

**AUSTRALIAN CAPITAL TERRITORY**

**ARTICLES OF ASSOCIATION**

**OF**

**CANBERRA CHRISTIAN RADIO LIMITED  
ACN 051 127 792**

**A COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A CAPITAL DIVIDED INTO SHARES**

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## **PART 1 PRELIMINARY**

### **1. Interpretation**

- 1.1 In these articles, unless a contrary intention appears-
- “Act” means the *Corporations Law*;
  - “applicant” means a person seeking membership of the company;
  - “chairman” means the director elected in accordance with these articles;
  - “company” means the company known as Canberra Christian Radio Limited of which these are the Articles of Association;
  - “financial year” means the year ending on 30 June;
  - “member” means a member of the company;
  - “seal” means the common seal of the company and includes any official seal of the company;
  - “secretary” means any person appointed to perform the duties of a secretary of the company;
- 1.2 In these articles-
- 1.2.1 a reference to a function includes a reference to a power, authority and duty; and
  - 1.2.2 a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- 1.3 An expression used in a particular Part or Division of the Act that is given by that part or Division a special meaning for the purposes of that Part or Division has, in any of these articles that deals with a matter dealt with by that Part or Division, unless the contrary intention appears, the same meaning as in that Part or Division.
- 1.4 Expressions defined in the Act or any modification thereof made by any law in force at the date on which these articles become binding on the company shall herein have the meanings so defined.
- 1.5 Reference herein to any law or provision of a law shall mean that law or provision as modified or replaced by any law for the time being in force.
- 1.6 Words importing the singular number shall include the plural number and vice versa and words importing a gender shall include each other gender.

## **PART 2 MEMBERSHIP**

### **2. Membership qualifications**

- 2.1 A person is qualified to be a member if the person has applied for membership in accordance with the following sub-article.

### 3. Application for membership

- 3.1 An application for membership of the company-
- 3.1.1 shall be made in writing by the applicant in or to the effect of the form set out in Appendix 1 to these articles or as otherwise determined by the directors; and
  - 3.1.2 shall be lodged with the secretary of the company or a person nominated by the secretary, together with the sum payable under these articles as the entrance fee and the first year's annual subscription or instalment.
- 3.2 The secretary or a person nominated by the secretary shall determine whether to accept or reject the application, excepting that rejection shall only occur if the secretary or a person nominated by the secretary has reasonable grounds to believe that the applicant:
- 3.2.1 has been found guilty of an indictable offence; or
  - 3.2.2 is of unsound mind or has been or is likely to be dealt with in any way under the law relating to mental health, alcoholism or drugs of addiction; or
  - 3.2.3 would not abide by these articles or the Memorandum of Association.
- 3.3 The applicant's name shall be entered into the register of members upon acceptance in accordance with the previous sub-article and, upon the name being so entered, the applicant shall become a member of the company.
- 3.4 Where the secretary or a person nominated by the secretary rejects an application for membership, the secretary or a person nominated by the secretary shall promptly return any entrance fee and annual subscription or instalment and cause a notice in writing to be served on the applicant advising the applicant of the reason(s) for rejection of the application and that the applicant may within seven days give written notice to the secretary requesting a review of the rejection of the application.
- 3.5 Where the applicant requests a review of the decision in accordance with the previous sub-article the secretary shall promptly advise the applicant in writing:
- 3.5.1 that the directors will hold a meeting to review the decision;
  - 3.5.2 stating the date, place and time of that meeting; and
  - 3.5.3 informing the applicant that the applicant may do either or both of the following:
    - 3.5.3.1 attend and speak at that meeting;
    - 3.5.3.2 submit to the directors at or prior to the date of that meeting written representations relating to the decision.
- 3.6 Subject to the rules of natural justice, at a meeting of the directors mentioned in the previous sub-article, the directors shall-
- 3.6.1 give to the applicant an opportunity to make oral representations;
  - 3.6.2 give due consideration to any written representations submitted to the directors by the applicant at or prior to the meeting; and

- 3.6.3 by resolution determine whether to confirm the rejection of the application for membership or admit the applicant to membership.
- 3.7 Where the directors resolve to confirm the rejection of the application for membership, the secretary shall promptly inform the applicant in writing of that resolution and of the applicant's right of appeal under article 9.
- 3.8 Where the directors resolve to admit the applicant to membership in accordance with sub-article 3.6 the secretary shall promptly inform the applicant in writing of the resolution of the directors and the applicant shall immediately pay the entrance fee and annual subscription or instalment and upon receipt of these amounts by the company the applicant's name shall be entered into the register of members and, upon the name being so entered, the applicant shall become a member of the company.

