



Corporations Law
A Company Limited by Guarantee
MEMORANDUM OF ASSOCIATION
of
CHRISTIAN AIR BROADCASTERS LIMITED.

1. The name of the Company is Christian Air Broadcasters Limited.
2. The objects for which the Company are formed are:

(1) OBJECTS OF THE COMPANY:

- (a) to establish, acquire, maintain and operate a broadcasting station for the encouragement of the broadcasting of good quality music, including sacred music, educational material, and matters of general interest and news to the community in the Gold Coast and Hinterland regions and other such locations as deemed desirable to broadcast upon receipt of the relevant broadcasting licence or permit;
- (b) to encourage the appreciation of moral and Christian values and promote such community values that will be for the common good of all;
- (c) to provide training the various facets of broadcasting in which the company is involved and to provide counselling, instruction and direction as required;
- (d) to apply for and to hold a licence or licenses under the Broadcasting Services Act 1992.

(2) Subject to but without limiting the generality of the foregoing:

- (a) to procure by original application or otherwise hold, operate and renew broadcasting licences and warrants in Gold Coast and Hinterland region;
- (b) to establish, conduct, operate and maintain studios and stations in accordance with such licenses and warrants;
- (c) to procure by original application or otherwise hold, operate and renew licenses to transmit or broadcast by satellite, cable or otherwise and to establish, maintain and operate studios and stations for such purposes;
- (d) to be and to undertake and carry on all or any of the following in all their respective branches;

- (i) the broadcasting rediffusion or other transmission by whatever means of music speech other sound or anything else which is capable of being broadcast rediffused or transmitted,
- (ii) recorders of any matter capable of being recorded and reproducers of recorded matter,
- (iii) writers, composers, copyright-holders, proprietors, printers, publishers, concessionaires and licensees of literary dramatic journalistic educational technical musical and other works,
- (iv) promoters, producers, directors, managers or operators of any entertainment spectacle or other thing whether or not capable of transmission by or utilisation for the purpose of broadcasting,
- (v) the provision of entertainment new services and instruction,
- (vi) advertisers, advertising contracts and advertising agents,
- (vii) adapters and transcribers of written matter and any other material whether or not capable of transmission,
- (viii) producers and distributors of broadcasting programmes,
- (ix) producers, distributors and operators of all types of broadcasting and transmission equipment,
- (x) proprietors and operators of public address systems and any other form of sound amplification or recording and of places of entertainment or instruction,
- (xi) consultants in advertising engineering programme production and any other activity in which the Company may from time to time in the opinion of its Directors properly engage,
- (xii) producers, distributors and retailers of and dealers in electricity or any other agency or substance for producing or inducing light heat motive power the communication of messages or the transmission of images with or without associated sound, and
- (xiii) engineers, designers, manufacturers, merchants, importers, exporters, wholesalers and retailers of the mechanics and dealers in plant machinery equipment and spare parts associated with the transmission or reception of radio and radio broadcasting or the production reception conversion amplification recording transmission or reception of sound or of other material capable of transmission or reception; and

- (e) such other charitable or religious purposes (related to the foregoing) or both as the members may resolve to undertake;
- (3) to produce and make available money and financial aid or other assistance for the furtherance of the objects of the Company and for the acquisition, provision and development of real and personal property and other facilities and services necessary or expedient for the establishment or conduct of any of the objects of the Company;
- (4) in furtherance of the objects of the Company and subject to the proviso in sub-clause (5) of this clause 2 to hold as trustee both real and personal property of all kinds;
- (5) to purchase take on lease or in exchange hire and otherwise acquire any land 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 PROVIDED that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (6) to construct, improve maintain develop work manage carry out alter or control any houses, buildings, ground 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 constructions improvements maintenance development working management carrying out alteration or control thereof;
- (7) to borrow or raise money with or without security and in such manner as the Company may think fit for any of the objects of the Company and in particular by overdrawn accounts at a bank or financial institution or by mortgage or debenture or other securities of the Company with power if need be to charge such mortgages charges or other securities upon all or any of the property of the Company both present and future;
- (8) 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 but subject always to the proviso in sub clause (5) of the clause 2;
- (9) within Australia and elsewhere to make gifts and donations in furtherance of any of the objects of the Company; PROVIDED that the company shall not subscribe to or support with its funds any company association or organisation which does not prohibit the distribution of its income and property among its members to the extent at least as great as that imposed on the Company by virtue of clause 3 of the memorandum;
- (10) to establish and support 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 dependants or connections of any such persons, and to grant pensions and allowances and to make payments towards insurances, and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object;

