



RULES OF ASSOCIATION

Effective: 9 April 2026
Version 3.1

RULES OF ASSOCIATION

(Rules)

PHAZE BROADCASTERS INC (Trading as RAT FM)

1 **Name and Purpose**

- 1.1 the name of the incorporated association is PHAZE Broadcasters Inc. (in these Rules called "PHAZE Broadcasters" or "the association").
- 1.2 The purpose for which PHAZE Broadcasters is established is to create informative, educational, entertaining, and inspirational radio programming that reflects the diverse voices of our community, promotes cultural enrichment, supports local talent, and fosters public engagement through accessible and responsible broadcasting.

2 **Definitions**

- 2.1 in these Rules, unless the contrary intention appears-

"Act" means **The Associations Incorporation Act 1981**;

"Board" means the Board of PHAZE Broadcasters;

"Financial Year" is each period of 12 months ending on 31 December;

"Chairperson", of a general meeting or Board meeting, means the person chairing the meeting as required under these Rules;

"Board" means the Board having management of the business of the Association;

"Board Meeting" means a meeting of the Board held in accordance with these Rules;

"Board Member" means a member of the Board elected or appointed under these Rules;

"Community" means the wider Ballarat community;

"Consumer Affairs Victoria" is the Victorian Government authority which must approve new and changes to the rules of incorporated associations;

"General Meeting" means a general meeting of members convened in accordance with these Rules;

"Eligible Member" means a member who is a natural or legal person and has achieved 12 or more current and continuous months membership of PHAZE Broadcasters;

"Member", unless qualified in these Rules, means a member of PHAZE Broadcasters;

"Family Member" means two or more members living in the same household who have been admitted to family membership under the one membership number;

"Concession Member" means a member who has qualified for reduced application and subscription fees by qualifying against criteria agreed and published by the Board from time to time pursuant to these Rules;

"Life Member" means an honorary, non-fee based, voting member of PHAZE Broadcasters in terms of Rule 5;

How is this possible when subsection a) of rule 5 states that the

"Membership Period" is/are period/s of annual subscription spanning 12 calendar months:

"Annual Renewal Date" is the date of expiry of the member's paid membership period.

"Ordinary Member of the Board" means a member who has been appointed to the Board and who is not an officer of PHAZE Broadcasters identified in Rule 23;

"Regulations" means regulations under the Act;

"Relevant documents" has the same meaning as in the Act.

"Secretary" means the Board member appointed to that position by the Board.

"the Act" means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

"the Registrar" means the Registrar of Incorporated Associations.

2.2 words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3 Alteration of the Rules

These Rules and the statement of purposes of PHAZE Broadcasters must not be altered except in accordance with the Act.

3AA Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

3AB Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

4 Membership, entry fees and subscription

- 4.1 The categories of membership of PHAZE Broadcasters shall be –
 - a) Listener Member
 - b) Member
 - c) Business Member
 - d) Honorary Life Member, and
 - e) such other category of membership proposed by the Board and approved at a general meeting of members.
- 4.2 A person who is not a member of PHAZE Broadcasters at the time of the incorporation of PHAZE Broadcasters (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless the person applies for membership in accordance with Rule 4.3.
- 4.3 a person who applies for membership as provided in these Rules becomes eligible to be entered into the register of members only when,
 - a) a written application in the form of Appendix 1 (or as subsequently amended by the Board or in a form otherwise approved by the Board) has been completed and received by the Secretary or the Board or on their behalf,
 - b) the required application fee, as set out in Appendix 4 of these Rules, has been received in a form acceptable to PHAZE Broadcasters, and
 - c) the Board, or a Committee of the Board established for this purpose (the membership committee), has approved the membership application.
- 4.4 the Board, or the membership committee where one has been established, must determine whether to approve or reject the application.
- 4.5 if the Board or the membership committee approves an application for membership, the Board will ensure, as soon as practicable thereafter –
 - a) the applicant will be notified in writing of the approval of their membership; and

