



**Memorandum and Articles of Association
of
Royal Automobile Club of Victoria (RACV) Ltd
ACN 004 060 833**

As amended by a General Meeting of the Royal Automobile Club of Victoria (RACV) Ltd held
on 1 May, 2019

TABLE OF CONTENTS

Contents

Memorandum of Association	3
Articles of Association	5
Definitions and Interpretation.....	5
Membership.....	7
Categories of Membership.....	8
Rights of Members	9
Membership Fees	10
Register	10
Patrons	10
Directors	11
Managing Director	16
Power of the Board	17
Indemnity of Officers and Insurance	18
President, Chairman and Deputy Chairman.....	18
Proceedings of the Board	19
Committees	20
Seal	20
Officers	21
Accounts and Inspection of Records	21
Audit.....	21
General Meeting.....	21
Notices.....	24
Club Liquor Licensing.....	25

Memorandum of Association
of
Royal Automobile Club of Victoria (RACV) Ltd
ACN 004 060 833

1. The name of the Company is Royal Automobile Club of Victoria (RACV) Ltd, in this Memorandum called “the Club”.
2. The objects of the Club are:
 - (a) To conduct the following activities in our chosen fields of motoring, mobility, leisure, assurance, insurance, social wellbeing and the home;
 - (i) deliver a range of services and products;
 - (ii) advocate for our members;
 - (iii) deliver to members a range of benefits on RACV products and products from other organisations;
 - (iv) seek to support the community by providing aid and support, whether financially or otherwise, for initiatives and institutions of a charitable, benevolent or like character;
 - (b) To do such other lawful things as are, in the opinion of the Board, incidental or conducive to the attainment of these objectives or any of them.
3. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club, as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of profit to the Members of the Club provided that nothing herein shall prevent the payment of remuneration to any officer or employee of the Club or any other person for any services to the Club.
- 3A. If the Club converts to a Company limited by shares, Directors, Officers and employees of the Club shall not be entitled to receive any additional shares, share options or other entitlements as part of, or incidental to the conversion, other than those offered to them in their capacity as Members of the Club.
4. The liability of the Members is limited by guarantee.
5. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up during the time that he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the Club, contracted before the time at which he or she ceases to be a member, and of the costs, charges and expense of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding six dollars thirty cents (\$6.30).
6. If, upon the winding up or dissolution of the Club, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall

not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

7. The Club is intended to operate on behalf of its Members on an independent basis that is free from political association.

Articles of Association
of
Royal Automobile Club of Victoria (RACV) Ltd
ACN 004 060 833

Definitions and Interpretation

1. In the construction of these Articles, unless the contrary intention appears:
 - (a) “Act” means the *Corporations Act 2001* (Cth);
 - (b) “Annual General Meeting” means the General Meeting referred to in Article 76;
 - (c) “Articles” mean these Articles of Association;
 - (d) “Associate Member” means a Member who, in accordance with the By-Laws, belongs to that membership category;
 - (e) “Board” and “Board of Directors” means the Directors of the Club in office for the time being or a quorum of the Directors present at a meeting of the Board of Directors;
 - (f) “Business Day” means any day other than a Saturday, a Sunday or a gazetted public holiday in the metropolitan Melbourne;
 - (g) “By Laws” means the by-laws of the Club in accordance with Article 48;
 - (h) “Chief Executive Officer” means the person appointed to such office in accordance with Article 71;
 - (i) “Club” means the Royal Automobile Club of Victoria (RACV) Ltd;
 - (j) “Club Premises” means:
 - (i) those premises situated at 501 Bourke Street, Melbourne and at 122 Healesville-Kinglake Road, Healesville and respectively known as the RACV City Club and the RACV Country Club; and
 - (ii) any other premises in respect of which the Club (or subsidiary of the Club) holds a liquor licence.
 - (k) “Committee” means any committee established pursuant to Article 68 or 69;
 - (l) “Country Member” means a member who, in accordance with the By-Laws, belongs to that membership category;
 - (m) “Days” means clear days;
 - (n) “Deputy Chairman” means a Director elected to such role in accordance with Article 56;
 - (o) “Director” means any person occupying the position of a director of the Club;
 - (p) “General Meeting” means a meeting of Members of the Club duly called and constituted in accordance with these Articles and the Act;