- (11) 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 property and rights of the Company;
 - (12) to make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading and other negotiable or transferable instruments;
 - (13) to invest and deal with the money of the Company not immediately required in such manner the Directors may see fit;
 - (14) 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;
 - (15) in furtherance of the objects of the Company to print publish and distribute (gratuitously or otherwise) any newspapers periodicals books or leaflets that the Company may think desirable;
 - (16) to enter into any arrangement with any government or authority supreme local municipal or otherwise in pursuance of the objects of the Company to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the Company's objects or any of them;
 - (17) to pay all or any expenses incurred in connection with the formation promotion and incorporation of the Company or to contract with any person firm or company to pay the same; and
 - (18) in furtherance of the objects of the Company to amalgamate with any one or more incorporated organisations having objects similar to those of the Company and which shall prohibit the distribution of its income and property amongst its or their members to an extent at least as great as that imposed upon this Company and which is a fund, authority or institution referred to in section 23 of the Income Tax Assessment Act, 1936 (as amended);
 - (19) in furtherance of the Company's objects to have the capacity of a natural person and to enjoy without limitation or restriction all the powers rights, benefits and privileges conferred on a company by the Corporations Law.
3. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by the way of dividend bonus or otherwise howsoever by way of profit to the members of the Company PROVIDED however that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration honorarium or other benefit to any officer or servant or voluntary worker assisting the Company or prevent the payment of reasonable charges for goods or

services supplied by a member to the Company or prevent the payment of interest at current commercial rates on money lent to the Company or prevent the payment of reasonable and proper rent for premises demised or let by any member to the Company or prevent the repayment of out-of-pocket expenses.

4. The liability of the members is limited.
5. Each member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases to be a member for the payment of the debts and liabilities of the Company contracted before the time he cease to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding Ten Dollars (\$10.00).
6. If upon winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Company but shall be given or transferred to some other organisation or organisations having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 3 hereof such organisations to be determined by the Directors of the Company at or about the time of winding up or dissolution PROVIDED that such organisation or organisations is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in section 23 of the Income Tax Assessment Act, 1936 (as amended).
7. The full names addresses and occupations of the subscribers to the Memorandum of Association are:

GILMOUR, Joseph

[REDACTED]

Retailer/Proprietor

DONOVAN, Michael George

[REDACTED]

Proprietor

DONOVAN, Sussana

[REDACTED]

Proprietor

ZAKI, Craig Raymond

[REDACTED]

Publisher

[REDACTED]

AUCOIN, Michael Richard

[REDACTED]

Chiropractor

ELLIS, Graham Sidney

[REDACTED]

Sales & Marketing Manager

SCHOFIELD, Peter


[REDACTED]


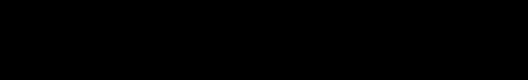
Accountant & Marketing Agent

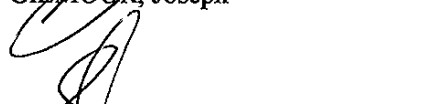
We, the several persons whose names are subscribed hereto are desirous of being formed into a Company in pursuance of the Memorandum of Association.


