

Constitution of Royal Automobile Association of South Australia Incorporated

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Contents

1.	Definitions and Interpretation	4	8.	General Meetings	9
1.1	Definitions	4	8.1	Annual General Meeting	9
1.2	Interpretation	5	8.2	Business at Annual General Meeting	10
1.3	Board Sole Authority	5	8.3	Special General Meetings	10
2.	Name, Objects and Powers of the Association	5	8.4	Notice of General Meeting	10
2.1	Name	5	8.5	Contents of Notice	10
2.2	Objects	5	8.6	Failure to Give Notice	10
2.3	Powers	6	8.7	Business at General Meetings	11
3.	Patron	6	9.	Proceedings at General Meetings	11
4.	Membership	6	9.1	Quorum	11
4.1	Classes of Membership	6	9.2	If Quorum Absent	11
4.2	Fees and Subscriptions	6	9.3	Voting at General Meetings	11
4.3	Refusal of Admission as Member	6	9.4	Casting Vote	11
4.4	Honorary Life Membership	6	9.5	Decisions to be Binding	11
4.5	Eligibility Criteria	7	9.6	Rescission of Decisions	11
5.	Rights of Members	7	9.7	Minutes of Meetings	12
5.1	Rights, Privileges and Obligations	7	10.	Voting at General Meetings	12
5.2	Eligible Members	7	10.1	Entitlement to Vote	12
5.3	Membership not Transferable	7	10.2	Right to Appoint Proxy	12
6.	Cessation of Membership	7	10.3	Instrument of Proxy	12
6.1	Unpaid Fees, Subscriptions and Other Payments	7	11.	Board of Directors	12
6.2	Resignation	7	11.1	Powers and Functions of Board	12
7.	Suspension and Expulsion of Members	8	11.2	Composition of Board	12
7.1	Suspension and Expulsion	8	11.3	Rotation of Directors	13
7.2	Refusal of Renewal of Membership	8	11.4	Qualification for Election as Director	13
7.3	Appeals Committee	8	11.5	Nominations for Election to Board	13
7.4	Implementation of Appeals Committee Determination	9	11.6	Insufficient Nominations	14
			11.7	Nominations in Excess of Positions	14
			11.8	Persons not Eligible for Election as Directors	14
			11.9	Resignation of Directors	15
			11.10	Removal of Directors	15
			11.11	Remuneration of Directors	15

12. Casual Vacancies on the Board	16
12.1 Casual Vacancy	16
12.2 Filling Casual Vacancy	16
12.3 Insufficient Directors	16
13. President and Vice-President	17
13.1 Election of President and Vice-President	17
13.2 Vacancies in Offices of President and Vice-President	17
13.3 Removal of President or Vice-President	17
13.4 Secret Ballot	17
13.5 Presiding at Meetings	17
14. Board Meetings	18
14.1 Time and Place of Meeting	18
14.2 Notice of Meeting	18
14.3 Meetings using Electronic Means	18
14.4 Quorum	18
14.5 Resolution in Writing	18
14.6 Voting at Meetings of the Board	19
15. Delegation Of Powers	19
15.1 Board may Delegate	19
15.2 Withdrawal or Restriction	19
15.3 No Derogation	19
15.4 Register of Delegations	19
16. Committees	19
16.1 Appointment of Committees	19
16.2 Membership of Committees	19
16.3 Determinations of Committees	19
17. Chief Executive	20
17.1 Appointment of Chief Executive	20
17.2 Duties of Chief Executive	20
18. Managing Director	20
18.1 Appointment of Managing Director	20
18.2 Termination of Appointment	20
18.3 Clauses not to Apply	20

Common Seal	20
19.1 Common Seal	20
19.2 Use of Common Seal	20
19.3 Common Seal Register	20
20. Auditor	21
20.1 Appointment of Auditor	21
20.2 Qualifications of Auditor	21
20.3 Audit of Association's Accounts	21
21. Public Officer	21
21.1 Appointment of Public Officer	21
22. Notices	22
22.1 Method of Service of Notices	22
22.2 Time of Service of Notices	22
23. Indemnity and Insurance	22
23.1 Indemnity against Liabilities	22
23.2 Indemnity for Costs and Expenses	22
23.3 Insurance	23
24. Regulations	23
25. Alteration of Constitution	23
26. Winding Up	24
26.1 No Distribution to Members	24
26.2 Voluntary Winding Up	24
26.3 Surplus Assets	24
27. Transitional Provisions	24
27.1 Constitution in Force	24
27.2 Former Rules of the Association	24
27.3 Former Resolutions and Regulations	24
27.4 Eligibility Criteria	24
27.5 Director Holding Office as President	25
27.6 Reduction in number of Directors	25

19.

CONSTITUTION OF ROYAL AUTOMOBILE ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED

1. Definitions and Interpretation

1.1 Definitions

In this Constitution the following terms have the following meanings unless the context otherwise requires:

Act means the Associations Incorporation Act 1985;

Association means Royal Automobile Association of South Australia Incorporated;

Board means the Board of Directors of the Association;

Business day means any day other than a Saturday, a Sunday or a public holiday observed in the City of Adelaide;

Chief Executive means the Chief Executive of the Association and includes the Managing Director, if appointed;

Director means a member of the Board;

Eligible Member means a member of a class prescribed by the Board as entitled to attend and vote at meetings of members and to hold office in the Association;

Member means a member of the Association;

Member Business Date means the date determined by the Board in accordance with Clause 8.1 (b)(ii);

Member Services means products, services and other benefits offered by the Association to members;

Membership means membership of the Association;

Nomination Date means the date determined by the Board in accordance with Clause 11.5 (a);