#### **4. Membership entitlements not transferable**

- 4.1 A right, privilege or obligation which a person has by reason of being a member of the company-
- 4.1.1 is not capable of being transferred or transmitted to another person;
- 4.1.2 terminates upon cessation of the person's membership; and
- 4.1.3 shall give no right or interest in or to any of the property or assets of the company.

#### **5. Cessation of membership**

- 5.1 A person ceases to be a member of the company if the person-
- 5.1.1 dies or, in the case of a body corporate, is wound up;
- 5.1.2 resigns from membership of the company;
- 5.1.3 is expelled from the company; or
- 5.1.4 fails to renew membership of the company or pay the annual membership fee in accordance with article 7.3.

#### **6. Resignation of membership**

- 6.1 A member is not entitled to resign from membership of the company except in accordance with this article.
- 6.2 A member who has paid all amounts payable by the member to the company may resign from membership of the company by first giving notice (being not less than one month or, if the directors have determined a shorter period, that shorter period) in writing to the secretary or a person nominated by the secretary, of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 6.3 Where a person ceases to be a member, the secretary shall arrange for an appropriate entry to be made in the register of members recording the date on which the member ceased to be a member.

## **7. Fee, subscriptions etc.**

- 7.1 The entrance fee to the company shall be such amount, if any, as has been determined by resolution of the directors.
- 7.2 The annual membership fee of the company shall be such amount as has been determined by resolution of the directors.
- 7.3 The annual membership fee is payable-
  - 7.3.1 on the anniversary of the date on which the member's name was entered into the register of members; or
  - 7.3.2 in instalments where the directors determine that annual membership fees may be paid by instalments and the member elects to pay by instalments.

## **8. Disciplining of members**

- 8.1 Where a member-
  - 8.1.1 has refused or neglected to comply with a provision of these articles; or
  - 8.1.2 has wilfully acted in a manner prejudicial to the interests of the company, the directors may resolve to call a meeting with a view to considering whether or not to-
    - 8.1.3 expel the member from the company; or
    - 8.1.4 suspend the member from such rights and privileges of membership of the company as the directors may determine for a specified period.
- 8.2 Where the directors pass a resolution under the previous sub-article, the secretary shall promptly cause a notice in writing to be served on the member-
  - 8.2.1 setting out the resolution of the directors;
  - 8.2.2 stating the date, place and time of the meeting; and
  - 8.2.3 informing the member that the member may do either or both of the following:
    - 8.2.3.1 attend and speak at the meeting;
    - 8.2.3.2 submit to the directors at or prior to the date of the meeting written representations relating to the resolution.
- 8.3 Subject to the rules of natural justice, at a meeting of the directors mentioned in the previous sub-article, the directors shall-
  - 8.3.1 give the member an opportunity to make oral representations; and
  - 8.3.2 give due consideration to any written representations submitted to the directors by the member at or prior to the meeting.
- 8.4 Where the directors resolve to expel or suspend a member, the secretary shall promptly thereafter by notice in writing inform the member of that resolution and of the member's right of appeal under article 9.
- 8.5 A resolution to expel or suspend a member does not take effect if-

- 8.5.1 the member appeals against the resolution in accordance with article 9; and
- 8.5.2 the members in general meeting pass a special resolution in accordance with sub-article 9.3.4.

