



Victoria Government Gazette

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SPECIAL

State Owned Enterprises Act 1992
STATE OWNED ENTERPRISES (STATE BODY –
EMERGENCY COMMUNICATIONS VICTORIA) ORDER 2002
Order In Council

The Governor in Council under section 14 of the **State Owned Enterprises Act 1992**, makes the following Order:

1. Commencement

This Order comes into operation on the day that it is made.

2. Definitions

In this Order:

“Act” means the **State Owned Enterprises Act 1992**;

“Board” means the Board of Directors of ECV;

“ECV” means Emergency Communications Victoria established by this Order.

3. Relevant Minister

The Minister for Police and Emergency Services is the relevant Minister for the purposes of the Act in relation to ECV.

4. Emergency Communications Victoria

(1) There is established for the purposes of the **State Owned Enterprises Act 1992**, a State body by the name of Emergency Communications Victoria.

(2) The particular purpose of establishing ECV is to provide emergency call taking and dispatch services on behalf of Victorian emergency services organisations.

(3) ECV will give pre-eminence to public safety considerations in performing its functions.

(4) The functions of ECV are to:

(a) provide and manage public safety communication services, including call taking and dispatch services, on behalf of Victorian emergency services organisations;

(b) facilitate and support new Statewide Integrated Public Safety Communications Strategy (SIPSaCS) initiatives relevant to ECV, including increased call taking and dispatch services coverage to required areas, in accordance with the Government’s priorities;

(c) do any other things incidental or ancillary to the attainment of the above functions.

(5) ECV has the power to do all things necessary or convenient to be done for, or in connection with, the performance of its functions.

(6) ECV must operate in a framework consistent with Government policy and priorities.

(7) ECV must perform its functions for the public benefit having regard to public safety considerations and operate its business in a commercially responsible manner by delivering efficient, sustainable and value for money services.

5. Board of Directors

(1) There is a Board of Directors of ECV, which-

(a) is responsible for the management of the affairs of ECV; and

(b) may exercise the powers of ECV.

- (2) The Board will comprise a Chairperson and not less than 1 and not more than 6 other directors.
- (3) The initial directors of the Board are:
 - (a) Mr Harvey Clent Parker, who shall be the Chairperson of the Board for the period commencing on 4 June 2002 and concluding on 31 March 2005;
 - (b) Ms Christina Isabelle Gillies, who shall be a director for the period commencing on 4 June 2002 and concluding on 31 March 2005.
- (4) The directors of ECV (other than the initial directors), shall on the recommendation of the Treasurer and the relevant Minister be appointed by the Governor in Council having regard to the expertise necessary for ECV to achieve its functions and objectives.
- (5) Each director (other than the initial directors) is appointed for a term of up to three years and each director (including the initial directors) is eligible for re-appointment.
- (6) The terms and conditions of appointment of the directors (other than the Chief Executive Officer) are as follows:
 - (a) the Chairperson is entitled to be paid remuneration at the rate of \$48,150 per annum;
 - (b) directors (other than the Chairperson) are entitled to be paid remuneration at the rate of \$22,500 per annum;
 - (c) all directors are entitled to the re-imbursment of reasonable expenses incurred in the discharge of their office;
 - (d) all directors will be entitled to superannuation contributions paid by ECV in accordance with the **Commonwealth's Superannuation Guarantee (Administration) Act 1992**;
 - (e) directors are not entitled to leave entitlements.
- (7) The Board may regulate its own proceedings, subject to the following:
 - (a) meetings of the Board shall be held at such times and places as the Board determines;
 - (b) the Chairperson may at any time convene a meeting, but must do so when requested by a director;
 - (c) a simple majority of the directors constitutes a quorum of the Board;
 - (d) a question arising at a meeting is to be determined by a majority of those directors present and voting on that question and, if voting is equal, the person presiding has a casting vote as well as a deliberative vote;
 - (e) the Board must ensure that minutes are kept of each of its meetings;
 - (f) the Board may, in writing, delegate to two or more directors any of the Board's powers other than this power of delegation.
- (8) The office of a director of ECV becomes vacant if the director:
 - (a) without the Board's approval, fails to attend 3 consecutive meetings of the Board; or
 - (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit; or
 - (c) is convicted of an indictable offence or an offence which, if committed in Victoria, would be an indictable offence; or

- (d) resigns by writing delivered to the Treasurer or the relevant Minister; or
- (e) is removed from office by the Governor in Council.

6. Validity of acts or decisions of the Board

An act or decision of the Board is not invalid merely because of:

- (a) a defect or irregularity in, or in connection with, the appointment of a director; or
- (b) a vacancy in the membership of the Board.