Notice means any form of written communication in accordance with Clause 22;

Person includes a natural person, an incorporated body or an unincorporated partnership or association;

Related Party, in relation to a person, means any of the following:

- (a) a relative of the person;
- (b) a body corporate of which the person, or a relative of the person, is a director;

- (c) a body corporate that is related to the body corporate referred to in paragraph (b);
 - (d) a director, or a relative of a director, of a body corporate referred to in paragraph (b) or (c);
 - (e) a beneficiary under a trust of which the person, or a relative of the person, is a trustee;
 - (f) a relative of such a beneficiary;
 - (g) a relative of the spouse, or defacto partner, of such a beneficiary;
 - (h) a trustee of a trust under which the person, or a relative of the person, is a beneficiary; or
 - (i) a member of a partnership of which the person, or a relative of the person, is a member;
- and

Special resolution has the same meaning as in the Act.

1.2 Interpretation

In this Constitution:

- (a) headings are for convenience only and do not affect interpretation;
- (b) unless the context otherwise requires:
 - (i) the singular includes the plural;
 - (ii) one gender includes all genders;
 - (iii) a reference to any legislation includes an amendment or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments made under it; and
 - (iv) a reference to a Clause is to a clause of this Constitution.

1.3 Board Sole Authority

The Board is the sole authority for the interpretation of this Constitution and the decision of the Board on any question of interpretation or on any matter affecting the Association or members, for which no provision is made in this Constitution, is final and binding on all members.

2. Name, Objects And Powers Of The Association

2.1 Name

The name of the Association is "Royal Automobile Association of South Australia Incorporated".

2.2 Objects

The objects of the Association are:

- (a) to benefit motorists, motoring and mobility generally;
- (b) to provide a roadside assistance service;
- (c) to provide such other services as the Board from time to time thinks fit;
- (d) to affiliate and work in conjunction with kindred organisations; and
- (e) to use the influence of the Association for the benefit of members and the community generally.

2.3 Powers

The Association has, in addition and without prejudice to the powers conferred by Section 25 of the Act, power:

- (a) to retain and employ persons for the purposes of the Association;
- (b) to raise and obtain money by means of subscriptions, fees, business and commercial activities of any kind;
- (c) to invest and deal with the funds of the Association in such manner as the Board may determine from time to time;
- (d) to form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements for the purpose of giving effect to the objects of the Association;
- (e) to make, amend and repeal regulations for the purposes of the Association; and
- (f) to do all such other lawful things as are incidental to the objects of the Association or any of them.

3. Patron

The Board may appoint a patron of the Association to hold office for such time as the Board decides and may remove any such patron.

4. Membership

4.1 Classes of Membership

Membership of the Association consists of such class or classes of members as the Board determines.

4.2 Fees and Subscriptions

The Board may determine from time to time:

- (a) entrance fees, subscriptions and other fees (if any) payable by members and the manner of payment;
- (b) other qualifications for membership; and
- (c) any concessions, loadings, remissions and exemptions that may be provided by the Association to members or classes of members.

4.3 Refusal of Admission as Member

Subject to its obligations under the Act or any other applicable law, the Board has an unfettered discretion to refuse admission as a member.

4.4 Honorary Life Membership

The Board may grant honorary life membership to any person who, in the opinion of the Board, merits special recognition. A life member has such rights and privileges as the Board determines and is not obliged to pay any subscription.

4.5 Eligibility Criteria

- (a) The Board may determine from time to time any criteria or qualifications for a class or classes of membership that a person must meet in order to become and remain a member.
- (b) Unless the Chief Executive (in their absolute discretion) determines otherwise, if a member of a class of members ceases to meet the criteria or qualifications to remain a member of that class, the person will at that time immediately cease to be a member.

5. Rights of Members

5.1 Rights, Privileges and Obligations

Members and classes of members will have such rights, privileges and obligations as the Board may fix from time to time.

5.2 Eligible Members

The Board may determine which class or classes of members are Eligible Members.

5.3 Membership not Transferable

The rights and privileges of membership attach to the member and are not capable of being transferred or assigned.

6. Cessation of Membership

6.1 Unpaid Fees, Subscriptions and Other Payments

- (a) Unless the Board or the Chief Executive otherwise decide, a member whose fees, subscriptions or other payments are unpaid is not entitled to receive Member Services until such amounts are paid.
- (b) A member whose fees, subscriptions or other payments are overdue for more than 3 calendar months ceases to be a member.
- (c) The Board or the Chief Executive may reinstate such a person as a member on such terms as they think fit.

6.2 Resignation

A member may resign from membership by giving Notice to the Association.

7. Suspension and Expulsion of Members

7.1 Suspension and Expulsion

- (a) If:
 - (i) a member engages in conduct which, in the opinion of the Chief Executive, is unbecoming or prejudicial to the interests of the Association; or
 - (ii) other reasonable basis exists,the Chief Executive may:
 - (iii) caution the member; or
 - (iv) suspend the member for such period as the Chief Executive thinks fit; or
 - (v) expel the member from the Association.
- (b) The Chief Executive must give the member written reasons for any such suspension or expulsion.
- (c) A suspended member is not entitled to receive Member Services during the period of the suspension.
- (d) A member who is expelled from the Association forfeits all current fees, subscriptions and other payments and must return to the Association any property of the Association in that member's possession, care or control.

