



**Article I.**

**RULES OF INCORPORATION**

**IA05135**

# **Riley Motor Club Queensland Inc.**

**Section 1.01      Version 5    9 December 2025**

**[Replaces Version 1   22 December 1988**

**and Version 2 , 2 August 2004, Version 3, 2 October 2018 and Version  
4, 10 June 2025]**

## **Rules of incorporation as an Association**

### **1. Name**

The name of the incorporated association shall be RILEY MOTOR CLUB, QUEENSLAND, Inc (in these Rules called "the Association"). The Name can only be changed by owners of Riley Motor Cars.

### **2. Objects**

The objects for which the Association is established are: -

- a. To encourage the preservation of Riley and other classic vehicles.
- b. To provide facilities for the preservation of Riley and other classic vehicles.
- c. To provide facilities for the members of the Association.
- d. To provide for interaction with other car clubs.
- e. To provide members of the Association access to Riley spare parts

### **3. Powers**

The powers of the Association are:

- (1) The association has the powers of an individual.
- (2) To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association.
- (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with, any of the objects of the Association; Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;

- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carryout, exercise and comply any such arrangements, rights, privileges and concessions;
- (6) 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 Association;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (8) 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 Association's interest, and to contribute to subsidies or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;

- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Association 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 Association;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, of any one or more of the objects of the Associations but subject always to the proviso in sub-rule (4);
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, In the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28 (10);
- (20) In furtherance of the objects of the Association 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 incorporated associations with which the Association is authorized to amalgamate;
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any ware in which the Commonwealth of Australia is engaged;
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### **4. Classes of Members**

The membership of the Association shall consist of:

- (a) Single members > 18yrs;
- (b) Family Members, up to 4 in total;
- (c) Life Members which are to be approved by the membership and not just the committee;
- (d) Corporate members or sponsors.
- (e) The number of members in each class shall be unlimited.
- (f) Only single members, two Family Members over 18 yrs and life members are entitled to:
  - (1) nominate for and be elected the Management Committee;
  - (2) vote in elections;
  - (3) access the Riley replacement parts store.

#### **5. New Membership**

Every applicant for any class of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

Note that signatures of the proposer and seconder can be provided at the Management Committee Meeting.

#### **6. Membership Fees**

(1) The annual membership fees for each class of membership shall be such a sum as the members shall from time to time at any Annual General Meeting so determine, provided that life members, corporate members and sponsors do not have to pay annual membership fee. A portion of the membership fee as the Management Committee may from time to time determine shall be allocated to the Riley Replacement Parts Store for the purchase of Riley Replacement Parts for the Riley Replacement Parts Store.

Annual Membership Fees as determined by the Management Committee from time to time shall be included in the Application for Membership details.

- (2) The annual membership fees for each class of membership shall be payable at such time and in such a manner as the Management Committee shall from time to time determine.
- (3) Annual membership fees received after 30 September shall remain current until the end of the following financial year.

## **7. Admission and rejection of new members**

Refer to Schedule 1 attached for Procedure for Admission of New Members. Note that the Application form provides advice on the Associations Public Liability provisions.

- (1) At the next meeting of the Management committee after receipt of any application and fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member of the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall give the applicant notice in writing of such acceptance or rejection.

## **8 When Membership ends**

- (1) A member may resign from the Association at any time by giving notice in writing to the secretary. Such a resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If a member-
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these Rules; or
  - (c) has membership fees in arrears for a period of two months or more, or
  - (d) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association,

The Management Committee shall consider whether the membership shall be terminated.

- (3) The member concerned shall be given a full and fair opportunity of presenting their case and if the Management Committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

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

(1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of intention to appeal against the decision of the Management Committee.

(2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary may convene, within three months of the date of receipt of such notice, a general meeting to determinate the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

(3) Where a person whose application is rejected does not appeal against the decision of the Management committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

## **10. Register of Members**

(1) The Membership committee shall cause a Register of all Members to be kept and shall include:

- (a) The names;
- (b) Residential address;
- (c) Phone number
- (d) Postal address (if different);
- (e) Email address (if existing);
- (f) Class of membership;
- (g) Date of admission to class of membership;
- (h) Date of admission to membership;
- (i) Date and details of membership termination.

