



CORNEY & LIND

L A W Y E R S

CORPORATIONS ACT 2001

CONSTITUTION

of

JUICE MEDIA LTD

ACN 068 323 106

A Company LIMITED BY GUARANTEE

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**JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION**

TABLE OF CONTENTS

Clause Number	Page
1 DEFINED MEANINGS.....	1
2 NAME	1
3 REGISTERED OFFICE	1
3.1 Location	1
3.2 Display name	1
4 OBJECTS	1
5 POWERS.....	1
6 STATEMENT OF FAITH	1
7 USE OF THE INCOME AND PROPERTY OF THE COMPANY	3
7.1 Non-profit	3
7.2 Permitted payments to Members and Directors	3
7.3 Directors' fees	4
7.4 Reimbursement of Directors' expenses	4
7.5 Other payments to Directors	4
8 LIMITED LIABILITY	4
9 MEMBERS' CONTRIBUTIONS.....	4
10 USE OF PROPERTY ON WINDING UP.....	4
10.1 No distribution to Members on winding up	4
10.2 Transfer of Company assets on winding up	5
10.3 Transfer of Public Fund assets on winding up	5
11 AMALGAMATION.....	5
12 MEMBERSHIP.....	5
12.1 Members	5
12.2 Membership criteria of the Company	5
12.3 Co-Mission Member	6
12.4 Admission as a Community Member	6
12.5 Co-Mission Member Appointed Directors to be Community Members	6
12.6 Form of application	7
12.7 Notification of acceptance	7
12.8 Annual subscription	7
12.9 Failure to pay Annual subscription	7
13 REGISTER OF MEMBERS	7
13.1 Register must be kept	7
13.2 Contents of Register	8
13.3 Member must notify changes	8
13.4 Evidence of membership	8
14 CESSATION OF MEMBERSHIP.....	8
14.1 When membership ceases	8
14.2 Resignation	9
14.3 Censuring, suspension or expulsion of Member	9
15 GENERAL MEETINGS OF MEMBERS	10
15.1 General meetings	10
15.2 Location	10
15.3 Convening meetings	10

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

15.4	Amount of notice of meetings	11
15.5	Calling meetings	11
15.6	Contents of notice	11
15.7	Persons entitled to notice	11
15.8	Notice of adjourned meeting	12
15.9	Accidental failure to give notice	12
16	PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS	12
16.1	Business of Annual General Meeting	12
16.2	Special business	12
	Quorum	12
16.4	When quorum not present	12
16.5	Chair	13
16.6	Adjournment	13
16.7	Voting and demanding a poll where Company has more than one member	13
16.8	Declaration of vote on show of hands	13
16.9	Taking a poll	13
16.10	Chair has casting vote	13
16.11	Voting rights	13
16.12	Appointment of proxies	14
16.13	Proxy form	14
16.14	Proxy form and power of attorney to be deposited before meeting	14
16.15	Validity of proxy or attorney vote	14
17	COMPOSITION OF THE BOARD	15
17.1	Directors and appointment of Chair	15
17.2	First Directors	15
17.3	Term of appointment	15
17.4	Election of Directors	15
17.5	Increasing or reducing number of Directors	16
17.6	Board power to appoint	16
17.7	Resignation	16
17.8	Removal by Members	16
17.9	Directors cannot remove another Director	16
17.10	Vacation of office of Director	16
18	POWERS AND DUTIES OF THE BOARD	17
18.1	General powers of Board	17
18.2	Regulations	17
18.3	Borrowing	17
18.4	Execution of cheques etc	17
18.5	Minutes	17
18.6	Notice required when Director has material personal interest	18
18.7	Standing notice of interest	18
18.8	Director may contract with Company	18
18.9	Director with interest may affix seal	18
18.10	Compliance with ACNC Governance Standards	18
19	PROCEEDINGS OF THE BOARD	18
19.1	Meetings of the Board	18
19.2	Circular resolutions	19
19.3	Quorum for Board	19

**JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION**

19.4	Meetings by electronic means	19
19.5	Voting at Board meetings and Chair's casting vote	19
19.6	Permitted acts during vacancy in Board	19
19.7	Chair	20
19.8	Sub-committees	20
19.9	Advisory Boards	20
19.10	Conduct of sub-committees and advisory boards	20
19.11	Defects in appointment or qualifications of Director	20
20	APPOINTMENT OF SECRETARY	20
21	SEAL	20
21.1	Common seal optional	20
21.2	Affixing the seal	20
21.3	Execution of documents without seal	21
21.4	Other ways of executing documents	21
22	ACCOUNTS	21
22.1	Keeping of financial records	21
22.2	Period of Financial Year	21
22.3	Inspection by Members	21
22.4	Reporting to Members	21
23	NOTICE	21
23.1	Service of notices	21
23.2	When notice deemed to be served	21
24	INDEMNITY	22
24.1	Indemnity for Directors, Secretaries and other officers	22
24.2	Indemnity for employees	22
25	INSURANCE	22
25.1	Insurance for Directors, Secretaries and other officers	22
25.2	Insurance for others	22
26	PUBLIC FUND	23
26.1	Set up and operation of Public Fund	23
27	ALTERATION OF THIS CONSTITUTION	23
27.1	Special resolution	23
28	DEFINITIONS AND INTERPRETATION	23
28.1	Definitions	23
28.2	Interpretation	25
28.3	Replaceable Rules	25

**JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION**

1 DEFINED MEANINGS

Words used in this Constitution and the rules of interpretation that apply are set out and explained in the Definitions and Interpretation clause at the back of this document.

2 NAME

The name of the Company is Juice Media Ltd (hereinafter called “the Company”).

3 REGISTERED OFFICE

3.1 Location

The registered office of the Company shall be situated at such place in Australia as the Board may from time to time determine.

