

RAAC Corporation Update

THE RAAC CORPORATION Ltd Draft Constitution of The RAAC Corporation ACN 156 250 958
 In unitate est fortitudo (In unity there is strength) Ratified and adopted on 6th October, 2012, at the School
 of Armour, Hopkins Barracks, Puckapunyal Victoria

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Â The CONSTITUTION of The RAAC CORPORATION LTD a Corporation Limited by Guarantee ACN 156 250 958
 Â 1Â RULES Â 1.1Â Name Â The name of the Corporation shall be the RAAC Corporation, hereinafter referred to in this document as The Corporation. Â 1.2Â Registered Office Â The Registered Office of the Corporation, shall be situated at such place as the Council may, from time to time, determine. Â 1.3Â Definitions Â This Constitution shall be construed with reference to the Corporations Act 2001 (Cth). Terms used herein shall be taken as having the same meanings as they have when used in that Law unless the contrary intention appears. Â (1)Â In this Constitution, unless the contrary intention appears: Â **Act** means the Corporations Act 2001 (Cth) also referred to as the Act.Â Both terms are interchangeable.Â All terms defined in the Act have the same meaning given to them by the Act in this Constitution. Â **Advisory Board** means a small group of elected senior advocates to act on advice of the Executive Council of the Corporation on issues deemed appropriate for advocacy on behalf of the Corporation at senior external level.Â The Advisory Board is appointed or elected by the RAAC Executive Council and may from time to time, provide advice to the Executive Council, usually when requested by Council Members. Â **ASIC** means the Australian Securities and Investments Commission. Â **Associate Member** means an association constituted as an organisation whose ordinary membership is representative of an RAAC Unit of Squadron or Regimental size that was removed from the Australian Army Order of Battle before 20 November 2010 and where the control of the organisation is in the hands of ex-members of the Royal Australian Armoured Corps (including those who had served in that RAAC unit who were not themselves of the Royal Australian Armoured Corps), on the payment of the joining subscription, is eligible to become an Associate Member. An Associate Member shall not hold office nor be eligible to vote. Â **By-Laws** means the By-Laws of the Corporation. **Corporation** means and includes the RAAC Corporation Limited, as an organisation registered by ASIC.Â **Committee** means a Committee of the Corporation elected or appointed as constituted under this Constitution. Â **Conflict of interest** is defined as:Â **A situation where a person has a personal interest in a matter the subject of a decision or duty of that person.**[1] Â **Constitution** means the Constitution for the time being, of The RAAC Corporation Ltd. Â **Member** means a State Branch of the Royal Australian Armoured Corps Association however constituted and any Regimental Association that is sponsored by an RAAC Unit of Squadron or Regimental size that is listed on the Australian Army Order of Battle at the time of application for membership and, where the control of the association or organisation whose ordinary membership is representative of the sponsor RAAC Unit and is in the hands of ex-members of the Royal Australian Armoured Corps (including those who have served in an RAAC Regiment who were not themselves of the Royal Australian Armoured Corps). Â **Executive Council** means the RAAC Corporation's executive body (the Council) whose chair is elected by its members. The Executive Council is responsible to the RAAC Corporation's Associations for setting the priorities for the work it undertakes, based on the matters raised by its member associations. The Executive Council is responsible for bringing matters to the attention of the Advisory Board that the Council wishes the Board to advocate on behalf of the RAAC Corporation. The Executive Council is accountable to its member associations for governance, financial management and strategic guidance of the RAAC Corporation. Â **Ex-officio members** means those members who have been appointed with the Council's approval without election.Â **Foundation Member** means the School of Armour as represented by a Delegate of the Royal Australian Armoured Corps Association or Member Association, elected to the Council of the RAAC Corporation, or any Regimental Association that is sponsored by a Unit of the Royal Australian Armoured Corps carried on the Order of Battle of the Australian Army as at 20 November 2010, and which are constituted as organisations whose ordinary membership is representative of the State Branch or sponsor RAAC Unit, where the control of the organisations concerned is in the hands of ex-members of the Royal Australian Armoured Corps (including those who have served in an RAAC Regiment who were not themselves of the Royal Australian Armoured Corps), on the payment of the joining subscription are eligible to become Members. Â **Member** means a Regimental Association that is sponsored by an RAAC Unit of Squadron or Regimental size that is listed on the Australian Army Order of Battle at the time of application for membership and where the control of the association or organisation whose ordinary membership is representative of the sponsor RAAC Unit and is in the hands of ex-members of the Royal Australian Armoured Corps (including those who have served in an RAAC Regiment who were not themselves of the Royal Australian Armoured Corps), on the payment of the joining subscription is eligible to become a Member. Â **Misconduct** is defined as any circumstance where an member, of the Corporation under these Rules, By-laws or policies in force at the time the misconduct was committed, who without reasonable excuse, fails to fulfil his or her duty or obligation as a member of the Corporation. Â **Must** has the same meaning as **shall**.Â Both terms are interchangeable. Â **Ordinary Member** means: (i)Â A financial member of a Member Association as specified in Rule 4 of this Constitution; (ii)Â any individual person who is a financial member of an Associate Member Association as specified in Rule 5 of this

