

CONSTITUTION

ANZ PENSIONERS ASSOCIATION

1. Name

The name of the Association shall be "ANZ PENSIONERS ASSOCIATION" ("the Association").

2. Definitions

In this constitution:

"the Bank" means Australia and New Zealand Banking Group Limited and its subsidiaries.

"Member" means a Full Member of the Association and/or an Associate Member as defined in Clause 4.

"Associate Member" means an Associate Member of the Association as defined in Clause 4.

"Pensioner" means a former employee of the Bank (or any of its predecessors) who has retired from its service and is in receipt of a UK pension from the Bank or from any UK pension scheme of the Bank (or any of its predecessors) and shall include the widow or widower of such former employee in receipt of such a pension. 0

3. Objects

The objects of the Association shall be:

- a) to assist and encourage contact and communication between the various groups of Pensioners among themselves and between such groups and the Bank;
- b) to provide guidance and support to Members; to encourage social activities for Pensioners, developing closer links with those living outside London;
- c) to contact Pensioners and other Members of the Association regularly and bring to the attention of the Bank any cases of hardship amongst Pensioners;
- d) to assist in the management of any financial grant which may be made by the Bank and to provide financial assistance out of funds provided for that purpose to the Association for the relief of hardship affecting any Pensioner;
- e) to liaise and co-operate with the Bank and with other bodies having similar objects and generally to do all acts and provide all such services and facilities as shall further the objects of the Association to the benefit of all Members.

4. Membership

There shall be two classes of Members, namely:

- i) Full Members; and
- ii) Associate Members.

All Pensioners of the Bank shall be Full Members of the Association. Only Full Members shall have full voting rights and shall be eligible for election to the committee. Other classifications of membership shall not have voting rights, nor be eligible to hold office or be elected to the Committee.

All spouses of Full Members shall be Associate Members of the Association.

Former non-pensionable employees of the Bank (or any of its predecessors) who left service at ages and in circumstances which would have constituted retirement had they been pensionable, and who had at that time served a minimum period of ten years full-time service shall, together with their spouses, and any other person connected with the Bank in the UK whom the committee may wish to become an Associate Member, be Associate Members of the Association.

All Members (Full and Associate) of the Association have the right to seek welfare assistance and to attend all social functions organised by the Association.

5. Constitution

The Association is a proprietary club, the proprietor of which is Australia and New Zealand Banking Group Limited. Save as otherwise provided in the Association's Constitution or Rules its activities and management shall be undertaken by UK Pensioners of the Bank.

6. General Meeting

- (a) The Annual General Meeting of Members of the Association shall be held once in every calendar year to transact the following business:
 - (i) to receive and, if approved, to adopt the Annual Report and Accounts to the end of the last preceding financial year;
 - (ii) to elect Officers and Members of the Committee;
 - (iii) elect an Auditor;

- (iv) to deal with any special matter of which not less than 14 days' notice has been given to the committee prior to the date of the AGM.

- b) An Extraordinary General Meeting of the Association may be called at any time by the committee and shall be so called within forty-eight days of receipt by the Secretary of a requisition in writing signed by not less than fifteen Full Members stating the purpose for which such Meeting is desired and setting out any resolution which it is desired to propose thereat. No business shall be transacted at such Meeting other than that specified in the notice and no amendment to any resolution proposed at the Meeting shall be allowed. The Chairman of the Meeting shall be nominated by the Committee.

- c) A notice convening any General Meeting shall, with the Annual Report and Accounts of the Committee (in the case of the Annual General Meeting), be sent to all Members not less than twenty-one days before the Meeting or be placed in the Newsletter sent to all Pensioners. Such notice shall specify the business of the Meeting. Votes at a General meeting may be cast as follows

Each Full Member who is present personally at the Meeting, or who shall have notified in writing the Secretary prior to the commencement of the Meeting of the appointment of another Full Member as his proxy, shall have one vote, except the Chairman who shall have a second or casting vote in the case of an equality of votes. An Associate Member, whilst entitled to attend and speak at any General Meeting, shall not be entitled to vote thereat. A Full Member shall be entitled to appoint in writing another Full Member as his proxy, to speak and vote for him at a General Meeting. A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda. Any

resolution on which a vote is taken at any General Meeting shall be decided on a show of hands, save that on or before taking a vote in this way, it shall be open to either the Chairman of the Meeting or to at least five Full Members, present in person or represented by proxy, to demand that a poll is taken. In such event, each Full Member, present personally at the Meeting, or represented by proxy, shall have one vote.

- d) Any resolution for consideration at any General Meeting must be received by the Secretary in time to be included in the Notice of Meeting.

7. Officers and Committee

- a) The following Officers of the Association shall be elected at the General Meeting at which this constitution is adopted from among the Full Members of the Association:

Chairman, Deputy Chairman, Treasurer, Secretary.

