estate of the deceased joint holder is not released from any liability in respect of the shares.

29.2 Death of single holder

The Company must not recognise any one except the legal personal representative of the deceased member as having any title to shares registered in the sole name of a deceased member. If the personal representative gives the Board the documents described in section 1091(4) or 1091(7) or other information that satisfies the Board of the representative's entitlement to be registered as holder of the shares:

- (a) subject to rules 28.3 and 29.4 the Company must register the personal representative as the holder of the shares as soon as practical after receipt of a written and signed notice to the Company from the representative requiring it to do so; and
- (b) whether or not registered as the holder of the shares, the personal representative:
 - (i) may, subject to rule 28, transfer the shares to another person; and
 - (ii) has the same rights as the deceased member.

29.3 Transmission of shares on insolvency or mental incapacity

Subject to the Bankruptcy Act 1966, if a person entitled to shares because of the insolvency or mental incapacity of a member gives the board the information it reasonably requires to establish the person's entitlement to be registered as holder of the shares:

- (a) subject to rules 28.3 and 29.4 the Company must register that person as the holder of the shares as soon as practical after receipt of a written and signed notice to the Company from that person requiring it to do so; and
- (b) whether or not registered as the holder of the shares, that person:
 - (i) may, subject to rule 28, transfer the shares to another person; and
 - (ii) has the same rights as the insolvent or incapable member.

If section 1091A applies, this rule is supplemental to it.

29.4 Refusal to register holder

The Company has the same right to refuse to register a personal representative or person entitled to shares on the insolvency or mental incapacity of a member as it would have if that person was the transferee named in a transfer signed by a living, solvent, competent member.

30. SHARE CAPITAL

30.1 Capitalisation of profits

The Company may capitalise profits, reserves or other amounts available for distribution to members. Subject to the terms of issue of shares, members are entitled to participate in a capital distribution in the same proportions in which they are entitled to participate in dividends.

30.2 Adjustment of capitalised amounts

The Board may settle any difficulty that arises in regard to a capitalisation of profits as it thinks appropriate and necessary to adjust the rights of members among themselves including:

- (a) fix the value of specific assets;
- (b) issue fractional certificates;
- (c) make cash payments to members on the basis of the value fixed or on the basis that fractional entitlements are disregarded so as to adjust the rights of members between themselves; and
- (d) vest cash or specific assets in trustees.

30.3 Conversion of shares

Subject to sections 246A to 254H and rule 30.5, the Company may convert:

- (a) shares into a larger or smaller number of shares;
- (b) an ordinary share into a preference share; and
- (c) a preference share into an ordinary share,

by resolution passed at a meeting of members.

30.4 Reduction of capital

The Company may reduce its share capital:

- (a) by reduction of capital in accordance with Division 1 of Part 2J.1;

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- (b) by buying back shares in accordance with Division 2 of Part 2J.1;
 - (c) in the ways permitted by sections 248E and 258F; or
 - (d) in any other way for the time being permitted by the Law.

30.5 Variation of rights

If the Company issues different classes of shares, or divides issued shares into different classes, the rights attached to shares in any class may (subject to sections 246C and 246D) be varied or cancelled:

- (a) with the written consent of the holders of a majority of the issued shares of the affected class; or
- (b) by ordinary resolution passed at a meeting of the holders of the issued shares of the affected class.

Subject to the terms of issue of shares, the rights attached to a class of shares are not treated as varied by the issue of further shares of that class.

31. WINDING UP

31.1 Distribution of assets generally

If the Company is wound up, the liquidator may, with the sanction of a special resolution:

- (a) divide the assets of the Company among the members in kind;
- (b) for that purpose fix the value of assets and decide how the division is to be carried out as between the members and different classes of members; and
- (c) vest assets of the Company in trustees on any trusts for the benefit of the members the liquidator thinks appropriate.

31.2 No distribution of liabilities

The liquidator cannot compel a member to accept marketable securities in respect of which there is a liability as part of a distribution of assets of the Company.

31.3 Distribution not in accordance with legal rights

If the liquidator decides on a division or vesting of assets of the Company under rule 31.1 which is not in accordance with the legal rights of the contributories, any contributory who would be prejudiced by it has a right to dissent and ancillary rights as if that decision were a special resolution passed under section 507.

32. NOTICES

32.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either
 - (i) delivered personally;
 - (ii) sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address;
 - (iii) sent by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

32.2 Overseas members

A member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

32.3 When notice is given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
 - (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and
- (b) if it is sent by mail:
 - (i) within Australia - 3 business days after posting; or
 - (ii) to a place outside Australia - 7 business days after posting.

A certificate in writing signed by a Director or Secretary of the Company stating that a notice was sent is conclusive evidence of service.

