



Victoria Government Gazette

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SPECIAL

State Owned Enterprises Act 1992

STATE OWNED ENTERPRISES (STATE BODY – PUBLIC TRANSPORT TICKETING BODY) ORDER 2003

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. Definition

In this Order:

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

“Board” means the Board of Directors of PTTB;

“AT Arrangements” means all those agreements, deeds, documents, directions, orders, notices, arrangements and understandings between the PTC and Onelink Transit Systems Pty Ltd ACN 059 733 443 and others and between the PTC and Revenue Clearing House Pty Ltd ACN 082 923 126 and others constituting, evidencing, affecting or relating to the public transport ticketing system known as the Automated Ticketing System;

“PTC” means the Public Transport Corporation established under Division 3 of Part II of the **Transport Act 1983**;

“PTTB” means Public Transport Ticketing Body established by this Order.

3. Relevant Minister

The Minister for Transport is the relevant Minister for the purposes of the Act in relation to PTTB.

4. Public Transport Ticketing Body

(1) There is established for the purposes of the **State Owned Enterprises Act 1992**, a State body by the name of “Public Transport Ticketing Body”.

(2) The particular purposes of establishing PTTB are to enable it to be substituted for the PTC in the AT Arrangements and to ensure ongoing development and improvement of the Victorian public transport network ticketing system.

(3) The functions of PTTB are to:

- (a) Administer the AT Arrangements in place of PTC
- (b) Examine and evaluate alternative ticketing systems
- (c) Procure and manage an amended or new ticketing system
- (d) Procure and manage ticketing systems for other public transport services, including regional services, as directed by the relevant Minister
- (e) Consult with the public transport operators with respect to the operators’ requirements for ticketing systems

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

(5) PTTB must operate in a framework consistent with Government policy and priorities.

5. Board of Directors

- (1) There shall be a Board of PTTB, which –
 - (a) Shall be responsible for the management of the affairs of PTTB; and
 - (b) May exercise the powers of PTTB.
- (2) Subject to Clause 5(8), the Board shall comprise a Chairperson and not less than 1 and not more than 4 other directors.
- (3) The directors of PTTB (other than the initial director) 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 PTTB to achieve its functions and objectives.
- (4) Each director (other than the initial director) shall be appointed for a term of up to three years and each director (including the initial director) is eligible for re-appointment.
- (5) The terms and conditions of appointment of the directors shall be as determined from time to time by the Treasurer and the relevant Minister.
- (6) 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 shall constitute a quorum of the Board;
 - (d) A question arising at a meeting shall be determined by a majority of those directors present and voting on that question and, if voting is equal, the person presiding shall have 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.
- (7) The office of a director of PTTB shall become 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.
- (8) The initial director of the Board shall be Peter Harris of Level 25, 80 Collins Street, Melbourne, Victoria who shall be the sole director and Chairperson of an interim Board (in his personal capacity rather than in the capacity of statutory office-holder) for the period of 90 days commencing on the date of this Order or until the Governor in Council appoints a replacement Board.

6. Validity of acts or decisions of the Board

An act or decision of the board shall not be 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 interest 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) shall 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 PTTB.
- (2) The Chief Executive Officer may be a director of PTTB, 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 any time 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 PTTB to the Board.
- (6) If the Chief Executive Officer of PTTB is appointed to the Board, the Chief Executive Officer 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 shall also cease to be a member of the Board, if applicable.
- (8) The Board may employ any other officers and employees that are necessary for the performance of PTTB's 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;
 - (b) A business plan containing the information required by the Treasurer or the relevant Minister; and
 - (c) Financial statements containing the information required by the Treasurer or the relevant Minister.
- (4) PTTB must act only in accordance with its corporate plan, as amended 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 PTTB shall be void or unenforceable merely because PTTB has fails to comply with clauses 9 or 10.

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

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

11. 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) PTTB must publish each direction given to the Board under section 16C of the Act during a financial year in PTTB's report of operations for that financial year under Part 7 of the **Financial Management Act 1994**.

Dated 17 June 2003

JOHN BRUMBY MP
Treasurer
Responsible Minister

BRIAN TUKE
Acting Clerk of the Executive Council

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