106.7FM Progressive Broadcasting Service
Co-operative Limited ABN 35 055 984 865
P 03 8415 1067 | E info@pbsfm.org.au
PO Box 2917, Fitzroy MDC 3065

PROGRESSIVE BROADCASTING SERVICE CO-OPERATIVE LIMITED
NOMINATION FOR DIRECTOR - 2026
(Please complete the information required on BOTH SIDES of this form)

Surname			
Given Names			
Membership #			
Address			
Suburb			
State		Postcode	
Phone Home		Phone Work	
Mobile number			
Email address			
Postal address If different to above			
Current Membership Number			

I confirm my desire to stand as a Director of Progressive Broadcasting Service Co-operative Limited at the next AGM and that I am an Active Shareholder as I currently hold Shares and have a current Annual Membership.
I confirm I am over 18 years old and have also read the "Issues to consider before standing as a PBS Board Member" notes which follow this form.

I wish to nominate for a Two-Year Board Position ☐

- **3 positions available**

Signature of Nominee _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _

Dated this (day) _ _ (month) _ _ (year) _ _ _ _

First Seconder * see below

Surname	
Given Names	
Current Membership Number	

Signature of First Seconder _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _

Second Seconder * see below

Surname	
Given Names	
Current Membership Number	

Signature of Second Seconder _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _

** Both Seconders must be Active Shareholders, i.e. Shareholders with a current Annual Membership.*

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This form must be sent - **Attn. Kristen Paterson at PBS and received by 7pm Monday 23rd November 2026**
(48 hours before the Annual General Meeting).
Final Weekend hand deliveries may be made to the letterbox numbered B1 or B2 to the left of the entrance to PBS.

Age	
Qualifica-tions	
Experience	
Length of service as a Director of PBS or other Co-opera-tives	

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Issues to consider before standing as a PBS Board Member

The community group landscape has changed markedly in the past decade. Where once community group Board and Committee members were seen as "time donors", applauded for their hard work and excused from some of the more onerous compliance requirements placed on their corporate world cousins, this is no longer the case. These days, community group Board and Committee members are subject to the same demands for accountability and efficiency as any Board member – profit, non-profit or "not for profit". Such responsibilities may have legal ramifications and should not be taken lightly.

Board Role

Directors of any co-operative have an obligation to adequately equip themselves so that they can:

• set policy

• guide strategic directions, according to the mission and plans of the co-operative, in ways that fairly and knowledgeably reflect the interests of the membership

• approve capital expenditure and operating budgets

• ensure adequate resources are provided and managed effectively to achieve the co-operative's goals, and

• assess the board's performance

In particular they must ensure that the Co-0operative abides by the Community Broadcasting Code of Practice, the Broadcast Services Act and any other relevant Local, State or Federal regulations.

Co-operative Governance

In electing a board, the members confer on the board the authority to make decisions. The board is, however, accountable to the members about:

- what decisions have been made
- why the decisions have been made
- what co-operative resources have been used
- what results have been achieved and why

All members should have equal and timely access to information concerning the co-operative including:

- The financial situation
- Performance
- Ownership
- Governance

Who can be a Board member?

You do not usually have to have any specific qualifications to be a Board member, although it is true that some skills (such as legal, financial, networking or management skills) are often in more demand than others. An eligible person generally is:

- An adult (over 18 years of age);
- Not insolvent or under administration; and,
- Not disqualified under the group's constitution or due to a breach of their duties.

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What do I need to know before I join a Board?

When you agree to take on a governance role you are accepting a range of legal, moral and ethical responsibilities. You should therefore have a good knowledge of the community group you are being asked to govern, how it works, why it exists, and how it does what it does. You need to know who you will be governing alongside, what role you will be expected to fulfill and what skills and how much time you will need to devote to the role.

You will also need to examine your own reasons for wanting to join a Board and what you hope to get out of your service – this will help you to decide whether or not your expectations can be fulfilled.

The Board is expected to be capable of understanding the affairs of the organisation or facilities it is governing well enough to reach a well-informed opinion of its financial capacity. And it must be sufficiently up-to-date with the organisation's dealings to allow it to respond properly to the organisation's changing financial capacity. Naturally, this requires some familiarity with financial reports.

You should also know enough about financial matters to be able to understand the workings of the budgets and accounts. If you do not know what words like "revenue," "assets" and "income" mean, you will need to do a lot more homework before taking on any Board role that requires overseeing a budget.

The following duties are statutory;.

- **The Duty to Act in Good Faith**

  This duty comes from Section 181 of the Corporations Act, which reads:

  A director or other officer of a corporation must exercise their power and discharge their duties (a) in good faith in the best interests of the corporation; and (b) for a proper purpose.

  This duty imposes a fixed standard regardless of the capabilities and state of mind of any individual Board member. Therefore, it is entirely possible that even though a member honestly believes they are acting in the best interests of their Board, the law can take the opposite view.