- b) the applicant's name will be entered in the register of members as either a subscriber, a provisional member or an honorary life member, as appropriate.
- 4.6 with the exception of subscribers and honorary life members, applicants who have had their names entered into the register of members of PHAZE Broadcasters shall become eligible members at the expiration of twelve (12) months from the date of entry of their names in the register of members.
- 4.7 Listener Members, minors and business/organisation memberships shall not become eligible members of PHAZE Broadcasters, unless otherwise agreed at a board meeting.
- 4.8 Honorary life members shall be entered into the register of members as eligible members from the date of entry.
- 4.9 if the membership committee rejects an application the Secretary must, as soon as practicable, refer the membership committee's decision to the Board for review and determination.
- 4.10 if the Board rejects an application or resolves to reject an application referred to it from the membership committee, the Board must ensure that the applicant is notified in writing of the rejection of the application -
- a) specifying the grounds on which a membership has been rejected,
 - b) providing reasons for the rejection of membership application to the applicant,
 - c) advising of appeal rights for rejected applicants or disciplined members.
- 4.11 a right, privilege, or obligation of a person by reason of membership (including honorary life membership) of PHAZE Broadcasters -
- a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 4.12 the annual subscription is the relevant amount set out in Appendix 4, or as subsequently amended in accordance with these Rules, and is due and payable in advance.
- 4.13 a) the Board may set membership application fees and annual subscription fees for each membership category.
- b) the criteria to be met for concession membership shall be determined by the Board from time to time.
- 4.14 the Board may recommend any other additional fee or levy upon members to a general meeting for approval by members, provided that any levy shall not be greater than twice the annual subscription fee.

- 4.15 Subject to the specific provisions of these Rules, members shall enjoy the following rights:
- a) the right to attend and be heard at general meetings and special general meetings;
 - b) the right to vote at general meetings and special general meetings, subject to being an Eligible Member;
 - c) the right to be entitled to and receive information regarding the general conduct and business of PHAZE Broadcasters;
 - d) the right to participate in activities and events organised by PHAZE Broadcasters;
 - e) the right to submit items of business for consideration at a general meeting; and
 - f) the right to have access to the minutes of general meetings and other relevant documents of the Association.

5 Honorary Life membership

- 5.1 the Board may, by unanimous vote at a properly constituted Board meeting of which there has been adequate notice,
- a) bestow upon a past or current member honorary life membership of PHAZE Broadcasters, provided that –
 - i) the appointee must have been a member of PHAZE Broadcasters for at least five consecutive years,
 - ii) the appointee must have demonstrated an extraordinary commitment to PHAZE Broadcasters's stated purpose and contributed at a significant level to the operations of PHAZE Broadcasters in its pursuit of that purpose,
 - iii) the appointee is recognised as a member of the community that is beyond reproach.
 - b) withdraw honorary life membership should the Board form the opinion that a member,
 - i) has refused or neglected to comply with these Rules or any terms and conditions associated with the life membership, or
 - ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of PHAZE Broadcasters,
- 5.2 the award of life membership is subject to these Rules and may be subject to such additional terms and conditions as the Board may determine and, in order for the award to be bestowed upon a recipient, that recipient must agree to abide by these Rules and any such terms and conditions.
- 5.3 a) no application or subscription fee is payable by a member during their term of honorary life membership.

- b) an honorary life member is an eligible member of PHAZE Broadcasters and entitled to vote at a general meeting.
- 5.4 the Board will ensure that the member is notified of its decision and, following receipt of member's acceptance, that the member's name is included in the register of members as an honorary life member.
- 5.5 the Board shall bestow an award or plaque for honorary life membership at the next annual general meeting of PHAZE Broadcasters.
- 5.6 foundation members will be bestowed honorary life membership.

6 Register of members

- 6.1 the Board must ensure a register of members is kept and maintained and that it contains -
- a) the name, address and category of each member; and
 - b) the date on which each member's name was entered in the register.
- 6.2 in the interests of members' privacy, the register of members is not generally available for inspection and copying by members other than as provided in Rules 11.9 and 31.4.
- 6.3 a member is permitted to view their own record of membership upon reasonable written request to the Board or Secretary and such request shall be responded to by the recipient within a reasonable amount of time.

