



The Riley RM Club

*A Club for the Preservation of all R.M. Rileys 1945-1957
Founded in 1969*

Constitution & Rules

Amendments as AGM 28th October 2017

Constitution and Rules

The name of the Club shall be "The Riley R.M. Club", hereinafter referred to as "The Club". This name shall be the property of The Club and may not be used by other persons without the express permission of the Executive Committee.

OBJECTIVES

To ensure the continued use of Riley R.M. series motor cars (1945 - 1957) by purchase and distribution of spares to Club members as end users.

To provide a technical service when required.

To obtain the best possible terms for professional services for members.

To provide various social activities for Riley R.M. enthusiasts.

MEMBERSHIP

Members shall be persons who have paid their subscriptions in full in accordance with this Constitution. The membership will consist of:

(i) **Full Members** who shall be owners (or owners and spouses/partners or other family member paying joint subscriptions) and/or enthusiasts of Riley R.M. series motor cars (plus specials and other specific cases subject to approval by the Executive Committee).

(ii) **Honorary Members** who shall be classed as full members for such period as the Executive Committee shall decide.

All members shall be entitled to attend general meetings and vote.

Subscriptions shall be payable by all members (except Honorary Members) on joining and on the first day of January each year. Any member failing to renew their subscription before the first day in February in any year shall be deemed to have resigned.

POWER TO REFUSE MEMBERSHIP

The Executive Committee shall have the power to refuse membership to any prospective member.

Every member on joining The Club shall undertake to abide by this Constitution, a copy of which shall be supplied. The Executive Committee shall have the power to expel and retain the balance of subscription unexpired, of any member whose conduct shall be thought to be unseemly or detrimental to the well-being of The Club and its members.

The Executive Committee shall not use its powers unreasonably however; any member so expelled may, if supported in writing by two members, request of the General Secretary to be allowed to attend the next Committee meeting and have their grievances aired. The Committee shall then decide whether or not to uphold the expulsion of the member by a simple majority vote.

OFFICERS

(i) Executive Officers

There shall be a General Secretary, Treasurer, Spares Secretary, Membership Secretary, Editor, Vehicle Registrar, Regalia Officer and 2 Social Secretaries (1 for the North and 1 for the South), all of whom shall be elected annually at an Annual General Meeting and shall respectively be eligible for re-election should they so desire. In addition, an Assistant General Secretary may be appointed by the General Secretary with full voting rights whilst they are fulfilling that role. No officer or committee member may have power of more than one vote irrespective of the number of posts held.

A Chairman will be elected at an Annual General Meeting and will take the chair at General Meetings and at Executive Committee Meetings. If the Chairman shall not be present at any meeting, another person shall be elected to the position for that meeting before any business is carried out.

Nominees for election to any office shall be members who have belonged to The Club for at least one year prior to nomination. Written nominations from a proposer and a seconder shall be made to the General Secretary at least 35 days prior to an AGM. This should include written acceptance from the proposed candidate that they are willing to stand for election. The proposer, the seconder and the candidate must attend the AGM.

In view of the specialised nature of the post of Spares Secretary, the candidate must be approved by the Committee.

The Executive Officers shall normally hold office from the end of the AGM at which they are elected until the end of the next AGM. In the event that an Executive Officer is unable to hold office, the responsibility transfers to the Committee.

Necessary vacancies may be filled by the Executive Committee.

(ii) Non-Voting Officers

In addition to the Executive Officers, the Executive Committee may appoint Non-Voting Officers for such periods as they shall deem necessary. Such officers are entitled to attend Executive Committee meetings.

(iii) Areas and Area Secretaries

(a) Areas shall be created at the will of the members who feel that their interests and those of The Club can best be served by so doing, the purpose being to provide centres of local focus and contact. It will be expected by the Executive Committee that an area shall have a Secretary who at the outset shall ask the Executive Committee for formal recognition of the area.

