Invitation to Register Interest for:
The Community Broadcasting Licence and associated activities currently operating as Radio Adelaide
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1. INFORMATION FOR REGISTRANTS

1.1 Radio Adelaide
Radio Adelaide (5UV) was established by the University of Adelaide in 1972, initially as a distance education medium. Radio Adelaide has played a unique role in the University’s community engagement and student experience history. When launched, it was the first community radio station in Australia, and remains one of the sectors’ leading community broadcasters nationally.

Radio Adelaide provides a highly diverse talks and music radio service to the Adelaide metropolitan community on FM, a digital radio channel, online audio and video content delivery via the Radio Adelaide website including podcasts and audio-on-demand, social media and a print magazine. The University, trading as Radio Adelaide is also a nationally recognised media production and training entity and registered RTO.

The University provides an annual contribution of $400,000 to support Radio Adelaide’s operations, together with rent-free facilities and other administrative support. Radio Adelaide generates revenue through grants and projects, training fees and training services including coursework in the University Bachelor of Media program, program access fees, subscription and sponsorship. These sources provide the additional revenue required to meet the ongoing cost of Radio Adelaide operations and outcomes.

With the recognition of the changing environment for radio broadcasting, the University commissioned a review of the Radio Adelaide model that has operated for over 40 years, to determine a more sustainable financially and independent operation for the future. The timing of the review has also been prompted by the sale of the building housing Radio Adelaide’s current operations, which will require a significant investment in relocated facilities.

The Review identified five possible future options subsequently distributed to the broader community for comment. There was overwhelming community support for the transition of Radio Adelaide to an independent entity and the University is now seeking interest from parties who will commit to take community broadcasting forward through the transfer of the existing Radio Adelaide analog and digital community broadcasting licences.

1.2 The Offer
Registrants are able to indicate interest in the transfer of the licences to their existing or a proposed new entity or in making a significant financial contribution as a member of a new entity.

No consideration will be payable or otherwise need to be provided to the University for the transfer of the community broadcasting licences.

1.3 The Approach
The successful Registrant will need to meet the criteria to be transferred the licences and to operate under the Broadcasting Act 1992 (Cth) and the Radiocommunications Act 1992 (Cth). The transfer can only occur with approval of the Australian Communications and Media Authority (AMCA).

It is preferable that the Registrant is able to demonstrate a vision for future broadcasting and a business acumen for sustainability into the future. The Registrant should propose a new operating model for community broadcasting using the licences, ultimately independent of University support. The University will work with the successful Registrant by providing a support package to assist with the transition of Radio Adelaide.

ACMA’s requirements in respect of holding a community broadcasting licence include that the holder of the licence must:

(a) be a company (preferably a company limited by guarantee) or incorporated association;
(b) use the analog licence within a broad range of interests under an educational agenda (but it is not necessary for the Registrant to offer the same programs as the current Radio Adelaide programs);
(c) have the financial, technical and management capacity to operate Radio Adelaide;
(d) not operate the analog licence for profit, or as part of a profit making enterprise. ACMA’s preference where a licensee is a profit making enterprise is that a separate corporate entity or a separate board of management, is set up to operate the analog licence; and
(e) be able to comply with requirements under the Broadcasting Act for holding a community broadcasting licence (e.g. continue to represent community interest and operate as a not-for-profit not broadcast advertisements (although sponsorship announcements are permitted), comply with technical standards for transmission and comply with the Community Radio Broadcasting Codes of Practice).


1.4 Timeframe
Timeframes have been established recognising alternate facilities will need to be identified and finalised by 30 June 2016 if Radio Adelaide is to maintain continuity of broadcast.