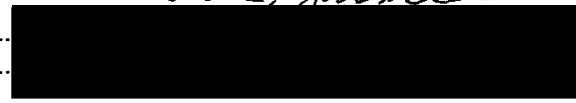
Signature of Subscribers

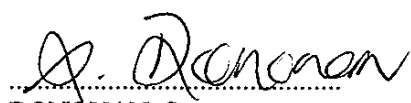
Signature and Address of Witness

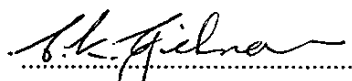
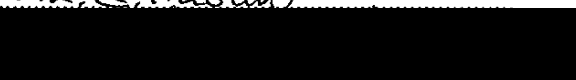

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GILMOUR, Joseph


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C.K. Gilmour



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DONOVAN, Michael George


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C.K. Gilmour



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DONOVAN, Sussana


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C.K. Gilmour



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ZAKI, Craig Raymond




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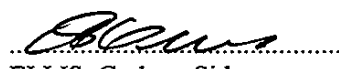


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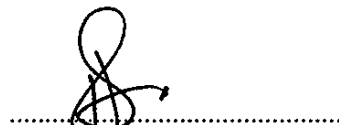
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AUCOIN, Michael Richard


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ELLIS, Graham Sidney


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SCHOFELD, Peter


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Corporations Law
A Company Limited by Guarantee
ARTICLES OF ASSOCIATION
of
CHRISTIAN AIR BROADCASTERS LIMITED

PRELIMINARY

1.1 In these Articles unless the context otherwise requires:

- "The Law" or "The Corporations Law" means the Corporations Law and any statutory modification or enactment thereof;
"The Board" means the board of Directors of the Company;
"Company" means the Company known as Christian Air Broadcasters Limited of which these are the Articles of Association;
"Director" means a member of the board of directors of the Company;
"Secretary" means the Secretary of the Company;
"General Manager", "Program Manager" and "Marketing Manager" means the person appointed to that office for the time being pursuant to these Articles;

Words importing the singular number shall to the extent that the context permits include the plural number and vice versa; and

- 1.2 Expressions defined in the Law or any modification thereof made by any law in force at the date on which these regulations become binding on the Company shall herein have the meanings so defined.
- 1.3 Reference herein to any law provision of the Law shall mean that provision as modified by any law for the time being in force.

MEMBERS

2. The number of members with which the Company proposes to be registered is twenty thousand but the Directors may from time to time register an increase of members.
- 3.1 The subscribers to the Memorandum of Association and such persons as agree in writing to become members of the Company and as may from time to time be admitted to membership by the board in its absolute discretion, shall be the members of the Company.
- 3.2 Notwithstanding the foregoing the members at the date of incorporation of this Company of the incorporated association known as Christian Air Broadcasters shall upon incorporation of this Company and without further requirements become and be members of this Company.

- 3.3 The Directors shall advise applicants for membership of the result of their application for membership, such applications which are considered to be inconsistent with the objects of the organisation shall be notified in writing of the reason for their rejection.
- 3.4 A person whose membership has been rejected or terminated may within one month of receiving written notification thereof lodge with the Secretary written notice of his intention to appeal against the decisions of the board.
- 3.5 Upon receipt of a notification of intention to appeal against termination or rejection of membership the Secretary shall convene within three months of the date of such notice a general meeting of members to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the board or those members thereof who terminated or rejected the membership subsequently shall likewise have the opportunity of presenting their case. The appeal shall be determined by a vote of the members present at such meeting.
4. The rights and privileges of a member shall be personal to himself and shall give no right or interest in or to any other member or the property or assets of the Company.
5. A member shall cease to be a member of the Company :-
 - (a) on tendering his resignation in writing;
 - (b) on his death;
 - (c) on his becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health, alcoholism or drug addiction;
 - (d) on the passing of a resolution of the board that he cease to be a member (and in so doing the board shall be required to give notice, opportunity for a hearing and reasons for their decision); or
 - (e) if payment of membership fees shall fall two months in arrears.
6. The board may from time to time set and vary initial and annual membership fees for members.
7. The Company shall keep a register of members.

GENERAL MEETINGS

- 8.1 An annual general meeting of the Company shall be held once in every calendar year at such time (being not more than five months after the end of the Company's financial year) and place as may be prescribed by the Directors.
- 8.2 The first annual general meeting of the Company shall be held at such time (not being more than eighteen months after the incorporation of the Company and not being more than five months after the end of the Company's financial year) and place as the Directors may determine.
9. The above mentioned general meetings shall be called annual general meetings and all other general meetings shall be called extraordinary general meetings.

