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DARRIN PAVEY

21 SEP 2017

PRESIDENT TLCC

CONSTITUTION
of
TOYOTA LAND CRUISER CLUB OF AUSTRALIA

A COMPANY LIMITED BY GUARANTEE

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Corporations Act 2001

CONSTITUTION

of

TOYOTA LAND CRUISER CLUB OF AUSTRALIA

(ACN 003 174 785)

A Company Limited By Guarantee

INTERPRETATION

1. In this Constitution:

"Act" means the Corporations Act 2001 (Cth) in force from time to time and any reference to a section of the Act shall mean a reference to the Corporations Act 2001 (Cth) and the particular section of the Corporations Act 2001 (Cth);

"Annual General Meeting" has the meaning given to that term by the Act;

"ASIC" means The Australian Securities and Investments Commission;

"Auditor" has the meaning given to that term by the Act;

"Committee" means the Board of Directors of the Company and each individual member of the Committee will be taken to be a Director of the Company;

"Company" means Toyota Land Cruiser Club of Australia ACN 003 174 785;

"Constitution" or "this Constitution" means the Constitution of the Company as amended from time to time;

"financial year" means in relation to the Company the period of 12 months commencing 1 November and expiring 31 October;

"Membership Secretary" means the person appointed to that office by the Committee under clauses 12(2) and 14(7) of this Constitution;

"Secretary" means any person appointed to perform the duties of a secretary of the Company;

"State" means the state of New South Wales;

Expressions referring to "writing" and "written" shall, unless the contrary intention appears, be construed as including references to printing and lithography and other modes of representing or reproducing words in a visible form and shall include electronic means provided the same can be recorded in a permanent form.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the law as in force at the date of which such interpretation is required.

OBJECTS

2. The objects of the Company are:

- (a) To coordinate the activities of persons owning or partly owning Toyota Landcruiser, modified Toyota Landcruiser or other four wheel drive vehicles or interested in the furtherance of the objects of the Company and to encourage social intercourse between the members of the Company.
- (b) To promote friendship and courtesy on the road through social gatherings touring and in competition between members of the Company.
- (c) To promote encourage and conduct either alone or jointly with other persons, organisations, associations, clubs or companies, social functions and events outings tours meetings conferences and to assist with community services in furtherance of the interests of the Company and its members.
- (d) To conduct meetings and classes whereby members of the Company may obtain knowledge enabling them to become proficient in handling, navigation, care and maintenance of their vehicle.
- (e) To assist in and facilitate the location and purchase of replacement vehicles, and new and used parts for vehicles and other equipment related to four wheel drive activities of members, at the best possible prices.
- (f) To encourage and foster the activity of four-wheel-driving and to use every endeavour to establish and promote the benefits of this activity in the eyes of various Government departments (in particular NSW National Parks and Wildlife Service) as a recognised and responsible pastime.
- (g) To actively encourage the conservation of Australia's natural environment.

Solely for the purpose of carrying out the aforesaid objects and not otherwise:

- (h) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

Provided that no members of the Company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company.

- (i) To subscribe to, become a member of and co-operate with or amalgamate with any other club association or organisation, whether incorporated or not, whose objects are similar to those of the Company.

Provided that the Company shall not subscribe to or support with its funds or amalgamate with any 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 Company under or by virtue of Clause 3 of this Constitution.

- (j) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, 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 Company.

Provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (k) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (l) To 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 Company.
- (m) To 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 Company'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.
- (n) To invest and deal with the money of the Company not immediately required in such manner as the Committee of the Company thinks fit.
- (o) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities.
- (p) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (q) To 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 Company.
- (r) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- (s) To accept any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company, but subject always to the proviso in paragraph (j) of this Clause 2.
- (t) To establish, collate, print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable.

- (u) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, clubs, societies or associations with which the Company is authorised to amalgamate.
- (v) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company amalgamates.
- (w) To make donations for patriotic or charitable purposes.
- (x) To carry out or give effect to these objects or any of them or to exercise the powers herein contained or any of them in any place, state or country whatsoever without any limitation or restrictions but subject always to the Act and to the laws of such place, state or country as may be applicable from time to time.

Provided that the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Company would make it a trade union.

