

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

ETHNIC BROADCASTING ASSOCIATION OF QUEENSLAND LIMITED

ACN 010049206

PRELIMINARY

1. None of the regulations contained in Table A of Schedule 1 of the Corporations Law shall apply to the Company but instead thereof the following shall be the Articles of Association prescribing regulations for the Company.

INTERPRETATION

2. In these Articles unless there be something in the subject or content inconsistent therewith:
- (a) "Australia" means Australia and its Territories.
 - (b) "Company" and "Corporation" include any body corporate wheresoever incorporated or domiciled.
 - (c) "The Company" means Ethnic Broadcasting Association of Queensland.
 - (d) "Board" means the members of the Board of the Ethnic Broadcasting Association of Queensland for the time being or such of them as have authority to act for the Board (including any alternate member of the Board duly acting as such).
 - (e) "Director" means the definition of Director as defined in the Corporations Law.
 - (f) "Member" means a member of the Company in accordance with these Articles.
 - (g) "Memorandum" means the Memorandum of Association of the Company as altered from time to time.
 - (h) "Office" means the registered office from time to time of the Ethnic Broadcasting Association of Queensland.
 - (i) "Law" means the Corporations Law.
 - (j) "Seal" means the common seal of the Company.
 - (k) "These Articles" means these Articles of Association as altered from time to time.
 - (l) Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes representing or reproducing words in a visible form.

- (m) A reference to the Law or any section thereof shall be read as though words "or any statutory" modification thereof or any statutory provision substituted therefore were added to such reference.
- (n) Words importing the singular include the plural and vice versa and the masculine includes the feminine and words denoting individual persons shall include companies and corporations and vice versa.

MEMBERSHIP

- 3. The number of members of the Company is declared to be unlimited.
- 4. Any applicant for membership
 - (a) being a person who satisfies the Board that he subscribes to the aims, objects and programming policies of the Company;
 - (b) being any duly elected or appointed representative of any unincorporated association that satisfies the Board that it subscribes to the objects of the Company;
 - (c) being any incorporated association that satisfies the Board that it subscribes to the objects of the Company;

shall be eligible to become a member of the Company.

5. Application for membership shall be made in writing accompanied by the prescribed fee, to the Board and all eligible applicants shall be admitted to membership by the Board at its next meeting following receipt of the application together with such information as is necessary to satisfy the Board of the applicant's eligibility for membership.

5a. An applicant for membership of the Company may nominate at the time of application and on the application form the name of the Radio Programming Group with which he desires to be associated. Likewise an applicant for renewal of membership may nominate the Radio Programming Group with which he desires to be associated and failing such nomination he shall be deemed to have nominated for the Radio Programming Group with which he was associated during the previous period of membership.

Unless rejected by the Board, a nomination of the Radio Programming Group with which the applicant for membership or renewal desires to be associated shall be binding on the member for the whole of the period, initial or renewed, to which the nomination relates, except that a member may transfer his association to a new Radio Programming Group which is established by the Board within three calendar months from the establishment of the new Radio Programming Group or a member may choose at any time by notifying the secretary in writing that he does not desire to be associated with any Radio Programming Group.

5b. A nomination of the Radio Programming Group with which the applicant for membership or renewal desires to be associated may be rejected by the Board if the Board considers that this is the wish of the majority of the members associated with that Radio Programming Group and that this nomination is not in the best interest of that Radio Programming Group.

5c. Any applicant for membership or renewal whose nomination of a Radio Programming Group has been rejected by the Board shall have the right to appeal to the General Meeting of the Radio Programming Group held next after the meeting of the Board at which the rejection was

made. Such General Meeting may ratify the decision of the Board or recommend that the Board rescind its decision.

5d. Life membership shall be awarded to members who have made an outstanding and lasting contribution to Radio 4EB over a period of at least 10 years.

The nominee for life membership shall be approved by the Board of Directors by a majority at least 75% of Directors present at the meeting at which nomination is submitted. The nominee will then be presented to the Programming Co-ordinators Committee meeting for approbation. Such approbation shall be carried by the simple majority of those present and entitled to vote at such meeting.

In the year following the adoption of Article 5 (d) not more than five life memberships shall be awarded. In subsequent years only one life membership per year shall be awarded. Life members shall enjoy the same rights as ordinary members, but will not be obliged to pay membership fees.

For the purpose of this Article one year shall mean one term of office of the Board of Directors.