At the time of issuing this Invitation to Register Interest it is anticipated that the Registration of Interest process will take place as follows:

| a) Issue Registration of Interest | 14 December 2015 |
| b) Registrations of Interest close | 2.00pm (CST) 24 December 2015 |
| c) Transfer Agreement signed | TBD – January 2016 |

1.5 Licence Transfer
Final arrangements will be subject to the outcome of negotiations with the University and approval by the ACMA and will include:

| a) Transfer of the analog and digital licences (including transfers of transmitter licence, digital access arrangements, shares in Community Digital Radio (Adelaide) Pty Limited and associated services arrangements). |
| b) Transfer of the University of Adelaide existing assets and equipment related to Radio Adelaide operations. |
| c) Transfer of the Business Name ‘Radio Adelaide’ |
| d) Assistance in relocation expenses. |
| e) Transitional funding towards existing operational costs. |
| f) Assistance with digital equipment to meet new facility requirements. |
| g) Commitment to continued access to the courses associated with the delivery of the Media Degree. |

Additional information about these transfer arrangements will be provided during the negotiation process.

If the successful Registrant wishes to be a RTO in connection with Radio Adelaide, the Registrant will either need to apply for registration as a RTO or, if an existing RTO, extend its scope of registration to include relevant certificates.
2. ENQUIRIES AND INFORMATION DOCUMENTS

2.1 Enquiries
a) Registrants are encouraged to seek clarification of anything in the Invitation to Register Interest documents.

b) Registrants may send enquiries or requests for further information in writing by way of transmission of a Portable Document Format (PDF) by email to the University’s Representative:

Ms Virginia Deegan
Director Infrastructure
virginia.deegan@adelaide.edu.au

Discussion during the registration period with the University’s representative in relation to potential terms and opportunities is strongly encouraged, and will be treated in the strictest confidence.

2.2 Confidentiality and administrative acts
a) All information exchanged between Registrants and the University shall be treated as Confidential Information. Both the Registrant and the University undertake to maintain that information as confidential and commercial in confidence, throughout the Invitation to Register Interest period, and where relevant, for and beyond the term of any Transfer Agreement.

b) The University is an “agency” for the purpose of the Freedom of Information Act 1991 (SA) and is also a party to agreements whereby it is subject to the Freedom of Information Act 1982 (Cth) (together ‘the Acts’). The University recognises its responsibility to make available information as requested in accordance with the Acts and otherwise to report to the responsible Minister as required by Part 2 of the Freedom of Information Act 1991 (SA).

c) The University will keep confidential information supplied and identified as “confidential”. In the event of a request for documents under either of the Acts, the University will seek the views of the Registrant and in appropriate cases claim any reasonably available exemptions under the Acts. Within the constraints of the Acts the University will give any Registrant the opportunity for their views to be considered prior to any decision being made as to the release of documents.

d) Registrants are also asked to note that this Invitation to Register Interest and any Transfer Agreement may involve administrative acts by the University pursuant to the Ombudsman Act 1972 (SA). The University may be subject to investigation in the public interest by the office of the Ombudsman. It follows that Registrants must ensure compliance with all obligations arising under that or any other Act of Parliament.

e) All records relating to any Invitation to Register Interest or any Transfer Agreement must be made available for inspection on reasonable notice by an auditor appointed by the University or by the Auditor General in exercise of the Auditor General’s powers under the Public Finance and Audit Act 1987 (SA).

3. CONFLICT OF INTEREST

3.1 No conflict
a) The Registrant must not place itself, and must ensure that its officers, employees, agents and advisers do not place themselves, in a position that may or does give rise to an actual, potential or perceived conflict of interest between the interests of the University and the Registrant during this Invitation to Register Interest process.
b) If, during the Registration of Interest process a conflict of interest arises, or appears likely to arise, the Registrant must notify the University’s Representative immediately in writing by email and by post and take such steps as the University’s Representative notifies in writing by email and by post to resolve or otherwise deal with the conflict.

