

The Rolls Royce & Bentley Club of Japan

Club Rules and Regulations

Article 1 General Rules

(Name of the Club)

Section 1 The Club name shall be “The Rolls Royce and Bentley Club of Japan”, and hereon, shall be referred to as “The Club”.

(Headquarters)

Section 2 The Club headquarters shall be located at the address of 2-10-11 Yayoi, Bunkyo-Ku, Tokyo.

(Branch)

Section 3 The Club may have various branches. The branches are divided into Eastern (Hokkaido, Tohoku), Central (Kanto, Chubu), Western (Kinki, Chugoku, Shikoku, Kyusyu). Each branch may have one (1) leader (chief) managing the branch.

Part 2 Each branch must at least held one (1) meeting or touring trip per year and communicate between the members of the branch.

Article 2 Purpose and Operation

(Purpose)

Section 4 The Club purpose is to promote the following:

1. Through Rolls Royce and Bentley cars, enjoy the automobile hobby.
2. Through Rolls Royce and Bentley cars, communicate between the members and exchange information and enhance friendship within The Club.
3. Through Rolls Royce and Bentley cars, spread the philosophy and culture.
4. Through Rolls Royce and Bentley cars, members should devote voluntary help to the society within the branch when avail.
5. Submit information and advice of the cars.
6. Must follow the traffic laws and instructions within the country.
7. Contact and keep good relationship with the Rolls Royce and Bentley motor car's domestic sales division authority.

Section 5 The Club, in order to accomplish Section 4 statements, shall work, in best effort to do the following.

1. Held a General Assembly (once a year).
2. Touring trip, friendship meeting (irregularly).
3. Submit The Club official bulletin (irregularly).
4. Submit The Club news letter (irregularly).
5. Submit the membership list.
6. Submit notifications of The Club activities (time of being held).

Article 3 Members

(Members)

Section 6 One may join The Club if interested in the automobiles Rolls Royce and Bentley, as long as one can understand the rules and purpose set forth in Section 4 and become a member.

(Respect and Protect)

Section 7 Members must follow the rules set forth in the various Sections.

1. Members must and may not use the members listing for gaining business, nor disclose the listing to any third party members or let any third party use the listing.
2. Member must not disclose without any justified reason to disclose the name and address including the picture (portrait), of the other members.

(Admission)

Section 8 In order to become an eligible member of The Club, the applicant must receive recommendations from two (2) current members to be submitted to the board of directors.

Part 2 The applicant must submit the application for admission form, including the applicable fiscal year fee to The Club.

Part 3 When the applicant submits the form to The Club, the Board of Directors will decide after six (6) months of the applicant's qualification.

Part 4 Applicant, after being qualified and notified from the headquarters, must install the admission fee to be eligible as official membership of The Club.

(Adjournment)

Section 9 Member may adjourn from The Club if moving to a foreign country for over a year, or due to health reasons that abides from participating The Club events.

Part 2 Member applying for adjournment, must submit in writing to the headquarters.

Part 3 Adjourned members do not need in paying the annual fee.

Part 4 Adjourned members may not participate in the Annual General Assembly nor any special assemblies.

Part 5 Adjourned members may not be selected as the Board of Directors or held any officer status in The Club; and vice versa, if any officers or Board of Directors decides to adjourn The Club, one must resign from the post.

Part 6 In order to regain the official membership, adjourned member must submit in writing to the headquarters and wait for the approval of the Board of Directors.

Part 7 The adjourned member, after receiving the notice of membership to The Club, must smoothly install the annual fee stated in The Club Rules and Regulations. From the day of payment, the adjourned member may become the eligible official member.

(Withdrawal)

Section 10 A member, if corresponds to the following, shall withdrawal from The Club.

1. Writing a notice to the headquarters of The Club stating the desiring of leaving The Club.
2. Expulsion from The Club.

Part 2 Member may withdrawal from The Club at the end of the fiscal year, with the prior written notice to the headquarters before the last day of the fiscal year.

Part 3 The Club will not reimburse nor pay back the annual fee.

(Report and Notification)

Section 11 Member shall notify The Club when the current address and the telephone number changes.

Article 4 Admission Fee and Annual Membership Fee

(Admission Fee)

Section 12 Admission Fee will be 30,000 yen.

(Annual Fee)

Section 13 Annual Fee will be 30,000 yen.

Article 5 Officers and Board of Directors

(Officers)

Section 14 The Club shall have officers.