7.2 Refusal of Renewal of Membership

- (a) This Clause 7.2 only applies in respect of membership of the Association where that membership is subject to a periodic renewal process or requirement, and does not apply where a member ceases to be a member as a result of ceasing to meet the eligibility criteria determined under Clause 4.5.
- (b) If:
 - (i) a member has, on any prior occasion, been expelled from the Association; or
 - (ii) some other reasonable basis exists;the Chief Executive may, in his or her absolute discretion:
 - (iii) refuse to accept a renewal of membership; or
 - (iv) cancel any renewal of membership.
- (c) The Chief Executive must give the member written reasons for any such refusal or cancellation of renewal of membership.
- (d) Upon such refusal or cancellation the person ceases to be a member and forfeits all claims upon the Association and its property and funds, other than a claim to refund of moneys (if any) paid in respect of the renewal which has been refused or cancelled.

7.3 Appeals Committee

- (a) The Board will establish an Appeals Committee upon such terms as the Board may determine. The Chief Executive must not be a member of the Appeals Committee.
- (b) A person who is suspended or expelled from the Association or whose renewal of membership is refused or cancelled by the Chief Executive under this Clause may appeal to the Appeals Committee against that decision.

- (c) Any appeal to the Appeals Committee must:
 - (i) be in writing, addressed to the Appeals Committee at the head office of the Association;
 - (ii) be received by the Appeals Committee within 28 days of the date of the decision;
 - (iii) set out the decision appealed from, the date of the decision and the grounds of appeal; and
 - (iv) include the name of the appellant and an address to which the Appeals Committee's determination of the appeal may be sent.
- (d) The Appeals Committee must meet and determine any appeal lodged in accordance with this clause within 28 days of receipt of the appeal.
- (e) Notice of the Appeals Committee's determination of the appeal, including reasons, must be sent to the appellant at the address provided.

7.4 Implementation of Appeals Committee Determination

- (a) If the Appeals Committee makes a determination overturning a decision of the Chief Executive to suspend a member, the decision of the Chief Executive to suspend the member is of no effect and the member is taken to have continued as a member of the Association as if the suspension decision had not been made.
- (b) If the Appeals Committee makes a determination overturning a decision of the Chief Executive to expel a member, the decision of the Chief Executive to expel the member is of no effect and the member continues to be a member of the Association as if the expulsion decision had not been made.
- (c) If the Appeals Committee makes a determination overturning a decision of the Chief Executive to refuse to accept a renewal of membership or to cancel a renewal of membership, that decision of the Chief Executive is of no effect and the Association must take the steps set out in the Appeals Committee's determination.
- (d) The Association has no liability for a failure to provide services to the member prior to the date of a determination by the Appeals Committee under Clause 7.4(a), (b), or (c).

8. General Meetings

8.1 Annual General Meeting

- (a) The annual general meeting of the Association must be held within 5 months after the end of the financial year of the Association, at a time and place determined by the Board.
- (b) Before the end of each financial year of the Association, the Board must determine:
 - (i) the date of the next annual general meeting; and
 - (ii) the date by which items of business for that annual general meeting must be received from members ("the Member Business Date").

8.2 Business at Annual General Meeting

The business at the annual general meeting will be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the Board a report of the proceedings of the Association and audited accounts for the preceding financial year;
- (c) to fill vacancies on the Board;
- (d) to deal with any business raised by the Board; and
- (e) to deal with any business which has been submitted to the Chief Executive in writing, duly proposed and seconded, before the Member Business Date.

8.3 Special General Meetings

- (a) The Board may convene a special general meeting at any time.
- (b) The Board must, on the requisition in writing of not less than 200 Eligible Members, convene a special general meeting for the purpose specified in the requisition.
- (c) Such a requisition must:
 - (i) state the purpose or purposes of the meeting;
 - (ii) set out legibly the names, addresses and membership numbers of the Eligible Members making it;
 - (iii) be signed by the Eligible Members making it; and
 - (iv) be delivered to the head office of the Association addressed to the Chief Executive.
- (d) No resolution can be passed at the meeting unless its subject matter was specified in the requisition.
- (e) If the Board fails to convene a special general meeting within 90 days of such a requisition being delivered the Eligible Members making the requisition may themselves convene the meeting.

8.4 Notice of General Meeting

Not less than 21 days Notice of a general meeting must be given to

- (a) every Eligible Member (including every Director); and
- (b) the auditor or auditors,

and must be served in a manner authorised by Clause 22.1.

8.5 Contents of Notice

A Notice of a general meeting must specify the place, day and hour of meeting, the general nature of business to be conducted at the meeting, the wording of any proposed resolution and information as to appointment of proxies by Eligible Members.

8.6 Failure to Give Notice

The accidental omission to give Notice of any general meeting to or the non-receipt of Notice by any Eligible Member will not invalidate the meeting or any resolutions passed.

8.7 Business at General Meetings

No business (except of a formal nature) can be transacted at a general meeting unless such business has been specified in the Notice convening the meeting.

9. Proceedings at General Meetings

9.1 Quorum

A quorum for a general meeting is 10 Eligible Members. No business can be transacted at any general meeting unless the required quorum is present in person or by proxy.

9.2 If Quorum Absent

If, within 15 minutes of the time appointed for a general meeting, a quorum is not present in person or by proxy, the members present must adjourn the meeting to a date within the following 28 days and notice of the adjourned meeting must be given to Eligible Members in the same manner as notice of the original meeting was given, or in such other manner as the Board may decide. If a quorum is not present at the adjourned meeting, it must be adjourned indefinitely.

9.3 Voting at General Meetings

- (a) A resolution put to a vote at a general meeting will be determined by a show of hands, unless a poll is taken.
- (b) Before a vote is taken, or on the declaration of the result, a poll may be demanded by the person presiding or by 7 or more Eligible Members present in person or by proxy. Any such poll must be taken in the manner directed by the person presiding.
- (c) A declaration by the person presiding that a resolution has been carried or lost will be conclusive and final.