3.2 University not required to evaluate
Without limiting clause 4.1, the University may (in its absolute discretion) decide not to evaluate (or continue to evaluate) a Registration of Interest if the Registrant:

a) has not complied with paragraph 3.1(a);

b) fails to notify the University’s Representative under paragraph 3.1(b); or

c) fails to take the steps notified by the University’s Representative under paragraph 3.1(b) to resolve or otherwise deal with any conflict.

4. SELECTION PROCESS

4.1 University not required to proceed
a) The University may (in its absolute discretion) discontinue this Registration of Interest process.

b) If the University discontinues this Registration of Interest process, the Registrant acknowledges and agrees that clause 7 (Costs and Claims) applies so that the:

(i) the Registrant must bear its own costs; and

(ii) the Registrant releases the University from all claims (at law or in equity).

5. EVALUATION CRITERIA

5.1 Expertise, resource and availability
In considering each Registration of Interest, the University will apply the following evaluation criteria:

a) legal entity: Registrants must be a corporate entity (or proposed corporate entity) acceptable to the University and ACMA, and must submit all of the information required by ROI Schedule 1 (Registration of Interest Form) and the Appendix to ROI Schedule 1;

b) capability and expertise: the extent to which the Registrant has demonstrated that it has the capability and expertise to operate a successful community broadcasting station by way of its Preliminary Proposal – refer ROI Schedule 2 (Preliminary Proposal).

5.2 Legal Entity
A Registrant must be a corporate entity and acceptable to the University and ACMA (i.e. a company or incorporated association, preferably a company limited by guarantee). ROIs will not be considered from individuals, entities under any form of external administration or trusts.

5.3 University’s evaluation discretion
The University may (in its absolute discretion):

a) obtain and take into account information from its own inquiries and investigations, including from referees on prior or current projects on which an Registrant may have been involved (whether or not nominated by the Registrant in its Registration of Interest);

b) take into account any information submitted or any additional information submitted by the Registrant in any Registration of Interest, tender or similar procurement process in connection with any other University project; and

c) without limiting any other right or remedy of the University, decide not to evaluate a Registration of Interest (or continue to evaluate a Registration of Interest) if the Registrant has failed to comply with any of its obligations in this Invitation to Register Interest or has otherwise acted inconsistently with the Registration of Interest process.
6. **REGISTRATION OF INTEREST**

6.1 **Lodgement**

a) To submit a conforming Registration of Interest, the Registration of Interest must be submitted by delivery to the reception counter at The University of Adelaide, Mitchell Building, North Terrace, Adelaide, SA by **2:00 pm CST on Thursday 24 December 2015** (or such later date as is notified to the Registrant by the University’s Representative in writing).

Registrants should address the Registration of Interest to the University’s Representative:

Ms Virginia Deegan  
Director Infrastructure  
Room 637, Level 6 Kenneth Wills Building  
The University of Adelaide  
SA 5005 AUSTRALIA

6.2 **Administrative Arrangements**

To assist the University in identifying the Registrant, identifying its Registration of Interest and evaluating its Registration of Interest, the Registrant is requested to:

a) enclose the Registration of Interest in a sealed package;  
b) label the outside of each sealed package with “Registration of Interest for the Community Broadcasting and Associated activities currently operating as Radio Adelaide”;  
c) the name of the Registrant should appear clearly on the front of the sealed package;  
d) submit two (2) bound copies, one (1) copy in electronic format and one (1) bound printed copy of the Registration of Interest marked “Original”. In the event of any discrepancies between the electronic copy and the bound printed copy, the bound printed copy marked “Original” will prevail;  
e) ensure that all contents, alterations and erasures are clearly and legibly stated and initialled by the Registrant (if applicable).

7. **COSTS AND CLAIMS**

7.1 **Registrant to bear its own costs**

Without limiting any other provision of this Invitation to Register Interest, no payment will be made by the University to the Registrant or any other entity for any costs, expenses, losses or damages incurred or suffered by the Registrant or any other entity arising out of or in connection with preparing a Registration of Interest, the Registration of Interest process (including any debrief or industry briefing) or any failure to comply with this Invitation to Register Interest.