3. The income and property of the Company, at what ever time derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Company.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Committee members or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company, but so that no member of the Committee of the Company shall be appointed to any salaried position of the Company or any position of the Company paid by fees and no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any member of such Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

4. The Company holds a licence granted under the then Companies (New South Wales) Code that allows it to omit "Limited" from its name. Any modification to the Constitution requires notification to ASIC as soon as practicable after completion of the modification.
5. The third, fourth and ninth clauses of this Constitution contain conditions upon which a licence is held by the Company in pursuance of the provisions of Section 151 of the Act. For the purposes of preventing any non-compliance with the provisions of those clauses ASIC may from time to time on the application of any member of the Company and on giving notice to the Company of its intention to do so and after affording the Company an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Company.

6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the property of the Company, in the event of the Company being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Company (contracted before he/she ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00).
8. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and whose Constitution 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 Company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court of New South Wales for determination.
9. True accounts shall be kept of all sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, assets and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by a properly qualified Auditor who shall report to the members in accordance with the provisions of the Act.

MEMBERSHIP

10. There shall be three classes of members:-
 - (1) provisional members;
 - (2) full members; and
 - (3) life members.
11.
 - (1) Any person interested in the furtherance of the objects of the Company who is 17 years of age or above may apply for membership.
 - (2) Every application for membership of the Company shall be in writing, signed by the applicant and shall be in such form as the Committee from time to time prescribes.
 - (3) Each application for membership shall be considered by the Committee member given that authority after the receipt of the application whereupon the Committee member shall determine whether to admit or reject the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.

- (4) Every person admitted to membership (except for persons admitted as full members as provided in Clause 11(7)) shall be admitted as a provisional member.
- (5) Progression from provisional membership to full membership shall be dependent upon the fulfilment of such obligations and responsibilities within such time and in such manner as the Committee may, having regard to the objects of the Company, from time to time decide.
- (6) Where a person who has applied for or who is otherwise covered by a membership becomes a full member pursuant to this Constitution then all other persons (other than persons under the age of 17 years) covered by such membership shall be and become full members upon such first mentioned person becoming a full member.
- (7) Notwithstanding anything contained in this Constitution the Committee may admit any person (including a person who has for any reason ceased to be a member) to full membership where the Committee considers the circumstances warrant such admission.
- (8) Members who have either family membership or single membership as set out in the Company's Articles of Association dated 2 September 1987 will, upon adoption of this Constitution, be regarded collectively as members.

12.

- (1) Except as provided by Clause 14(10) each application for membership shall be accompanied by a joining fee in such amount as may be determined by the Committee from time to time and the current annual subscription less any rebate thereon as provided in this Constitution. In the event that an application for membership is unsuccessful the joining fee and subscription shall be refunded to the applicant. Any application which is submitted without the joining fee and subscription shall, unless the Committee otherwise determines, not be considered.
- (2) If an applicant for membership pays the joining fee or the subscription by cheque and such cheque is dishonoured the application for membership shall fail unless within 3 days of the receipt of a demand in writing from the Membership Secretary the applicant pays the joining fee and subscription in cash or by electronic bank transfer.

13.

- (1) A member shall become eligible for life membership of the Company only after having attained fifteen (15) years total membership.
- (2) A member shall become eligible for life membership of the Company only after having also contributed an accumulation of at least ten (10) years of outstanding and exceptional voluntary services to the Company.

Voluntary service guidelines: Service will constitute actively performing the duties of an elected Committee position or equivalent work as deemed relevant and appropriate by the Committee and carried out by the member over the required period of service accumulation. Membership of more than one Committee position in

any one year shall count only as one year's service towards the required accumulation of ten (10) years.

- (3) All nominations for life membership shall be made in writing, detailing in full the nominee's contribution and service. Each nomination shall be submitted to the Secretary at least ninety (90) days prior to the Annual General Meeting for consideration by the Committee.
- (4) All nominations for life membership shall be reviewed by the Committee within 30 days of receipt. The Committee shall ensure that each nomination for life membership is consistent with the guidelines in subclause (2) above. The Committee may reject, by simple majority vote, a nomination that in its opinion does not meet the guidelines in subclause (2) above.
- (5) If the nomination is approved by the Committee, the Secretary shall request the nominator obtains the signatures of at least twenty five (25) full or life members of the Company in support of the nomination. The signed nomination containing such signatures shall then be submitted to the Secretary at least forty five (45) days prior to the Annual General Meeting for the consideration of members at the Annual General Meeting.
- (6) Any member nominated for life membership shall not be elected as a life member without having given their written consent prior to voting at the Annual General Meeting.
- (7) The election of a life member shall be effected only by way of a special resolution proposed and passed at an Annual General Meeting of the Company.
- (8) Life members shall be entitled to all the privileges of membership but shall be exempted from annual subscriptions only, otherwise payable by members.
- (9) The conferee shall be entitled to describe himself or herself as and be regarded for the purposes of this Constitution as a life member.

