

**Club Rules of the Members Club called “Tesla Owners UK”, also known as
“Tesla Owners Group UK” and “TOGUK” (the “Club”)**

operated by Tesla Owners UK Limited (the “Company”)

Adopted in accordance with the Company’s Articles, on 31 January 2020

Part 1

Interpretation

1. Defined terms

In these rules, unless the context requires otherwise:

“Articles”	means the Company's articles of association.
“Associate”	means a person who is eligible to participate in a subset of the club’s activities having met eligibility rules set by the Executive Committee from time to time, but who is not a Statutory Member
“Executive Committee”	means the committee delegated by the Directors (and including all the Directors) to run the Club in accordance with the rules
“Director”	means a director of the Company
“Member”	means an Associate or Supporter, collectively “Members”
“Moderator”	means a person appointed from time to time to manage and moderate the membership, rules and content of the Club’s online forums, including its Facebook Groups, in support of the Club’s Purpose & Aims
“Statutory Member”	means a person who is a member of the Company as defined in section 112 of the Companies Act 2006
“Substantial Non-Cash Asset”	has the meaning given in section 191 of the Companies Act 2006
“Supporter”	means a person who is eligible to participate in all the club’s activities having met eligibility rules set by the Executive Committee from time to time, and who is a Statutory Member

Part 2

Purpose & Aims

2. Purpose & Aims of the Club

The Purpose and Aims shall be as follows:

- 2.1. To operate a Members' Club
- 2.2. To support and represent owners and users of Tesla products in the UK
- 2.3. To coordinate communications with Tesla for and on behalf of Members
- 2.4. To foster good relations between Members, staff, and other supporters of Tesla, and other parties who seek to achieve similar aims and purposes to the Club
- 2.5. To promote the uptake and adoption of electric vehicles, renewable or low-carbon energy, and the transition towards zero carbon living, for residents and businesses in the UK
- 2.6. To coordinate fundraising and charitable acts, on behalf of Members.

Part 3

Membership

3. Types of Membership

- 3.1. The Club shall recognise two membership statuses:
 - Supporter
 - Associate.
- 3.2. Supporters shall be Statutory Members.
- 3.3. Supporters shall pay a periodic membership fee to the Club, with the amount(s) and period(s) determined by the Executive Committee from time to time.
- 3.4. Associates shall not be Statutory Members and shall pay no membership fee. Supporters who stop paying periodic membership fees shall automatically become Associates.

- 3.5. Supporters shall be eligible to vote on resolutions at General Meetings in accordance with the Articles.
- 3.6. Both Supporters and Associates shall be eligible to vote to elect the President at General Meetings.
- 3.7. Supporters and Associates may be elected or appointed to the Executive Committee or other Committees created by the Executive Committee from time to time. Only Supporters may be elected or appointed to Executive Committee roles that also serve as Directors.
- 3.8. Supporters and Associates may serve as Moderators.
- 3.9. In order to be eligible for membership an individual must
 - 3.9.1 be the reservation holder, owner, registered keeper, or frequent user of a Tesla vehicle, or be the owner of a Tesla Energy product e.g. Powerwall or Solar Roof; and
 - 3.9.2 be primarily resident in the UK; and
 - 3.9.3 not be in a position where they would be in breach of any of these rules purely as a result of their membership; and
 - 3.9.4 (in the case of Supporters only) not be an employee of Tesla.
- 3.10. Notwithstanding the preceding rule the Executive Committee may grant (and remove) Associate membership status to any individual who they believe would contribute positively to the Club through such membership.

Part 4

Executive Committee

4. Composition

- 4.1. The Executive Committee shall comprise the following positions:
 - 4.1.1 President
 - 4.1.2 Vice President (Finance)
 - 4.1.3 Vice President (Membership)
 - 4.1.4 Vice President (Communications)

- 4.1.5 Vice President (Sustainability & Charity)
 - 4.1.6 Regulation & Compliance Officer
 - 4.1.7 Education & Community Outreach Coordinator
 - 4.1.8 Events Coordinator
 - 4.1.9 Web Manager
 - 4.1.10 Social Media Manager
 - 4.1.11 Moderator Representative
 - 4.1.12 Partnership & Supplier Lead.
- 4.2. The President and Vice Presidents shall serve as Directors of the Company.
 - 4.3. The Regulation & Compliance Officer shall serve as Company Secretary of the Company.
 - 4.4. The President may not hold any other Executive Committee role.
 - 4.5. Other individuals may hold up to two roles, although no individual may hold two roles that are both Directors.
 - 4.6. The Executive Committee may create (and remove) other roles by unanimous agreement of the Executive Committee members.

5. General Duties of the Executive Committee

- 5.1. All members of the Executive Committee shall act in the interests of the Club and Company, and shall comply with the obligations set out in s170 – 177 of the Companies Act 2006 as if they were Directors.
- 5.2. All members of the Executive Committee (but in particular the President and Vice Presidents) shall be expected to give consideration to the long-term future running of the Club by seeking out and encouraging new candidates to take up Executive Committee roles and potentially to succeed them in the senior positions.