7 Ceasing membership

- 7.1
- a) The membership of a person ceases on resignation, expulsion or death.
 - b) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- 7.2 a member of PHAZE Broadcasters may resign from PHAZE Broadcasters by giving one (1) months' notice in writing to the Board or the Secretary of his or her intention to resign and at the end of the notice period shall cease to be a member.
- 7.3
- a) a member who does not renew their membership before the expiry of one calendar month after their annual renewal date in any year shall cease to be a member as of the annual renewal date;
 - b) a person who ceases to be a member may reapply for membership in accordance with Rule 4 of these Rules;
 - c) a member renewing their membership before the expiry of one calendar month after their annual renewal date shall be considered to have continuous membership.
- 7.4 the date upon which the member ceased to be a member shall be recorded in the register of members.

- 7.5 regardless of the reason a member ceases to be a member of PHAZE Broadcasters, no refund is payable for any unexpired term of their annual membership.
- 7.6 the Board, or the membership committee if one has been established, may consider waiving the application fee for past members wishing to rejoin within three (3) months of ceasing to be a member of PHAZE Broadcasters.

8 Discipline, suspension and expulsion of members

- 8.1 subject to these Rules, if the Board is of the opinion that a member (including an honorary life member) has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of PHAZE Broadcasters, the Board may by resolution -
- a) require that member to undergo a mediated process to facilitate them to return to full participation in the operations of PHAZE Broadcasters Inc.; and/or
 - b) suspend that member from membership of PHAZE Broadcasters for a specified period; and/or
 - c) expel that member from membership of PHAZE Broadcasters, and/or
 - d) where the member has been appointed by the Board as an honorary life member, withdraw that membership.
- 8.2 a resolution of the Board under Rule 8.1 does not take effect unless -
- a) at a meeting held in accordance with Rule 8.3, the Board confirms the resolution; and
 - b) if the member exercises a right of appeal to PHAZE Broadcasters under this Rule, PHAZE Broadcasters confirms the resolution in accordance with this Rule.
- 8.3 a meeting of the Board to confirm or revoke a resolution passed under sub-Rule 8.1 must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the member in accordance with Rule 8.4.
- 8.4 for the purposes of giving notice in accordance with sub-Rule 8.3, the Board must, as soon as practicable, cause to be given to the member a written notice -
- a) setting out the resolution of the Board and the grounds on which it is based; and
 - b) stating that the member, or the member's representative, may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member; and
 - c) stating the date, place and time of that meeting; and
 - d) informing the member that he or she may do one or both of the following -
 - i) attend that meeting;

- ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - e) informing the member that if at that meeting the Board confirms the resolution, he or she may, not later than forty-eight (48) hours after that meeting, give the Board a notice to the effect that he or she wishes to appeal to PHAZE Broadcasters in general meeting against the resolution.
- 8.5 at a meeting of the Board to confirm or revoke a resolution passed under Rule 8.1, the Board must -
 - a) give the member, or the member's representative, an opportunity to be heard; and
 - b) give due consideration to any written statement submitted by the member; and
 - c) determine by resolution whether to confirm or to revoke the resolution.
- 8.6 if at the meeting of the Board, the Board confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the Board a notice to the effect that he or she wishes to appeal to PHAZE Broadcasters in general meeting against the resolution.
- 8.7 if the Board receives a notice under Rule 8.6, the Board must convene a general meeting of PHAZE Broadcasters to be held within thirty (30) days after the date on which the Board received the notice and must give members at least twenty-one (21) days' notice of the meeting.
- 8.8 at a general meeting of PHAZE Broadcasters convened under Rule 8.7 -
 - a) no business other than the question of the appeal may be conducted; and
 - b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - c) the member, or the member's representative, must be given an opportunity to be heard; and
 - d) the members present and eligible to vote must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.9 a resolution is confirmed if, at the general meeting, not less than two-thirds of the members eligible to vote do so in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9 Disputes and mediation grievance procedure

- 9.1 the grievance procedure set out in this Rule applies to disputes under these Rules between -
 - a) a member and another member (in their capacity as members); or
 - b) a member and PHAZE Broadcasters.

