

SOUTH AUSTRALIA

**PUBLIC CORPORATIONS (ETSA TRANSMISSION CORPORATION)
REGULATIONS 1995**

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APPENDIX LEGISLATIVE HISTORY

REGULATIONS UNDER THE PUBLIC CORPORATIONS ACT 1993

Public Corporations (ETSA Transmission Corporation) Regulations 1995

being

No. 137 of 1995: *Gaz.* 29 June 1995, p. 3122¹

as varied by

No. 157 of 1997: *Gaz.* 19 June 1997, p. 3032²

No. 187 of 1998: *Gaz.* 8 October 1998, p. 1107³

- ¹ Came into operation 1 July 1995: reg. 2.
- ² Came into operation 19 June 1997: reg. 2.
- ³ Came into operation 12 October 1998: reg. 2.

N.B. The amendments effected to these regulations by Regulation No. 249 of 1999 had not been brought into operation at the date of, and have not been included in, this consolidation.

Citation

1. These regulations may be cited as the *Public Corporations (ETSA Transmission Corporation) Regulations 1995*.

Commencement

2. These regulations will come into operation on 1 July 1995.

Interpretation

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

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

"board" means the board of directors established as the governing body of the Transmission Corporation under these regulations;

"director" means a person holding office as a member of the board under these regulations;

"ETSA" means ETSA Corporation established under the *Electricity Corporations Act 1994*;

"Transmission Corporation" means *ETSA Transmission Corporation* established under these regulations.

Establishment of ETSA Transmission Corporation

4. (1) *ETSA Transmission Corporation* is established as a subsidiary of ETSA.

(2) The Transmission Corporation—

(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

5. (1) A board of directors is established as the governing body of the Transmission Corporation.

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

Composition of board

6. (1) The board consists of—

(a) three members appointed by the Minister of whom one must be appointed by the Minister to chair meetings of the board; and

* * * * *

(c) the chief executive officer of the Transmission Corporation.

3.

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

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

Conditions of membership

6A. (1) A director will be appointed for a term, not exceeding three years, specified in the instrument of appointment and will, at the expiration of a term of appointment, be eligible for reappointment.

(2) The office of an appointed 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 the Minister; or
- (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
- (ea) is or becomes a director of ETSA or a body corporate that predominantly performs electricity distribution or electricity generation functions; or
- (f) is removed from office by the Minister by written notice on any ground that the Minister considers sufficient.

Vacancies or defects in appointment of directors

6B. 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

6C. An appointed director is entitled to be paid from the funds of the Transmission Corporation such remuneration, allowances and expenses as may be determined by the Minister.

Proceedings

7. (1) A quorum of the board consists of three members.

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

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(3) If the director appointed to chair meetings of the board is absent from a meeting of the board, the meeting will be presided over—

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

(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.

(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.

Functions of Transmission Corporation

8. The Transmission Corporation's functions are limited to the following:

- (a) transmitting electricity;
- (b) coordinating operation of the generation, transmission and distribution facilities of the South Australian electricity supply system;
- (c) controlling the security of the South Australian electricity supply system;
- (d) operating and administering wholesale market trading arrangements for electricity;

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- (e) trading in electricity;
- (f) carrying out research and development related to the Corporation's functions;
- (g) providing consultancy and other services within areas of the Corporation's expertise;
- (h) commercial development and marketing of products, processes and intellectual property produced or created in the course of the Corporation's operations;
- (i) any other function conferred on the Corporation by ETSA.

Common seal and execution of documents

9. (1) The common seal of the Transmission Corporation 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 Transmission Corporation, authorise a director, an employee of the Corporation (whether nominated by name or by office or title) or any other person to execute documents on behalf of the Corporation subject to conditions and limitations (if any) specified in the instrument of authority.

(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 Transmission Corporation.

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

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

Transmission Corporation's charter

10. (1) ETSA must prepare a charter for the Transmission Corporation after consultation with the Corporation.

(2) The charter must be consistent with ETSA's own charter but related to the functions of the Transmission Corporation.

(3) The charter may limit the functions or powers of the Transmission Corporation.

(4) The Transmission Corporation's charter must be reviewed by ETSA after consultation with the Corporation in conjunction with the review of ETSA's charter under Part 3 of the *Public Corporations Act 1993*.

(5) ETSA may, after consultation with the Transmission Corporation, amend the Corporation's charter at any time.

(6) The charter or any amendment to the charter comes into force and is binding on the Transmission Corporation on a day specified in the charter or amendment (but without affecting any contractual obligations previously incurred by the Corporation).

Performance statements

11. (1) ETSA must, when preparing the charter for the Transmission Corporation, also prepare, after consultation with the Corporation, a performance statement setting the various performance targets that the Corporation is to pursue in the coming financial year or other period specified in the statement and dealing with such other matters as ETSA considers appropriate.

(2) ETSA must, after consultation with the Transmission Corporation, review the performance statement when reviewing the Corporation's charter.

(3) ETSA may, after consultation with the Transmission Corporation, amend the performance statement at any time.

APPENDIX

LEGISLATIVE HISTORY

Regulation 6(1):	varied by 157, 1997, reg. 3(a); 187, 1998, reg. 3
Regulation 6(1)(b):	revoked by 187, 1998, reg. 3
Regulation 6(3):	inserted by 157, 1997, reg. 3(b)
Regulation 6A:	inserted by 157, 1997, reg. 4
Regulation 6A(2):	varied by 187, 1998, reg. 4
Regulations 6B and 6C:	inserted by 157, 1997, reg. 4
Regulation 7(1):	varied by 157, 1997, reg. 5