

## RULES OF ASSOCIATION FOR POSITIVE MEDIA INCORPORATED

---

### NAME

1. (1) The name of the incorporated association is Positive Media Incorporated (in these Rules called the "Association").
- (2) The purpose for which the incorporated association is established is to carry out charitable work consistent with being a Christian community organisation and in particular consistent with:
  - (a) this vision: "To see every life alight with the love of Jesus"
  - (b) this mission: "PositiveMedia creates, curates and communicates world class, missionally driven & intentionally transformational audio content that positively impacts the personal journey of our audience"
  - (c) the following purposes:
    - (i) to apply for and hold community radio licences covering greater Melbourne and to operate a radio station so licensed.
    - (ii) to prepare material for use on radio and related modes of communications.
    - (iii) To use such material and licences to:
      - provide a Christian voice of hope for those who have least power in our society;
      - foster interest and encourage involvement of Christians in all aspects of the Association and radio station including operations and management;
      - foster an appreciation of ethical principles consistent with those of the broader Christian community;
      - provide access to community radio for groups, organisations and individuals who are working within the community to support and empower the frail, vulnerable, disadvantaged and marginalised;
      - provide via an advisory committee or other appropriate vehicle, involvement in radio by the Heads of Christian Churches in Melbourne;
      - encourage discussions on issues defining Australian culture and community; and
      - participate in developing a sense of Australian identity, character and cultural diversity.
  - (d) the Apostle's Creed as its statement of belief.

### INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears:-

*Last updated – Annual General Meeting 24 05 22*

“Act” means the Associations Incorporation Reform Act 2012 and any replacement of that legislation as may be introduced.

“Board” means the Board of Management of the Association.

“Board member” means a member of the Board.

“Financial year” means the year ending on 31 December.

“General Meeting” means a general meeting of Members convened in accordance with Rules 11 - 13.

“Liability” means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

“Member” means a member of the Association.

“Regulations” means regulations under the Act.

“Rules” means these rules.

“Secretary” means:-

- (a) the person who holds office under these Rules as secretary of the Association; and
  - (b) in any other case, the public officer of the Association.
- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

### APPLICATION FOR MEMBERSHIP

3. (1) An application for membership of the Association shall be made by the applicant in writing in the form set out in Appendix 1 to these Rules (which includes an acknowledgment that the applicant agrees to support and uphold the vision, mission, values and purpose of the Association, as determined by the Board from time to time) which shall be lodged or submitted to the Association in person, by post or via the Association’s website or other electronic means (including facsimile and email) together with payment of the required membership fees.
- (2) Upon receipt of the completed application form and fees the Secretary shall enter the applicant's name in the register of Members and give them such copies of the Association’s Statement of Purposes and these Rules.
- (3) The applicant shall become a Member upon the entry of the applicant’s name in the register of Members.
- (4) Membership of the Association and any right, privilege, or obligation of a person by reason of their membership of the association:
  - (a) is not capable of being transferred or transmitted to another person; and

*Last updated – Annual General Meeting 24 05 22*

- (b) terminates upon the cessation of their membership whether by death or relinquishment or otherwise.

## MEMBERSHIP

- 4. (1) The applicable membership fee shall be the annual amount determined from time to time by the Board and agreed upon by the annual General Meeting and is payable in advance as follows:
  - (a) for a new member, a pro-rated amount rounded up to the nearest five dollars to cover the period from the date of the application for membership to 31 December of the year in which the person makes the application; and
  - (b) for continuing or renewing members, the full annual amount for the period between 1 January and 31 December of each calendar year after the date on which a person becomes a Member.
- (2) There are to be at least three categories of membership:-
  - (a) General membership meaning an annual membership which is granted in accordance with Rule 3 and renewable each year upon payment by the relevant Member of the applicable membership fee for this category;
  - (b) Life membership meaning a lifetime membership which is granted by the Board at its discretion within criteria that the Board has established (which may include payment of an applicable membership fee for this category);
  - (c) 1) Honorary membership meaning a three year membership that is fee-waived and which is granted by the Board at its discretion within criteria that the Board has established; or  
2) Honorary membership is offered for permanent staff who have passed their probation period. This honorary membership is fee-waived and ceases on the day they finish being employed by the organisation. They can then choose to become a general member; and
  - (d) Any other category of membership the Board deems appropriate.