32.4 **Business days**

For the purposes of rule 32.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

32.5 **Notice to joint holders**

Notice to joint holders of shares must be given to the joint member named first in the Register. Every person who becomes entitled to a share is bound by every notice in respect of that share that was properly given to a person registered as the holder of the share before the transfer or transmission of the share was entered in the Register.

32.6 **Counting days**

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

33. **UNCLAIMED MONEY**

The Company must deal with unclaimed dividends and distributions in accordance with the law relating to unclaimed money in the Company's jurisdiction of registration.

Released Under the Freedom of Information Act 1982
Department of Economic Development, 'Jobs'

SCHEDULE

Terms of issue of redeemable preference shares

1. Definitions

The following definitions apply in relation to a preference share issued under rule 22.2(a).

"**Dividend Amount**" for any Dividend Period means the amount calculated as $\frac{DA = DR \times N}{365}$

where:

DA = Dividend Amount;

DR = Dividend Rate; and

N = number of days in the relevant Dividend Period

"**Dividend Date**" means a date specified in the Issue Resolution on which a dividend in respect of that preference share is payable.

"**Dividend Period**" means:

- (a) the period that begins on and includes the Issue Date and ends on and includes the day before the first Dividend Date after the Issue Date; and
- (b) the period that begins on and includes each Dividend Date and ends on and includes the day before the next Dividend Date; and
- (c) the period that begins on and includes the last Dividend Date and ends on and includes the day before the Redemption Date.

"**Dividend Rate**" means the rate specified in the Issue Resolution for the calculation of the amount of dividend to be paid on that preference share on any Dividend Date.

"**franked dividend**" has the meaning given to that term by section 160APA of the Tax Act.

"**Issue Date**" means the date on which the share is issued.

"**Issue Resolution**" means the resolution passed under clause 2 of this schedule.

"**redeemable preference share**" means a preference share which the Issue Resolution specifies is liable to be redeemed:

- (a) at a fixed time or on the happening of a particular event;
- (b) at the Company's option; or

(c) at the holder's option.

"**Redemption Amount**" in relation to a redeemable preference share means the amount specified in the Issue Resolution to be paid on redemption of that share.

"**Redemption Date**" in relation to a redeemable preference share, means the date on which the Issue Resolution requires the Company to redeem that share.

"**Tax Act**" means the Income Tax Assessment Act 1936, the Income Tax Assessment Act 1997, or both, as applicable.

2. Issue Resolution

If the Board resolves to issue a preference share, it must pass an Issue Resolution which specifies:

- (a) the Dividend Date;
- (b) the Dividend Rate;
- (c) whether dividends are cumulative or non-cumulative;
- (d) whether the share is a redeemable preference share or not, and if so:
 - (i) the Redemption Amount; and
 - (ii) if the share is redeemable at the end of a fixed period, the Redemption Date, or otherwise the circumstances (if any) in which the share is redeemable at the option of the holder or of the Company, the way in which that option must be exercised and the way in which the resulting Redemption Date is ascertained,

and may also specify that the dividend must be a franked dividend or must not be a franked dividend.

3. Franked dividends

If the Issue Resolution specifies that the dividend on preference shares must be a franked dividend, it may also specify

- (a) the extent to which the dividend must be franked (within the meaning of the Tax Act); and
- (b) the consequences of the dividend not being franked, which may include an increase of the dividend by the amount of franking credit which would have been imputed to the holder of the share under the Tax Act if the dividend had been franked in accordance with the Issue Resolution.

4. **Dividend entitlement**

The holder of a preference share is entitled, in priority to any payment of dividend on any other class of shares, to a preferential dividend of the Dividend Amount for each Dividend Period. The dividend entitlement is cumulative if the Issue Resolution states that it is cumulative and otherwise is non-cumulative.

5. **Priority on winding up**

The holder of a preference share is entitled, on a winding up, to payment in cash of:

- (a) the amount then paid up on it; and
- (b) if the Issue Resolution states that dividends are cumulative, any arrears of dividend,

in priority to any payment to the holders of any other class of shares but has no right to participate in surplus assets and profits of the Company or to vote on a winding up.

6. **Voting**

The holder of a preference share has no right to vote at any meeting of members of the Company except:

- (a) if the Issue Resolution states that dividends are cumulative, during a period during which a dividend on the share is in arrears; and
- (b) if approval of preference shareholders is required under Part 2J.1:
 - (i) on a proposal to reduce the Company's share capital; or
 - (ii) on a resolution to approve the terms of a buy-back agreement, on that proposal or resolution; and
- (c) on a proposal that affects rights attached to the shares.

