

# **TOYOTA LANDCRUISER CLUB (QLD.) INC. CONSTITUTION**



**REVISED January 2015**

To be read in conjunction with the  
By-laws, Guidelines for Club Operation and Management and Code of Conduct

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# TOYOTA LANDCRUISER CLUB (QLD.) INC. CONSTITUTION

## 1. Name

- 1.1 The name of the incorporated association is “Toyota LandCruiser Club (Qld.) Inc.(in this constitution called "the association").

## 2. Objectives

The objectives of the association are to:-

- 2.1 provide a common meeting place for people with similar interests in four wheel driving;
- 2.2 encourage and promote family oriented recreational activities, in particular into areas inaccessible to other forms of transportation, and organise activities, trips and events (“activities”);
- 2.3 actively support the conservation of the natural environment and liaise with controlling authorities;
- 2.4 conduct meetings and educational classes whereby members may gain knowledge in vehicle handling, equipment, navigation, travel safety, environmental camping as well as the general care and maintenance of their vehicle and equipment;
- 2.5 facilitate the location and purchase of vehicles, parts, services and accessories at the best possible prices; and
- 2.6 defend the right of access to public road reserves and to undertake campaigns to maintain this right.

## 3. Powers

The powers of the association are to:-

- 3.1 subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the association provided that the association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the association under or by virtue of clause 27 (13);
- 3.2 buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the association or persons frequenting the association's premises;

- 3.3** purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the association. Provided that in case the association shall take or hold any property which may be subject to any trusts the association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 3.4** enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the association. To obtain from any such government or authority any rights, privileges and concessions which the association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 3.5** appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the association;
- 3.6** remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the association, or in or about the association or promotion of the association or in the furtherance of its objects;
- 3.7** construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out alteration or control thereof;
- 3.8** invest and deal with the money of the association not immediately required in such manner as may from time to time be thought fit; as outlined in Rule 14.2.3 of these rules;
- 3.9** take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 3.10** lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 3.11** borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the association's property or assets present or future and to purchase, redeem or pay-off any such securities;

- 3.12** draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 3.13** sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the association;
- 3.14** take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the association's property of whatsoever kind sold by the association, or any money due to the association from purchasers and others;
- 3.15** take any gift of property whether subject to any special trust or not, for any one or more of the objects of the association but subject always to the proviso in sub-clause (3);
- 3.16** take such steps by personal, or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the association, in the shape of donations, annual subscriptions, or otherwise;
- 3.17** print and publish any newspapers, periodicals, books or leaflets that the association may think desirable for the promotion of its objects;
- 3.18** amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the association under or by virtue of clause 27(13);
- 3.19** purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the association is authorised to amalgamate;
- 3.20** transfer all or any part of the property, assets, liabilities and engagements of the association to any one or more of the incorporated associations with which the association is authorised to amalgamate;
- 3.21** make donations for patriotic, charitable or community purposes; and
- 3.22** do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the association.

#### **4. Classes of members**

##### **4.1 Membership classes**

The membership classes of the association consists of ordinary members, and any of the following classes of members – associate members, life members and honorary members.

#### **4.2 Associate membership**

Membership at the discretion of the management committee may be extended to any financial member of any four wheel drive club affiliated with member associations of the Australian National Four Wheel Drive Council (Four Wheel Drive Australia) while such member is visiting or residing in Queensland.

The period of associate membership shall be at the discretion of the management committee and unless otherwise determined by the management committee shall expire after three months and associate members shall be entitled to all benefits facilities and privileges in the association but shall not be eligible to vote or hold office in the association.

No membership fee applies. Payment for attendance to any activity to be the same as for an ordinary member.

Such membership shall be unlimited.

#### **4.3 Life membership**

That such membership can be recommended by any financial member of the association, and this recommendation must be in writing to the secretary. Such membership is to be approved by the management committee and conferred by at least a two-thirds majority of members present at a general meeting.

Notification of such membership to the recipient shall be in writing and a presentation of a special certificate of life membership can be made at the awards function or when appropriate.

Life members should attend at least two (2) activities per year or write an article in the association's magazine, so that members are familiar with the member. Exceptions under some cases shall be given at the management committee's discretion.

Payment for attendance to any activity to be the same as for an ordinary member.

This membership shall cease either on notification in writing to the secretary or in the case of the member's death. Such membership shall be restricted to no more than 10% of membership in that year.