- b) The business and affairs of the Association shall be managed by a Committee of Members of the Association consisting of the Chairman, Deputy Chairman, Treasurer, Secretary and not more than six elected Full Members of the Association and any Full Members co-opted under the provisions of Subclause (f) below.

- c) No person, other than an Officer or other Member of the Committee retiring at the Meeting, shall (unless recommended by the Committee) be elected a Member of the Committee at the Annual General Meeting, unless there shall have been delivered to the Secretary in time to be included in the Notice of Meeting, a notice in writing signed by a Full Member of the Association,

qualified to attend and vote at the Annual General Meeting, nominating such person for election, that person having also signed or otherwise indicated his willingness to be elected.

- d) Five Members of the committee shall form a quorum. The committee shall meet from time to time as may be necessary.
- e) The Chairman and one other Officer of the Association and two other Members of the Committee shall retire each year by rotation but shall be eligible for re-election.
- f) The Committee may co-opt from among the Full Members of the Association, one or more persons to fill any casual vacancy(ies) which may occur in their number but any person(s) so co-opted shall retire at the Annual General Meeting next following his/their co-option and shall then be eligible for election.
- g) The Committee may regulate its own proceedings as it may think fit, but should aim to meet at least six times per annum. No act or proceedings of the Committee, or any subcommittee thereof, shall be invalidated on the ground that a Member of the Committee (or a subcommittee thereof) was not qualified at, or had become disqualified at the date of, his or her appointment.
- h) Up to and including the Annual General Meeting in 1992, either the Chairman or the Deputy Chairman and at least three other Members of the Committee shall have been Full Members of the ANZ Bank Retired Officers' Association (UK).
- i) The Committee may appoint subcommittees to consider

and report on any matter, and members of such subcommittees need not necessarily be Members of the Committee. At least one member of each subcommittee shall be a member of the Committee.

8. Regional Liaison Officers

The Committee shall appoint Regional Liaison Officers (RLO's) who shall be responsible for furthering the aims of the Association in regional areas to be fixed by the Committee. Such RLO's shall report to the Committee.

9. Alterations to Constitution

- a) Any proposal to alter the Constitution must be approved by the UK Personnel Department of the Bank prior to its being submitted to a General Meeting of the Association provided always that such approval shall not be unreasonably withheld.
- b) The Constitution of the Association may be altered at, and only at, a General Meeting and at least twenty-one days' notice of any Meeting to consider a proposed alteration shall be given to all Members. The notice shall state the proposed change or changes. In order to effect an alteration of a rule, at least two-thirds of the Full Members voting in person or by proxy at the Meeting shall vote in favour of the proposed change. No amendment to any proposed alteration shall be allowed.

10. Finance

- a) The financial year shall end on 31st December of each year.
- b) The committee shall seek a grant from the Bank each year sufficient to cover its anticipated expenditure.

- c) The income and property of the Association, and all money received by or on behalf of the Association, shall be applied solely towards the furtherance promotion and execution of the objects of the Association and no portion thereof shall be paid by way of dividend bonus or profit to any Member of the Association, provided that nothing herein expressed or contained shall prevent the payment in good faith of expenses to any Officer or other person or persons for services actually rendered by him or them to the Association.

- d) All moneys payable to the Association shall be received by the Treasurer, or such other Officer or such bank as shall be appointed to receive the same. All funds belonging to the Association shall be deposited in a banking account in the name of the Association, and no sum shall be drawn from this account, except by cheques signed by such person or persons as the committee shall direct. The committee shall cause true accounts to be kept of the receipts, expenditures, assets, credits and liabilities of the Association and shall place before the Members of the Association at each Annual General Meeting properly audited Accounts and a Balance Sheet, made up to the end of the previous financial year.

- e) Reasonable office, travelling and subsistence expenses incurred by Officers, RLO's and Members of the Association, or by any person duly authorised by the Association, may be paid by the Association.

11. Liability for Loss

Neither the Association nor any of its Officers or Members of the Committee shall be liable or responsible for any loss suffered by any Member, resulting from any advice by any Officer or Member of the committee, except such as may result from bad faith. Officers, Members of the Committee and RLO's are not permitted to give financial, legal or any other advice

normally provided by a professional adviser or consultant.

12. Dissolution

A motion to dissolve the Association may only be made at an Extraordinary General Meeting to effect a dissolution, at which at least three-quarters of the Members, actually present and voting at the Meeting, shall vote in favour of the dissolution. If a motion to dissolve the Association is carried by the said majority, there shall revert to the Bank the Association's surplus funds, property, and assets (if any) other than those clearly emanating from sources other than the Bank which shall (if any) be disposed of as the Members present decide, provided that in the event of disagreement, the amount due to the Bank shall be determined by its auditors for the time being.

13. Interpretation

If there should be any ambiguity or difference of opinion concerning the purport or interpretation of any rule of this Constitution, and to deal with any matter not provided by this Constitution, reference shall be made in writing to the UK Personnel Department of the Bank whose decision shall be binding on all parties.