- 9.2 the parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 9.3 if the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within a further ten (10) days, hold a meeting in the presence of a mediator.
- 9.4 the mediator must be -
- a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement -
 - i) in the case of a dispute between a member and another member, a person appointed by the Board of PHAZE Broadcasters; or
 - ii) in the case of a dispute between a member and PHAZE Broadcasters, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 9.5 a member of PHAZE Broadcasters can be a mediator.
- 9.6 the mediator cannot be a member who is a party to the dispute or who has any interest in the matter under dispute.
- 9.7 the parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 the mediator, in conducting the mediation, must -
- a) give the parties to the mediation process every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9 the mediator must not determine the dispute.
- 9.10 if the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

10 Annual general meetings

- 10.1 the Board may determine the date, time and place of the annual general meeting of PHAZE Broadcasters.
- 10.2 the notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 10.3 the ordinary business of the annual general meeting shall be-

- a) to note the minutes of the previous annual general meeting confirmed by the Chairperson of that meeting and of any general meeting held since that meeting; and
 - b) to receive from the Board reports upon the transactions of PHAZE Broadcasters during the last preceding financial year; and
 - c) to elect the members of the Board;
 - d) to receive and consider the statement submitted by PHAZE Broadcasters in accordance with section 30(3) of the Act; and
 - e) any other business of which notice has been given in accordance with these Rules.
- 10.4 the annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11 Special general meetings

- 11.1 in addition to the annual general meeting, any other general meetings may be held in the same year.
- 11.2 all general meetings other than the annual general meeting are special general meetings.
- 11.3 the Board may, whenever it thinks fit, convene a special general meeting of PHAZE Broadcasters and shall convene a general meeting when required under Rule 8.7.
- 11.4 if, but for this Rule, more than fifteen (15) months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 11.5 the Board must, on the request in writing of members representing not less than five per cent (5%) of the total number of members, convene a special general meeting of PHAZE Broadcasters.
- 11.6 the request for a special general meeting must-
- a) state the objects of the meeting; and
 - b) be signed by the members requesting the meeting; and
 - c) be sent to the Secretary of PHAZE Broadcasters.
- 11.7 if the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of PHAZE Broadcasters, the members making the request, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
- 11.8 if a special general meeting is convened by members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by PHAZE Broadcasters to the persons incurring the expenses.

- 11.9 notwithstanding Rules 41.2 and 41.3. for the purposes of members convening a special general meeting pursuant to Rule 11.7, the Secretary shall make available to the members convening the meeting the register of members to be used for the sole purpose of identifying members names and addresses for service of the required notice.

12 Special business

- 12.1 all business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be Special Business.

13 Notice of general meetings

- 13.1 the Secretary shall on behalf of the Board, at least fourteen (14) days, or if a special resolution has been proposed at least twenty-one (21) days, before the date fixed for holding a general meeting of PHAZE Broadcasters, send to each member of PHAZE Broadcasters a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- 13.2 notice may be sent-

- a) by electronic transmission of writing (email or facsimile) or
- b) in writing by post

to the address or facsimile number appearing against a member's name in the register of members or as subsequently amended or replaced by notice to the Secretary.

- 13.3 no business other than that set out in the notice convening the meeting may be conducted at the meeting.

- 13.4 a) a member intending to bring any business before an annual general meeting may notify the Board of that business in writing by post, facsimile or email at least fourteen days prior to the date required for distribution of the notice of meeting required by Rule 13.1.
- b) business notified by a member in accordance with Rule 13.4a) must, following approval by the Board (which shall not be unreasonably withheld), be included in the notice required by Rule 13.1 calling the next general meeting.

- 13.5 the date, or the closest approximate date, of the next annual general meeting of PHAZE Broadcasters shall be published on the PHAZE Broadcasters website at least four (4) months prior to the event to facilitate the operation of Rule 13.4.

14 Quorum at general meetings

- 14.1 five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

- 14.2 if, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
- a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 14.3 if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the eligible members personally present (being not less than three (3)) shall be a quorum.

15 Presiding at general meetings

- 15.1 the President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of PHAZE Broadcasters.
- 15.2 if the President and the Vice-President are absent from a general meeting, or are unable to preside, the eligible members present must select one of their number to preside as Chairperson.

