

The Royal Automobile Club of Queensland Limited

By-Laws

as amended at 22 March 2011



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**BY-LAWS
OF
THE ROYAL AUTOMOBILE CLUB OF QUEENSLAND
LIMITED**

1. DEFINITIONS AND INTERPRETATION

- 1.01 These By-Laws and the Constitution of the Company shall apply to and govern procedure at all Annual General Meetings and general meetings of Eligible Members.
- 1.02 Words and expressions contained in these By-Laws shall have the meaning assigned to them by the Constitution.
- 1.03 Where there is any inconsistency between these By-Laws and the Constitution, the Constitution shall prevail. The By-Laws shall not be deemed to be inconsistent with the Constitution merely because one shall deal with the same or a related subject more exhaustively than the other.
- 1.04 The Royal Automobile Club of Queensland Limited is a company limited by guarantee. The liability of the members is limited and 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 is a member or within one year afterwards as may be required for payment of the debts and liabilities of the Club contracted before the time at which he ceased to be a member of the Club and for the costs, charges and expenses 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 one guinea or \$2.10 pursuant to the *Currency Act 1965* (Cth).
- 1.05 When used in these By-Laws the term "Meeting" shall mean any general meeting of Eligible Members.

2. MEETINGS SUMMONSED BY REQUISITION

- 2.01 The Board shall upon a written requisition of at least one hundred or more Eligible Members or by Eligible Members representing at least five per cent of the total voting rights of all Eligible Members having at that date a right to vote at general meetings convene a general meeting provided that such requisition shall comply with these By-Laws.
- 2.02 Any such requisition:
- (i) shall be in writing, and

- (ii) may be set out either in one or more documents each in identical form, and
- (iii) shall be signed by each requisitioner in his own handwriting, and
- (iv) shall set forth in legibly printed block capitals opposite the particular requisitioner's signature the name and address of each requisitioner as recorded in the Register of Members, and
- (v) shall be in all respects in the English language, and
- (vi) shall state the business of the requisitioned meeting and the full text of any resolutions to be moved at such meeting, and
- (vii) shall be deposited at the registered office for the time being of the Company.

3. MEMBERS' RESOLUTIONS

- 3.01 A resolution may be proposed by Eligible Members and considered at any meeting only if it complies with the *Corporations Act 2001* (Cth) and this By-Law in every respect and not otherwise.
- 3.02 Notice of such resolution shall be circulated to all Eligible Members of the Company who are entitled to receive notices of meetings, directly by post or by electronic means or by insertion in any newspaper circulating generally throughout the State of Queensland or the official journal of the Company or any publication posted or delivered to all Eligible Members of the Company.
- 3.03 One document or (if more than one) identical documents setting out the resolution(s) shall reach the hands of the Secretary at the registered office for the time being of the Company at least two months before the date of the proposed meeting.
- 3.04 The document or documents referred to in By-Law 3.03 shall be signed by each of the Eligible Members proposing the resolution(s) in his own handwriting.
- 3.05 The document or documents referred to in By-Law 3.03 shall set forth in legibly printed block capitals opposite the particular Eligible Member's signature the name, membership number and address of each Eligible Member signing the same as recorded in the Register of Members.
- 3.06 All documents referred to in this By-Law shall be in the English language.
- 3.07 The notice of Eligible Members' resolution circulated to Eligible Members pursuant to By-Law 3.02 may be accompanied by an explanatory statement that is not defamatory and of not more than 1,000 words, prepared by the requisitionists with respect to the matter

referred to in any proposed resolution or the business to be dealt with at the meeting at which the resolution is to be proposed.

4. PROXIES

- 4.01 The Board may prescribe a form of proxy to assist Eligible Members who wish to appoint a proxy to attend a General Meeting.
- 4.02 The Company may issue one duplicate proxy form clearly marked "duplicate" to any Eligible Member who satisfies it that either:
- (i) the form despatched to the Eligible Member has been lost, mislaid, destroyed or not received by such an Eligible Member, or
 - (ii) the Eligible Member has inadvertently completed the proxy form contrary to his real intention and delivers such form to the Company.
- 4.03 Proxies made available for any Annual General Meeting or General Meeting of the Company will, unless otherwise determined by the Chairman or a resolution of Eligible Members, be destroyed at the conclusion of the meeting to which they relate.