7. **Notices and financial reports**

The Company must give the holder of a preference share notice of each meeting of members in accordance with rule 12 and send the holder financial reports in accordance with rule 21.2.

8. **Redemption of redeemable preference shares**

Subject to the Law, the Company must redeem a redeemable preference share on the Redemption Date by paying the Redemption Amount to the holder in cash, by cheque or in any other form that the holder agrees to in writing. If the Company sends the holder of a redeemable preference share a cheque for the Redemption Amount, the share is redeemed on the date on which rule 32.3(b) would treat the cheque as being received by the holder, whether or not the holder has presented the cheque. If the holder of a redeemable preference

share does not present a cheque for the Redemption Amount within a reasonable period after it is sent, the Company must deal with the Redemption Amount in accordance with rule 33.

9. **Equal ranking issues**

The issue of further preference shares that rank equally with any issued preference shares is not taken to affect the rights of the holders of the existing preference share whether or not the Dividend Rate for the new preference shares is the same as or different from that applicable to that preference share.

Released Under the Freedom of
Information Act 1982
Department of Economic Development, Jobs,
Transport & Resources

Appendix F - Fed Square Civic and Cultural Charter

FEDERATION SQUARE CIVIC AND CULTURAL CHARTER

The Federation Square Civic and Cultural Charter recognises Melbourne's pre-eminence as a centre for creativity and innovation, its diverse and successful arts and cultural festivals, its multicultural heritage, the popularity and beauty of its gardens and river and the need for a new focal point for contemporary cultural activities.

The Charter requires that these themes and strengths find expression in Federation Square's management philosophy, marketing, programmed events and activities, and hiring and sub-leasing activities, including the presentation and market positioning of its commercial spaces.

Objectives

The underlying purpose of Federation Square as determined by the Government of Victoria and the City of Melbourne is to achieve specific **cultural and civic objectives** for Victoria:

- to provide a stimulating, educational, comfortable and entertaining destination venue to Victorians, and to interstate and international visitors.
- to represent Melbourne as a leading city for the arts and for innovation and creativity in all forms of cultural expression.
- to communicate the City's leadership in contemporary ideas and expression
- to provide a focal point for arts and cultural festivals and activities and important civic commemorations.
- to reflect Melbourne's cultural diversity in its overall operations and programming.
- to attract local, national and international visitors to Federation Square.

Key Outcomes

The excitement generated by the concept must be reflected in its implementation and routine operations. The following critical **outcomes of the development and operation of Federation Square will ensure that its objectives are achieved:**

- a continuous and high calibre mix of cultural programming and civic activity that is recognised as contemporary and stimulating.
- a high level of use by local, national and international organisations, events and activities.
- an identifiable synergy between the cultural program and other leisure, personal and commercial services.
- high levels of use of all spaces for activity consistent with and complementary to the stated objectives.
- high levels of new and return visitation.
- a positive local profile for Federation Square as a focal point for the City's civic and festival program.

- a positive national and international profile for Federation Square and its program.
- a focus for Federation Square for the Centenary of Federation celebrations.
- an accessible secure and attractive public experience.

Implementation Requirements

To achieve the defined objectives and outcomes of Federation Square, the management company will:

- ◆ develop and oversee a year-round program of activities embracing visual, performing, multimedia, event, literary, festival, botanical, multicultural and other themes.
- ◆ promote the use of Federation Square venues, and procure events and activities with appropriate local, national and international organisations and individuals.
- ◆ develop working partnerships with key festival companies to provide venues at Federation Square as part of each festival's overall program, including the Melbourne International Festival of the Arts, Melbourne Comedy Festival, Melbourne International Film Festival, Melbourne Moomba Festival, the Next Wave Festival and the Melbourne International Biennial.
- ◆ develop programmed activities at Federation Square in conjunction with event organisers that reflect or enhance important wider community events, including indigenous, multicultural or community-specific national days or celebrations (eg. Chinese New Year, Australia Day, Anzac Day, major sporting events, Melbourne Writers Festival and Melbourne Fashion Festival).
- ◆ produce and promote, with the assistance of the Government of Victoria and the City of Melbourne, in conjunction with the Melbourne Festival, the celebration of the Centenary of Federation in 2001.
- ◆ implement a marketing program that takes account of key market segments and which is measurable in terms of visitation impact.
- ◆ develop close working partnerships with marketing and tourism bodies, multicultural and community organisations to achieve the cultural and civic objectives of the site.
- ◆ work with public bodies to ensure appropriate access and security is provided at Federation Square.
- ◆ maintain up-to-date and leading edge operating technology for all aspects of the site's activity, uses and presentation.