SUBSCRIPTIONS AND JOINING FEES

14.

- (1) There shall be a joining fee and an annual subscription the amount of each of which shall be determined by the Committee from time to time.
- (2) Every applicant (hereinafter called "applicant") for membership and every member (hereinafter called "renewing member") applying for renewal of membership shall indicate in his/her application form or in his/her renewal form as the case may be whether he/she is applying for or renewing membership.
- (3) Membership shall extend to cover the applicant or the renewing member and those persons comprising his/her immediate family, residing in the house of the applicant or renewing member, as the case may be, at the time when the application for membership or for renewal of membership is signed, as are nominated by the applicant or the renewing member in his/her application for membership or renewal of membership.

- (4) For the purposes of the preceding paragraph of this Clause "immediate family" means the spouse (whether legal or de facto), the children who will attain the age of 17 years during the financial year in respect of which the application for admission to membership or for renewal of membership is being made and any sisters or brothers of the applicant or of the renewing member as the case may be (other than children of the applicant or the renewing member who are over the age of 17 years) or any other person whom the Committee sees fit to regard and approve as "immediate family".
- (5)
- (a) Persons covered by membership in accordance with Clause 14(4) above shall enjoy the same status of membership as the applicant or renewing member who nominates them. In the event the applicant or renewing member ceases to be a member the persons covered by the membership shall immediately cease to be members.
 - (b) Persons under the age of 17 years covered by membership in accordance with Clause 14(4) above shall be entitled to attend general meetings (but shall not be entitled to vote) and to participate in club functions and activities but shall not be regarded as members unless and until they are admitted to membership in accordance with this Constitution.
- (6) Where there is more than one adult person (being a person over the age of 17 years) covered by the membership, that membership shall entitle two adults so covered each to one vote on a show of hands and each to one vote on a poll at any general meeting of the Company.
- (7) All annual subscriptions shall be due and payable on 1 November at the commencement of each financial year.
- Unless the Committee otherwise determines, the membership of any person whose annual subscription is not received by the Secretary or by the Membership Secretary by the date of the Annual General Meeting in the same financial year shall automatically terminate.
- (8) Any applicant whose application is accepted by the Committee for membership after 30 November in any financial year shall be entitled to a rebate of the amount of the annual subscription determined from time to time by the Committee for the financial year in which he/she is admitted.
- (9) Any person who has been covered by a membership shall be eligible to apply for membership in their own right in respect of and commencing with the financial year in which such person attains the age of 17 years.
- (10) Any person applying for membership who has, during the three financial years immediately preceding the year in which he/she so applies, been covered by a membership the subscriptions for which have been fully paid for each of those three financial years, shall not be liable to pay any joining fee and shall pay only such subscription as may be determined by the Committee

CESSATION OF MEMBERSHIP

- 15.
- (1) If the annual subscription of a member shall remain unpaid as provided in Clause 14(7) THEN such member shall cease to be a member and to enjoy the privileges of membership PROVIDED THAT the Committee may reinstate the former member on payment of all arrears or on such other terms as the Committee considers appropriate.
 - (2) If any person of the class described in Clause 16 fails to pay the annual subscription as provided in Clause 14(7) or in Clause 12(2) and the joining fee (if any is payable) as provided in Clause 12(1) or Clause 12(2) or if he/she fails to apply for membership before the date of the Annual General Meeting in the financial year in which he/she attains the age of 17 years all rights which such person enjoyed when covered by membership shall cease and determine PROVIDED THAT the Committee may, if the Committee thinks fit, permit such person to apply again for admission as a member on payment of all arrears or on such other terms as the Committee considers appropriate.
16. If a provisional member fails to complete such obligations and responsibilities (including driver training modules) as may be determined from time to time by the Committee for provisional members within such time (or extension thereof) as is stipulated by the Committee the membership of such provisional member and all privileges of membership shall immediately terminate. Any person whose membership is so terminated shall not be entitled to any refund of the joining fee and annual subscription paid by him/her.
17. A member may at any time by giving notice in writing to the Secretary resign his/her membership of the Company but shall continue to be liable and may be sued for any annual subscription due and unpaid at the date of his/her resignation and for all other moneys due by him/ her to the Company and in addition for any sum not exceeding one hundred dollars (\$100.00) for which he/she is liable as a member of the Company under Clause 7 of the Constitution.
18. If any member shall wilfully refuse or neglect to comply with the provisions of this Constitution or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interests of the Company, the Committee shall have power by resolution to censure fine suspend or expel the member from the Company.

