



RREC Board

The International Club for Rolls-Royce and Bentley Enthusiasts

RULES FOR SECTIONS

1. Establishment and Governance of Sections

1.1.

- 1.1.1. Whenever mentioned in the paragraphs below, the decision of the Board of Directors (the Board) shall be final. All reference in these Rules to AGM means the Annual General Meeting of the Section. Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender.
- 1.1.2. R.R.E.C. Limited trading as Rolls-Royce Enthusiasts' Club (the Club) under the provisions of its Articles has absolute power to form and dissolve Sections each of which represents the membership of the Club within a defined geographical area or for members of a nationality residing in a part of the world different from their homeland, and to make, alter and enforce Rules for the management and control of each Section and to differentiate such Rules between UK and Overseas Sections.
- 1.1.3. A Section may be established by the Board of Directors of the Club (the Board) of its own volition or by application of ten existing Club members.

1.2. All Sections

- 1.2.1. must operate under the terms of the Articles of the Club
- 1.2.2. are incorporated within the Club's management
- 1.2.3. are subject at all times to decisions of the Board either direct or through Teams each of which is dedicated to a specified area of management of the Club (the Team) each Team being headed and led by a Club Director (Team Director)
- 1.2.4. have the right to use the Rolls-Royce and Bentley trademarks or insignia in respect of goods and services relating to the activities of the Club, the Section and its members by virtue of and subject to the conditions of a Licence Agreement with Rolls-Royce plc permitting the Club to use them and to grant sub-licences. Guidelines in respect of the Agreement are set out at the conclusion of these Rules.

1.3. Each Section

- 1.3.1. financially shall be independent of the Club.
- 1.3.2. where conflict exists between the national legislation for non-commercial associations (Sections) and which distinguishes between public, civil and private law the relevant regulations contained in the public and civil law of a country shall prevail.

- 1.3.3. where these Rules cannot be complied with due to inconsistent or incompatible regulations in the national law of a country, the regulations of the country in which the Section is situated shall apply and in a way which most closely approximates the purpose and meaning of these Rules.
- 1.3.4. shall notify the Team Director of any amendments to these Rules which are made because of inconsistency or incompatibility with the regulations of the country in which the Section is situated and in particular, but not exclusively relating to methods of election of officers including rights to proxy voting, notice of General meetings, resolutions and tenure of office.

2. Section Membership

- 2.1. Each Section shall comprise only those members of the Club
 - 2.1.1. whose Club membership subscriptions, where applicable, have been paid for the period 1st January to 31st December in each year (current year) or such other period as shall be prescribed by the Board under the terms of its Articles
 - 2.1.2. who have registered as members of the Section in such manner as each Section Committee shall decide constitutes registration.
- 2.2. Any member of the Club may register as a member of any one or more Sections irrespective of his or her place of residence.
- 2.3. A Section Committee has power to expel a member from the Section but only on grounds of gross misconduct and shall not do so until:
 - 2.3.1. the decision to proceed with expulsion has been made by the Section Committee when quorate, either unanimously or by majority and
 - 2.3.2. the member is then given in writing full reasons for the Section Committee seeking his expulsion as well as being given 14 days in which to submit in writing reasons why he should not be expelled and
 - 2.3.3. the reasons given in writing by the Section Committee to the member and his written submissions in reply are submitted to the Board and
 - 2.3.4. the Board has given its consent to the proposed expulsion and such consent has been served on the member by the Section Committee.
- 2.4. A Club member does not have to belong to a Section.

3. Annual General Meeting

- 3.1. During each calendar year a Section shall hold an Annual General Meeting (AGM) to which all members of the Section must be invited. (this rule will be suspended whilst a Section is dormant whether due to wartime or civil hostilities or other State of Emergency)
- 3.2. The purpose of an AGM is to review the activities of the Section during the preceding year, to announce plans for the future and to elect a Section Committee to serve until the next AGM or such other date as determined by the Board.