## **9. Right of appeal of applicant or disciplined member**

- 9.1 An applicant or member may appeal to the company in general meeting against a resolution of the directors to reject an application for membership or to expel or suspend a member, within seven days after notice of the resolution is served on the applicant or member, by lodging with the secretary a notice to that effect.
- 9.2 Upon receipt of a notice under the previous sub-article, the secretary shall notify the directors who shall convene a general meeting of the company to be held as soon as reasonably possible after the date on which the secretary received the notice.
- 9.3 Subject to the rules of natural justice, at a general meeting of the company convened under the previous sub-article:
  - 9.3.1 No business other than the question of the appeal shall be transacted; and
  - 9.3.2 the directors and the applicant or member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both.
  - 9.3.3 The members may pass a resolution to admit the applicant to membership, in which case the secretary shall promptly inform the applicant in writing and the applicant shall pay the entrance fee and annual subscription or instalment and upon receipt of these amounts by the company the applicant's name shall be entered into the register of members and, upon the name being so entered, the applicant shall become a member of the company.
  - 9.3.4 The members may pass a resolution to revoke the resolution of the directors to expel or suspend the member.
- 9.4 The secretary shall promptly inform the applicant or member in writing of the result of the meeting convened under sub-article 9.2.

## **PART 3 DIRECTORS**

### **10. Director's positions**

- 10.1 The number of the directors and the names of the first directors shall be determined by the subscribers to the memorandum of association or a majority of them.
- 10.2 The company may, by resolution, increase or reduce the number of directors, provided that there are a minimum of six directors.
- 10.3 Each director shall, subject to these articles, hold office until the conclusion of the annual general meeting following the date of the director's election, but is eligible for re-election.
- 10.4 In the event of a vacant director's position, the remaining directors may appoint a member of the company to fill the vacancy and the member so appointed shall hold office, subject to these articles, until the conclusion of the annual general meeting next following the date of the appointment.

## **11. Election of directors**

- 11.1 Nominations of candidates for election as directors of the company -
- 11.1.1 shall be made in writing, signed by two members of the company and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - 11.1.2 shall be delivered to the secretary of the company not less than seven days before the date fixed for the annual general meeting at which the election is to take place.
- 11.2 If insufficient nominations are received to fill all vacant director positions, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 11.3 If insufficient further nominations are received, any vacant director's positions remaining shall be deemed to be vacancies.
- 11.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- 11.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 11.6 The ballot for the election of directors shall be conducted at the annual general meeting in such manner as the directors may direct.

## **12. Remuneration of directors**

- 12.1 The directors shall be paid such remuneration as is from time to time determined by the company in general meeting
- 12.2 That remuneration shall be deemed to accrue from day to day.
- 12.3 The directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or otherwise in connection with the business of the company.

## **13. Vacancies in the office of director**

- 13.1 In addition to the circumstances in which the office of a director becomes vacant by virtue of the Act, the office of a director becomes vacant if the director-
- 13.1.1 dies;
  - 13.1.2 ceases to be a member of the company;
  - 13.1.3 resigns the office by notice in writing to the company;
  - 13.1.4 is removed from office pursuant to the following article;
  - 13.1.5 becomes an insolvent under administration;
  - 13.1.6 becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health, alcoholism or drugs of addiction;

- 13.1.7 ceases to be or is prohibited or disqualified from being a director by virtue of the Act or any order thereunder;
- 13.1.8 is absent without the consent of the directors from all meetings of the directors held during a period of six months;
- 13.1.9 without the consent of the company in general meeting holds any other office of profit under the company except that of managing director or principal executive officer; or
- 13.1.10 is directly or indirectly interested in any contract or proposed contract with the company and fails to declare the nature of his interest as required by the Act and these articles.

## **14. Removal of directors**

- 14.1 The company in general meeting may by a three quarters majority resolution, subject to the rules of natural justice, remove a director from the office of director before the expiration of the director's term of office, notwithstanding anything in these Articles or in any agreement between the company and the directors, and may by resolution appoint another person instead.

## **15. Powers and duties of directors**

- 15.1 The directors, subject to the Act, the Memorandum of Association and these articles-
  - 15.1.1 shall control and manage the affairs of the company;
  - 15.1.2 may exercise all such functions as may be exercised by the company other than those functions that are expressly required by these articles only to be exercised by the company in general meeting; and
  - 15.1.3 has power to perform all such acts and do all such things as appear to the directors to be necessary or desirable for the proper management of the affairs of the company.
- 15.2 Without limiting the generality of the previous sub-article, the directors may exercise all the powers of the company to borrow money, raise credit and charge any property or business of the company or give any security for a debt, liability or obligation of the company or of any other person.
- 15.3 The directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the directors) for such period and subject to such conditions as they think fit.
- 15.4 Any such power of attorney may contain provisions for the protection and convenience of persons dealing with the attorney as the directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

