



Rules of THE 20-GHOST CLUB LIMITED

Note: These Rules complement the Memorandum & Articles of the Club, a copy of which can be obtained from the Company Secretary on request. Should there be any conflict between these rules and the Memorandum & Articles of Association, the latter will prevail.

1. The name of the Club is THE 20-GHOST CLUB LIMITED.

2. Purpose

2.1 The objectives of the Club are to:

- a) Run a club to encourage the restoration, maintenance and use by its members of pre-1945 Rolls-Royce cars in their original mechanical condition or as close thereto as modern materials and equipment allow.
- b) Promote the enjoyment of motoring in these cars and to promote, organize and conduct tours, rallies, events, entertainments and competitions.
- c) Encourage interest in and technical and historical knowledge of all aspects of Rolls-Royce motor cars and associated subjects and to publish magazines, news sheets, manuals and books including in electronic form and to buy, prepare, sell and deal in all kinds of components, parts, accessories, Club insignia, trophies, prizes and memorabilia.

3. Conditions of Membership

3.1 There shall be the following classes of members of the Club

- a) Honorary Members - Honorary membership may be bestowed by the Committee on a person who has made an outstanding contribution, for example to the Club, to the Marque or who was a founding member.
- b) Full Members - Any person over 17, who owns or has owned a pre-1945 Rolls-Royce, or who has never owned a pre-1945 Rolls Royce, but is an enthusiastic admirer of these cars, may apply to become a Full Member.
- c) There will be a Joining Fee for new Full Member
- d) Widows of members will be given free membership of the Club, if they wish to continue association with the Club.

3.2 All members will be members of the 20-Ghost Club Limited, a Company Limited by Guarantee, registered in England. Residents of Australia will become members of the Club via an application to join, and become members

of, the Australian Chapter of the Club. Members of the 20-Ghost Club who are not resident in Australia are entitled, if they wish, to join and become members of the Australian Chapter, on payment of the appropriate rate of subscription, for which they will receive copies of the Australian Chapter's Newsletter and details of events taking place in Australia.

- 3.3 The annual subscription of other than Honorary Members shall be payable on the 1st January in each year. The subscription for members and joining fee for new members shall be such sums as shall, from time to time, be determined by the Committee and approved at the Annual General Meeting. Subscriptions shall be paid to The 20-Ghost Club Limited, except for Members of the Australian Chapter who will make payment locally.
- 3.4 Members may introduce guests to the functions of the Club subject to such restrictions and regulations as the Committee may make. The Member introducing a guest shall be responsible for all liabilities incurred by him or on his behalf
- 3.5 Any Member of the Club may propose an applicant to join the Club. A proposal by a member does not automatically guarantee membership. There is no requirement for an application for membership to be seconded in addition to being proposed. Where the applicant does not know a Member of the Club and applies directly to the Club, the Membership Secretary will arrange for a member of the Committee to meet and vet the applicant. Each application will be considered individually on the suitability of the applicant to be a member of the Club. Membership of another Rolls-Royce club, eg RREC, SGA, SHRMF will not automatically guarantee membership. In all circumstances, the applicant must contact the Membership Secretary who will then process the application by seeking agreement from the Committee as to the applicant's membership. In order to qualify for membership, if the applicant owns one or more pre-1940 Rolls-Royce motor cars, the applicant must provide to the Membership Secretary the following: (a) a description of the history of each car (b) one or more good quality photographs of each car (c) a copy of the original Rolls-Royce sales/chassis cards of each car – or agree to reimburse the Club if obtained on the applicant's behalf. After agreement by the Committee to admit an applicant, payment must be made to the Treasurer by the applicant for the joining fee, the cost of the sales/chassis card, where appropriate, and the first year's subscription, before membership is confirmed [to the applicant by the Membership Secretary]. Membership will not be granted until both payment and history details [including photo(s)] have been received.
- 3.6 No Member without the authority of the Committee shall make any statement to the Press as to the affairs of the Club or use the name or badge of the Club in any advertising matter. All communications to the Press and all publicity shall be strictly and exclusively in the hands of and under the control of the Committee.

4. Cessation of membership

- 4.1 Any Member wishing to resign shall give notice in writing to the Secretary.
- 4.2 Any Member whose annual subscription is unpaid on the 31st March shall be written to by the Treasurer. If, after such communication, the subscription remains unpaid by 30th April, then the Committee shall be informed and shall determine, at its next meeting thereafter, that the Member shall cease to be a

Member but may be reinstated at the discretion of the Committee on payment of the arrears. Any Member who has not paid the annual subscription by 30th April will not be eligible for participation in Club events and tours which take place after this date and will no longer receive emails of Club activities or copies of News & Record. If an application is subsequently made by a suspended member to re-join the Club, the full amount of any arrears plus a new joining fee will be payable. Exceptions to the above may be made where a member suffers from an illness or through the death of a family member.