- **The Duty to Avoid a Conflict of Interest**

  A conflict of interest arises when a Board member's duty to act in the interests of the Board of which s/he is a member is compromised by some other personal or professional interest. Some Boards will be governed by rules that have particular provisions for the handling of conflicts of interest so you should check if such rules exist for your group.

- **The Duty Not to Misuse Information or Misuse the Position of Director**

  The law prohibits Board members from using their position to gain an advantage for themselves or another, or to cause detriment to the entity they are governing. A breach of this law may carry civil or criminal penalties. A Board member also must not misuse information gained through their position.

  There is significant overlap between these duties, the duty to avoid a conflict of interest (above), and the duty not to abuse a corporate opportunity (below).

- **The Duty Not to Abuse a Corporate Opportunity**

  Being a Board member may involve discussing a range of opportunities including, on occasion, business opportunities. It is therefore possible that Board members may, by virtue of their position, be made aware of several potentially profitable opportunities. This creates a temptation for Board members to take up such opportunities themselves at the expense of the entity they are governing for. The law may view this as abusing a corporate opportunity.

- **The Duty to Act with Care and Diligence**

  Board members must exercise their powers and discharge their duties with the care and diligence of a "reasonable person" in their position. In general terms you will meet the duty of care and diligence if you:

  - Make a decision to take, or not to take, action in good faith and for a proper purpose; and,
  - Do not have any material personal interest in the matter; and,
  - Inform yourself about the matter to the extent you reasonably believe is appropriate; and,
  - Reasonably believe that your judgement is in the Board's best interests. The Board member's belief is taken to be rational unless no reasonable Board member could have held it. It must be noted, however, that in order to rely on this rule, the Board member must actually make a judgement, and not merely do nothing.

  In addition, you are expected to:

  - Attend meetings regularly (if not always – some Boards will have minimum requirements);
  - Act as an entrepreneur – look for opportunities that can advance your Board's cause;

- Make certain that your Board undertakes good financial reporting practices;
- Ask questions and seek more information when you believe it is required;
- Define appropriate Board policies and supervise their implementation;
- Understand your Board's core work;
- Keep abreast of governance issues.

As a Board member, you may be able to delegate your powers. This will protect you from a breach of your duty of care and diligence if, after making appropriate inquiries, you believe "reasonably and in good faith" that the delegate is reliable and competent. Similarly, you can rely on the professional advice of others (such as an accountant) if the reliance is in good faith, and you have independently assessed the advice. Such reliance is reasonable unless the contrary is proven.

- **Insolvent Trading**

The insolvent trading provisions are some of the most important in the current company law and will almost certainly be of relevance to your Board. These provisions compel Board members not to allow the organisation to trade while insolvent (unable to pay debts) and not to allow the organisation to become insolvent.

You will breach this duty if you dishonestly fail to prevent your organisation from incurring a debt when a reasonable Board member would have been aware that there were reasonable grounds for suspecting the organisation's debts could not be paid as and when they fell due.

Even if the organisation was solvent at the time of incurring the debt, an offence is committed if the organisation becomes insolvent by incurring the debt in question.

Penalties for insolvent trading are particularly severe. Civil penalties of up to $200,000 or disqualification from directorship may be imposed, although penalties may not be as severe in the community sector. In very serious cases, Board members may be criminally liable, which can mean a prison sentence. For this reason, it is vital that legal and financial advice is sought at the slightest hint of danger.

- **The Duty to Avoid Fraud and Other Wrongs**

A Board member must not engage in any activities which amount to fraud, negligence, and default, breach of trust or breach of duty. Where such conduct leads to the organisation suffering loss or damage, the member may have to transfer an amount of property to the organisation, equivalent to the loss or damage their actions have caused.

- **Other Relevant Laws**

In addition to the duties outlined above, there are a range of generally applied laws that Board members should keep in mind as they carry out their role. Board members are, after all, responsible for ensuring that their Board is entirely legally compliant. The following list is by no means exhaustive but it is a good starting point to indicate some of the areas of law Board members would be advised to familiarise themselves with.

- Occupational Health and Safety - (designed to ensure that workers are safe and secure in their place of work)
- Environmental Law - (a vast branch of law that is generally concerned with pollution control, environmental and occupational health, ecologically sustainable development and resource management)
- Negligence - (governing cases where the duty of care is breached, causing a foreseeable kind of material damage to another)
- Trade Practices Act - (a powerful and important Act, which includes a section prohibiting misleading and deceptive conduct)
- Anti-Discrimination - (all organisations and individuals are obliged to meet this legislation, which has a range of provisions that may differ from state to state)
- Contracts Law - (could apply to a property lease, a computer rental agreement, an agreement to supply services, etc.)
- Privacy Laws - (designed to govern the way personal information about individuals is collected, stored, used and disclosed)
- Food Safety Laws - (including requirements for the handling, storage, transport and display of foods)
- Defamation - (designed to protect the reputation of individuals and organisations by allowing the right to sue for damages)
- Fundraising - (laws vary from state to state but most states now require formal approval and licensing prior to fundraising activities being initiated)