7.2 **Release**

The Registrant submits its Registration of Interest and any subsequent tender on the basis that it releases the University from all claims (at law or in equity) in respect of any costs, expenses, losses or damages incurred or suffered by the Registrant or any other entity arising out of or in connection with preparing a Registration of Interest, this Invitation to Register Interest process (including any debrief or industry briefing) and any failure to comply with this Invitation to Register Interest.
ROI SCHEDULE 1 - REGISTRATION OF INTEREST FORM AND APPENDIX
REGISTRANT’S DETAILS

TO:
Ms Virginia Deegan
Director Infrastructure
Room 637, Level 6 Kenneth Wills Building
The University of Adelaide
SA 5005 AUSTRALIA

Legal Name of Registrant:

Street Address:

Telephone (office): Telephone (mobile): Fax:

Address for correspondence (insert “as above” if applicable):

Trading/Business Name (if any):

ACN/ABN (if applicable):

Business name Registration No. (if applicable):

I, ___________________________ the person identified above / an authorised representative of the Registrant identified above [delete whichever is not applicable] hereby register an interest in ownership of the community broadcasting licence and associated activities currently operating as Radio Adelaide and declare that the information contained herein is true and correct.

The University is authorised to obtain information from its own enquiries and investigations, including from referees on prior or current projects on which the Registrant may have been involved (whether or not nominated by the Registrant in its Registration of Interest) and may (in its absolute discretion) take into account any information submitted or likely to be submitted by the Registrant in any Registration of Interest, tender or similar procurement process in connection with any other University project.

Signed: ___________________________ Date: __________________

Print Name: ___________________________

Witnessed: ___________________________ Date: __________________

Name of Witness: ________________________

Address of Witness: ________________________

Notes:
1. The Registration of Interest Form must be signed by a person authorised to agree the terms and conditions of the licence transfer arrangements.
2. The named Registrant must have the capacity to enter into the proposed licence transfer arrangements if successful and its ROI is accepted by the University.
3. Registrants must ensure that all of the Registration of Interest forms including this ROI Schedule 1 and Appendix – Registrant’s Details are complete, accurate and valid.
LEGAL ENTITY

Submit the information specified below for the legal entity on whose behalf the Registration of Interest is submitted.

The Registrant is: [insert name and ABN]

The Registrant commenced trading on (date): [insert date]

Is the Registrant a subsidiary company? Yes / No

If Yes, the name & ABN of the ultimate holding company is: [insert name and ABN]

Is the Registrant a holding company? Yes / No

If Yes, the names and ABNs of subsidiaries are: [insert names and ABNs]

END OF ROI SCHEDULE 1 AND APPENDIX
ROI SCHEDULE 2 – PRELIMINARY PROPOSAL

The Registrant is requested to provide a preliminary proposal in narrative form (of no more than 4 pages) which addresses the following:

**Item 1  Capability and Experience**

The Registrant's capacity to represent the same community interest as the University, i.e. an 'Educational' community interest.

The Registrant's capacity to satisfy relevant ACMA criteria (refer Section 1.3 of the ROI).

Whether the Registrant has sufficient and appropriately skilled resources with proven expertise in community broadcasting and associated activities and has the capability and experience to operate Radio Adelaide (whether as an existing or new entity, or as a participating member of a new entity).

How the Registrant will operate the analog licence on a not-for-profit basis (including if it is part of a profit making enterprise).

An indication of the level of and duration of any University support required by the Registrant.

**Item 2 Governance and Organisational Structure**

The Registrant's proposed governance structure, operating model and strategic direction for Radio Adelaide.

Registrants should submit an organisational structure diagram.

**Item 3 Registration of Interest to Participate as a Partner**

Where the Registrant’s interest is limited to participation in a potential new entity and the extent of the interest proposed.

END OF ROI SCHEDULE 2 AND END OF ROI SCHEDULES