Constitution. "Purpose of the Corporation" means the purpose of the Corporation as set out in Rule 3. "Should" means something that is strongly recommended and is considered to be best practice. "RAAC" means the Royal Australian Armoured Corps. Both terms are interchangeable. "Rule" means an individual section of this Constitution and includes a section of the Act imported into this Constitution by the Act. "Special Resolution" means a resolution passed: (i) by a General Meeting of the Corporation of which sixty (60) days notice of intention to move the motion has been given in accordance with this Constitution, and (ii) by at least 75% of the persons present and voting at that meeting. "The Corporation" means The RAAC Corporation Ltd. "Unit" means a unit of the Royal Australian Armoured Corps of Squadron or Regimental size and includes: (i) the School of Armour, and (ii) entities of the Royal Australian Armoured Corps that were or are carried on the Australian Army Order of Battle (ORBAT) as squadrons or regiments.

1.4 Act and Rules prevail (1) Where an inconsistency between these Rules exists, the Act shall apply only to the extent that the inconsistency exists. (2) Where an inconsistency between the By-laws and these Rules exists, the Rules shall apply only to the extent that the inconsistency exists. (3) Where these Rules or the By-laws are silent on any matter, the Act shall apply.

1.5 Interpretation (1) In these Rules, unless the contrary intention appears: (i) "writing" shall be construed as including references to printing, photography, web site and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail. (ii) "words" importing the singular include the plural and vice versa; (iii) "words" importing any gender include any gender; (iv) "references to persons" include corporations and bodies politic; (v) "person" include the legal personal representatives, successors and permitted assigns of that person; (vi) "reference to a statute, ordinance, code or other law" includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); (vii) "an expression used in the Act that is given a special meaning for the purposes of the Act, has in any Rule of this Constitution that deals with the same matter, the same meaning as in the Act; and (viii) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

1.6 Parties Bound Under the provisions of these Rules, a person who applies to be admitted as a member, or associate member, or upon whom honorary membership is conferred, shall be deemed to have agreed to be bound by the provisions of this Constitution and By-laws.

1.7 Directors and Council Bound by these Rules and By-Laws Directors of the Corporation and Council members shall be deemed to be bound by the provisions of these Rules and By-laws in all matters relevant to the discharge of their duties as instructed by their Member Associations or Association Branches, as the case may be.

1.8 Words etc., not defined in these Rules A word or expression that is not defined in these Rules, but is defined in the Act, has, if the context permits, the meaning given by the Act.

1.9 Privacy The Corporation is subject to the Privacy Act 1988 (Cth).

2 REPLACEABLE RULES

2.1 In this Constitution: (1) Where a Rule is headed "Corporations Act 2001" section" followed by a number, that the Rule is the section of the Act bearing that number, and that section is not a replaceable Rule, and that the Act is the authoritative version and the Rule is published in this Constitution only for ease of reference. (2) A Rule that is headed "Corporations Act 2001" section" followed by a number that indicates that the Rule is the section of the Act bearing that number and where that section contains the words "replaceable Rule see section 135," that indicates that the Rule is a replaceable Rule within the meaning of section 135 of the Act and that Rule of this Constitution shall take effect with any modification made by this Constitution. (3) Where there is a section of the Act that is headed "Corporations Act 2001" section" followed by a number that contains the words "replaceable Rule see section 135," that section of the Act does not appear in these Rules, then that section of the Act has been not excluded from these Rules. (4) Where a Rule of this Constitution has taken effect as a replacement for a replacement Rule of the Act, that Rule taking effect takes effect under the terms of section 140 of the Act.

