



TLCCSA Constitution



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1 NAME

The name of the Club is:- TOYOTA LANDCRUISER CLUB OF AUSTRALIA (S.A.) INCORPORATED. and it shall hereafter be referred to as "The Club".

2 HEADQUARTERS

The Club shall operate within South Australia.



3 OBJECTS

- 3.1 To provide a common meeting place for people with similar interests in four-wheel driving (4WD).
- 3.2 To encourage and promote family orientated recreational activities (in particular into areas inaccessible to other forms of transportation), organize Club trips which includes activities such as bushwalking, photography, caravanning, bird watching, fossicking, fishing, and camping etc.
- 3.3 To actively support the conservation of the natural environment and to liaise with the controlling authorities, and undertake volunteer work of an environmental nature, and where required by other agencies.
- 3.4 To foster members' knowledge of the nature of the land traversed and its conservational requirements and management.
- 3.5 To conduct meetings whereby members may gain knowledge in vehicle handling, equipment, navigation, minimal impact camping, travel safety, care and maintenance of their vehicle, equipment and the environment, and provide driver training in the field to enhance members skills.
- 3.6 To facilitate the purchase of equipment, parts and accessories etc for the members' benefit.
- 3.7 To maintain access to public lands, public road reserves and public access routes. To undertake campaigns to maintain this access which are consistent with conservation of natural resources.
- 3.8 To promote responsible multiple use of public lands.
- 3.9 To promote the requirements and benefits of 4WD touring amongst land management agencies.
- 3.10 To support and encourage the restoration and preservation of early model Toyota Landcruisers.



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4 MEMBERSHIP

4.1 Membership shall be defined as either:-

- An Individual or couple over the age of 18 years with or without dependants or,
- a single membership.



4.2 Membership of The Club shall be open to any person or persons interested in the furtherance of the objects of The Club, provided that the representation of Toyota Landcruiser and other Toyota 4WD vehicle owners is at least two-thirds of the current membership and that the current membership does not exceed 400, but such limitations shall exclude:-

- Life Members
- Honorary Members
- Persons previously dependents of financial members
- Persons who are financial members of any Toyota Landcruiser Club, accepted in accordance with 4.9
- Interstate and overseas members
- Temporary Members (see Section 4.12)

4.3 All applications shall be in writing and in such form as the Committee shall determine.

4.4 All applications shall be approved by a majority of the Committee.

4.5 Persons not eligible for membership because of membership limitations shall have their applications placed on a waiting list and shall be given written notice of any membership vacancy that may occur. Such persons shall be given 21 clear days to accept the membership invitation and if such persons fail to respond to or reject such invitation, the application shall be removed from the waiting list.

4.6 Membership applications on the waiting list shall be processed in order in which they are received.

4.7 Life Membership may be recommended by the Committee and conferred by at least a two thirds majority of members voting at an Annual General Meeting. Notice of recommendation for Life Membership shall be given with the notice of the Annual General Meeting. Life members shall be entitled to all Club privileges, without payment of fees.

4.8 Honorary Membership may be recommended by the Committee for any person or organization which the Committee feels can assist in the objects of The Club. Such recommendation shall be publicised with notice of a General Meeting and can be conferred by a two thirds majority of members voting at the General Meeting. Honorary Members shall be entitled to all Club privileges for the remainder of the

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financial year without payment of fees. Honorary Membership granted to a financial member shall not preclude such member from voting rights.

4.9 At the discretion of the Committee, Reciprocal Membership will be extended to a financial member of any Toyota Landcruiser Club whilst such member is approved on residing in South Australia. The period of Reciprocal Membership shall be at the discretion of the Committee. Reciprocal Members shall be entitled to all benefits, facilities and privileges in the Club but shall not be eligible to vote or hold office in The Club.

4.10 The membership year shall be defined as from 1st June until the 31st May each year.

4.11 Any current financial member can request that their membership is made inactive for a period of one year due to their absence and inability to take part in club activities. The member's status will revert to normal once they pay their subscription for the following membership year without having to pay any form of joining or late fees. While the members' status inactive, they do not have any rights of membership.

4.12 Temporary Members. A temporary member is a person who has agreed to:

- Abide by The Club's By-Laws and Rules and all reasonable directions
- Signed a waiver in the same form as full financial members
- Paid the Temporary Membership Fee, as determined from time to time by the Committee.
- Other requirements that The Club may impose such as trip type or number of trips or for a defined period.

5 SUBSCRIPTIONS

5.1 The joining fee for each financial year shall be recommended by the outgoing Committee and determined by the members at each Annual General Meeting, or if the Annual General Meeting is deferred then by members at a General Meeting.

