

SOUTH AUSTRALIA

PUBLIC CORPORATIONS (HILLS TRANSIT) REGULATIONS 1995

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REGULATIONS UNDER THE PUBLIC CORPORATIONS ACT 1993

Public Corporations (Hills Transit) Regulations 1995

being

No. 161 of 1995: *Gaz.* 27 July 1995, p. 307¹

¹ Came into operation 27 July 1995: reg. 2.

2.

**PART 1
PRELIMINARY**

Citation

1. These regulations may be cited as the *Public Corporations (Hills Transit) Regulations 1995*.

Commencement

2. These regulations will come into operation on the day on which they are made.

Interpretation

3. In these regulations, unless the contrary intention appears—

"**the Act**" means the *Public Corporations Act 1993*;

"**board**" means the board of directors established as the governing body of the subsidiary under Part 3;

"**director**" means a person appointed or holding office as a member of the board under Part 3;

"**the subsidiary**" means *Hills Transit* established under Part 3.

3.

PART 2
APPLICATION OF ACT TO TRANSADELAIDE

Application of Act to TransAdelaide

4. The following provisions of the Act apply to TransAdelaide:

- (a) Part 1 (*Preliminary*);
- (b) section 24 (*Formation of subsidiary by regulation*);
- (c) section 25 (*Dissolution of subsidiary established by regulation*);
- (d) the schedule (*Provisions applicable to subsidiaries*).

4.

**PART 3
HILLS TRANSIT**

DIVISION 1—ESTABLISHMENT AND CONSTITUTION OF HILLS TRANSIT

Establishment of Hills Transit (s. 24)

5. (1) *Hills Transit* is established as a subsidiary of TransAdelaide.

(2) The subsidiary—

- (a) is a body corporate; and
- (b) has perpetual succession and a common seal; and
- (c) is capable of suing and being sued in its corporate name.

Establishment of board

6. (1) A board of directors is established as the governing body of the subsidiary.

(2) Anything done by the board in the administration of the subsidiary's affairs is binding on the subsidiary.

Composition of board

7. (1) The board is to consist of at least three members appointed by TransAdelaide.

(2) One director will be appointed by TransAdelaide to chair meetings of the board.

(3) TransAdelaide may appoint a director to be the deputy of the director appointed to chair the board and the deputy may perform or exercise the functions and powers of that director in his or her absence.

(4) On the office of a director becoming vacant, a person may be appointed in accordance with this regulation to the vacant office.

(5) TransAdelaide may appoint a suitable person to be deputy of a member of the board during any period of absence of the member (and any reference to a member in these regulations will be taken to include, unless the contrary intention appears, a reference to a deputy while acting as a member of the board).

Conditions of membership

8. (1) A director will be appointed for a term, not exceeding three years, specified in the instrument of appointment and, at the expiration of a term of appointment, will be eligible for reappointment.

(2) The office of a director becomes vacant if the director—

- (a) dies; or
- (b) completes a term of office and is not reappointed; or
- (c) resigns by written notice to TransAdelaide; or

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- (d) becomes bankrupt or applies to take the benefit of a law for the relief of insolvent debtors; or
- (e) is convicted of an indictable offence; or
- (f) is removed from office by TransAdelaide by written notice on any other ground that TransAdelaide considers sufficient.

Vacancies or defects in appointment of directors

9. An act of the board is not invalid by reason only of a vacancy in its membership or a defect in the appointment of a director.

Remuneration

10. A director is entitled to be paid from the funds of the subsidiary such remuneration, allowances and expenses as may be determined by TransAdelaide.

Proceedings

11. (1) A quorum of the board consists of one-half the total number of its members (ignoring any fraction resulting from the division) plus one.

(2) The director appointed to chair the board will preside at meetings of the board at which he or she is present.

(3) If the director appointed to chair the board is absent from a meeting of the board—

- (a) if another director has been appointed as that director's deputy and is present at the meeting—the deputy; or
- (b) in any other case—a director chosen by the directors present at the meeting,

will preside.

(4) A decision carried by a majority of the votes cast by directors at a meeting is a decision of the board.

(5) Each director present at a meeting of the board has one vote on a question arising for decision and, if the votes are equal, the director presiding at the meeting may exercise a casting vote.

(6) A telephone or video conference between directors will, for the purposes of this regulation, be taken to be a meeting of the board at which the participating directors are present if—

- (a) notice of the conference is given to all directors in the manner determined by the board for that purpose; and
- (b) each participating director is capable of communicating with every other participating director during the conference.

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(7) A proposed resolution of the board becomes a valid decision of the board despite the fact that it is not voted on at a meeting of the board if—

- (a) notice of the proposed resolution is given to all directors in accordance with procedures determined by the board; and
- (b) a majority of the directors express their concurrence in the proposed resolution by letter, telex, facsimile transmission or other written communication setting out the terms of the resolution.

(8) The board must cause accurate minutes to be kept of its proceedings.

(9) Subject to these regulations, the board may determine its own procedures.

DIVISION 2—FUNCTIONS AND POWERS OF HILLS TRANSIT

Functions of subsidiary

12. (1) The subsidiary's functions are limited to the following:

- (a) to undertake and carry on the business of providing passenger transport services;
- (b) to enter into service contracts with the Passenger Transport Board under the *Passenger Transport Act 1994*;
- (c) to carry out other functions conferred on the subsidiary by TransAdelaide.

(2) The subsidiary must obtain the approval of TransAdelaide before it makes a material change to its activities, policy direction or budget.

(3) The subsidiary must report to TransAdelaide on the subsidiary's financial position on a quarterly basis.

Loans, etc., require TransAdelaide's approval

13. (1) The subsidiary must not lend or advance to, or deposit with, any person any money, securities or property without the prior written approval of TransAdelaide.

(2) The subsidiary must not undertake any commercial borrowings without the prior written approval of TransAdelaide.

DIVISION 3—RELATED MATTERS

Common seal and execution of documents

14. (1) The common seal of the subsidiary must not be affixed to a document except in pursuance of a decision of the board, and the affixing of the seal must be attested by the signatures of two directors.

(2) The board may, by instrument under the common seal of the subsidiary, authorise a director, an employee of the subsidiary (whether nominated by name or by office or title) or any other person to execute documents on behalf of the subsidiary subject and limitations (if any) specified in the instrument of authority.

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(3) Without limiting subregulation (2), an authority may be given so as to authorise two or more persons to execute documents jointly on behalf of the subsidiary.

(4) A document is duly executed by the subsidiary if—

- (a) the common seal of the subsidiary is affixed to the document in accordance with this regulation; or
- (b) the document is signed on behalf of the subsidiary by a person or persons in accordance with authority conferred under this regulation.