- 4.3 The Committee shall have power to request the resignation of any Member or to determine any membership without explanation but before such power may be executed (but only in the case of this power) the vote of not less than two thirds of those Committee members present and voting shall be required.

5. President and Vice-Presidents

- 5.1 A President may be appointed whose position is honorary, with no fiduciary responsibilities, powers or duties in the Club. He or she shall be a person who can act as a figurehead for the Club whose Members would be honoured and proud to have the incumbent as President.
- 5.2 A Member may be appointed to the honorific position of Vice-President if, in the opinion of the Committee, that Member has given meritorious and sustained service to the Club over many years.

6. Committee

- 6.1 The Club shall be managed by a Committee which shall include the Chairman and the Treasurer of the Club. Until otherwise determined by the Club in general meeting the number of members of the Committee shall not be less than 4 nor more than 15. All members of the Committee shall be directors of the Club and shall be required to sign a form of consent to act as a director.
- 6.2 No person who is not a Member of the Club shall in any circumstance be eligible to hold office as a Member of the Committee.
- 6.3 The Chairman of the Club may stand for election as Chairman for a period of four years and may be extended on an annual basis thereafter, for a further four years, with the agreement of the Chairman and the Committee.
- 6.4 The following rules apply to the appointment of a new Chairman:
- (a) When the need to appoint a new Chairman arises, a Nominating Committee of two, will be appointed from the existing Committee Members, (ideally including Vice Chairmen if members of the Committee)
 - (b) Only current members of the Committee shall be eligible for consideration by their colleagues. Ordinary members of the club are neither eligible nor have a vote
 - (c) Candidates should be of an age and health record which would indicate a term of office of at least four years
 - (d) Ideally, candidates should be active Committee Members and have a current or recent leadership role either within or outside the club and they must have indicated willingness to act other than in a temporary role
 - (e) The Nominating Committee are empowered to discuss ideas for potential candidates with Committee Members and to put no more than two names forwards to the full Committee for consideration
 - (f) Their nomination will be put to a secret ballot by Committee members and the winning candidate must have the support of at least two thirds of the

Committee. A candidate, once nominated cannot be black balled by a single Committee Member.

- (g) The outgoing Chairman remains as a member of the Committee, as of right, for the first full term of the new Chairman. Thereafter, as with any other member of the Committee, continuation is by peer group consent.

- 6.5 In the case of any casual vacancy in the Committee or in the office of Treasurer or Secretary as the case may be, the Committee may appoint one of themselves or some other member of the Club to act as Treasurer or Secretary or to be on the Committee as the case may be until the next Annual General Meeting.
- 6.6 The Club may, by extraordinary resolution or (subject to the provisions of section 303 of the Companies Act 1985) (the Act) by ordinary resolution of which special notice has been given in accordance with the Act, remove a Member of the Committee before the expiration of his period of office and may, by ordinary resolution appoint another person in his stead.
- 6.7 The office of a Member of the Committee shall automatically be vacated if: -
(a) the Member ceases to be a Member;
(b) the Member resigns his office by notice in writing;
(c) the Member becomes bankrupt or makes any arrangement or composition with his creditors generally;
(d) the Member is absent from two successive meetings of the Committee without special leave or good cause and the Committee resolve that his office be vacated;
(e) the Member ceases to be a Member of the Committee by virtue of or becomes prohibited from being a Member of the Committee by reason of any order made under any provision of the Act.
- 6.8 The Committee may appoint such officers of the Club as it may determine.
- 6.9 The quorum necessary for the transaction of business at Committee Meetings shall be 4 Members of the Committee personally present. Subject to a quorum being present, other Members of the Committee may attend and participate in Meetings though means of electronic telecommunications
- 6.10 Committee Members may be reimbursed for travel expenses for the mileage in excess of 200 miles to attend Committee meetings.
- 6.11 Committee Members may be reimbursed for organising long tours, which require a recce, at a maximum per diem amount agreed by the Committee.

7. Treasurer

- 7.1 The funds of the Club shall be kept by the Treasurer under the supervision of and in such place and manner as shall be determined by the Committee.
- 7.2 The Committee shall have the power to expend the Club funds in such manner as the Members thereof think fit in accordance with these Rules and the objects of the Club.
- 7.3 The Treasurer may pay any reasonable Club expenses with an individual value of up to £25,000 without prior authority from or prior reference to the Committee. All payments made from the Club's Bank Accounts over £25,000

shall be authorised by the Treasurer and the Chairman, or failing him any Director.