3.2 Display name

The Company must display its name and the expression “Registered Office” at that place.

4 OBJECTS

4.1 The objects for which the Company is established are:

4.1.1 To establish, acquire, maintain and operate a broadcasting station to encourage the advancement of Christian values and promote such community values that will be for the common good of all; including by the broadcast of 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;

4.1.2 To provide training on the various facets of broadcasting in which the company is involved and to provide counselling, instruction and direction as required; and

4.1.3 To apply for and to hold licence or licences under the *Broadcasting Services Act 1992*.

4.2 The Company may conduct all activities and pursue such other incidental objects as may be deemed reasonably necessary or incidental to the carrying out of its objects.

5 POWERS

The Company has the legal capacity and powers of an individual as set out in Section 124(1) of the Act.

6 STATEMENT OF FAITH

The Statement of Faith of the Company is as follows:

6.1 The Company is a Christian trans-denominational organisation dedicated to embracing and pursuing the teaching and example of Jesus Christ through a radio ministry and other media ministries;

6.2 The Company is established as a Christian organisation according to the **Nicene Creed** and the doctrines, tenets and commonly agreed practices of biblical Christianity

We believe in one God, the Father, the Almighty, maker of heaven and earth, of all that is seen and unseen.

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

We believe in one Lord, Jesus Christ, the only Son of God, eternally begotten of the Father, God from God, Light from Light, true God from true God, begotten, not made, of one Being with the Father. Through Him all things were made.

For us men and for our salvation He came down from heaven: by the power of the Holy Spirit He was incarnate of the Virgin Mary, and became man.

For our sake He was crucified under Pontius Pilate; He suffered death and was buried.

On the third day, He rose again in accordance with the scriptures; He ascended into heaven and is seated at the right hand of the Father.

He will come again to judge the living and the dead, and His kingdom will have no end.

We believe in the Holy Spirit, the Lord, the giver of life, who proceeds from the Father and the Son. With the Father and the Son He is worshipped and glorified. He has spoken through the Prophets.

We believe in one holy catholic and apostolic Church.

We acknowledge one baptism for the forgiveness of sins.

We look for the resurrection of the dead, and the life of the world to come. Amen.

6.3 In addition, the Statement of Faith of the Company is as follows:

God

- 6.3.1 There is one God and He is sovereign and eternal. He is revealed in the Bible as three equal divine Persons – Father, Son and Holy Spirit. God depends on nothing and no one; everything and everyone depends on Him. God is holy, just, wise, loving and good.
- 6.3.2 God created all things of His own sovereign will, and by His Word they are sustained and controlled.
- 6.3.3 God is the God and Father of our Lord Jesus Christ. He is also Father of all whom He has adopted as His children. Because of God's faithfulness and His fatherly concern, nothing can separate His children from His love and care.
- 6.3.4 The Lord Jesus Christ is the eternally existing, only begotten Son of the Father. He is the Creator and Sustainer of all things. He was conceived by the Holy Spirit and born of a virgin, and is truly God and truly man. He lived a sinless life and died in our place. He was buried, rose from the dead in bodily form and ascended to heaven. Jesus is King of the universe and Head of the Church, His people whom He has redeemed. He will return to gather His people to Himself, to judge all people and bring in the consummation of God's kingdom.
- 6.3.5 The Holy Spirit proceeds from the Father and the Son. He convicts people of their sin, leads them to repentance, creates faith within them and regenerates them. He is the source of their new sanctified life bringing forth His fruit in the life of believers. He gifts believers according to His sovereign will, enabling them to serve the Lord.

The Bible

- 6.3.6 The Bible, which is comprised of the books of the Old and New Testaments, is the inspired, inerrant and infallible Word of God, and the only absolute guide for all faith and conduct. It is indispensable and determinative for our knowledge of God, of ourselves and of the rest of creation.

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

God's World

- 6.3.7 Adam and Eve, the parents of all humankind, were created in the image of God to worship their Creator by loving and serving Him, and by exercising dominion under God's rule by inhabiting, possessing, ruling, caring for and enjoying God's creation. Consequently, the purpose of human existence is to glorify God and enjoy Him forever.
- 6.3.8 Sin entered the world through Adam's disobedience, because of which all people are alienated from God and each other and, as a result, they and all creation are under God's judgement.
- 6.3.9 All people have sinned and, if outside of Christ, are in a fallen, sinful, lost condition, helpless to save themselves, under God's condemnation and blind to life's true meaning and purpose.
- 6.3.10 God holds each person responsible and accountable for choices made and actions pursued. Human responsibility and accountability do not limit God's sovereignty. God's sovereignty does not diminish human responsibility and accountability.
- 6.3.11 Salvation from the penalty of sin is found only through the substitutionary, atoning death and resurrection of the Lord Jesus Christ. As the sinless One, He took upon Himself the just punishment for our sins.
- 6.3.12 Through His death and resurrection, the Lord Jesus has destroyed the power of Satan, who is destined to be confined forever to hell along with all those who reject Jesus as Lord.
- 6.3.13 Out of gratitude for God's grace and in dependence on the Holy Spirit, God's people are called to live lives worthy of their calling in love and unity and in obedience to God in all spheres of life. They are responsible to ensure that the Gospel is faithfully proclaimed.
- 6.3.14 Biblical marriage is a holy relationship ordained by God and is the union of a man and a woman to the exclusion of all others, voluntarily entered into for life.

7 USE OF THE INCOME AND PROPERTY OF THE COMPANY

7.1 Non-profit

The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Company.