(2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.

(3) A Member of the Association must not use the information contained within the register for any purpose whatsoever without the express permission of the Association and the member in question

(3) The Register shall be open to inspection at all reasonable times by any member who previously applied to the secretary for such an inspection.

## **11. Membership of Management Committee**

(1) The Management Committee of the Association shall consist of a **President, Secretary, and Treasurer**, all of whom shall be members of the Association, and such number of other members, up to a maximum of 2, as the ordinary members of the Association at any general meeting may from time to time elect or appoint.

## **12. Electing the Management Committee**

(1) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office but shall be eligible upon nomination for re-election.

(2) The election of officers and other members of the Management Committee shall take place in the following manner:-

(a) any two ordinary members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;

(b) the secretary, at least fourteen days before the Annual General Meeting at which the election is to take place, shall call for nominations for positions on the Management Committee.

(c) a list of the candidates' names in alphabetical order for each position, with the proposers' and seconds' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting.

(d) At the commencement of such a meeting should there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

(e) A person can only be a candidate if the person is an adult over 18yrs of age.

(f) The Management Committee must ensure that all candidates are advised of the status of the association's public liability insurance in regard to currency and amount.

## **13. Resignation or removal from Management Committee**

(1) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary, and such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

(2) A member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

(3) A member has no right to appeal under this rule.

**14. Vacancies on Management Committee**

(1) The Management committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.

(2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management committee, but if and so long as the number is reduced below the number fixed by or pursuant to those Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or summoning a general meeting of the Association, but for no other purpose.

**15. Functions of the Management Committee**

(1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting, the Management Committee:-

(a) shall have the general control and management of the administration of the affairs, property and funds of the association, including determination of Annual Membership Fees, Life membership, Corporate and Sponsor membership and an expenditure limit of up to \$5000:

(b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these Rules are silent.

(2) The Management Committee may exercise all the powers of the Association:-

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

(b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge

its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and

(c) to invest in such manner as the members of the Association may from time to time determine.

## **16. Meetings of Management Committee, Special Meetings, Minutes and Quorum**

(1) The Management Committee shall meet at least once every four calendar months to exercise its functions. The Management Committee meets at the club house on the second Tuesday of each month, or as otherwise determined, except for January, and this will continue and form the basis of such meetings. This meeting will be held without further prior notice.

(2) The Management Committee may also meet in person or by any other means where the members, although not physically present, can communicate with each other.

(3) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by no less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

(4) At every meeting of the Management Committee a simple majority of the number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a **quorum**.

(5) Subject as previously provided in this Rule, the Management Committee may meet and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the questions shall be deemed to be decided in the negative.

(6) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which they have interest, or any matter arising thereout, and if they do so the vote will not be counted.

(7) Not less than fourteen days' notice shall be given by the secretary to members of the Management Committee of any **special meeting** of the Management Committee. Such a notice clearly state the nature of the business to be discussed thereat.

(8) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President

is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

(9) If within half an hour of the time appointed for the commencement of a Management Committee meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.

In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

(10) The Secretary must ensure that accurate, complete meeting minutes are recorded in a minute book. These minutes must be verified by the signature of the Chairperson of the meeting, at that meeting, or at the next Management Committee meeting.

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

## **17. Appointment of Subcommittees**

The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Management Committee.

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

(2) 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 question shall be deemed to be decided in the negative.

(3) All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management

Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

## **18. Annual General Meeting**

(1) The Annual General Meeting shall be held within three months of the close of the financial year.

(2) The business to be transacted at every annual general meeting shall be:-

(a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;

(b) presenting for adoption the financial statement and signed statement for the last reportable financial year in accordance with Small Association (formerly level 3) Reporting thresholds as defined in law changes for incorporated association 1July 2023., This includes a requirement for the President or Treasurer to verify financial statements and include the following written statement:

"The associations financial records show the association keeps adequate financial records that correctly record and explain transactions and enable a true and fair financial statement to be prepared"

(c) the election of members of the Management Committee; and

(d) The general meeting requires a **quorum** of twice the number of current Management Committee members plus one.