- 10.1 The Secretary may himself and shall at the request of the General Manager or of any two Directors convene an extraordinary general meeting of the Company.
- 10.2 Extraordinary general meetings of the Company shall also be convened as provided by the Law.

NOTICE OF GENERAL MEETINGS

- 11.1 Subject to the provisions of the Law relating to special resolutions twenty-one days' notice at least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place the day and the hour of the meeting and in case of special business the general nature of that business shall be given in a manner here in after mentioned or in such other manner (if any) as may be prescribed by the Company in general meeting to such persons as are under the regulations of the Company entitled to receive such notices from the Company; but with the consent of all the members entitled to receive notices of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.
- 11.2 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings of any general meeting of the Company.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary general meeting of the Company and all that is transacted at the annual general meeting of the Company with the exception of the consideration of the accounts, balance sheets and the report of the Directors and auditors prescribed by the Law the election of Directors and the officers and the fixing of the remuneration of the auditors.
- 13.1 No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.
- 13.2 Save as here in otherwise provided:
 - (a) five members personally present shall be a quorum at a general meeting of the Company.
- 13.3 If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved; in any other case it stands adjourned to the same day in the second week next following at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present not being less than two shall be a quorum.
- 14.1 The chairman of the board shall preside as chairman at every general meeting of the Company.
- 14.2 If there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act as chairman the members present shall choose one of their number to be chairman.

- 15.1 The chairman may with the consent of any meeting at which a quorum is present (and if so directed by the meeting) adjourn the meeting from time to time and from place to place but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place unless notice of such adjourned meeting and of the business to be transacted there at shall have been given to the members.
- 15.2 When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an ordinary meeting.
- 15.3 Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- 16.1 At any general meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of members' hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy entitled to vote and unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book 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 that resolution.
- 16.2 If a poll is duly demanded it shall be taken in such manner as the chairman directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of the meeting for the transaction of business other than the question on which a poll has been demanded.
- 16.3 In the case of an equality of votes whether on a show of hands or on a poll the motion shall fail.
- 16.4 A poll demanded in relation to the election of a chairman or on a question of adjournment shall be taken forthwith and a poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

VOTES OF MEMBERS

- 17.1 Every member shall have one vote.
- 17.2 No member shall be entitled to vote at any general meeting of the Company unless all monies presently payable by himself to the Company have been paid.
- 18.1 On a poll votes may be given either personally or by proxy.
- 18.2 The instrument appointing a proxy shall be in writing or if the appointer is a corporation either under the seal or under the hand of an officer or attorney so appointed.
- 18.3 A proxy shall be a member of the Company.

- 18.4 The instrument appointing a proxy or the power of attorney or the authority (if any) under which it is signed or a notarily certified copy of that power or authority shall be deposited at the registered office of the Company not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- 18.5 An instrument appointing a proxy may be in or to the effect of the following form or any other form which the Directors shall approve :-

CHRISTIAN AIR BROADCASTERS LIMITED

I [name] of [address]
being a member of CHRISTIAN AIR BROADCASTERS LIMITED hereby appoint:
[name of proxy] of [address of proxy]
as my proxy to vote for me at the [annual or extraordinary] general meeting of the Company to be held on [date of meeting] and at any adjournment thereof.

Signed this day of 19 .

DIRECTORS

- 19.1 The board of Directors of the company shall be comprised of not less than three nor more than eight persons, appointed and elected as here in provided.
- 19.2 No person shall hold office as a Director unless he has declared in writing his acceptance of the terms and conditions of membership of the Company as varied from time to time and to continue to uphold such terms and conditions whilst in office.
- 20.1 The management and control of the affairs of the Company is vested in the board which in addition to the powers and authorities expressly conferred upon it may exercise all such powers and do all such acts and things as are within the scope of the Memorandum of Association and are not expressly required to be exercised or done by the Company in general meeting.
- 20.2 The board may from time to time make regulations not inconsistent with the Memorandum or the Articles provided that such regulations may be altered or revoked by the Company at any general meeting.

APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

- 21.1 The first Directors shall be Joseph GILMOUR, Michael George DONOVAN, Sussana DONOVAN, Craig Raymond ZAKI, Peter Harvey Stewart CAMPBELL, Michael Richard AUCOIN, Graham Sidney ELLIS and Peter SCHOFIELD who shall hold office until the end of the first annual general meeting of the Company.
- 21.2 Each Director shall (unless sooner disqualified) hold office until the end of the annual general meeting next following his appointment.

- 1.3 Each Director shall be eligible for re-appointment.
- 21.4 The number of Directors to be elected at each annual meeting shall be determined by the board and notification shall be given to the members of the number so determined which shall not be less than three.
- 21.5 Nomination for the office of Director shall be in writing signed by two (2) members, both being financial members of the Company and shall be lodged with the Secretary not less than fourteen (14) days prior to the date set for the annual general meeting.
22. The General Manager, Program Manager and Marketing Manager for the time being of the Company shall ex-officio be a Director of the Company.
23. Any casual vacancy occurring in the Board may be filled by a resolution of the Directors but the member so chosen shall be subject to retirement at the end of the annual general meeting next following his appointment.
24. The Secretary shall be appointed by the board for such term at such remuneration (if any) and upon such conditions as the board thinks fit; and any Secretary so appointed may be removed by the board. Nothing herein shall prevent the board from appointing a member of the Company as honorary Secretary and any member so appointed shall forthwith become an officer of the Company and shall be entitled to attend meetings of the board but without a vote.
25. The board shall appoint a person to be the General Manager for such term at such remuneration (if any) and upon such condition as the board thinks fit; and any General Manager so appointed may be removed by the board. The general Manager shall be generally responsible for the management of the day to day operation of the Company's radio broadcasting facilities and shall have such other power and duties as the board from time to time determines.

DISQUALIFICATION OF DIRECTORS

26. The office of Director shall become vacant if the Director :-
 - (a) ceases to be or is prohibited or disqualified from being a Director by virtue of the Law or any order thereunder;
 - (b) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under a law relating to mental health, alcoholism or drug addiction;
 - (c) resigns his office by notice in writing to the Company; or
 - (d) ceases to have any of the qualifications necessary for his appointment in the first place.
27. The board may by a three-quarter majority resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and that Director.

DIRECTOR' MEETINGS

28. The board may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit.
- 29.1 Questions arising at any board meeting shall be decided by the majority of votes. In case of an equality of votes the motion shall fail.
- 29.2 A member of the board shall not vote in respect to any contract or proposed contract with the Company in which he is interested or any matter arising thereout and if he does so his vote shall not be counted.
- 29.3 If any Director shall be unable for any reason to attend any meeting or meetings of the Directors he may in 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 board at its meetings next held after the Secretary is advised of such appointment. A Director may be subject to the board's approval at any time revoke any such appointment and appoint another in his place. Any such substitute shall be entitled to attend and vote and be counted for a quorum at meetings of the board. Any substitute who is already a Director shall be separately counted for quorum and voting purposes.
- 29.4 A resolution in writing signed by all of the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.
30. The Secretary may at any time and shall on the requisition of the General Manager or any two Directors summon a meeting of the board.
31. The board may act notwithstanding any vacancy but if and for so long as the number thereof is reduced below the number fixed as the necessary quorum of Directors the board may only act for the purpose of increasing the number of Directors to that number of summoning a general meeting of the Company and for no other purpose.
32. The Directors shall elect a Chairman at the first Director's meeting following the annual general meeting of the Company.

The Chairman shall be Chairman at all meetings of the board but if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same the Directors present may chose one of their number to be chairman of the meeting.
33. The quorum necessary for the transaction of business of the board shall be three or such greater number as may for the time being be fixed by the board PROVIDED THAT at least two (2) Directors shall have been elected by the members.

COMMITTEES

- 34.1 The board may delegate any of its powers to committees consisting of such board members as it thinks fit.
- 34.2 Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the board.
- 34.3 A committee may elect a chairman of its meetings. If no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same the members present may choose one of their number to be chairman of the meeting.
- 34.4 A 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 cases of an equality of votes the motion shall fail.
35. All acts done by the board or by a committee or by any person acting as a Director shall not withstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified be as valid as if every person had been duly appointed and was qualified to be a Director or Committee member, as the case may be.
36. Every Director or officer of the Company will be indemnified by the Company against any liability incurred by that person acting in that capacity to the extent permitted by the Corporations Law.