Operating Principles

All components of Federation Square are to be operated and managed in accordance with this Charter and for the purposes outlined below.

Civic Square

In accordance with the original concept of a new civic centre for Melbourne, Federation Square will boast a three hectare plus open civic plaza as the public focus and meeting place for Melbourne linking the city, the Yarra River and the adjoining Riverside Park.

Use of the Civic Square will be subject to the following:

- A standard hiring agreement will be formulated and implemented by the management company.
- Sections of the Square may be hired at market rates to organisations for commercial purposes, where these are consistent with the Civic and Cultural Charter.
- The Civic Square is to be made available at nil hire cost for appropriate public events organised by non-commercial arts and festival organisations and relevant public sector agencies. Such groups can be required to pay direct event staging costs, including set-up and dismantling, after-event cleaning, security, insurance, power and the management company's handling expenses. Subject to reasonable notice being given, such groups are to be given priority in the use of the Square over commercial hiring.
- The management company will enforce rules and codes of public behaviour, and ensure an adequate level of supervision in the Square's use by the public.

Other Public Areas

Federation Square's unique urban setting provides a number of enclosed, semi-enclosed and open spaces with a focus on public involvement and interest. These spaces will include a spectacular large atrium, outdoor "garden" areas and courtyards, commercial outlets, an enclosed amphitheatre, tour bus booking service and a visitor services hub.

Contemporary interpretations of botanical themes will be reflected in its design, activity programming and commercial operations.

Hiring and leasing terms and conditions will be determined by the management company.

Museum of Australian Art

With the relocation of the National Gallery of Victoria's entire Australian collection from St Kilda Road to Federation Square, a new museum housing the most comprehensive display of Australian art in the country will be created. The collection will provide a unique experience of contemporary art in the context of the rich history and achievements of Australian indigenous and non-indigenous artists. The Museum will be managed and programmed by the NGV.

The management company will work with the NGV to ensure coordinated programming between the Museum of Australian Art and other venues in Federation Square for key festivals and cultural events.

Cinemia Centre

The Cinemia Centre will be the nation's home for the moving image in all forms. Cinemia, the new institution formed by the merging of the State Film Centre of Victoria and Film Victoria, will manage and programme the Centre to enhance Federation Square as a site for the celebration of

screen culture, embracing film, video and multimedia activities.

Cinemia will be responsible for the Centre, excluding television and radio facilities, which will accommodate the multicultural national broadcaster SBS. Cinemia may sub-lease to state and national film or other organisations with the prior approval of the management company. SBS will separately lease its floorspace from the management company.

The management company will work with Cinemia and SBS to ensure coordinated programming between Cinemia, SBS and other venues in Federation Square for key festivals and cultural events.

Retail

Retail outlets will be incorporated within the development on the basis of a relationship/theme with the major users, and upon a level of contribution to the cultural and civic objectives of Federation Square. Food and beverage operations will form part of the retail “offer”, and will similarly be required to embrace and enhance the stated cultural and civic objectives.

The management company, in the context of the market niche being targeted will determine leasing terms and conditions. The retail operations will be managed and maintained by the management company, who is also responsible for ensuring coordinated programming exists between retailers and other venues in Federation Square for key festivals and cultural events.

Russell Street Extension

The Russell Street extension will provide vehicle access to Federation Square, pedestrian movement around and to the Square, and to the riverside park. It will provide loading, unloading and short term parking facilities for approved tour bus operators. The following operating principles apply:

- ◆ the management company may charge fees for bus parking
- ◆ the management company will enforce rules and codes of public behaviour.

Other Commercial Operations

Portions of the development may be sold, leased, assigned or licensed to commercial operators, for example, rights to develop a tavern and/or other retail and food and beverage/hospitality opportunities.

In any such sale/lease/assignment/license, the management company will ensure that operators comply with the site rules and regulations contained within the Federation Square Precinct Management Agreement. The management company will work with each operator to ensure coordinated programming between each operator and other venues in Federation Square for key festivals and cultural events.

FEDERATION SQUARE

CIVIC AND CULTURAL CHARTER

Addendum May 2013

The Federation Square Civic and Cultural Charter provides guidance on the ongoing management of Federation Square in accordance with intent of the original project brief and partners. Since the commencement of the project a number of references to dates and names have changed as below. None of the references impact on the intent of the Charter.

- Centenary of Federation celebrations.(Completed in 2001)
- Melbourne International Biennial (Biennial does not operate)
- Riverside Park (now Birrarung Marr)
- Museum of Australian Art (now The National Gallery of Victoria, Ian Potter Centre)
- Cinemedia Centre (now The Australian Centre for the Moving Image)
- Federation Square Precinct Management Agreement (now a Tenant Lease/Licence)