- (q) "Honorary Member" means a Member admitted by the Board to that membership category in accordance with Article 14;
- (r) "Interstate Member" means a Member who, in accordance with the By-Laws, belongs to that membership category;
- (s) "Life Member" means a person granted life membership of one of the membership categories set out in Articles 10(b) to 10(e) (inclusive) in accordance with Article 11;
- (t) "Member" means any person entered in the Register as a Member for the time being of the Club;
- (u) "Memorandum" means the Club's Memorandum of Association;
- (v) "Official Journal" means the principal magazine published by or for the Club, whether under the masthead "RoyalAuto" or otherwise, and includes any supplement or special edition;
- (w) "Ordinary Members" has the meaning given in Article 10;
- (x) "Penalty Unit" means the amount fixed from time to time by the Treasurer of the State of Victoria under section 5(3) of the *Monetary Units Act 2004 (Vic)*;
- (y) "Person" and words importing persons shall include partnerships, associations, and bodies corporate, unincorporated bodies and all other entities or associations recognised by law as well as individuals;
- (z) "President and Chairman of the Board" means a Director elected to such a role in accordance with Article 54;
- (aa) "Register" means the register of members to be kept pursuant to the Act and in accordance with Article 28;
- (bb) "Registered Address" means, in relation to a Member, the latest address of the Member in the Register, and, if the Member is a natural person, means the latest residential address of the Member;
- (cc) "Registered Office" means the registered office for the time being of the Club;
- (dd) "Resolution" means a resolution other than a special resolution;
- (ee) "Secretary" means any person appointed to perform the duties of secretary of the Club and includes an assistant secretary or any person appointed to act as such temporarily;
- (ff) "Service Member" means a Member who, in accordance with the By-Laws, belongs to that membership category;
- (gg) "Temporary Member" means a Member admitted by the Board to that membership category in accordance with Article 15;
- (hh) "Town Member" means a Member who, in accordance with the By-Laws, belongs to that membership category;
- (ii) Headings and underlinings shall be disregarded;
- (jj) Singular includes plural and vice versa and words importing any gender shall include all other genders;

- (kk) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it; and
 - (ll) A word or phrase given a meaning in the Act has the same meaning in these Articles.
2. The replaceable rules contained in the Act do not apply to the Club.

Membership

3. For the purpose of registration the number of Members of the Club is declared to be unlimited.
4. A person who agrees to become a Member of the Club and whose name is entered in the Register, after satisfying such conditions as the Board may from time to time determine, becomes a Member of the Club.
5. The Board may refuse to admit any person as a Member and shall not be bound to give any reason for so refusing. The payment of any fees or the receipt of any membership identification by any person shall not bind the Club to admit such person to membership, but if he or she shall not be admitted all fees paid shall be refunded and he or she shall on demand return to the Club any membership identification and any other documents issued by the Club.
6. The Board may at any time, despite the payment of the subscription by a Member, expel such Member from the Club and remove such member from the Register without giving any reason. In the event of such removal before the term has expired for which such Member's subscription shall have been paid, the Member so removed shall be entitled to a proportionate refund of the subscription from the date of removal to the time when the membership would have expired.
7. The Board may approve, on such terms as it may determine, the transfer of:
- (a) a Member's membership to any person entitled to apply for membership and upon such approval the Board shall remove the transferor from the Register and enter the transferee in the Register; or
 - (b) a Member from one category of membership to another category for which he or she is eligible provided that no such transfer will entitle the Member to a proportionate refund of any subscription paid or due.
8. A Member may resign from membership at any time by giving written notice to that effect to the Secretary provided that the Member shall remain liable for any subscription or other debt due to the Club.

Categories of Membership

9. Subject to these Articles, the Board shall have power to prescribe the categories of membership of the Club and shall have the power by By-Law to fix qualifications, rights, privileges and obligations of the respective categories of Members.
10. For the purposes of these Articles and subject to Article 9, Ordinary Members of the Club shall include:
 - (a) Life Members;
 - (b) Town Members;
 - (c) Country Members;
 - (d) Interstate Members; and
 - (e) Associate Members.

Ordinary Members shall, in the case of a natural person, be at least 18 years of age.

Service Members and other categories of membership not referred to in paragraphs (a) to (e) above shall not be included amongst the Ordinary Members of the Club.

11. The Board may grant life membership of such category of membership as it considers appropriate to any person who, in the opinion of the Board, has rendered valuable services to the Club whether in the capacity of Member, patron, consultant, officer, employee or otherwise.
12. A person granted life membership of a category of membership in accordance with Article 11 shall notwithstanding any other provision in these Articles be entitled to all the privileges of membership of that category of membership for life without the payment of any further fees and subscriptions unless he or she shall cease to be a Member under the provisions of Articles 6, 8 or 24.
13. Unless otherwise determined by the Board, the following shall be eligible to become Associate Members:
 - (a) a spouse or partner of an Ordinary Member other than an Associate Member;
 - (b) a widow or widower of a deceased Ordinary Member other than an Associate Member;
 - (c) a child or grandchild, aged between 18 and 27 years, of an Ordinary Member; and
 - (d) any other person eligible to become an Associate Member in accordance with the By-Laws.

For the purposes of this Article the partner of an Ordinary Member shares a mutual commitment to a shared life to the exclusion of all other and lives with the Ordinary Member on a bona fide domestic basis.

14. The Board may admit as Honorary Members such persons as the Board in its discretion determines, on conditions that membership be for a period not exceeding 12 months and that membership may be renewed upon its expiration or revoked at any time.

15. The Board may admit the following persons as Temporary Members:
 - (a) members of clubs with reciprocal arrangements with the Club;
 - (b) persons who have applied for membership of the Club and whose applications are pending; and
 - (c) persons visiting any premises of the Club for the purpose of engaging in competitive sport with Members.

Temporary membership may be granted for a period not exceeding one month and that membership may be renewed upon its expiration or revoked at any time.