16 Adjournment of meetings

- 16.1 the Chairperson may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 16.2 no business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 16.3 if a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with Rule 13.
- 16.4 except as provided in sub-Rule 16.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17 Voting at general meetings

- 17.1 Upon any question arising at a general meeting of PHAZE Broadcasters, a member eligible to vote at a general meeting has one vote only.
- 17.2 only eligible members may vote at general meetings of PHAZE Broadcasters.
- 17.3 A Family Membership and concession membership carries an entitlement to one vote each for up to two eligible members registered in the Family Membership.
- 17.4 all votes must be given personally or by proxy.
- 17.5 only members of PHAZE Broadcasters may be appointed as proxy by an eligible member to vote in the absence of that member at a general meeting.

17.6 in the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

18 Poll at general meetings

18.1 if at a meeting a poll on any question is demanded by not less than three (3) eligible members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

18.2 a poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

19 Manner of determining whether a resolution is carried

19.1 if a question arising at a general meeting of PHAZE Broadcasters is determined on a show of hands-

- a) a declaration by the Chairperson that a resolution has been-
 - i) carried; or
 - ii) carried unanimously; or
 - iii) carried by a particular majority; or
 - iv) lost; and
 - v) an entry to that effect in the minute book of PHAZE Broadcasters -

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20 Proxies

20.1 each eligible member is entitled to appoint another eligible member as a proxy by notice given to the Board or the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.

20.2 the notice appointing the proxy must be-

- a) for a meeting of PHAZE Broadcasters convened under Rule 8.7, in the form set out in Appendix 2; or
- b) in any other case, in the form set out in Appendix 3.

21 Board of PHAZE Broadcasters

21.1 the business of PHAZE Broadcasters is to be overseen and managed by or under the direction of the Board.

21.2 the Board, subject to these Rules, the Act and the Regulations,

- a) may exercise all such powers and functions as may be exercised by PHAZE Broadcasters other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of PHAZE Broadcasters; and

- b) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of PHAZE Broadcasters.
- 21.3 the Board shall consist of at least six and not more than nine eligible members.
- 21.4 the Board may consider, but is not required, to hold one or two member forums per year at which members will be given the opportunity to be informed about the activities of PHAZE Broadcasters and raise questions to the Board and the chief executive. Such forums shall be informal, chaired by the President and conducted as the President shall determine.
- 21.5 The President and executive members may, from time to time, make decisions they deem necessary to running PHAZE Broadcasters without convening a board meeting. Actions are to be reported at the first available board meeting and recorded in the PHAZE Broadcasters minute book.

22 Adoption of the Rules and the First Board

- 22.1 these Rules shall be put to the members of PHAZE Broadcasters at a general meeting for acceptance and for adoption following approval from Consumer Affairs Victoria.
- 22.2 following acceptance of these Rules by the members in general meeting, they shall be forwarded to Consumer Affairs Victoria for approval (which may include minor amendment without reference back to the members) and once approved, shall be automatically adopted as the Rules of PHAZE Broadcasters from the date of that approval.
- 22.3 The first Board following the adoption of these Rules shall consist of at least six but no more than nine eligible members who shall be elected at a general meeting of members following as soon as practicable after the adoption of these Rules, and the notice of meeting shall specify the nominated candidates and contain a brief description of each individual.
- 22.4 nominations for election and the election of members to the first Board shall be in the manner prescribed in Rule 25.
- 22.5 the following positions shall be available to be filled from membership of the first Board –
- a) three positions for a term of three years
 - b) three positions for a term of two years
 - c) three positions for a term of one year
- 22.6 the election of members of the first Board must be conducted on a total number of votes cast basis, with candidates receiving the highest (and next highest, etc.) number of votes filling vacant positions in descending order of terms specified in Rule 22.5 until all available positions are filled.
- 22.7 notwithstanding the exact terms of office specified in Rule 22.5, the first term of each member of the first Board shall end at the annual general meeting closest to the end date of their respective term.

- 22.8 the first Board shall elect from their number the officers specified in Rule 23.1, to serve in that capacity until the first Board meeting following the next annual general meeting of PHAZE Broadcasters.