3 OBJECTIVE AND PURPOSES OF THE CORPORATION (1) The Objective of The Corporation is to provide co-ordination on a National basis of the activities of the Members when such co-ordination is considered necessary. (2) The Purposes for which the Corporation exists are: (i) To co-ordinate matters at a National Level where the interests of The Corporation require such co-ordination; (ii) To foster and protect the interests of The Corporation and The Royal Australian Armoured Corps, its Regiments and units, ordinary members and their families in any matter likely to affect them during or after their service in the Royal Australian Armoured Corps; (iii) To provide advice, guidance and welfare assistance to ordinary members; (iv) To perpetuate the close comradeship and esprit de corps created by military service in The Royal Australian Armoured Corps; (v) To preserve the memory of those ordinary members of The Corps who have died on active and overseas service; (vi) To represent the interests of the serving and ex-serving ordinary members of The Corps; (vii) To consider and provide advice where appropriate, on benefit services; (viii) To represent, the Corporation's view on matters of interest to appropriate persons; (ix) To fund raising activities; (x) To encourage, foster, promote and support the sustainment and, where possible, the formation and growth of Regimental Organisations when assistance is sought; (xi) To encourage, foster, promote and support the formation and growth of State or Territory Regimental Organisations when assistance is sought from National Regimental Organisations, without interfering with the internal management of such bodies.

3A POWERS OF THE EXECUTIVE COUNCIL of the CORPORATION (1) The Executive Council of the Corporation has the powers of an individual including: (i) entering into contracts; (ii) acquiring, holding, dealing with and disposing of property; and (iii) providing services and facilities it supplies; and (iv) setting and determining the amount of annual subscriptions from time to time be prescribed by the Corporation; and (v) doing all other things reasonably necessary or convenient to be done in carrying out its affairs. (3) The Executive Council of the Corporation can sue or be sued.

(4) The Executive Council of the Corporation has the power to make, amend, and repeal by-laws in accordance with the Constitution for the purposes therein mentioned. (5) A by-law may be amended or set aside by a vote of members at a general meeting of the Executive Council of the Corporation.

3B MEMBERSHIP FEES - MEMBER ASSOCIATIONS (1) Subject to Rule 3A, in order to raise the necessary funding, the Corporation as represented by the Executive Council, may impose a fixed membership fee for a Member for a period of three (3) years commencing from the date on which this Constitution is adopted. The three-year period shall be known as the relevant period and shall commence on 20 November 2012 and shall expire on the relevant date three (3) years after the commencement of that period. (2) Nothing in this Rule shall operate to prevent the Executive Council from reviewing and amending the fixed fee during the relevant period, having regard to the economic circumstances of the Members of the Corporation. (3) The membership fee for each Member: (a) is the amount decided by the Executive Council at a general meeting; and (b) is payable when and in the way, the Executive Council decides.

3C DUTIES OF THE ADVISORY BOARD (1) The Advisory Board shall advocate on behalf of the Corporation and its constituents at the highest levels of Government and the bureaucracy, to advocate on policy submissions and any other issues referred to it by the Executive Council. (2) The business of the Advisory Board will be guided by the Executive Council. (3) The Advisory Board may, from time to time and as the case may be, appoint any ordinary member of the Corporation as ex officio members, to assist the Advisory Board to do all such things as appear to the Advisory Board to be reasonably necessary, for their proper support of the affairs of the Executive Council, representing the interests of the Corporation. (4) The Advisory Board shall have the power to delegate from time to time any of its powers to such sub-committees as it thinks fit. Any such sub-committee shall consist of at least one member of the Advisory Board and such other persons as it may determine. The Chairman of the Advisory Board shall be ex officio a member of any such committee. (5) The powers and duties delegated to such a sub-committee shall be those terms and conditions as the Chairman and Advisory Board members may determine. (6) Any act or thing done by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Advisory Board. (7) A sub-committee may meet and adjourn as it thinks proper.

3D POWERS AND DUTIES OF THE EXECUTIVE COUNCIL (1) The Executive Council (the Council) shall exercise responsibility for receiving, assessing, reviewing and referring to the Advisory Board, policy matters and any other issues referred to it by its Members representing Associations' constituents (Ordinary Members) and where they deem appropriate, to refer such matters to the Advisory Board for action. (2) The Council has the discretion to select candidates for the Advisory Board and may determine the method of selection by way of either appointment or election, as the case may be. (3) The Council shall have the power to delegate from time to time any of its powers to such sub-committees as it thinks fit. Any such sub-committee shall consist of at least one Member of the Council and such other persons as it may determine. The Chairman shall be an ex officio member of any such committee. (4) The powers and duties delegated to such a sub-committee shall be those terms and conditions as the Executive Council members may determine. (5) Any act or thing done by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Council. (6) A sub-committee may meet and adjourn as it thinks proper.

