# **ROVER P5 CLUB LIMITED**

## RULES AND BYE-LAWS

**1 STATUS AND INTERPRETATION OF RULES AND BYE-LAWS**

Rover P5 Club Limited (the “Club” or the “Company”) is constituted as a company limited by guarantee and not having a share capital pursuant to the Companies Acts 1985 to 1989.

The Club objects are set out in the Memorandum of Association (the “Memorandum”) of the Company and the principal regulations applicable to the Company and its Committee of Management (the “Committee”) in the Articles of Association (the “Articles”).

The Committee is empowered by the Articles to make such rules and bye-laws (the “Rules”) as it may deem necessary, expedient or convenient from time to time for the proper conduct and management of the Club. In the event that any of these Rules is in conflict with the Memorandum and/or Articles, the Memorandum and Articles shall apply.

In these Rules unless the context otherwise requires:

1. words importing the singular only shall include the plural and vice versa and words importing a gender include every gender and references to persons include bodies corporate and unincorporate.
2. reference to a Clause in the Memorandum is a clause to the memorandum of association of the Company and reference to an Article is an article in the articles of association of theCompany.
3. reference to a Clause or Sub-Clause is a clause or sub-clause to these Rules.

The headings for the Clauses and Sub-Clauses and the ordering and presentation of the same are for convenience only and shall not affect the construction or interpretation of these Rules.

**2 OBJECTS OF THE CLUB**

The Company exists to establish, maintain and manage a club for the benefit of enthusiasts for the Rover Model P5 motor car of all types (2.4, 2.6, 3, and 3.5 litre saloons, coupes and specials) produced between 1958 and 1973.

**3 MEMBERSHIP**

The only members of the Company (the “Members”) are the members of the Committee from time to time who have been duly appointed in accordance with the Articles and the Rules and not having resigned or been removed from the Committee. Bodies corporate and unincorporate may be Members of the Club and shall appoint one individual (being of eighteen years and over) to act as its representative at any meeting of the Committee or of the Association.

Other individuals and groups are to be treated in accordance with Clause 4 hereof.

**4 RECOGNISED PARTICIPANTS OF THE ASSOCIATION**

The Members and the individuals and groups listed hereunder shall be known as “Participants” of the Club for the purpose of these Rules:

Hereinafter

Participant referred to as

(a) Individual(s) of eighteen years and over. Patron(s)

(b) Individual(s) of eighteen years and over who are entitled to enjoy the benefits available to Patrons for the remainder of their natural lives without payment of fees or subscriptions referred to in Clause 6 hereof. Life Patrons

(c) National, international and local voluntary or non-profit distributing organisation(s), whether corporate or unincorporated which are interested in furthering the work of the Club Affiliated Group(s)

(d) Individual(s) of seventeen years or under. Junior Patron(s)

(e) Other individual(s) and organisation(s) that do not fall into any of the foregoing categories who may, at the discretion of the Committee and on such terms as the Committee from time to time sees fit, be involved in the activities of the Club. Associate(s)

(f) Individuals of 18 years and over who are granted temporary patronage of the Club for a period not exceeding three continuous days. Guest(s)

All Participants, except Guests, will be issued with a Club card confirming, as the case may be, their status as Patrons, Life Patrons, Affiliated Groups, Junior Patrons and Associates. Such a Card should be retained by the Participant and produced if required by any member of the Committee or by any person acting on the Committee’s instructions.

**5 DEEMED MEMBERSHIP**

Subject to the provisions of Clause 6 hereof, the individuals shown hereunder shall be known as “Deemed Members” of the Association only for the purposes of calling and being entitled to vote at general meetings of the Club:

1. Patrons
2. Life Patrons
3. Affiliated Groups
4. Associates

Each Patron, Life Patron, Affiliated Group and Associate has one vote which ranks equally with the vote of a Member.

For the sake of clarity:

1. Application to become a Participant in the Club may be refused by the Committee without assigning a reason therefor.
2. A Deemed Member has no right to receive personal notice of General Meetings of the Club and shall not be a member of the Company within the meaning of the Companies Act 1985.
3. Junior Patrons and Guests have no right of vote in any circumstances. A Junior Patron who has attained the age of eighteen in the course of the Club’s subscription reference period has no right of vote unless he has also paid the appropriate proportion of the higher Club subscription applicable to Patrons for the remainder of the subscription reference period.