7. Disclosure of interests by the Board

- (1) If:
 - (a) a director of the Board has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Board; and
 - (b) the interest could conflict with the proper performance of the director's duties in relation to the consideration of the matter,the director, as soon as practicable after becoming aware of the relevant facts, must disclose the nature of the interest at a meeting of the Board.
- (2) A disclosure under sub-clause (1) must be recorded in the minutes of the meeting and, unless the Board otherwise determines, the director:
 - (a) must not be present during any deliberation of the Board in relation to the matter; and
 - (b) must not take part in any decision of the Board in relation to the matter.
- (3) For the purpose of the making of a determination of the Board under sub-clause (2) in relation to a director who has made a disclosure under sub-clause (1), a director who has a direct or indirect pecuniary interest in the matter to which the disclosure relates:
 - (a) must not be present during any deliberation of the Board in relation to the matter; and
 - (b) must not take part in any decision of the Board in relation to the matter.
- (4) Sub-clauses (1) and (2) do not apply in relation to a matter relating to the supply of goods or services to the director if the goods or services are, or are to be, available to members of the public on the same terms and conditions.

8. Chief Executive Officer and other staff

- (1) The Board, with the approval of the Treasurer and the relevant Minister, may appoint a Chief Executive Officer to have control of the day-to-day administration of the affairs of ECV.
- (2) The Chief Executive Officer may be a director of ECV, but may not be the Chairperson.
- (3) The Board shall determine the terms and conditions of appointment of the Chief Executive Officer.
- (4) The Board may at anytime remove the Chief Executive Officer.
- (5) The Governor in Council may, on the recommendation of the Treasurer and the relevant Minister appoint the Chief Executive Officer of ECV, to the Board.
- (6) If the Chief Executive Officer of ECV is appointed to the Board, the Chief Executive Officer of ECV must not participate in the proceedings of the Board considering his or her removal or terms and conditions of appointment.
- (7) If a Chief Executive Officer is removed under sub-clause (4), he or she ceases to be a member of the Board.

- (8) The Board may employ any other officers and employees that are necessary for the performance of its functions.

9. Corporate plan

- (1) The Board must prepare a corporate plan each year.
- (2) The Board must give a copy of the proposed corporate plan to the Treasurer and the relevant Minister on or before 31 May in each year.
- (3) The proposed corporate plan must be in or to the effect of a form approved by the Treasurer and the relevant Minister and must include:
- (a) a statement of corporate intent in accordance with clause 10;
 - (b) a business plan containing the information required by the Treasurer or the relevant Minister;
 - (c) financial statements containing the information required by the Treasurer or the relevant Minister.
- (4) ECV must act only in accordance with its corporate plan, as existing from time to time, unless it has first obtained the written approval of the Treasurer and the relevant Minister to do otherwise.
- (5) Nothing done by ECV is void or unenforceable merely because ECV has failed to comply with clauses 9 or 10.

10. Statement of corporate intent

The statement of corporate intent of ECV must specify, in respect of the financial year to which it relates and each of the 2 following financial years, the following information:

- (a) objectives of ECV;
- (b) main undertakings of ECV;
- (c) nature and scope of the activities to be undertaken by ECV;
- (d) accounting policies to be applied in the accounts;
- (e) performance targets and other measures by which the performance of ECV may be judged in relation to its stated objectives;
- (f) the kind of information to be provided to the Treasurer and the relevant Minister by ECV during the course of those financial years, including the information to be included in each quarterly report under clause 12;
- (g) any matters as may be agreed on by the Treasurer, the relevant Minister and the Board from time to time.

11. Board to notify Treasurer and relevant Minister of significant affecting events

If the Board forms the opinion that matters have arisen that may prevent, or significantly affect, achievement of the objectives or targets of ECV under the corporate plan, the Board must immediately notify the Treasurer and relevant Minister of its opinion and the reasons for the opinion.

12. Quarterly reports

- (1) Within 6 weeks after the end of each quarter or at such other time as the Treasurer approves, the Board must give to the Treasurer and the relevant Minister a report of the operations of ECV during the preceding 3 month period and financial statements for that period.
- (2) ECV must include certain information in the report of the operations, if the Treasurer or relevant Minister, by notice in writing given to ECV, requires this information to be included in the report.

13. Directions

- (1) The Board and each director must comply with a direction given by the Treasurer or the relevant Minister under section 16C of the Act.
- (2) ECV must publish each direction given to the Board under section 16C of the Act during a financial year in ECV's report of operations for that financial year under Part 7 of the **Financial Management Act 1994**.

Dated 4 June 2002

Responsible Minister
JOHN BRUMBY MP
Treasurer

HELEN DOYE
Clerk of the Executive Council

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