6. Any person or association denied membership by the Board shall have a right to appeal to the general meeting of the Company held next after the meeting of the Board at which the membership was denied. Such general meeting may ratify or rescind the decision of the Board on the application of membership and the decision of such general meeting shall be final.

7. Upon admission of the person or association as a member of the Company his (its) name and address shall be recorded in the register of members which register is to be kept in the custody of the Secretary of the Company and to be made available to any member for perusal at a time convenient both to the Secretary and to the member concerned.

8. All members of the Company shall have the same rights except where specifically otherwise provided within these Articles of Association.

9. Neither the Company nor any member of the Company may use the name of the Company in support of any political campaign nor in support of any candidate for public office.

ANNUAL SUBSCRIPTION

10. Persons admitted to membership pursuant to paragraph 4(a) shall pay such annual subscription (if any) as the Board may from time to time determine. Incorporated or unincorporated associations admitted to membership pursuant to paragraph 4(b) or (c) shall pay annual subscriptions as the Board may from time to time determine. All subscriptions payable shall be paid in advance unless the Board otherwise determines.

CESSATION OF MEMBERSHIP

- 11. (a) A member may resign his membership by notice in writing to the Secretary. In the case of an association, the Company will notify the respective association of the resignation of its representative and also invite the association to nominate another candidate for membership.
- (b) A member shall cease to be a member if his membership subscription is more than six months in arrears.

- (c) The Board may remove from the register of members any person who appears to have ceased to take part in the activities of the Company and does not, within three months after notice to the last address as notified to the Company, inform the Company in writing that he desires to remain a member.

In the case of an association the Company notifies the said association of the lapse of membership and invites the association to inform the company in writing within a calendar month whether the association intends to retain its membership.

- (d) If any member of the Company shall be charged with any conduct which in the opinion of the Board is injurious to the character or interests or activities of the Company, the Board shall consider the case and if in its opinion (after the member shall have had a full and fair opportunity of disproving the charge or explaining his conduct) the Board shall consider it expedient to do so, the Board may recommend him to resign, but no such recommendation shall be sent to any member unless the same shall be agreed to by a majority of the Directors present at the meeting especially summoned for the purpose of considering the case. From the date of such recommendation the member whom the same is addressed shall not be allowed

to use the premises of the Company or any of the property of the Company and shall not be permitted to participate in any of the activities of the Company and if he shall not be resigned within 14 days of such date he shall be deemed to have resigned his membership and shall forthwith cease to be a member of the Company and his name shall be removed from the register of members. Any such member shall have the right of appeal from the decision of the Board to the general meeting of the Company held next after the date upon which the said recommendation of the council is communicated to him. Such general meeting may ratify or rescind a recommendation and the decision of such meeting shall be final and binding on the member. In the case of an association representative, the findings of the Board are transmitted in writing to his association and invites the association to spend other representation to the next general meeting at which such decision is to be ratified.

- (e) The Board shall have the power at any time to require a member to furnish it a statement setting forth such information as the Board reasonably requires to enable it to decide whether or not such member has ceased to be or has become liable to cease to be a member.

THE BOARD

12. The Board of the Company shall consist of not more than 13 persons. A President, Secretary and Treasurer and 10 other members shall be elected to constitute the Board.

13. The Board shall have power to appoint persons as Directors with the following functions - Legal Adviser, Financial Adviser, Radio Engineer, Station Manager, as are needed from time to time at the discretion of the Board. Such appointments will be of a non-voting nature.

14. The Board shall have power to determine the policy of the Company and carry on the business of the Company and to give directions binding on any persons or committee acting on behalf of the Company and shall have power from time to time to pass by resolution and publish such by-laws as it deems expedient to the carrying out of the objects of the Company and such by-laws may be repealed only by a resolution of a general meeting of the Company or by the Board.

Such by-laws are binding on every member of the Company and any member who in the absolute discretion of the Board acts contrary to these by-laws may have his membership suspended for a maximum period of 6 months or have some or all of the privileges of membership of the Company suspended or withdrawn in the Board's absolute discretion. For the purpose of these articles a suspension of membership is equivalent to non membership.