9.4 Casting Vote

The person presiding at the meeting has a casting vote on all questions, both on a show of hands and on a poll, in addition to the deliberative vote or votes to which he or she is entitled as an Eligible Member or as proxy of an Eligible Member.

9.5 Decisions to be Binding

Decisions arrived at and resolutions carried by a general meeting are conclusive and binding on all members.

9.6 Rescission of Decisions

No decision or resolution of a general meeting of the Association can be rescinded, added to or amended within the period of 1 year following the date of that meeting except by a resolution passed by a majority of not less than three-quarters of such Eligible Members as vote in person or by proxy at another general meeting of the Association convened in accordance with this Constitution.

9.7 Minutes of Meetings

- (a) Minutes must be kept of all general meetings and of meetings of the Board.
- (b) The minutes must be confirmed by the members present at a subsequent meeting and must be signed by the person who presided at the meeting at which the proceedings took place or by the person presiding at the meeting at which the minutes are confirmed.

10. Voting at General Meetings

10.1 Entitlement to Vote

Subject to this Constitution, each Eligible Member present at a general meeting in person or by proxy has one vote on a show of hands and one vote on a poll. An Eligible Member attending in person who also holds a proxy for another Eligible Member has only one vote on a show of hands.

10.2 Right to Appoint Proxy

Any Eligible Member may appoint another Eligible Member, who is a natural person, to be his or her proxy and attend and vote at any general meeting of the Association.

10.3 Instrument of Proxy

An instrument of proxy must be in such form as the Board determines from time to time and must be delivered or posted addressed to the Chief Executive at the head office of the Association, or submitted electronically or otherwise in such manner as the Board allows, so as to be received at least 3 clear business days before the date of the meeting to which it relates.

11. Board of Directors

11.1 Powers and Functions of Board

The management and control of the funds and other property of the Association are vested in the Board which may exercise all the powers of the Association except those which must, under this Constitution or by law, be exercised by the Association in general meeting.

11.2 Composition of Board

Subject to clause 27.6(a), the Board is to comprise 9 Directors elected or appointed in accordance with this Constitution and one Managing Director, if appointed by the Board.

11.3 Rotation of Directors

- (a) Subject to Clauses 11.3(c) and 12.2(b), each Director must retire at the third annual general meeting following his or her election.
- (b) Subject to Clause 11.8 (b), any Director who retires pursuant to this clause is eligible for re-election.
- (c) A retiring Director will remain in office until the closure of the annual general meeting at which that Director retires.
- (d) If the President would otherwise be required to retire as a Director pursuant to Clause 11.3(a) at an annual general meeting, he or she will be deemed to have complied with Clause 11.5(e) and deemed to have been re-elected as a Director by the Members at that annual general meeting.

11.4 Qualification for Election as Director

Except in the case of retiring Directors offering themselves for re-election, to be eligible for election as a Director, a candidate must have been an Eligible Member continuously for the 5 years preceding the Nomination Date.

11.5 Nominations for Election to Board

- (a) Before the end of each financial year of the Association, the Board must determine the date by which nominations for election to the Board must be received (“the Nomination Date”), being a date not less than 2 months prior to the date of the annual general meeting.
- (b) All nominations for election to the Board must be made in writing in such form as may be prescribed by the Board from time to time.
- (c) No Eligible Member is eligible for election (or re-election) as a Director unless he or she provides to the Association, in or with the nomination form, such information and such declarations as the Board may reasonably require for the purpose of establishing the candidate’s experience and suitability to be a Director.
- (d) The nomination form must be signed by the nominee and at least 50 nominators who must be Eligible Members.
- (e) A retiring Director seeking re-election must do so by signing a statement in writing to that effect which, for the purposes of this clause, is to be treated as a nomination form, but no signatures of nominators will be required.
- (f) The nomination form must be received by the Association at its head office on or before the Nomination Date.
- (g) All nominations, including the names of retiring Directors seeking re-election, must be notified to the members of the Association in the Notice of the annual general meeting.

11.6 Insufficient Nominations

If insufficient nominations are received for the number of vacancies on the Board, any unfilled vacancies remaining after the annual general meeting may be filled by appointment by the Board.

11.7 Nominations in Excess of Positions

If the number of nominations received by the Nomination Date exceeds the number of vacancies on the Board, an election is to be held to fill the vacancies in the following manner:

- (a) The Board must:
 - (i) decide the time or times at which the election will be held;
 - (ii) determine the form of election material;
 - (iii) provide for the scrutiny and counting of the votes and the appointment of a Returning Officer who, in the opinion of the Board, is qualified to act in that capacity and supervise the election;
 - (iv) adopt election procedures; and
 - (v) cause election materials to be distributed to every Eligible Member in such manner as the Board decides.
- (b) The order of the names of the candidates on the ballot must be determined by lot and the names of any retiring Directors seeking re-election must be distinguished by an asterisk.
- (c) Any Eligible Member wishing to vote must complete the ballot and any accompanying material and return or submit it to the Returning Officer in the designated manner no later than the close of the ballot.
- (d) The non-receipt by an Eligible Member of election material or the non-receipt of any vote of any Eligible Member will not invalidate the election.
- (e) The person presiding at the annual general meeting must declare elected the successful candidates in accordance with the result of the ballot.