23 Office holders

- 23.1 on an ongoing basis, the Board shall elect the following officers from among their number at the first meeting of the Board following each annual general meeting of PHAZE Broadcasters, to serve until the annual general meeting of the following year –
- a) President (who shall also be Chairperson of the Board);
 - b) Vice-President (who shall also be vice-Chairperson of the Board);
 - c) Treasurer/Chairperson of the Finance & Audit Committee;
 - d) Secretary.
- 23.2 in the event of a casual vacancy occurring in any office referred to in Rule 23.1, the Board may appoint one of its members to the vacant office and the member appointed may continue in office until the first meeting of the Board following the next annual general meeting. Nothing in this Rule alone will extend the term on the Board of any current Board member appointed to such a casual vacancy.

24 Members of the Board

- 24.1 subject to Rule 22 relating to the initial terms of first Board members, the term served by each subsequent member of the Board shall commence at the conclusion of the annual general meeting at which they were elected and shall conclude at the end of the annual general meeting the third year after their election, unless clause 24.6 applies.
- 24.2 Board members are eligible for re-election; however, a Board member is not eligible to seek re-election for a third consecutive term of office, unless majority of the board is in agreeance subject to Rule 24.6.
- 24.3 in the event of a casual vacancy occurring on the Board, the Board may appoint an eligible member of PHAZE Broadcasters to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- 24.4 Board members are not entitled to appoint an alternate.
- 24.5 the Board may invite individuals who are not eligible members of PHAZE Broadcasters to attend Board meetings and to sit on Committees of the Board to assist with the business of the Board.

25 Election of Board members

- 25.1 nominations of candidates for election as members of the Board must be-
- a) made in writing on an approved form similar to the form contained in Appendix 5; and
 - b) signed by two (2) eligible members of PHAZE Broadcasters; and

- c) accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - d) delivered to the Secretary of PHAZE Broadcasters not less than fourteen (14) days before the date fixed for the distribution of the notice of the general meeting at which the vote will be taken.
- 25.2 a candidate for election to the Board (including the first Board) must be and must remain an eligible member of PHAZE Broadcasters during the whole of the term on the Board and may only be nominated for one Board vacancy at a time. Members of the Board who become ineligible while in office shall be deemed to have resigned from the Board.
- 25.3 if insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and no further nominations may be received at the annual general meeting.
- 25.4 if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 25.5 if the number of nominations exceeds the number of vacancies to be filled, an election by ballot must be held.
- 25.6 the election of members of the Board must be conducted by ballot at the annual general meeting on a total number of votes cast basis, with candidates receiving the highest (and next highest, etc.) number of votes filling the vacant positions.
- 25.7 in the event of an equality of votes in respect of one or more candidates, the vote shall be taken again by ballot for those candidates only. Should the second vote also result in an equality of votes, the Chairperson shall have an additional casting vote.

26 Vacancies

- 26.1 the position of a member of the Board becomes vacant if the member-
- a) ceases to be an eligible member of PHAZE Broadcasters; or
 - b) becomes an insolvent under administration within the meaning of the Corporations Act 2001; or
 - c) resigns from the Board by notice in writing given to the Secretary or a member of the Board; or

- d) misses three (3) Board meetings in any one calendar year without forwarding an apology in advance to the Secretary;
 - e) misses a total of five (5) meetings in any one calendar year without the prior approval of the Board;
 - f) is removed from the Board by special resolution at a general meeting;
 - e) dies; or
 - g) becomes a represented person under the Guardianship and Administration Act 1986 or otherwise loses capacity to conduct the proper duties of a member of the Board.
- 26.2 members of the Board who cease to be eligible members of PHAZE Broadcasters while in office shall be deemed to have resigned from the Board.

