

11 January 2008



<Name>

[Director] or [Secretary]

<Name of organisation>

<Address>

<Address>

Dear <Name>

**INVITATION TO SUBSCRIBE FOR SHARES AND BECOME A MEMBER OF AN  
ELIGIBLE DIGITAL REPRESENTATIVE COMPANY FOR THE SYDNEY RA1  
COMMERCIAL RADIO LICENCE AREA**

Pursuant to section 9C of the *Radiocommunications Act* 1992 (the “**Radcoms Act**”) the Community Broadcasting Association of Australia, as promoter, invites all incumbent digital community radio broadcasting licensees (“**Incumbent Community Broadcasters**”) in the Sydney RA1 commercial radio licence area, to subscribe for shares in a company (“**Sydney DR Company**”) that will become digital community radio broadcasting representative company for the purposes of section 9C of the Radcoms Act.

The Sydney DR Company has not been incorporated at the date of this invitation, but will be incorporated following the close of this invitation and Incumbent Community Broadcasters that accept this invitation will become the founding members of the Sydney DR Company.

Please note that **only** those persons that fit the above criterion are entitled to subscribe for shares and become members of the Sydney DR Company on its incorporation.

**1. Reason for establishment of a Sydney DR Company**

First, on its incorporation, it is intended that all Incumbent Community Broadcasters (whether they accept this invitation or not) will give the Australian Communications and Media Authority (**ACMA**) a joint written notice under sub-section 9C(1)(b) of the Radcoms Act that the paragraph apply to the Sydney DR Company.

Following that, it is intended that the Sydney DR Company will accept an invitation to subscribe for shares and become a member of one or more eligible joint venture companies being formed for the purposes of sub-section 102C(5) of the Radcoms Act (“**Sydney JV Company**”) by Commercial Radio Australia (**CRA**), as promoter. The Sydney JV Company is being formed to apply for the “Category 1 digital radio multiplex transmitter licences” for the Sydney RA1 commercial radio licence area. It is intended that only one Sydney DR Company will be formed, even if two Sydney JV Companies are formed.

Sub-section 102C(5) of the Radcoms Act provides that only a digital community radio broadcasting representative company and the incumbent digital commercial radio broadcasting licensees in the area may become members of a Sydney JV Company Sydney RA1 commercial radio licence area.

On 11 December 2007, ACMA issued an invitation for an “**eligible joint venture company**” to apply for those licences. The term eligible joint venture company is defined in sub-section 102C(5) of the Radcoms Act.

ACMA’s invitation will be open for at least 150 days, from 11 December 2007 to 9 May 2008.

On 21 December 2007, CRA issued an invitation to eligible licensees (including the digital community radio broadcasting representative company) for the Sydney commercial radio licence area to join a Sydney JV Company (or more than one Sydney JV Company). The invitation was published on ACMA’s Internet site on 24 December. Accordingly, CRA’s invitation will be open for at least 120 days from 24 December 2007.

## **2. Invitation to subscribe for shares and become a member of the proposed company**

It is required that this invitation remain open for at least 90 days beginning on the date on which it is first published on ACMA’s website.

It is intended that the Sydney DR Company will be formed after this invitation period ends and Incumbent Community Broadcasters that accept this invitation will be required to sign an application for shares and consent to become a member of the Sydney DR Company to enable it to be formed.

The initial amount payable for the issue of shares will be \$1.00 per share and each member will subscribe for the same number of shares, which may be a nominal amount for the purpose of establishing the Sydney DR Company. However, soon after the establishment of the Sydney DR Company and once the funding requirements of the Sydney JV Company(ies) are known , all members will be called on to provide further funding.

Those further funding contributions will be made on a pro rata basis relative to the number of shares that each member in the Sydney DR Company holds when the call for additional funding is made.

As noted above, following incorporation it is intended that the Sydney DR Company shall accept the CRA’s invitation to subscribe for shares in and become a member of one or more Sydney JV Companies.