7.2 Permitted payments to Members and Directors

Nothing in clause 7.1 prevents the payment in good faith of reasonable and proper:

- 7.2.1 Remuneration to any Member or Director of the Company in return for any services actually rendered by them to the Company;
- 7.2.2 Compensation to any Member of the Company for expenses properly incurred by them on behalf of the Company;
- 7.2.3 Payment for goods supplied to the Company by any Member in the ordinary and usual way of business;

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

7.2.4 Interest on money borrowed from any Member for any purpose of the Company at a rate not exceeding the rate for the time being charged by an authorised deposit-taking institution for overdrafts under \$100,000; or

7.2.5 Reasonable and proper rent for premises demised or let by any Member to the Company.

7.3 Directors' fees

No Director shall receive remuneration or be paid any fees in respect of their ordinary duties as a Director of the Company.

7.4 Reimbursement of Directors' expenses

The Company may pay the Directors' travelling and other expenses that they properly incur:

7.4.1 In attending Directors' meetings or any other meetings of committees of Directors; and

7.4.2 In attending any general meetings of the Company; and

7.4.3 In connection with the Company's business,

provided that any such payment would be reasonable in the circumstances of the Company. Any such payment must be approved by the Directors.

7.5 Other payments to Directors

Subject to clause 7.3, no payments shall be made to any Director other than those payments authorised by clauses 7.2 and 7.4 unless:

7.5.1 the payment is approved by the Directors; and

7.5.2 the payment is approved, if required, by the Members in accordance with the Act.

8 LIMITED LIABILITY

The liability of Members is limited.

9 MEMBERS' CONTRIBUTIONS

Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up whilst he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Company (contracted before he ceased to be a Member) and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding fifty dollars (\$50.00).

10 USE OF PROPERTY ON WINDING UP

10.1 No distribution to Members on winding up

If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities, any property whatsoever (surplus), the surplus shall not be paid to or distributed amongst the Members of the Company.

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

10.2 Transfer of Company assets on winding up

Upon the winding up or dissolution of the Company, and subject to clause 10.3, any assets remaining after satisfaction of all its debts and liabilities must be transferred to an institution or institutions endorsed by the Australian Taxation Office as a Tax Concession Charity having similar objects to the objects of the Company: and:

- 10.2.1 that may be registered under section 149C of the Taxation Administration Act 2001 (Qld); or
- 10.2.2 that the Commissioner of State Revenue is satisfied has a principal object or pursuit of fulfilling a charitable object or promoting the public good; or
- 10.2.3 for a purpose the Commissioner of State Revenue is satisfied is charitable or for the promotion of the public good,

such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of a State, or Territory in which the Company operates.

10.3 Transfer of Public Fund assets on winding up

If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, or its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities, any 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.

11 AMALGAMATION

The Company must not amalgamate with any other body that does not have Tax Concession Charity status.

12 MEMBERSHIP

12.1 Members

The subscribers at the time of adoption of this Constitution and such natural persons as the Board admits to membership in accordance with this Constitution shall be Members of the Company.

12.2 Membership criteria of the Company

- 12.2.1 The Board may, by regulation, promulgate criteria for admission of new Members. A criterion for membership must be that a person holds, in the opinion of the Board, a view that accepts the Statement of Faith of the Company.
- 12.2.2 The Company shall consist of the following classes:
 - a Community Members;
 - b Community Life Members; and
 - c the Co-Mission Member.
- 12.2.3 The Members are those persons admitted to the membership of the Company whose names are entered into the Company's Register of Members.

CORNEYLIND-1476439926-849\0.3

Page 5 of 25

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

12.2.4 The number of Members are not limited.

12.3 Co-Mission Member

12.3.1 The Co-Mission Member is Hope Media Ltd ACN 000 456 468.

12.3.2 The Co-Mission Member is not required to pay a membership fee.

12.3.3 The Co-Mission Member has certain approval matters as defined at clause 28.1.8

12.4 Admission as a Community Member

12.4.1 Subject to clause 12.8:

- a the Directors, or their delegates, shall consider applications for Community membership and decide whether or not the applicant meets the qualifications for admission to Community membership in clause 12.4.1(b).
- b in order to qualify for membership, an applicant must satisfy the Directors that he or she (or in the case of a body corporate, the appointed representative for the time being of the body corporate):
 - i is an active member of the Christian community in good standing; and
 - ii agrees with and subscribes to the Statement of Faith set out in clause 6 of this Constitution.
- c if the Directors or their delegates decide not to admit an applicant to Community membership:
 - i the Directors will provide their reasons in writing for rejecting the application;
 - ii within 30 days of the decision, the Secretary, or his/her delegate, will send the applicant written notice of rejection of the application, including the reasons of the Directors for rejecting the application and the applicant's rights of appeal; and;
- d when an applicant is to be admitted, the Secretary, or his/her delegate, must notify the applicant in writing.

12.4.2 Community Members are entitled to attend and vote at General Meetings of the Company and to be elected or appointed to the Board provided that, except in the case of the representative of a body corporate Community Member that is a Christian church, neither a body corporate Community Member nor its representative is entitled to be elected or appointed to the Board.

12.5 Co-Mission Member Appointed Directors to be Community Members

12.5.1 A person who is appointed as a Co-Mission Member Appointed Director and who is not a Community Member at the time of that appointment will be a Community Member from the time of his or her appointment as a Co-Mission Member Appointed Director until the time that he or she ceases to be a Co-Mission Member Appointed Director.

12.5.2 Subject to clause 12.5.3, a person who becomes a Community Member pursuant to clause 12.5.1, is not required to pay a membership fee for the duration of their appointment as a Co-Mission Member Appointed Director.

12.5.3 If a person:

- a is a Community Member at the time that he or she is appointed as a Co-Mission Member Appointed Director; or

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

- b becomes a Community Member after he or she ceases to be a Co-Mission Member Appointed Director,

then the person will be required to pay the applicable membership fee for a Community Member.

12.6 Form of application

Every application to the Board for membership of the Company shall be in such form as prescribed by the Board.