- 3.3. The issue and content of notices shall follow the procedure set out in the AGM Timing Summary at the end of this document.
- 3.4. Any motion at the AGM shall be carried by a majority of votes cast. In the event of a tied vote, the said motion shall be deemed lost as not having achieved a majority.
- 3.5. The Chairman may vote on any motion except where he is the subject of the motion; if the Chairman exercises his right to vote on any motion he will not have the right to a casting vote where the votes are tied.
- 3.6. Each Section member complying with Rule 2.1 shall be entitled to vote at an AGM.
 - 3.6.1. In respect of all resolutions for which a vote is taken it shall be in the form of those voting for the resolution, those voting against, and those abstaining.
- 3.7. If a Section member is unable to attend an AGM in person, that Section member in writing may appoint the Chairman of the meeting as his or her proxy in accordance with the details set out in the AGM Time Summary below. Such a proxy shall direct the Chairman how the proxy vote is to be cast in respect of EACH item on the agenda on which a vote will be taken. All original duly signed proxy forms must be available for inspection for the whole duration of the meeting by any Section member present and unless it is available, it will not count as a valid vote. An instrument appointing a proxy shall be in the same format as used for the AGM of the Club or which the Section Committee shall approve.
- 3.8. The Board may appoint a Director or other representative to attend the Section AGM. For the avoidance of doubt, the failure of a Director or other nominated representative to attend a Section AGM shall not invalidate any proceedings of an AGM properly convened in accordance with these Rules.

4. Section Committee

- 4.1. Each Section shall be administered by a committee consisting of not less than four and not more than ten Section members. The number of Section members constituting a Section Committee may be varied within these limits with the approval of Section members present and voting at a Section AGM.
- 4.2. The Section Committee shall be elected every year at the AGM and will serve until the end of the next AGM but subject to paragraph 4.6 below be eligible for re-election.
- 4.3. Nominations for committee membership may be solicited by a nominated sub-committee to whom may be delegated the task of nominating and seconding candidates Subject to Rules 4.6 below, existing committee members, if willing and eligible to stand, will be deemed to be nominated.
- 4.4. In the event of there being more nominations than vacancies, ballot papers will be issued to members attending the AGM. For the avoidance of doubt, the ballot papers

must include the names of those Section Committee members retiring and offering themselves for re-election, as well as any additional nominees. The ballot papers will be in a form that provides for a vote in respect of each nominee either for, against, or abstaining (negative voting). Members present shall cast their ballots up to the number of the vacancies on the Section Committee for the candidates of their choice. The number of candidates equivalent to the vacancies on the Section Committee receiving the most votes for him after deduction of the votes against him including proxy votes, shall be deemed elected. Where the total number of candidates for the Section Committee does not exceed the number of vacancies, the Section Committee, including additional nominees, may be elected *en bloc* with the consent of the Section members voting at the AGM.

- 4.5. Subject to paragraph 5.2. below, no member may remain on a Section Committee longer than permitted for Directors of the Club without the consent of the Board which consent will not be unreasonably withheld.
- 4.6. No member may serve on more than one Section Committee without the express permission, in writing, of the Board.
- 4.7. The Section Committee may co-opt Section members to fill casual vacancies in their ranks and such co-opted Section members may, if they agree, be deemed to be nominated for election as full committee members at the next AGM.

5. Section Officers

- 5.1. The Section Committee shall appoint as its Officers, a Chairman, a Vice Chairman a Secretary, and a Treasurer (Section Officers). Section Officers are not elected by the members at the Section's AGM but shall be elected by the Section Committee at its first meeting following the AGM. This meeting should be convened as soon as practicable and no more than 28 days from the date of the AGM.
- 5.2. The Section shall continue to exist even if its Committee is unable to appoint an Officer other than a Chairman. In those circumstances, the Committee may seek other means of ensuring that the functions of the relevant Officer are not neglected and will seek the assistance of the Team Director if necessary. The Team Director may refer the problem to the Board for further consideration.
- 5.3. No Section Committee member may serve as a Section Officer for a continuous period of more than six years. However, if after that period no replacement can be found, the incumbent with the consent of the Board, obtained annually, may continue in office.

