

**Telephone Information Services Standards Council Limited
Articles of Association**

*CORPORATIONS LAW
COMPANY LIMITED BY GUARANTEE*

ARTICLES OF ASSOCIATION OF

**TELEPHONE INFORMATION SERVICES STANDARDS COUNCIL
LIMITED**

1. Interpretation

- 1.1 The regulations contained in Table A in Schedule 1 of the Corporations Law shall not apply to the Council.
- 1.2 Unless a contrary intention appears in these Articles, an expression which is defined or used in the Corporations Law is used in these Articles with the same meaning as in the Corporations Law.
- 1.3 A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it, and a regulation or statutory instrument issued under it.

2. Definitions

- 2.1 In these Articles:

"Alternate Member" means a person appointed as an alternate member of the Council in accordance with Article 5.2, to represent a Public or Industry Member (Carrier or Service Provider) when for a good reason the appointed member is unable to attend a Council Meeting called in terms of Article 13 of the Articles of Association.

"Appeal Arbitrator" means a person the Chairman appoints from time to time to hear appeals against any Council determination or decision.

"Arbitrator" means the person acting as arbitrator from time to time to determine complaints or matters pursuant to Article 10, and includes a person appointed as the Telephone Information Services Arbitrator or equivalent under any existing or future contractual arrangement with a Service Provider.

"Calling Customer" means any person who may access Australia's communications network.

"Carrier" means a telecommunications carrier holding a current licence under Australia's Telecommunications Act 1991.

"Chairman" means the chairman of the Council, as appointed from time to time pursuant to the provisions of these Articles, and includes the Deputy Chairman, when acting as the chairman.

"Code" means any set of rules, provisions, edicts, guidelines or standards adopted or amended by the Council from time to time, initiated or instigated in howsoever manner or by whatsoever person, relating to Telephone Information Services.

"Council" means Telephone Information Services Standards Council Limited.

"Deputy Chairman" means the deputy chairman of the Council, as elected from the Public Members from time to time by simple majority by the TISSC Council.

"Eligible Carrier" means a Carrier which has:

- (a) contributed to the funding of the Council in the Council's previous and current financial year;
- (b) bound Service Providers by contract to comply with the Code; and
- (c) agreed to be bound by the applicable complaints procedures of the Code and determinations of the Council thereto.

"Eligible Service Provider" means a Service Provider who has a current contract with a carrier to provide premium rate services by using telecommunication numbers commencing with relevant prefix codes

"Council Support Officer" shall be appointed by the Council to manage its affairs

"Industry Member" means a person appointed as a member of the Council in accordance with Article 5.1.

"OFLC" means Australia's Office of Film and Literature Classification.

"Public Member" means a person independent of any Carrier or Service Provider nominated by a recognised peak Australian consumer organisation and appointed as a member of the Council in accordance with Article 5.1.

"Service Provider" means a person or company who has entered into a contract with a Carrier to provide Telephone Information Services.

"Telephone Information Services" means services offered by Carriers and Service Providers to Calling Customers over Australia's communications network and accessed by Calling Customers by way of relevant prefix codes.

3. Role and functions

3.1 The Council's functions are as follows:

- (a) to set standards in the form of the Code for the content, advertising and operation of Telephone Information Services;
- (b) to hear and determine complaints of breaches of the Code;
- (c) to hear and determine appeals against decisions made in relation to breaches of the Code according to the appeal procedures prescribed in the Code;
- (d) to support a Council secretariat;
- (e) to facilitate community awareness of the Code;
- (f) to undertake relevant research in the area of Telephone Information Services; and
- (g) to ensure compliance with the Code by undertaking monitoring and investigative activities;
- (h) Enter into agreements with Eligible Carriers to carry out monitoring, investigative and reporting functions in relation to practices for the supply of Telephone Information Services or other telecommunications information services, against standards set out in the Code, or any other document that sets out standards of conduct for the provision of telecommunications information services.

4. Objectives of the Council

4.1 In satisfying its role and functions the council shall adopt the following objectives:

- (a) take into account the needs of all consumers of Telephone Information Services;
- (b) ensure that the Code is formulated in such a way as is and is seen to be independent and authoritative;
- (c) take into account the technical, operational and functional specifications of Telephone Information Services products as defined by a Carrier from time to time;

- (d) take into account recommendations that may be issued from time to time by Government Committees reporting on matters affecting and having relevance to the provision of Telephone Information Services;
- (e) deal expeditiously and authoritatively with issues and complaints raised by members of the public, Carriers, Service Providers, potential Service Providers or any other interested person and provide and maintain mechanisms to do so;
- (f) ensure that the arbitration system adopted by the Council is, and is seen to be, independent and fair; and
- (g) establish and maintain a telecommunications regulatory structure which is affordable by the industry and relevant to industry needs.