Provided that at least one week before the meeting of the Committee at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him/her and of the intended resolution and that he/she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing, any explanation or defence he/she may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the Company in general meeting and in that event a general meeting of the Company shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such a vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his/her expulsion the member shall be expelled.

COMMITTEE'S DISCRETION ON MEMBERSHIP AND OTHER MATTERS

19. Subject to the Act and this Constitution, the Committee has full and free right and power and discretion to manage the business of the Company and may exercise all powers of the Company which are not required to be exercised by the Company in general meeting by the Corporations Act or this Constitution.
20. Without limiting Clause 19, the Committee may exercise all the powers of the Company in relation to:
 - a. any application for membership;
 - b. any renewal, cessation and termination of membership;
 - c. any membership rights;
 - d. any subscription matters (including joining fees and annual subscriptions and the payment thereof);
 - e. borrowing or raising money;
 - f. granting security over any property or business of the Company;
 - g. payment of interest on any debt due by the Company; and
 - h. issuing debentures or other securities for a debt, liability or obligation of the Company or of any other person,

and the decision or determination of the Committee thereon shall be final and binding on all persons affected.

GENERAL MEETINGS

21. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.

All general meetings, other than the Annual General Meetings, shall be called general meetings but references in this Constitution to general meetings shall, unless the context otherwise indicates, include Annual General Meetings.

22.
 - (1) The Committee may whenever the Committee thinks fit convene a general meeting and general meetings shall be convened on such requisitions or in default may be convened by such requisition as provided by the Act.
 - (2)
 - (a) Written notice including, if nominated by a member, notification by electronic means of the time and place for a general meeting and the general nature of the business shall be given to members by the Secretary so that at least 21 days' notice of the place, the day and the hour for the meeting is given.
 - (b) The Company may hold regular meetings of members to discuss its activities including, reports by Committee members, upcoming events and trips, trip reports, activities at properties owned by the Company, and any other matters considered relevant by the Committee. However such meetings are not general meetings within the meaning of either the Act or the Constitution unless written notice has been given in the manner set out above.

PROCEEDINGS AT GENERAL MEETINGS

23. 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. Save as herein provided twelve (12) members present in person and entitled to vote shall be a quorum.
24. If within half an hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened upon the requisition of members, shall be dissolved; 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 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 being not less than three shall be a quorum.
25. The President shall preside as Chairman at every general meeting of the Company, or if the President 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.
26. 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 untransacted 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. Except as set out above it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
27. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –
 - (a) by the Chairman; or
 - (b) by not less than five (5) members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the fact shall be conclusive without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
28. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise, as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
29. In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded shall be entitled to a second or casting vote.

- 30. A member may vote in person or by proxy.
 - (1) On a show of hands: where the number of adult persons covered by such membership is more than one THEN two but not more than two adult persons covered by such membership shall be entitled to one vote each.
 - (2) On a poll: where the number of adult persons covered by such membership is not more than one and such person is present in person or by proxy he/she shall have one vote or where the number of adult persons covered by such membership is more than one THEN two but not more than two adult persons covered by such membership shall be entitled to one vote each.

31. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his/her mental health committee or by his/her trustee or by such other person who properly has the management of his/her estate, and any such committee, trustee or other person may vote by proxy or attorney.

32. No member shall be entitled to vote at any general meeting if their annual subscription has not been paid in accordance with Clause 14(7) at the date of the meeting.

33. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his/her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he/she thinks fit.

34. The instrument appointing a proxy may be in the following form or in a common or usual form or in such form as the Committee may approve.

"I, _____ of _____ being a member of TOYOTA LAND CRUISER CLUB OF AUSTRALIA hereby appoint _____ of _____ or failing him/her _____ of _____ as my proxy to vote for me on my behalf at the Annual General Meeting or general meeting of the Company, to be held on the _____ day of _____ 20____ and at any adjournment thereof.