#### **4.4 Ordinary membership**

Ordinary membership includes all members of a family, and children under the age of 17 years. Such membership must be applied for at the time of making application for membership or upon renewal of ordinary membership. Two adult members of the family shall be eligible to vote and only one adult member shall be a member of the management committee of the association at any one time. Such membership shall be unlimited.

#### **4.5 Honorary membership**

Honorary membership can be recommended by any financial member, and this recommendation must be in writing to the secretary and be approved at a management committee meeting.

Notification of such membership to the recipient shall be in writing and a presentation of a special certificate of membership can be made at the awards function or when appropriate.

Honorary members should attend at least two (2) activities per year or write an article in the magazine, so that members are familiar with the member. Exceptions under some cases shall be given at the management committee's discretion.

No membership fee applies. Payment for attendance to any activity to be the same as for an ordinary member. Exceptions under some cases shall be given at the management committee's discretion.

Such membership will have no voting rights nor be able to hold office.

Such membership shall be unlimited.

Membership is to be approved by the management committee and includes sponsors and supporters of the association whom the management committee considers can assist in the achievement of the objectives of the association.

Honorary members shall be entitled to all association privileges but shall not be eligible to vote or hold office in the association.

Honorary membership shall cease:

- at the expiration of the then current financial year of the association; or
- at the expiration of such shorter period as the management committee shall determine; or
- on notification by the member in writing to the secretary; or
- in the case of the member's death.

Honorary members shall not pay any membership subscription. Such membership shall be unlimited.

## **5. Membership**

**5.1** Each member shall be an individual person of 17 years or over.

**5.2** All members who wish to participate in 4WD driving activities must complete a new members' day or participate in a specially arranged session on the Hill Stall Procedure.

## **6. Membership and Joining Fees**

**6.1** The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.

**6.2** The membership fees for each class of membership shall be payable at such time and in such manner as the membership at a general meeting shall from time to time determine.

**6.3** The joining fees for each class of membership shall be payable at such time and in such manner as the membership at a general meeting shall from time to time determine.

## **7. Acceptance and rejection of membership applications**

**7.1** As soon as practicable, after receipt of any application and the fee applicable for any class of membership, such application for membership shall be considered by the management committee who shall as soon as practicable determine upon the admission or rejection of the applicant.

**7.2** Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

**7.3** Upon the acceptance or rejection of an application for any class of membership the membership coordinator shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **8. Termination of membership**

**8.1** A member may resign from the association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

**8.2.** The management committee shall consider termination of a membership if a member:-

**8.2.1** is convicted of an indictable offence; or

**8.2.2** fails to comply with any of the provisions of this constitution; or

**8.2.3** has membership fees in arrears for a period exceeding two months or more; or

**8.2.4** conducts him/herself in a manner considered to be injurious or prejudicial to the character or interests of the association.

**8.3** The member concerned shall be advised in writing of the action being considered by the management committee and given a full and fair opportunity to present their case and if the management committee resolves to terminate their membership it shall instruct the secretary to advise the member in writing accordingly.

## **9. Appeal against rejection or termination of membership**

**9.1** A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.

**9.2** A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.

**9.3** If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.



- 9.4** The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 9.5** At the general meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 9.6** Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 9.7** An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 9.8** If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **10. Register of members**

- 10.1** The management committee shall cause a register to be kept in which shall be entered the names and residential addresses and allocated number of all persons admitted to membership of the association and the dates of their admission, **provided that only one membership number shall be allocated for family membership.**
- 10.2** Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.
- 10.3** The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.
- 10.4** Prohibition on use of information on register of members:-
- 10.4.1** A member of the association must not:-
- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 10.4.2** Sub-rule (10.4.1) does not apply if the use or disclosure of the information is approved by the members of the association at a general meeting.