(e) No business shall be transacted at the general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.

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

(g) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to

place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Have as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(h) The secretary shall convene all general meetings of the Association by giving not less than 14 days' notice of any such meeting to the members of the Association.

(i) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against rejection or termination of his membership by the Management Committee, shall be given in writing. The notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

Unless otherwise provided by these Rules, at **every** general meeting:-

(1) the President shall preside as Chairperson, or if there is no President, or if he 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 Chairperson 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 Chairperson of the meeting;

(2) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;

(3) every question, matter or resolution shall be decided by a majority of votes of the members present;

(4) every member present shall be entitled to one vote and in the case of any equality of votes the Chairperson shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;

(5) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine, and the result of the ballot as declared by the Chairperson shall be deemed to be resolution of the meeting at which the ballot was demanded;

(6) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;

(7) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of the officer or attorney duly authorised. A proxy may be but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

(8) where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

(9) In accordance with incorporation law changes 22 June 2022 the Association will not use a **common seal**

**19. The secretary shall convene a special general meeting:-**

- (1) when directed to do so by the Management Committee; or
- (2) on requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association, which equals double the number of members presently on the Management Committee plus one. Such a requisition shall clearly state the reasons why such a special general meeting is being convened and the nature of the business to be transacted thereat; or
- (3) on being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.

**20. Proxies**

An instrument appointing a proxy must be in writing and be in the following or similar form:

Riley Motor club Queensland, Inc.

I, OF , BEING A MEMBER OF THE ABOVE-NAMED Association,  
hereby appoint of or failing him/her,  
of , as my proxy to vote for me on my behalf at the (annual)

general meeting of the Association, to be held on the day of 20 ,  
and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_.

Signature:

This form is to be used *\*in favor of* *\*against* the resolution.

\*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.);

The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meetings at which the person named in the instrument proposes to vote.

## 21. By Laws

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members

## 22. Alteration of Rules

Subject to the provisions of the ***Associations Incorporation Act 1981***, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary,  
**Department of Justice, Brisbane.**

## 23. Funds and accounts

(1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.

(2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and particulars usually shown in books of a like nature.

(3) All money shall be banked as soon as practicable after receiving.

(4) All amounts of two hundred dollars or over shall be paid by electric funds transfer or cheque signed by any two of the President, Secretary, Treasurer or other members authorised from time to time by the Management committee.

(5) Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

(6) The Management Committee shall determine the amount of petty cash which shall be kept on the impress system.

(7) All expenditure shall be approved or ratified at a Management Committee meeting.

(8) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:-

- (a) the income and expenditure for the financial year just ended; and
- (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

(9) All such statements shall be examined by a competent person who shall present a report upon such review to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such review was made.

(10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion therefore shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of the moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association provided further that nothing herein contained shall be construed so as to prevent ordinary members purchasing at cost or by replacement or exchange any replacement part from the Riley Replacement Part Store.

## 24. Documents

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

**25. Financial Year**

The financial year of the Association shall close on 31<sup>st</sup> December each year.

**26. Distribution of Surplus Assets**

If the Association shall be wound up in accordance with the provisions of *the Associations incorporation Act 1981*, and there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members.

**27. Riley Spare Parts Store**

(1) The Association shall establish a Riley Spare Parts Store.

(2) The Riley Spare Parts Store shall be accessible only to (or accessed by):

(a) members of the Association;

(3) Any person accessing the Riley Spare Parts Store warrants and acknowledges that:

(a) any replacement part obtained from the Riley Spare Parts Store is to be used only on a Riley vehicle owned by the ordinary member;

(b) no replacement part obtained from the Riley Spare Parts Store by any member or approved person shall be given, whether for valuable consideration or otherwise, to any other person without the express approval, first had and obtained of the Management Committee;

(c) any replacement part obtained from the Riley Spare Parts Store will be used only for the purpose for which it was provided and for no other purpose;

(d) any replacement part obtained from the Riley Spare Parts Store will be fitted only in accordance with the manufacturer's instructions and in no other manner;

(e) the replacement part obtained from the Riley Spare Parts Store shall be fitted only in accordance with the Riley Service Manual (if any) relevant and appropriate for the Riley vehicle concerned;