## FRIENDS OF POSITIVE MEDIA

- 5. The Board may establish a category of support of the Association for those persons other than Members to be known as "Friends of Positive Media" or by another name as may be approved by the Board. Such persons may not be required to pay any membership fee but may be required to pay a nominal fee (to cover postage and other administrative expenses) and at such frequency as may be determined from time to time by the Board. Such persons would obtain regular newsletters and other information but would not be considered Members and accordingly not eligible to vote or to be entitled to other benefits of membership save that with appropriate adjustments Rule 7 and Rule 8 shall apply to Friends of Positive Media.

*Last updated – Annual General Meeting 24 05 22*

## REGISTER OF MEMBERS

6. (1) In accordance with section 56 of the Act, the Board shall cause a register to be kept in which shall be entered in the names and residential addresses of all Members and the date of their admission to membership.
- (2) The register shall be open for inspection at all reasonable times by any Member who applies to the Secretary for such inspection.

## TERMINATION OF MEMBERSHIP

7. (1) A Member may relinquish their membership from the Association at any time by giving notice in writing to the Secretary by pre-paid post or electronic means. Such relinquishment shall take effect at the time such notice is deemed to be received by the Secretary unless a later date is specified in the notice in which case it shall take effect on that later date.
- (2) Upon the expiration of a notice given under sub-Rule 7(1), the Secretary shall make in the register of Members an entry recording the date on which the Member, by whom the notice was given, ceased to be a Member.

## EXPULSION OF MEMBER AND SUSPENSION OF MEMBERSHIP

8. (1) Subject to these Rules, the Board may by resolution:-
  - (a) expel a Member from the Association; or
  - (b) suspend a Member from membership of the Association for a specified period,if in the Board's opinion:
  - (i) the Member has not, does not or will not support or uphold the vision, mission, values and purpose of the Association, as determined by the Board from time to time; or
  - (ii) the Member, through their conduct, has or will bring the Association into disrepute.
- (2) (not used)
- (3) Where the Board passes a resolution under sub-Rule 8(1), the Secretary shall, as soon as practicable, cause to be served on the relevant Member a notice in writing by pre-paid post or electronic means to the address appearing in the register of Members nominated by the relevant Member as their preferred address for communications:-
  - (a) setting out the resolution of the Board and the grounds on which it is based;
  - (b) stating that the relevant Member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days

*Last updated - Annual General Meeting 24 05 22*

- after service of the notice;
- (c) stating the date, place and time of that meeting;
  - (d) informing the relevant Member that they may do one or more of the following:-
    - (i) attend that meeting; or
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.
- (4) At a meeting of the Board held in accordance with sub-Rule 8(2), the Board:
- (a) shall give to the relevant Member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the relevant Member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.

## DISPUTES AND MEDIATION

9. (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:-
- (a) two or more Members; or
  - (b) a Member and the Association, including a dispute in relation to expulsion of a Member or a suspension of membership.
- (2) The parties of the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- (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 Management of the Association; or
    - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

*Last updated – Annual General Meeting 24 05 22*

- (8) The mediator, in concluding the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statements submitted by any parties; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (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.

