



Constitution of the Hilux 4x4 Club

1. NAME

The name of the club shall be **Hilux 4x4 Club** hereinafter referred to as '**The Club**'.

2. OBJECTIVES OF THE CLUB

- 2.1 provide information, instruction and advice about four wheel drive vehicles and their use, and about any related subjects to members, vehicle manufacturers, and other appropriate organizations
- 2.2 provide a source of and clearing house for information and news about four wheel drive vehicles, camping, overlanding, and any other related subjects;
- 2.3 provide a service to assist civil authorities and others in times of natural or man-made civil disaster or emergency where four wheel drive vehicles may be useful or necessary, and to promote and maintain such services on a regular basis;
- 2.4 maintain a conservation interest group. and provide such services to government, quasi-government, public and private conservation bodies as may be appropriate, particularly where the use of four wheel drive vehicles may be useful or necessary;
- 2.5 maintain and enforce a code of conduct for Club members: without limiting the general terms of the above, the code of conduct may deal with standards of behaviour, the use of four wheel drive vehicles by members, driving proficiency and courtesy, standards of equipment and environmental preservation;
- 2.6 encourage the participation in and development of off-road motor sport by its members, and to organise and control off-road motor sport events;
- 2.7 maintain a positive public image of the Club, its members and its objectives through active participation in the public media;
- 2.8 develop and maintain such other interest groups or services as may be appropriate to the attainment of any of the objectives set out in this constitution.

3. MEMBERSHIP

- 3.1 Membership of The Club shall be available to:-

- 3.1.1 Members;
 - 3.1.2 Family Members
 - 3.1.3 Honorary Members; and
 - 3.1.4 Life members.
- 3.2 Club Membership
Any person (preferably a Hilux owner, although this is currently not an absolute requirement) shall be eligible to be a Member of The Club.
- 3.3 Family members, which includes the spouse of the person signing the application form and their dependant children. For the purposes of this Constitution, dependant child means an unmarried, non-self supporting child of either spouse, under the age of 21 years, and whose principal place of residence is with the member signing the application form;
- 3.4 Honorary Members
Any person, proposed by The Club Committee, shall be eligible for election as an Honorary Member of The Club, if the said person is the holder of some public office or has rendered some special benefit or service to The Club.
- 3.5 Life Members
Any person, proposed by The Club Committee, shall be eligible for election as a Life Member of The Club, if the said person is the holder of some public office or has rendered some special benefit or service to The Club.
- 3.6 Member applications shall be submitted in writing to the Secretary. Each application so received shall be submitted to The Club Committee for consideration and decision as soon as is practical. The Club Committee shall not be required to give reasons for its decision.
- 3.7 Any Member intending to resign its membership of The Club, shall notify such intention by letter to the Secretary not less than thirty (30) days prior to the date on which its next subscription becomes due, otherwise it shall be liable for the payment of its subscription of the ensuing period.
- 3.8 Each Member shall have the right to vote at general meetings of The Club.
- 3.9 Honorary and Life Members will have the same voting power as a normal member.
- 3.10 Membership does not and shall not give to any member any right, title, interest, claim or demand in or to any of the money, property or assets of The Club, but shall bestow upon such member only the right and privilege of participating in the activities of the The Club, subject to such reasonable restrictions as The Club Committee may from time to time impose.

4. SUBSCRIPTIONS AND ACCOUNTS

- 4.1 The annual subscription fees shall be set from time to time by The Club Committee.
- 4.2 No subscriptions shall be payable by Honorary and Life Members.
- 4.3 The membership fee is payable on a yearly basis. The member's renewal fee will be payable in the same month of the next year than the month in which the member joined The Club.
- 4.4 Should any Member fail to pay his/her subscription within two months from the due date thereof, and should the subscription not be paid within one month of the Secretary's letter calling for payment of the subscription, that member shall thereupon cease to be a member.
- 4.5 The financial year of The Club shall end of February in each year.
- 4.7 Membership fees for the next year is payable before or on the 10th of March of each year.
- 4.6 The Club Committee shall cause true accounts to be kept of all the monies received

and expended by The Club and of all the matters in respect of which such receipts and expenditures take place and of the assets, credits and balances of The Club. Such accounts shall be checked and vouched for by the Honorary Auditors. A copy of the certified balance sheet and statement of income and expenditure shall be submitted at the Annual General Meeting, together with a report by the Honorary Auditors.