1. Directors few
2. Inspector one (1)

Part 2 One (1) Chairman, two (2) Vice Chairmans shall be elected from the Board of Directors and/or from the members of The Club and shall be decided at the General Assembly after being approved by over half of the attendees.

Part 3 Both Chairman and Vice Chairman shall lose their post if withdrawal from the Board of Directors status.

Part 4 If the Chairman encounters an accident or if the Chairman is lacking, the Vice Chairman or the member of the Board of Directors shall replace the Chairman temporary and act as the acting Chairman.

Part 5 Whenever Chairman and/or Vice Chairman resigns or lacking, the Board of Directors shall re-elect the new Chairman and/or Vice Chairman as quickly as possible as acting Chairman and/or acting Vice Chairman from the members of the Board of Directors.

Part 6 The term of office of both Chairman and Vice Chairman shall be one (1) year. If either is replaced (relieved) within the fiscal year, the new officer can only retain the office until the end of the term of the predecessor.

Part 7 Chairman and Vice Chairman may be re-elected for the next term.

(Board of Directors)

- Section 15 The Board of Directors (few) shall be elected from the current Board of Directors and/or from the members of The Club willing to take on the duty and shall be decided at the General Assembly Meeting after being approved by over half of the attendees.
- Part 2 The Directors shall lose their post if withdrawal from The Club.
- Part 3 The term of office of the Directors shall be one (1) year starting from the elected General Assembly Meeting, and if replaced (relieved) within the year, the term shall be until the next General Assembly Meeting following year.
- Part 4 The Director can be re-elected for the next term.

(Inspector)

- Section 16 The Inspector (1) shall be elected from other than the current Board of Directors, from the members of The Club and shall be decided at the General Assembly Meeting after being approved by over half of the attendees.
- Part 2 The Board of Directors shall re-elect the new Inspector as quickly as possible whenever the Inspector resigns or lacking from members of The Club other than from the current Board of Directors.
- Part 3 The term of office of the Inspector shall be one (1) year starting from the elected General Assembly Meeting, if replaced (relieved) within the year, the term shall be until the next General Assembly Meeting following year.
- Part 4 The Inspector can be re-elected for the next term.
- Part 5 The Inspector shall assume the following tasks.
1. Inspect and monitor The Club property.
 2. Report the property status at the next General Assembly Meeting.
 3. Comment on status of The Club property at the Board of Directors meeting.

(Board of Directors)

- Section 17 The Club shall have a Board of Directors.
- Part 2 The Board of Directors shall be made from the Directors in The Club.
- Part 3 The Chairman shall call the Board of Directors meeting (assembly).
- Part 4 The Chairman must call the Board of Directors meeting if when two-thirds (2/3) of the Directors present the topic and the need of assembly within one (1) month from the day of submittal.
- Part 5 In order to have a Board of Directors meeting, each Director shall be notified in writing of time and place of the meeting, as well as the topic of the meeting.
- Part 6 Said notification shall be submitted prior to fifteen (15) days of the assembly unless in case of emergency.
- Part 7 The chairman of the assembly shall be conducted by the Chairman. If the Chairman cannot attend the assembly, the Vice Chairman shall conduct the assembly.
- Part 8 The Chairman has the ability to vote in the assembly.
- Part 9 The assembly shall require at least two-thirds (2/3) of the Board of Directors' attendance in the meeting in order to make decision.
- Part 10 If the Director presents the comments on the topic in writing and delegates the will to other Directors present at the assembly, the Director is looked upon as an attendee of the assembly.

Part 11 The Board of Directors shall make the decision by vote of one-half (1/2) of attendance, unless specially notified within this Rules and Regulations.

Part 12 The Chairman can arrange the committee and assign the Directors in charge from the members of the Board of Directors for The Club activities.

(Committee)

Section 18 1. The Board of Directors shall consist of three (3) committees listed here; the General Affairs Committee, Activity Management Committee, Editorial Committee; and each Director shall enlist to one of the committees and each committee shall elect the leader (chief) and act accordingly with the Board of Directors meeting and manage The Club.
2. The Club members may participate in more than one of the committees, including all of the committees but do not have the right to vote nor make decisions.

(General Affairs Committee)

Section 19 The General Affairs Committee shall manage the following Club business and matters.
1. The Rules and Regulations.
2. Manage and update membership listing.
3. Record and take minutes.
4. Manage the registered cars.
5. Manage the accounting.
6. Manage The Club goods.