Rights of Members

16. A Member that is not a natural person must nominate in writing a natural person to represent the Member in exercising any right of the Member under these Articles.
17. Any exercise by a Member of a right under these Articles carried out by a natural person nominated by the Member pursuant to Article 16 shall be deemed to be a valid exercise of that right by that Member which is not open to challenge.
18. Except as may be expressly provided to the contrary in these Articles none other than Ordinary Members shall be entitled to:
 - (a) vote at any election of Directors; or
 - (b) vote on any resolution at any General Meeting.
19. Service Members and Honorary Members shall be entitled:
 - (a) to receive notice of any General Meeting;
 - (b) in the case of the Annual General Meeting, to receive the accounts and reports required by the Act to be laid before the Annual General Meeting; and
 - (c) to speak upon resolutions before any General Meeting (but not to vote thereon except where expressly provided to the contrary by these Articles or the Act)
20. Service Members shall be entitled to vote at any election of Directors in accordance with Articles 42 and 44.
21. The property, facilities and services of the Club shall be used and enjoyed by Members according to their respective rights as expressed in the Memorandum, Articles and in By-Laws made hereunder.
22. Except as provided otherwise in the Memorandum, Articles and By-Laws a Member resigning from the Club or ceasing to be a Member for any cause shall not be entitled to or use or have any claim upon any portion whatever of the property or funds of the Club.
23. No Member shall, without the consent in writing of the Club, publish or exhibit in any place any document, notice or sign which, in each case, is either in the nature of advertising or intimates to the public that the member is under the auspices or patronage of the Club.

24. Without prejudice to any other provision in these Articles the Board may make vary or repeal By-Laws dealing with the conduct and discipline of Members. Such By-Laws may include but are not limited to By-Laws to establish procedures for the determination of complaints against Members, to prescribe unacceptable conduct, and to provide sanctions whether by way of suspension or expulsion from membership, reprimand or a fine not exceeding one Penalty Unit.

Membership Fees

25. There may be an entrance fee payable by applicants for membership plus an annual subscription payable by Members.
26. The entrance fees and annual subscriptions payable by Members shall be such sum as may from time to time be determined by the Board for each category of Member and such entrance fees and annual subscriptions shall be payable as and when the Board shall Direct. The Board may fix at different rates, suspend or waive payment of the entrance fees and annual subscriptions in favour of any person or category of person wishing to become Members of the Club.
27. Any Member whilst his or her subscription is unpaid shall cease to have the right to vote. A Member whose subscription is not paid within one month after the due date for the payment thereof shall cease to enjoy any of the other benefits of membership. Should a subscription remain unpaid three months after the said due date the Member shall thereupon cease to be a Member.

Register

28. The Club must maintain a register of members which shall contain the full names and addresses of Members and the date of their latest payment of subscriptions and such other particulars as the Board and the Act may prescribe and the Register shall be in such form as the Board may determine.
29. Every Member shall communicate any change in his or her address to the Club in writing or in any other manner determined by the Club from time to time and any such change of address shall be entered in the Register.

Patrons

30. The Board may at any time appoint not more than five patrons and each such appointment shall be for such terms as the Board determines.

Directors

31. Subject to Article 41:

(a) Until the end of the 2019 Annual General Meeting, the Club shall be governed by a Board of Directors consisting of not more than twelve (12) Directors of which:

- (i) there will not be more than seven (7) Directors each of whom is an Ordinary member or a nominee of an Ordinary Member under Article 16. These Directors shall be elected by Ordinary Members; and
- (ii) there will not be more than four (4) Directors each of whom is an Ordinary Member or a Service Member or a nominee of an Ordinary Member or a Service Member under Article 16. These Directors shall be elected by the Ordinary Members and Service Members; and
- (iii) there will be one Managing Director, if appointed by the Board pursuant to Article 45.

(b) with effect from the end of the 2019 Annual General Meeting, the Club shall be governed by a Board of Directors consisting of not more than (11) Directors of which:

- (i) there will not be more than six (6) Directors each of whom is an Ordinary member or a nominee of an Ordinary Member under Article 16. These Directors shall be elected by the Ordinary Members; and
- (ii) there will not be more than four (4) Directors each of whom is an Ordinary Member or a Service Member or a nominee of an Ordinary Member or a Service Member under Article 16. These Directors shall be elected by the Ordinary Members and Service Members; and
- (iii) there will be one Managing Director, if appointed by the Board pursuant to Article 45.

32. Articles 32A and 44 inclusive shall apply to Directors other than Managing Director.

32A (a) In 2019:

- (i) not more than three (3) Directors (each of whom is an Ordinary Member or a nominee of an Ordinary Member under Article 16 and elected by the Ordinary Members) shall be elected for a term which shall expire at the end of the fourth Annual General Meeting from the dates of his or her election; and
- (ii) unless pursuant to Article 41 the Board exercises its power to fill any casual vacancy occurring in the Board, no Director (who is an Ordinary Member or a Service Member or a nominee of an Ordinary Member or Service Member under Article 16 and elected by the Ordinary Members and Service Members) shall be eligible for election.