5. Membership and structure

5.1 The Council shall comprise at least seven Members as follows:

- (a) one Member being the Chairman;
- (b) at least three members shall be Industry Members, at least one of whom shall be nominated by the Carrier(s)
- (c) the number of Service Provider Members shall not exceed the number of Carrier Members by more than one;
- (d) each Carrier may nominate only one Member for appointment to the Council;
- (e) there shall be an equal number of Public Members to the number of Industry Members.

In addition to the requirement that the person be nominated by a recognised peak Australian consumer organisation, the Council shall be satisfied of the following criteria:

- The ability of the proposed Public Member to understand and represent a consumer constituency on the Council; and
- The ability of the Public member to convey TISSC issues, findings and rules to the constituency the Public Member represents; and
- The ability to be responsive to broad consumer issues and convey TISSC issues to a range of consumer constituencies.

5.2 One Alternate Member may be nominated and appointed, in terms of Section 6* of these Articles of Association, from each category of

Membership (Public and Industry [Carrier and Service Provider]) to attend Council meetings and represent the appointed Member from that Category when that Member is not able, for good reason, to attend a meeting called in terms of Article 13.

- 5.3 Neither Article 5.1 nor Article 5.2 shall be altered or added to except in accordance with paragraph 3 of the Council's Memorandum of Association.

6. Appointment of members to the Council

- 6.1 Each Council member (other than the initial appointments pursuant to Article 6.5 of the Chairman, and other Council members) shall be elected by a simple majority vote of the then members of the Council.

- 6.2 Appointments to the Council shall be for a maximum period of three (3) years

- 6.3 An Eligible Carrier may notify nominations for appointment to the Council.

- 6.4 The Service Provider nomination for the Council shall be determined by a ballot of all Service Providers conducted by the Industry. The nominated Service Provider must be an Eligible Service Provider.

- 6.5 Initially an independent person nominated by Telstra Corporation Limited (ACN 051 775 556) who has an understanding of the qualities required of members of the Council and agreed to by the majority of members of the Telephone Information Services Standards Committee, shall appoint the Chairman to the Council and thereafter the Chairman shall appoint the remaining persons to each position on the Council set out in Article 5.1.

- 6.6 The appointments made pursuant to Article 5.1 will be for the following periods:

- (a) the Chairman shall be appointed for a period of three (3) years;
- (b) the Deputy Chairman shall be appointed for a period of three (3) years. Such appointment may continue only while the Deputy Chairman is a Council Member
- (c) Appointment as a Public Member shall be for a maximum period of three (3) years; and

- (d) Appointment as an Industry Member shall be for a maximum period of three (3) years.

7. Adoption of Code

- 7.1 The Council may adopt, amend or vary the Code by a simple majority vote of its members.

8. The Council Secretariat

- 8.1 The Council shall appoint a Council Secretariat, including a Council Support Officer, for purposes including the following [while acting under the direction of the Chairman]

- (a) managing and otherwise being responsible for the operation of the Council Secretariat
- (b) liaising between the Council and the Public;
- (c) maintaining and updating the Code;
- (d) other duties as the Council directs from time to time.

- 8.2 The Council shall provide for safe custody of the seal. The seal shall be used only by authority of the Council and every document to which the seal is affixed shall be signed by two Council Members.

9. Arbitration System

The Council shall establish and maintain an arbitration system, including the appointment of an Arbitrator, for purposes including the following:

- (a) receiving, handling and facilitating the resolution of complaints regarding Telephone Information Services;
- (b) monitoring the message content and advertising of Telephone Information Services according to guidelines specified from time to time by the Council;
- (c) administering the Code of Practice independently of the Council;
- (d) the arbitrator shall manage and otherwise be responsible for the TISSC office and arbitration process, and administering the finances and budget of the Council;

(e) liaising between the Council and the public

10. Complaints

- 10.1 Any complaint or matter pursuant to the Code may be delegated by the Council to the Arbitrator for determination and the Arbitrator shall determine such complaint or matter, including ordering appropriate remedies or penalties, pursuant to the Code.
- 10.2 All determinations of the Arbitrator made in accordance with Article 10.1 shall be regarded as determinations of the Council and subject to Article 11, such determinations shall be final.
- 10.3 The Arbitrator may, in turn, refer any appropriate complaint or matter arising pursuant to the Code to the OFLC for advice
- 10.4 Any Carrier or Service Provider, or both, likely to be affected by any determination made pursuant to Article 10 shall be given the opportunity to make representations to the Arbitrator in the form specified by the Council from time to time.
- 10.5 The Council shall not impose a charge for the resolution of any complaint other than those charges which may be imposed under the provisions of Articles 11.3