3E COMPOSITION OF THE EXECUTIVE COUNCIL NOTE: The Executive Council is made up of all Regimental and RAACA entities (Member Associations) and is truly representative in its membership of all stakeholders. It will exercise responsibility for instructing the Advisory Board on matters of policy to be taken forward subject to consultation with the Advisory Board. The Executive Council must, consistent with ASIC policy, comprise at least three (3) Council Directors and a Secretary. These office holders will incur the responsibilities and duties of a Director of a Company including a fiduciary duty of care to all Ordinary Members through their member Associations. Any increase in numbers of Executive Council Directors is governed by the provisions of R8 "Alteration of Rules". The Directors of the Executive Council shall, consistent with ASIC requirements, consist of not less than three (3) Directors and a Secretary. The Executive Council may, pursuant to Rule 8, elect additional Directors, but should not exceed an effective workable number, normally no more than five (5) to seven (7).

4 MEMBERSHIP **4.1 Classes of Members** (1) The Corporation consists of the following classes of members: (i) Members (also known as Member Associations); (ii) Foundation Members; and (iii) Associate Members. EXAMPLE: The 1st Cavalry Commando Regiment is taken off the ORBAT, the beneficial provisions in this Constitution provide for that Unit's Regimental Association to be classed as a Foundation Member vide R4A, safeguarding its rights and entitlements as if it was still a Member Association. (2) The number of ordinary members is unlimited.

4.2 Membership of the Corporation (1) Subject to the Definitions, any organisation constituted as an organisation where the control of the organisation is in the hands of ex-members of The Royal Australian Armoured Corps (including those who have served in an RAAC Regiment who were not of The Royal Australian Armoured Corps), is eligible to become a Member. (3) A Member Association shall be eligible to nominate persons to hold office in the Corporation and shall be eligible to vote. (4) A Member Association shall continue to exercise day to day responsibility for the corporate governance and management of its ordinary grassroots members consistent with the incorporation provisions of the relevant State or Territory legislation.

4.3 Portability of membership This Rule applies only to serving soldiers of the RAAC. It is designed to ensure an ordinary grassroots member of an Association who is a serving member of the RAAC is not compelled on reposting, to join or to pay fees to, the association of his or her gaining unit, if they already hold membership of another Unit Association. (1) An ordinary member of a Member Association who wishes to transfer his membership from one Member Association to another Member Association shall be entitled to do so. (2) A request to transfer to another Member Association must be made in writing. (3) An ordinary member must, at the time of application for transfer, be a financial member of the losing Member Association. (4) Transfer by an ordinary member between Member Associations shall not incur an additional payment.

gaining Member Association, of any additional membership fee. (5) The gaining Member Association has the discretion absolutely to accept or refuse any request for transfer. (6) A decision of a gaining Member Association to accept or refuse an application for transfer is final and shall be binding on all parties.

4.4 Date of Effect of Transfer The date of effect of transfer shall be the date on which the transfer is approved by the gaining Member Association.

4.5 Secretary to Keep Register of Transfers The Corporation Secretary must keep a Register of Transfers.

4A FOUNDATION MEMBERSHIP

(1) A Member so prescribed, who was at 20 November 2010, a Member, shall on removal from the Australian Army ORBAT be granted leave to apply to remain on the Council as a Foundation Member.

(2) An application by a Member to become a Foundation Member must be made in writing and must agree to be bound by the Constitution and By-laws.

(3) A Member who after 20 November 2010 is removed from the ORBAT and who is approved to become a Foundation Member, shall be admitted as a Foundation Member.

(4) A Foundation Member shall be entitled to the rights, duties and privileges as for a Member so prescribed, in this Constitution.

(5) The rights and privileges of a Foundation Member are not transferable.

5 ASSOCIATE MEMBERSHIP

5.1 General

(1) In addition to the definition above, the Council may, from time to time, appoint Associate Members, such organisations as the Advisory Board deems fit.

(2) Associate membership of the Corporation may be granted in a manner approved by the Advisory Board to persons who, whether or not they are then members of the Corporation, are in a position to assist the Corporation in carrying out one or more of its Purposes and who provide such assistance.

(3) The Council has the discretion absolutely to approve or refuse a request for associate membership of the Corporation.