5. VOTING RIGHTS

- 5.01 Notwithstanding either the date of payment of any subscription or the actual date of election of any new Eligible Member or the date on which a new Eligible Member is notified of his election to the Company, Eligible Members shall not be entitled to vote at any meeting or in any ballot conducted by the Company held during a period of three months from the date of their first election by the Board to Membership of the Company.
- 5.02 A Member who is not an Eligible Member shall not, unless and insofar as the Board shall otherwise determine, be entitled to any voting rights or any other rights or benefits in or as an Eligible Member of the Company, except that such Member shall be supplied with each issue of The Road Ahead and all such other literature published by or with the authority of the Company as the Board from time to time determines.
- 5.03 An Eligible Member as defined in the Constitution shall have the right to one vote only at meetings of the Company, irrespective of the number of vehicles nominated by him to receive road service.
- 5.04 In the case of a joint Eligible Member the vote of the person whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote or votes of the other joint Eligible Member or Members.

6. NOMINATIONS – BOARD ELECTIONS

- 6.01 All nominations of candidates for election as Directors of the Board shall be in the form described at Annexure A to these By-Laws, or such other form as the Board shall prescribe.
- 6.02 Printed blank nomination forms in the above or such other form as shall be prescribed by the Board for any particular election shall be provided by the Secretary to any Eligible Member upon request.
- 6.03 The Board may at its discretion declare invalid any nomination which does not strictly comply with the following conditions:
- (i) All blank spaces shall be completed in the English language in legibly printed block capitals.
 - (ii) The nomination shall be signed by the candidate and each nominator in his own handwriting.
 - (iii) The candidate must be an Eligible Member of the Company and not of or over the age of 72 years at the time his nomination is lodged.
 - (iv) A candidate must be nominated by thirty (30) Eligible Members.
 - (v) The duly completed nomination form shall be lodged with the Returning Officer and nominations shall close on a date to be fixed by the Board, not being later than 42 clear days before the date fixed for the holding of the Annual General Meeting. The Returning Officer may treat a nomination as authority to include same in any ballot paper to be prepared and circulated by him unless the candidate withdraws that nomination by signed notification in writing to the Returning Officer.
- 6.04 A candidate may withdraw his nomination at any time after the date of closing of nominations, provided he gives reasonable notice to the Returning Officer, by signed notification in writing to the Returning Officer, whereupon the Returning Officer shall disregard the lodgement of the nomination.
- 6.05 The publication in The Road Ahead magazine or any other Company publication or correspondence of any material relating to the candidature of a nominee for election to the Board, other than in terms of By-Law 13.01, is prohibited. Any dispute as to the nature of such material shall be resolved by the Returning Officer.

7. APPOINTMENT OF RETURNING OFFICER

- 7.01 The Board may appoint a Returning Officer and in addition an Assistant Returning Officer for each Zone in which an election is required. In default of appointment of a Returning Officer the Secretary will act as such and in default of appointment of an Assistant Returning Officer in

any Zone where an election is required, a Regional Manager appointed in that Zone will act as the Assistant Returning Officer for that Zone.

7.02 The Returning Officer will supervise the counting of the votes for all Zones.

7.03 Any reference in the Constitution or these By-Laws to the Returning Officer shall be construed to mean and include an Assistant Returning Officer in respect of an election conducted in a Zone.

8. NOMINATIONS EQUALLING VACANCIES

8.01 If, after the close of nominations, the number of properly nominated candidates does not exceed the number of vacancies for a particular Zone, the Returning Officer will so certify to the Chairman who will declare such candidates duly elected at the ensuing Annual General Meeting.

9. BALLOT

9.01 If the number of properly nominated candidates exceeds the vacancies for a particular Zone then the Board will hold an election either by ballot in accordance with these By-Laws or by such other means as the Board determines.

10. BALLOT CLOSING DATE

10.01 In the event of an election by ballot, the ballot will close at least ten clear days prior to the date of the Annual General Meeting at which certain Directors of the Board retire pursuant to Clause 11 of the Constitution.

11. REGISTER OF MEMBERS

11.01 The Returning Officer shall have available to him a Register of Members showing the name, membership number and registered address of Eligible Members entitled to vote subject to By-Law 5.01 in each Zone in which an election is to be held pursuant to this By-Law.