**6 SUBSCRIPTIONS**

All Participants shall pay such fees, subscriptions or other dues (the “Subscription”) as the Committee shall from time to time determine. In particular, the payment of the appropriate fee, subscription is a pre-condition to any Participant obtaining or retaining his membership or deemed membership of the Club.

Such subscription shall entitle a Participant (except Associates and Guests) to the full range of services provided by the Club including regular issues of its magazine (at present six issues per year)

Associates shall be entitled to the full range of services provided by the Club but shall not be entitled to receive the Club magazine.

Any Participant who ceases to be a Participant of the Club pursuant to Clause 7 hereof shall have no claim upon the property of the Club or enjoy any of the privileges offered to Participants but shall remain liable for payment of any debts due to the Club.

**7 RESIGNATION AND TERMINATION**

(a) Any individual may resign as a Participant by giving notification to that effect to the Secretary.

(b) Any body corporate or unincorporate may resign its participation in the Club by its duly authorised representative giving notice to that effect to the Secretary.

(c) The Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership, deemed membership or other rights of any Participant if, in its opinion, the said Participant’s conduct is prejudicial to the interests and objects of the Club, PROVIDED THAT the Participant or representative of the Participant (as the case may be) shall have the right to be heard by the Committee before the final decision is made. There shall be no right of appeal to the Committee’s final decision.

(d) An individual Participant’s rights cease on death and no benefit of his subscription passes to his personal representative.

**8 COMMITTEE OF MANAGEMENT**

(a) The Committee shall meet not less than once each calendar quarter.

(b) The Committee shall consist of:

1. Honorary Officers elected under Clause 13 hereof or appointed by the Committee pursuant to Clause 13(f) hereof.
2. one representative of the Club’s wholly-owned trading subsidiary (if any).

(iii) persons co-opted individually by the Committee who shall serve on the Committee until the conclusion of the next Annual General Meeting, PROVIDED THAT the number of co-opted persons shall not exceed one quarter of the total members elected and appointed to the Committee in accordance with the provisions of this sub-clause and enumerated above.

(c) At every annual general meeting of the Company, one-third of the directors, or if their number is not three or a multiple of three, the number nearest to one-third, shall retire from office; but, if there is only one director he shall retire. The directors to retire by rotation shall be those who have been the longest in office since their last appointment or re-appointment, but as between persons who become or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(d) If casual vacancies occur among the elected members of the Committee, the Committee shall have power to fill them from among the Patrons.

(e) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any Member.

1. In addition to the provisions of Article 28, a member of the Committee shall cease to hold office if he:
2. is absent without permission of the Committee from two consecutive meetings and the Committee resolves that he cease to hold office; or,
3. notifies the Committee in writing of his resignation PROVIDED THAT at least three members of the Committee will remain in office when the notice of resignation is to take effect.
4. Each member of the Committee shall, upon election or appointment to the Committee receive a copy of the Club’s Memorandum, Articles and Rules. No person shall be entitled to act as a Member following election or appointment until they have signed a written consent to become a Member and lodged the same with the Company Secretary.
5. No persons under the age of eighteen shall be members of the Committee but such persons may be invited to attend meetings as observers (and to express their views) but without right to vote.

**9 REGIONAL REPRESENTATION**

The Committee may appoint one or more Regional Representatives for supervising or performing any activity or service. Regional Representatives shall be appointed by the Committee and shall be responsible for arranging activities within their respective regions for the benefit of Participants in the Club residing therein. Such regions shall be in the United Kingdom and shall be delineated by the Committee from time to time.

In each such case:

(a) the Committee shall define the terms of reference of the Regional Representative and may also determine the nature and the duration of his activities.

(b) all acts and proceedings of the Regional Representative shall be the subject of Standing Orders permitted under Clause 16 hereof dealing with *inter alia*: application of Club policy; regional governance; operations and activities; financial control; and, reporting to the Committee.