5.2 Admission to Associate Membership

(1) An application for associate membership accepted as an Associate Member vide Rule 5 of this Constitution shall be governed by the following sub-paragraphs:

(i) Associate Members will be bound by all laws and By-laws of this Constitution.

(ii) Associate Members cannot hold or be nominated for the position of Chairman, Secretary, or Treasurer but may hold or be nominated for an ex-officio position;

(iii) Associate Members cannot vote, propose or second motions at meetings; and

(iv) Fees of Associate Membership will be determined by the Corporation and will be governed by Rule 3A of this Constitution.

5.3 Date of Effect of Transfer The date of effect of transfer shall be the date on which the transfer is approved by the gaining Associate Member Association.

5.4 Secretary to Keep Register of Transfers The Corporation Secretary must keep a Register of Transfers.

6 EX-OFFICIO MEMBERSHIP

(1) The person appointed as Representative Honorary Colonel of The Royal Australian Armoured Corps shall, ex-officio, be a member of the Advisory Board and shall be entitled to attend all meetings of the Corporation but shall not chair any meeting.

(2) A person appointed as RAAC Head of Corps shall be entitled to attend all meetings of the Advisory Board.

(3) An ex-officio member shall be entitled to advise and guide but shall not be entitled to vote on any issue.

(4) The Representative Honorary Colonel and RAAC Head of Corps may, where circumstances warrant, appoint a Delegate to attend meetings of the Advisory Board, in their stead.

7 ADVISORY BOARD NOTE: This Rule allows for the creation of an Advisory Board whose role is purely advisory and carries no managerial or directorial authority. It will provide advice to the Executive Council and will be subject to consultation with Council and pursue matters of policy as determined by the Council. The removal of any directorial or managerial authority eliminates any risk of Advisory Board Members from being potentially liable for their actions.

(1) The Advisory Board shall be appointed by the Council and shall provide advice and guidance when sought by the Council. The Council will direct the Advisory Board's advocacy efforts through a process of consultation and consensus with regard to what deserves the attention of its members based on what is in the best interests of the Corporation.

(2) The Advisory Board shall not exercise any directive or managerial authority over the Council representing the Corporation.

(3) The Advisory Board shall consist of a minimum of four (4) members including a Chairman and not more than seven (7) members as determined by the Council, in consultation with the Advisory Board.

8 ALTERATION OF RULES Any resolution to alter Rules 3, 4, 5, 6, 7, 8 and 10 shall not be effective unless is carried at a general meeting of the majority of Member Associations where the Ordinary Members of the Member Associations entitled to vote at that meeting have served on the posted strength of a Unit of the Royal Australian Armoured Corps, as a special resolution in the same form of words in each meeting, such meetings to be called and held within a period of sixty days.

9 SECRETARY TO CERTIFY COMPLIANCE The Secretary of each Member shall certify to The Corporation that the requirements of Rule 8 have been adhered to in the meeting of the Members.

10 ELECTION OF THE EXECUTIVE COUNCIL AND COUNCIL CHAIRMAN

10.1 Composition of Council

(1) The Council shall consist of a minimum number of three (3) Directors and a Secretary, up to a maximum of twelve (12) Directors as determined by the Council and shall include a Chairman.

(2) The Council has the discretion absolutely to limit the maximum number of Directors to any number less than the maximum provided for in this Rule.

(3) The Council shall elect a Chairman.

(4) The Council may where circumstances warrant, appoint a Deputy Chairman.

(5) The Chairman shall exercise a casting vote in the event of a tied vote occurring.

10.2 Tenure of Council Director

(1) The tenure of a Director of the Council shall not be more than four years.

(2) A Council Director may renominate for a further four-year tenure.

10.3 Council to Hold Council Elections

(1) The Council must hold half-Council elections every two (2) years.

(2) The Council must elect a Chairman every four (4) years.

10A COUNCIL and ADVISORY BOARD – GENERAL OBLIGATIONS

(1) The Council shall elect a Chairman.

(2) The Council shall in the exercise of its powers and functions, consider and prioritise all matters for submission to the Advisory Board and shall have regard to all matters before it.

(3) The Council in the exercise of its powers and functions shall have regard to all matters before it which have been referred to it for consideration and advice by the Advisory Board.

10B MEETINGS OF THE ADVISORY BOARD

(1) Subject to this Rule, the Advisory Board may meet and conduct its proceedings as it considers appropriate.

(2) The Advisory Board must meet at least once every six (6) months to exercise its functions.

