

**The Constitution and Rules of the  
Toyota Car Club .net Incorporated  
(Amended 25th May 2009)**

**1 NAME**

The name of the club is the ToyotaCarClub.net

**2 INTERPRETATION**

In this document, unless the contrary intention appears –

“the act” means the Associations Incorporation Act 1985 –

“Inc.” is an abbreviation for Incorporated –

“the Club” means the ToyotaCarClub.net Incorporated –

“the Committee” means the Committee run under the guidelines in the constitution –

“member” means members of the ToyotaCarClub.net Inc –

“Toyota” means the Toyota Motor Corporation.

**3 PURPOSE**

3.1 The purpose of the Club shall be:

3.1.1 To arrange for the association of owners and enthusiasts of Toyota produced automobiles and person interested in sporting activities related to automobiles.

3.1.2 To co-operate with similar bodies to exchange technical knowledge and to bring members together in social and sporting activities, including but not limited to cruises, drift events, motorkhanas, barbeques and social events.

3.2 The purpose of the club shall function for the performance of any act incidental to the attainment of the purpose of section 3.

**4 POWER OF THE ASSOCIATION**

The association shall have all powers conferred by section 25 of the Act.

**5 MEMBERS**

5.1 The Club shall consist of all those persons who are members of the Club at the date upon which this Constitution shall be adopted and such other persons who may subsequently become members in accordance with this constitution.

**5.2 MEMBERSHIP CLASSES**

5.2.1 The Club shall consist of the following classes of members:-

(a) Full Member

Any person who completes an application form, pays the prescribed fees and who agrees to abide by this Constitution and any By-Law of the Club;

(b) Associate Member:

Any nominated members of the family of a member who pays the prescribed fee;

(c) Honorary Members:

The Board of Management may elect Honorary Members for such specified period or periods as it, in its discretion, believes to be fit. The permitted period for Honorary Membership shall not be in excess of one week.

5.2.2 Honorary and Associate members shall not have any vote in the management of the Club, nor shall they be entitled to be elected as members of the Board, or have the right to vote in any General Meeting of the Club. Also, discounts that apply to club members will not be available to Honorary and Associate members.

5.2.3 Honorary and Associate members may upgrade to a Full Membership at any time, by the payment of the difference in membership fees for the period required.

5.2.4 For the purpose of this document the use of the word “members” without qualification shall be deemed to include all classes of membership stated above.

### **5.3 MEMBERSHIP APPLICATION**

5.3.1 Any new non-honorary membership application must be presented at the next club meeting.

5.3.2 To be considered, a new application must be recommended by an existing club member and seconded by another before being voted on for acceptance.

5.3.3 Any new club member will be deemed to hold an honorary membership from the time of application until the date of the next club meeting.

### **5.4 SUBSCRIPTIONS**

5.4.1 The subscription fee for membership shall be fixed at the Annual General Meeting for the ensuing year

5.4.2 Subscriptions fall due on July 31st for the ensuing year

5.4.3 Subscriptions for the full financial year will be the full amount set by the Committee at the Annual General Meeting. Any member who joins after the 1st of January will pay three quarters of the full subscription fee unless joining after the 1st of May when the full subscription fee as set at the Annual General Meeting can be paid and carried forward to include the following financial year (this option is only available to new memberships).

5.4.4 Subscription renewals will not be accepted if the member is in financial arrears with the club.

## **6 CESSATION OF MEMBERSHIP**

6.1 A member shall cease to be such if he/she:

6.1.1 Tenders his/her resignation in writing to the Committee.

6.1.2 Allows his/her subscription to lapse for a period of two calendar months, provided that no member shall be deprived of his/her membership pursuant to this sub-section unless the Secretary shall first send him/her one calendar month's notice in writing or by electronic mail, or other such medium as approved by the Committee of the Club's intention to cancel his/her membership if he/she fails to pay his/her subscription within said period of one calendar month.