## **16. Proceedings of directors**

- 16.1 The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

- 16.2 The secretary may at any time, and shall on the requisition of the managing director or any two directors, convene a meeting of directors by providing an oral or written notice of the meeting to each director at least 48 hours (or such other period as may be unanimously agreed upon by the directors) before the time appointed for the holding of the meeting.
- 16.3 Notice of a meeting given under the previous sub-article shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the directors present at the meeting unanimously agree to treat as urgent business.
- 16.4 Any three directors constitute a quorum for the transaction of the business of a meeting of directors.
- 16.5 No business shall be transacted by the directors unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 16.6 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 16.7 The directors shall elect one of their number as chairman of their meetings and may determine the period for which he or she is to hold office.
- 16.8 Where such a meeting is held and-
- 16.8.1 a chairman has not been elected as provided by the previous sub-article; or
- 16.8.2 the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,
- the directors present shall elect one of their number to be chairman of the meeting.

## **17. Delegation by the directors to a sub-committee**

- 17.1 The directors may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the company as the directors think fit) the exercise of such of the functions of the directors as are specified in the instrument, other than-
- 17.1.1 this power of delegation; and
- 17.1.2 a function which is a function imposed on the directors by the Act or by any other law of the Territory.
- 17.2 A function, the exercise of which has been delegated to a sub-committee under this article may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 17.3 A delegation under this article may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 17.4 Notwithstanding any delegation under this article, the directors may continue to exercise any function delegated.

- 17.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this article has the same force and effect as it would have if it had been done or suffered by the directors.
- 17.6 The directors may, by instrument in writing, revoke wholly or in part any delegation under this article.
- 17.7 A sub-committee may meet and adjourn as it thinks proper.

## 18. Voting and decisions

- 18.1 If any director shall be unable for any reason to attend any meeting or meetings of the directors, the director may by writing under his hand appoint any person to be his substitute whilst he is so unable PROVIDED ALWAYS that no such appointment shall be operative unless or until the same shall have been approved by the directors at the meeting held next after the secretary is advised of such an appointment. A director may, subject to the approval of the directors, revoke any such appointment and appoint another in his or her place. Any such substitute shall be entitled to attend and vote and be counted for a quorum at meetings of the directors. Any substitute who is already a director shall be separately counted for quorum and voting purposes.
- 18.2 Questions arising at a meeting of directors or of any sub-committee appointed by the directors shall be determined by a majority of the votes of the directors or sub-committee members present at the meeting.
- 18.3 Each director present at a meeting of directors or of any sub-committee appointed by the directors (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 motion shall fail.
- 18.4 Subject to the requirement for a quorum at director's meetings, the directors may act notwithstanding any vacant position of director.
- 18.5 If all directors have signed a document containing a statement that they are in favour of a resolution of the directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of directors held on the day on which the document was last signed by a director or, if the directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a director.
- 18.6 For the purposes of the previous sub-article, two or more separate documents containing statements in identical terms each of which is signed by one or more directors shall together be deemed to constitute one document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents.
- 18.7 A reference in sub-article 18.6 to all directors does not include a reference to a director who, at a meeting of directors, would not be entitled to vote on the resolution.
- 18.8 Any act or thing done or suffered, or purporting to have been done or suffered, by the directors or by a sub-committee appointed by the directors, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any director or member of the sub-committee.
- 18.9 A director shall not vote in respect of any contract or proposed contract with the company in which he or she is in any way, whether directly or indirectly, interested or

in respect of any matter arising out of such a contract or proposed contract and, if he or she votes in contravention of this sub-article, his or her vote shall not be counted.

## **19. Managing director**

- 19.1 The directors may from time to time appoint one or more of their number to the office of managing director on such terms and for such period as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- 19.2 A managing director's appointment automatically terminates if he or she ceases from any cause to be a director.
- 19.3 A managing director shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration (whether by way of salary, commission or participation in incentive schemes or partly in one way and partly in another) as the directors determine.
- 19.4 The directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon a managing director any of the powers exercisable by them.
- 19.5 Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the directors.
- 19.6 The directors may at any time withdraw or vary any of the powers so conferred on a managing director.