(b) Without limiting the term of election of Directors as provided in Article 33A, after 2019:

- (i) elections of Directors who are Ordinary Members or nominees of Ordinary Members under Article 16 and elected by the Ordinary Members shall occur in 2021 and every two years thereafter; and
 - (ii) Elections of Directors who are Ordinary Members or Service Members or a nominee of an Ordinary Member or a Service Member under Article 16 and elected by the Ordinary Members and Service Members shall occur in 2020, and every two years thereafter.
33. Nominations for and elections of Directors shall be conducted pursuant to the provision of Articles 32A, 33A, 42, 43 and 44.
- 33A Subject to Articles 35A and 40:
- (a) Each Director who was elected prior to 2019 shall continue to serve as a Director for the duration of the term for which he or she was most recently elected to serve, with such term to expire at the end of the Annual General Meeting in the final year of that term. Each such Director must retire from office at the end of such Annual General Meeting and, subject to these Articles, will be eligible for election at the Annual General Meeting
 - (b) Each Director who is elected at or after the 2019 Annual General Meeting shall be elected to serve for a term which shall expire at the end of the fourth Annual General Meeting from the date of his or her election. Each such Director must retire from office at the end of such Annual General Meeting and, subject to these Articles, will be eligible for election at the Annual General Meeting.
34. No Member shall be eligible for election as a Director unless he or she:
- (a) is a member of the category of membership by whom the Member seeks to be elected prior to nomination; and
 - (b)
 - (i) is prepared to submit to such application or probity or similar checks as may be usual and necessary for; and
 - (ii) will not, nor will his or her election as a Director prejudice, the holding by the Club of any government licence, consent or authority necessary or proper for the conduct of any of its activities.
- 34A No Member who:
- (a) holds an elected state, federal or local government position or office; or
 - (b) is a candidate for an elected state, federal or local government position or office,
- shall be eligible for election or appointment as a Director or to continue to serve as a Director.
35. No Member who:
- (a) has been nominated for election to the office of Director in accordance with Article 43 in any three years; and
 - (b) has not been elected to the office of Director in any of those years,

shall be eligible for election as a Director in the three years following the most recent election referred to in paragraph (a) above.

35A No person who has served or who will have served as a Director for a period of twelve year or more (whether in one continuous period or in several separate periods) as at 31 December in any year shall be eligible for election as a Director at the election to be conducted in that year or any subsequent year, provided that only service from 15 November, 2007 onwards will be deemed to be service for the purposes of these Articles. For the avoidance of doubt, a Director must retire at or before the date of the Annual General Meeting which takes place twelve years after the Annual General meeting in the year in which that Director was initially appointed.

36. Subject to Article 35A, a retiring Director shall be eligible for re-election without nomination provided that prior to the closing of nominations he or she shall have lodged with the Secretary a signed declaration in the form prescribed in the By-Laws that he or she seeks re-election.

37. No Member who is connected with the motor trade as principal, partner, director, manager, employee, agent or representative in buying, selling, manufacturing, building, assembling or repairing of motor vehicles, motor accessories, motor parts, motor tyres, motor fuels, oil or grease shall be eligible for election or appointment as a Director if objection is lodged thereto by six Directors:

- (a) in the case of an election, not less than seven days prior to the date of the Annual General Meeting at which the election is to be conducted or the result of an election by ballot is to be reported; or
- (b) in the case of an appointment to fill a casual vacancy in the office of a Director, prior to the appointment.

This condition shall not apply to a Member who is interested in the motor trade only as a shareholder in any company which is officially listed on any recognised stock exchange and provided that a Director who subsequently becomes interested in the motor trade shall not forfeit the office of Director in consequence thereof but shall be subject to the foregoing conditions when and so often as he or she stands for re-election.

37A Unless the Board otherwise determines, no Member is eligible for election (including re-election) or appointment as a Director if that Member is or has been in the previous three years:

- (a) an employee of the Club, of any wholly-owned subsidiary of the Club or of any other entity or organisation in which the Club holds an interest (collectively, the **Club Entities** and each a **Club Entity**);
- (b) receiving payment from any Club Entity by way of an annual or periodic fee, remuneration or other sum (other than solely as a Director of any Club Entity);
- (c) engaged in any capacity (including as a consultant or contractor) to provide any goods or services to any Club Entity (other than solely as a Director of any Club Entity); or

- (d) involved in any capacity (including as an employee, director, officer or shareholder) with a firm, entity or other organisation (other than another Club Entity) which is:
 - (i) engaged in any capacity (including as a consultant or contractor) to provide any goods or services to any Club Entity; or
 - (ii) receiving payment from any Club Entity by way of an annual or periodic fee, remuneration or other sum.

For the avoidance of doubt, this Article 37A does not apply to the Chief Executive Officer appointed to the position of Managing Director pursuant to Article 45. Article 37A(d) does not apply where the Member's involvement is solely as the holder of securities in a company or trust listed on a recognized securities exchange, provided that the securities held by the Member in aggregate carry not more than 5% of the votes that could be cast at a general meeting of that company or at a meeting of security holders of that trust.

