



Regulations of

The Royal Automobile Club of W.A. Limited
ACN 696 098 585

2 July 2026.

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1. Definitions and Interpretation

1.1 Definitions

In these Regulations, a word has the meaning given to it in the Constitution and otherwise:

Ballot Paper means a voting document, whether in electronic form or paper form.

Company means The Royal Automobile Club of W.A. Limited (ACN 696 098 585).

Constitution means the constitution of the Company and any amendments to or substitutions for it.

Prospective Candidate means a nominee who has been advised by the Returning Officer in accordance with Regulation 7.4(b)(ii) that their nomination is valid, and who progresses to the selection process but who has not yet become a Candidate.

Remuneration and Nominations Committee means a committee established by the Board under rule 12.1 of the Constitution which is known as the 'Remuneration and Nominations Committee'.

Returning Officer means the person appointed by the Board or its delegate as the returning officer under Regulation 7.4(a).

1.2 Interpretation

- (a) The rules of interpretation under rule 20.2 of the Constitution apply to these Regulations.
- (b) The Constitution prevails over these Regulations to the extent of any inconsistency.

2. Application of Regulations

These Regulations are made pursuant to rule 17 of the Constitution.

3. Membership Classes [rule 4.3]

3.1 Voting Members

The following Membership classes are Voting Members, which entitles a Member to receive notice of, attend and vote at meetings of Members:

- (a) Honorary Life Member;
- (b) Gold Life Member; and
- (c) Personal Member who has paid all applicable fees in full for the applicable period.

A **Personal Member** includes Memberships held under the following products or offers:

- (i) Roadside Assistance Membership, including any Membership provided on a complimentary basis; and
- (ii) Wheels2go Membership.

3.2 Other Membership classes

The following classes of Membership do not carry voting rights at general meetings:

- (a) Red Card Membership;
- (b) Rewards Membership;
- (c) RAC Ignite Membership; and
- (d) Free2go Membership.

3.3 Concurrent Membership

Subject to Regulation 3.4, if a person holds more than one class of Membership at the same time:

- (a) where one of the Memberships is a Voting Membership, the Voting Membership prevails for the duration of that Membership, and the person is taken to be a Voting Member only; and
- (b) where none of the Memberships is a Voting Membership, the Membership to which the person was most recently admitted prevails for the duration of that Membership, and the person is taken to hold that class of Membership only,

unless the Board (or its delegate) in its absolute discretion determines otherwise.

3.4 Staff Membership

Notwithstanding Regulations 3.1 and 3.3, a Member who is an employee of the Company or its related body corporate must not be a Voting Member for so long as they are employed by the Company or its related body corporate.

4. Transfer between Membership classes

4.1 Eligibility for Transfer between Membership classes

- (a) A Member may apply to transfer to another class of Membership provided that the Member satisfies the eligibility criteria prescribed for the class to which transfer is requested.
- (b) A Member may be required to provide such information or evidence as the Board (or its delegate) considers reasonably necessary to determine eligibility for the requested class.

- (c) The Board may limit the number of transfers a Member may make within a defined period.
- (d) The Board may waive such limits in exceptional or compassionate circumstances.

4.2 Determination of Transfer request

- (a) The Board, or its delegate, may approve or refuse an application for transfer in its absolute discretion.
- (b) Without limiting to Regulation 4.2(a), a transfer may be refused where:
 - (i) the Member does not satisfy the eligibility criteria for the requested class;
 - (ii) the Member is subject to an investigation, suspension, or disciplinary action, or was previously subject to a suspension or disciplinary action;
 - (iii) the Member has outstanding fees, subscriptions or other monies payable to the Company or its related body corporate; or
 - (iv) the transfer would otherwise be inconsistent with the Constitution or these Regulations.
- (c) The decision on an application for transfer is final and not subject to review.
- (d) Unless otherwise determined by the Board, an approved transfer takes effect on the first day of the next Membership period following the date of approval.
- (e) The Board may determine whether adjustments are to be made to any fees payable on a pro-rata basis, at the next renewal date, or otherwise.
- (f) From the effective date of transfer:
 - (i) the Member acquires all rights, privileges and obligations of the new Membership class; and
 - (ii) all rights, privileges and obligations attached to the former class cease.