My proxy is hereby authorised to vote in favour of/against the resolutions before the meeting.

Signed this _____ day of _____ 20____."

35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose, or shall be delivered electronically as specified in the notice convening the meeting, before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, before the time appointed for the taking of the poll.

36. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE COMMITTEE

37. The Committee shall consist of a President, Vice-President, Treasurer and Secretary and six other members, all of whom shall be members of the Company.
38. All members of the Committee from time to time shall be deemed to be directors of the Company for the purposes of the Act.
39. It shall be a condition of eligibility for election as President that the candidate be the registered owner of a Toyota four wheel drive vehicle or shall have regular use of such a four wheel drive vehicle by reason of his or her employment, family situation or any other basis deemed appropriate by the Committee.
40. At the Annual General Meeting of the Company in each financial year thereafter the members of the Committee shall be elected from among the members other than provisional members. The members of the Committee shall hold their respective positions until the conclusion of the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
41. The election of President, Vice-President, Treasurer, Secretary and of the other members of the Committee shall take place in the following manner:
- (a) Any two members may nominate any other member as President, Vice-President, Treasurer or Secretary or as another member of the Committee.
 - (b) The nomination may be in writing and if in writing shall be signed by the proposer and seconder and shall be lodged with the Secretary before the commencement of the Annual General Meeting at which the election is to take place. Nominations may also be proposed orally at an Annual General Meeting and if oral must be proposed and seconded on the floor of the meeting to be effective.
 - (c) A candidate nominated for election must either be present at the Annual General Meeting at which he/she is nominated and accept such nomination or have prior to the Annual General Meeting informed the Committee in writing that he/she will accept nomination to the position for which he/she is nominated.
 - (d) Voting shall be by show of hands unless a ballot is required by the Chairman.

The voting rights of members on any ballot shall be as provided in this Constitution for a poll and the candidate obtaining the most votes shall be deemed elected to the position.

Ballot papers (if necessary) for each position shall be prepared setting out the position and each member present at the Annual General Meeting shall be entitled to vote for one (1) only of the candidates for such position.

- (e) In case there are insufficient candidates nominated to fill the positions falling vacant the Committee (or failing the Committee the members) may act to fill up the vacancy or vacancies.
 - (f) If there is only one candidate nominated for a particular position such candidate shall be declared elected at the Annual General Meeting.
42. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Committee members.
43. The Committee shall have power at any time, and from time to time, to appoint any member to the Committee, either to fill a casual vacancy or as an addition to the existing members of the Committee but so that the total number of members of the Committee shall not at any time exceed the number fixed in accordance with this Constitution. Any members of the Committee so appointed shall hold the position only until the next following Annual General Meeting.
44. The Company may by ordinary resolution of which notice in accordance with the Act has been given remove any member of the Committee before the expiration of his/her period of office, and may by ordinary resolution appoint another person in his/her stead; the person so appointed shall hold the position only until the next following Annual General Meeting.
45. The position of a member of the Committee shall become vacant if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (c) ceases to be a Director by operation of any provision of the Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his/her position by notice in writing to the Company;
 - (f) for more than two (2) months is absent without permission of the Committee from meetings of the Committee held during that period;
 - (g) holds any position of profit under the Company;
 - (h) ceases to be a member of the Company; or
 - (i) is directly or indirectly interested in any contract or proposed contract with the Company,

provided always that nothing in this paragraph shall affect the operation of Clause 3 of the Constitution of the Company.

POWERS AND DUTIES OF THE COMMITTEE

46. The Committee may exercise all the powers of the Company to borrow money 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 debt, liability, or obligation of the Company.
47. For the purposes of Clause 3 of the Constitution the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.
48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determines.
49. The Committee shall cause minutes to be made:-
 - (a) of all appointments of Committee members ;
 - (b) of names of members of the Committee present at all meetings of the Company and of the Committee; and
 - (c) of all proceedings at all meetings of the Company and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and shall be open for inspection by any member of the Company.

PROCEEDINGS OF THE COMMITTEE

50. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee convene a meeting of the Committee.
51. Subject to this Constitution questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. Each member of the Committee shall have one vote and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
52. The quorum necessary for the transaction of the business of the Committee shall be six (6) members of the Committee.
53. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of convening a general meeting of the Company, but for no other purpose.