6. Honorary Appointments

- 6.1. The Section Committee may appoint up to three honorary Section dignitaries such as President and Vice Presidents. Such honorary appointees shall each be subject to appointment or re-confirmation of appointment in office annually at the first Section Committee meeting after the AGM.

- 6.2. An elected Section Committee member (which automatically includes a Section Officer) may be appointed as an honorary Section dignitary. Honorary Section dignitaries who are not elected Section Committee members may attend Section Committee meetings but without voting power.

7. Committee Meetings

The Section Committee shall hold such meetings as it deems fit to administer the affairs and activities of the Section. All transactions of the Section Committee shall be minuted, which minutes shall be approved at its next meeting. Each Section Committee member shall be given at least seven full days' notice of the date, time and venue of a Section Committee meeting. A Section Committee meeting shall be quorate if at least half of the Section Committee members are present.

8. Section Finances Divisions and Amalgamations

- 8.1. Each Section Committee shall keep records of its financial transactions and related transactions (for example statements of income and expenditure in respect of events) which shall be the responsibility of the Treasurer. The Section Committee shall produce an annual financial statement which shall be made available to Section members in accordance with the AGM Timing Summary at the end of this document. The Section's annual financial statement should be either an income and expenditure account and a balance sheet (including bank/ building society balances) or a 'receipts and payments' account with opening and closing bank/building society balances. All financial statements, bank statements, invoices and evidence of payments made should be examined and scrutinised by an examiner with accounting knowledge who is not a member of the Section Committee and signed to verify that nothing has come to his attention which would seriously/significantly/materially question the accuracy of all financial statements or which indicate actions contrary to the interests of the Club and/or the Section or which may cause loss or financial problems for either the Club and/or the Section.
- 8.2. In the event of a Section winding up its affairs or ceasing to exist for any other reason, any residual funds shall pass to the Club.
- 8.2.1. Only with the approval of the Board may a Section:
- 8.2.2. divide and when approved, all funds standing to the credit of the original Section shall on division, be apportioned proportionately according to the number of members in each of the divided parts of the original section.
- 8.2.3. amalgamate with another Sections or Sections when all funds standing to the credit of each of the amalgamating Sections shall merge.
- 8.2.4. divide or amalgamate Section members, the names of which proposed members shall be supplied to the Board for approval.
- 8.3. No Section Committee or Committee member shall enter into any contract or undertaking unless there are monies standing to the credit of the Section sufficient to cover all liabilities prior to the commitment being made.

- 8.4.
- 8.4.1. Subject to 8.4.2. if a Section Committee by deliberate, reckless or negligent acts or omissions, incurs debts and/or liabilities which it cannot pay or meet the responsibility for payment falls on members of the Section Committee in equal amounts. On becoming Committee members they shall be advised of their personal liability for all and any debts or defaults incurred by or on behalf of the Section and will indemnify the Club against all costs claims and demands made against it in respect of any and all such Section debts and defaults.
- 8.4.2. Where a Section Committee can provide evidence of due diligence in its actions and that its debts, and/or liabilities did not result from deliberate, reckless or negligent acts or omissions, then any responsibility for payment shall devolve on the Club and not Section Committee members, the Club reserving the right to take such steps as are appropriate against any individual or individuals found culpable for the recovery of any monies expended.
- 8.5. All activities carried out on behalf of and for the benefit of the Club but by a member not then serving on the Section Committee should be supervised by a serving member of the Section Committee.
- 8.6. A budget shall be produced to the Section Committee at the planning stage of events which should include a reasonable estimate of the organiser's expenses, and provide frequent updates to ensure that financial viability is maintained and expenditure approved. All discounts obtained must be disclosed and the benefit from any such discount used for the benefit of the Section and not the organiser save that if an organiser makes no claim whatever for any of his expenses, then such organiser may be permitted to have the benefit of discounts offered.