15. Subject to the provisions of the Law, each Director shall have power from time to time in writing under his hand to appoint any person being a financial member and not a Director to act as an alternate member in his place for a stated period not exceeding 4 weeks whenever for any reason whatsoever including but without limiting the generality hereof, for reasons of business, illness or otherwise, he shall be unable to attend to his duties as such a member and the following provisions shall apply to any such alternate member;

- (a) He may be removed or suspended from office by writing, notice, letter, telegram, cablegram, radiogram or other visible form of communication to the Board from the Director by whom he was so appointed.
- (b) He shall be entitled to receive notices of meetings of the Board and to attend and vote thereat if the Director by whom he was appointed is not present.
- (c) He shall be entitled to exercise all the powers (except the power to appoint an alternate member) and perform all the duties of a Director insofar as that Director by whom he was appointed has not exercised or performed them.
- (d) He shall ipso facto vacate office if the Director by whom he was appointed vacates office or dies.
- (e) He shall whilst acting as a Director be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of the Director by whom he was appointed.

16. The number of Directors may be altered from time to time at a special general meeting of the Company, which may also make appointments where necessary to effect any increase. Any so resolved reduction shall take effect as from the next Board election following.

17. The office of a Director shall be vacated:

- (a) If he becomes bankrupt or makes any arrangements or composition with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If by notice in writing he resigns his office.
- (d) If he ceased to hold office by virtue of any provision of the Law.
- (e) If he acts in such a way which is deemed by a general meeting or a special general meeting to be detrimental to the interests of the Company.
- (f) If he becomes an unfinancial member of the Company and does not pay any outstanding subscriptions within two (2) months of becoming unfinancial.

18 (a) The Executive Committee of the Board shall consist of President, Secretary and Treasurer elected by the members at a general meeting and Vice-President, Programming Co-ordinator and one other Director elected by the Board. It shall be the function of the Executive Committee to manage the affairs of the Company in accordance with the Board's directions.

18 (b) The Board shall elect from its members other than the President, Secretary and Treasurer, a Vice-President and a Programming Co-ordinator and may elect the following officers : Assistant Secretary, Assistant Treasurer, Technical Co-ordinator, Publicity Officer, Newsletter Editor, Finance Co-ordinator, Community Liaison Officer and any other officers it may wish to appoint from time to time.

These officers shall be known as non-executive members and they may be relieved of their office by a decision of the majority of the Directors passed at a special meeting of the Board called for the purpose of dealing with the matter.

19. No public statement may be made in the name of the Company or of the Radio Station by any member of the Company regarding any of the activities of the Company except when such a statement has first been approved by the Board or by a person or persons appointed by the Board.

20. The Board shall meet at times and places determined by it.

21. The President may call a special meeting of the Board at any time and shall do so if requested by any five Directors. A quorum shall consist of five (5) Directors of whom two (2) shall be members of the Executive Committee thereof.

22. Repealed.

23. Whenever the President is unavailable to attend a meeting of the Board or unavailable for any other purposes, any of his functions may be exercised by the Vice-President.

24. The Board may at its discretion declare vacant the position of any Director who fails to attend two consecutive meetings or a total of three in any one year without the consent of the Board.

25. Repealed.

26. The affairs of the Company shall be managed by the Board who may exercise all such powers of the Company and so on behalf of the Company all such acts as may be exercised or by these Articles required to be exercised or done by the Company in general meetings subject nevertheless to any regulations of these Articles to the provisions of the Law and to such by-laws being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Board but no resolution made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been made or passed.

27. The Board may appoint, remunerate and dismiss such officers, employees and representatives as it shall from time to time deem necessary and may delegate to any one or more of them such powers as it shall think fit.

28. The Board shall appoint as required by the Law a Secretary (therein after called "The Company's Secretary") who may be an officer, member or employee of the Company.

ELECTION OF DIRECTORS

29. Subject to these articles election for Directors or for some of their number shall be held at such times and places as the Board shall decide. Directors shall be elected by the members of the Company.

29 (a) In odd numbered years the President, Secretary and five Directors shall be elected for a term of two years.

29 (b) In even numbered years the Treasurer and five Directors shall be elected for a term of two years.

29 (c) Should a vacancy in the position of President, Treasurer or Secretary occur prior to notification to members of the AGM following the one at which the position was filled, the vacancy shall be filled at the following AGM for a term of one year.

29 (d) Notwithstanding Articles 29, 29a, and 29b, at the Annual General Meeting immediately following the adoption of Articles 29a, 29b, 29c, and 29d which provide for partial elections, an election for all positions shall be held. The President, the Secretary and the five non executive Directors, which said non executive Directors obtained the least number of votes at the election, shall retire at the next Annual General Meeting whereupon an election in accordance with Article 29b shall be held. Where an equal number of votes was obtained by two or more Directors at the Annual General Meeting immediately following the adoption of Articles 29a, 29b, 29c, and 29d and not all of these Directors may retire at the next Annual General Meeting, the decision on which Directors shall retire shall be made by the Board in its absolute discretion.