## **3. Indicative Capital Costs for DR Company Members**

In order to assist in making the decision on joining the Sydney DR Company, the Community Broadcasting Association of Australia has developed an indicative infrastructure cost for each Sydney DR Company member which will fall due in calendar year 2008. These figures have been determined having regard to the indicative infrastructure cost for the Sydney DR Company’s share of funding for the Sydney JV Company set out in the invitation received from CRA by the Community Broadcasting Association of Australia. These costs will be further refined and are meant as a guide only.

The Sydney DR Company will have access to 2/9th of each foundation multiplex capacity. An indicative cost contained in CRA’s invitation relating to the Sydney JV

Company(ies) that will operate the multiplex estimates the total indicative cost to the Sydney DR Company for Sydney will be <\$XXX>.

#### **4. Membership is voluntary**

Please note that membership of a Sydney DR Company is **voluntary**.

If you are eligible to subscribe for shares and become a member, but choose not to become a member of a Sydney DR Company, you will then be classed as an “access seeker”. This means you will still have the statutory right to obtain access to one of the Sydney digital radio multiplexes in order to provide digital community radio broadcasting services when digital radio broadcasting commences.

In order to obtain access to the digital broadcasting facilities operated by the Sydney JV Company, *access seekers* will be required to pay an annual access fee which will be set by the Sydney JV Company.

#### **5. Activities of the proposed company**

Pursuant to sub-section 9C(1)(k) of the Radcoms Act, the activities of a Sydney DR Company will be confined to:

- Holding shares in one or more companies that hold, have applied for, or propose to apply for, category 1 digital radio multiplex transmitter licences or category 2 digital radio multiplex transmitter licences for the Sydney area; and
- Exercising the powers conferred by the Radcoms Act on a digital community radio broadcasting representative company.

#### **6. Share issue**

On registration of a Sydney DR Company with ASIC, each eligible applicant for membership will be issued with shares in the Company (see 2 above).

Members of the Sydney DR Company will be required to subscribe for further shares when the further funding requirements are confirmed; it is expected this will occur once the CRA or the Sydney JV Company(ies) have determined the final capital contribution requirements for the Sydney JV Company(ies) and notified the Community Broadcasting Association of Australia (as promoter of the Sydney DC Company) or the Sydney DC Company if it has been formed – see paragraphs 2 and 3 above.

By accepting this invitation, eligible applicants will be required to provide the additional funding and subscribe for additional shares.

#### **7. How to apply**

If you meet the eligibility criteria above and wish to become a member of a Sydney DR Company, you may do so via the consent form attached to this letter.

Each member of a Sydney DR Company will be entitled to appoint one (1) director to the board of the Company.

Please ensure that the attached form is signed by people with the authority to bind your organisation.

**Once the consent forms are completed, please return them to us. Postal and fax details for CBAA are listed on the forms.**

Please do not hesitate to contact me on (02) 9318 9600 if you have any questions in relation to this invitation.

Yours sincerely

Barry Melville  
**General Manager**

**APPLICATION TO BECOME A MEMBER OF THE SYDNEY DR COMPANY**  
*Corporations Act 2001*

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To: Ian Laird

Fax: (02)

Digital Radio Project Manager

Community Broadcasting Association  
of Australia PO Box 564 ALEXANDRIA  
NSW 1435

**APPLICATION TO BECOME A MEMBER**

The organisation whose details are noted below (the "**Applicant**") applies to become a member of the Sydney DR Company (the "**Company**") on the basis:

- (1) firstly, contemplated under section 9C of the *Radiocommunications Act 1992*;
- (2) secondly, as otherwise set out in the letter from the Community Broadcasting Association of Australia dated 11 January 2008 (to the extent consistent with the provisions of section 9C of the *Radiocommunications Act 1992*).

**Applicant organisation name:** .....

**ACN:** .....

**ABN:** .....

**Registered Address:** .....

.....

**Share Class:** ORDINARY SHARES

Date:  
.....

Signed for and on behalf of the Applicant organisation, identified above, in accordance with section 127 of the Corporations Act:

\_\_\_\_\_  
Signature of director

\_\_\_\_\_  
Signature of director/secretary

\_\_\_\_\_  
Full name of director (please print)

\_\_\_\_\_  
Full name of director/secretary  
(please print)