## **11. Membership of management committee**

- 11.1** The management committee of the association shall consist of a president, vice-president, treasurer, secretary and five members all of whom shall be members of the association. However should there be no nomination for the position of secretary and should the position not be filled from the management committee, then the management committee shall appoint the secretary of the association who shall not be a member of the management committee.
- 11.2** Subject to Clause 27.13 of this constitution the members of the management committee shall serve the association in an honorary capacity.
- 11.3** At the annual general meeting of the association, all the members of the management committee for the time being shall retire from office, but shall be eligible upon nomination for re-election provided however no member shall serve in any one position on the management committee for more than three consecutive years and must retire from the management committee after serving four years in succession and shall be eligible for re-election at the election next following the election immediately after their resignation.
- 11.4** The election of officers and other members of the management committee shall take place in the following manner:-
- 11.4.1** any two members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee;
- 11.4.2** the nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the secretary at least thirty-five days before the annual general meeting at which the election is to take place;
- 11.4.3** a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, and at the discretion of the candidate a personal resume, shall be posted in a conspicuous place on the notice board at the entrance of the meeting hall of the usual place of meeting of the association from and after 7.30pm the day of the general meeting held in the month preceding the month in which the annual general meeting is held and from and after 7.30pm on the day of the annual general meeting;
- 11.4.4** balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- 11.4.5** should at the commencement of the general meeting held in the month prior to the month in which the annual general meeting is to be held there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting; and
- 11.4.6** should at the commencement of the annual general meeting there be an insufficient number of candidates nominated, nominations may be taken from the floor of the annual general meeting.

## **12. Management committee resignation**

Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or any member may be removed from office at a general meeting of the association at which that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such general meeting.

## **13. Vacancies on management committee**

**13.1** The management committee shall have power at any time to appoint any member of the association to fill any casual vacancy of the management committee until the next annual general meeting.

**13.2** The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long as their number is reduced below the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the association, but for no other purpose.

## **14. Management committee powers**

**14.1** Except as otherwise provided by this constitution and subject to resolutions of the members of the association carried at any general meeting the management committee shall have:-

**14.1.1** the general control and management of the administration of the affairs, property and funds of the association; and

**14.1.2** the authority to interpret the meaning of this constitution and any matter relating to the association on which these rules are silent.

**14.2** The management committee may exercise all the powers of the association:-

**14.2.1** to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities;

**14.2.2** to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debit, liability or obligation of the association, and to provide and pay off any such securities; and

**14.2.3** to invest in such manner as the members of the association may from time to time determine.

**15. Meetings of management committee**

**15.1** The management committee shall meet at least once every calendar month to exercise its functions.

**15.2** A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by the president or by not less than three members of the management committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted there at.

**15.3** Not less than two days notice of any special meeting of the management committee shall be given by the secretary to such members of the management committee as the secretary shall by using reasonable endeavour contact. Such notice shall clearly state the nature of the business to be discussed at that meeting and may be given verbally.

**15.4** The management committee may hold meetings, or permit a committee 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.

**15.5** A committee member who participates in the meeting as mentioned in Clause 15.4 is taken to be present at the meeting.

**15.6** At every meeting of the management committee a simple majority of a number equal to the number of members elected and/or appointed to the management committee as at the close of the last general meeting of the members, shall constitute a quorum.

**15.7** Subject as previously provided in this clause, the management committee may meet together and regulate its proceedings as it thinks fit provided that questions arising at any meeting of the management committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

**15.8** A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which he is interested, or any matter arising there out, and if he does so vote his vote shall not be counted.

**15.9** The president shall preside as chairman at every meeting of the management committee, or if there is no president, or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting, the vice-president shall be chairman or if the vice-president is not present at the meeting then the members may choose one of their number to be chairman of the meeting.

**15.10** If within half an hour from the time appointed for the commencement of a special meeting of the management committee meeting a quorum is not present, the business of such special meeting shall be adjoined to the next ordinary meeting of the management committee.

## **16. Sub groups**

**16.1** The management committee may delegate any of its powers to a sub-group consisting of such members of the association as the management committee thinks fit. Any sub-group so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.

**16.2** A sub-committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.

**16.3** A sub-group may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## **17. Valid sub group members appointment**

All acts done by any meeting of the management committee or of a sub-group or by any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or person acting as aforesaid, or that the members of the management committee or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

## **18. Management committee resolutions**

A resolution in writing signed by or agreed to, or an email resolution agreed to by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the management committee or an email sent by a member of the management committee.

## **19. Annual general meetings**

**19.1** The annual general meeting shall be held within three months of the close of the financial year.

**19.2** The business to be transacted at every annual general meeting shall be:-

**19.2.1** the receiving of the management committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;

**19.2.2** the receiving of the auditor's report upon the books and accounts for the preceding financial year;

**19.2.3** the election of members of the management committee; and

**19.2.4** the appointment of an auditor.

**20. Convening a special general meeting**

**20.1** The secretary shall convene a special general meeting by giving the members of the association at least fourteen days' notice in writing of such meeting:-

**20.1.1** when directed to do so by the management committee; or

**20.1.2** on the requisition in writing signed by not less than one third of the members presently on the management committee or not less than the number of ordinary members of the association which equals double the number of members presently on the management committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted there at.