6.1.3 Conducts himself/herself in a manner that, in the opinion of the Committee, is prejudicial to the good order and conduct of the Club. Such member shall be notified in writing of the decision of the Committee to terminate their membership. Any members whose membership is terminated pursuant to this sub-section shall have the right to appeal to the next succeeding General Meeting the decision of such meeting shall be binding on the Member.

6.1.4 A member who becomes a non-financial member may at any time again become a financial member by paying the full annual subscription fee as defined by section 9(2) of this Constitution.

## **7 MANAGEMENT**

7.1 The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

7.2 A General Meeting of Members shall have the power to authorise such payments for the finds of the Club as are, from time to time, necessary by the functionality of the Club.

7.3 The Committee shall have the power to authorise such payments from the funds of the Club as are, from time to time, necessary for the functionality of the Club.

7.4 The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

- 7.5 All purchases by or on behalf of the Club must be authorised by an official order issued by the Treasurer. The Club will not accept liability for any purchases made in the Club's name unless such order has been issued.
- 7.6 A Bank Account shall be kept with a bank approved by a General Meeting and any withdrawal on behalf of the club shall be attested by the Treasurer.

## **8 MEETINGS**

- 8.1 The Annual General Meetings shall be held during the month of July at a time and place decided by the Committee. The Annual General Meeting may replace a General Meeting.
- 8.2 A General Meeting shall be held in each calendar month. At each General Meeting there shall be written reports submitted and presented from the President, Secretary, Treasure, Club Captain, Membership Officer and Public Relations Officer.
- 8.3 Notice of a meeting at which a special resolution is to be proposed, shall be given at least 14 days notice prior to the meeting.
- 8.4 If the President is not present within five minutes after the time appointed for holding a General Meeting, Annual General Meeting or Special Meeting, then the Vice President may act as chairperson for that meeting. If the president and the Vice President are not present at the meeting, then the members may choose any member by vote to act as chairperson for that meeting.

## **8.5 SPECIAL MEETINGS**

- 8.5.1 The Committee may be called together for a Special Meeting for the consideration of special business. Such a Meeting shall forthwith be convened by the Committee upon formal order, in writing, from not less than ten percent of the Club Membership at that date. Such formal orders shall state clearly the purpose for which the meeting is required to be held.
- 8.5.2 A Special Meeting may be convened on the same night as a General Meeting in which case the Special Meeting shall precede the General Meeting.
- 8.5.3 Members shall be given at least seven days notice in writing of any General or Special Meeting of the Club. The notice shall set out when and where the meeting will be held.

## **9 COMMITTEE**

- 9.1 Subject to this Constitution and any directions from time to time given by a General Meeting of
- 9.2 Members, the control and management of the Club shall be in the hands of the Committee, which shall:
- 9.2.1 Consist of members elected at the Annual General Meeting.
- 9.2.2 Consist of the following officers – President, Vice President, Secretary, Treasurer, Assistant Treasurer, Minute Secretary, Club Captain, Membership Officer, Public Relations Officer, and six General Committee Members
- 9.2.3 Office bearers shall hold office for the ensuing year but the Club may, by majority vote of members present at a General Meeting or a Special Meeting, terminate any such appointment.
- 9.3 The Committee shall meet at least six times and at most fifteen times each year when called upon by the President by personal contact and shall carry out such duties as are from time to time delegated to it by the General Meeting of Members. The Secretary will call an Extraordinary Meeting of the Committee at any time requested, in writing, by any four Committee Members to do so.