The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been a Director or officer of the Company against liability to the extent permitted by the Corporations Law.

ACCOUNTS

37. The Directors shall from time to time determine, subject to the Law, whether and to what extent and at what time and places and under what conditions the accounts and books of the Company or any of them shall be open to the inspection of the members.
- 38.1 The Directors shall from time to time in accordance with the Law cause to be prepared and to be laid before the Company in general meeting such profit and loss and income and expenditure account balance sheets (made up to a date not more than five months before the date of the meeting) statements and reports as are referred to in the Law and are applicable to the Company.
- 38.2 A copy of every balance sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the Company in general meeting shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Company.

SEAL

- 39.1 The Secretary shall have custody of the Company's seal.
- 39.2 The Company's seal shall not be affixed to any instrument except by the authority of a resolution of the board of Directors and in the presence of two Directors or of the Secretary and a Director or such other person as the Directors may appoint for the purpose; and those Directors or the Secretary and other Director or other person as aforesaid (as the case may be) shall sign every instrument to which the seal of the Company is so affixed in their presence.

NOTICES

- 40.1 A notice may be given by the Company to any member either personally or by sending it by post to him at his last known address.
- 40.2 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 at the expiration of five days after the letter containing the same is posted.
- 41.1 Notice of every general meeting shall be given in the manner here in before authorised to every member, every Director and the auditor or auditors for the time being of the Company.
- 41.2 No other person shall be entitled to receive notices of general meetings.

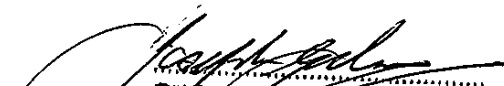
AUDIT



- 42. A properly qualified auditor or auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the Law.
- 43. The provisions of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were reported in these regulations.

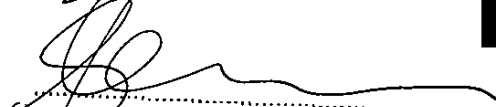
We, the several persons whose signatures are subscribed, being subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.


Signature of Subscribers

Signature and Address of Witness


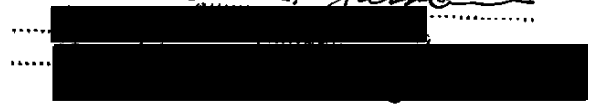

GILMORE, Joseph

 C.K. Gilmore





DONOVAN, Michael George




DONOVAN, Sussana




ZAKI, Craig Raymond

















ALCOIN, Michael Richard


ELLIS, Graham Sidney


SCHOFFELD, Peter

D. W. L.

+61 7 5591 6667

03/06 '97 08:24 NO.309 02/02

205 page 1/1 23 Feb 95

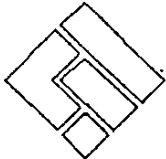
registered agent number _____
 lodging party or agent name PETER SCHOFIELD
 address PO BOX 2003
NERANG postcode 4211
 telephone (07) 3806 1366
 facsimile (07) 3806 1477
 DX number _____ suburb/city _____

AUSTRALIAN SECURITIES COMMISSION



013272099

CASH PROC. MEMO



Australian Securities Commission

form 205

Notification of resolution

Corporations Law 256(1)

company name CHRISTIAN AIR BROADCASTERS LIMITED
 A.C.N. 068 323 106

Subject(s) of the resolution

(tick boxes which apply)