**20.2** Notice of such meeting as aforesaid shall contain the date, time and venue of the meeting and the nature of the business to be transacted at the meeting.

**21. General meetings**

**21.1** General meetings of the association shall be held in each and every month upon the giving of not less than 14 days notice of such meeting.

**21.2** At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the management committee plus one and present in person and not represented by proxy.

**21.3** No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

**21.4** If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or the association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

**21.5** The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**22. Convene general meetings**

The secretary shall convene all general meetings of the association by causing notice of such meeting to be placed in the association's magazine published immediately prior to the date of such meeting or by such other form of notice determined by the management committee from time to time.

**23. Conduct of meetings**

Unless otherwise provided by this constitution, at every general meeting, special meeting or annual general meeting herein referred to as "general meeting":-

- 23.1** the president shall preside as chairman, or if there is no president, or he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairman or if the vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting;
- 23.2** the chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- 23.3.** every question, matter or resolution shall be decided by a majority of votes of the members present, unless otherwise stated in this constitution;
- 23.4** every special resolution shall be decided as provided by Division 3 Clause 3(4) of the *Associations Incorporation Act 1981*; which by definition is to be three-quarters of the members present and who are eligible to vote;
- 23.5** every eligible member present shall be entitled to one vote and in the case of an equality of votes the chairman shall have a second or casting vote;
- 23.6** voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- 23.7** a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- 23.8** the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

- 23.9** where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

<p><b>Toyota LandCruiser Club (Qld.) Inc. (“the association”)</b></p> <p>I, _____ of _____ being a member of the association (Membership No. _____ ) hereby appoint _____ of _____, or failing, _____ of _____, as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the _____ day of _____, 20__ and at any adjournment thereof.</p> <p>Signed this _____ day of _____ 20__</p> <p>Signature.</p> <p>This form is to be used *in favour of/*against the following resolution:</p> <p>_____</p> <p>*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he/she thinks fit.)</p>
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- 23.10** the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

- 23.11** the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding management committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding general meeting or annual general meeting.

**24. By-laws**

The management committee may from time to time make, amend or repeal by-laws, not inconsistent with this constitution, for the internal management of the association and any by-law may be set aside by a general meeting of members.



**25. Alteration of constitution**

Subject to the provisions of the *Associations Incorporation Act 1981*, this constitution may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by Chief Executive.

**26. Common seal**

The management committee shall provide for a common seal and for its safe custody. The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

**27. Funds and accounts**

**27.1** The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.

**27.2** Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

**27.3** All amounts must be deposited in the financial institution account as soon as practicable after receipt.

**27.4** A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.

**27.5** If a payment of \$100 or more is made by cheque, the cheque must be signed by any two (2) of the following:-  
(a) the president;  
(b) the secretary;  
(c) the treasurer;  
(d) any one (1) of three (3) other members of the association who have been authorised by the management committee to sign cheques issued by the association.

**27.6** However, one (1) of the persons who signs the cheque must be the president, the secretary or the treasurer.

**27.7** Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

**27.8** If a payment is made by electronic funds transfer, the transfer must be authorised by any two (2) of the following:-  
(a) the president;  
(b) the secretary;  
(c) the treasurer;  
(d) any one (1) of three (3) other members of the association who have been authorised by the management committee to authorise electronic funds transfers by the association.

- 27.8** However, one (1) of the persons who authorises the electronic funds transfer must be the president, the secretary or the treasurer.
- 27.9** A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 27.10** All expenditure must be approved or ratified at a management committee meeting providing that all expenditure in excess of \$3,000 shall be approved or ratified by the members of the association in a general meeting.
- 27.11** As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:-
- 27.11.1** the income and expenditure for the financial year just ended; and
- 27.11.2.** the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.
- 27.12** All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 27.13** The income and property of the association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the association or otherwise owing by the association to him or of remuneration to any officers or servants of the association or to any member of the association or other person in return for any services actually rendered to the association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the association or reasonable and proper rent for premises demised or let to the association.
- 28. Documents**  
The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.
- 29. Financial year**  
The financial year of the association shall close on 30th June in each year.

**30. Distribution of surplus assets**

If the association shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of clause 27.13, such institution or institutions to be determined by the members of the association.

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