5. MANAGEMENT OF THE CLUB

- 5.1 The management and control of The Club shall be vested in an executive committee (hereinafter referred to as the 'The Club Committee'), consisting of a Chairman, Vice-Chairman, Secretary, Treasurer and Public Relations Officer. In addition to this The Club may, as a token of appreciation for long and outstanding services as an office bearer of The Club, rendered in the advancement of the objectives of The Club, confer on any person the office of Honorary President.
- 5.2 The Chairman, Vice-Chairman, Secretary, Treasurer and Public Relations Officer shall each hold office for one year and shall be eligible for re-election. The members of the Committee who are nominees of the Regional Committees shall be appointed for a year at a time but shall be eligible to re-appointment or withdrawal at the discretion of the Committee which nominated them. The Honorary President shall be appointed for a year at a time but shall be eligible to re-appointment or withdrawal at the discretion of The Club Committee.
- 5.3 The Honorary President shall be regarded as a member in his own right and be entitled to all the benefits of membership without paying fees, subscriptions or levies, and shall be entitled to attend and address meetings of The Club, but shall have no voting powers.
- 5.4 The Chairman shall preside at all meetings of The Club and The Club Committee. He shall generally promote the objects of The Club and assist in the harmonious working and co-operation of the members. He shall report to members at the Annual General Meeting on the activities of The Club. The Chairman shall have no vote other than a casting vote, at meetings of The Club Committee and The Club.
- 5.5 The Vice-Chairman shall deputise for the Chairman when necessary.
- 5.6 The duties of the Secretary are:-
 - 5.6.1 to keep minutes of all meetings of The Club in bound books with pre-numbered pages;
 - 5.6.2 to receive and send out all correspondence as directed by The Club Committee, including applications for membership of The Club;
 - 5.6.3 to keep copies of all correspondence received and sent;
 - 5.6.4 to keep all official documents and archives in safe custody; and
 - 5.6.5 to arrange meetings of The Club Committee and The Club when required to do so in terms of the Constitution.
- 5.7 The duties of the Treasurer are:-
 - 5.7.1 to control the funds of The Club which shall be deposited at commercial banks or building societies;
 - 5.7.2 to produce a set of accounts quarterly;
 - 5.7.3 to provide receipts for monies received;
 - 5.7.4 to arrange payment of accounts as directed by the Chairman and authorised by the The Club Committee; and
 - 5.7.5 to sign cheques and withdrawal slips for banks and building societies in conjunction with the Chairman or other duly appointed officer/s.
- 5.8 Any member of The Club Committee absenting himself from three (3) consecutive meetings, without leave of absence, shall cease to be a member of The Club Committee.
- 5.9 The Club Committee shall meet for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit and, until otherwise determined in General Meeting, three shall constitute a quorum. In the event of both Chairman and Vice-Chairman being absent from

any meeting of The Club Committee, a chairman to act shall be elected from among members of The Club Committee present at the meeting.

- 5.10 The Secretary, on the instructions of the Chairman, or on a written request of at least three members of The Club Committee, shall convene a meeting of The Club Committee.
- 5.11 The accidental omission to notify any member of The Club Committee of the time, date and place of any meeting shall not invalidate the proceedings of The Club Committee meeting.
- 5.12 Questions arising at any meeting of The Club Committee shall be decided by a majority of votes and, in the case of equality of votes, the Chairman shall have a casting vote but no deliberate vote. The other members of The Club Committee shall have the numbers of votes which are the entitlements of the respective ordinary members of the The Club which they represent.
- 5.13 The Club Committee shall cause minutes of the appointments of officers, and the names of members of The Club Committee present at each meeting, with the resolutions and proceedings of such meetings, and all resolutions and proceedings of General Meetings, to be duly entered in books provided for the purpose. Any such minutes or an extract there from, signed by the Chairman, shall be received as prima facie evidence of the matter stated in such minutes or extract.
- 5.14 The Club Committee shall have full power and authority to do any act, matter or thing which could or might be done by the Members, and in addition to the general powers and authorities hereby conferred on The Club Committee, and without in any way limiting such powers and authorities, The Club Committee shall have the following special powers:-
 - 5.14.1 to acquire, take on lease or secure the use of any movable or immovable property for The Club calculated to benefit The Club and to advance its objectives;
 - 5.14.2 to borrow and raise money in such manner as The Club Committee may think fit and as security for any money so borrowed or raised to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the The Club, present or future, upon such terms and conditions as the The Club Committee may deem fit;
 - 5.14.3 to secure the fulfillment of any contracts or engagements entered into by the The Club Committee;
 - 5.14.4 to sell, lease, alienate or otherwise dispose of part or parts of the movable and immovable properties of The Club as they may think fit and to apply the consideration arising there from in such manner and to such purpose as they may think most advantageous to The Club, but The Club Committee shall not have the power to dispose of the whole of the movable and immovable property of The Club without the consent of the members.
 - 5.14.5 to appoint such attorneys, agents, secretaries, officers, clerks and servants for permanent, temporary or special services, as they may think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances and to such amounts as they think fit, and to suspend or discharge any such persons at their discretion;
 - 5.14.6 in the name of The Club, to institute, conduct, defend, compound or abandon any legal proceedings by or against The Club or its officers, or otherwise concerning the affairs of The Club, and also to compound, and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against The Club;
 - 5.14.7 to refer any claim or demand by or against The Club to arbitration, and to perform or refuse to perform, the award;
 - 5.14.8 to make and give receipts, releases, and other discharges, for monies payable to The Club, and for the claims and demands of The Club. Except where otherwise provided in these Rules, such receipts shall be signed by the Treasurer or some person lawfully acting in the place of such Treasurer;
 - 5.14.9 to open and operate upon a banking or building society account in the name of The Club, and to draw, accept, endorse, make and execute bills of exchange,