- 38. (a) Each Director is entitled to such remuneration out of the funds of the Club for his or her services as a Director as the Board determines, but the total in aggregate in any year must not exceed such amount as the Club in general meeting determines from time to time by Resolution. The expression "remuneration" in this Article does not include any amount which may be paid by the Club pursuant to any other paragraph of this Article or Article 53.
 - (b) The remuneration of a Director must not include a commission on, or percentage of, profits or operating revenue.
 - (c) In addition to remuneration under paragraph (a) of this Article, the Directors are entitled upon approval by the Board to be paid all expenses they properly incur concerning the Club's affairs, including attending and returning from general meetings of the Club or meetings of the Board or of committee of the Board.
39. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act or other provisions of these Articles, the office of a Director shall be vacated:
- (a) on the resignation or death of the Director; or
 - (b) on the Director being absent without leave or consent of the Board for three consecutive Board meetings; or
 - (c) on the Director ceasing to be a Member; or
 - (d) on the Director becoming a person who, or whose estate, is liable to be dealt with in a way under the law relating to mental health; or
 - (e) where a By-Law of the type described in Article 40 provides that the office of a Director shall be vacated.

Any vacancy so caused shall be deemed to be a casual vacancy.

- 40. (a) The By-Laws may include a procedure for:
 - (i) questions concerning a Director's eligibility to be elected as a Director; and

- (ii) questions concerning the accuracy of information provided by a Director to the Club in connection with the Director's nomination for election as a Director,

to be put to the Director concerned and, if necessary, determined by a panel comprised of persons who are not Directors of the Club.

- (b) A By-Law of the type described in paragraph (a) above may provide that the office of a Director shall be vacated in the circumstances set out in the By-Law.
41. (a) The Board shall have the power to fill any casual vacancy occurring in the Board by appointing any person as a Director who, on the date they are so appointed, is a member of the same category of membership as that by which the Director whose retirement has given rise to the casual vacancy was elected and who is otherwise eligible to serve as a Director in accordance with these Articles. For the avoidance of doubt, a person appointed to fill a casual vacancy in the Board due to the retirement of a Director elected by Ordinary Members in accordance with Article 31(b)(i) must be an Ordinary member or a nominee of an Ordinary Member under Article 16, and a person appointed to fill a casual vacancy occurring in the Board due to the retirement of a Director elected by Ordinary Members and Service Members in accordance with Article 31(b)(ii) must be an Ordinary Member or a Service Member or a nominee of an Ordinary Member or a Service Member under Article 16. Any Director so appointed:
- (i) shall hold office only until the next Annual General Meeting held in a year in which Directors are to be elected by the same category of members who elected the Director whose retirement gave rise to the casual vacancy;
 - (ii) must retire from Office at the end of the Annual General Meeting in the year of the next election of Directors elected by the category of members by whom that Director's predecessor was elected and, subject to these Articles, will be eligible for election that year for a term commencing at the end of that Annual General Meeting. Notwithstanding any other provision of these Articles, any casual vacancy occurring in the Board, and any vacancy that is due to arise in the Board at the end of the Annual General Meeting in any given year as a result of the retirement of a Director who is ineligible for re-election in accordance with these Articles, is not a position available for a nominee for election to the Board until the Board has appointed a replacement Director to fill the relevant vacancy in accordance with this Article 41(a).
- (b) 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 pursuant to the Articles as the necessary quorum of Directors the continuing Directors may act for the purposes of increasing their number to that number or of summoning a General Meeting of the Club but for no other purpose.

42. Subject to Article 41, where candidates have been nominated for the office of Director in numbers equal to or less than the number of retiring Directors (who are standing for re-election) no candidate shall be elected to office save by a resolution passed at the Annual General Meeting by a majority of:
- (a) in the case of Directors elected in accordance with Articles 31(a)(i) and 31(b)(i), such Ordinary Members as being entitled to do so vote in person or where proxies are allowed by proxy; and
 - (b) in the case of Directors elected in accordance with Articles 31(a)(ii) and, 31(b)(ii), Ordinary Members and Service Members as being entitled to do so vote in person or where proxies are allowed by proxy.
43. Nominations for election as a Director shall be in writing on the prescribed form signed by at least twenty-five Members entitled to vote at such election which number shall not include the nominee and also signed by the nominee and shall be delivered to the Secretary during normal office hours on any Business Day but in any event so as to reach the Secretary no later than 5 o'clock in the afternoon of the last Business Day falling on or before 15 July in the particular year. Any retiring Director to whom Article 36 applies and who has complied therewith shall be deemed to have been duly nominated.
44. (a) Subject to Article 41, in case there shall be a greater number of candidates nominated for the office of Director than the number of retiring Directors (who are standing for re-election) an election shall be conducted by ballot in accordance with the relevant By-Laws of the Club.
- (b) Where election by ballot is required the voting shall be carried out by such means of voting as may be determined by the Board from time to time.
 - (c) Voting by Members shall not be compulsory but only Members whose names appear on the Register on the first day of March of the year in which the election is held shall be entitled to vote.
 - (d) Voting shall take place on such date or dates as shall be determined by the Board.
 - (e) The Board shall appoint a Returning Officer not being a Director or an officer or employee of the Club and he or she shall be responsible for those matters connected with the election in accordance with the By-Laws.