(f) prior to acceptance of the replacement part/s, the ordinary member should conduct a thorough examination of the replacement part/s;

(g) no warranty, condition, description or representation in relation to the replacement part/s is given by the Riley Spare Parts Store or the Association, expressly or impliedly;

(h) all warranties, terms and conditions in relation to the state, quality or fitness of the replacement part/s and of every other kind whether expressed or implied by use, statute or otherwise are excluded;

(i) the Association shall not be liable to the member or to any other person in contract or in tort arising out of, or in connection with, or relating to;

1. the performance of the replacement part/s;
2. any breach of these conditions or warranties;
3. any fact, matter or thing relating to the products; and
4. any error (whether negligent or in breach of contract or not) in information supplied to the member or other person before or after the date of the use of the products.

## **SCHEDULE 1**

### **Procedure for Admission of New Members to The Riley Motor Club of QLD Inc.**

A        Membership Application forms are available on the Club website and people seeking to join the Club shall complete an application form, which shall include their contact details and the details of their vehicle, for example Make, Model, Style, of the vehicles they own.

B        All applications forms are to be sent to, or forwarded to, or received electronically by the Club Secretary, who shall check that the payment for annual subscriptions has been included and that there is no obvious reason why they should not be accepted as members of the Riley Motor Club of Queensland Inc. Once satisfied, the Club Secretary, Club Treasurer, Membership Officer, Registrar Officer shall complete their duties for the new member –

- 1     **Club Secretary.** Shall Advise the applicant by mail or email that their application has been scheduled for presentation to the next General Meeting – second Tuesday of month.

Shall raise the application in incoming correspondence at the next General Meeting of the Club and request ratification of the acceptance on the new membership.

If monies aren't received, the Members application will not be processed until money is received by Club Treasurer / Club Secretary or another Club person. A follow up email will be sent to the member enquiring about the payment of membership fees and if a positive response is received a motion shall be passed at the General Meeting formally accepting or rejecting new member applicants.

Shall, upon accepting the new member, issue a standard Letter of Introduction and advice on current Club runs and events.

- 2     **Club Secretary.** Forward the membership details and payment to the Club Treasurer who will then issue receipt of monies and either scan and give the receipt to member, Registrar Officer or Membership Officer to send out to the new member.
- 3     **Club Secretary.** Forward a copy of the Members approved application form to and Club Registrar for inclusion in the list of members in the club register. The Membership list will be updated with the new membership details. The updated list is forwarded to the Committee Members one week before the General Meeting.
- 4     **Registrar.** Forward a copy of the application form/ or just details – Name and what vehicle, Make, Model details to the Club Torque Tube Editor for publishing of new membership details in the next edition of the Torque Tube.
- 5     **Registrar.** Update the Vehicle Registrar Listing that has the list of Current members vehicles and issue Riley Motor Club Qld Inc membership card or other appropriate membership proof.
- 6     **Club Treasurer** will bank received members cash money into the current bank account as soon as possible and issue receipt.

C     Spare parts will only be sold to club members or members of the Riley Motor Clubs in other states of Australia. Payment shall be made for all spare parts purchases either electronically, bank transfer or by cash prior to dispatching the spare parts.

D In the case, where a non-member is seeking to purchase spare parts from the Club Spare Parts Officer, the Officer shall advise the non-member that they must be a member of the Club, to gain the benefit of spare parts purchases and request that they forward a completed application form along with payment for annual subscription – a Calendar year from 1<sup>st</sup> of January to 31<sup>st</sup> December each year.

E If the Club Spare Parts Officer is reasonably confident that the form and subscription has or will be forwarded to the Club Secretary, then he may proceed to sell the spare parts to the applicant in anticipation of his application being accepted.

F If the applicant forwards the application form and subscription to the Club Spare Parts Officer with his payment for spare parts, then the Club Spare Parts Officer shall onforward the completed application form and subscription to the Club Secretary for appropriate processing.

G If the applicant forwards the application form and subscription to any other Club member, then the Club member shall onforward the completed application form and subscription monies to the Club Secretary for appropriate processing.

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