5.2 Annual subscriptions shall be recommended by the Committee and determined by a two thirds majority vote of members voting at the relevant meeting.

5.3 The Committee may at its discretion recommend a reduced annual subscription fee for members living in country or regional locations and for members who are affiliated with another South Australian based four wheel drive club. The recommendation is to be determined by a two thirds majority at the relevant meeting.

5.4 The joining fee and subscription shall be payable by persons accepting membership invitations at the time of their acceptance.

5.5 Persons joining during the financial year shall be charged a proportion of the Annual Subscription.



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5.6 Any membership not renewed by the 31st of July following each Annual General Meeting, or a later date as determined by the Committee, shall lapse and a new application for membership shall be required before re-entry to The Club can be considered, unless prior written notice of absence is given to the Secretary. Constitution approved on 23 December 2024
fees payable at the current rate, and stating the expected period of absence.

5.7 No subscription or portion of any fee shall be refundable.

6 MANAGEMENT

6.1 The management of The Club shall be vested in the Committee, which shall have the full power to act in the name of The Club and shall have full control over the assets of The Club. In the event of unforeseen circumstances where The Club is unable to carry our business as normal, viz a pandemic, the Committee will be empowered to make decisions, that may normally be referred to members, to ensure The Club continues to operative effectively.

6.2 The Committee may prepare By-Laws and Rules to regulate the functioning of The Club and may alter such By-Laws and Rules as it sees fit.

6.3 If any question arises which is not provided for in this Constitution, such question shall be determined by the Committee.

6.4 The Committee may from time to time for such reasons as it may think fit, appoint 2 or more members of The Club as a Sub-committee and may delegate to any such Sub-committee any of its powers (including voting rights), and may revoke at any time such appointment or delegation.

6.5 All office bearers shall be and act in an honorary capacity.

7 COMMITTEE

7.1 The Committee shall be elected at an Annual General Meeting and shall hold office until the next Annual General Meeting.

7.2 The Committee should consist of the President, Immediate Past President, one Vice President, Secretary, Treasurer and up to seven other Members of The Club.

7.3 The whole of the Committee and all Sub-committees shall retire at the next Annual General Meeting and shall be eligible for re-election.

7.4 Any member of the Committee failing to attend three consecutive Committee Meetings without an apology shall cease to be a member of the Committee.

7.5 A Committee position shall be deemed to be vacant if such person in the position is not a financial member as at the 31st of July.

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7.6 Any Committee or Sub-committee position other than President vacated during the year shall be filled by the Committee and the member appointed shall hold office until the next Annual General Meeting.

7.7 In the event of the President position being vacated during the year, a sub-
election shall be held as per INTERIM ELECTIONS.



8 COMMITTEE MEETINGS

8.1 The Committee shall meet at least once in every month, but may at its discretion cancel a meeting if business to be considered is minimal. Virtual meetings can be conducted.

8.2 At all Committee Meetings the President shall be the Chairperson or in the absence of the President, the Vice-President, or in the absence of the Vice President, such other member of the Committee as appointed by a majority of the Committee Members present.

8.3 At all Committee Meetings each Committee Member and nominated Sub-Committee Members (empowered to vote as per section 6.4 of this Constitution), shall have one vote and in the event of equality of votes, the Chairperson shall have a second or casting vote.

8.4 Any financial member of The Club may attend any Committee Meeting, but as a courtesy will advise the President accordingly of their intentions. Members will attend in an observer capacity unless invited to participate in the meeting.

8.5 Persons who, in the opinion of the Committee, may be of assistance to them in a professional and technical or skilled manner, may be invited to attend Committee Meetings, but such persons shall not be entitled to vote as a member of the Committee.

8.6 Minutes of the proceedings of Committee Meetings shall be kept, and shall be open for inspection by any member of The Club.

9 GENERAL MEETINGS

9.1 General Meetings of The Club may be convened at any time by the Secretary upon being requested to do so by the Committee.

9.2 At least seven days notice of General Meeting shall be given to each financial member.

9.3 A notice of meeting shall state the time, place and nature of the meeting.

9.4 At all General Meetings the President shall be Chairperson or in the absence of the President, the Vice President, or in the absence of the Vice President, such member as is appointed by the Committee.



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9.5 At all General Meetings voting shall be by a show of hands or, if requested by any member, by ballot. In the event of an equality of votes the Chairperson shall have a second or casting vote.

10 ANNUAL GENERAL MEETINGS

10.1 The Annual General Meeting shall be held not later than the 31st of May each year, but may be deferred in extreme circumstances.