11.8 Persons not Eligible for Election as Directors

- (a) A member who:
 - (i) has been nominated for election to the office of Director in 3 or more prior elections; and
 - (ii) has not been elected in any of those prior elections, is not eligible for election as a Director in the 3 years following the most recent of those elections.
- (b) Unless the Board otherwise decides:
 - (i) no paid employee of the Association;
 - (ii) no person who, at the date of the election, will have held office as a Director for a total of 12 years or more;

- (iii) no person who receives continuing payment from the Association by way of any annual or periodical remuneration, payment or retainer, other than as a Director;
- (iv) no person who is a director, shareholder or Related Party of an entity which has a contractual arrangement or appointment with the Association and for which any payments or fees are received by that entity from the Association, unless that person's directorship of, shareholding in or relationship with that entity arises from the person's position as a Director of the Association; and
- (v) no person whose position as a Director would be likely to jeopardise a licence or other statutory authority held or sought by the Association by reason of that person's failure to meet criteria or conditions required by law for the granting or holding of the licence or authority,

is eligible for election as a Director.

- (c) An application for exemption from Clause 11.8 (b) must be made in writing, signed by the applicant and lodged with the Chief Executive before the Nomination Date.

11.9 Resignation of Directors

A Director may resign from office by notice in writing to the President.

11.10 Removal of Directors

- (a) A Director who:
 - (i) is or becomes ineligible for election within the meaning of Clause 11.8 (b); or
 - (ii) is, in the opinion of the Board, guilty of dishonourable conduct or conduct likely to bring the Board or the Association into disrepute,
 may be removed from office by resolution of the Board.
- (b) A Director may be removed from office by special resolution passed at a general meeting of the Association.

11.11 Remuneration of Directors

- (a) All Directors are to be paid remuneration out of the funds of the Association for their services as Directors.
- (b) The aggregate amount of such remuneration paid to all Directors, excluding any Managing Director, in any one year must not exceed the amount determined from time to time by resolution at a general meeting of the Association. It must be a fixed sum and not a commission or a percentage of the operating revenue of the Association or of its profits.
- (c) The Board may allocate the remuneration among the Directors in such manner as it sees fit.

12. Casual Vacancies on the Board

12.1 Casual Vacancy

If a Director:

- (a) dies, becomes bankrupt or insolvent;
 - (b) becomes of unsound mind or otherwise permanently incapable of acting;
 - (c) resigns in writing from the office of Director;
 - (d) is removed from the office of Director in accordance with this Constitution;
 - (e) becomes or is otherwise prohibited under the Act from being a Director;
 - (f) ceases to be an Eligible Member; or
 - (g) without leave of the Board fails to attend 3 consecutive meetings of the Board,
- the Director will be deemed to have vacated the office of Director (and, if applicable, any position on a committee of the Association), creating a casual vacancy.

12.2 Filling Casual Vacancy

- (a) The Board may appoint an Eligible Member to fill a casual vacancy on the Board.
- (b) The Director so appointed will:
 - (i) be deemed to have held office for the same period as the Director in whose place he or she is appointed,
 - (ii) hold office for the balance of that former Director's term, and
 - (iii) be eligible for re-election.

12.3 Insufficient Directors

In the event of a vacancy, or vacancies, in the office of Director, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum for a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or convening a general meeting of the Association.

13. President and Vice-President

13.1 Election of President and Vice-President

- (a) The Board must appoint from its number a President for a specified term not exceeding 3 years. The appointment will take effect on and from the time determined by the Board.
- (b) A Director must not be appointed for more than one term as President. However, a President's term may be extended by no more than 2 months by resolution of the Board. Clause 11.3(d) will not apply to the President during any extension of their term.
- (c) At the first meeting of the Board held after each annual general meeting the Board must appoint from its number a Vice-President, whose appointment will take effect on and from the time determined by the Board.
- (d) Until the time that appointments under Clause 13.1(a) take effect, the incumbent Vice-President will remain in that position.

13.2 Vacancies in Offices of President and Vice-President

- (a) If for any reason the office of President becomes vacant, the Board must appoint a successor under Clause 13.1(a).
- (b) The Board may elect one of its members to fill a vacancy in the office of Vice-President arising for any reason for the balance of the previous incumbent's term.

13.3 Removal of President or Vice-President

The Board may, by resolution, remove the President or Vice-President from office.

13.4 Secret Ballot

If there are 2 or more candidates for either of the above offices, the election must be by secret ballot.

13.5 Presiding at Meetings

- (a) The President is to be Chairman of the Board and is to preside over all meetings of the Board and all general meetings of members.
- (b) The Vice-President is to be Deputy Chairman of the Board.
- (c) In the absence of the President, the Vice-President is to preside and, in the absence of both of them, a presiding officer is to be elected from Directors who are present.

14. Board Meetings

14.1 Time and Place of Meeting

The Board may meet at such times and places as it decides.

14.2 Notice of Meeting

Notice of every meeting of the Board must be given by such means as is convenient to each Director, but no such notice need be given to any Director who is, for the time being, absent from Australia or has been granted leave of absence by the Board.

14.3 Meetings using Electronic Means

- (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 of this Constitution relating to meetings of the Board apply as far as possible, 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:
 - (i) is deemed to be present in person at the meeting;
 - (ii) must not leave the meeting by disconnecting the telephone or other communication device without first advising the person presiding at the meeting; and
 - (iii) will conclusively be presumed to have been present and to have formed part of the quorum at all times during the meeting unless the Director has previously given such advice.

14.4 Quorum

A quorum for a meeting of the Board is 4 Directors.

14.5 Resolution in Writing

A resolution in writing signed by all the Directors for the time being entitled both to receive notice of a meeting of the Board and to vote on the resolution, is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in the same form each signed by one or more of the Directors. If the documents are signed on different days, the meeting will be taken to have been held on the day on which a document was last signed by a Director unless the document, by its terms, is said to take effect from an earlier date. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director, with the Director's authority, will be considered to be a document in writing signed by the Director.