12. DISTRIBUTION OF VOTING PAPERS

12.01 Unless the Board shall resolve that a voting paper be distributed to each Eligible Member by printing of the voting paper in the Company's official journal or such other means as determined by the Board, the Returning Officer shall post by pre-paid ordinary post to each Eligible Member at his registered address not less than fourteen days before the close of the ballot a list of candidates for vacancies to represent the Eligible Member's Zone, ballot paper and return envelope (hereinafter called "voting paper") together with instructions as to the number of vacancies and the method of voting.

13. BIOGRAPHIES OF CANDIDATES

13.01 The Board may prescribe that biographical information concerning each candidate be despatched to Eligible Members, and may prescribe the maximum number of words to be published concerning each candidate. The Returning Officer may decline to allow to be published any words that he considers defamatory or inaccurate or irrelevant or offensive or constitute advocacy or viewpoint.

14. RETIRING DIRECTORS

14.01 When retiring Directors of the Board are candidates for re-election, their names shall be distinguished by an asterisk and a note drawing attention to that fact shall appear at the foot of the voting paper. Candidates' names shall be listed in alphabetical order.

15. BALLOT BOXES

15.01 The Returning Officer will cause to be placed as near as possible to the inside of the main entrance of the registered office of the Company a locked ballot box which will have an opening or slot capable of receiving the voting papers, whether enveloped or not enveloped. All keys shall be controlled by the Returning Officer or Assistant Returning Officer for the particular Zone and he shall take such measures as he deems fit to ensure that each such ballot box may not be removed, opened or otherwise dealt with, without his permission.

15.02 The Returning Officer shall store in secure containers or other devices of any type he deems suitable, voting papers received through the post or otherwise. Such containers or other devices shall be deemed to be ballot boxes within the terms of these By- Laws, whether fitted with a slot or otherwise.

15.03 The Returning Officer, for added security or convenient storage or any other reason he deems sufficient, may cause voting papers to be transferred at any time from one ballot box to another.

16. EXTRANEOUS MATTER WITH VOTES

16.01 The Returning Officer may by provision of warning notices incorporated with or accompanying the voting paper or in such other manner as he may think fit ensure that Eligible Members are warned that any extraneous matter sent in the same envelope as a voting paper will not be dealt with until the envelopes are opened to count votes.

16.02 The Returning Officer or any other officer of the Company may, in such manner as they may think fit, ensure that any extraneous matter sent in the same envelope or other device as a voting paper will not be dealt with until the envelopes are opened.

17. RECEPTACLES FOR VOTES

17.01 The Returning Officer may make such provision as he thinks fit for all offices and vehicles of the Company to provide such receptacles as he may consider proper and necessary for the collection of voting papers provided that the persons in charge thereof are instructed to ensure that voting papers are transmitted to locked and secured ballot boxes referred to in By-Law 15.01 as often and in such manner as the Returning Officer shall deem necessary having regard to the safety of voting papers and the normal duties of such persons in the services of the Company.

18. DUPLICATE VOTING PAPER

18.01 At any time before the closing of the ballot the Returning Officer may upon being satisfied as to the bona fides of any application, issue a second or duplicate voting paper clearly marked "duplicate", to any Eligible Member whose original voting paper has been lost or destroyed. Before doing so the Returning Officer may require the Eligible Member to first make a statutory declaration stating the reason for his application and that he has not already voted at the election. The original voting paper issued to any Eligible Member to whom a duplicate voting paper is issued in accordance with this By-Law shall in all respects be superseded by such duplicate voting paper and shall be absolutely null and void.

19. PROCEDURE AT CLOSE OF BALLOT

19.01 Votes may be received at any time up to 12 noon on the day of the close of the ballot at which time the ballot will close. As soon as possible, but in any event within twenty-four hours of the close of the ballot, the contents of all ballot boxes will be transmitted to the Returning Officer, who shall at his discretion determine the manner of transmission. As soon as he shall receive these votes, the Returning Officer shall place them in the ballot box at the registered office of the Company.

20. SCRUTINEERS AND OPENING OF BALLOT BOXES

20.01 On the day after the date on which the poll closes and at a time notified at least 24 hours previously by the Returning Officer to all scrutineers duly appointed by the candidates in accordance with the Constitution the Returning Officer shall open the ballot boxes in the presence of the scrutineers duly appointed by the candidates and who are present at the notified time.

