Corporate Governance Statement

as at 30 June 2026

RAC

For the better

Corporate Governance Statement as at 30 June 2026

For the period to 30 June 2026 The Royal Automobile Club of W.A. (Incorporated) ('Club') was an incorporated association governed by the Associations Incorporation Act 2015 (WA) ('Act'), its Rules and By-Laws.

At the 2025 Annual General Meeting members approved the conversion of the Club to a company limited by guarantee governed by the Corporations Act 2001, which was effective from 1 July 2026 when ASIC provided its approval. The Club's Rules and By-Laws remained in effect for the period up to 30 June 2026 and have subsequently been replaced following the Club's conversion to company limited by guarantee from 1 July 2026 with the Constitution and Regulations.

The Corporate Governance Statement relates to the period to 30 June 2026 in which the Club remained an Incorporated Association.

Council

The Council of the Club is responsible for the corporate governance of the Club. The Council guides and monitors the affairs of the Club on behalf of the members. The corporate governance of subsidiary companies, and the business affairs of those subsidiary companies, is the responsibility of the Board of Directors of RACWA Holdings Pty Ltd.

Council has adopted a corporate governance framework that reflects good governance practice, and which is adapted to the scale and nature of the Club and its activities.

Council composition

The names of the Councillors in office during the financial year to 30 June 2026 were:

John Driscoll	(President since 25 November 2025)
Donna Cross	(Vice President since 19 December 2022)
Allan Blagaich	(President until 25 November 2025)
Leanne Bishop	
Jill Darby	
Anthony Evans	
Roger Farley	
Dalton Gooding	(retired at the 2025 Annual General Meeting)
Kerry Harris	
Kelly Hick	
Sarah Kepert	
Jody Nunn	
Marie Redman	
Jacqueline Ronchi	
Jim Walker	

Council responsibilities

As the Council acts on behalf of, and is accountable to, the members, Council seeks to identify the expectations of the members, together with other regulatory and ethical expectations and obligations. Each Councillor is bound by provisions in the Act, the Club Rules and By-Laws and the terms of a Code of Conduct.

Council is vested with the management of the Club's affairs and the control of the funds and other property of the Club.

Council is responsible for Member and Social and Community Impact initiatives.

The responsibility for the operation and administration of the consolidated entity is delegated by Council to the Chief Executive and the executive team. Council ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Chief Executive and the executive team.

Council is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by Council. Council has various mechanisms in place to ensure that the Club's objectives are achieved, including through the establishment of the committees noted below, and through the following:

- Council approval of a Social and Community Impact strategic plan, which encompasses the Club's purpose, vision, and mission;
- active involvement of Council in developing and approving initiatives and strategies designed to ensure the continued growth and success of the Club;
- review and approval of the Club budget including monitoring of key performance indicators, both financial and non-financial in respect of Member and Social and Community Impact initiatives;
- monitoring work, health and safety activities within the Club's control;
- procedures to allow Councillors, in the furtherance of their duties, to seek independent professional advice at the Club's expense;
- enhancing and protecting the reputation of the Club; and
- ensuring that significant risks with the potential to impact the Club, including those associated with its legal compliance obligations, have been identified and appropriately and adequately controlled and monitored, with reporting mechanisms in place.

Remuneration process and requirements

Council may be paid from the funds of the Club for their services as Councillors (including as members of Council committees).

Rule 16.4(b) of the Club's Rules provides that the total aggregate amount of remuneration and the actual aggregate amount of remuneration paid to all Councillors during a Financial year will be notified to Members each year.

The total aggregate amount of remuneration that may be paid to Councillors during a Financial Year is $605,209. The actual aggregate amount of remuneration that was paid to Councillors in the 2026 Financial Year was $497,205 (excluding superannuation).

Council Committees

The Council has established committees to assist it with the discharge of responsibilities and to support effective governance oversight. The roles and responsibilities of each committee are set out in the respective committee terms of reference or committee charter, which are subject to regular review.

Communication to members

Council aims to ensure that the members, on behalf of whom they act, are informed of the performance of the Council.

Information is communicated to the members through:

- the concise financial report;
- the RAC website, rac.com.au;
- social media;
- the Club's official journal; and
- the AGM of the Club.

The following table provides the purpose and membership of each Committee as at the date of this statement.

Committee	Purpose	Members
Group Audit and Risk Committee	A joint committee of Council and the Board of RACWA Holdings Pty Ltd to assist Council and the Board in fulfilling their responsibilities relating to the integrity of financial reporting and compliance processes.	» Andrew Crane (Chair until 27 March 2026) (Director) » Alison Terry (Chair from 27 March 2026) (Director) » Allan Blagaich (President) until 25 November 2025 » John Driscoll (President) from 25 November 2025 » Vicki Robinson (Director) » Kerry Harris (Councillor) » Jim Walker (Councillor and Director)
Remuneration and Nomination Committee	To provide advice to Council on remuneration policies and practices in respect of Councillors, and to make recommendations to Council on filling casual vacancies.	» Allan Blagaich (Chair and President) until 25 November 2025 » John Driscoll (Chair and President) from 25 November 2025 » Donna Cross (Vice President) » Jim Walker (Chair of RACWA Holdings Pty Ltd)
Member and Policy Committee	To assist Council in fulfilling its responsibilities regarding membership structure including to develop and review policies on issues impacting the Club and its member proposition. To review the Club's annual budget.	» Allan Blagaich (Chair and President) until 25 November 2025, remained ordinary committee member until 30 June 2025 » John Driscoll (Chair and President) from 25 November 2025 » Donna Cross (Vice President) » Leanne Bishop » Roger Farley » Kelly Hick » Kerry Harris (from 24 November 2026) » Robert Slocombe (Chief Executive)
Sponsorship Committee	To provide advice to Council on key sponsorship opportunities within the approved Council sponsorship budget and to ensure that RAC's sponsorship aligns to RAC's Purpose, Vision and Mission.	» John Driscoll (Chair and President) from 25 November 2025 » Allan Blagaich (President) until 25 November 2025 » Roger Farley » Sarah Kepert

The following committees were wound up during the period with their responsibilities being consolidated into the above committee or Council: Rules Review Committee, Oversight Committee and Heritage Committee.

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