

# Creative Broadcasters Ltd

## Memorandum of Association

COMPANIES ACT 1961-1974

A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION of CREATIVE BROADCASTERS LIMITED

I The name of the Company is CREATIVE BROADCASTERS LIMITED (hereinafter called "the Company")

II The objects for which the Company is established are:-

- (a) TO promote the broadcasting of quality programs of a creative nature, such as music, art and literature and programs of news and interest to the community.
- (b) TO enable groups and persons representing a wide range of community interests and concerns to have regular communication with the Brisbane community.
- (c) TO provide this access through an independent, non-profit radio station owned and operated by the Company.
- (d) TO encourage community involvement in program production and to encourage and give voice to Australian Culture and the aspirations of the Australian community, and to train members of the community in all aspects of Community Radio Broadcasting.
- (e) TO apply for, and hold, a Community Radio Broadcasting Licence.
- (f) TO subscribe to, become a member of and/or co-operate with any association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company.
- (g) TO purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company.
- (h) TO enter into any arrangements with any Government or authority, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(i) TO appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.

(j) TO establish, support and/or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payment towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

(k) TO construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(l) TO invest and deal with the money of the Company not immediately required in such a manner as may be permitted by law for the investment of trust funds.

(m) TO borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or property (both present and future), and to purchase, redeem or pay off any such securities.

(n) TO make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(o) IN furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

(p) TO take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balances of the purchase price of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.

(q) TO take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company.

(r) TO take such steps by personal or written appeals, public meetings or otherwise, as may be deemed expedient for the purpose of producing contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.

(s) TO print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.

(t) IN furtherance of the objects of the Company to amalgamate with any companies, institutions, societies, or associations having objects altogether or in part similar to those of the Company.

(u) IN furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

(v) IN furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associates with which the Company is authorised to amalgamate.

(w) TO make donations for patriotic or charitable purposes.

(x) TO do all such other things as are incidental or conducive to the attainments of the objects and the exercise of the powers of the Company.

III The liability of the members is limited.

IV Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while the person is a member, or within one year after the person ceases to be a member, for payment of the debts and liabilities of the Company contracted before the person ceased to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding thirty dollars (\$30.00) and not less than twenty dollars (\$20.00).

V True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipts and expenditure takes place, and of the property, credits, and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.

VI The property and profits (if any) and other income of the Company wheresoever derived shall be applied solely to the promotion of the objects of the Company as set out in this Memorandum of Association and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company or any of them PROVIDED ALWAYS THAT nothing herein contained shall prevent the payment in good faith of any remuneration to

any member, office or servant of the Company for any service actually rendered to the Company nor for goods supplied in the ordinary and usual way of business or prevent the payment of interest on money borrowed from any member of the Company or reasonable and proper rent of or for premises demised or let by any member of the Company.

VII If upon the winding-up or dissolution of this organisation there remains, after satisfaction of all its debt and liabilities, any property, the property shall not be paid to or distributed among its members, but shall be given or transferred to some other organisation or organisations having objects similar to the objects of the association or Company, and whose rules shall prohibit the distribution of its or their income among its or their members, such organisation or organisations to be eligible for tax deductibility of donations under subsection 78(4) or (5) of the Income Tax Assessment Act 1936.

VIII The names, addresses and occupations of the subscribers are as follows:-

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#### NAMES AND ADDRESSSS OF SUBSCRIBERS DESCRIPTIONS

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

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#### SIGNATURES OF SUBSCRIBERS WITNESS TO SIGNATURES