- cheques and other negotiable instruments connected with the business of The Club. Such bill of exchange, cheques and other instruments shall be signed by two members of the Committee duly authorized by resolution of the Committee. All monies, donations and funds received by The Club shall be paid into its account and all disbursements on behalf of The Club made there from;
- 5.14.10 to make, vary and repeal bylaws, not in conflict with the Rules, for the carrying out of the Rules, for the management of the affairs of The Club and the use of The Club's premises and generally for all matters connected with The Club.
 - 5.14.11 to invest and deal with any monies of The Club not immediately required for the purposes of The Club upon such securities and on such terms as they may think fit, and from time to time vary, or realise, such investments;
 - 5.14.12 to enter into contracts with other bodies for the promotion of any purposes incidental to The Club's objectives;
 - 5.14.13 to appoint Sub-Committees for any purposes and to delegate to and withdraw from such Sub-Committees such powers as The Club Committee may deem desirable;
 - 5.14.14 to co-opt any member of a Member Club of The Club who, by reason of special qualifications, is able to assist it in the management of The Club;
 - 5.14.15 should the Committee appoint a Sub-Committee to investigate and report on a matter, the tenure of that Sub-Committee shall not extend beyond the next Annual General Meeting; and
 - 5.14.16 The Club Committee may approve the establishment of Regional Committees for the co-ordination and management of local affairs of members of The Club, provided that a Regional Committee shall function in respect of not less than two (2) Members. If a Regional Committee has been established, all Members in that region shall participate in the affairs of The Club through the Regional Committee. The structure and office-bearers of each Regional Committee shall be as similar as is reasonably possible to those of The Club Committee. Each Regional Committee shall be subordinate to The Club Committee and shall submit copies of its minutes and accounts timeously and regularly to The Club Committee, as required by The Club Committee from time to time.

6. GENERAL MEETINGS

- 6.1 The Annual General Meeting of The Club shall be held within two months of the The Club's financial year end on a day to be fixed by The Club Committee.
- 6.2 At each Annual General Meeting, the Chairman shall submit a report and a duly certified balance sheet and statement of income and expenditure. With the notice convening each Annual General Meeting, there shall be circulated to members, true copies of the certified balance sheet and statement of income and expenditure to be considered at that meeting, together with the report of the Honorary Auditors.
- 6.3 The business to be transacted at any Annual General Meeting shall be:
 - 6.3.1 to approve the minutes of the previous Annual General Meeting;
 - 6.3.2 to receive and consider a report of the position of The Club and its constituent regions, the statement of account to 31 December of the previous year, and the report of the Honorary Auditors;
 - 6.3.3 to elect a Club Committee for the ensuing year, comprising a Chairman, Vice-Chairman, Secretary, Treasurer and Public Relations Officer.
 - 6.3.4 to elect for the ensuing year, Honorary Auditors to The Club;
 - 6.3.5 to elect a Honorary President or such Honorary or Life Members, if any, as are proposed by the Committee;