14.6 Voting at Meetings of the Board

Questions arising at any meeting of the Board will be decided by a majority of votes, each Director having one vote. In case of an equality of votes, the person presiding will have a second or casting vote.

15. Delegation of Powers

15.1 Board may Delegate

The Board may delegate any of its powers in such manner as it thinks fit, either generally or in any particular case, to:

- (a) the Chief Executive or Managing Director;
- (b) a Director;
- (c) a committee; or
- (d) any other person,

and may authorise sub-delegation.

15.2 Withdrawal or Restriction

The Board may at any time withdraw any delegation or impose restrictions on its exercise.

15.3 No Derogation

A delegation does not derogate from the power of the Board to act.

15.4 Register of Delegations

The Chief Executive must record delegations in such manner and form as the Board decides.

16. Committees

16.1 Appointment of Committees

The Board may appoint committees for such purposes and with such powers as the Board determines.

16.2 Membership of Committees

Members of committees need not be members of the Board.

16.3 Determinations of Committees

The determination of any committee is subject to confirmation by the Board unless the committee is given full power to act.

17. Chief Executive

17.1 Appointment of Chief Executive

The Board may appoint a Chief Executive of the Association on such terms and conditions as it thinks fit.

17.2 Duties of Chief Executive

The Chief Executive must:

- (a) generally manage and supervise the affairs of the Association; and
- (b) carry into effect all matters of policy and administration which may be decided by the Board.

18. Managing Director

18.1 Appointment of Managing Director

The Board may appoint the Chief Executive to the office of Managing Director for such period and on such terms as it thinks fit.

18.2 Termination of Appointment

If the Managing Director ceases to be the Chief Executive, his or her appointment as Managing Director terminates automatically.

18.3 Clauses not to Apply

Clauses 11.3, 11.4, 11.5, 11.8, 11.10, 11.11 and 12 do not apply to a Managing Director.

19. Common Seal

19.1 Common Seal

The common seal of the Association is to be kept at such place and in such manner as the Board from time to time determines.

19.2 Use of Common Seal

The common seal of the Association may only be affixed to a document by the authority of the Board and the affixing of the seal must be attested by:

- (a) a Director, and
- (b) either:
 - (i) another Director,
 - (ii) the Chief Executive, or
 - (iii) a member of the staff of the Association appointed by the Board for that purpose.

19.3 Common Seal Register

The Chief Executive must keep records of the use of the common seal.

20. Auditor

20.1 Appointment of Auditor

The Board must appoint an auditor or auditors who will hold office for such time as the Board decides.

20.2 Qualifications of Auditor

An auditor so appointed must be duly qualified under the Act and must not be a Director.

20.3 Audit of Association's Accounts

The auditor or auditors must examine and audit the accounts of the Association in accordance with the Act and report on the accounts at such times as the Board requires.

21. Public Officer

21.1 Appointment of Public Officer

The Board must appoint, for the purposes of the Act, a Public Officer of the Association, who will hold office for such time as the Board decides.

22. Notices

22.1 Method of Service of Notices

In addition to any other form of service permitted by this Constitution or the Act, a Notice may be served by the Association on a member by any of the following methods:

- (a) by serving it personally on the member;
- (b) by leaving it at the member's last known address;
- (c) by sending it by prepaid post addressed to the member at the member's last known address;
- (d) by insertion in or supplement to any newspaper, periodical or other publication posted or delivered to members;
- (e) by advertisement in a newspaper or newspapers circulating in the districts of the member's last known address;
- (f) by sending it by facsimile transmission to a facsimile number nominated by the member for the purpose of serving Notices on the member;
- (g) by sending it by email to an email address nominated by the member for the purpose of serving Notices on the member; or
- (h) by any other legally permissible means.

22.2 Time of Service of Notices

A Notice will be considered duly given to the member:

- (a) if delivered to the member's last known address on the day of delivery;
- (b) if posted to the member's last known address on the second business day following the day of posting;
- (c) if served by advertisement on the day on which the advertisement appeared;
- (d) if sent by facsimile or email on receipt of confirmation of a successful transmission.

23. Indemnity and Insurance

23.1 Indemnity against Liabilities

Every Director will be indemnified out of the property of the Association against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted.

23.2 Indemnity for Costs and Expenses

Every person who is or has been a Director or other officer of the Association (and his or her executors or administrators) will be indemnified out of the property of the Association from and against all costs, losses and expenses which that person properly incurred or became liable to pay by reason of any contract entered into or other act or thing done in the discharge of that person's duties on behalf of the Association.

23.3 Insurance

- (a) The Association may, to the extent permitted by the Act:
 - (i) purchase and maintain insurance; and
 - (ii) pay or agree to pay a premium for insurance,
for any person to whom this clause applies against any liability the person incurs as a Director or other officer of the Association including, but not limited to, liability for negligence or for reasonable costs and expenses incurred in defending legal proceedings, whether civil or criminal, and whatever their outcome.
- (b) To the extent permitted by law and without limiting its other powers under this Constitution, the Association may enter into deeds or other documents in favour of any person to whom this clause applies agreeing:
 - (i) to effect and maintain insurance for the purposes of this clause during such person's term of office and for a period of up to 7 years after that person ceases to be an officer of the Association, and
 - (ii) to permit any such person, subject to any applicable legal professional privilege, to have access to documents and records of the Association for the purpose of defending such legal proceedings.

24. Regulations

The Board may from time to time make, amend and repeal regulations, not inconsistent with this Constitution, for the purposes of the Association.