27 Meetings of the Board

- 27.1 the Board must meet at least six (6) times in each year at such place and such time as the Board may determine.
- 27.2 special meetings of the Board may be convened by the Chairperson or by any four (4) members of the Board.
- 27.3 at meetings of the Board, the Chairperson presides, or, in the Chairperson's absence, the vice-Chairperson or in the absence of both, members present must choose one of their number to preside.
- 27.4 the first Board shall adopt the charter in Appendix 6 which clarifies the role of the PHAZE Broadcasters Board and governs the Board's relationship with PHAZE Broadcasters and with fellow Board members. The Board, by unanimous vote, may amend the charter as and when required.
- 27.5 meetings of the Board or a Board committee may be conducted in person or by electronic (audio or audio-visual) means of communication where members present can comment and hear each other's comments, provided that at all times during the meeting a quorum is present and further provided that all Board members have access to electronic means of communication at the time scheduled for the meeting if they have not previously apologised for their absence.
- 27.6 the Board may pass a resolution without a meeting being held if all the members of the Board entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document and, for the purposes of this Rule;
- a) separate copies of a document may be used for signing by the members of the Board if the wording of the resolution and statement is identical in each copy,
 - b) the resolution is passed when the last Board member signs, and
 - c) the resolution is recorded in the minute book as a resolution of the Board.

- 27.7 meetings of members of Board Committees may also occur by email, provided that all agreements achieved by email exchange must be evidenced in hard copy and included in the minutes of the meeting and confirmed at the next meeting in person.

28 Notice of Board meetings

- 28.1 notice of each Board meeting and each committee meeting must be given to each member of the Board or committee respectively at least three (3) business days before the date of the meeting.
- 28.2 notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29 Quorum for Board meetings

- 29.1 a majority of members of the Board shall constitute a quorum for the conduct of the business of a meeting of the Board.
- 29.2 if within half an hour of the time appointed for the meeting a quorum is not present-
- a) in the case of a special meeting, the meeting lapses;
 - b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
 - c) the Board may act notwithstanding any vacancy on the Board.

30 Voting at Board meetings

- 30.1 questions arising at a meeting of the Board, or at a meeting of any committee established by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the Chairperson of that meeting may determine.
- 30.2 each member present at a meeting of the Board, or at a meeting of any Committee established by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.

31 Removal of Board member

- 31.1 PHAZE Broadcasters in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 31.2 a member who is the subject of a proposed resolution referred to in Rule 31.1 may make representations in writing to a member of the Board nominated by the Board or to the President of PHAZE Broadcasters (not exceeding a reasonable length) and may request that the representations be provided to the members of PHAZE Broadcasters.

- 31.3 the member of the Board referred to in the above Rule 31.2 or the President may give a copy of the representations to each member of PHAZE Broadcasters or, if they are not so given, the member may require that they be read out at the meeting.
- 31.4 where the member wishes to make representations to each member of PHAZE Broadcasters in accordance with Rule 31.3, the Secretary shall make available to the member the register of members to be used for the sole purpose of identifying members names and addresses for delivery of that representation.

32 Minutes of meetings

- 32.1 the Board must ensure that minutes of the resolutions and proceedings of each general meeting, each Board meeting and each Committee meeting, together with a record of the names of persons present at Board and Committee meetings are kept.
- 32.2 the minutes of each annual general meeting must include—
- a) the names of the members attending the meeting; and
 - b) proxy forms given to the Chairperson of the meeting under rule 20; and
 - c) the financial statements submitted to the members in accordance with Appendix 6, Section 5.6 (2) (b); and
 - d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

33 Board Committees

- 33.1 the Board may delegate any of its powers to Committees established by the Board and may revoke any such delegation. The delegation may not be to the exclusion of or in substitution for all or any of the powers of the Board and any such delegation may not be further delegated.
- 33.2 the Board may approve terms of reference or charters or constitutions applicable to each Board Committee which includes the role and responsibility and delegation of the Committee.
- 33.3 a committee must exercise the powers delegated to it in accordance with its terms of reference, charter or constitution and any direction of the Board. The effect of the Committee exercising a power in this way is the same as if the Board exercised it.
- 33.4 with respect to committees established by the Board, they must –
- a) contain at least one Board member, who shall be Chairperson of the committee (if there are two or more members of the Board on a committee, one of them shall be appointed Chairperson of the Committee by the Board)
 - b) comprise eligible members of PHAZE Broadcasters appointed by the Board, unless otherwise specifically determined by the Board
 - c) adopt a constitution, charter or terms of reference approved by the Board