(b) Area Secretaries are to be nominated by members desirous of forming or continuing an Area and the nomination is to be confirmed by the Executive Committee

(c) The Executive Committee shall have the discretion to rule that a meeting or centre shall be either

(i) recognised as an area in its own right, or

(ii) recognised as being a subsidiary centre in an existing area. In such cases the prospective Secretary will be given every encouragement and support but, even if only nominally, they will be answerable to the Area Secretary.

Area Secretaries as defined in (c) (i) above shall be entitled to attend Executive Committee meetings but not to vote at those meetings.

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Executive Officers and shall meet whenever summoned by the General Secretary, who may convene a meeting of his own accord, or shall do so by direction of the Chairman, or on demand signed by at least five members of the Committee. The number and location of meetings per annum will be determined by the Committee.

Committee Members, along with all Non-Voting Officers and Area Secretaries attending Committee meetings, shall be entitled to claim reimbursement of actual out-of-pocket travelling expenses to and from a Committee Meeting and as approved by the Treasurer. Executive Officers receive free membership during their term of office.

The quorum shall consist of not less than one more than half of the members of the Executive Committee. A chairman shall be elected for the purpose of that meeting in the absence of the Chairman.

Any member of the Executive Committee who shall, without sufficient reason, absent themselves from three consecutive meetings will be understood to have resigned their position on the Executive Committee.

The Club's spares operation is conducted through a limited company, The Riley RM. Centre Limited.

The Club's Chairman, General Secretary and Treasurer will be appointed the sole Directors of The Riley RM. Centre Limited for as long as they hold their positions in The Club. They will hold the whole issued shares of the spares company as nominees for The Club and acknowledge that no beneficial ownership rights are conferred by so holding those shares. These shares will automatically be transferred to their successors upon them relinquishing their respective posts. It will also be incumbent on the above posts of Chairman, General Secretary and Treasurer to assume responsibility as Directors of the aforementioned Company. The Spares Officer is responsible to the above Directors for the day to day running of that company.

DUTIES OF THE GENERAL SECRETARY

It shall be the duty of the General Secretary to attend in person, or by deputy, all General Meetings of The Club and all meetings of the Committee and to arrange for the taking of minutes of the proceedings.

The minutes of the previous AGM shall be published by the General Secretary and provided to members at the AGM. A copy will be sent to any member upon receipt of a written request to the General Secretary.

FINANCES

A general fund will be maintained by The Club from income and will be shown in The Club's and The Riley RM. Centre Ltd's accounts that are presented annually to members at the AGM. A spares fund will be maintained through the operation of The Club's spares company, The Riley RM. Centre Limited, and will be shown in that company's accounts which are presented annually to members of The Club at the AGM.

The bank accounts of The Club and The Riley RM Centre Ltd are maintained by the Treasurer. Payments made from these accounts require the signature of either the Treasurer, the General Secretary or the Chairman or in the case of The RM Centre Ltd, the Spares Secretary. Most transactions will be made via BACs using online banking. A list of companies and individuals paid this way is available to the Committee at any time.

The Committee shall be empowered to borrow funds for Club and spares company purposes. Such borrowing facilities will be arranged by the Treasurer after approval by the Committee of The Club.

SUBSCRIPTIONS

The annual subscription shall be as declared on the current application forms and be determined at the AGM.

Members who have not paid their subscriptions by the first day in February each year shall be deemed to have resigned.

(i) A first and final reminder that subscriptions are due by the first day in January will be sent out with the December magazine.

(ii) If renewal is received before the first day in February, then the January/February dated magazine will be sent and no joining fee will be payable.

(iii) Notwithstanding the concession given in (i) and (ii) above, the clause in the Constitution that "any member failing to renew their subscription before the first day in February in any year shall be deemed to have resigned" shall remain effective.

GENERAL MEETINGS

1. Annual Meetings.

There shall be an annual meeting held as the Executive Committee shall appoint but the interval between annual meetings shall be not less than 10 nor more than 14 months. The date, venue and time of the AGM shall be announced at least 60 days before the date by the General Secretary.

35 days notice will be given in writing to the General Secretary of any business to be discussed at the meeting.

A quorum at the AGM shall be 30.