9. Section Events

- 9.1. In respect of UK Sections only, to ensure cover under the terms of the Club's insurance each UK Section must register with the Club's General Manager (or such other person nominated by the Board) details of all Section events as soon as the dates thereof are fixed and in any case no later than three weeks prior to the event, the registration being complete when the Section receives an acknowledgement of receipt. The details to be provided comprise the name and nature of the event, the date(s) of such event(s) and the name of the member organising the event (s).
- 9.2. All Section events must comply with national legal requirements and must be fully covered by insurance in relation to third party and negligence claims. All members taking part in a Section event must have their vehicles insured against third-party claims. (For the avoidance of doubt, the Club maintains insurance cover in the UK in respect of third party and negligence claims made against the Section.)
- 9.3. For financial or insurance reasons or in the interests of protecting the health and safety of those attending, the Board may at or in its absolute discretion require an event to be postponed or cancelled.

10. Notifications to the Board

- 10.1. Within 28 days of approval or publication the Section Committee shall send to the Club's General Manager or such other person nominated by the Board a copy of the:
AGM minutes
Annual financial statements
Minutes of Section Committee meetings
All Section publications
- 10.2. Section officers or Section Committee members nominated by the Committee shall provide the Team Director with any and all such information it reasonably requests.

11. Dispute Resolution

- 11.1. Any conflict or dispute within or between Sections, between a Section and Registers or third parties, or between Section Officers and individual Section members shall be reported to the Team Director together with details of how the Section intends to deal with it.
- 11.2. Any conflict or dispute referred to in 11.1 above that cannot be settled at Section level and of which the Team Director is made aware, shall be referred and determined by the Team Director and/or the Board which shall take such action as deemed fit.
- 11.3. Any Section Committee that willfully refuses or deliberately neglects to comply with any provision of these Rules or which acts in a manner that is likely to bring the Club into disrepute or become financially or legally liable for the acts or omissions of the Section, shall be subject to an investigation by the Board, whose powers in addition to dissolution include the right to cancel all or any rights and privileges of the Section previously held by it, to exact a penalty, to dismiss one or more of its officers or Section Committee members and to take all necessary steps to ensure that it ceases to operate in the name of the Club.

12. Trade Marks

Sections shall take all steps to preserve the integrity of the trademarks, brand names and insignia of Rolls-Royce Plc, Rolls-Royce Motor Cars Ltd, Bentley Motors Ltd and of the Club and shall use these various insignia only in accordance with the instructions of the Board as issued from time to time in accordance with the Licence Agreement. Each Section will observe and comply with the Guidelines for the use of Trademarks set out in the addendum to this document which Guidelines shall have the same force and effect as these Rules.

13. Section Letterheads

Section Committee Officers and members shall use only the standard Club letterhead which may be overprinted with the name of the Section and the names and addresses of Section Officers. The Club shall make available digital templates to assist Section Officers and Section Committees in this respect. Any Section requiring a variation in the format of the letterhead for whatever reason, must obtain agreement to such change from of the Board on

application to the Team Director BEFORE it is brought into use.

14. Websites

A Section may establish an internet site which preferably will be a subset of the official Club website. Where a Section wishes to establish or maintain an independent site or wishes to continue with its existing website it must notify the Board of its intention and if requested by the Board, the Section will take necessary action to bring the site content in line with the Board's requests, pending which the Board might request the Section to put the website (temporarily) off line. Independent websites must include RREC in the domain name in that sequence and must be approved by the Team Director on behalf of the Board before the website goes live, to ensure compliance with the terms of the Licence Agreement. For the avoidance of doubt, Section, Register or Club domain names must NOT include the words ROLLS-ROYCE or BENTLEY.

15. Shops

Where Sections wish to sell any insignia or range of trademarked and branded goods to their Section members they must fully comply with the terms of the Licence Agreement between Rolls-Royce plc and R.R.E.C. Limited. For the avoidance of doubt reference should be made to the Guidelines set out in the addendum to these Rules. Where there are on-line facilities to a Section shop, either stand alone or as part of a Section website, then access must be provided to the Board and, if requested, to Rolls-Royce plc. Where Sections produce merchandise to offer for sale then a copy of the offer as actually made should be sent to the Team Director for final decision by the Board. This applies equally to trademarks, brand names and insignia of Rolls-Royce Motor Cars Ltd, Bentley Motors Ltd and the Club.