12.7 Notification of acceptance

When an applicant has been accepted for membership the secretary must forthwith send to the applicant written notice of his acceptance and update the Register of Members accordingly.

12.8 Annual subscription

12.8.1 The annual subscription shall be payable by each Community Member in the amount that the Board shall determine from time to time.

12.8.2 The Board may determine that the membership fees payable by Community Members may vary having regard to such matters as the Board considers appropriate including, without limitation:

- a the financial circumstances of the Member;
- b that more than one person from the same family are Members; and/or
- c that the Member is in receipt of a pension or other benefit from a governmental authority.

12.8.3 Unless otherwise determined by the Board, all membership fees shall be payable in advance and renewals will fall due on commencement of each financial year of the Company.

12.8.4 A financial Community Member is one who is not indebted to the Company in respect of any membership fee or any other payment whatsoever.

12.9 Failure to pay Annual subscription

12.9.1 If a Community Member fails to pay the membership fee within a period of two (2) months after it becomes due, the Directors or their delegates may serve a notice on the Community Member requiring payment of so much of the membership fee as remains unpaid at the date of the notice.

12.9.2 The notice must specify a further date (not less than 30 days after the date of the service of the notice) on or before which payment must be made in order to prevent the Community membership lapsing.

12.9.3 If payment is not made by the date specified in accordance with 12.14.2, the Community membership will cease and the Member's name must be removed from the register.

13 REGISTER OF MEMBERS

13.1 Register must be kept

The Board must keep a Register of Members.

CORNEYLIND-1476439926-849\0.3

Page 7 of 25

**JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION**

13.2 Contents of Register

The following information must be contained in the Register of Members in respect of each Member:

- 13.2.1 the full name of the Member;
- 13.2.2 the address of the Member;
- 13.2.3 the date of admission to and cessation of membership;
- 13.2.4 in the case of a Corporate Member, the full name and address of its nominated representative;
- 13.2.5 if a person is admitted as a Member as the nominated representative of an unincorporated association or body, the full name and address of the Member, the name of the unincorporated association or body and the fact that the Member is its nominated representative. Subject to the Directors' right to decline to accept any person as a Member, the unincorporated association or body may replace the Member who is its nominated representative with another person by notice in writing to the Company signed by any officer of the association or body concerned and setting out the details of the new nominated representative, without it being necessary for the outgoing Member to resign or the incoming Member to apply to become a Member; and
- 13.2.6 such other information as the Board requires.

13.3 Member must notify changes

Each Member and nominated representative must notify the Secretary in writing of any change in that person's name or address.

13.4 Evidence of membership

Inclusion of a name in the Register of Members is prima facie evidence of membership.

14 CESSATION OF MEMBERSHIP

14.1 When membership ceases

A person ceases to be a Member on:

- 14.1.1 resignation; or
- 14.1.2 not responding within two (2) months to a written request from the Secretary that the Member confirm in writing that they want to remain a Member; or
- 14.1.3 in the case of a natural person:
 - a death;
 - b becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
 - c 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; or
 - d ceasing to fulfil the membership criteria as set out in clause 12.2; or

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

- e the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution; and

14.1.4 in the case of a body corporate:

- a being dissolved or otherwise ceasing to exist;
- b having a liquidator or provisional liquidator appointed to it; or
- c being insolvent; or
- d the termination of the body corporate's membership by the directors or by the company in general meeting in accordance with this constitution.

Upon cessation of membership the Register of Members must be updated in accordance with clause 13.2.

14.2 Resignation

A Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than 3 months after the service of the notice. A Member remains liable after resignation for any annual subscription fee (if any) due and unpaid at the date of the Member's resignation and for all money due by the Member to the Company, in addition to any sum for which the Member is liable as a Member under clause 9.

14.3 Censuring, suspension or expulsion of Member

14.3.1 If a Member who is also a Director wilfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, or in the opinion of the Directors no longer meets the membership criteria, the Directors may refer the matter to the Company to censure, suspend or expel the Member from the Company, provided that the procedure set out in s 203D of the Act must be observed, as if it were a resolution to remove that Member from their office of Director under s 203D of the Act.

14.3.2 If a Member who is not a Director wilfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, or in the opinion of the Directors no longer meets the membership criteria, the Directors may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

- a at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
 - i what is alleged against the Member; and
 - ii the intended resolution;
- b at the Directors' meeting, and before the passing of the resolution, the Member must be given an opportunity of giving, orally or in writing, any explanation the Member thinks fit;
- c the Member may elect to have the question dealt with by the Company in general meeting, by notice in writing lodged with the Secretary at least 24 hours before the

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

time for holding of the Directors' meeting at which the resolution is to be considered by the Directors;

- 14.3.3 if the member gives a notice under clause 14.3.2c:
- a no resolution of the Directors on that matter is effective;
 - b a general meeting of the Company must be called for the purpose of considering the resolution set out in the notice originally given to the Member under this clause; and
 - c if, at the general meeting, a resolution is passed by a majority of at least two-thirds of those present and voting (the vote to be taken by ballot), the Member concerned must be dealt with in accordance with the resolution; and
 - d in the case of a resolution passed by the Directors or in general meeting for the Member's expulsion under this clause, the membership of the Member automatically terminates, in which case the Member ceases to be a Member

15 GENERAL MEETINGS OF MEMBERS

15.1 General meetings

An Annual General Meeting of the Company must be held in each financial year, within six (6) months of the close of the previous financial year. All general meetings, other than Annual General Meetings, shall be called extraordinary general meetings.