4.3 Transfer initiated by the Company

- (a) The Company may transfer a Member to another class of Membership where:
 - (i) the Member no longer satisfies the eligibility criteria for their current class; or
 - (ii) the Board restructures or replaces Membership classes.
- (b) The Company must give the Member written notice of any transfer under Regulation 4.3(a), including the date on which the transfer takes effect.

- (c) The Member may resign if they do not wish to accept the transfer under this Regulation 4.3.

5. Register of Members [rule 4.5]

- (a) The Company is required to keep and maintain a register of Members in accordance with the Corporations Act that includes the following information about each Member:
 - (i) name;
 - (ii) address (which is any address that is used by the Company to communicate with the Member, and includes email addresses);
 - (iii) date on which the entry of the Member's name in the register is made;
 - (iv) an up - to - date index of Members' names; and
 - (v) the name and details of each person who stopped being a Member within the last 7 years and the date upon which the Member ceased to be a Member.
- (b) The right of any person to access the register of Members is governed by and subject to the Corporations Act. Any request to inspect or obtain a copy of the register must be made in writing, addressed to the Chief Executive Officer and delivered to the registered office of the Company. The request must comply with the requirements of the Corporations Act, including the purpose of such request.

6. Proxy Form [rule 5.15]

An instrument appointing a proxy by a Voting Member under rule 5.15(e) of the Constitution will be in the form set out in Schedule 1 or in any other form which the Board may prescribe from time to time.

7. Nomination and suitability of Elected Directors [rules 6.2 and 6.4]

7.1 Publication of Nomination Details

- (a) Where one or more Elected Director positions are due to become vacant at an annual general meeting, the Board must publish on the Company's website, or otherwise notify the Voting Members, the following information for that year in advance of the annual general meeting:
 - (i) the opening and closing dates of the nomination period;
 - (ii) the number of vacancies to be filled;
 - (iii) information regarding the nomination, selection and election processes, and documents required to be submitted; and

- (iv) a description of the skills, experience and any minimum eligibility requirements determined by the Board for that nomination cycle.
- (b) The timeframe, number of vacancies and any additional requirements for the nomination of Elected Directors may vary each year and will be as specified each year by the Board.

7.2 Nomination process

- (a) A nomination form prescribed by the Board must be made available to the Voting Members by the Returning Officer upon request during the nomination period. The nomination form may be provided through an online registration process and may be required to be completed online.
- (b) Each Voting Member who wishes to nominate for election as an Elected Director must:
 - (i) sign or declare the nomination form as being a true and correct record of the information provided;
 - (ii) complete the nomination form in accordance with any instructions included in the nomination form; and
 - (iii) submit the following, as part of the nomination, at their own expense:
 - (A) a National Police Certificate; and
 - (B) a Bankruptcy Register Search certificate,which is no more than 2 months old calculated from the date in Regulation 7.2(c).
- (c) For a nomination form submitted to be valid, the duly completed nomination form and the certificates required under Regulation 7.2(b)(iii), must be received by the Returning Officer no later than 5.00pm AWST on the closing date of the nomination period.

7.3 Suitability Requirements

- (a) For the purposes of rule 6.2(d) of the Constitution, the following guidelines describe the minimum requirements for a person to be eligible for election or appointment as a Director:
 - (i) The person must be fit and proper, which includes demonstrating good fame and character, integrity, honesty, reputation, and financial soundness, and undergoing any other due-diligence the Company requires.
 - (ii) The person must demonstrate the appropriate competency, knowledge, skills and judgement identified in the Board's skills matrix (including holding any professional qualifications or memberships in good standing).

- (iii) The person must demonstrate that they have sufficient time and capacity to properly carry out the duties of a Director, considering their employment, other directorships, public appointments and travel or location requirements.
- (b) For the purpose of rule 6.2(d) of the Constitution, a retiring Director is taken to satisfy the requirements in Regulations 7.3(a)(ii) and 7.3(a)(iii).
- (c) Notwithstanding Regulation 7.3(b), the Remuneration and Nominations Committee will assess a retiring Director against the requirement in Regulation 7.3(a)(i) in accordance with Regulation 7.5.