### ANNUAL GENERAL MEETING

10. (1) The Association shall in each calendar year convene an annual General Meeting of its Members.<sup>1</sup>
- (2) The annual General Meeting shall be held on such day as the Board determines.
- (3) The annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual General Meeting shall be:-
  - (a) to confirm the minutes of the last preceding annual General Meeting and of any General Meeting held since that meeting;
  - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect the Board; and
  - (d) to receive and consider the Financial Statement of the Association for the previous financial year in accordance with Part 7 of the Act.
- (5) The annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

### SPECIAL GENERAL MEETING

11. All General Meetings other than the annual General Meeting shall be called special General Meetings.
12. (1) The Board may, whenever it thinks fit, convene a special General Meeting of the Association and, where, but for this sub-Rule, more than 15 months would lapse between annual General Meetings, shall convene a special

---

<sup>1</sup> Section 63 of the Act provides that an incorporated association shall, at least once in each calendar year, convene a general meeting to be called an annual general meeting.

- General Meeting before the expiration of that period.
- (2) The Board shall on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a special General Meeting of the Association.
  - (3) The requisition for a special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be in like form, each signed by one or more of the Members making the requisition.
  - (4) If the Board does not cause a special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a special General Meeting to be held not later than 3 months after that date.
  - (5) A special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses included in convening the meeting shall be refunded by the Association to the persons including the expenses.

## NOTICE OF MEETING

13. (1) The Secretary of the Association shall at least 14 days before the date fixed for holding a General Meeting, cause to be sent to each Member at the address appearing in the register of Members nominated by the relevant Member as their preferred address for communications, a notice by pre-paid post or electronic means stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A Member desiring to bring any business before a meeting may give notice of that business in writing and delivered to the Secretary by pre-paid post or electronic means, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

## PROCEEDINGS AT MEETINGS

14. (1) All business that is transacted at a special General Meeting and all business that is transacted at the annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual General Meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (3) Fifteen Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

*Last updated - Annual General Meeting 24 05 22*

- (4) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case 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 by pre-paid post or electronic means to the address appearing in the register of Members nominated by the relevant Member as their preferred address for communications, before the day to which the meeting is adjourned) at the same place and 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 Members present (being not less than nine) shall be a quorum.
15. (1) The Chairperson, or in their absence, the Vice-Chairperson, shall preside as Chairperson at each General Meeting.
  - (2) If the Chairperson and the Vice-Chairperson are absent from a General Meeting, the Members present shall elect one of their number to preside as chairperson at the meeting.
16. (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
  - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
  - (3) Except as provided in sub-Rules 16(1) and 16(2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. A question arising at a General Meeting shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson of the General Meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proposition of the votes recorded in favour of, or against, that resolution.
18. (1) Upon any question arising at a General Meeting; a Member has one vote only.
  - (2) All votes shall be given personally or by proxy.
  - (3) In the case of an equality of voting on a question, the chairperson of the General Meeting is entitled to exercise a second or casting vote.
19. (1) If at a General Meeting a poll on any question is demanded by not less than three Members it shall 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.
  - (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the

*Last updated - Annual General Meeting 24 05 22*

close of the meeting as the chairperson of the General Meeting may direct.

20. A Member is not entitled to vote at any General Meeting unless all moneys due and payable by them to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial year.
21. (1) Each Member shall be entitled to appoint another Member as their proxy by notice, given to the Secretary by pre-paid post or electronic means no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

## BOARD OF MANAGEMENT

22. (1) The affairs of the Association shall be managed by the Board constituted in accordance with these Rules.
- (2) The Board:-
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by Members at a General Meeting; and
  - (c) subject to these Rules, the Regulations and the Act, 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 the Association.
23. (1) The officers of the Association will be the Board member who is:-
  - (a) the Chairperson of the Board;
  - (b) the Vice-Chairperson of the Board;
  - (c) the Treasurer of the Board; and
  - (d) the Secretary of the Board.
- (2) The Board shall at its first meeting after the annual General Meeting from time to time, as is required in the light of sub-Rule 24(3) below, appoint from its Members a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary.
- (3) Each officer of the Association shall hold office until the start of the first meeting of the Board of Management after the 3rd annual General Meeting next after the date of their appointments or if their term as a Board member shall have expired prior to that time until the next Board meeting following the expiry of their term, but shall be eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-Rule 24(1), the Board may appoint a Board member to the vacant office and the Board member so appointed may continue in office up to the start of the

*Last updated – Annual General Meeting 24 05 22*

first meeting of the Board after the next annual General Meeting following the date of their appointment, but may be re-appointed on that occasion.

