



Victoria Government Gazette

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State Owned Enterprises Act 1992

STATE OWNED ENTERPRISES (VICGRID BODY CORPORATE) ORDER 2025

Order in Council

The Governor in Council, under section 14(1) of the **State Owned Enterprises Act 1992**, makes the following Order:

1. Commencement

This Order commences on the date it is published in the Government Gazette.

2. Definitions and interpretation

In this Order –

Administrative Office Head has the meaning in section 4(1) of the **Public Administration Act 2004**.

Act means the **State Owned Enterprises Act 1992**.

Board means the board of directors of VicGrid Body Corporate established under clause 9 of this Order.

CEO VicGrid means the person employed in that position as set out in section 52 of the **National Electricity (Victoria) Act 2005** and who is also the Administrative Office Head of VicGrid.

Chairperson means the chairperson of the Board appointed pursuant to clause 9.3.

Relevant Minister means the relevant Minister designated in clause 7 of this Order.

State Business Corporation means a State Business Corporation as defined in the Act.

VicGrid means the body called ‘VicGrid’, established as an Administrative Office in relation to the Department of Energy, Environment and Climate Action under an Order made under section 11 of the **Public Administration Act 2004** and published in the Government Gazette on 15 February 2024.

Victoria’s Declared Network Functions means the Australian Energy Market Operator’s declared network functions under section 50C of the National Electricity Law (as applied in Victoria pursuant to section 6 of the **National Electricity (Victoria) Act 2005**, and which are declared to apply in Victoria).

3. Establishment

There is established for the purposes of the Act a State body, being a body corporate with perpetual succession, by the name of VicGrid Body Corporate.

4. Purpose

The purpose for establishing VicGrid Body Corporate is to create a body corporate under the Act and empower it to:

- (a) support the State of Victoria’s strategic objectives for developing new energy transmission infrastructure and a smooth transition to renewable energy; and
- (b) undertake the functions in clause 5.1.

5. Functions

5.1 The functions of VicGrid Body Corporate are to:

- (a) undertake activities preparatory to, incidental to, or necessary for any future conferral of Victoria’s Declared Network Functions on VicGrid Body Corporate, including:
 - (i) administering, making and negotiating conditional offers of employment or contracts with potential future employees, agents or contractors;

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- (ii) entering into agreements to procure or facilitate banking, human resources, insurance, information technology and related arrangements and systems;
 - (iii) developing internal governance frameworks and operating policies;
 - (iv) consulting with the CEO VicGrid and other stakeholders;
 - (v) reporting to and advising the Relevant Minister and the Treasurer on the VicGrid Body Corporate's functions and on any other matter referred to it by the Minister or the Treasurer;
 - (b) carry out any other functions conferred on the VicGrid Body Corporate by or under the Act, or any other Act.
- 5.2 For the avoidance of doubt, the functions of VicGrid Body Corporate:
- (a) exclude the statutory functions of the CEO VicGrid under section 53 of the **National Electricity (Victoria) Act 2005**; and
 - (b) do not prevent it employing any persons or entering into any arrangements or agreements for the purposes of achieving its purpose and functions.

6. Powers

- 6.1 VicGrid Body Corporate has the power to do all things necessary or convenient to be done for, or in connection with, or as incidental to, the performance of its functions and achievement of its purpose.
- 6.2 Without limiting clause 6.1, VicGrid Body Corporate has power to:
- (a) enter into and administer any contract, agreement or arrangement with any entity, including engaging any consultants, contractors or agents;
 - (b) employ people;
 - (c) enter into any lease or licence of real, personal or intangible property;
 - (d) acquire, hold and dispose of any real, personal or intangible property;
 - (e) appoint attorneys;
 - (f) act as trustee or agent;
 - (g) use and apply its official seal as authorised by the Board;
 - (h) sue and be sued; and
 - (i) do and suffer all the things which by law a body corporate may do and suffer.

7. Relevant Minister

The Relevant Minister for the purpose of section 14(2)(eb) of the Act is the Minister administering the **National Electricity (Victoria) Act 2005**.

8. Particulars of share capital

The initial capital of VicGrid Body Corporate will be a single share with a nominal value of one dollar held by the Treasurer.

9. Board of Directors

- 9.1 The governing body of VicGrid Body Corporate is a board of directors.
- 9.2 The Board:
- (a) is responsible for managing the affairs of VicGrid Body Corporate to achieve its purpose and functions; and
 - (b) may exercise the powers of VicGrid Body Corporate.
- 9.3 the Governor in Council, on the recommendation of the Relevant Minister, having regard to the necessary expertise for VicGrid Body Corporate to achieve its functions and purpose, will appoint two directors:
- (a) a Chairperson; and
 - (b) an ordinary director.

- 9.4 Each director holds office for a term as specified in the instrument of appointment, not exceeding the earlier of:
- (a) the date when the VicGrid Body Corporate is declared to be a State Business Corporation under section 17 of the Act; or
 - (b) 1 July 2025.
- 9.5 The terms and conditions of appointment of the directors are as determined by the Governor in Council, on the recommendation of the Relevant Minister.
- 9.6 In the event that a director's position becomes vacant for any reason, or if the director is unable to fulfill the functions of the role by virtue of incapacity, illness, death or other reason, the Relevant Minister may appoint;
- (a) an alternate director; or
 - (b) an alternate Chairperson.
- 9.7 An act or decision of the Board is not invalid by reason only of a defect or irregularity in, or in connection with, the appointment of a director, or of a vacancy in the office of the Chairperson or of a director.
- 9.8 The Board may appoint or remove a Chief Executive Officer of VicGrid Body Corporate however it must not do so without the prior approval of the Relevant Minister.
- 10. Delegation by the Board**
- 10.1 The Board may delegate in writing any function or power of the Board, including this power of delegation, to the CEO VicGrid.
- 10.2 The CEO VicGrid may delegate in writing any function or power of the Board which it has been delegated to:
- (a) any person employed under Part 3 of the **Public Administration Act 2004**; or
 - (b) any other person with the approval of the Board.
- 11. Proceedings of the Board**
- 11.1 Subject to this Order, the Board may regulate its proceedings.
- 11.2 The Chairperson may at any time convene a Board meeting and must do so on the request of a director.
- 11.3 Both directors constitute a quorum, subject to clause 11.6 below.
- 11.4 A question arising at a meeting will be determined by the unanimous decision of directors.
- 11.5 If there is an equality of votes the Chairperson has a casting vote in addition to their deliberative vote.
- 11.6 If a director declares a conflict of interest and is unable to participate in all or part of a Board meeting, the remaining director continues to constitute a quorum, solely for the Board meeting (or part thereof) affected by the declared conflict.
- 11.7 The Board will record its decisions and must ensure that minutes are kept of its meetings, if any, and provide any records of decisions or minutes to the Relevant Minister or the Treasurer, upon request.
- 12. Application of State Policy**
- VicGrid Body Corporate must operate in a manner consistent with Victorian Government policy and priorities.

Dated: 15 April 2025

Responsible Minister:

JACLYN SYMES MP

Treasurer

ANGELA SMITH
Clerk of the Executive Council

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