- 7.4 The Treasurer shall prepare a Statement to the Committee of income and of payments made prior to each Committee meeting.
- 7.5 The Treasurer shall cause to be prepared and following approval by the Committee, shall cause to be laid before the Club at each annual general meeting such income and expenditure accounts, balance sheets, reports and other documents as are required by the Act.

8 Membership and Car Data records

- 8.1 Members are advised that the Club holds personal data of their names and addresses and of their cars on an electronic database. This data is held for internal use and the Club will not divulge such information to third parties, for any commercial purpose, nor will it be released to any other Club or Motoring Organisation. It is the responsibility of Members to ensure that information about themselves and their vehicles is accurate. The Club cannot be held responsible for the accuracy of such information or for any relying on this information.
- 8.2 The Treasurer will maintain, as part of the books of account of the Club, a simple record of all those members from whom payment of their Annual Subscription has been received. With the exception of members of the Australian Chapter of the Club who will maintain their own records of subscriptions received, this will provide the definitive list of paid-up members. Members are permitted to arrange payment of the joining fee and annual membership subscription and participation in events via a third party, whose postal and email address may also be the primary means of communicating with the Member.
- 8.3 Every Member shall communicate from time to time to the Membership Secretary his address (or if the Member wishes to maintain confidentiality then the address of a third party) and all notices required by these Rules to be sent or given to Members shall be deemed to have been duly sent or given if sent to such address.
- 8.4 The Database Manager will maintain information on Membership and Car Data as an integrated database covering all Members of the Club including those of the Australian Chapter. This information will be available to Members of the Club via the Members' section of the Club's website.
- 8.5 The database of Membership and Car Data is held on a secure remote host computer. Access to this host database will be restricted to the Treasurer, Database Manager and Membership Secretary and additional Members of the Committee who require temporary access for a purpose approved by the Committee.
- 8.6 Periodically a list of Members and their cars will be printed and sent to each Member. This data is solely for use by Club Members for their personal use and must not be divulged to third parties or used for commercial purposes.
- 8.7 If a Member wishes to remain anonymous and keep personal information as to name, address and car details confidential and not available to other Members, then the Member must notify the Membership Secretary and the

Database Manager in writing to enable such information to be withheld from the database on the Club's website and from the periodic List of Members and their cars. However this information will be available to Committee Members.

9. Property

- 9.1 Any item printed with the Club's badge or its electronic equivalent is the Club's property and is issued only to the Treasurer, Chairman, Committee Member or other Club Official for use on the Club's business and affairs. Such notepaper or other item with the Club's badge thereupon shall not be used by any Member for his own private, professional or business purposes.
- 9.2 The Club's car badges may be sold to Members for use only on their own pre 1945 Rolls-Royce cars. In very special circumstances, the Committee by unanimous resolution may authorise use of the Club Badge on another type of Member's car.

10. Financial arrangements of Tours

- 10.1 In consideration of the right and privilege to enter and participate in the Club's tours and other events, participants are requested to sign an application form, legally binding participants, to release The 20-Ghost Club Limited and all committee members and its representatives from any and all liability and injuries, damage or loss or consequential loss arising from entry and participation in the tour or event.
- 10.2 Tours and events are priced to cover the costs of the tour/event and also to make a small contribution to the expenses of operating the Club. In addition, to help provide for the financial consequences of financial failure by a supplier (such as a hotel), a margin is included in the price of a tour/event. If this margin is insufficient to cover the loss on a tour/event, then participants will be asked to make a reasonable and limited contribution.
- 10.3 Deposits paid by members to participate on tours are non-refundable. There are, however, occasions when, through illness or a delay in a car's restoration or a car not being roadworthy, members have to withdraw from an event having paid one or more deposits. If another member is able to take the place of a member who has withdrawn, then all amounts paid will be returned to the member who has to withdraw, if the Club is not out of pocket. Refunds will be made after the tour has finished but may be made earlier, at the discretion of the Tour Organiser, in consultation with the Chairman, Treasurer or Events Coordinator. If no substitute comes forward and the withdrawal is for medical reasons then the member is expected to claim for any loss against the member's insurance policy. If this is not possible, then a claim may be made through the Club's insurance policy and the Company Secretary will assist with this. If the withdrawal is for other reasons then a refund will only be made if another member is available as a substitute. [Note: The Committee has rarely experienced a member being out of pocket as a result of withdrawal from a tour through medical or other reasons, since tours often have a wait list and/or claims for withdrawal have been made via an insurance policy].