- 6.3.6 to consider any matters or resolutions concerning the affairs of The Club of which due notice has been given; and
 - 6.3.7 to select the venue for the next Annual General Meeting.
- 6.4 At least thirty (30) days written notice of the day, the hour, the venue and the Agenda of the Annual General Meeting shall be given to Members. The accidental omission to send such notice to any member shall not invalidate the meeting. Any such notice shall notify members of any proposed resolutions.
- 6.5 The Club Committee may at any time call a Special General Meeting of The Club by giving not less than fifteen (15) days written notice, specifying the object for which the meeting is called.
The Club Committee shall in like manner and within thirty (30) days call a Special General Meeting upon receipt of a requisition signed by the nominees of two or more Regional Committees, specifying the object for which such meeting is required. The notice of the meeting shall also state which Regional committees called the meeting.
Subject to the provision of this paragraph, no business other than that specified in the notice shall be transacted at such meeting. The Club Committee may, however, at any General Meeting of members bring forward any business which it considers urgently requires decision or action by members.
The Club Committee shall be obliged to give effect to any resolution passed at a Special General Meeting, provided that it is not unlawful to do so.
- 6.6 Except as provided in the rule on Winding Up (Rule 11), a quorum for the Annual General Meeting or a Special General Meeting shall be the holders or nominees of the holders of 60% (sixty percent) of the total votes in The Club in terms of Rule 3.9, provided that Members in not less than three (3) regions are represented. If no quorum be present within fifteen minutes after the time fixed for the meeting, the meeting shall be postponed to a date not more than thirty days later and written notice of such postponed meeting shall be posted to members not less than ten (10) days before the date of the meeting, and at such postponed meeting, members present shall be deemed to be a quorum for the transaction of all business of the meeting. In the case of a Special General Meeting, called by requisition of the Committee, if no quorum be present within fifteen minutes after the time fixed for the meeting, it shall be dissolved.
- 6.7 The Chairman of The Club or in his absence, the Vice-Chairman, shall be the Chairman at all General Meetings of The Club. In the event of both the Chairman and Vice-Chairman being absent from any General Meeting, a chairman to act shall be elected from members of The Club Committee present at the Meeting.
- 6.8 The Chairman of any General Meeting may, with the consent of the meeting adjourn the same from place to place and from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 6.9 Every question submitted to a General Meeting, except where a ballot is demanded, shall be decided in the first instance by a show of hands, the Chairman having a casting vote in the case of equality, and unless a ballot be demanded, the declaration by the Chairman of the result shall be conclusive. A ballot may be demanded by at least 60% (sixty percent) of the members represented at the meeting and shall be taken in such manner and at such time and place as the Chairman directs.
- 6.10 Members shall be entitled to nominate candidates for the office of Chairman, Vice-Chairman, Secretary, Treasurer and Public Relations Officer.

7. AUDITORS

- 7.1 An Honorary Auditor of The Club shall be appointed at the Annual General Meeting who shall hold office until the next Annual General Meeting when he/she shall retire, but shall be eligible for re-appointment.
- 7.2 It shall be the duty of the Honorary Auditor to examine the books and accounts of the The Club and to report at each Annual General Meeting and at such other times as they may think fit, upon the finances of The Club.

8. PROPERTY, LEGAL PROCEEDINGS AND POWERS OF ATTORNEY

- 8.1 All movable and immovable property of The Club shall, as far as is reasonably possible, be registered in the name of The Club.
- 8.2 All actions and legal proceedings instituted by or against The Club shall be conducted in the name of The Club.
- 8.3 Except as otherwise specifically provided in these Rules, all Power of Attorney and other documents required for the purposes of The Club shall be signed in the name of and on behalf of The Club by the chair person who shall be duly authorized thereto by a resolution of The Club Committee.

9. LIABILITIES AND INDEMNITIES OF THE CLUB

- 9.1 The Club is liable only for its own debts and any assistance granted to any person or body whether corporate or unincorporated, shall not render it liable for the debts of such person or body.
- 9.2 The liabilities of the Members of The Club shall not be unlimited and the members shall not be liable for the debts and actions of The Club, of whatsoever nature and howsoever incurred, save only to the extent of any unpaid membership subscriptions any other debts incurred directly with The Club.
- 9.3 The committee members of The Club are indemnified by The Club against all costs, losses and expenses arising from anything done by them in the bona fide administration of The Club or in connection with any other matter or thing concerning the affairs of The Club save willful or dishonest wrong doing on the part of the person who is sought to be made liable.