## **20. Secretary**

- 20.1 The directors shall appoint a secretary of the company and a secretary of the company holds office on such terms and conditions as to remuneration and otherwise as the directors determine.
- 20.2 A secretary of the company shall, as soon as practicable after being appointed as secretary, notify the company of his or her address.
- 20.3 A secretary shall ensure that mechanisms are in place to keep minutes of-
- 20.3.1 all elections and appointments of directors;
  - 20.3.2 the names of members of the directors present at a directors meeting or a general meeting; and
  - 20.3.3 all proceedings at directors meetings and general meetings.
- 20.4 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **21. Treasurer**

- 21.1 The directors shall appoint a treasurer of the company and a treasurer of the company holds office on such terms and conditions as to remuneration and otherwise as the directors determine.
- 21.2 A treasurer of the company shall ensure that mechanisms are in place to-

- 21.2.1 collect and receive all moneys due to the company and make all payments authorised by the company; and
- 21.2.2 keep correct accounts and books showing the financial affairs of the company with full details of all receipts and expenditure connected with the activities of the company.

## **PART 4 GENERAL MEETINGS**

### **22. Annual general meetings-holding of**

- 22.1 With the exception of the first annual general meeting of the company, the company shall, at least once in each calendar year and within the period of five months after the expiration of each financial year of the company, convene an annual general meeting of its members.
- 22.2 The company shall hold its first annual general meeting-
  - 22.2.1 within the period of 18 months after its incorporation under the Act; and
  - 22.2.2 within the period of five months after the expiration of the first financial year of the company.
- 22.3 The two previous sub-articles have effect subject to provisions within the Act in relation to extensions of time.

### **23. Annual general meetings-calling of and business at**

- 23.1 The annual general meeting of the company shall, subject to the Act, be convened on such date and at such place and time as the directors think fit.
- 23.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be-
  - 23.2.1 to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - 23.2.2 to receive from the directors reports on the activities of the company during the last preceding financial year;
  - 23.2.3 to elect directors; and
  - 23.2.4 to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to the Act.
- 23.3 An annual general meeting shall be specified as such in the notice convening it in accordance with article 25.
- 23.4 An annual general meeting shall be conducted in accordance with the provisions of this Part.

### **24. General meetings-calling of**

- 24.1 The directors may, whenever they think fit, convene a general meeting of the company.

- 24.2 The directors shall, on the requisition in writing of not less than five per cent of the total number of members, convene a general meeting of the company.

## **25. Notices**

- 25.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the company, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each member in the manner provided in article 38, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 25.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the company, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in article 38 specifying, in addition to the matter required under the previous sub-article, the intention to propose the resolution as a special resolution.
- 25.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-article 23.2
- 25.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **26. General meetings-procedure and quorum**

- 26.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these articles to vote is present during the time the meeting is considering that item.
- 26.2 Five members present in person (being members entitled under these articles to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 26.3 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 following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 26.4 If at the adjourned meeting a 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 three) shall constitute a quorum.

## **27. Presiding member**

- 27.1 The chairman, or in the absence of the chairman, a managing director, shall preside at each general meeting of the company.

- 27.2 If the chairman and the managing director(s) are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

## **28. Adjournment**

- 28.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at 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.
- 28.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 28.3 Except as provided in the previous two sub-articles, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **29. Making of decisions**

- 29.1 A question arising at a general meeting of the company 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 person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 29.2 At a general meeting of the company, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- 29.3 Where the poll is demanded at a general meeting, the poll shall be taken-
- 29.3.1 immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- 29.3.2 in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **30. Voting**

- 30.1 All votes shall be given personally or by proxy.
- 30.2 Subject to the following sub-article, upon any question arising at a general meeting of the company a member has one vote only.
- 30.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 30.4 A member or proxy is not entitled to vote at any general meeting of the company unless all money due and payable by the member or proxy to the company has been

paid, other than the amount of the annual subscription payable in respect of the then current year.

### **31. Appointment of proxies**

- 31.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 31.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these articles.