7.4 The Returning Officer

- (a) The Board or its delegate must appoint a person to act as the Returning Officer to conduct the nomination process and if necessary, to conduct the election process, for Elected Directors.
- (b) The Returning Officer:
 - (i) may declare a nominee's nomination to be invalid and a nominee ineligible for election if:
 - (A) the nomination form is incomplete;
 - (B) any required information or attachments are not provided;
 - (C) the nominee fails to comply with any requirement of these Regulations;
 - (D) any information provided is false or misleading; or
 - (E) the nominee is not eligible to hold office under the Constitution;
 - (ii) must determine whether a nominee's nomination is valid and must inform each nominee of this decision, and upon being advised that a nomination is valid, the nominee becomes a Prospective Candidate;
 - (iii) must provide the Prospective Candidates' nomination form and accompanying documentation to the Remuneration and Nominations Committee to conduct the selection process.

7.5 Selection Process

- (a) The Remuneration and Nominations Committee will oversee and conduct the selection process to assess a Prospective Candidate's suitability to be an Elected Director. This process may include interviewing the Prospective Candidate, undertaking further background checks and enquiries, speaking to the Prospective Candidate's referees, assessing the Prospective Candidate's nomination, skills and experience against the Board's skills matrix, and assessing their suitability

against the criteria in Regulation 7.3 and in accordance with the Remuneration and Nominations Committee charter.

- (b) The Remuneration and Nominations Committee will make a recommendation to the Board as to the suitability of the Prospective Candidate to hold office as an Elected Director. A retiring Director who becomes a Prospective Candidate must not participate in the selection process and all related decision making.
- (c) For the purposes of rule 6.2 of the Constitution, a Prospective Candidate becomes a Candidate and is eligible to be elected as an Elected Director, when approved by Board as being suitable to hold office as an Elected Director, on recommendation of the Remuneration and Nominations Committee.
- (d) A Prospective Candidate may withdraw their nomination by written notice addressed to the Returning Officer prior to being confirmed as a Candidate.
- (e) The Board shall notify each Prospective Candidate and Candidate of the Board's decision under these Regulations.

8. Advertising

- (a) Only a Candidate may advertise or otherwise represent that they are seeking election to the Board.
- (b) A Candidate must not use, reproduce or incorporate the Company's logo or trademarks or colour scheme or any confusingly similar variation, in any campaign material, including on social media or other electronic platforms.
- (c) Any advertising material used or published by a Candidate must comply with the Constitution and these Regulations, and must not:
 - (i) breach, or be likely to breach any law or regulation;
 - (ii) infringe any person's or organisation's intellectual property rights, including trademarks and copyright material;
 - (iii) be defamatory, offensive, malicious, abusive, obscene, profane or racist;
 - (iv) be false, misleading or dishonest or likely to mislead or deceive;
 - (v) damage the reputation of the Company, the Board, any Director or any staff of the Company; or
 - (vi) state or imply that the Candidate's nomination for election has been endorsed by the Company, the Board, another Director, or any staff of the Company.
- (d) All advertising materials conducted by a Candidate must state:
 - (i) the name and full address of the person authorising the advertisement; and

- (ii) the name and address of the printer unless it is published in the newspaper.
- (e) Where a Candidate is the person authorising the advertisement,
 - (i) the Candidate's full street address need not be stated in the advertisement; however
 - (ii) contact details to enable Members to contact that Candidate to discuss the advertisement must be included in the advertisement.

9. Election of Elected Directors [rule 6.4]

9.1 Voting Members

Only Members who are Voting Members 28 days prior to the date of the general meeting may vote on an election of an Elected Director.

9.2 Ballot Paper

- (a) If an election of an Elected Director must be held under rule 6.4(b)(iii) of the Constitution, then an election must be held by a ballot.
- (b) An election by ballot may be conducted electronically and by postal ballot as determined by the Board.
- (c) If an election by ballot is necessary, the Ballot Paper and notice of the election must be given to each Voting Member setting out:
 - (i) the number of Candidates for election;
 - (ii) the name of each Candidate and whether the Candidate is a retiring Director;
 - (iii) the latest time and date on which Ballot Papers must be received by the Returning Officer which must be not later than 5.00pm AWST on the date voting closes; and
 - (iv) such other information as the Board may decide.
- (d) A Candidate's personal statement, as included in the submitted nomination form, will be published verbatim in the Company's election material unless the Returning Officer decides otherwise under Regulation 9.2(e).
- (e) The Returning Officer may decline to publish any words from a Candidate's personal statement the Returning Officer considers defamatory, illegal or offensive.
- (f) Ballot Papers must be distributed in such manner as the Board decides.
- (g) The material provided with the Ballot Paper must show the primary occupation or profession of each Candidate.