As part of the business of the AGM, a full statement of accounts for both The Club and The Riley RM. Centre Limited made up to 31 August in each year, as prepared by the Treasurer and having the prior approval of the Committee, shall be presented to members of The Club. In the case of the spares company, these accounts will be prepared in full statutory format and in accordance with Company Law. Members have currently approved that need for a formal independent audit for both The Club and the spares company is dispensed with. This dispensation will be reviewed at each AGM.

The Committee for the following year shall be elected.

2. Special General Meetings.

Special General Meetings of which not less than 21 days notice in writing (stating the object of the meeting) shall be given to each member by the General Secretary and may be called at any time by decision

(a) of the Committee,

or

(b) by the General Secretary

within 2 months of the receipt of a requisition in writing (stating the object of the proposed meeting) signed by not less than 20 members.

A quorum at a special meeting shall be 30.

The accidental omission or failure to give notice to any member or non-receipt of such a notice shall not of itself invalidate the proceedings of any General Meeting.

Rights to be Present

No person may take part in a General Meeting unless their subscription has been paid in full in accordance with the Rules.

Voting

Every person with a right to be present may exercise one vote. The Chairman shall not vote except in the exercise of a casting vote. At all General Meetings, a majority vote decides a resolution excepting proposed amendments to the Constitution.

Amendments to the Constitution

Alterations or amendments to this Constitution shall be made only at a General Meeting and shall require approval from votes of not less than two-thirds of the members present. The General Secretary must be notified in writing of the proposed amendments or alterations 35 days before a General Meeting.

Special Powers

The Executive Committee shall have the power to revoke any resolution adopted by the membership at an AGM or Special General Meeting for the period up until the following AGM if that resolution should prove to be unworkable by the Committee or be detrimental to the well-being of The Club. If the Committee adopts these special powers, they must give their reasons for doing so at the next AGM. The membership then present will, by majority vote, decide whether the Committee's decision shall stand or the resolution is re-adopted.

RULES

1. A magazine shall be issued to members on such terms and subject to such changes as determined by the Committee.
2. A spares list with amendments shall from time to time be issued free to members. Spares will only be sold to fully paid-up members of The Riley RM Club for use on their own cars, or for other confirmed member's cars on their behalf
Merchandise such as Regalia will only be sold to fully paid up members of The Riley RM Club for their own use and not for resale to a third party.
3. The supply of information or spares by any official of the Club does not constitute a warranty as to the validity of such information or serviceability of such spares and no liability other than consideration of the replacement of such spares will be entertained.
4. Annual reports shall be made by Officers on their work. Whether such reports shall be made in written form or given verbally at the AGM shall be at the discretion of the Executive Committee.
5. The Club's spares company, The Riley RM. Centre Limited, will pay a fee to the Spares Secretary, the terms of which shall be agreed between that Officer and the Treasurer, and ratified at the Committee meeting following any change. The same will apply to any rent charged to the spares company by the Spares Secretary for use as spares storage if applicable. The amounts so paid will be disclosed in the annual accounts of the spares company for the information of members.
6. The Club may pay a fee to the Editor, the terms of which shall be agreed between that Officer and the Treasurer, and ratified at the Committee meeting following any change. The amount so paid will be disclosed in the annual accounts of The Club for the information of members.
7. Any Officer receiving payment for their services needs agreement initially between themselves and the Treasurer, followed by confirmation by the Committee.
8. In respect of Meetings, Events and Executive Rally Sites, the Executive Committee may approve that interest in land may be acquired by purchase, lease or license for the purposes of holding rallies or meetings as permitted by legislation of by Local Planning Authorities or for any other Club activities.

DISSOLUTION

The Club may, at the discretion of the Executive Committee, be dissolved by calling a Special Meeting or on requisition of the majority of the members. If the resolution of dissolution be duly passed, the Committee shall forthwith liquidate the affairs of The Club and if there be any surplus assets on realisation, these shall be distributed to fully paid up Riley RM Club members at the time of dissolution.

The affairs of The Riley RM. Centre Limited will be regulated in the same manner, subject to ongoing Company Law and any surplus arising of the liquidation of the Company shall be for the benefit of The Club.