54. The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he/she is not present within 30 minutes after the time appointed for holding the meeting or being present is unwilling so to act, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting or is not willing to act then the members may choose one of their number to be Chairman of the meeting.
55. The Company may invite any other person to attend meetings of the Committee whom the Committee considers may be of assistance to the Committee in a professional or technical or other capacity for advice and guidance PROVIDED THAT such person shall not be entitled to vote as a member of the Committee.
56. The Committee may delegate any of its powers and/or functions (not being duties imposed on the Committee as the directors of the Company by the Act or the general law) to one or more sub-committees consisting of such member or members of the Company as the Committee thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such sub-committee shall have one vote.
57. A sub-committee 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 Chairman shall have a second or casting vote.
58. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee or sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or sub-committee or person acting as aforesaid, or that the members of the Committee or sub-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 Committee.
59. A resolution in writing signed by all the members of the Committee in Australia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the 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 Committee.

ACCOUNTS

60. The Committee shall cause proper accounting and other records to be kept, and shall distribute copies of every profit and loss account, balance-sheet and statement of cash flows (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act provided, however, that the Committee shall cause to be made out and laid before each Annual General Meeting a balance sheet, profit and loss account and statement of cash flows made up to a date not more than five months before the date of the meeting.
61. The Committee shall from time to time determine in accordance with Clause 9 of the Constitution at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.

AUDIT

62. A properly qualified Auditor or firm of Auditors shall be appointed and his, her or their duties regulated in accordance with the Act.

NOTICES

63. Any notice required by law by or under this Constitution to be given to any member shall be given by sending it in electronic form or by post to him/her at his/her address registered with the Company, or (if he/she has no registered address within the State) to the address, if any, within the State supplied by him/her to the Company for the giving of notices to him/her. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. In the case of an electronic notice, the notice is deemed to be effected by properly addressing the notice to the electronic address and dispatching the same by appropriate electronic means and to have been effected four hours after the time of transmission.
64. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them; and
 - (b) the Auditor for the time being of the Company.
- (2) No other person shall be entitled to receive notices of general meetings.

EXCULPATION FROM LIABILITY

65. Subject to the Act and any applicable law, no Director or Auditor of the Company shall be liable for any act or omission of any other Director causing loss or damage to the Company unless the same shall happen through the first mentioned Director's or Auditor's own negligence, default, breach of duty, breach of trust or dishonesty.

INDEMNITY

66. In this clause "Officer" has the meaning given in section 9 of the Act.

To the full extent permitted by law and without limiting the powers of the Company, the Company may indemnify any person who is or has been an Officer of the Company, or of a related body corporate of the Company against all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the Officer as an officer of the Company or of a related body corporate of the Company.

To the extent permitted by the Act and any applicable law and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may, enter into any documentary indemnity in favour of or insurance policy

for the benefit of, a person who is, or has been, an Officer of the Company or of a related body corporate of the Company, which indemnity or insurance policy may be on such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

BY-LAWS

67. Without limiting in any way the generality of this Constitution and the powers of the Committee, the Committee shall, in addition to any such powers, have power to make, alter and repeal those by-laws the Committee deems necessary or expedient or convenient for the proper conduct and management of the Company, and in particular, the Committee may by such by-laws which regulate:
- (a) the establishment, organisation and conduct of the Company and its business;
 - (b) the rights and privileges which shall be afforded to members of all classes of the Company;
 - (c) the terms and conditions upon which members and visitors shall be permitted to use the premises and property of the Company and to participate in driver training, trips, tours, and other Company activities;
 - (d) the organisation, rules, conditions of entry and conduct of members of all classes of the Company and visitors in respect of any social function, outing, meeting or conference of the Company;
 - (e) the arrangements to be made by the Company with any similar or associated Company or association;
 - (f) the promotion and furthering of the objects and powers of the Company.

The Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Company all by-laws, alterations and repeals.

All by-laws made and in force from time to time shall be binding upon all members of the Company provided nevertheless that no by-laws are inconsistent with this Constitution or the Act, or shall affect or repeal anything contained in this Constitution. All by-laws are binding upon the members until repealed by the Committee or set aside by an ordinary resolution of a general meeting of the Company.

HISTORICAL NOTE

This Constitution replaces the Memorandum and Articles of Association of the Company dated 2 September 1987.