(3) The Advisory Board must decide

how a meeting is to be called and such a meeting may be called or held using any technology consented to by all Advisory Board members. (4) Notice of a meeting is to be given in the way decided by the Advisory Board. (5) The Advisory Board may hold meetings, or permit a Advisory Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen. (6) An Advisory Board member who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting. (7) A question arising at an Advisory Board meeting is to be decided by a majority vote of members of the Advisory Board present at the meeting and, if the votes are equal, the question is decided on the casting vote of the Chairman. (8) A member of the Advisory Board must not vote on a question about a contract or proposed contract with the Corporation if the Advisory Board member has an interest in the contract or proposed contract and, if the Advisory Board member does vote, the member's vote must not be counted. (9) If there is no Chairman or if the Chairman is not present within 10 minutes after the time fixed for a Advisory Board meeting, the members may choose one (1) of their number to preside as Chairman at the meeting. 10C MEETINGS OF THE EXECUTIVE COUNCIL (1) Subject to this Rule, the Executive Council may meet and conduct its proceedings as it considers appropriate. (2) The Council must meet at least once every 4 months to exercise its functions. (3) The Council must decide how a meeting is to be called and such a meeting may be called or held using any technology consented to by all Council members. (4) Notice of a meeting is to be given in the way decided by the Council. (5) The Council may hold meetings, or permit a Council member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen. (6) A Council member who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting. (7) A question arising at a Council meeting is to be decided by a majority vote of members of the Council present at the meeting and, if the votes are equal, the question is decided on the casting vote of the Council Chairman. (8) A member of the Council must not vote on a question about a contract or proposed contract with the Corporation if the Council member has an interest in the contract or proposed contract and, if the Council member does vote, the member's vote must not be counted. (9) If there is no Chairman or if the Chairman is not present within 10 minutes after the time fixed for a Council meeting, the members may choose one (1) of their number to preside as Chairman at the meeting. 10D QUORUM FOR, AND ADJOURNMENT OF, EXECUTIVE COUNCIL MEETING (1) At a Council meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum. (2) If there is no quorum within 30 minutes after the time fixed for a Council meeting called on the request of members of the committee, the meeting lapses. (3) If there is no quorum within 30 minutes after the time fixed for a Council meeting called other than on the request of the members of the committee: (a) the meeting is to be adjourned for at least 1 day; and (b) the Council who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses. 11 SECRETARY TO CALL FOR NOMINATIONS Four months prior to the Annual General Meeting the Secretary of the Executive Council shall invite Members to nominate persons who have served on the posted strength of a unit of The Royal Australian Armoured Corps to stand for election to the Executive Council of the Corporation. 12 EXECUTIVE COUNCIL TO VALIDATE ELIGIBILITY OF NOMINEES FOR ELECTION Where the Executive Council is satisfied each person nominated as a Director of The Corporation has served on the posted strength of a unit of The Royal Australian Armoured Corps, the Executive Council must circulate the nominations to the Members and shall invite the Members to elect such numbers of Directors to the Executive Council that the Council determines that it wished to fill. 13 GUARANTEE All Members of the Council guarantee to contribute up to \$10.00 in Australian currency to the winding up of the Corporation should The Corporation be insolvent upon winding up. 14 PROHIBITION ON PAYMENT OF DIVIDENDS The Council is forbidden to pay any dividend to its Members but shall apply all its property to its purpose. 15 DIRECTORS' FEES NOT TO BE PAID The Council shall not pay fees to its Directors. 16 PAYMENTS TO DIRECTORS TO BE APPROVED BY COUNCIL The Council must approve all payments made to any Director. 17 EXCESS OF ASSETS ON WINDING UP Should the Executive Council of the Corporation have a surplus of assets upon a winding up, those assets shall not be distributed to Members but shall be donated to an entity that has a similar purpose to the Executive Council of the Corporation. 18 ACHIEVEMENT OF THE PURPOSE OF THE CORPORATION (1) Nothing in these Rules shall prevent the Executive Council of the Corporation from setting up and operating associated entities where the Executive Council of the Corporation is the sole shareholder in the associated entity. (2) Where the Executive Council of the Corporation sets up an associated entity for the purpose of achieving its purpose, the Executive Council of the Corporation may make Rules for that associated entity that allow it to operate as if persons desirous of using the associated entity were Members of the associated entity, and the associated entity was a propriety limited the Executive Council of the Corporation with those using the associated entity being Members of the associated entity, but at all times the associated entity remains the associated entity of the Executive Council of the Corporation, with the Executive Council of the Corporation as the sole shareholder. 19 EXECUTIVE COUNCIL of the CORPORATION TO MAKE INVESTMENTS Nothing in these Rules shall prevent The Corporation making such investments, as The Corporation deems desirable. 20 MEMBER ASSOCIATIONS TO UPHOLD EXECUTIVE COUNCIL of the CORPORATION PURPOSES All Member Associations undertake to uphold the purposes of The Corporation and not advocate any matter contrary to the purposes of The Corporation. 21 MEMBERS TO COMPLY WITH RULES A Member Association, Associate Member, Advisory Board member or Executive Council member who, without reasonable and lawful excuse, fails to comply with these Rules or any Rules made in accordance with these Rules, may be liable to disciplinary action being taken by the Advisory Board against the Member or Associate Member, as the case may be. 21A ADVISORY BOARD MEMBERS TO AVOID CONFLICT OF INTEREST (1) A member of the