(Activity Management Committee)

Section 20 The Activity Management Committee shall manage the following Club tasks and activities.
1. Annual General Assembly.
2. Grand Meetings.
3. Regular meetings and assemblies.
4. Touring events.
5. Public Relations events.
6. Marketing events.
7. Plan.

(Editorial Committee)

Section 21 The Editorial Committee shall publish the official bulletin and news letters and manage the following tasks.
1. Edit.
2. News.
3. Design.
4. Proofreading.
5. Publish.

Part 2 The Editorial Committee can and may designate other Club members to accomplish tasks.

(Decision of Business Matters)

Section 22 The Club business matters shall be decided during the Board of Directors meeting.

Part 2 Management of The Club shall be responsible by the Board of Directors, which was decided upon the Annual General Assembly and obey the decisions of the Annual General Assembly.

(Advice, Adviser, Honorary Staff)

Section 23 The Board of Directors can receive advice from the specialist(s) when needed.

Part 2 The Board of Directors may grant honorary staff status to members that have especially contributed to The Club. The Board of Directors may place Advisers in order to execute The Club operation.

(Board of Directors Meeting Minutes)

Section 24 The chairman of the Assembly shall compose the minutes of the proceedings of the Assembly within two (2) weeks, recording time, place, considerations, and decisions discussed at the Assembly.

(Operation Entrusted)

Section 25 The Club may entrust operation to worker required.

Part 2 The entrusted worker shall be accepted and/or denied and/or dismissed by the Board of Directors at the meeting.

Article 6 The General Assembly

(Annual General Assembly)

Section 26 The Board of Directors shall summon the General Assembly each fiscal year by the last day of February and refer to the bills listed below to the committee.

1. Election of the Chairman and the Vice Chairmans.
2. Previous fiscal year report.
3. Previous fiscal year accounting report.
4. Planning of coming fiscal year activity report.
5. Planning of coming fiscal year budget.
6. Other needed discussions.

Part 2 The Annual General Assembly shall be summoned and presented in writing, noting the time and date, place of the Assembly to all members when being held.

Part 3 Said notification shall be submitted prior to fifteen (15) days of the Assembly unless in case of emergency.

Part 4 The Chairman of The Club shall be the chairman of the Annual General Assembly. If the Chairman cannot attend the Assembly, the Vice Chairman shall conduct the Assembly.

Part 5 The chairman may participate in the Assembly decision making.

Part 6 The Annual General Assembly shall require one-half (1/2) of the members' attendance in the Assembly in order to make decision.

Part 7 If the member presents the comments of the topic discussed in writing, including delegated members in the said Assembly, the member is looked upon as an attendee of the said Assembly.

Part 8 The decisions of the proceedings of the Annual General Assembly shall be made by the vote of majority of the attendance, unless specially notified within this Rules and Regulations.

(Special Assembly)

Section 27 The Board of Directors may summon a special assembly whenever required.

Part 2 Summoning a special assembly shall follow same requirements of the Annual General Assembly.

(Assembly Minutes)

Section 28 The chairman of an assembly and/or a special assembly shall compose the minutes of the proceedings of the assembly within two (2) weeks, recording time, place, considerations, and decisions discussed at the assembly.

Part 2 The chairman shall designate one (1) person from the attendee of the assembly, other than delegated member of the said assembly, to verify the recorded minutes of the assembly and sign the minutes found to be true.

Part 3 If the chairman considers that the minutes recorded by the reporter is incorrect, the Board of Directors shall hold a meeting to discuss and verify the issue.

Article 7 Accounting

(Managing the Funds)

Section 29 The Club fund shall be managed by the General Affairs Committee and shall require to clearly indicate the fund belonging to The Club and shall deposit the fund in the bank.

(Payment of the Expense)

Section 30 The expenses of The Club shall be payed and managed by the admission fee, annual fee, fund interest, and gifts and other support fees.

(Budget)

Section 31 The Chairman shall organize the budget prior to the next fiscal year and present to the Board of Directors and must receive the approval of over two-thirds (2/3) of the attendees of the assembly before presenting at the Annual General Assembly.

Part 2 Any modification or changes to the said budget after approval, the Board of Directors shall discuss in a special assembly and must receive approval of over two-thirds (2/3) of the attendees of the special assembly.