15.2 Location

All meetings of the Company shall be held in Australia. The company may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

15.3 Convening meetings

15.3.1 Any Director may whenever he thinks fit convene an extraordinary general meeting.

15.3.2 The Directors of a Company must call and arrange to hold a general meeting on the request of Members with at least 5% of the votes that may be cast at the general meeting. In this situation:

- a The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting; and
 - (iii) be signed by the Members making the request; and
 - (iv) be given to the Company.
- a Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

- b The percentage of votes that Members have is to be worked out as at the midnight before the request is given to the Company.
- c The Directors must call the meeting within 21 days after the request is given to the Company. The meeting is to be held not later than 2 months after the request is given to the Company.

15.3.3 Members can only convene a meeting if Members with at least 5% of the votes that may be cast at a general meeting call, and arrange to hold, a general meeting. In this situation:

- a The Members calling the meeting must pay the expenses of calling and holding the meeting.
- b The meeting must be called in the same way, so far as is possible, in which general meetings of the Company may be called.
- c The percentage of votes that Members have is to be worked out as at the midnight before the meeting is called.

15.4 Amount of notice of meetings

Subject to clause 15.5 below, the period of notice with respect to general meetings shall be twenty-one (21) days.

15.5 Calling meetings

15.5.1 Except in the circumstances set out in clause 15.5.2 below, the Company may call on shorter notice:

- a an Annual General Meeting, if all the members entitled to attend and vote at the Annual General Meeting agree in writing beforehand; and
- b an extraordinary general meeting, if members with at least 95% of the votes that may be cast at the extraordinary general meeting agree in writing beforehand.

15.5.2 Notice must be given in accordance with the Act of a meeting of the members at which a resolution will be moved to:

- a remove a director under section 203D of the Act; or
- b appoint a director in place of a director removed section 203D of the Act; or
- c remove an auditor under section 329 of the Act.

15.6 Contents of notice

Notice of a general meeting shall:

- 15.6.1 set out the place, the day, and the hour of meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- 15.6.2 state the general nature of the meeting's business;
- 15.6.3 if a special resolution is to be proposed at the meeting – set out an intention to propose a special resolution and state the resolution; and
- 15.6.4 contain a statement setting out information regarding the appointment of a proxy.

15.7 Persons entitled to notice

CORNEYLIND-1476439926-849\0.3

Page 11 of 25

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

Notice of every general meeting shall be given in any manner authorised by clause 23 to:

15.7.1 every Member and Director; and

15.7.2 the Auditor or Auditors, if any, for the time being of the Company;

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

15.8 Notice of adjourned meeting

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

15.9 Accidental failure to give notice

An accidental failure to give notice of any general meeting to a person entitled to receive notice, or the non receipt by that person of the notice, does not affect the validity of the proceedings at the meeting or any resolution passed at it.

16 PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

16.1 Business of Annual General Meeting

The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:

16.1.1 to receive and consider the annual financial report, the report of the Board and the Audit/Financial Review report as applicable;

16.1.2 the election of Directors; and

16.1.3 the appointment of auditors, if necessary.

16.2 Special business

All other business transacted at an Annual General Meeting and all business transacted at any extraordinary general meeting is special business.

16.3 Quorum

No business can be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, at least twice the number of directors plus one, is a quorum. For the purpose of this clause "Member" includes a person attending as proxy or as representing a corporation which is a Member.

16.4 When quorum not present

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, must be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board determines and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

16.5 Chair

The chair must preside at every general meeting of the Company, or if there is no chair, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the deputy chair must be the chair, or if the deputy chair is not present or is unwilling to act then the Members present must elect one of their number to be chair of the meeting.

16.6 Adjournment

The chair may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned notice of the adjourned meeting shall be given in accordance with clause 15.8 (if required).

16.7 Voting and demanding a poll where Company has more than one member

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

16.7.1 by the chair, or

16.7.2 by a Member present in person or by proxy.

16.8 Declaration of vote on show of hands

16.8.1 Unless a poll is so demanded, a declaration by the chair 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 containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

16.8.2 If a member is not able to attend the voting and demanding of poll in person, the member could elect to attend the meeting electronically. The physical and electronic meeting needs to commence at the same date and time.

16.8.3 Show of hands as stated in clause 16.9.1 may be carried out by way of electronic meetings through video conferencing platforms.

16.9 Taking a poll

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

16.10 Chair has casting vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote, provided that the chair is a Member of the Company.

16.11 Voting rights

16.11.1 A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorized representative shall have one vote.

CORNEYLIND-1476439926-849\0.3

Page 13 of 25

**JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION**

16.11.2 Subject to the consent of the Company, a member may invite another person/s to attend any meetings of the Company as an observer, however, a member shall be entitled to vote.

16.12 Appointment of proxies

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

16.13 Proxy form

The instrument appointing a proxy may be in the following form or in a common or usual form:

".....

I.....of..... being a Member of

JUICE MEDIA LTD hereby appoint of or failing

him of as my proxy to vote for me

on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Company, to

be held on the day of 20... and at any adjournment

thereof.

My proxy is hereby authorized to vote *in favour of/against the following resolutions:

Signed this day of20....

(Note - in the event of the Member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.)

* Strike out whichever is not desired."

16.14 Proxy form and power of attorney to be deposited before meeting

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly certified copy of that power or authority shall be deposited at the registered office of the Company, faxed to the registered office or deposited at, faxed or sent by electronic mail to such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in that instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the take of the poll and in default the instrument or proxy shall not be treated as valid.

16.15 Validity of proxy or attorney vote

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

17 COMPOSITION OF THE BOARD

17.1 Directors and appointment of Chair

- 17.1.1 The business and affairs of the Company shall be managed by the Board of Directors consisting of not less than six (6) elected Directors and not more than nine (9) elected Directors who shall appoint one of their number as chair and may do so from time to time as occasion may require.
- 17.1.2 At all times, at least one such Director must be Co-Mission Member Appointed Director appointed in accordance with clause 17.4.2.
- 17.1.3 Each director must be:
- a A Member of the Company (provided that clause 12.6 shall apply in the case of a Co-Mission Member Appointed Director);
 - b Committed to the Statement of Faith of the Company;
 - c A member or adherent in good standing of a Christian church;
 - d Over the age of eighteen (18); and
 - e Not otherwise ineligible for election as a Director under the Act or the ACNC Act.