Managing Director

45. (a) The Board may appoint the Chief Executive Officer to the office of Managing Director for any period (but not for life) and on such terms as the Board thinks fit.
- (b) Subject to the terms of a Managing Director's employment contract, the Board may suspend, remove or dismiss him or her from that office.
 - (c) If a Managing Director ceases to be the Chief Executive Officer, his or her appointment as Managing Director terminates automatically.

- (d) If a Managing Director is suspended from office, he or she will not be entitled to attend or vote at any meeting of Directors.

Power of the Board

- 46. Subject to the Act and to any other provisions of these Articles the management and control of the business and affairs of the Club shall be vested in the Board. The Board may exercise all such powers and do all such things as may be exercised or done by the Club save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the Club in General Meeting. No Article made or resolution passed by the Club in General Meeting shall invalidate any prior act of the Board which would have been valid if that Article or resolution had not been made or passed.
- 47. The Board may from time to time borrow such amounts as it considers necessary for the purposes of the Club at such rate of interest and upon such terms as it thinks proper and may execute mortgages, loan agreements or other securities or issue debentures or debenture stock redeemable or irredeemable in respect of such moneys and charge any property of the Club and may execute create and issue such mortgages, loan agreements, securities, debentures or debenture stock as it considers appropriate.
- 48. The Board shall have power from time to time to make vary and repeal By-Laws for the proper conduct and management of the Club, Board and any Committees.
- 49. The Board shall adopt such means as it deems sufficient to bring to the notice of Members all By-Laws made, their amendment or repeal and all such By-Laws their amendment or repeal shall be binding upon all Members.
- 50. No such By-Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum of Association or the Articles. Any By-Law, part of or amendment thereof may be set aside by special resolution of the Members in General Meeting.
- 51. The Board may delegate any of its powers to any person, on the terms and conditions and with any restrictions as it determines, and may at any time withdraw, suspend or vary any such delegation. A delegation of powers by the Board does not prevent the exercise of those powers by the Board.
- 52. All acts done at any meeting of the Board or by a Committee or by any person acting on behalf of the Board and duly authorised to act in that manner shall be as valid as if every such person had been duly qualified notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Members of the Board or person acting as aforesaid or that they or any of them were disqualified from so acting.

Indemnity of Officers and Insurance

53. (a) This Article applies:
- (i) to each current or former officer of the Club; and
 - (ii) where the Board decides, to a current or former officer of any of the Club's related bodies corporate.
- (b) The Club must indemnify, on a full indemnity basis and to the full extent the law permits, each person to whom this Article applies for all losses or liabilities incurred by the person as an officer of the Club or of a related body corporate including, but not limited to, a liability for negligence.
- (c) In addition to paragraph (b) of this Article, the Club must indemnify, on a full indemnity basis and to the full extent the law permits, each person to whom this Article applies against a liability for reasonable costs and expenses incurred:
- (i) in defending an action for a liability, whether civil or criminal, incurred by the person as an officer of the Club or of a related body corporate in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to those proceedings, in which the court grants relief to the person under the Act.
- This paragraph (c) does not, by implication, limit paragraph (b) above.
- (d) The Club may to the extent the law permits:
- (i) purchase and maintain insurance; or
 - (ii) pay or agree to pay a premium for insurance for any person to whom this Article applies against any liability the person incurs as an officer of the Club or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.
- (e) To the extent permitted by law and without limiting the Club's powers, the Board may authorise the Club to, and the Club may, enter into and execute any documentary indemnity in any form in favour of any person to whom this Article applies.

President, Chairman and Deputy Chairman

54. The Board shall in each year, as soon as convenient after the Annual General Meeting elect from their number a Director to be President and Chairman of the Board who shall, subject to Article 55, hold office up to the earlier of:
- (a) the end of the first Board meeting following the next Annual General Meeting;

or

(b) if relevant, the President and Chairman ceasing to be a Director.

The President and Chairman of the Board shall have been a Director for at least three consecutive years.

55. The board may at any time remove the President and Chairman of the Board and elect a Director who has been a Director for three consecutive years in that person's place.
56. The Board may at any time elect from their number a Director to be a Deputy Chairman of the Board and may at any time remove the Deputy Chairman of the Board and elect a Director in the person's place.