Details of the resolution

date (d/m/y) 18/12/97

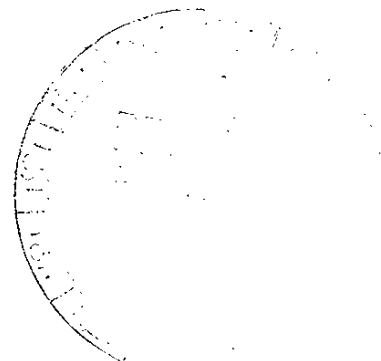
- 382(1) change of company name
- 168(1) change from public company to proprietary company
- 168(2) change from proprietary company to public company
- 167(1) change from company limited by guarantee to a public company limited by both shares and guarantee
- 167(1) change from company limited by shares to a public company limited by both shares and guarantee
- 167(1) change from no-liability company to company limited by shares
- 167(1) change from limited company to unlimited company
- 167(1) change from unlimited company to limited company
- 167(1) change from limited (mining) company to a no-liability company
- 172 alteration or omission of objects ✓
- 176(1) alteration to Articles of Association
- 491(1) voluntary winding up by members
- 491(1) voluntary winding up by creditors
- 205(10) acquisition of shares
- other

(tick the appropriate box)

The resolution set out below

in annexure marked

was passed or agreed to as a special or ordinary resolution as required by the Corporations Law.



section number _____

brief description _____

Signature

print name PETER SCHOFIELD

capacity Director
TREASURER



sign here

date 18/12/97



18 December 1997

This is annexure page 2 of 2

Of **FORM 205**

Signed by Peter Schofield (Treasurer of Christian Air Broadcasters Limited)

And dated 18 December 1997

At the board of directors meeting held Wednesday 17 December 1997, it was resolved to amend the MEMORANDUM OF ASSOCIATION of Christian Air Broadcasters Limited (A.C.N. 068 323 106) a company limited by guarantee, clause 6

BY ADDING

SUCH ORGANISATION OR ORGANISATIONS TO BE ELIGIBLE FOR TAX DEDUCTIBILITY OF DONATIONS UNDER SUBDIVISION 30-B OF THE INCOME TAX ASSESSMENT ACT 1997

Signed


Peter Schofield
~~Treasurer~~, Christian Air Broadcasters Limited

Director

P.O. Box 948
Southport, Qld. 4215
24 Welch Street
Southport, Qld. 4215
Telephone: (07) 5531 3011
Facsimile: (07) 5531 3438

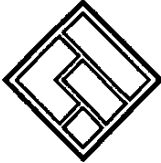
ASIC registered agent number
lodging party or agent name CHRISTIAN AIR BROADCASTERS LTD
 office, level, building name or PO Box no. P.O. Box 918
 street number & name 7125 BRISBANE RD
 suburb/city SOUTHPORT state/territory Q postcode 4215
 telephone (07) 55373957
 facsimile (07) 55373951
 DX number suburb/city



ASS. REQ-A
 CASH. REQ-P
 PRDC.

Australian Securities & Investments Commission

form 205



Notification of resolution

Corporations Act 2001
 Regulation 1.0.12

Company name CHRISTIAN AIR BROADCASTERS LTD.
 ACN 068 323 106

Subject(s) of the resolution
 (tick boxes which apply)

- 157(2) change of company name A
 - 162(3) change from public company to proprietary company B
 - 162(3) change from proprietary company to public company C
 - 162(3) change from no-liability company to company limited by shares F
 - 162(3) change from limited company to unlimited company G
 - 162(3) change from unlimited company to limited company H
 - 162(3) change from company limited by guarantee to company limited by shares AA
 - 167AA(1) change from company limited by both shares & guarantee to company limited by shares AB
 - 167AA(1) change from company limited by both shares & guarantee to company limited by guarantee AC
 - 162(3) change from limited (mining) company to a no-liability company X
 - 136(5) alteration of constitution J
 - 491(1) voluntary winding up by members L
 - 491(1) voluntary winding up by creditors M
 - 461(2) company resolved to be wound up by Court AD
 - 506(18) powers & duties of liquidator (voluntary) AF
 - 507(11) company's arrangement with liquidator AG
 - 510(1A) binding arrangements on company/creditors AH
 - other R
- section number _____
 brief description _____

Details of the resolution (tick the appropriate box & provide details)

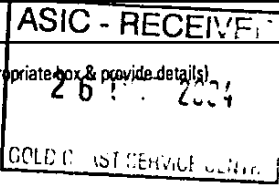
date of meeting 20/10/04

The resolution set out below
 in the attached annexure marked "....." (show mark A B etc), was passed or agreed to (as required) as a special or ordinary resolution (as applicable) in accordance with the Corporations Act 2001.