Board shall declare to the Board and to the Council, his or her interest in any: (i) a contractual matter; (ii) a disciplinary matter; (iii) a financial matter; or (iv) any other matter in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Council, absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter. (2) In the event of any uncertainty as to whether it is necessary for a member to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Executive Council, or if this is not possible, the matter shall be adjourned or deferred. (3) The Secretary shall maintain a Register of Declared Interests. 21B EXECUTIVE MEMBERS TO AVOID CONFLICT OF INTEREST A member of the Council shall declare to the Council Chairman, his or her interest in any: (i) a contractual matter; (ii) a disciplinary matter; (iv) a financial matter; or (v) any other matter in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Council, absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter. (4) In the event of any uncertainty as to whether it is necessary for a member to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Council, or if this is not possible, the matter shall be adjourned or deferred. (5) The Secretary shall maintain a Register of Declared Interests. 22 DELEGATE The Executive Council may delegate any power conferred on it by these Rules, except this power of delegation, to such person or persons, for such period under such terms, as it in its absolute discretion it deems fit. 23 SECTIONS OF THE ACT NOT TO APPLY IN CERTAIN CIRCUMSTANCES Subsections 1 and 2 of section 201K of The Act shall not apply to The Corporation but Rule 25 shall apply in lieu thereof. 24 COUNCIL TO GRANT LEAVE OF ABSENCE If the Council gives a Director leave of absence, the Council may appoint another member of the Member to be alternative director during the absence of the Director so given leave. The alternative Director shall be entitled to all notices of meetings as a Director whilst so appointed. 25 RESIGNATION OF DIRECTOR (1) Section 203A shall not apply to the Executive Council of the Corporation but a Director of the Executive Council of the Corporation may resign as a Director of the Executive Council of the Corporation by giving a written notice of resignation to the Executive Council of the Corporation at its registered office or by notice in writing addressed to the Secretary of the Executive Council of the Corporation. (2) The Secretary shall cause a notice in writing (Form 484 - Change to Company Details) to be completed and forwarded to ASIC setting out the relevant details of the resignation. 25A CASUAL VACANCY (1) Where a Director resigns from the Executive Council of the Corporation, the Council may declare a casual vacancy and may appoint a member of the Executive Council of the Corporation to fill that casual vacancy. (2) For the purpose of this Constitution where a member of the Executive Council is absent from his or her position as a member of the Council due to the exigencies of his or her employment, the position occupied by that Council member becomes vacant and shall be deemed to be a casual vacancy. (3) A member so appointed to a casual vacancy shall, subject to these Rules only fill the casual vacancy: (i) for the outstanding term of the tenure of the previous occupant of that position until the next annual general meeting at which an election must be held; or (ii) the substantive occupant of the position so prescribed in this Rule 26A(2) returns to position, whichever occurs first. (4) Where Director of the Executive Council takes absence pursuant to Rule 26A(2), that Director must re-nominate. 26 INSPECTION OF BOOKS Section 247D of the Act shall not apply to the Executive Council of the Corporation but the Board of Directors of the Executive Council of the Corporation may authorise a Member to inspect books of The Corporation. 27 REASONABLE NOTICE OF MEETING Section 248C shall not apply to the Executive Council of the Corporation but a Board of Directors' meeting may be called by the Secretary giving reasonable notice individually to every other Director. 28 APPOINTMENT OF ALTERNATIVE CHAIRMAN Section 248E of the Act only applies to the Executive Council of the Corporation if the Chairman and Deputy Chairman are not present or willing to act. 29 SECRETARY TO CALL COUNCIL MEETINGS Section 249C of the Act shall not apply to the Executive Council of the Corporation but the Secretary as authorised by the Executive Council shall call a Council Meeting of the Executive Council of the Corporation's Members. 30 ANNUAL GENERAL MEETINGS 30.1 First annual general meeting The first annual general meeting must be held within 6 months after the end date of the Executive Council of the Corporation's first reportable financial year. 30.2 Subsequent annual general meetings Each subsequent annual general meeting must be held: (a) at least once every 12 months; and (b) within 6 months after the end date of the Executive Council of the Corporation's reportable financial year. 31 CHAIRING OF MEETINGS Section 249U(1) of the Act shall not apply to the Executive Council of the Corporation but the Chairman shall chair all Council Meetings at which the Chairman is present. Section 249U shall only apply if the Chairman refuses to act. 32 SECTION NOT TO APPLY TO CORPORATION Section 250E(2) of the Act shall not apply to the Executive Council of the Corporation. 33 VOTING AT MEETINGS (1) Rule 28, Members shall have one vote whether on a show of hands or on a ballot. (2) At a general meeting each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Members present. (3) Each Member present and eligible to vote is entitled to one (1) vote only and if the votes are equal, the Chairman shall have a casting vote. Note 1: The Chair may be precluded from voting, for example, by a conflict of interest and in this instance, the provisions of Rule 29 will apply. (4) A Member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting. 34 VOTING ON A SPECIAL RESOLUTION 34.1 Chairman to deem a Resolution to be a Special Resolution (1) At a General Meeting or Annual General Meeting of the Executive Council of the Corporation, the Chairman may beforehand deem an agenda item to be of such importance as to be a Special Resolution and shall poll the members of the Executive Council of the Corporation for a vote. (2) Council Members shall vote in the following manner: (i) by a show of hands on the Resolution before the Council; or (ii) by ballot.