6. Meetings of the Executive Committee

- 6.1. The Executive Committee shall formally meet no fewer than four times per year, and shall additionally use whatever additional ad-hoc meetings, telephone calls and electronic communications are deemed appropriate to enable Executive Committee members to fulfil their roles. Meetings may be virtual or face-to-face.
- 6.2. Formal meetings shall be minuted and minutes be made available to Supporters.
- 6.3. Formal meetings shall be quorate if at least half of the Executive Committee members are present, at least two of whom are Directors.
- 6.4. Formal meetings shall be chaired by the President or by a Director if the President is not present.
- 6.5. Matters will be decided at formal meetings by voting among those present. A vote passes if a majority of those present, including a majority of the Directors present, agree. The chair of the meeting shall not have a casting vote.
- 6.6. Each Formal meeting shall be immediately followed by a Directors meeting (in accordance with the requirements in Part 2 of the Articles) at which, where necessary, any decisions of the Executive Committee shall be formally enacted by the Directors.

7. Agreement of Intended Primary Activities

- 7.1. At the first formal meeting of the Executive Committee following an AGM the President shall present their proposal for the key activities and projects (“Intended Primary Activities”) of the Club (including any proposed nominated charities that the Club should support) during the coming year.
- 7.2. The Executive Committee shall vote on whether to approve the President’s proposal in accordance with Rule 6.5.
- 7.3. If the President’s proposal is substantially identical to a proposal that they shared at the preceding election, and they were then elected through a vote of the Members, the Executive Committee shall automatically vote to approve it.

- 7.4. If this vote is lost, the meeting shall be adjourned for one week after which the President shall return with an updated proposal and a second vote will be held with the same rules as the first.
- 7.5. If this second vote is lost the President shall resign their office and will be replaced in accordance with Rule 10.1. The replacement President shall present a proposal for approval in accordance with Rules 7.1 – 7.4 at the immediately subsequent formal meeting of the Executive Committee.

Part 5

Appointment of Committee Members

8. Eligibility

- 8.1. Supporters shall be eligible to hold Executive Committee roles that also serve as Directors.
- 8.2. Both Supporters and Associates shall be eligible to hold any other Executive Committee roles.
- 8.3. The maximum term any Committee member may normally serve in the same role is four consecutive years. A member may serve for a term longer than this only if nobody else has nominated themselves for the role in question and it would therefore otherwise be vacant, or by unanimous agreement of the Executive Committee.

9. Election of Committee Members

- 9.1. All Committee Roles other than Moderator Representative shall be subject to periodic re-election immediately prior to each Annual General Meeting.
- 9.2. The Moderator Representative shall not be elected but shall be appointed by the Moderators.
- 9.3. The term of office for the Vice Presidents shall be two years, with two of the four roles being subject to re-election each year.
- 9.4. Among remaining elected roles, the term shall be one year.

- 9.5. Anyone may nominate themselves for any elected role for which they meet the eligibility requirements, by notifying the Regulation & Compliance Officer no less than seven days prior to an Annual General Meeting.
- 9.6. If a role has more than one nomination an election shall be held during the seven days prior to the Annual General Meeting, with voting by electronic means and the winner determined using the instant-runoff method. Details of the vote counts shall be made available to any Supporter on request.
- 9.7. In the event of any election each candidate's member status (i.e. Supporter or Associate) will be disclosed along with their details and an optional short supporting statement.
- 9.8. In the case where the election is for the President, both Supporters and Associates shall be eligible to vote, and their votes shall count equally. For all other roles, only Supporters shall be eligible to vote.
- 9.9. Results for each role shall be determined in the order listed in Rule 4.1. If any candidate is elected to the maximum number of roles permitted by Rules 4.4 and 4.5 (or they have indicated that they wish only to take up a single role despite standing for multiple) they shall be treated as having withdrawn from the election for subsequent roles.
- 9.10. The results of the election shall be announced at the Annual General Meeting, and a resolution proposed to give effect to them.

10. Appointment of Committee Members

- 10.1. If any role becomes vacant mid-term, or is vacant because nobody nominated themselves for a role at the previous AGM, a replacement may be appointed by approval of the majority of the Executive Committee.

11. Resignation or Removal of Committee Members

- 11.1. Committee members are expected to dedicate continuing effort towards fulfilling the responsibilities of the role they occupy.
- 11.2. Any Executive Committee member may resign their role by giving notice to the remaining Executive Committee members.

- 11.3. The Executive Committee may remove any Executive Committee member from their role by unanimous agreement of the remaining Executive Committee members. If the removed Executive Committee member disagrees with this action they may appeal and present mitigating evidence to the Directors, who will undertake a review.
- 11.4. When standing for election or accepting an appointment to an Executive Committee role the applicant agrees that when their role ends, for whatever reason, they will use their best endeavours to ensure continuity and to pass over all materials and knowledge to their successor or to the Executive Committee.