24. (1) Subject to Section 23 of the Act, the Board shall consist of not more than seven persons elected to the Board in accordance with these Rules and subject to Rule 25 shall hold office (without re-election) for three years ("Term") after the date of their election.
- (2) In the case of a casual vacancy occurring in the Board, the remaining Board members may elect to fill the vacancy from a Member. The Board must obtain from such a Member a written statement addressing the areas listed in sub-Rule 25(2) and assess the suitability of the Member on the basis of the written statement. Any member so appointed shall hold office until the next annual general meeting.
- (3) A Board member is not eligible for re-election to the Board under these Rules if they have held office for three consecutive terms of 3 years.

### ELECTION OF BOARD MEMBERS AND VACANCY

25. (1) A person may be nominated for election to be a Board member if the person is a Member nominated in accordance with sub-Rule 25(2) and recommended by the Board (following an assessment by the Board of the written statement referred to in sub-Rule 25(3)) to be suitable for election.
- (2) Nominations of candidates for election as Board members shall be:-
- (a) made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and a written statement as referred to in sub-Rule 25(3); and
- (b) delivered in person, by post or via electronic means (including facsimile and email) to the Secretary by not less than 90 days before the date fixed for the holding of the annual General Meeting.
- (3) To assist the Board to assess nominations received for election as Board members, each nomination must also be accompanied by a written statement from the candidate addressing the following areas:<sup>2</sup>
- (a) the business record (including qualifications and experience relevant to the Board) of the candidate;
- (b) the record of the candidate in situations involving trust and candour;
- (c) whether the candidate has been convicted of an offence under the Broadcasting Services Act 1992 or the regulations ("Broadcasting Act");
- (d) whether a civil penalty order has been made against the candidate under the Broadcasting Act;
- (e) the capacity and capability of the candidate to represent the

<sup>2</sup> When assessing whether Positive Media is a suitable candidate for holding a community broadcast licence, the Australian Communications and Media Authority must consider the matters set out in section 83 of the Broadcasting Services Act 1992 (which includes the matters referred to in this sub- Rule 25(2)).

- community interests of Positive Media;
- (f) whether the candidate is or has been declared an insolvent under administration within the meaning of the Corporations Act 2001 (Cth);
  - (g) whether the candidate is a person of good standing and reputation; and
  - (h) the ability of the candidate to meet all other requirements applicable to Board membership under these Rules.
- (4) (not used)
  - (5) (not used)
  - (6) If insufficient nominations are received to fill all vacancies on the Board; the candidates nominated shall be deemed to be elected provided the Board has received the information set out in sub-Rule 25(3), assessed such information and has made a determination to recommend the candidate for the vacancy.
  - (7) 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 provided the Board has received the information set out in sub-Rule 25(3), assessed such information and has made a determination to recommend the candidate for the vacancy.
  - (8) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
  - (9) The ballot for the election of Board members shall be conducted at the annual General Meeting in such usual and proper manner as the Board may direct.
  - (10) A candidate is not eligible for election as a Board member if the person has, in the Board's sole opinion, a conflict of interest.
  - (11) For the purposes of sub-Rule 25(10), each of the following persons shall be deemed to have a conflict of interest unless determined otherwise by the Board:
    - (a) an employee of the Association or an associate (as defined below) or close relative (as defined) of such the employee; or
    - (b) a major supplier (as defined below) to the Association or an associate or close relative of such person.