Proceedings of the Board

57. The Directors may meet together for conducting business and may adjourn and otherwise regulate their meetings as they see fit. Meetings shall be convened by the Secretary at any time when so directed by the President and Chairman of the Board or by any five Directors.
58. Not less than three days' notice of any Board meeting shall be given to every Director by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director or by any technology agreed by all the Directors. Such notice shall indicate the general nature of the business to be dealt with.
59. Notwithstanding Article 58, a Board meeting may in a case of an emergency be called at shorter notice providing that the general nature of the business is stated but at any such meeting the quorum shall be two-thirds of the number of Directors.
60.
 - (a) The Board may meet in person or by means of a contemporaneous linking together by telephone or other method of audio or audio visual communication. All the provisions in these Articles relating to meetings of the Directors apply, as far as they can and with any necessary changes, to meetings of the Directors by telephone or audio or audio visual communication.
 - (b) A Director taking part in a meeting by telephone or audio or audio visual communication is to be taken to be present in person at the meeting.
 - (c) The meeting is to be taken at the place the chair of the meeting decides, as long as at least one of the Directors involved was at that place for the duration of the meeting.
61. Except where otherwise provided in these Articles questions arising at any Board meeting shall be decided by a majority of votes.
62. The President and Chairman of the Board or, in his or her absence, the Deputy Chairman of the Board shall chair Board meetings. Where a Board meeting is held and the President and Chairman of the Board and Deputy Chairman of the Board are

not present at the time appointed for the commencement of the meeting, the Directors present shall elect one of their number to be chair of the meeting.

63. The chair of a Board Meeting shall have a casting vote as well as a deliberative vote.
64. No business shall be transacted until a quorum is present. Except as provided by Article 59, a majority of Directors shall form a quorum unless a greater number is otherwise determined by a three-fourths majority of the whole Board.
65. A resolution in writing of which notice has been given to all Directors and which is signed by all the Directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the same form each signed by one or more of the Directors. For the purposes of this Article the references to Directors does not include a Director not for the time being present in Australia. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is deemed to be a document in writing signed by the Director.
66. Except where otherwise provided in these Articles, meetings of the Members, Board and Committees shall be regulated by By-Laws prescribed from time to time by the Board.
67. Minutes of all resolutions of and proceedings in the meetings of Members, Board and Committee shall be maintained.

Committees

68.
 - (a) The Board may from its members elect Committees for any purpose, appoint a chair to a Committee and may delegate any of its powers to any such Committee. Each Committee shall be required to report to the Board concerning activities.
 - (b) The President and Chairman of the Board shall ex officio be a member of all Committees (except a Committee which relates to audit and risk management).
 - (c) The Board shall have power to appoint any other person to any Committee, but such persons shall have no voting rights nor shall they be counted in any quorum.
 - (d) The Board may dissolve any Committee or terminate the appointment of any member of a Committee.
69. Committees shall have power to appoint in a similar manner sub-committees.

Seal

70. [DELETED]

Officers

71. The Board shall have power to appoint managers, secretaries, accountants and other officers and employees either for a fixed period or without any limitations as to the period for which they are to hold office and may suspend, remove and dismiss them or any of them and appoint others in their place and allot their duties. The following officers of the Club, howsoever titled, shall be appointed directly by the Board:
- (a) The Chief Executive Officer; and
 - (b) The Secretary.
72. The Secretary shall attend meetings of the Board (subject to the Board's discretion to exclude the Secretary from all or part of a meeting of the Board) and shall carry out such duties as may be assigned to him or her by the Board or as may be required under the Act.

Accounts and Inspection of Records

73. The Board shall cause to be kept proper accounting and other records as are required under the Act and such other records as the Board may desire. The books shall be closed on the last day of June in each year unless the Board shall decide otherwise, and such date shall be deemed to be the close of the Club's financial year.
74. Subject to the Act the Board may from time to time determine the condition on which Members may inspect the records and accounts of the Club. No Member other than a Director shall have any right of inspecting any records or accounts for the Club except as conferred by statute or authorised by the Board or by the Members in General Meeting.

Audit

75. The Board shall cause the accounts of the Club to be audited in accordance with the requirements of the Act.

General Meeting

76. The Annual General Meeting of the Club shall be held in each year at such time and place or places as the Board shall determine for the following purposes:
- (a) To receive those accounts and reports required by the Act to be laid before each Annual General Meeting;
 - (b) To elect Directors as prescribed in Article 42 or to receive a report on the result of any election conducted pursuant to Article 44; and

- (c) To transact any other business which under these Articles or the Act ought to be transacted.

If the Board determines to hold the Annual General Meeting at two or more separate places, the Board may use such technology as it considers appropriate to facilitate such a meeting.

- 77. The Board may at any time and shall on the receipt of a requisition in writing of Members which satisfies the requirements of the Act concerning requisitions and which states the business for which it is required convene a General Meeting for any specific purpose.
- 78. By resolution of the Board any General Meeting may be cancelled or postponed prior to the date on which it is to be held, except where the cancellation or postponement would be contrary to the Act. The Board may give notice of cancellation or postponement as it determines, but any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.
- 79. In accordance with the Act the Secretary shall give notice to Members of any General Meeting of the Club specifying the place, day and time of commencement of the meeting and the business that will be brought before such meeting. The non-receipt of a notice conveying a General Meeting by, or the accidental omission to give such notice to, any one or more of the Members shall not invalidate the proceedings or any resolution passed at the meeting. No business other than that of a formal nature shall be brought forward at such meeting except notices of motion from Members lodged with the Secretary at least 2 months before such meeting and which are supported by the number of signatories required under the Act or notices of motion lodged with the Secretary at least 2 months before such meeting and approved by the Board for submission to the meeting.
- 80. The President and Chairman of the Board or, in his or her absence, the Deputy Chairman of the Board shall be chair at every General Meeting. Where a General Meeting is held and neither the President and Chairman of the Board nor the Deputy Chairman of the Board is present at the time appointed for the commencement of the meeting (or otherwise decline to chair the meeting), the Directors present shall elect one of their number to be chair of the meeting.
- 81. At the General Meeting of the Club twenty Ordinary Members personally present and entitled to vote shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon requisition under Article 77 shall be dissolved but in any other case it shall stand adjourned to a date, time and place determined by the chair of the meeting being adjourned. If at that adjourned meeting such quorum is not present those Members who are present shall be a quorum and may transact the business for which the meeting was called. The attendance or otherwise of Service Members at a General meeting of the Club shall have no effect upon the requirements of this Article as to a quorum.

