

## **COMPANIES ACT 1961-1974**

### **A COMPANY LIMITED BY GUARANTEE ARTICLES OF ASSOCIATION of CREATIVE BROADCASTERS LIMITED**

1 In these Articles -

"the Act" means the Companies Act 1961-1974;

"the Company" means Creative Broadcasters Limited;

"The seal" means the common seal of the Company;

"Secretary" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;

"State" means the State of Queensland;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1954-1971 and of the Act as in force at the date at which these Articles become binding on the Company.

2 The Company is established for the purposes set out in the Memorandum of Association.

#### **MEMBERSHIP**

3 The number of members is equivalent to the subscribers of 4ZZZ.

4 The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with these Articles shall be members of the Company and shall be entered in the Register of Members accordingly.

5 An application for membership shall be in the form of a subscription form to 4ZZZ and accompanied by the appropriate fee as determined by the committee.

6 At the next meeting of the Committee after the receipt of any application for membership, such an application shall be considered by the committee, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an Applicant.

7 Upon receipt of an application form for membership and fee, the society

shall send a 4ZZZ subscription card and receipt as proof of acceptance as a financial member. This shall be valid for a period of twelve months.

**8** The annual subscription rates shall be determined from time to time by the committee.

**9** Subscription becomes due twelve months after the previous annual contribution.

## **CESSATION OF MEMBERSHIP**

**10** On the expiration of the annual subscription all privileges of membership become void until such time as the annual contribution is paid.

**11** If any member shall willfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Company or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Company the Committee shall have power to expel the member from the Company and erase his or her name from the Register of Members provided that at least one week before the meeting of the Committee at which a resolution for his expulsion is passed the member shall have had notice of such meeting and of what is alleged against him or her and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Committee elect to have the question of his or her expulsion dealt with by the Company in general meeting and in that event an extraordinary general meeting of the Company shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such votes to be taken by ballot) the member shall be expelled and his or her name removed from the Register of Members.

## **GENERAL MEETINGS**

**12** The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Company and at such place as the Committee may determine.

**13** An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.

**14** Any member of the Committee may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.

**15** Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which then notice is served or deemed to be served, but inclusive of the date for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

**16** All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance-sheets, and the report of the Committee and Auditors, the election of offices and other members of the Committee in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

### **PROCEEDINGS AT GENERAL MEETINGS**

**17** No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided fifteen (15) members present in person shall be a quorum. For the purposes of this Article "member" includes a person attending as a proxy or as representing a corporation which is a member.

**18** If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, is convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two) shall be a quorum.

**19** The Chair shall preside as Chair at every general meeting of the Company, or if there is no Chair, or if the person is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chair shall be the Chair or if the Vice-Chair is not present is unwilling to act then the members present shall elect one of their members to be Chair of the meeting.

**20** The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an ordinary general meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**21** At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded -

(a) by the Chair; or

(b) by at least three members present in person or by a proxy.

Unless a poll is so demanded a declaration by the Chair that a resolution has on show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

**22** If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith.

**23** In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

**24** A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or by other duly authorised representative shall have one vote.

**25** No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month than one month in arrears at the date of the meeting.

**26** The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

**27** Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

Creative Broadcasters Limited

I, \_\_\_\_\_ of \_\_\_\_\_ being a member of the above-named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Company, to be held on the \_\_\_\_ day of \_\_\_\_\_

19\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_.

This form to be used in favour of/against\* the resolution.

\* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he think fit.)

**28** The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within the State as in specified for that purpose in the notice convening the meeting, no less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking the poll, and in default the instrument of proxy shall not be treated as valid.

### **COMMITTEE AND OFFICERS**

**29** The officers of the Company shall be the Honorary Secretary and a Chair elected in accordance with the Act and these Articles of Association.

**30** The Committee shall consist of the Chair, Treasurer, Secretary and five (5) Board Members to be elected at a General Meeting.

For the 2006/2007 term the Chair and Treasurer will be elected for two Years and the Secretary elected for one year. The two highest voted Board members will be elected for two years and the next three Board Members will be elected for one year. All positions will be for two years from the expiry of the 2006/2007 term.

All Committee members will be subscribers of Creative Broadcasters Ltd.

**31** The Chair, Secretary and Treasurer shall be elected at a general meeting.

**32** (a) Station staff shall be deemed to be people who have worked at the station on a voluntary basis continuously for a period of three months.

(b) Employees shall be deemed to be people who are employed by the Company.