## **10 APPOINTMENT OF COMMITTEE**

- 10.1 The first Committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation.
- 10.1.1 At each Annual General Meeting all members of the Committee shall be retired from their position.
- 10.1.2 Any retiring member of the Committee shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member has nominated that person at least 28 days before the Annual General Meeting by delivering that nomination of the person to the secretary of the Club.
- 10.1.3 Notice of all persons seeking election to the Committee shall be given to all members with the notice of the Annual General Meeting at which the election(s) are to take place.
- 10.1.4 If no nomination is received for an office, then a nomination for office may take place at the Annual General Meeting.
- 10.2 A member of the Committee will cease to be such upon occurrence of:
- 10.2.1 Resignation of such a member from his appointment.
- 10.2.2 Failure of the member of the Committee to attend three consecutive Committee Meetings, except through illness or valid excuse acceptable to the Committee
- 10.2.3 Disqualification of the member of the Club, under the Act, to be a member of the Committee.
- 10.2.4 Expulsion of the member to be a member of the Club under this Constitution.
- 10.3 A Casual Vacancy is any office position, which has been vacated during a term of office. A Casual Vacancy shall be filled by the election of a member at a General Meeting and he/she shall hold office until the next succeeding Annual General Meeting.

## **11 DUTIES OF OFFICERS**

- 11.1 The President shall:  
Be the Chairman of all Meetings of the Club or the Committee unless the President is absent from the meeting.
- 11.2 The Secretary shall:
- 11.2.1 Receive, open and distribute and send all official correspondence of the Club.
- 11.2.2 Be the Public Officer of the Club as required by the Act.
- 11.2.3 Pursuant to sub-section 10. (2) Notify each non-financial member prior to 31st of August in each year, of the Clubs constitution requirement to cancel their membership at the 30th of September.
- 11.2.4 Keep the By-Laws book as laid down in section 54
- 11.3 The minute secretary shall:  
Keep minutes in a suitable Minute Book of each General Meeting, Special meeting, Annual General Meeting and Committee Meeting held throughout the year.
- 11.4 The Treasurer shall:
- 11.4.1 Except, as provided for in section 39, keep true and correct accounts of all monies received and expended by the Club and shall issue receipts for all monies received on behalf of the Club, and keep any other records necessary to correctly explain the financial transactions and the financial position of the club in accordance with the Act.
- 11.4.2 Each quarter present a summary of cash received and payments made during that quarter
- 11.4.3 Present at each Annual General Meeting, a full Balance Sheet and report of the accounts for the financial year just ended, together with recommendations as to future policy.
- 11.4.4 Issue official purchase orders as laid down in section 15.
- 11.5 The Assistant Treasure shall:  
Under the direction of the Treasurer, assist the Treasure in the performance of his duties.

- 11.6 The Club Captain shall:
- 11.6.1 Supervise the sporting activities within the Club.
  - 11.6.2 Keep a record of results and points scored by members in all Club competitions.
  - 11.6.3 Be responsible for the care and maintenance of the Club's competition equipment
  - 11.6.4 Keep a record of the performance of members in Open events for the purpose of arranging and nominating Club Teams in the appropriate events.
- 11.7 The Membership Officer shall:
- 11.7.1 Be responsible for the promotion of Club membership and the welcoming and introduction of new members into the club
  - 11.7.2 Keep a register of members as laid down in section 46
- 11.8 The Public Relations Officer shall:  
Be responsible for the promotion of the Club and its activities through the various news and media and any other suitable channels

## **12 SUB-COMMITTEES**

- 12.1 The members of the Club may at any meeting form such Sub-Committees as are from time to time found desirable for operation of the Club or Club events
- 12.2 Any Sub-Committee formed shall:
- 12.2.1 Be under the direction and control of the Committee
  - 12.2.2 Be responsible to the members of the Club at a General Meeting
  - 12.2.3 Elect a spokesperson who shall attend Committee Meetings and provide written reports when called upon to do so by the Committee
  - 12.2.4 Advise the Club of their meetings in advance. Sub-Committees shall invite all interested members at attend meetings held by the Sub-Committee
- 12.3 If deemed expedient by the members at a General Meeting, they may grant permission to any Sub-Committee to operate their own Treasury and to handle such Club funds as appropriate to their function. Such a Sub-Committee may then operate their own bank account and shall submit financial statements to the club as directed by the Club or Committee. All or any of the funds of the Club held by any Sub-Committee must be transferred to the Treasurer upon such direction being given by the Club or Committee. The rights granted under this section may be revoked by a majority vote of members at a General Meeting.