10.2 A notice of the Annual General Meeting shall state the time, place and the business to be transacted.

10.3 At each Annual General Meeting: -

- The President shall chair the Meeting or in the absence of the President, the Vice President, or in the absence of the Vice President such member as is appointed by the Committee.
- The Treasurer shall submit the Financial Statements with balance sheet as at the end of The Club Financial Year, which will where possible be audited. If audit is not undertaken by the AGM then the audit certificate is to be tabled for acceptance at the next General Meeting.
- The Auditor or Auditors shall be elected.
- The Committee shall be elected.
- The joining fee and annual subscriptions shall be determined.

11 QUORUM AT MEETINGS

11.1 At General Meetings and Annual General Meetings a quorum shall be 15% of the membership.

11.2 At Committee Meetings a quorum shall be 50% of the Members of the Committee.

11.3 If within 30 minutes from the time appointed for the Annual General Meeting, a quorum is not present, such meeting shall stand adjourned for a period not exceeding 35 days and not less than 14 days and those present at an adjourned meeting shall constitute a quorum to determine the place and date of the adjourned meeting.

11.4 General Meetings and Committee Meetings may proceed without a quorum but no business requiring the passing of a motion, or adopting of reports etc may be considered.

11.5 At Committee Meetings where disciplinary motions are voted on a quorum shall be 75% of the Members of the Committee.

12 VOTING RIGHTS OF MEMBERS

12.1 At all General Meetings and Annual General Meetings, each member, excluding dependent children under 18 years of age, and not in arrears with subscriptions or any other amount due to The Club shall be entitled to one vote.





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12.2 Signed absentee votes will be accepted by the Secretary prior to the commencement of each meeting provided the member's wishes are clear and specific to issues being considered at such meeting.

13 ELECTION OF COMMITTEE

Constitution approved on 23 December 2024

13.1 Nominations to be in any written manner however preferred nomination forms for the election shall be made available at the March, April and May Newsletters or if the Annual General Meeting is deferred in the newsletter preceding the actual meeting date

13.2 All nominations are to be signed by the proposer, seconded and endorsed by the candidate with consent to act if elected and forwarded to the Secretary in time to be displayed at the General Meeting immediately prior to the Annual General Meeting.

13.3 The nomination shall specify the position for which the candidate is nominated.

13.4 Members seeking nomination to a Committee position should ideally be seen as active members of The Club.

13.5 A separate nomination is required for each position and preference shown by the candidate for any other position.

13.6 In the event of only one written nomination being received by the Secretary by the time the Chairperson opens the Annual General Meeting, the Chairperson shall declare those nominated for such positions elected unopposed unless any member has an objection to such election in which case a motion to accept the candidate to the office shall be put to the meeting.

13.7 If more than one written nomination is received for any position a ballot shall be held for all such positions.

13.8 If all positions are not filled by written nomination and subsequent election, the Chairperson shall accept verbal nominations, duly seconded for the vacant positions, accepted by the candidates and if necessary such positions shall be determined by ballot.

13.9 In the event of a full Committee not being elected at an Annual General Meeting those elected shall have the power to make appointments from the General membership to fill such vacant positions other than vacant President and such members shall hold office until the next Annual General Meeting.

13.10 In the event of a President not being elected at an Annual General Meeting a subsequent election shall be held as per INTERIM ELECTIONS.



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13A INTERIM ELECTIONS

- 13A.1 Should the constitution require it or the committee decide upon it, an interim election will be held at a General Meeting of which at least 14 clear days in writing specifying the election and the positions involved has been given to each member.
- 13A.2 Nominations to be in any written manner however all nominations are to be signed by the proposer, seconded and endorsed by the candidate with consent to accept elected and forwarded to the Secretary prior to the commencement of the advertised General Meeting.
- 13A.3 The nomination shall specify the position for which the candidate is nominated.
- 13A.4 Candidates seeking nomination to a Committee position should ideally be seen as active members of The Club.
- 13A.5 Only valid written nominations received by the Secretary by the time the Chairperson opens the advertised General Meeting will be considered.
- 13A.6 In the event of only one written nomination being considered for a position, the Chairperson shall declare the position elected unopposed unless any member has an objection to such election, in which case a motion to accept the candidate to the office shall be put to the meeting.
- 13A.7 In the event more than one written nomination is considered, a ballot shall be held for the position.
- 13A.8 If no written nominations for a position are considered, the Chairperson shall accept verbal nominations, duly seconded, and accepted by the candidates. In the event of only one verbal nomination is accepted for a position, the Chairperson shall declare the position elected unopposed unless any member has an objection to such election, in which case a motion to accept the candidate to the office shall be put to the meeting.
- 13A.9 In the event more than one verbal nomination is accepted, a ballot shall be held for the position.
- 13A.10 An Annual General Meeting will cease any Interim Election process underway.
- 13A.11 In the event a position remains vacant following the Interim Election process, the Committee shall have the power to fill such vacant position from within the Committee and such members shall hold office until the next Annual General Meeting.