For the purpose of this sub-Rule:

- (a) "**close relative**" means any of the following: spouse, ex-spouse, de-facto spouse, child or step-child (whether natural or by adoption), parent, step- parent, grandparent, step-grandparent, uncle, aunt, niece, nephew, brother, sister, step-brother, step-sister or first cousin;
- (b) "**associate**" has the meaning given in the Corporations Act 2001 (Cth); and
- (c) "**major supplier**" means any person who supplies or is anticipate will supply more than \$10,000 per annum (or such other amount as

*Last updated – Annual General Meeting 24 05 22*

determined by the Board from time to time) in goods and services to the Association.

26. For the purposes of these Rules, the office of Board member becomes vacant if the member:-
- (a) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
  - (b) resigns their office by notice in writing given to the Secretary;
  - (c) becomes ineligible to be a Board member under sub-Rule 25(10); or
  - (d) ceases to be a Member for any other reason.

### PROCEEDINGS OF BOARD

27. (1) The Board shall meet at least 3 times in each year at such places and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the Chairperson or by any four of the Board members.
- (3) Notice shall be given to Board members of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any four Board members constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Board:-
- (a) the Chairperson or in their absence the Vice-Chairperson shall preside; or
  - (b) if the Chairperson and the Vice-Chairperson are absent, such one of the remaining Board members as may be chosen by the Board members present shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-Committee appointed by the Board shall be determined on a show of hands or, if demanded by a Board member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each Board member present at a meeting of the Board or of any sub-Committee appointed 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 person presiding may exercise a second or casting vote.
- (9) Written notice of each Board meeting shall be served on each Board member by delivering it to them at a reasonable time before the meeting or by sending it by pre-paid post or electronic means addressed to them at their usual or last known address at least two business days before the date

*Last updated – Annual General Meeting 24 05 22*

of the meeting.

- 10) Subject to sub-Rule (4) the Board may act notwithstanding any vacancy on the Board.
- 11) Resolutions without meetings
  - a) A resolution of the Board members of PositiveMedia Inc. may be passed without a meeting if all the Board members entitled to vote on the resolution sign a notice saying they are in favour of the resolution. Approval via electronic means will be taken to be sufficient proof of signing a notice in favour of the resolution.
  - b) The resolution is passed at the time when the last Board member in favour signs.
  - c) For the purpose of this clause:
    - (i) the notice must include the wording of the resolution;
    - (ii) the notice may be distributed by any means;
    - (iii) separate copies of the notice may be signed; and
    - (iv) the resolution fails if it has not achieved unanimous consent within 72 hours after the notice was given.

This clause does not apply to a Special Resolution, a Members' resolution to remove a Board member or a Members' resolution to appoint or remove an auditor.

## ELECTRONIC MEETINGS OF BOARD MEMBERS

28. (1) A Board meeting may be called or held using any technology consented to by all the Board members which allows Board members to clearly and instantaneously communicate with each other Board member. A consent of a Board member for the purpose of this sub-Rule may be a standing one. A Board member may only withdraw their consent within a reasonable time before the meeting of the Board.
- (2) For the purpose of these Rules, the contemporaneous linking together by an instantaneous communication device of a number of Board members not less than a quorum will be deemed to constitute a meeting of the Board, and all the provisions of these Rules as to meetings of the Board will apply to any such meeting held by an instantaneous communication device so long as the following conditions are met:-
  - (a) all the Board members for the time being entitled to receive notice of the meeting of the Board will be entitled to receive notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting must be given on the instantaneous communication device or in any other manner permitted by these Rules, and
  - (b) each Board member taking part in the meeting by an instantaneous communication device must be able to hear each of the other Board members taking part at the commencement of the meeting.
- (3) A Board member may not leave a meeting held by an instantaneous communication device by disconnecting their instantaneous

*Last updated - Annual General Meeting 24 05 22*

communication device unless he or she has expressly notified the Chairperson of the meeting of their intention to leave the meeting, and a Board member will be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of their leaving the meeting.