25. Alteration of Constitution

This Constitution may only be altered, rescinded or replaced by a resolution passed by a majority of not less than three-quarters of such Eligible Members as, being entitled to do so, vote in person or by proxy at a general meeting of the Association convened in accordance with this Constitution.

26. Winding Up

26.1 No Distribution to Members

The Association is not carried on for the purpose of profit or gain to individual members and no distribution, whether in money, property or otherwise, may be made to a member.

26.2 Voluntary Winding Up

The Association may be wound up voluntarily by a special resolution passed in accordance with the Act at a general meeting of the Association.

26.3 Surplus Assets

If, upon completion of the winding up, there are any surplus assets, they must not be paid to or distributed among the members of the Association but must be given or transferred to another institution or institutions having objects similar to those of the Association and which prohibits the distribution, whether in money, property or otherwise to members, and such institution or institutions must be nominated by the members at or before the time of dissolution of the Association or, in default of such nomination, by a Judge of the Supreme Court of South Australia or another court having jurisdiction in the matter.

27. Transitional Provisions

27.1 Constitution in Force

This Constitution comes into force immediately after it has been adopted.

27.2 Former Rules of the Association

The adoption of this Constitution will not affect anything done or permitted under the former Rules, or any right or title accrued, or obligation or liability incurred, or duty or restriction imposed before the adoption of this Constitution and will not interfere with the prosecution or affect the course or validity of any legal proceedings then pending, or otherwise, under the former Rules.

27.3 Former Resolutions and Regulations

All resolutions of the Board and all regulations of the Association made under the former Rules and in force or current at the time of the adoption of this Constitution are to continue in full force and effect and may be rescinded, amended or repealed by the Board at any time.

27.4 Eligibility Criteria

- (a) Despite Clause 4.5, any person who is a member at the time that Clause 27.4 comes into force (Transition Time) will remain a member (in the same class and with the same rights, privileges and obligations held as at the Transition Time) until the earlier of the time that the member:
 - (i) meets the eligibility criteria determined under Clause 4.5; or
 - (ii) would have otherwise ceased to be a member in accordance with this Constitution (other than as a result of the application of Clause 4.5(b)).
- (b) Clause 27.4(a) does not affect or prohibit the exercise of any of the Association's or the Chief Executive's rights under Clause 7.

27.5 Director Holding Office as President

The Director holding office as President as at the time Clause 27.5 comes into force will be deemed to have been elected as President for a term under Clause 13.1(a) expiring on 1 December 2016.

27.6 Reduction in number of Directors

- (a) From the date the resolution to insert this clause 27.6 is passed until the closure of the annual general meeting held in 2020, the Board is to comprise not more than 12 Directors and one Managing Director, if appointed by the Board.
- (b) When determining the number of vacancies on the Board for the purposes of clause 11.6 and 11.7 for the annual general meetings to be held in 2018, 2019 and 2020, any casual vacancies that have arisen since the conclusion of the annual general meeting held in 2017 will not be treated as vacancies except to the extent specified in clause 27.6(c).
- (c) If a casual vacancy that has arisen since the conclusion of the annual general meeting held in 2017 and is not filled would cause the number of Directors in office after an annual general meeting held in 2018, 2019 or 2020 to be less than 9 then the number of vacancies for the purposes of clause 11.6 and 11.7 for that annual general meeting will be the number of vacancies that, if filled, will result in the Board comprising 9 Directors immediately after that annual general meeting.
- (d) To assist in transitioning from 12 Directors to 9 Directors by the conclusion of the annual general meeting held in 2020, any casual vacancy arising on the Board between the date the resolution to insert this clause 27.6 is passed until the closure of the annual general meeting held in 2020 need not be filled by the Board.
- (e) If on the Nomination Date determined for the purposes of clause 11.5(a) relating to the annual general meeting to be held in 2020 the Board comprises more than 9 Directors, then the number of Directors is to be reduced to 9 with effect from the closure of the annual general meeting to be held in 2020. The number of Directors must be so reduced by resignation of Directors, or, failing agreement between the Directors as to who shall resign, by lot. The lot shall be drawn by the President. The Director resignations so agreed or cessation by lot will take effect from the closure of the annual general meeting held in 2020.
- (f) Any director who resigns or ceases to hold office in accordance with clause 27.6(e) will not be eligible for election or re-election at the annual general meeting held in 2020.
- (g) The President and Vice President will not be required to resign or participate in any lot for the purposes of clause 27.6(e).

Regulations – Membership of the Association

1 Background

Clause 4 of the Association's Constitution empowers the Board to determine from time to time:

- (a) the class or classes of members of the Association;
- (b) entrance fees, subscriptions and other fees payable by members and the manner of payment;
- (c) qualifications for membership; and
- (d) any concessions, loadings, remissions and exemptions that may be provided by the Association to members or classes of members.

Clause 5 of the Association's Constitution empowers the Board to determine from time to time:

- (a) the rights, privileges and obligations of members and classes of members; and
- (b) which class or classes of members are Eligible Members.

These regulations set out the Board's current determination on the matters described above.

2 Classes of membership

The Board has determined that the Association's membership consists of the classes of members set out in the "*Classes of member*" column in the Membership Table.

A person may be a member of the Association in one or more classes of membership. If a person qualifies as a member of more than one class of membership, the person is entitled to the rights and privileges, and is subject to the obligations and fees, applicable for all such classes.

3 Qualifications for membership

The Board has determined that, in order to be admitted as a member of the Association, a person must meet the qualification criteria set out in the "*Qualifications for membership*" column in the Membership Table.

If at any time a person remains a member of the Association (in a particular membership class), but no longer meets the qualifications for membership for that class, the rights and privileges of that member (as set out in the Membership Table) are suspended until such time as the member ceases to be a member, or again meets the qualifications for membership.