- d) report its activities either verbally or in writing to each Board meeting and if determined by the Board, in the annual report to members
- e) maintain a quorum of at least a majority of members at meetings, one of which must be a member of the Board

34 Chief executive

- 34.1 the Board may appoint a person to the office of chief executive for the period, and on the terms (including as to remuneration) as the Board sees fit.
- 34.2 the chief executive ceases to hold that position if they cease to be a member of PHAZE Broadcasters.
- 34.3 the Board may confer on the chief executive any of the powers that the Board can exercise.
- 34.4 the Board may revoke or vary;
 - a) an appointment, or
 - b) any of the powers conferred on the chief executive.

35 Funds

- 35.1 the Board must ensure that -
 - a) all moneys due to PHAZE Broadcasters are collected and received and all payments authorised by PHAZE Broadcasters are paid in accordance with agreed procedures;
 - b) correct accounts and books showing the financial affairs of PHAZE Broadcasters are kept and include full details of all receipts and expenditure connected with the activities of PHAZE Broadcasters;
 - c) the current financial statement of PHAZE Broadcasters is presented to each scheduled Board meeting; and
 - d) a suitably qualified auditor is appointed to audit the finances of PHAZE Broadcasters and submit a written report to the members at each annual general meeting.
- 35.2 all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board or by the chief executive and one member of the Board, or otherwise as provided by any formal delegation of the Board.

36 Trading, Income & Property

- 36.1 PHAZE Broadcasters is authorised to trade under Section 51 of the Act and accordingly, this Rule 36 shall not be altered without the consent of the Minister.
- 36.2 the funds of PHAZE Broadcasters shall be derived from entrance fees, annual subscriptions, donations, sponsorships, advertising, commercial ventures, partnerships and such other sources as the Board determines.

- 36.3 the income and property of the Association whence so ever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to and amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him or her to the Association or otherwise owing by the Association to him or her or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any goods and services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods and services hired by the Association or reasonable and proper rent for premises demised or left to the Association.
- 36.4 if upon the winding up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose Rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution is to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100 of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

37 *Volunteers*

- 37.1 all members of the association, subject to Rule 37.2, shall be given equal opportunity to apply for any formally designated work opportunity that is created as a result of a defined need, irrespective of whether it be a volunteer, contracted or paid opportunity.
- 37.2 members of the Board are ineligible to apply for any paid or contracted work opportunity with PHAZE Broadcasters.
- 37.3 PHAZE Broadcasters reserves the right to specify such terms and conditions for any work opportunity that it deems necessary.
- 37.4 pursuant to the requirements of Section 14B of the Act, the association shall maintain comprehensive policy and procedures for the management of any dispute under the Rules of the Association.

38 *Seal*

- 38.1 the common seal of PHAZE Broadcasters must be kept in the custody of the Secretary or such other member of the Board nominated by the Board.
- 38.2 the common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of two members of the Board or by the chief executive and one member of the Board.

39 Notice to members

39.1 any notice that is required to be given under these Rules to a member by or on behalf of PHAZE Broadcasters, or to Board or committee members with respect to their meetings, may be given in the manner described in Rule 13.2.

40 Winding up

40.1 in the event of the winding up or the cancellation of the incorporation of PHAZE Broadcasters, the assets of PHAZE Broadcasters must be disposed of in accordance with the provisions of the Act.

40.2 If the Association is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a charity with a similar charitable purpose to which income tax-deductible gifts can be made.

41 Custody and inspection of books and records

41.1 except as otherwise provided in these Rules, the Board must ensure the custody and safe keeping all books, documents and securities of PHAZE Broadcasters.

41.2 all published accounts, books, securities and any other relevant documents of PHAZE Broadcasters, other than the register of members, draft documents or work in progress, must be available for inspection free of charge by any member upon request.

41.3 a member may make a copy of any published accounts, books, securities and any other relevant documents of PHAZE Broadcasters, other than the register of members, draft documents or work in progress.

41.4 the register of members may be inspected and copied only in accordance with these Rules.