17.2 First Directors

The first Directors, who have consented in writing, will be those individuals named in the application to register the Company. One third of the first Directors (identified by agreement or ballot) shall retire at the first annual general meeting but shall be eligible for re-election. One half of the remaining first Directors (identified by agreement or ballot) shall retire at the second annual general meeting but shall be eligible for re-election. The remaining first Directors shall retire at the third annual general meeting but shall be eligible for re-election. A rotation of Directors is thereby established. Thereafter, the Board shall consist of those Directors elected as herein provided.

17.3 Term of appointment

Subject to clause 17.2, a Director shall hold office for a term of three (3) years, such term commencing at the time of election and continuing until the annual general meeting three (3) years subsequent to their election, when they must retire, but they shall be eligible for re-election at such meeting.

17.4 Election of Directors

- 17.4.1 The election of Community Member Directors shall take place in the following manner:
- a Any two (2) Members of the Company shall be at liberty to nominate any other person to serve as a Director. The candidate must be a Member of the Company;
 - b The nomination must be approved in writing by the Chair;
 - c No person is eligible for election as a Director unless they provide a written consent to the Company;
 - d The nomination, which shall be in writing and signed by the candidate and his proposer, and the consent must be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place;

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

- e Each Member present at the annual general meeting at which the election is to take place shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- f In case there shall not be a sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies.

17.4.2 The Election of Co-Mission Member Appointed Directors shall take place in the following manner:

- a The Co-Mission Member will, by notice in writing to the Company, appoint (and may remove) the Co-Mission Member Appointed Directors from time to time;
- b No person is eligible for election as a Co-Mission Member Appointed Director unless they provide a written consent to the Company.

17.5 Increasing or reducing number of Directors

Subject to clause 17.1.1, the Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors provided that the minimum number of Directors must not be less than six.

17.6 Board power to appoint

The Board has the power at any time, and from time to time, to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed, if any, in accordance with this Constitution. Any person appointed as a Director must provide the Company with a signed consent to act as a Director prior to their appointment as required by the Act. Any Director so appointed shall hold office only until the conclusion of the next following annual general meeting when they shall retire but they shall be eligible for re-election.

17.7 Resignation

A Director may resign from office by notice in writing to the Company.

17.8 Removal by Members

Subject to the Act, the Company may by resolution remove a Director from office.

17.9 Directors cannot remove another Director

A Director cannot be removed from office by the other Directors.

17.10 Vacation of office of Director

The office of a Director shall become vacant if the Director:

- 17.10.1 becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 17.10.2 becomes prohibited from being a Director of a Company by reason of any order made under the Act;
- 17.10.3 becomes disqualified from being a Director under the Act or a responsible entity under the ACNC Act or any order made under the Act or the ACNC Act;

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

- 17.10.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 17.10.5 resigns his office in accordance with clause 17.7;
- 17.10.6 is removed under the provisions of clause 17.8;
- 17.10.7 for more than three (3) months is absent without permission of the Board from meetings of the Board held during that period.

18 POWERS AND DUTIES OF THE BOARD

18.1 General powers of Board

- 18.1.1 The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.
- 18.1.2 If the company is a subsidiary of a holding company the directors are authorised to act in the best interests of the holding company provided the company is not insolvent at the time of the directors' act or does not become insolvent because of the directors' act.

18.2 Regulations

The Board may make regulations for the conduct of the activities of the Company, or any of them. Such regulations shall nevertheless be subject to this Constitution and to the provisions of the Act. Any regulation of the Company made by the Board may be disallowed by the Company in general meeting provided that no resolution by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed or made.

18.3 Borrowing

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

18.4 Execution of cheques etc

- 18.4.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.
- 18.4.2 Electronic payments made by the Company shall be signed, accepted, approved or otherwise executed, as the case may be, by any two Directors, or in such other manner as the Board from time to time determines.

18.5 Minutes

The Board shall cause minutes to be made:

- 18.5.1 of proceedings and resolutions of meetings of the Company; and
- 18.5.2 of proceedings and resolutions of meetings of the Board (including meetings of a committee of Directors); and

**JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION**

- 18.5.3 of resolutions passed by a Member without a meeting where the Company has only one Member; and
- 18.5.4 of resolutions passed by Directors without a meeting.
- 18.5.5 Such minutes shall be approved by resolution of the Directors at the next succeeding meeting. Where the minutes referred to in this clause are approved in accordance with this clause, those minutes shall be presumed to be an accurate record of the relevant proceedings and resolutions unless the contrary is proved.

18.6 Notice required when Director has material personal interest

Subject to the Act, a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of their interest and must not be present at the meeting while the matter is being considered or vote on the matter. The notice required to be given to the other Directors must give details of the nature and extent of the material personal interest and the relation of the material personal interest to the affairs of the Company. Notice must be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter. Details must be recorded in the minutes of the Directors' meeting.

18.7 Standing notice of interest

A Director who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest in the matter in accordance with the Act. The notice may be given at any time and whether or not the matter relates to the affairs of the Company at the time the notice is given.

18.8 Director may contract with Company

Subject to clause 18.6, a Director is not disqualified by the office of Director from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise and no contract or arrangement entered into with the Company by a Director nor any contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested may be avoided for that reason. A Director is not liable to account to the Company for any profit realized by any contract or arrangement, by reason of holding the office of Director or of the fiduciary relationship established by the office.