## **13 VOTING**

- 13.1 For the purpose of holding a poll or vote the following shall apply:
- 13.1.1 Each member personally present shall be entitled to one vote by show of hands or poll
  - 13.1.2 The President shall have only a casting vote at Annual General Meetings, Special Meetings, General Meetings and Committee Meetings
- 13.2 Subject to these rules, a question for decision at a General Meeting or an Annual General Meeting, other than a special resolution, shall:
- 13.2.1 Be determined by a majority of members who vote in person or if allowed, by proxy at that meeting
  - 13.2.2 Unless a poll is demanded by at least five members, be determined by show of hands
- 13.3 If a poll is demanded by at least five members at a General Meeting or Annual General Meeting, it shall: Be conducted in a manner specified by the person residing, be conducted immediately, otherwise it shall be conducted at any time before the close of the meeting

#### **13.4 SPECIAL RESOLUTIONS**

13.4.1 A Special resolution is a special resolution as defined in the Act.

13.4.2 An ordinary resolution is a resolution passed by the simple majority at a General Meeting, Special Meeting or Annual General Meeting

#### **14 QUORUMS**

14.1 For the purpose of attaining quorum the following applies:

14.1.1 A quorum for an Annual General Meeting or a Special Meeting shall consist of 20% of members personally present

14.1.2 A quorum for the Committee or a Sub-Committee shall consist of 60% of the member of the respective committees being personally present

14.1.3 A Quorum for a General Meeting shall consist of 10% of members personally present.

#### **15 MINUTES**

15.1 Proper minutes of all proceedings at General, Executive and Special meetings shall:

15.1.1 Be entered within one month after the relevant meeting in minute books kept for the purpose

15.1.2 Be confirmed by the members of the association or the Committee (as relevant) at a subsequent meeting

15.1.3 Be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed

15.1.4 Where entered into relevant minute books, are signed and confirmed, they, until the contrary is provided, be evidence that the meeting was convened and duly held, that all proceeding at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed valid.

#### **16 FINANCIAL YEAR**

16.1 The financial year of the Club shall be the year ending 30th June

#### **17 REGISTER OF MEMBERS**

17.1 The membership Officer shall:

17.1.1 Keep a register of Members containing the full names and postal addresses of all members

17.1.2 Keep a record in the Register of Members of any other contact details that will facilitate the sending of publications by the Club to its members including but not limited to minutes of meetings, monthly newsletters etc.

17.1.3 Supply the Secretary with a copy of the Register of Members and, in addition supply the Secretary with a list of amendments thereto, at least once a month.

17.2 All members shall notify the Membership Officer of any change of name or address or other information held in the Register of Members as soon as possible after such change. These changes will be noted in the Register of Members.

#### **18 WINDING UP**

18.1 The Club may be wound up in the manner provided for in the Act.

18.2 If after the winding up of the Club there remains "surplus assets" as defined in the Act, such surplus shall be distributed to any organisation which has similar objects and rules which prohibit distribution of assets and income to its members. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

## **19 ALTERATION OF CONSTITUTION**

- 19.1 These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association, including rescission or replacement by substitute rules, provided that Notice of Motion in writing by a member to amend the Constitution is submitted to the Secretary. No such motion shall be deemed to having been passed unless it is carried by a majority of at least two thirds of members voting thereon in person.
- 19.2 The alteration(s) shall:
- 19.2.1 Be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- 19.2.2 Upon registration, bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

## **20 BY LAWS**

- 20.1 A General Meeting of the Club shall have the power to enact, repeal and amend By-Laws to control in detail the Club Activities and procedures within the requirements of this Constitution, provided that a Notice of Motion of intention to enact, repeal or amend and By-Laws is submitted to the Secretary. A simple majority of members voting shall be sufficient to enact, repeal or amend a By-Law.
- 20.2 The Secretary shall record all By-Laws in a By-Law Book. This book must be keep current by recording any new or amended By-Laws and deleting any repealed By-Laws and must be available at all Club meetings.