- (h) A Voting Member may apply for a Ballot Paper by an application to the Returning Officer.
- (i) The Returning Officer will provide, either by post or electronically, a Ballot Paper to a Voting Member who has requested one under Regulation 9.2(h).
- (j) A Ballot Paper that has not been distributed under Regulations 9.2(f) and 9.2(h) is informal and must not be counted.

9.3 Voting by Ballot

- (a) Each Voting Member may cast an online vote or by postal vote (if applicable) for:
 - (i) the full number of Candidates required to be elected to fill the vacancies; or
 - (ii) less than the full number of Candidates required to be elected to fill the vacancies,by following the voting instruction provided to each Voting Member on how to vote.
- (b) Each Voting Member may only vote once on the election of Candidates.
- (c) The first ballot of a Voting Member received and validated will be counted.

Electronic vote:

- (d) A Voting Member will:
 - (i) receive voting information and directions about how to vote electronically;
 - (ii) be required to enter a personal voting identifier to authenticate their identity against the online system; and
 - (iii) access the electronic Ballot Paper to cast their vote.
- (e) The election remains valid even if:
 - (i) a Member does not receive a Ballot Paper; or
 - (ii) the Returning Officer does not receive a Ballot Paper on which the Voting Member has cast a vote.

Postal vote:

- (f) The Ballot Papers must be returned in a Ballot Paper envelope by reply paid or pre-paid post to the Returning Officer at the address specified on the envelope provided with the Ballot Paper.
- (g) The Ballot Paper envelopes containing the Ballot Papers:

- (i) must be sealed and marked “Ballot Paper Envelope”; and
 - (ii) signed and dated personally by the Member.
- (h) A Ballot Paper is informal and will not be counted if the Ballot Paper:
- (i) is returned in an envelope that does not comply with Regulation 9.3(g);
 - (ii) does not contain a vote;
 - (iii) has a vote for more than the full number of Candidates required to be elected to fill the vacancies; or
 - (iv) is received by post later than 5.00pm on the date voting closes.

9.4 Result of Ballot

- (a) The ballot is under the control of the Returning Officer who will determine:
 - (i) the method of counting votes;
 - (ii) whether or not Ballot Papers are informal; and
 - (iii) any other matters arising in connection with the ballot.
- (b) The result of an election for Elected Directors will be decided according to those Candidates who have received the greatest number of votes.
- (c) The first past the post system of voting will be used.
- (d) In the case of an equality of votes between two or more Candidates the Returning Officer will decide by a random draw the Candidate or Candidates who will receive an additional vote.
- (e) The decision of the Returning Officer as to the result of the election shall be final, conclusive and binding.
- (f) Subject to Regulations 9.4(i) and 9.4(j)(ii), if a Candidate:
 - (i) dies or withdraws under Regulation 9.4(g); or
 - (ii) becomes no longer eligible to be elected under the Regulations,before the announcement of the ballot results under Regulation 9.5(a), the ballot is not informal and it is not necessary to make any change to the Ballot Paper.
- (g) A Candidate may withdraw from the election at any time by written notice addressed to the Returning Officer.

- (h) Votes for the Candidate who dies, withdrew or became ineligible will be disregarded by the Returning Officer in determining the results of the election.
- (i) The Returning Officer will cancel the election where, as a result of any of the circumstances set out in Regulation 9.4(f), the number of remaining Candidates:
 - (i) is the same as the number of vacancies on the Council; or
 - (ii) is less than the number of vacancies on the Council.
- (j) When an election is cancelled under Regulation 9.4(i):
 - (i) the remaining Candidates are deemed to be elected under rule 6.4(b) of the Constitution; and
 - (ii) neither the Returning Officer nor the Company is required to notify Members that the election has been cancelled.

