



MEMBERSHIP BY-LAWS

Eligible Members

- 1.1 These By-laws detail and explain the different classes of RACT membership, including what is required in order for an RACT member to be classified as an Eligible Member (as defined within the Constitution), and as such, which RACT members are therefore entitled to attend and vote at meetings of members.

Criteria For Eligible Membership

2.1 Roadside Services

- (a) Subject to clauses 3.1 to 3.3, any individual who shall in addition to a membership fee, make a payment of a set fee in relation to the provision of Roadside Services by RACT shall be an Eligible Member.
- (b) The nature and extent of the Roadside Services that a member chooses to receive does not impact their rights as an Eligible Member and such services shall be recorded within terms and conditions for such services, or equivalent documentation as RACT deem fit.
- (c) If it is determined from a practical point of view that the membership fee and any set fee for Roadside Services be combined into a single payment it shall not impact the member from being considered an Eligible Member.

2.2 Life Members (Closed to new applications)

Any member who upon application to the Board and upon payment of such fee as the Board determined, be elected as a Life Member of RACT and (notwithstanding any other provision of the Constitution and these By-Laws) such person shall thereafter be entitled for their life to be an Eligible Member and shall be entitled to receive the benefit of Roadside Services (at a level or to an extent commensurate with Roadside Ultimate) without the payment of any future fee unless they shall resign or otherwise cease to be a member.

2.3 Honorary Life Members

- (a) Any five Eligible Members may recommend any Eligible Member of at least 10 years standing for election as an Honorary Life Member.
- (b) Every such nomination shall be in writing, shall state the grounds on which the nomination is made, shall be signed by the nominators and shall be forwarded to the Board at least two months before the Annual General Meeting.
- (c) The Board, upon the receipt of a nomination, may accept or reject the nomination. If the Board resolves to accept a nomination it will announce the recipients of Honorary Life Membership at the following Annual General Meeting. No announcement of any nominations that are rejected is required to be made and the Boards decision is solely at their discretion.
- (d) The Board may resolve to make their own nomination of any member for their consideration as an Honorary Life Member as they deem appropriate.
- (e) Honorary Life membership should not be considered as either automatic nor as a competitive matter and nominees must be considered individually and on their personal attributes and achievements and not in comparison to others. While it is inevitable that comparisons will be made with past recipients, direct comparisons should not be made.
- (f) Guidelines for the criteria by which the Board will consider any nomination are that the nominee shall be of good character and must have demonstrated exemplary service and conduct to RACT such that it warrants what is the most prestigious award available to bestow by RACT.

- (g) A member elected as an Honorary Life Member shall, notwithstanding any other provision in these By-laws or the Constitution, thereafter be entitled for the remainder of their life to be an Eligible Member and shall be entitled to receive the benefit of Roadside Services (at a level ordinarily provided by RACT to an extent commensurate with Roadside Ultimate) without the payment of any future fee unless they shall resign or otherwise cease to be a member under the Constitution.

2.4 Group Arrangements

The involvement or inclusion of any member in any group arrangements where any member fees may be reduced or combined, shall not impact that member's classification as an Eligible Member, provided that member satisfies one or more of the requirements detailed in clauses 2.1 to 2.3 above as an individual were they not included within a group.

Membership That Does Not Result In Classification As An Eligible Member

3.1 Lifestyle Members

- (a) Individuals shall be entitled to a membership called "Lifestyle Membership", which does not entitle those members to be classed as an Eligible Member under the Constitution, as detailed in this clause 3.1.
- (b) An individual who is not already a member will upon:
 - i. payment of an annual set fee (as set by the Board or their delegate);
 - ii. holding a current RACT Insurance policy;
 - iii. being the nominated person of a current RACT Business Roadside Advantage or RACT Business Roadside Complete customer;
 - iv. making such other purchases with businesses within the RACT Group or RACT Group partners that the Board or their delegate from time to time determines as being eligible in nature; or
 - v. satisfying any other qualification mechanism that the Board or their delegate from time to time determines as being eligible in nature,

will be eligible to be a Lifestyle Member.

- (c) Lifestyle membership shall entitle the holder to RACT services associated with such membership and for the avoidance of doubt:
 - i. A Lifestyle Member is not entitled to Roadside Service.
 - ii. A Lifestyle Member is not entitled to stand for the Board or receive notice of or vote at general meetings of the members of RACT.

3.2 Staff Members

- (a) All employees of the RACT Group (other than Board Members) shall be entitled to be Staff Members with the benefit of Roadside Service (at a level or to an extent commensurate with Roadside Ultimate) while they continue to be employed by RACT.
- (b) A Staff Member shall not be classed as an Eligible Member and shall not be entitled to stand for the Board or receive notice of or vote at general meetings of the members of RACT.
- (c) An individual whose staff membership expires shall not be entitled to any class of membership in RACT except under clause 3.3.

3.3 Former Staff Members

- (a) In accordance with best practice governance principles, such as the ASX Corporate Governance Principles, and APRA prudential standards with respect to the independence of directors, on the expiry of their staff membership a Staff Member shall be entitled to apply for membership in accordance with the Constitution and upon acceptance shall be classed as a Former Staff Member until the third anniversary of the date they ceased to be employed by RACT Group. A Former Staff Member may at any time apply to become an Eligible Member, however such membership shall not be effective until the day following the third anniversary of the date they ceased to be employed by RACT Group.
- (b) Should a Former Staff Member, in addition to a membership fee, make a payment of a set fee in relation to the provision of Roadside Services by RACT they shall be entitled to the same benefits as an Eligible Member in all respects except they shall not be eligible to stand for or vote in elections to the Board of RACT.