(Settlement of Accounts)

Section 32 The Club must settle the account within two (2) months of the end of the each fiscal year and must receive advice from the Inspector.

Part 2 The Chairman shall receive the advice from the Inspector within two (2) months of the end of the each fiscal year and present at the Annual General Assembly.

(Operational Year)

Section 33 The Club operational year shall start at each year January 1st and end at the same year December 31st and shall be called as the fiscal year.

Article 8 Reward and Punishment

(Official Commendation)

Section 34 The Board of Directors may give official commendation to meritorious members especially devoted to The Club.

Part 2 Said Commendation shall be decided by the rules.

(Expulsion)

Section 35 The Club may expel a member if the one or more of the following items match below. In such case, The Club shall notify the member and give the member a chance to defend and explain itself.

1. Member that go against The Club welfare and purpose.
2. Members that remarkably disgrace other member of The Club.
3. Members that remarkably disturb the Club order.
4. Members that do not pay the annual fee without any valid reason for six (6) months.

Article 9 Trademark Rights

(Trademark Rights)

Section 36 The Club, in order to function, shall require to receive proper rights of the trademark(s) of Rolls Royce and Bentley, from Rolls Royce and Bentley domestic Japan sales division authority and other various trademark holders.

Part 2 The Club, with the consent of the previous rule, shall have the rights of using and designating The Club emblem, membership emblem, other independent emblems of its own.

Part 3 The usage of the trademarks, emblems, and other independent markings discussed in the said two rules shall pursue the guidance of Rolls Royce and Bentley domestic Japan sales division authority.

(Event Holdings)

Section 37 The rights of The Club held events shall be possessed by The Club.

Part 2 Any events that The Club held that are covered, broadcasted, photographed, filmed, taped, published in any form of media of whatsoever shall require the permission from the Board of Directors.

Part 3 Any events that The Club held, which are filmed, taped, photographed by the members, as long as it is for a personal use, are allowed, unless if published and broadcasted whatsoever shall require the permission of the Board of Directors.

Part 4 The rights of any events that other branches held shall be possessed by The Club.

Article 10 Change of the Rules and Regulations

(Changes of Rules and Regulations)

Section 38 In order to change this Rules and Regulations, there must be an approval from the Board of Directors by agreeing over two-thirds (2/3) of the attendees of the meeting as well as receiving the approval at the General Assembly by approval of over two-thirds (2/3) of the attendees of the meeting.

Article 11 Supplementary Rules and Regulations

(Emergency Measures)

Section 39 If in case any incidents happen that are not listed here within that needs immediate decision making, the Chairman or the Board of Directors shall meet the requirements accordingly responsible through its best efforts, and shall report to the General Assembly on a later date and receive the approval.

(Paperworks, Bookkeeping)

Section 40 The Club shall keep the following paperworks and bookkeeping records at the designated bureau.

1. The Rules and Regulations of The Club.
2. Address of the officers and members of The Club.
3. Records of income and expense and other governmental required paperworks.
4. Record of Board of Directors minutes.
5. Record of the Annual General Assembly minutes.
6. Other required paperworks and accounting records.

(Duty and Requirements)

Section 41 The Club shall not be responsible for any accidents that happen during The Club held events and the parties encountering the accident shall discuss in good faith in clearing the matters on their own.

Part 2 If member of The Club acting as a passenger riding together in the motor vehicle driven by the other members of The Club, encounters an accident or trouble in the member's vehicle, the passenger must not claim any damages to the vehicle driver nor the owner for any reparation or any compensation whatsoever.

Part 3 The Club member driving the vehicle as well as vehicle owned by third person, including other cars of The Club members, shall assume total responsibility if whatsoever happens and must not owe any responsibility, singular or jointly, to the owner of the vehicle and or to any third party members for the damage caused.

(Operation Details and Official Regulations)

Section 42 The Rules and Regulations, including the management of The Club shall be decided by the Board of Directors.

Supplement

- Article 1 This Rules and Regulations was executed on November 9th, 1997. (New Edition)
- Article 2 This Rules and Regulations was executed on October 24th, 1998. (First Revision)
- Article 3 This Rules and Regulations was executed on December 4th, 1999. (Second Revision)
- Article 4 This Rules and Regulations was executed on November 11th, 2000. (Third Revision)
- Article 5 This Rules and Regulations was executed on February 22nd, 2003. (Fourth Revision)
- Part 2 This Rules and Regulations was translated to English on March 11th, 2003 (New Edition)