(c) Regional representatives shall not be remunerated for their work on behalf of the Club.

(d) The Committee shall hold a meeting for all Regional Representatives each year with an agenda being drawn up and circulated to the Regional Representatives. The proceedings of such meetings shall be the subject of Standing Orders permitted under Clause 16 hereof.

**10 PERSONAL INTERESTS IN PROPERTY AND TRANSACTIONS**

No member of the Committee (otherwise than as a trustee for the Club) shall:

(a) acquire any interest in property belonging to the Club.

(b) be interested in any contract entered into by the Committee.

(c) receive or be entitled to any remuneration for his services as a member of the Committee.

**11 GENERAL MEETINGS AND NOTICE THEREOF**

1. **General**

General meetings of members of the Club may be called and notice thereof given to members as stipulated in Clauses 6 to 9 inclusive of the Articles.

In accordance with these Rules, Deemed Members are entitled to attend and vote at any general meeting of the Club.

Deemed Members shall not be entitled to receive notice individually of general meetings of the Club but notice thereof shall be posted at least thirty clear days before the meeting in the Club’s magazine. For the avoidance of doubt the date of mailing shall be the reasonable date for service of notice and no objection shall be accepted from Deemed Members for postal delays or failures.

1. **Annual General Meetings**

Once in each calendar year, an Annual General Meeting of the Club shall be held at such time and place as the Committee shall determine, not being more than fifteen months after the holding of the preceding Annual General Meeting.

**(c) Special General Meetings**

The Chairman of the Committee may at any time at his discretion and the Secretary shall within twenty-one days of receiving a written request so to do signed by not less than three Members or twenty Deemed Members entitled to vote and giving reasons for the request, call a Special General Meeting of the Club to consider the business specified on the notice of meeting and for no other purpose. At least fourteen clear days’ notice shall be given of a Special General Meeting.

**12 BUSINESS OF ANNUAL GENERAL MEETINGS**

The business of each Annual General Meeting shall be to:

(a) receive the Annual Report of the Committee which shall incorporate the accounts of the Club referred to hereunder and give an account of the work of the Association and its activities during the preceding year.

(b) receive the accounts of the Club for the preceding financial year.

1. elect members of the Committee to serve until the conclusion of the next Annual General Meeting.
2. appoint one or more qualified auditors or independent accountants for the ensuing year to audit, examine or compile the accounts of the Club as required by the Companies Act 1985 (or any statutory modification or re-enactment of that Act).

(e) consider and vote on any proposals to alter the Articles or the Rules in accordance with Clause 20 hereof.

(f) consider any other business of which due notice has been given.

**13 ELECTED HONORARY OFFICERS**

(a) Only Patrons and Life Patrons shall be eligible to be elected to serve as Honorary Officers or members of the Committee.

(b) At the Annual General Meeting hereinafter mentioned there shall be elected a Chairman, Treasurer and Secretary and such other Honorary Officers as the Club shall from time to time elect. Other Honorary Officers may include but shall not be limited to a: Regional Representative Liaison Officer; Technical Advice Officer, Events Co-ordinator, Membership Secretary, Regalia Officer, Magazine Editor and Public Relations Officer. Honorary Officers are permitted to fulfil the duties of more than one office.

(c) The Secretary shall be responsible for carrying out the duties of Company Secretary in accordance with the provisions of the Companies Act 1985 (or any statutory modification or re-enactment of that Act).

(d) All Honorary Officers shall be members of the Committee.

(e) An Honorary Officer shall cease to hold office if he gives notice to that effect to the Secretary.

(f) If a vacancy occurs by death, resignation or disqualification among the Honorary Officers, the Committee shall have the power to fill it from among its Members, Patrons and Life Patrons.

(g) Subject to sub-clause (f) of this Clause, all Honorary Officers shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-election.

**14 PAID EMPLOYEES**

(a) The Committee shall have the sole right in exercise of the power of appointing, dismissing and determining the terms and conditions of service of all employees (if any) of the Club.

(b) An employee of the Club shall not be eligible to be a member of the Committee but may be invited as a non-voting adviser.