11. Appeals

- 11.1 A Service Provider subject to a determination of the Council shall be entitled to lodge an appeal against that determination.
- 11.2 Appeals shall be heard by an Appeals Arbitrator who shall be appointed by the Council for a term of not more than three years. An alternate Appeals Arbitrator shall be appointed by the Council, for a term of not more than three years, to act as Appeals Arbitrator in the absence of the Appeals Arbitrator.
- 11.3 The Council shall be entitled to set a fee for the lodging of an appeal.
- 11.4 The procedure for the hearing of appeals shall be determined by the Council and shall be recorded in the Code.

12. Funding, receipts and payments

- 12.1 The funding of the Council's operations may come from any or all of the following sources:

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- (a) monies collected or received from Carriers and/or Service Providers;
 - (b) fees charged for appeals;
 - (c) fees charged for other services
 - (d) other sources as the Council directs.
- 12.2 The Council shall operate a bank account or accounts as it determines necessary in carrying out its functions. All receipts shall be credited to such bank account or accounts. All payments made by the Council shall be debited to such bank account or accounts and authorised in writing by any two (2) of the following persons:
- (a) the Chairman;
 - (b) the Arbitrator;
 - (c) a Public Member approved for this purpose by a majority vote of the Council.
 - (d) any other Council Member appointed for this purpose by a majority vote of the Council.
- 12.3 The Council may apply funds in respect of any of the following:
- (a) remuneration of the members of the Council, as specified by the Council from time to time;
 - (b) reimbursement of authorised expenses incurred by members of the Council in the course of their duties; and
 - (c) all other expenses, costs and outgoings associated with or consequent upon the carrying out of the Council's functions.
- 12.4 In addition to its obligations under the Corporations Law the Council shall prepare annually summary statements of assets and liabilities and of receipts and expenditure. These statements shall be audited by a suitably qualified auditor appointed by and paid for by the Council. A copy of the said statements shall be made available to Carriers and those Service Providers that have contributed funds pursuant to Article 12.1(a) upon request. A copy of the said statements shall also be made available, upon request, to any person, at the discretion of the Chairman.

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- 12.5 Until otherwise agreed by the Council and the Eligible Carriers the maximum amount of monies collectable or receivable from Carriers and Service Providers pursuant to Article 12.1 in respect of any one financial year of the Council shall not exceed \$600,000. The Council may seek commitments from Carriers or Service Providers or both to provide such funding. This Article 12.5 shall not be altered or added to except in accordance with paragraph 3 of the Council's Memorandum of Association.

13. Meetings

- 13.1 The Council shall meet at such times as the Council or the Chairman directs and at least once at the end of each financial year.
- 13.2 The Council may meet for any purpose associated with or consequent upon its functions, including regulating its meetings as it sees fit.
- 13.3 All Council members without reasonable excuse shall attend such meetings and attendance may be in person or by telephone or by other means of communication by which all persons participating in the meeting are able to communicate with all other participants, whether by phone, online or other means. Council Members may not miss more than one third of Council Meetings, nor miss three consecutive meetings without leave or sufficient cause, or they shall be deemed to be no longer members of the Council. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by those Council members attending the meeting.
- 13.4 All members of the Council shall be entitled to cast one (1) vote at meetings. In the case of a tied vote the Chairman shall have a casting vote.
- 13.5 Resolutions and decisions of the Council other than resolutions and decisions made in relation to changes of these Articles or the Memorandum, shall be made by simple majority, subject to there being a quorum.
- 13.6 A quorum shall comprise four persons being the Chairman (or the Deputy Chairman acting as the Chairman), one Public Member, one Carrier Member, and one Service Provider Member.

14. Members' indemnity

- 14.1 The Council shall indemnify each officer of the Council out of the assets of the Council from and against any claims, demands, actions or proceedings of whatsoever kind arising as a result of any act or omission of such officer committed or omitted in that person's capacity as an officer of the Council. In this Article 14.1 "officer" means a member of the Council or other officer of the Council. The Council is to pay insurance premiums on behalf of officers of the company.

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Signatures of Subscribers	Witnesses

DATED this 24th day of March 1994(Original)
Amended 3/9/98
Amended 21/1/00: Section 11.2
Amended 9/8/2000: Definition – Alternate Member/Section 5 – Membership
and Structure
Amended 30/6/04: Definition of Eligible Service Provider