30. The following provisions apply to the Directors:

- (a) Each Director shall hold position until the annual general meeting called for the purpose of conducting elections or until each Director retires. A retiring Director shall retain office until the dissolution or adjournment of the general meeting at which he retires.
- (b) In order to be eligible for election the nomination form of a person being nominated shall be left at the registered office at least sixteen (16) calendar days before the general meeting at which elections are to be held, duly signed by the nominee and containing the nominee's consent to the nomination. At the close of nominations should the number of nominees be fewer than the number of vacancies then these nominees shall be declared elected at the General Meeting and the closing date for the remaining positions shall be extended by seven (7) calendar days. If after that period there are still not enough nominations, nominations from the floor shall be called to fill the remaining vacancies and such candidates shall be elected in accordance with these Articles.
- (c) No person shall be nominated to be a member of the Board or shall nominate any other person to be a member of the Board unless he be a financial member of the Company.
- (d) No person shall be nominated for or continue to be a member of the Board if that person is employed or retained by the Company or any of its committees without having first declared his employment or interest to the Board of Directors and at Board Meetings prior to becoming a Director or if he is a Director prior to the contract or employment being entered into.

- (e) Any member who retires shall be eligible for re-election in accordance with these Articles.
- (f) If at any meeting held for the election of Directors the place of a retiring Director is not filled and if that retiring Director is willing to act he shall be deemed to have been re-elected unless it is determined at that meeting to reduce the number of Directors.
- (g) Repealed.
- (h) The Company in a special general meeting may remove any Director before the expiration of his period of office and may appoint another qualified person in his stead, but any person so appointed shall retain his office as long only as the Director in whose place he is appointed would have held the same if he had not been removed.
- (i) No member of the Company shall be nominated for more than one position on the Board.

PROCEEDINGS OF THE BOARD

31. The Board may meet together for the dispatch of business, adjourn and otherwise regulate and conduct its meetings as it thinks fit in its absolute discretion. It shall not be necessary to give notice of a meeting of the Board to a member thereof whom the Secretary when giving notice to the other members reasonably believes him to be outside Australia.
32. Questions arising at any meeting shall be decided by a majority of votes and in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
33. The Directors may act, notwithstanding any vacancies in their number, but if and as long as their number is reduced below the minimum number necessary to form a quorum at a meeting of the Board the Directors being present there may act for the Board for the purpose of filling up the vacancies in the Board or for the purpose of summoning a general meeting of the Company but for no other purpose.
34. Except where elsewhere provided, if a casual vacancy occurs in the office of any Director, the Board may elect from amongst its Directors a person to fill the casual vacancy.
- 34a. The Board may from time to time fill a casual vacancy on the Board by electing a person who is willing to serve from the list of unsuccessful candidates at the last general elections held for the election of Directors and when choosing this person preference may be given to such unsuccessful candidates according to the number of votes received at that election, with a greater number of votes being accorded a greater preference.
35. The President, or failing him the Vice-President shall be entitled to be Chairman of the meetings of the Board but if they are unwilling, Directors shall choose one of their number to be chairman of such meetings.

36. A meeting of the Board of which a quorum is present shall be competent to exercise all the authority powers and discretion by or under the by-laws of the Company or pursuant to any resolutions of a general meeting of the Company for the time being invested in the Board generally.

37. The Board may delegate any of its powers to such committees as it may desire to create from time to time including for example but without limiting the generality hereof an Executive Committee, the Programming Co-ordinator's Committee, Radio Programming Committees and any committees so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Board. The Board may also appoint special committees to examine into or take action on any matters relating to the objects of the Company and may require such special committees to report and may dissolve them whenever it thinks fit. The members of the special committee need not all be Directors.

The meetings and proceedings of any such committee shall be governed by the provisions of those present for regulating meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any resolution or by-laws made by the Board as aforesaid.

38. All acts bona fide done by any Directors or any committee thereof or any persons acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid or that they or any of them were disqualified be as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

39. The acts of the general meeting of the Company and of meetings of the Board and all committees generally and all business transacted at such meetings shall be recorded in minutes and all such minutes shall be made available on request to any member entitled to be at such meetings and any such minutes of such meetings signed by the Chairman thereof or by the Chairman of the next succeeding meeting shall be prima facie evidence without any further proof of the facts therein stated.