18.9 Director with interest may affix seal

A Director who is interested in any contract or arrangement may, notwithstanding the interest, attest the affixing of the Seal to any document evidencing or otherwise connected with the contract or arrangement.

18.10 Compliance with ACNC Governance Standards

Without limitation to any other duties or obligations a Director may owe the Company, each Director must at all times, to the extent that it depends upon them, comply with the ACNC Governance Standards and such other regulations or codes of conduct as may be adopted by the Board from time to time.

19 PROCEEDINGS OF THE BOARD

19.1 Meetings of the Board

The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the secretary must on the requisition of a Director, summon a meeting of the Board.

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

19.2 Circular resolutions

- 19.2.1 The Directors may pass a resolution without a Director's meeting being held if a majority of the Directors vote in favour of the resolution by each Director either:
- a signing a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document; or
 - b replying by email in response to an original email setting out the terms of a resolution of the Board confirming that they are in favour of the resolution set out in the original email.
- 19.2.2 Once the original sender has received the number of responses that is sufficient to constitute a majority, a resolution in those terms shall be deemed to have been passed on the day and at the time that the original sender receives the last of those responses.
- 19.2.3 For the purposes of clause 19.2.1a, separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.
- 19.2.4 A reference in clause 19.2.1 to a majority of the Directors does not include a reference to a Director who, at a Board meeting, would not be entitled to vote on the resolution.
- 19.2.5 A resolution of the Board passed in accordance with clause 19.2.2 must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.

19.3 Quorum for Board

The quorum necessary for the transaction of the business at a meeting of the Board:

- 19.3.1 shall be a simple majority of a number equal to the number of Directors elected and/or appointed to the Board as at the close of the last General Meeting (subject to clause 19.3.3);
- 19.3.2 shall include at least one (1) Co-Mission Member Appointed Director; and
- 19.3.3 in no case shall be less than 4 (four) directors.

19.4 Meetings by electronic means

A majority of Directors shall be deemed to hold or be present at a meeting of Directors when they communicate through a telephone conference call, video or other electronic conference method in circumstances where each of them can simultaneously hear what is said by and can speak to the others of them. Such a meeting shall be deemed to be held at the place where the chair was present during the meeting. A resolution passed by the Board pursuant to this clause must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.

19.5 Voting at Board meetings and Chair's casting vote

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of those Directors present and a determination by a majority shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chair of the meeting shall have a second or casting vote.

19.6 Permitted acts during vacancy in Board

The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

19.7 Chair

The chair shall preside at every meeting of the Board, but if there is no chair, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the deputy chair shall be chair or if the deputy chair is not present at the meeting then the Directors may choose one of their number to be chair of the meeting.

19.8 Sub-committees

The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the Directors of the Company by the Act or the general law) to one or more sub-committees. Any sub-committee so formed shall conform to any regulations that may be imposed by the Board and all members of such sub-committee shall have one vote on the sub-committee.

19.9 Advisory Boards

The Board may appoint one or more advisory boards consisting of such persons as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and all members of such advisory board shall have one vote on the advisory board.

19.10 Conduct of sub-committees and advisory boards

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

19.11 Defects in appointment or qualifications of Director

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

20 APPOINTMENT OF SECRETARY

The secretary shall in accordance with the Act be appointed by the Board for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. A person must provide the Company with a signed consent to act as secretary prior to their appointment.

21 SEAL

21.1 Common seal optional

The Board may provide for the Company to have a common seal which must only be used with the authority of the Board or of a sub-committee of Directors authorised by the Board in that behalf.

21.2 Affixing the seal

The Company may execute a document (including a Deed) using a seal if the seal is affixed to the document and the affixing of the seal is witnessed by:

21.2.1 two (2) Directors; or

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

21.2.2 a Director and a Secretary.

21.3 Execution of documents without seal

The Company may execute a document (including a Deed) without using a seal if the document is signed by:

21.3.1 two (2) Directors; or

21.3.2 a Director and a Secretary.

21.4 Other ways of executing documents

Notwithstanding clauses 21.2 and 21.3, a document (including a Deed) may also be signed by the Company in any other manner permitted by law.

22 ACCOUNTS

22.1 Keeping of financial records

True accounts shall be kept in accordance with the Act, the ACNC Act and any Charitable Fundraising Legislation (as applicable), of the sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place and of the proper credits and liabilities of the Company.

22.2 Period of Financial Year

The financial year of the Company shall close on 31st day of December in each year.

22.3 Inspection by Members

The Board shall from time to time determine at what times and places and under what conditions the accounting and other records of the Company shall be open to the inspection of Members.

22.4 Reporting to Members

The Board shall provide annual financial reporting to Members in accordance with the Act.

23 NOTICE

23.1 Service of notices

Any notice required by law or by or under this Constitution to be given to any Member shall be given:

23.1.1 personally; or

23.1.2 by sending it by post to the address for the Member in the Register of Members; or

23.1.3 by sending it to the fax number nominated by the Member; or

23.1.4 by sending it by e-mail or like device to the e-mail address or other electronic address nominated by the Member.

23.2 When notice deemed to be served

Where a notice is given personally, service of the notice shall be deemed to occur on the day of receipt. Where a notice is sent by post, service of the notice shall be deemed to be effected by

CORNEYLIND-1476439926-849\0.3

Page 21 of 25

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected 3 days after it is posted. Where a notice has been given by facsimile, e-mail or like device it shall be deemed to have been given on the same day as transmission.

24 INDEMNITY

24.1 Indemnity for Directors, Secretaries and other officers

Subject to the Act and to the extent permitted by law, the Company must indemnify every person who is or has been a Director, the Secretary or another officer of the Company against a liability:

24.1.1 incurred by any such person acting in that capacity to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith;

24.1.2 for the costs and expenses incurred by any such person acting in that capacity:

- a in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; or
- b in connection with an application, in relation to such proceedings, in which the court grants relief to him or her under the Act.