21. COUNTING OF VOTES

21.01 Upon the ballot boxes being opened, the Returning Officer and his staff shall, in the presence of scrutineers duly appointed by the candidates, remove all voting papers and envelopes from the ballot boxes and

count such voting papers in the form determined and issued by the Board to determine whether the minimum number of votes required by Clause 11.18(g) of the Constitution for the election of any Member of the Board has been cast.

21.02 If the minimum number of votes required by Clause 11.18(g) of the Constitution has not been cast, the Returning Officer shall notify the Chairman in writing and no further count shall proceed.

21.03 If the Returning Officer determines that the minimum number of votes required by Clause 11.18(g) of the Constitution may have been cast, the Returning Officer shall then examine all voting papers and check their validity.

22. REJECTION OF VOTES

22.01 At the examination of the voting papers, the Returning Officer shall reject as invalid every voting paper, which is:

- (i) not in the form as determined by the Board; or
- (ii) not signed by the Eligible Member; or
- (iii) manifestly irregular.

22.02 Provided By-Laws 21.01, 21.03 and 22.01 have been complied with, the Returning Officer and his staff shall count the number of votes recorded for each candidate and the Returning Officer shall identify as an informal vote every voting paper, which:

- (i) purports to vote for a greater or lesser number of candidates than is required to fill the relevant vacancies; or
- (ii) is so imperfectly marked that the intention of the Eligible Member cannot with certainty be ascertained.

22.03 At the conclusion of the count the Returning Officer shall certify in writing to the Chairman the number of valid votes received, the name of each candidate and the number of votes received by each candidate. The candidate or candidates, as the circumstances warrant, with the greatest number of votes received shall, subject to Clauses 11.18(g) and (i) of the Constitution, fill the vacant place or places on the Board.

22.04 No ballot shall be invalid by reason of:

- (i) any defect of a merely formal nature, or
- (ii) any accidental omission to send to any Eligible Member entitled to vote any voting paper or accompanying documents.

23. DESTRUCTION OF VOTING PAPERS

23.01 Immediately after the completion of a ballot the Returning Officer shall cause all voting papers, envelopes and lists of Eligible Members, to be made up, securely fastened, and sealed in packets and safely keep them until after the conclusion of the applicable Annual General Meeting. Unless otherwise resolved at the Annual General Meeting at which the result of the election is announced, the Returning Officer shall destroy all voting papers relating to the election one month after the conclusion of the Annual General Meeting.

24. ZONAL BOUNDARIES

24.01 Queensland shall be divided into the following Zones:

Zone	<i>Australia Post Postcode Numbers</i>
South East	4000 to 4349, 4500 to 4549, 9000 to 9299, 9400 to 9599, and 9700 to 9799.
South West	4350 to 4499, 2406, and 9880 to 9899.
Wide Bay-Sunshine Coast	4550 to 4676, and 9900 to 9919.
Central	4677 to 4736, and 9920 to 9939.
North	4737 to 4851, and 9940 to 9979.
Far North	4852 to 4895, and 9980 to 9999.

25. ATTENDANCE RECORD

25.01 An attendance record shall be kept in any form prescribed by the Board and if so required by the Board, Eligible Members shall not be admitted to the meeting unless they produce their current membership card or complete the form, if any, prescribed by the Board.

26. VOTING AT MEETINGS

26.01 Every question submitted to a meeting shall be decided in the first instance by a show of hands by production of such cards or forms as may be prescribed by the Board.

27. ORDER OF BUSINESS

27.01 The order of business of a meeting shall be the order in which such business stands in the Notice of Meeting or Agenda for that meeting, but for greater convenience at any particular meeting it may be altered by direction of the Chairman of the meeting given at the commencement of the meeting or during its progress.

28. NOTICE OF MEETING

28.01 The Notice of Meeting shall be read to the meeting unless the meeting decides to take the Notice as read.

29. MINUTES

29.01 At an Annual General Meeting the business shall include the reading of the preceding minutes, unless such minutes have been made available to Eligible Members entitled to attend the meeting or unless the meeting decides to take the minutes as read. No discussion shall be permitted thereon except as to their accuracy as a record of the preceding meeting.

30. DISCUSSION OF A RESOLUTION

30.01 Any Eligible Member desirous of discussing a resolution put before a meeting or amendment must state his full name before he addresses the meeting.