82. (a) The Board shall have the power to make By-Laws for the conduct of any General Meeting but otherwise the chair of the meeting may give necessary directions on the conduct of the meeting and his or her ruling shall be final unless overruled by a resolution of the meeting.
- (b) At the General Meeting, any questions requiring decision shall be in the form of a motion which shall be submitted in writing and be proposed and seconded before being discussed.
- (c) (i) Any resolution submitted to a General Meeting is to be decided by a show of hands unless a poll is demanded.
- (ii) Unless a poll is demanded, a declaration by the chair of the meeting following a vote on a show of hands that a resolution has been passed or lost is conclusive.
- (iii) A poll may be demanded by Members in accordance with the Act or by the chair of the meeting. A demand for a poll may be withdrawn.
- (iv) When demanded, a poll shall be taken immediately or after an adjournment not exceeding 30 days and in either case in such manner and at such time and pace as the chair of the meeting directs.
- (v) The results of such poll as declared by the chair of the meeting shall be deemed to be the resolution of the meeting at which the poll is ordered or demanded.
- (vi) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.
83. (a) A Member may appoint a proxy.
- (b) Voting by proxy shall be permitted only when a poll is ordered or demanded but a proxy can, if he or she holds sufficient proxies, demand or join other in demanding a poll.
- (c) (i) The instrument appointing a proxy shall be in writing, signed by the Member entitled to attend the vote at the meeting and shall state his or her full name, Registered Address, and membership number.
- (ii) In this instrument the Member shall state the name and address of his or her proxy or failing him or her appoint the chair of the meeting as proxy. Failure to specifically name a proxy shall be deemed to be appointment of the chair of the meeting as a Member's proxy.
- (iii) The Board may prescribe by By-Law a form of instrument forming a proxy.
- (d) A form of appointment of proxy is valid if received by the Club at least forty-eight hours before the meeting at which the proxy is to be exercised. A proxy instrument is taken to be received by the Club when it is received at any of the following:
- (i) the Club's Registered Office;

- (ii) a fax number at the Club's Registered Office; or
- (iii) a place, fax number or electronic address specified for the purpose in the notice of the meeting.

In addition, a proxy instrument is taken to be received by the Club when delivered to it by any other manner prescribed by the Act or determined by the Board.

- (e) A vote given in accordance with the terms of an instrument shall be valid notwithstanding the previous death or certified unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed unless notice in writing of such death certified unsoundness of mind or revocation as aforesaid has been received by the Club at its Registered Office not later than forty-eight hours before the time appointed for the commencement of the meeting or adjourned meeting or the taking of the poll, as the cause may be, at which the instrument is used.
- (f) A proxy is automatically revoked by the principal attending the meeting.

Notices

84. Notices and other information may be provided or otherwise made available to Members in any of the following ways, and if so provided will be considered to have been served on a Member:

- (a) if served on a Member personally or delivered to the Registered Address of a member, when delivered;
- (b) if sent by post to a Member, at the expiration of 24 hours after the notice is posted (provided that it is properly addressed);
- (c) if sent by electronic mail or any other electronic means, on the day the electronic mail is sent (provided that it is properly addressed to the email address then held by the Club in respect of the Member), or the day the other electronic means is made accessible to the Member;
- (d) if advertised, on the day on which such advertisement appears.

Where it is determined that a notice or other information is to be provided to Members by electronic mail or any other electronic means, Members will have the opportunity to request a printed copy of the relevant notice or other information.

A certificate in writing signed by the Secretary or other relevant officer regarding the date of service referred to in paragraphs (a) to (d) above shall be conclusive evidence in the absence of manifest error.

Club Liquor Licensing

85. (a) No payment shall be made to any officer or employee of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor.
- (b) A visitor to the Club Premises shall not be supplied with liquor in those premises unless the visitor is a guest in the company of a Member.
- (c) A person shall not:
- (i) be admitted as a Honorary or Temporary Member of the Club; or
 - (ii) be exempted from the obligation to pay the ordinary subscription for membership of the Club –
- unless the person is of a class specified in the Articles or By-Laws, and the admission or exemption is in accordance with the Articles or By-Laws.
- (d) The names of all guests in the Club Premises and the names of Members introducing them shall be recorded in a book kept for that purpose or by other such means as is acceptable under any relevant liquor licensing regime.