(3) For the purposes of this Rule, a proxy is defined as being a number of not less than 75% of a Member's membership base. (4) The totality of that percentage represents one (1) proxy vote and each Member has one (1) proxy vote. (5) The Chairman has the discretion to poll Council Members where circumstances warrant the calling of a poll. (6) A Special Resolution must be passed by: (i) a show of hands by all Council Members; or (ii) a majority of the membership base. By 34.2 Format of Poll (1) The poll shall take the following format: (i) A Council member must have as a minimum less than 75% of their membership base as their proxy for the poll. (2) A membership base of not less than 75% is considered to be one proxy; (3) The totality of the membership base of a Member represents the number of votes that comprises the proxy; (4) The totality of the membership votes for all Members shall be counted by duly appointed Returning Officers; and (5) A Special Resolution will be passed by a majority of polled Foundation and Ordinary Members in the Member's membership bases, counted by the Returning Officers. (EXAMPLE: If the 2 Cav Regt Association comprises 1000 members, a minimum total of 75% of that audited membership base, 750 members, shall be classed as a single proxy vote exercised by the Association's Chairman. Therefore, the totality of all Member's proxy votes must be in the majority (yea or nay) for a Special Resolution to be passed). 34.3 Chair Declaration of Resolution (1) In the case of an equality of votes, whether by show of hands or on a poll, the poll is resolved in the negative. 35 POLL NOT PERMITTED IN CERTAIN CIRCUMSTANCES (1) Section 250K(2) of the Act does not apply to the Executive Council of the Corporation as a poll is not demanded on any resolution concerning: (i) the election of the Chair of a meeting; or (ii) the adjournment of a meeting. 36 CORPORATION ESTABLISHED FOR CHARITABLE PURPOSES (1) The Corporation is a corporation established to provide for the welfare of Members and ex-Members of The Royal Australian Armoured Corps and their families. (2) The Corporation as represented by the Council, is prohibited from expending moneys except on the welfare of Members and ex-Members of The Royal Australian Armoured Corps and their families. (3) In this Rule, the Corporation as represented by the Council shall ensure that all its expenditure is for the welfare of Members and ex-Members of The Royal Australian Armoured Corps and their families, but also that it is within or incidental so as to be encompassed by the Preamble to the Imperial Act 41 Elizabeth 1 c 4 "The Charitable Uses Act 1601.

[1] Butterworths Concise Australian Legal Dictionary 2006, 3rd edn, Chatswood NSW, 85.

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