24.2 Indemnity for employees

Every employee who is not a Director, the Secretary or another officer of the Company may be indemnified, unless prohibited by law, out of the property of the Company against a liability:

24.2.1 incurred by the employee acting in that capacity;

24.2.2 for the costs and expenses incurred by him or her acting in that capacity:

- a in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which he or she is acquitted; or
- b in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under Act.

25 INSURANCE

25.1 Insurance for Directors, Secretaries and other officers

Subject to the Act, the Company may pay insurance premiums in respect of insurance for the benefit of a Director, Secretary or another officer of the Company acting in that capacity against:

25.1.1 costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or

25.1.2 a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Company or a breach of the provisions of the Act dealing with improper use of inside information or position.

25.2 Insurance for others

The Company may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company who is not a Director, Secretary or another officer of the Company concerned in the management of the Company.

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

26 PUBLIC FUND

26.1 Set up and operation of Public Fund

- 26.1.1 The Company may establish and maintain a public fund.
- 26.1.2 Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from the funds of the Association and will only be used to further the principal purpose of the Company. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- 26.1.3 The fund will be administered by a committee (which may comprise some or all of the Directors), the 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 cultural objectives of the Company.
- 26.1.4 No monies/assets in this fund will be distributed to Members or Directors of the Company, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- 26.1.5 The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status
- 26.1.6 Receipts for gifts to the public fund must state:
- a the name of the public fund and that the receipt is for a gift made to the public fund;
 - b the Australian Business Number of the Company;
 - c the fact that the receipt is for a gift; and
 - d any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

27 ALTERATION OF THIS CONSTITUTION

27.1 Special resolution

A resolution altering or repealing any part of this Constitution must be passed by special resolution.

28 DEFINITIONS AND INTERPRETATION

28.1 Definitions

In this Constitution unless there be something in the subject or context inconsistent therewith:

**Check for necessary deletions/insertions of definitions

- 28.1.1 “**Act**” means the Corporations Act 2001 (Cth) as amended from time to time.
- 28.1.2 “**ACNC Act**” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) as amended from time to time;
- 28.1.3 “**ACNC Governance Standards**” means the standards by that name from time to time promulgated as part of the regulations of the ACNC Act;

**JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION**

- 28.1.4 “**Annual General Meeting**” means the general meeting held each year as required by the Act and this Constitution;
- 28.1.5 “**Board**” means the Board of Directors of the Company;
- 28.1.6 “**Chair**” means the chair of the Board;
- 28.1.7 “**Co-Mission Member**” means Hope Media Ltd ACN 000 456 468;
- 28.1.8 “**Co-Mission Member Approval Matters**” means:
- a the appointment and/or removal of the Managing Director (if any), the Chief Executive Officer (or equivalent) and other senior management positions of the company;
 - b any amendments to this Constitution;
 - c incurring of capital expenditure by the company in excess of \$2,000 (if unbudgeted in the Budget) or operating expenditure in excess of \$2,000 (if unbudgeted in the Budget);
 - d entering into, terminating or varying any material contract of the company;
 - e the acquisition or divestment by the company of assets with a value in excess of \$10,000 (whether under a single transaction or a series of related transactions);
 - f without limiting (e) above, any surrender, transfer, assignment or other dealing with any broadcasting licence or similar licence of the company;
 - g any lending of money or provision of credit or giving of any guarantee or indemnity or creation of any other form of contingent liability by the company;
 - h any borrowing or raising of money, or procuring of credit, by the company other than incidental trade credit in the ordinary course of business;
 - i adoption of each Budget and/or strategic plan of the company;
 - j appointment or removal of an auditor of the company;
 - k any proposed amalgamation, restructuring or winding up of the company;
 - l any material change in the nature of the company’s activities or proposed cessation of any material part of the company’s activities;
 - m the conduct by the company of any business or activity inconsistent with the objects set out in clause 4;
 - n the company encumbering or otherwise offering as security any of its assets; or
 - o the alteration of the rights attached to any class of membership of the company.
- 28.1.9 “**Community Member**” means an active member of the Christian community admitted to the Company;
- 28.1.10 “**Company**” means Juice Media Ltd A.C.N. 068 323 106;
- 28.1.11 “**Director**” means a person elected or appointed as a Director of the Company;

JUICE MEDIA LTD - ACN 068 323 106
CONSTITUTION

- 28.1.12 “**Member**” means a member of the Company;
- 28.1.13 “**Ordinary resolution**” means a resolution passed by a simple majority of such persons as being entitled so to do, vote in person or by proxy at a general meeting of the Company;
- 28.1.14 “**Person**” shall include natural persons and corporations;
- 28.1.15 “**Poll**” means a secret ballot;
- 28.1.16 “**Register**” means the Register of Members of the Company;
- 28.1.17 “**Regulations**” means the regulations made by the Board pursuant to this Constitution;
- 28.1.18 “**Seal**” means the common seal of the Company;
- 28.1.19 “**Secretary**” means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
- 28.1.20 “**Special resolution**” means, subject to the Act, a resolution passed by a majority of not less than 75% of eligible voters, present in person or by proxy at a general meeting of the company of which sufficient notice has been given, such notice setting out the intention to propose the special resolution and stating the resolution;
- 28.1.21 “**Subscriber**” means a person named in the application to register the Company as a person who consents to become a Member;

28.2 Interpretation

In the construction of this Constitution:

- 28.2.1 expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 28.2.2 a gender includes all genders;
- 28.2.3 the singular includes the plural and vice versa;
- 28.2.4 words or expression contained in this Constitution shall be interpreted in accordance with the provisions of the Act.

28.3 Replaceable Rules

Except to the extent that is contained in any provision of this Constitution the replaceable rules referred to in the Act do not apply to this Company.