10. MISCONDUCT

- 10.1 Should any Member in the opinion of The Club Committee, omit any willful breach of the Rules of The Club or be guilty of improper or dishonest conduct or fail to make payments of the monies due to The Club after due notice or should any Member be guilty, in the opinion of The Club Committee, or conduct unbecoming or prejudicial to the interests and reputation of The Club, The Club committee shall have the power:-
 - 10.1.1 to expel such a member club; or
 - 10.1.2 to suspend such member club or to deprive it of any or all the rights, benefits, and advantages of membership during such time or period as The Club committee in its absolute discretion may deem fit and advisable; or
 - 10.1.3 to call upon such member club in writing through the Secretary to resign and if they fails to resign within seven (7) days of the date of such request, to expel such member club; or
 - 10.1.4 to call upon such Member Club to appear before The Club Committee and there explain its conduct, and should such Member Club fail to appear when called upon, to suspend or otherwise deal with such member in terms of this Rule.
- 10.2 Any decision of The Club Committee in terms of this Rule, should be notified to the Member concerned in writing.

- 10.3 Any Member who is expelled or suspended or otherwise dealt with by The Club Committee in terms of this Rule, shall have the right within fourteen (14) days after the posting of notice thereof, to appeal against the decision of The Club Committee to a Special General Meeting of the members, which shall be convened forthwith upon its notifying in writing to that effect to the Secretary. The fact that any such decision of the The Club Committee as is herein contemplated shall be under appeal shall not have the effect of suspending the operation of such decision pending the hearing of the appeal.
- 10.4 Should any Member allow or condone gross misconduct or breaches of discipline or activities contrary to the interests, objectives and reputation of The Club, such member of The Club shall be deemed to be guilty of misconduct in terms of this Rule.
- 10.5 The Club Committee shall not consider any allegations of misconduct unless it is in possession of written and signed complaints.
- 10.6 Hearings in terms of this Rule shall be conducted by The Club Committee and the accused member shall be entitled to representation at its discretion. Such Members shall be entitled to call witnesses and to present evidence, whether written or verbal.

11. WINDING UP

- 11.1 The Club may be wound up by the resolution of a majority of not less than two-thirds of the votes of the members in not less than three regions present at a Special general Meeting, provided however, that not less than fourteen (14) days of notice of the meeting to consider any such question of winding up shall be given, and that such notice shall clearly set forth the objects of the meeting and provided further that not less than 25% (twenty five percent) of the Members shall be present at such meeting. If at any meeting so called, the requisite number of members fails to attend, then the meeting shall stand adjourned for one month. Special notice of the adjourned meeting shall be given by the Secretary. At such adjourned meeting, the Members present shall constitute a quorum, and shall have full power to act for the purposes of this Rule.
- 11.2 The Club shall be dissolved should the membership of The Club fall below two Members.
- 11.3 Upon the winding up of The Club, the assets of The Club remaining after the satisfaction of all, its liabilities shall be disposed of in accordance with the terms of the resolution passed at the Special General Meeting called for the purpose of dissolving the The Club.

12. ALTERATION OF CONSTITUTION

- 12.1 The constitution may be added to or altered in any manner whatsoever by resolution of a majority of two-thirds of the votes of the voting members represented at an Annual General or Special General meeting, provided that notices shall have been given to members at least thirty (30) days prior to such General or Special Meeting, of the terms of the proposed addition or alteration.
- 12.2 Whenever any such addition or alteration shall have been so made in the Constitution, a copy thereof shall be sent to each member of The Club.

13. INTERPRETATION

In the case of doubt as to the meaning or interpretation of this Constitution or any part thereof, the decision of The Club Committee shall be final and binding.

14. LEGAL STATUS

- 14.1 The Club is a juristic person, with perpetual succession, having all the powers in law of a juristic person, together with such powers as may be specifically conferred on it by this constitution.
- 14.2 All legal proceedings by and against the Club may be brought and defended in the name of the Club. The Chairman and Secretary shall have the power to institute or defend any such proceedings on its behalf and in its name when authorised thereto by the Committee.
- 14.3 The liability of the Club and Committee members is expressly limited to the amount, if any, of their unpaid subscriptions.

16. GENERAL

The profits or gains of The Club shall not be distributed to any person and the funds of the The Club shall be used for the investment or for the achievement of the objectives for which the The Club has been established, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of The Club

3 May 2009