14 FINANCIAL YEAR

The Financial Year of The Club shall conclude on the 30th day of April each year.

15 PUBLIC OFFICER

The Public Officer shall be the Secretary. The duties of the Public Officer shall be as required by and pursuant to the provisions of the Associations Incorporations Act 1985 or as amended. Any change of the Secretary shall be notified to the Registrar of Companies in accordance with Associations Incorporations Act 1985 or as amended.

16 CLUB FUNDS

The funds of The Club shall be banked or invested in the name of The Club. The accounts shall be defined as the principal accounts of The Club and other subsidiary accounts of The Club e.g. Social Committee funds. The principal accounts shall be operated by the President, Vice President, Treasurer and Secretary, any two of whom



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shall sign conjointly. Other subsidiary accounts shall be operated as directed by the Committee.

17 NON-PROFIT CLAUSE

The assets and income of The Club shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of The Club.



18 ACCOUNTS

The Treasurer may pay normal recurring accounts as they arise. All other accounts for payment shall be presented to the Committee for approval.

19 MEMBER RESPONSIBILITY

It shall be the responsibility of each member of The Club to inform the Committee of any change of residence, email address or change of vehicle and any other information relevant to the keeping of accurate membership records.

20 MEMBER CONDUCT

All members are required to comply with The Club's By-Laws and Rules. All Complaints will be handled according to The Club's Complaints Handling Procedure

21 AUDIT

The Auditor or Auditors shall examine all accounts, vouchers, receipt books etc and shall furnish a report thereon for each Annual General Meeting. Audits shall be conducted at the end of each Club Financial Year.

22 AMENDMENT OF CONSTITUTION

This Constitution may be amended at any General Meeting of which at least 14 clear days in writing specifying the proposed amendments has been given to each member. Any such amendments shall require at least a two thirds majority of those members voting.

23 DISSOLUTION

The Club shall be dissolved in the event of the membership being less than 4 members or upon a three quarters majority of members voting at a meeting convened to consider such question. Upon dissolution, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Committee in accordance with their powers to any fund, institution or authority, which is a non-profit organisation.

24 POWERS

The Club shall have all the powers conferred by section 25 of the Associations Incorporations Act 1985.

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Document History

GM Date	Version	Change summary
1/1/2007	1.0	Base version
January 2007	1.1	Added 4.12 and 11.4, Modified 21
June 2007	1.2	Added 7.7, 13.10 and 13A which consists of 13A.1 to 13A.11, Modified 7.6, 13.6 and 13.9
August 2007	1.3	Amended 24, Added 25
March 2012	1.4	Amended 4.4
October 2014	1.5	Amended 6.2 and 21
May 2015	1.6	Amended sections 4.12, 7.4, 9.2 and 10.3
January 2018	1.7	amend 4.4 by deleting such that new member applications are approved by Committee
July 2019	1.8	Redefine what is a member
April 2021	1.9	<p>Updates as follows:</p> <ul style="list-style-type: none"> • Section 2, Section 3.3, 3.5, 3.6. • A new Section 3.10 is added. • In Section 4.2 Bullet point 4 is reworded and bullet point 6 is deleted • Further changes are proposed to Section 4.4, 4.9, 5.1, 5.2, 5.3, 5.6, 6.1, 7.2, 8.1, 8.4, 10.1, 11.1, 11.3. • A new section is added at 11.4 hence the former section 11.4 becomes 11.5. • Further changes occur with 13.1, 13.4, 13.9, 13A.4, 13A.11, • Section 16 is Deleted in its entirety. • Sections 17 to 25 are subsequently re-numbered due to deletion of Section 16 with amendments to re-numbered Sections 18 and 19.
May 2023	1.10	Changed committee members from five to seven
November 2024	1.11	<p>Minor typographical corrections in Sections 1, 2, 3.1, 4.9, 6.1, 6.2, 10.3, 13.4, 13A.4, 14 and 16.</p> <p>Section 4.2, Amended Membership requirements; number of members, vehicle types and membership types.</p> <p>Added Section 4.12, definition of Temporary Membership.</p> <p>Amended Section 25 to correctly reference the Associations Incorporations Act 1985</p>