- (4) A minute of the proceedings at meetings held by an instantaneous communication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.
- (5) For the purpose of this Rule "instantaneous communication device" includes any audio and/or visual device that permits instantaneous communication.

## FUNDS AND ACCOUNTS

29. (1) The funds of the Association shall be banked in the name of the Association in such Bank account(s) as the Board may from time to time direct.
- (2) Adequate records of all income and expenditure shall be kept and maintained, either in written or printed form in the English language to enable full and adequate reporting as required from time to time on the financial affairs of the Association.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) All amounts apart from disbursements from petty cash shall be paid by cheque or Electronic Fund Transfer, or by any other method introduced into normal business practice signed by any two persons of those authorised from time to time by the Board to do so.
- (5) All expenditure shall be in accordance with board policy as determined from time to time.
- (6) As soon as practicable after the end of Financial Year the Board shall cause to be prepared a statement containing particulars of:-
  - (a) the income and expenditure for the Financial Year just ended, and
  - (b) a balance sheet as at the close of the Financial Year.
- (7) All such statements shall be examined by the auditor who shall have recognised professional association qualifications. The auditor shall present his report upon such audit to the Secretary prior to the holding of the annual General Meeting next following the Financial Year in respect of which such audit was made.
- (8) The income and property of the Association whenever and however 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 or amongst the Members 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 of remuneration to any officers or servants of the Association or to any Member or other person in return for any services actually rendered to the

*Last updated - Annual General Meeting 24 05 22*

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 hired by the Association or reasonable and proper rent for premises devised or left to the Association.

## DOCUMENTS

30. (1) The Board shall provide for the safe custody of books, of original entry documents, instruments of title and securities of the Association.
- (2) The Secretary must keep minutes of the resolutions and proceedings of each General Meeting, and each committee meeting, together with a record of the names of persons present at committee meetings for so long as required by applicable law.

## FINANCIAL YEAR

31. The Financial Year of the Association shall close on 31 December in each year.

## REMOVAL OF MEMBER OF BOARD

32. (1) The Association in General Meeting may by resolution remove any Board member before the expiration of their term of office and appoint another Board member in their stead to hold office until the expiration of the term of the first mentioned Board member.
- (2) Where the Board member to whom a proposed resolution referred to in sub-Rule 32(1) makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that they be notified to the Members, the Secretary or the Chairperson may send a copy of the representations to each Member or, if they are not so sent, the Board member may require that they be read out at the meeting.

## ALTERATION OF RULES AND STATEMENT OF PURPOSES

33. (1) These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.<sup>3</sup>
- (2) In addition to the obligations under sub-Rule 32(1) and Rule 36 to the extent that it contains provisions precluding any distribution of assets in the event of winding-up or dissolution of the Association otherwise than for a charitable purpose, shall not be altered without the consent of the Minister.

## PUBLIC FUND

34. (1) The Board of Management shall establish and maintain a public fund in

---

<sup>3</sup> Section 50 of the Act provides that an incorporated association may, by special resolution, alter its statement of purposes or its rules. Section 64 of the Act defines a special resolution.

accordance with subdivision 30-F subsections 30-300(1)-(7) of the Income Tax Assessment Act 1997 (ITA Act) for the purposes of promotion of music and/or radio.

- (2) The public fund shall be known as the PositiveMedia Inc. Development Fund ("the Fund") or by such other name as the Board deem appropriate from time to time and the fund shall:
  - (a) be the recipient of gifts of money or property for the purposes set out in sub- Rule 34(1) hereof; and
  - (b) shall receive any money received because of such gifts which is to be credited to the said Fund; and
  - (c) the Fund shall not receive any other money or property.
- (3) The Fund shall be administered by a sub-committee of the Board appointed from time to time provided that a majority of the members of the sub-committee administering the Fund shall have the requisite degree of responsibility to the general community provided by the ITA Act.
- (4) The Association must use gifts made to the Fund, and any money received because of such gifts, only for the purposes referred to in sub-Rule 34(1) hereof.