PROGRAMMING COMMITTEE

40. The representatives of each Radio Programming Committee shall be elected by secret ballot at a general meeting of those financial Company members who nominated a desire to be associated with the relevant Radio Programming Group. These committees shall be based on the principle that all members within each Radio Programming Group who are financial members have an equal right of involvement. Each committee shall elect a representative to the Programming Co-ordinator's Committee.

41. It shall be the function of each Radio Programming Committee to prepare programs which are principally and substantially produced locally and which are mainly in the relevant ethnic language and which have the primary objective of catering and appealing to all sections of the ethnic community for which the Radio Programming Committee is preparing programs.

42. Repealed

43. The Programming Co-Ordinator's Committee shall comprise one representatives selected by each Radio Programming Committee, the Programming Co-Ordinator, the President and two (2) other members of the Executive Committee. The Chairman of the Programming Co-Ordinator's Committee shall be the Programming Co-Ordinator. Each representative of the Radio Programming Committee present at a meeting of the Committee shall be entitled to one (1) vote.

44(a) The function of the Programming Co-Ordinator's Committee shall, subject to Article 26, be to determine all matters of general programming policy and to settle any disputes which may arise within or in relation to the various Radio Programming Committees. Programming policy shall include the training of broadcasters and the allocation of programming time to Radio Programming Groups.

44 (b) The formation and dissolution of every Radio Programming Group shall be approved by the Board and the Programming Co-Ordinator's Committee. Each Radio Programming Group shall be subject to any by-laws and rules prescribed by the Board from time to time.

ACCOUNTS

45. The Board shall cause proper books of account to be kept with respect to:

- (a) All sums of monies received and expended by the Company and the matters in respect of which the receipts and expenditure take place;
- (b) All sales and purchases of goods by the Company; and
- (c) The assets and liabilities of the Company.

46. The books of account shall be kept at the office or subject to the Law at such other place or places as the Board thinks fit and shall always be open to the inspection of the Board or any member thereof.

47. Subject to any restrictions as to the time and manner of inspecting which shall from time to time be imposed by the Company in general meeting, the accounts and books of the Company shall be open to the inspection of members at all reasonable times during business hours.

48. The Directors shall from time to time in accordance with the Law cause to be prepared and to be laid before the Company and general meeting income and expenditure accounts, balance sheets, group accounts (if any) and reports.

49. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Board and the annual general meeting, together with a copy of the auditor's report shall not less than seven (7) days prior to the date of the meeting be made available to any member of the Company to inspect at the registered office of the Company.

NOTICES

50. A notice may be given by the Company to any member either personally or by sending it by postal address to him at his registered address or at the company for the giving of notices to him. 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 a notice and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post. Notice of a general meeting may be given by the secretary of the Company publishing in a daily newspaper having circulation throughout the State of Queensland such notice in terms approved by the Board.

51. Notice of every general meeting shall be given in any manner herein before authorised to:

- (a) Every member except such members as have not supplied to the Ethnic Broadcasting Association of Queensland an address within Australia for the giving of notices to them; and
- (b) the auditors for the time being of the Board.

No other person shall be entitled to receive notices of general meetings.

COMMON SEAL

52. The Board shall obtain a common seal for the use of the Company and shall provide for the safe custody thereof. The seal shall never be used except by the authority of a resolution of the Board or of a committee thereof and every instrument to which the seal is affixed shall be signed by one Director at least and countersigned by the Secretary or some other person appointed by the Board.

CHEQUES, BILLS ETC

53. All cheques, bills of exchange and promissory notes shall be signed, drawn, made, accepted or endorsed (as the case may be) for and on behalf of the Company by two out of three signatories namely Treasurer with President or Secretary and no one else shall be entitled to sign any documents on behalf of the Company.

INDEMNITY

54. Every Director, agent, auditor, secretary and other officer for the time being of the Board shall be indemnified out of the assets of the Board against any liability 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 Law in which relief is granted to him by the court in respect of any negligence, default, breach of duty or breach of trust.

GENERAL MEETINGS

55. Subject to the provisions of the Law the Company shall in each year hold its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held between July 1st and September 30th. The annual general meeting shall be held at such time and place as the Board shall appoint.

56. The annual general meeting of members shall be held within three (3) months after the close of the books of account.

57. A special general meeting shall be called by the President when required by resolution of the Board or on receipt of a requisition signed by 5% or 250 financial members of the Company, whichever is the greater. Such resolution or requisition shall specify the matters to be dealt with by the special general meeting.