30.02 Any Eligible Member wishing to speak in relation to a resolution or any other person taking part in discussion thereon shall address the Chairman and shall not be interrupted unless called to order, when the question of order shall be disposed of, and such Eligible Member or other person may then, subject to the Chairman's ruling on the question of order, proceed with the subject.

30.03 Any Eligible Member has the right to speak on any resolution put before the meeting.

31. TAKING OF VOTE

31.01 The Chairman shall in taking the vote of any meeting put the question first in the affirmative, then in the negative. He shall then disclose whether the resolution is carried or defeated and this shall be recorded in the minutes.

32. NO DISCUSSION AFTER RESOLUTION PUT

32.01 After a resolution has been put to the meeting, no further discussion thereon or amendment thereto shall be permitted.

33. SUSPENSION OF BY-LAWS

33.01 Any one of these By-Laws may be suspended for a special purpose with the permission of the Chairman.

34. ADJOURNMENT

34.01 No discussion shall be allowed on any resolution put to the vote or upon any resolution for adjournment of the meeting, but if on either such resolution being put the resolution is not passed, the subject then

under consideration or the next item on the Notice of Meeting shall be discussed, or any other that may be allowed precedence, before any subsequent resolution for adjournment may be made.

35. SPEAKERS

35.01 If two or more persons rise or commence to speak at the same time, the Chairman shall decide which of them is entitled to priority.

36. POINTS OF ORDER

36.01 The decision of the Chairman when called upon to decide on points of order or practice shall be final and not subject to discussion or debate and shall not be dissented from.

37. MANNER OF ADDRESS

37.01 No person shall digress from the subject matter of the question under discussion or comment upon the words used by any other person in a previous debate; and all imputations of improper motives and of personal reflections on Eligible Members or others shall be deemed highly disorderly.

38. OFFENSIVE BEHAVIOUR

38.01 Whenever any person behaves offensively or in a disorderly manner or makes use of any expression, which is disorderly or capable of being applied offensively to any other person, the person so offending may be required by the Chairman to cease such behaviour, or withdraw the expression and to make a satisfactory apology to the meeting.

38.02 Any person behaving offensively or in a disorderly manner or using offensive or disorderly language, and having been twice called to order or to withdraw or apologise for such conduct and refusing so to do shall be deemed guilty of a breach of the By-Laws, and without prejudice to any other right remedy or penalty contained in the Constitution or in these By-Laws, the Chairman has the right to request him to leave the meeting.

38.03 Any person who being requested by the Chairman to leave any meeting may be immediately removed and any police officer or any person requested by the Chairman so to do may remove such person.

39. CHAIRMAN'S RULINGS

39.01 The provisions of this By-Law shall take effect notwithstanding anything contained in By-Laws 25.01 to 38.03 inclusive.

39.02 In all cases not provided for in such last mentioned By-Laws, resort shall be had to the ruling of the Chairman which shall be final and conclusive.

- 39.03 The Chairman may give directions concerning the conduct of the meeting and may for the expeditious and convenient conduct of the meeting limit the time during which any Eligible Member or other person may be heard or the time during which any subject before the meeting shall be open for debate.
- 39.04 Rulings or directions given by the Chairman shall be based upon the Chairman's view as to fairness and commonsense in the circumstances and no special regard need be had by the Chairman to any common commercial or other practices.
- 39.05 The Chairman may take or cause to be taken such steps as he deems necessary to enforce compliance with his rulings or directions.

40. CLASSES OF MEMBERSHIP

40.01 Pursuant to Clause 2.1 of the Constitution of the Company, the rights and privileges of each class of membership of the Company are to be set out in the Company's By-Laws.

40.02 The categories of membership of the Company shall consist of the following classes of membership:

- (i) Ordinary Membership;
- (ii) Associate Membership;
- (iii) Honorary Annual Membership;
- (iv) Honorary Temporary Membership;
- (v) Honorary Life Membership;
- (vi) Fleet Membership;
- (vii) Absentee Membership;
- (viii) Free2go Membership;
- (ix) Excess User – Fee for Service Membership;
- (x) Companion Card Membership; and
- (xi) such other classes of Membership as the Board may from time to time prescribe.