16. Data Protection and Membership lists generally

- 16.1. All UK Sections shall comply with the relevant requirements of the Data Protection Act 1998 or subsequent legislation on the subject. Non UK Sections shall comply with any equivalent legal requirements applicable to the country in which such non UK Sections are situated.
- 16.2. Section Committees will not allow Club and/or Section membership lists from any source to be used for any commercial, political or religious purposes whatsoever. This means that details of members must not be used by anyone other than Section Officers and only for sending letters, circulars or e-mails to members or groups of members.
- 16.3. Section members may use or disclose personal details of other members only for the purposes of contacting other individual members on individual occasions but not for any commercial, political or religious purposes whatsoever.

AGM TIMING SUMMARY

- 1. 42 days** at least before the date of an AGM, notice shall be issued to all Section members with the date, venue and time and including
 - 1.1. a form for the nomination of Committee members returnable no later than 28 days before the date of the AGM.
 - 1.2. a request for all motions duly proposed and seconded by Club members registered with the Section for discussion and/or determination returnable no later than 28 days before the date of the AGM.

- 2. 21 days** at least before the date of the AGM formal notice shall be issued to each member comprising:
 - 2.1. a repeat of the date, venue and time of the AGM
 - 2.2. the Agenda for the AGM
 - 2.3. members of the Committee including Officers, eligible and seeking re-election
 - 2.4. names and details of other nominees received pursuant to 1(a) above.
 - 2.5. details of proxy voting with appropriate form
 - 2.6. information regarding motions for discussion or determination pursuant to 1(b) above

- 3. Amongst other items, the Agenda shall include**
 - 3.1. Approval of the Minutes of the previous AGM
 - 3.2. Chairman's Report
 - 3.3. Treasurer's Report
 - 3.4. Approval of the Accounts
 - 3.5. Election of the Committee by proxy votes and show of hands
 - 3.6. Any motion for discussion or determination

- 4. 7 days** at least before the date of the AGM all proxy voting forms shall be sent to the Secretary of the Section.

- 5.** All items to be discussed having been notified in advance (see 1(b) above) the Chairman should not allow Any Other Business but close the Annual General Meeting and then invite any Director or other Board representative to speak. At the discretion of the Chairman he may then allow a general discussion to take place but the Chairman may refuse to allow any item for discussion if it is beyond the remit of the Section's business, the answer is not known, or is governed by a confidentiality agreement or there is insufficient time.

RULES FOR THE USE OF THE ROLLS-ROYCE TRADEMARKS

1. Introduction

The Rolls-Royce Enthusiasts' Club is privileged to have been granted a licence from Rolls-Royce PLC to use several of the company's trademarks. The licence covers the use by the Club of the '**ROLLS-ROYCE**' name along with the '**ROLLS RR ROYCE**' badge as shown in Figure 1 below and the interlocking '**RR**' monogram in Figure 2 (the Marks).



Figure 1 (badge)



Figure 2(monogram)

The licence permits the Club to use the Marks in relation to member-related activities and services such as the provision of educational and recreational services to members and the sale of branded merchandise and giftware; however this licence does not extend to use of the Marks in relation to the sale of motor cars or their spare parts.

In return for the grant of this licence, the Club must comply with a number of conditions and obligations laid down by Rolls-Royce PLC (plc) to ensure that the Marks can continue to be protected for the benefit of all those entitled to use them. The following information ensures that these obligations are met and set out the rules for use of the Rolls-Royce trademarks by the Club.

If you are in any doubt regarding the proper use of the Rolls-Royce trademarks, please contact the Club's General Manager at The Hunt House who may refer the enquiry for further consideration by an appropriate authority.