**15 RULES OF PROCEDURE AT ALL MEETINGS**

**(a) Voting**

Subject to the provisions of Clause 20, all questions arising at any meeting shall be decided by simple majority of those present and entitled to vote thereat in person. No person entitled to attend a meeting shall have more than one vote notwithstanding that he may have been appointed to represent two or more interests but in the case of equality of votes the Chairman shall have a second or casting vote. The Chairman has the authority to decide that voting on any issue may be made by ballot.

**(b) Quorum**

(i) Committee meetings

Not less than one third of the members entitled to vote shall form a quorum at meetings of the Committee.

(ii) General Meetings

Fifteen or one third whichever is less of Members and/or Deemed Members entitled to vote.

At an Annual General Meeting of the Club, in the event that no quorum is present or the meeting has to be abandoned, it shall stand adjourned and be reconvened seven days later at the same time and place and those Members and/or Deemed Members with power to vote present at that meeting shall be deemed to form a quorum.

**(c) Minutes**

Minutes books shall be kept by the Club and its Committee and the secretary shall enter therein a record of all proceedings and resolutions.

**16 STANDING ORDERS AND RULES FOR THE CONDUCT OF CLUB BUSINESS**

The Committee shall have power to adopt and issue standing orders and rules (the “Standing Orders”) for the conduct of the Club business. Standing Orders shall come into operation immediately, provided always that they shall be subject to review by the Club in General Meeting and that they shall be consistent with the Memorandum, Articles and Rules.

**17 FINANCE**

(a) Bank current accounts (and if appropriate deposit accounts) shall be opened in the name of the Club with such financial institutions as the Committee may from time to time decide. The Committee shall authorise in writing the Treasurer, the Secretary and two other persons to sign cheques on behalf of the Club. All cheques must be signed by not less than two of the four authorised signatories.

(b) The Club’s financial year shall be from 1st August to the following 31st July.

(c) All property or other assets of the Club shall be held in the name of the Club.

**18 TRADING SUBSIDIARY**

Should the Committee consider that it is necessary or expedient for the Club to have a trading subsidiary (the Subsidiary) through which activities of a permanent trading nature are to be conducted the Committee is empowered herein to incorporate such a company provided that:

(a) The Club shall hold title to and retain beneficial ownership of all the shares in Subsidiary.

(b) The Club shall be the sole director (the “Director”) of the Subsidiary.

(c) The Members and Deemed Members attending and voting at an annual general meeting shall appoint a management committee to oversee the affairs of the Subsidiary with such a composition and on such terms of reference as the Committee thinks fit.

(d) The Members and Deemed Members attending and voting at an annual general meeting shall appoint the Company Secretary of the Subsidiary to carry out the statutory duties of that office.

(e) The Committee shall be entitled to receive information on trading and other reports on the progress of the Subsidiary from its management committee at least quarterly.

**19 DISSOLUTION**

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Club it shall call a meeting of all the Membersand Participants not less than thirty days notice (stating the terms of the resolution to be proposed thereat) shall be posted in Club magazine. If such a decision shall be confirmed by a simple majority of those present and voting at such meeting the Committee shall have power to dispose of any assets in the name of the Club.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards such charitable purposes as the Committee in its sole discretion may decide.

**20 ALTERATIONS TO THE ARTICLES AND RULES**

Any proposal to alter the Articles or Rules must be delivered in writing to the Secretary of the Club not less than forty-two days before the General Meeting at which it is first to be considered. An alteration will require the approval of both:

(a) a simple majority of members of the Committee present and voting at the Committee meeting preceding the General Meeting; and,

(b) a two-thirds majority of Members and Deemed Members present and voting at the General Meeting.

Notice of each such meeting must have been given in accordance with normal procedure but not less than fourteen clear days prior to the meeting in question and giving the wording of the proposed alteration.

No alteration to Clauses 10 (personal interests) and 19 (Dissolution) or to this Clause shall be made.

**Approved by the Committee of Management on July 2004**

NB. Rule 8c above has been amended in December 2014 to bring it into line with Article 30. This Rule change is subject to approval at the 2015 AGM. in accordance with Rule 20.