**33** (1) The election of the Chair, Treasurer, Secretary and the five (5) other member of the Board who are to be elected by the members of the Company shall take place in the following manner -

(a) Any two members of the Company shall be at liberty to nominate any other member of the Company.

(b) The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place.

(c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Company for at least seven days immediately preceding the annual general meeting.

(d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies.

(e) In case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies.

**33** The Vice Chair will be elected by the Board from the pool of non-executive members.

**34** The Company may with an ordinary resolution passed at a general meeting change the number of Committee members.

**35** The Company shall have the power at any time, and from time to time, to appoint any person to the Committee either to fill a casual vacancy or as an addition to the existing officers or other members of the Committee but so that the total number of officers or other members of the Committee shall not at any time exceed the number fixed in accordance with these Articles. Any officer or other member of the Committee so appointed or elected shall hold office only until the next following annual general meeting.

**37** The office of a member of the Committee shall become vacant if the member -

(a) ceases to be a member of the Committee by virtue of the Act;

(b) becomes prohibited from being a director of a Company by reason of any order made under the Act;

(c) resigns his or her office by notice in writing to the Company;

(d) for more than six months is absent without permission of the Committee from meetings of the Committee held during the period;

(e) ceases to be a member of the Company or ceases to be in the employment of the Company (as the case may be).

## **POWERS AND DUTIES OF THE COMMITTEE**

**38** The business of the Company shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these regulations, being not inconsistent with the

aforesaid Articles or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

**39** The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.

**40** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn accepted endorsed or otherwise executed, as the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determine.

**41** The Committee shall cause minutes to be made -

(a) of all appointments of officers and servants;

(b) of names of members of the Committee present at all meetings of the Company and of the Committee; and

(c) of all proceedings at all meetings of the Company and of the Committee.

Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

## **PROCEEDINGS OF THE COMMITTEE**

**42** The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.

**43** Subject to these Articles questions arising at any meeting of the Committee shall be decided by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

**44** A member of the Committee shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising there out, and if he does so vote his vote shall not be counted.

**45** The quorum necessary for the transaction of the business of the Committee shall be four (4) or such greater number as may be fixed by the Committee.

**46** The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the

Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Company, but for no other purpose.

**47** The Chair shall preside as Chair at every meeting of the Committee, or if there is no Chair, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-Chair shall be Chair or if the Vice-Chair is not present at the meeting then the members may choose one of their number to be Chair of the meeting.

**48** The Committee may delegate any of its powers to sub-committees consisting of such member or members of the Committee as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.

**49** A sub-committee may elect a Chair of its meeting; if no such chairperson is elected, or if at any meeting the Chair is not present within ten minutes after the time appointed for the holding of the meeting, the members present may choose one of their number to be Chair of the meeting.

**50** A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.

**51** All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

**52** A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

## **SECRETARY**

**53** The Secretary shall in accordance with the Act be appointed by the Committee for such term, at such remuneration and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become an officer of the Company and, if not already a member of the Committee, ex officio a member of the Committee.

## **SEAL**

**54** The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee authorised by the Committee in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

## **ACCOUNTS**

**55** The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided, however, that the Committee shall cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to a date no more than three (3) month before the date of the meeting.

**56** The Committee shall from time to time determine in accordance with Clause V of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by Clause V of the Memorandum of Association or authorised by the Committee or by the Committee or by the Company in general meeting.

## **AUDIT**

**57** A properly qualified Auditor or Auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the appropriate Sections of the Act and Clause V of the Memorandum of Association.

## **NOTICES**

**58** Notice of Annual General Meetings may be given by the Company to any member either personally or by sending it by post to him or her at this registered address, or (if he or she has no registered address within the State) to the address, if any, within the State supplied by him or her to the Company for the giving of notices to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Notice of extraordinary general meetings may be given by the Company to the member by way on-air announcements which will be broadcast four times a day during peak listening times for a period of up to four weeks and no less than two weeks before the date of the meeting.

**59** (1) Notice of every general meeting shall be given in any manner

herein before authorised to -

(a) every member except those members who (having no registered address within the State) have not supplied to the Company an address with the State for the giving of notices to them; and

(b) the Auditor or Auditors for the time being of the Company.

(2) No other person shall be entitled to receive notices of general meeting.

## **INDEMNITY**

**60** Every member of the Committee, Auditor, Secretary and other officer for the time being of the Company shall be indemnified or of the assets of the Company against any liability arising out of the execution of his duties which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

WE, the undersigned being subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

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SIGNATURE OF SUBSCRIBERS

WITNESS TO SIGNATURES

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