58. A quorum for the annual general meeting or a special general meeting called by the Board shall be twenty (20) members and the quorum for a requisitioned special general meeting shall be 5% or 250 financial members of the Company, whichever is greater.

59. The accidental omission to give notice to, or the non-receipt of notice by any member or any other person entitled thereto, shall not invalidate the proceedings of any general meeting.

60. In the case of an annual general meeting or of a meeting convened to pass a special resolution, twenty-one (21) days clear notice in writing at the least and in other cases seven (7) days clear notice in writing at the least specifying the date, time and place of meeting and in the case of special business, the general nature of such business shall be given in a manner herein mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are under these Articles entitled to receive notices from the Company.

With the consent in writing of all or such less number as is required by the Law, of the members entitled to attend and vote thereat, a meeting may be convened by a shorter notice and in such manner as members may think fit.

61. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on 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 such other time and place as the Board shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting members present shall be a quorum.

62. The President of the Board or failing him the Vice-President shall preside as Chairman at every general meeting, but if there be no such Chairman, or if at any meeting none of those persons shall be present within fifteen (15) minutes after the time appointed for holding the meeting or if being present they are unwilling to preside, the members present shall choose some Director or no such member being present or if all Directors present shall decline to take the chair, they shall choose some person at the meeting entitled to vote thereat to preside.

63. The Chairman 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 from which the adjournment took place other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at the adjourned meeting.

64. If any votes shall be counted which ought not be counted, or might have been rejected, the errors shall not vitiate the resolution unless it be pointed out at the same meeting or an adjournment thereof and not in that case unless it shall be in the opinion of the chairman of the meeting be of sufficient magnitude to vitiate the resolution.

65. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

VOTES OF MEMBERS

66. Unless all sums payable by any member approved as a member of that class to the Board have been paid such member may not be entitled to vote at any general meeting either personally or by representative, proxy or attorney, of another member or to exercise any privilege as a member.

67. Subject to the conditions hereafter appearing, each member present at the general meeting shall be entitled to one vote. For the purpose of these Articles a member shall be present and entitled to vote at a meeting if represented thereat by a representative, proxy or attorney, provided that on a show of hands no person present at the meeting shall have more than one vote but on a poll each person present at the meeting shall be entitled to one vote for each member for whom he is proxy, representative or attorney in addition to the vote to which he may be entitled as a member.

68. The instrument appointing a proxy shall be in writing in the usual common form or in such other form as the Board may determine under the hand of the appointer, or of his attorney duly authorised in writing or, if such appointer be a corporation either under its common seal or under the hand of its duly appointed representative. A proxy must be a member of the Company. Proxy forms must be lodged at the registered office of the Company not later than seventy two (72) hours before the notified commencement time of the general meeting at which elections are to be held.

69. Any member may by power of attorney duly executed appoint an attorney to act on his behalf at all meetings of the Company and such power of attorney or proof thereof to the satisfaction of the Board shall be produced for inspection at the office together with such evidence of the due execution thereof as the Board may require before the attorney may be authorised to appoint a proxy for the member granting the power of attorney.

70. The first Directors of the Company will be as follows:

- 1. Gaetano Luigi Rando
- 2. Charles Mula
- 3. Denis Noel Arthy
- 4. Hans Streim
- 5. Waddick Joseph Doyle

We the several persons whose names and addresses are set out hereunder being subscribers to the Memorandum of the Company hereby agree to the foregoing Articles of Association.

<u>NAME AND SIGNATURE</u>	<u>ADDRESS</u>	<u>DESCRIPTION</u>	
Gaetano Luigi Rando	5 Baloo Street Holland Park	Director
Charles Mula	8 Connolly Street Kedron	Director
Denis Noel Arthy	879 Cavendish Road	Director	

	Mt. Gravatt	
Hans Streim	4 Power Street North Ipswich	Director
Waddick Joseph Doyle	19 Queens Parade Hamilton	Director

Witness

These Articles of Association were adopted in the foregoing amended form at a duly convened special general meeting held on Wednesday, 29th July 1981. The meeting was held at 249 Montague Road, West End at 7.30pm.

I, Grada Christina De Lacy being Company Secretary and member of Council of the Ethnic Broadcasting Association of Queensland Ltd., hereby certify the preceding 14 pages to be a true and correct copy of the Articles of Association as amended by the special general meeting of members convened on the 29th July, 1981.

(Signed)

Grada Christina De Lacy, Secretary Ethnic Broadcasting Association of Queensland Ltd.