41. ORDINARY MEMBERSHIP

41.01 Ordinary Membership may be awarded to individual persons who apply for such membership and meet eligibility criteria (as defined in the RACQ Regulations). Members of this class of membership have the following rights and obligations:

- (i) right to receive notice of meetings of members, attend meetings of members, and voting rights once the membership has been approved by the Board;
- (ii) entitlement to RACQ Road Service (as defined in the RACQ Regulations);
- (iii) entitlement to Office Services (as defined in the RACQ Regulations);
- (iv) the obligation to pay appropriate entrance fees;
- (v) the obligation to pay the annual subscription; and
- (vi) entitlement to a membership identifier.

42. ASSOCIATE MEMBERSHIP

42.01 Associate Membership may be awarded to individual persons who apply for such membership and meet eligibility criteria (as defined in the RACQ Regulations). Members of this class of membership have the following rights and obligations:

- (i) entitlement to Office Services (as defined in the RACQ Regulations);
- (ii) the obligation to pay appropriate entrance fees;
- (iii) the obligation to pay the annual subscription; and
- (iv) entitlement to a membership identifier.

43. HONORARY MEMBERSHIP

43.01 Honorary Memberships include annual, life and temporary Honorary Members and other such classes as determined by the Board.

44. HONORARY ANNUAL MEMBERSHIP

44.01 Honorary Annual Members are appointed and reviewed annually by the Board.

44.02 Honorary Annual Members are entitled to the rights of Ordinary Membership with the exception of the right to receive notice of meetings of members, attend meetings of members and voting rights.

44.03 The annual subscription is not required to be paid during the year that a person is a member of this class.

45. HONORARY TEMPORARY MEMBERSHIP

45.01 Honorary Temporary Members are appointed and reviewed by the Board.

45.02 Honorary Temporary Members are entitled to the rights of Ordinary Membership with the exception of the right to receive notice of meetings of members, attend meetings of members and voting rights. The annual subscription is not required to be paid during the time that a person is a member of this class.

46. HONORARY LIFE MEMBERSHIP

46.01 Honorary Life Members are elected at an Annual General Meeting.

46.02 Honorary Life Members are entitled to the rights of Ordinary Membership and are not required to pay the annual subscription.

47. FLEET MEMBERSHIP

47.01 Fleet Memberships include Business Fleet Members and Fee for Service Fleet Members and other such classes as determined by the Board.

48. FLEET MEMBERSHIP – BUSINESS FLEET MEMBERS

48.01 Business Membership may be awarded to owners of registered businesses or companies that apply for such membership and meet eligibility criteria (as defined in the RACQ Regulations). Membership is to be held in the name of a nominated owner of the business or in the name of the company. Members of this class of membership have the following rights and obligations:

- (i) right to receive notice of meetings of members, attend meetings of members, and voting rights once the membership has been approved by the Board;
- (ii) entitlement to RACQ Road Service (as defined in the RACQ Regulations);
- (iii) entitlement to Office Services (as defined in the RACQ Regulations);
- (iv) the obligation to pay appropriate entrance fees;
- (v) the obligation to pay the annual subscription; and
- (vi) entitlement to a membership identifier.

49. FLEET MEMBERSHIP – FEE FOR SERVICE FLEET MEMBERS

49.01 Fee for Service Fleet Membership may be awarded to owners of registered businesses or companies that apply for such membership and meet eligibility criteria (as defined in the RACQ Regulations). Membership is to be held in the name of a nominated owner of the business or in the name of the company. Members of this class of membership have the following rights and obligations:

- (i) entitlement to RACQ Road Service (as defined in the RACQ Regulations);
- (ii) the obligation to pay appropriate entrance fees;
- (iii) the obligation to pay the annual subscription and applicable service fees; and
- (iv) entitlement to a membership identifier.

50. ABSENTEE MEMBERSHIP

50.01 Absentee Membership may be awarded to individual persons who apply for such membership and meet eligibility criteria (as defined in the RACQ Regulations). Members of this class of membership have the following rights and obligations:

- (i) the right to be exempt from payment of a further annual subscription fee (as defined in the RACQ Regulations); and
- (ii) the right to retain membership years.

51. FREE2GO MEMBERSHIP

51.01 Free2Go Membership may be awarded to individual persons who apply for such membership and meet eligibility criteria (as defined in the RACQ Regulations). Members of this class of membership have the following rights and obligations:

- (i) entitlement to RACQ Road Service where the appropriate annual subscription has been paid (as defined in the RACQ Regulations);
- (ii) entitlement to Office Services (as defined in the RACQ Regulations); and
- (iii) entitlement to a membership identifier.