11. Technical support on tours

- 11.1 Where the Club invites an engineer to join a tour, the main priority will be to assist participants with immediate breakdown support rather than significant remedial repair, which might be undertaken by the engineer if time permits.
- 11.2 Where it is decided to provide technical support, the 20-Ghost Club may pay 100% of the engineer's hotel and travel expenses. In some situations, an

engineer is prepared to join the tour as a holiday, in which case a small per diem rate might be added. However, in other situations, eg as on the 2013 Alpine Tour, a larger fee may be required to be paid to the company providing the engineer(s). The total cost of providing engineering support (hotel, travel and any fee) should be included in the budgeted costs and reflected in the price of the tour (less an estimate of revenue likely to be earned from significant repair over and above roadside assistance). The total gross cost of providing engineering support (as calculated above before deducting additional revenue) should be divided by the number of days and hours, in order to arrive at an average hourly rate. Where an engineer provides assistance to a participant in the nature of immediate breakdown support (as might be provided by the AA or RAC) then that support shall be provided free, as part of the price paid to join the tour. Where an engineer provides assistance in the nature of remedial repair, over and above roadside assistance, totalling two hours, then the participant should be charged at the above average hourly rate (plus he/she must pay for all parts etc). The 20-Ghost Club will receive (and keep) all such revenue to offset the total gross cost of the engineer joining the tour.

- 11.3 If the engineer is prepared to join a tour for a small per diem payment, with his/her hotel and restaurants bills paid, this can significantly reduce the shared, average cost to each participant (eg to a contribution of approximately £200 per car for a two week tour). In such cases, where the (unpaid) engineer spends more than two hours working on a car, then it is reasonable for the engineer to be reimbursed at his/her normal hourly rate for the repair.

Non-eligible cars on tours and at events

- 12.1 The 20-Ghost Club was formed to “encourage the restoration, maintenance and use by its members of pre-1945 Rolls-Royce cars in their original condition or as close thereto as modern materials and equipment allow.”
- 12.2 The Club organises tours on which members may participate in an eligible car (namely a Rolls-Royce car manufactured before 1945)
- 12.3 There may, inevitably, be occasions where a member applies to join a tour with an eligible car but, at the last moment, finds that the car (or the driver) is not able to participate. In such rare and exceptional circumstances, the member (or partner) may drive another car and participate in the tour but only after agreement by the tour organiser who should confirm this with a member of the Committee
- 12.4 On occasions, a member with an ineligible car joins a tour to accompany a member with an eligible car. This is quite normal practice but the ineligible car should not participate in the tour, unless prior approval (which will rarely be given) has been obtained from the Committee
- 12.5 The Club also organises one-day events, for example around an annual lunch. Members are encouraged to participate using eligible cars. However, in the interest of collegiality and friendship, if participation is only possible by a member using a non-eligible car, then the member will be permitted to drive such a car to the event, provided that the car does not form part of any line-up of eligible cars and is parked well away from other eligible cars. Any non-eligible car should not be listed or illustrated in the Club’s magazine or on the Club’s website

- 12.6 From time to time, the Club organises events with other old car clubs. In such instances both eligible and non-eligible cars will participate.

Transporting participating cars to and from events

- 13.1 It has long been customary for members to have their cars transported to the start of a tour and then have it collected at the end. Members should notify the tour organiser of this so that the necessary arrangements can be made for the parking of the transport vehicles and their cars until the owner's arrival.
- 13.2 Increasingly, where the start of an event is a considerable distance from home, some owners tow their cars on a trailer to the start of the event. Where participants wish to do so:
- a) They must notify the organiser when booking the event that they will be towing their car to the start and from the finish
 - b) Tow-cars and trailers should either be left at the start point or separate arrangements should be made to collect the car and move it to the hotel at the finish
 - c) No provision will be made for tow-cars and trailers at hotels other than at the start and finish and tow-cars & trailers should not accompany cars during the tour
 - d) It is expected that all participating cars will drive the full route on the road.
- 13.3 On all events where there is a likelihood of cars being transported to the start by owners, the following note should be entered on the flyer.
- 13.4 Should members wish to transport their car to the start or from the finish, they should notify the organiser when booking. Note however that tow-cars & trailers are not allowed to follow the route and no parking for them will be provided at intermediate hotels.

14. Trophies

- 14.1 Except in exceptional circumstances, at the discretion of the Committee, a Trophy will not be awarded more than three times to the same person, with the exception of the following trophies Dymock Maunsell, Phoenix, Ladies (at the Annual Concours), Harry Watson and Brian Wootton, to which this rule will not apply.

9 August 2023