## **PART 5 MISCELLANEOUS**

### **32. Funds-source**

- 32.1 The funds of the company shall be derived from entrance fees and annual subscriptions of members, donations and such other sources as the directors determine.
- 32.2 All money received by the company shall be deposited as soon as practicable and without deduction to the credit of the company's bank account.
- 32.3 The company shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **33. Funds-management**

- 33.1 The funds of the company shall be used in pursuance of the objects of the company in such manner as the directors determine.
- 33.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two directors or employees of the company, being directors or employees authorised to do so by the directors.

### **33A. Public fund**

- 33A.1 Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the company and will only be used to further the Company's objects. Investment of monies in this fund will be made in accordance with guidelines specified by the Australian Taxation Office.
- 33A.2 The fund will be administered by a management committee or a subcommittee of the management, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the the cultural objectives of Canberra Christian Radio Limited.
- 33A.3 No monies or assets of this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

- 33A.4 If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, and property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under subdivision 30-B, section 30-100, of the *Income Tax Assessment ACT 1997* (the ACT) and listed on the Register of Cultural Organisations maintained under the ACT.
- 33A.5 Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Registrar of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.

### **34. Alteration of Memorandum of Association and articles**

- 34.1 Neither the Memorandum of Association nor these articles shall be altered except by special resolution in accordance with the Act.

### **35. Common seal**

- 35.1 The secretary shall have custody of the company's seal.
- 35.2 The seal shall only be used by the authority of the directors, or of a committee of the directors authorised by the directors to use the seal, and every document to which the seal is affixed shall be signed by a director and be countersigned by another director, a secretary or another person appointed by the directors to countersign that document or class of documents in which that document is included.

### **36. Custody of books**

- 36.1 Subject to the Act and these articles, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the company.

### **37. Inspection of records**

- 37.1 The records, books and other documents of the company shall be open to inspection at a place in the Territory, free of charge, by a member of the company at any reasonable hour.

### **38. Service of notices**

- 38.1 For the purpose of these articles, a notice may be served by or on behalf of the company upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 38.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall be deemed for the purposes of these articles to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

### **39. Indemnity**

- 39.1 Every officer, auditor or agent of the company shall be indemnified out of the property of the company against any liability incurred by him or her in his or her capacity as officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act granted to him or her by the Court.

### **40. Auditor**

- 40.1 A properly qualified auditor or auditors shall be appointed with remuneration fixed and duties regulated in accordance with the Corporations Law.

## APPENDIX 1 APPLICATION FOR MEMBERSHIP OF COMPANY

### Sub-article 3.1

I, .....

*(full name of applicant)*

of .....

*(address)*

.....

*(occupation)*

hereby apply to become a member of Canberra Christian Radio Limited, Canberra, ACN 051 127 792.

.....

*(Signature of applicant)*

Date .....

## APPENDIX 2 FORM OF APPOINTMENT OF PROXY

### Sub-article 31.2

I, .....  
(full name)

of .....  
(address)

being a member of Canberra Christian Radio Limited, ACN 051 127 792, hereby

appoint .....  
(full name of proxy)

of .....  
(address)

being a member of that company, as my proxy to vote for me on my behalf at the general meeting of the company (annual

general meeting or other general meeting, as the case may be) to be held on the .....day of .....

19 ..... and at any adjournment of that meeting.

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

.....  
(Signature of member)

Date .....

NOTE: A proxy vote may not be given to a person who is not a member of the company.

### APPENDIX 3 FORM of Nomination of a Director

**Sub-article 11.1**

I, .....  
(full name)

of .....  
(address)

being a current member of Canberra Christian Radio Limited, ACN 051 127 792, trading as Radio Rhema, hereby

nominate .....  
(full name of candidate for the position of Director)

of .....  
(address)

being a member of that company, as a Director of Canberra Christian Radio Limited.

Dated the .....day of the month of.....in the year.....

.....  
(Signature of member)

I, .....  
(full name)

of .....  
(address)

being a current member of Canberra Christian Radio Limited hereby second this nomination

.....  
(Signature of member seconding the nomination).

Dated the .....day of the month of.....in the year.....

I, .....  
(full name)

being the nominee named above, hereby indicate my acceptance of this nomination

.....  
(Signature of member being nominated for the position of Director).

Dated the .....day of the month of.....in the year.....