The Resolution Special Resolution to insert rule 20.3

If the board considers it expedient, the board may create a position of Deputy Chairman, and the board may call for nominations for that position.

Passed unanimously



For change of company name

Is the proposed name identical to a registered business name(s)? yes no

if yes, provide business name(s) registration details
 Business Number : State/Territory of Registration

I DECLARE that I make this application for the company name AS, or ON BEHALF of and with the authority of, the registered owner(s) of the above identical business name(s).

Small Business (less than 20 employees), please provide an estimate of the time taken to complete this form

Include

- The time actually spent reading the instructions, working on the question and obtaining the information
- The time spent by all employees in collecting and providing this information

hrs mins

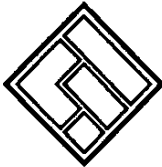
Signature

I certify that the information in this form is true and correct.

print name *Penny-dee Suter* capacity *Secretary*

sign here *[Signature]* date *26/10/04*

ASIC registered agent number _____
lodging party or agent name CHRISTIAN AIR BROADCASTERS LTD.
 office, level, building name or PO Box no. PO BOX 948
 street number & name 71215 BRISBANE RD.
 suburb/city SOUTHPORT state/territory Q postcode 4215
 telephone (07) 55373957
 facsimile (07) 55373951
 DX number _____ suburb/city _____



Australian Securities & Investments Commission

form **205**

Notification of resolution

Corporations Act 2001
 Regulation 1.0.12

Company name CHRISTIAN AIR BROADCASTERS LTD.
 ACN 068 323 106

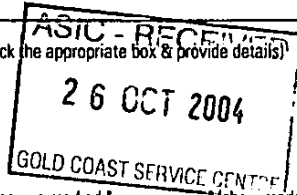
Subject(s) of the resolution
 (tick boxes which apply)

- 157(2) change of company name A
 - 162(3) change from public company to proprietary company B
 - 162(3) change from proprietary company to public company C
 - 162(3) change from no-liability company to company limited by shares F
 - 162(3) change from limited company to unlimited company G
 - 162(3) change from unlimited company to limited company H
 - 162(3) change from company limited by guarantee to company limited by shares AA
 - 167AA(1) change from company limited by both shares & guarantee to company limited by shares AB
 - 167AA(1) change from company limited by both shares & guarantee to company limited by guarantee AC
 - 162(3) change from limited (mining) company to a no-liability company X
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 - 491(1) voluntary winding up by members L
 - 491(1) voluntary winding up by creditors M
 - 461(2) company resolved to be wound up by Court AD
 - 506(1B) powers & duties of liquidator (voluntary) AF
 - 507(11) company's arrangement with liquidator AG
 - 510(1A) binding arrangements on company/creditors AH
 - other R
- section number _____
 brief description _____

Details of the resolution (tick the appropriate box & provide details)

date of meeting 20/10/04

The resolution set out below
 in the attached annexure marked "....." (show mark A B etc), was passed or agreed to (as required) as a special or ordinary resolution (as applicable) in accordance with the Corporations Act 2001.



The Resolution Special Resolution to replace rule 19.1 with
The board of Directors of the company shall be comprised of not less than three or more than twelve persons, unless otherwise determined by ordinary resolution by the company in a general meeting.
& passed unanimously.

For change of company name

Is the proposed name identical to a registered business name(s)? yes no

if yes, provide business name(s) registration details
 Business Number : _____ State/Territory of Registration _____

I DECLARE that I make this application for the company name AS, or ON BEHALF of and with the authority of, the registered owner(s) of the above identical business name(s).

Small Business (less than 20 employees), please provide an estimate of the time taken to complete this form

Include

- The time actually spent reading the instructions, working on the question and obtaining the information
- The time spent by all employees in collecting and providing this information

hrs _____ mins _____

Signature

I certify that the information on this form is true and correct

print name Penny-lee Duxton capacity Secretary

sign here [Signature] date 20/10/04