2. Rules for the use of the Trademarks

- 2.1. The Club must use the Marks exactly as they have been registered and in a form approved by PLC. Prior to using the Marks in relation to any goods or services, the Club must submit to the company samples and proofs of the proposed use of the trademarks before applying the same. In the first instance, these should be submitted to the Team Director for Sales and Marketing or such other person nominated by the Board who will decide whether the design features and the parameters comply with the licence.
- 2.2. Wherever the Marks are used in text, they must be accompanied by the "®" symbol to the right hand side of the Marks in order to identify that it is a Registered Trademark.
- 2.3. The Marks must only be used in the singular form and never used as a verb or in the plural. Furthermore, the Marks will always be accompanied by words to describe the nature of the product(s) to which they relate.
- 2.4. The Club will not use any other registered or unregistered trademark, design or logo that is either similar to or causes confusion with any of the Marks.
- 2.5. In the event that the Marks are to be used in conjunction with or alongside any other trademarks or brands, the Marks must appear separated from such other trademarks in such a way as to make it apparent that the other trademark is a trademark in its own

right and distinct from the Marks. In this connection, the Marks and Bentley trademarks should not be used together or in close proximity to each other in respect of any goods, services or in any publication. Since the Marks and the Bentley trademarks are now owned by completely separate companies, they must be used and displayed in a way that indicates this. Thus, the old emblem of the 'ROLLS RR ROYCE' badge surmounting the 'BENTLEY' wings logo must not be used.

- 2.6. There are no "Rolls-Royce specialists" there are only "specialists in Rolls-Royce motorcars". In general, in any advertisement, unless the advertiser is an authorised dealer in Rolls-Royce motorcars, the use of the words 'ROLLS-ROYCE' must always be accompanied by the words either "automobile" or "motor car" ("autos" and "motors" are inappropriate). Unless an advertiser is an authorised dealer of Rolls-Royce motor cars, the two stylised Marks (i.e. the badge in Figure 1 and the monogram in Figure 2 shown above), must not under any circumstances be used and advertisements bearing them must either be amended to remove them or the Club will refuse to publish them.
- 2.7. All publications using the Club name or the words 'ROLLS-ROYCE' must carry an acknowledgement of ownership, for example:
"The name 'ROLLS-ROYCE', the 'ROLLS RR ROYCE' badge and the interlocking 'RR' monogram are all trademarks owned by Rolls-Royce plc and are used by the RREC under licence".
- This applies to both Sections and Registers. It should appear in every Newsletter and Bulletin and in any separate advertising promoted by the Club. In addition, the use of any of the licensed marks in text or descriptive matter should be accompanied by the symbol "®".
- 2.8. Products and services promoted by the Club bearing the Marks must be of a quality and standard commensurate with that of the "best car in the world". No new products of any description bearing the Marks are to be offered for sale or supply without first obtaining the agreement of PLC as per the process outlined in Paragraph 1 above. This applies to ALL new products and enterprises. Changes in logos for specific events must also be approved via this process before they can be adopted.
- 2.9. The licence agreement is made with the Club as a corporate entity as represented by the Board of Directors and therefore any products and services provided by the Club under the name Rolls-Royce and/or under any of the Marks can only be provided to Club members and subgroups which are wholly under the control of the Board of Directors of the Club and therefore does not extend to individuals or groups within the Club. Any groups/subgroups that include non-members or which operate outside of the corporate structure of the Club are not covered by the licence and therefore must not use any of the licensed Marks as use by such parties will constitute an infringement of the rights of Rolls-Royce PLC. Following the decision that Sections must be managed independently of the Club, all Sections must operate under the terms of a sub-licence from the Club in order to be able to use the Rolls-Royce Marks.
- 2.10. Under no circumstances must merchandise bearing the Marks be offered for sale directly to members of the public. For the avoidance of doubt, the supply of goods and services to guests of Club members at a recognised event is acceptable provided it is incidental to the main purpose of the event.
- 2.11. The use of the Marks on clothing such as hats and sweatshirts can be accompanied by regional insignia but the trademarks owned by PLC and Bentley must not be used together on the same garment.

- 2.12. **A wilful and/or deliberate disregard of these Rules and/or continued use of non complying signage after being required to remove and cease its use will constitute a breach of the terms of its licence agreement with Rolls-Royce PLC. Consequently, the Club may lose the right to use its name and in accordance with the Articles of the Club, such member(s) will be liable to have their membership revoked or be expelled.**
- 2.13. The Club will provide for annual notification to each of its operating Sections setting out the substance of these Guidelines.

Approved by the Board on 30.03.2015.