4 Qualifying Annuity Products

As set out in section 3 above and as noted in the Membership Table, to qualify as a "Full Member", a person must, at that time, be the holder of a Qualifying Annuity Product.

The Board determines that the products issued by a member of the RAA Group as listed in Schedule 2 are Qualifying Annuity Products for the purpose of these regulations.

5 Privileges

The Board has determined that each class of members will be entitled to those of the following privileges as set out for that class in the “Privileges” column in the Membership Table in connection with their membership, as determined by the Managing Director from time to time:

- (a) RAA Group product discounts
- (b) Loyalty Programs
- (c) Advisory Services
- (d) Member communications

In addition, the Board has determined that each class of member will receive the additional privileges set out for that class in the “*Privileges*” column in the Membership Table. To the extent that the Membership Table provides that a privilege is to be determined by the Managing Director from time to time, the Board delegates to the Managing Director (in accordance with clause 15.1 of the Constitution), the Board’s power to determine that privilege under clause 5.1 of the Constitution.

6 Eligible Members

The Board has determined that the classes of members which are Eligible Members are as set out in the “*Eligible Member?*” column of the Membership Table.

7 Obligations

The Board has determined that the obligations of members and classes of members are as set out in the “Obligations” column of the Membership Table.

8 Fees

The Board has determined that the entrance fees, subscriptions and other fees payable by members (and the manner of payment) are as set out in the “Fees” column of the Membership Table.

9 Interpretation

In these regulations:

- (a) terms (not otherwise defined in these regulations) have the same meaning as given in the Constitution;
- (b) **Constitution** means the constitution of the Royal Automobile Association of South Australia ABN 90 020 001 807;
- (c) **Membership Table** means the table set out Schedule 1 of these regulations;
- (d) **Qualifying Annuity Product** means any of the products set out in column 2 of the table in Schedule 2 of these regulations; and
- (e) **RAA Group** means the Association, any entity controlled by the Association and any other entities as designated by the Managing Director from time to time.

MEMBERSHIP TABLE

Classes of member	Full Membership	Life Membership	Honorary Membership
Qualifications for membership	The Member must hold one or more Qualifying Annuity Product(s). The Member must not be an employee of an RAA Group entity.	As determined by the Board (cl 4.4 of the RAA Constitution).	As determined by the Board
Eligible Member?	Yes	Yes	No
Rights	1 Vote at General Meetings. Able to nominate as a candidate in the Election of the Association	1 Vote at General Meetings. Able to nominate as a candidate in the Election of the Association	
Privileges	Those privileges listed in section 5 of these regulations.	Those privileges listed in section 5 of these regulations. In addition, a Life Member is entitled to receive such Qualifying Annuity Products (whether for a fee or for nil fee) as is determined by the Managing Director from time to time.	Those privileges listed in section 5 of these regulations. In addition, an Honorary Member is entitled to receive such Qualifying Annuity Products (whether for a fee or for nil fee) as is determined by the Managing Director from time to time.
Obligations	Member must not have any debts to an RAA Group entity which are outstanding for more than 3 months from their due date for payment.	Member must not have any debts to an RAA Group entity which are outstanding for more than 3 months from their due date for payment.	Member must not have any debts to an RAA Group entity which are outstanding for more than 3 months from their due date for payment.
Fees	Nil	Nil	Nil

MEMBERSHIP TABLE

Classes of member	Staff Membership	Estate Membership	Lifestyle Membership
Qualifications for membership	As determined by the Board	Must hold one or more Qualifying Annuity Product(s). ²	As determined by the Board. The Member must not be an employee of an RAA Group entity.
Eligible Member?	No	No	No
Rights			
Privileges	Those privileges listed in section 5 of these regulations. In addition, a Staff Member is entitled to receive such Qualifying Annuity Products (whether for a fee (including a reduced fee) or for nil fee) as may be determined by the Managing Director from time to time.	RAA Group product discounts.	Those privileges listed in section 5 of these regulations Excluding RAA Group product discounts.
Obligations	Member must not have any debts to an RAA Group entity which are outstanding for more than 3 months from their due date for payment.	Member must ensure that there are no debts to an RAA Group entity which are outstanding for more than 3 months from their due date for payment.	Member must not have any debts to an RAA Group entity which are outstanding for more than 3 months from their due date for payment.
Fees	Nil	Nil	As determined by the Board.

²If a person who is a class of member (other than an "Estate Membership") dies, that person ceases to be that class of member and the executor(s) of that person's estate will automatically become a member as an Estate Membership (so long as the qualification for Estate Membership is met). For example, if a person who is a Member in the class of Full Membership deceases, that person ceases to hold Full Membership and the person's executor(s) become members as an Estate Membership.

QUALIFYING ANNUITY PRODUCTS

	Qualifying Annuity Product	Description	RAA Group Issuer
1	Road Services	Level of product: <ul style="list-style-type: none"> ▪ Premium ▪ Plus ▪ Standard 	Association
2	Insurance	Domestic insurance products: <ul style="list-style-type: none"> ▪ Comprehensive Car Insurance ▪ Comprehensive Veteran and Vintage Insurance ▪ Comprehensive H2P Insurance ▪ Comprehensive Motorcycle Insurance ▪ Comprehensive Caravan Insurance ▪ Third Party Car Insurance ▪ Home Insurance ▪ Contents Insurance ▪ Boat Insurance 	RAA Insurance Limited

Note: Products held by natural persons can qualify for membership of the Association. Products held by or for the use of commercial operations, such as Fleet and Taxi Road Service, are not Qualifying Annuity Products. Holding any such product does not qualify the holder for membership of the Association.

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