9.5 Declaration of Ballot

- (a) At the annual general meeting, the Returning Officer:
 - (i) will announce the names of the persons who have been elected;
 - (ii) will announce the number of votes received by all of the Candidates.
- (b) Prior to the announcement under Regulation 9.5(a) and subject to the prior approval of the Chief Executive Officer, the Returning Officer may within 24 hours before the annual general meeting advise the chairperson and the Candidates of the election results.
- (c) If the Returning Officer advises the Board and the Candidates of the outcome of the election before the annual general meeting, the Returning Officer will use best endeavours to ensure that the Board and the Candidates are given the advice at approximately the same time.
- (d) The Directors and Candidates must keep the election results confidential until the election results are announced at the annual general meeting.
- (e) Before the Returning Officer may give a Director or Candidate the election results, the Director or Candidate must give the Returning Officer a written undertaking, in a form and on terms acceptable to the Returning Officer, that the election results will be kept confidential until they are announced at the annual general meeting.
- (f) The election will not be invalidated by:
 - (i) the Returning Officer deciding not to notify or failing to notify; or
 - (ii) the non-receipt of advice by,

the Chief Executive Officer, the Director or the Candidates, of the election results.

9.6 Destruction of Ballot Papers

- (a) After the completion of a ballot, the Returning Officer will keep all paper form Ballot Papers sealed in secure packets, and all online Ballot Papers digitally secured, for one month.
- (b) After the one-month period referred to in Regulation 9.6(a), the Returning Officer will have the Ballot Papers destroyed.

10. Appointed Directors and appointments to fill a casual vacancy

- (a) The selection and assessment of the suitability of a Member to become an Appointed Director, or to fill a casual vacancy in the office of an Elected Director arising under the Constitution, will be conducted and overseen by the Remuneration and Nominations Committee in accordance with the Remuneration and Nominations Committee charter, these Regulations, including Regulation 7.3, and any Board charter for selecting and appointing Appointed Directors and filling a casual vacancy in the position of an Elected Director.
- (b) The Remuneration and Nominations Committee must make a recommendation to the Board as to the suitability of a Member to hold office as an Appointed Director or to fill a casual vacancy of an Elected Director (as the case may be).
- (c) The Board must consider the recommendation made by the Remuneration and Nominations Committee under these Regulations prior to making any appointment of an Appointed Director or of an Elected Member to fill a vacancy in the position of an Elected Director.

Schedule 1– Proxy Form

The Royal Automobile Club of W.A. Limited [AUSTRALIAN COMPANY NUMBER]
(Company)

[Annual general **OR** General] meeting

Proxy form

[NAME OF VOTING MEMBER]

[ADDRESS OF VOTING MEMBER]

[DATE]

Before completing this form, please read the notice of [annual] general meeting to which this form is attached and the explanatory notes below.

I / We,

[NAME OF VOTING MEMBER(S)]

Of

[ADDRESS OF VOTING MEMBER(S)]

being [a] Voting Member[s] of the Company, hereby appoint the Chair of the meeting, or if a person is specified below then that person, as my/our proxy to vote and speak on my/our behalf at the meeting of the Company and at any adjournment of the Company's [annual] general meeting to be held at [TIME] on [DATE] at [ADDRESS]:

Name of proxy	Address
[NAME]	[ADDRESS]

The holder of this proxy may vote as they think fit unless otherwise specified in the table below*:

*Please mark the appropriate column with an "X" to indicate your directions

Ordinary resolutions

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. [INSERT TEXT OF RESOLUTION]			
2. [INSERT TEXT OF RESOLUTION]			
3. [INSERT TEXT OF RESOLUTION]			

Special resolutions

RESOLUTIONS	FOR	AGAINST	ABSTAIN
4. [INSERT TEXT OF RESOLUTION]			
5. [INSERT TEXT OF RESOLUTION]			

[INSERT THE APPROPRIATE EXECUTION BLOCK FOR THE VOTING MEMBER[S] SIGNING THIS DOCUMENT].

Explanatory notes

1. This proxy form must be received by the Company no later than [[TIME THAT IS 48 HOURS BEFORE THE MEETING] on [DATE] and:
 - (a) sent by post to the Company at [REGISTERED ADDRESS];
 - (b) [sent by fax to the Company on fax number [FAX NUMBER]; or]
 - (c) [returned by electronic means in accordance with the *Corporations Act 2001* (Cth) as set out in the notice of meeting accompanying this proxy form.]

Any proxy form (and any power of attorney under which it is signed) received after that time will not be valid for the scheduled meeting.

2. If you decide to mail this proxy form to the Company, please ensure that you allow adequate time for its delivery before the proxy form delivery deadline referred to in paragraph 1.
3. If you submit more than one valid proxy form, the proxy form received the latest in time will take precedence (provided that it is received by the proxy form delivery deadline referred to in paragraph 1).
4. No instrument appointing a proxy will be valid after the expiration of 12 months from the date of its execution.