52. EXCESS USER – FEE FOR SERVICE MEMBERSHIP

52.01 Excess User Membership may be offered to members, who have been identified by officers of RACQ as excessively using RACQ services and facilities (as defined in the RACQ Regulations). Members of this class of membership have the following rights and obligations:

- (i) right to receive notice of meetings of members, attend meetings of members, and voting rights;
- (ii) entitlement to RACQ Road Service (as defined in the RACQ Regulations);

- (iii) entitlement to Office Services (as defined in the RACQ Regulations);
- (iv) obligation to pay appropriate entrance fees;
- (v) the obligation to pay the annual subscription, and any service fees; and
- (vi) entitlement to a membership identifier.

53. LIFESTYLE COMPANION MEMBERSHIP

53.01 Lifestyle Companion Membership may be offered to the spouse or partner of a current Ordinary Member upon payment of an additional annual subscription fee (as determined by RACQ from time to time) provided that both the prospective Lifestyle Companion Member and the current Ordinary Member reside at the same residential address. Members of this class of membership have the following rights and obligations:

- (i) entitlement to Office Services (as defined in the RACQ Regulations);
- (ii) the obligation to pay the annual subscription; and
- (iii) entitlement to a membership identifier.

54. DISTRIBUTION TO MEMBERS PROHIBITED

54.01 The assets or income of The Royal Automobile Club of Queensland Limited, or any portion of the assets or income may not be distributed directly or indirectly to the Members of the Company in any form whatsoever except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

54.02 In the event of The Royal Automobile Club of Queensland Limited being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation with similar purposes which is not carried on for the profit or gain of its individual members. No amount in any form whatsoever shall be paid or distributed to the Members of the Company.

ANNEXURE A

Nomination Form

The Returning Officer
The Royal Automobile Club of Queensland Limited

Dear Sir,

We, the undersigned, hereby nominate:

(Full name in Block Capitals)

(Address in Block Capitals)

for election as a Director of the Board of The Royal Automobile Club of Queensland Limited for the _____ Zone, in accordance with the Constitution of the Company.

NOMINATORS

MEMBERSHIP NO _____

NAME _____

(and initials) In Block Capitals

ADDRESS _____

In Block Capitals

SIGNATURE _____

Note:

- (1) The above particulars must be completed in respect of the candidate in legibly printed block capitals.
- (2) Each nominator must in the respective spaces provided sign his name in his own handwriting and also legibly print his full name, membership number and address in block capitals.
- (3) The candidate and all nominators must be Eligible Members of the Company at the date on which this nomination is lodged with the Returning Officer.
- (4) This form must be lodged with the Returning Officer properly completed not later than / / .
(Here to be inserted the date fixed by the Board.)
- (5) Candidates must be nominated by thirty (30) Eligible Members not including the candidate.
- (6) Failure to comply with any of the above conditions may at the discretion of the Board render the nomination invalid.

Statement By Nominee

I, the person named in this form as a candidate for election as a Director of the Board of The Royal Automobile Club of Queensland Limited representing the _____ Zone, hereby accept nomination and by my signature acknowledge that I am aware and understand that the office of Director of the Board of the Company carries with it the obligation to fulfil the responsibilities cast upon the Board by the Constitution of the Company and that this obligation includes the general supervision of the activities of the Company and its subsidiaries and the obligations imposed by the law to act honestly and with care and with responsibility and that my failure to fulfil those obligations would expose me to criminal prosecution and civil liability.

I irrevocably authorise the Returning Officer to include my name in any ballot paper to be prepared and circulated by the Returning Officer unless I give reasonable notice of withdrawal of my candidature in writing to the Returning Officer. I further agree if elected to comply with the Constitution of the Company regarding confidentiality and with the decisions of the Board made thereunder.

I acknowledge that on reaching the age of 72 years I will not seek re-election to the Board and will voluntarily retire from the Board at the conclusion of the Annual General Meeting of Eligible Members immediately following the date on which I attain the age of 72 years.

Signature of Nominee

/ /

Date

Witness to Nominee's signature

/ /

Date

Nominee's date of birth

/ /
Date