## NOTICES

35. (1) A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by pre-paid post or electronic means to the Member at their address shown in the Register of Members nominated by the relevant Member as their preferred address for communications.
- (2) Unless the contrary is proved, a document which is:
  - (i) properly addressed pre-paid and posted to a person as a letter, shall be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post; and
  - (ii) properly addressed and sent by electronic means, shall be deemed to have been given to the person at midnight (Australia Eastern Standard Time) on the day the document was sent.

## WINDING UP OR CANCELLATION

36. (1) If upon the winding up of the Association there remains exclusive of monies held in the Fund established by Rule 34 hereof which is provided for in (2) below, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under the Act and these Rules, such institution or institutions to be determined by the Members.

*Last updated – Annual General Meeting 24 05 22*

- (2) If upon the winding up of the Fund established by Rule 34 hereof listed on the Register of Cultural Organisations, after satisfaction of all its debt and liabilities, any property, the property shall not be paid to or distributed amongst its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of the Association and whose Rules shall prohibit the distribution of its or their income among its or their members. The recipient fund authority or institution shall also be eligible for tax deductibility of donations under subdivision 30-B section 30-100, of the ITA Act and be listed on the Register of Cultural Organisations maintained under the Act.

## TRADING

37. (not used)

## APPOINTMENT OF OTHER COMMITTEES

38. The Board of Management may establish such other committees as may be deemed necessary for the proper functioning of the Association, which may include an Advisory Committee of the Heads of Churches. The Committees so established shall be subject to the general supervision and control of the Board of Management whose decision on all matters connected with the management of the work of the Association shall be final.

## CUSTODY OF RECORDS

39. All accounts, books, documents and securities of the Association shall be available for inspection and copying by any Member upon request.<sup>4</sup>

## INDEMNITY AND INSURANCE

40. (1) Subject to, and so far as permitted by the Act and other applicable laws:
- (a) the Association will, to the extent the person is not otherwise indemnified, indemnify a Board member against a Liability incurred by the Board member in their capacity as such to a person (other than the Association), unless the Liability arises out of conduct involving a lack of good faith or dishonesty; and
  - (b) the Association may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by Board member in defending an action for liability incurred as such a Board member or in resisting or responding to actions taken by a government agency or liquidator.
- (2) Subject to, and so far as permitted by the Act and other applicable laws, the Association may enter into, and pay premiums on, a contract of insurance in respect of any person.

---

<sup>4</sup> Subject to such privacy rules and legislation that may be enacted from time to time.

- (3) The indemnity in favour of Board members under sub-Rule 40(1) is a continuing indemnity. It applies in all respects of or acts done by a person while a Board member even though the person is not a Board member at the time the claim is made.
- (4) Subject to the Act and any other applicable law, the Association may, without limiting a person's rights under this Rule 40, enter into an agreement with a person who is or has been a Board member, to give effect to the rights of the person under this Rule 40 on any terms and conditions that the Board thinks fit.

Appendix 1

Application for membership of Positive Media Incorporated

I, .....(Full name of applicant) of

.....(Address)

desire to become a member of Positive Media

Incorporated.

My initial membership fee accompanies this form.

In the event of my admission as a Member, I agree to be bound by the Rules of the Association for the time being in force and to support and uphold the mission and values of the Association.

.....

Signature of Applicant

Date .....

*Last updated – Annual General Meeting 24 05 22*

Appendix 2

FORM OF APPOINTMENT OF PROXY

I ..... of  
.....

being a member of Positive Media Incorporated hereby appoint  
.....of  
....., being a

member of Positive Media Incorporated as my proxy to vote for me on my  
behalf at the General Meeting of the Association (annual General Meeting or  
special General Meeting, as the case may be) to be held on the ..... day of  
..... 20..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the  
resolution  
(insert details).

Signed .....

Date .....