Part 6

Finances of the Club

12. Financial Record Keeping

- 12.1. The Vice President (Finance) shall ensure that proper financial records are kept by the Club and Company.
- 12.2. An Annual Financial Statement will be presented to the AGM, which shall include accounts that have been subject to external scrutiny, either by Audit or Independent Examination.
- 12.3. Quarterly Management Accounts will be published and made available to the Executive Committee and Supporters.
- 12.4. The President and Directors shall have direct access to all the Club and Company's detailed financial records, and any other Executive Committee member shall have the right to ask for such access.

13. Banking

- 13.1. The Company's Funds shall be held at a UK retail bank or banks of good standing, and with regard to safe deposit limits (e.g. the FSCS).
- 13.2. At least two members of the Executive Committee, including the Vice President (Finance), shall have direct access to the bank account.
- 13.3. Any member of the Executive Committee may be issued with a debit card drawing on club funds, by agreement of and subject to transaction limits set by the Executive Committee.

14. Authorisation of Expenditure

- 14.1. Any proposed transaction involving a Substantial Non-Cash Asset shall be approved in advance by vote of the Supporters.
- 14.2. Any transaction or linked series of transactions greater than £2,500 shall be approved by the Executive Committee or by the Directors.
- 14.3. Any other expenditure shall be approved by a Director, either as an individual transaction, or as part of a pre-agreed budget for a project or undertaking.

15. Restrictions on Lending, Borrowing and Committed Future Payments

- 15.1. The Club shall not lend money to any party or organisation (other than in the form of refundable deposits in the ordinary course of Club activities).
- 15.2. The Club shall not borrow money (for example via a loan or overdraft, secured or otherwise).
- 15.3. The Club shall not commit itself to any continuing future payments (for example via an operating lease or rental contract) where the total of those committed future payments exceeds the Club's free cash balance.

16. No Distribution

- 16.1. No distribution of Club funds to Members shall be permitted.
- 16.2. If the Club is wound up or ceases, then any residual balance of funds will be donated to the Club's last nominated charity.

Part 7

General Meetings

17. Annual General Meeting (AGM)

- 17.1. The Club shall hold an AGM of the Company during the three months following the end of the Company's financial year.

- 17.2. At the AGM the outgoing Executive Committee shall present
 - 17.2.1 A financial statement in respect of the previous Company financial year as per Rule 12.2
 - 17.2.2 A report by the outgoing President on the Club's activities in the preceding year
 - 17.2.3 A sustainability report as per Rule 22.1.3.
- 17.3. The results of any election for new Executive Committee members shall be announced and enacted at the AGM as per Rule 9.
- 17.4. If the proposed activities for the coming year as proposed by the incoming President require any expenditure in excess of the limits in Rule 14.1 a vote shall be held among the Supporters to approve this.

Part 8

Executive Committee Roles

The Executive Committee shall comprise at a minimum the following roles, with the (approximate, indicative and non-exhaustive) responsibilities listed:

18. President

- 18.1. The President is the public face of the Club and its primary representative when dealing with Tesla, other Tesla Owners' Clubs around the world, and with third party organisations and partners.
- 18.2. The President
 - 18.2.1 sets the Club's Intended Primary Activities for each year, subject to Executive Committee approval
 - 18.2.2 chairs the Executive Committee and is expected to set goals and targets for the Club on a continuing basis, in accordance with the Purpose & Aims and the Intended Primary Activities, and to lead the remainder of the Executive Committee in their work to achieve these goals and the Club's Aims
 - 18.2.3 appoints Regional Chapter Representatives, who represent the Club at regional events and activities

18.2.4 is ultimately responsible for ensuring the Club continues to meet Tesla's requirements for retaining Official Owners' Club status.

19. Vice President (Finance)

19.1. The Vice President (Finance) is responsible for

19.1.1 ensuring the company's bookkeeping, accounts and finances are in order

19.1.2 managing expenses claims and budgets

19.1.3 producing quarterly management accounts and annual financial statements, and arranging for annual independent inspection of these

19.1.4 filings and correspondence with HMRC and other financial authorities.

19.2. The Vice President (Finance) is one of the signatories to the Club's bank accounts.

19.3. The Vice President (Finance) is also a Director, and their term of office lasts for two years.

20. Vice President (Membership)

20.1. The Vice President (Membership) is responsible for

20.1.1 Managing the approval and removal of Supporters and Associates

20.1.2 Maintaining up to date contact information for Supporters and Associates

20.1.3 Organising welcome pack printing and distribution

20.1.4 Organising renewal packs

20.1.5 Managing membership benefits (in coordination with the Partnership and Supplier Lead), including equipment loan or rental services offered by the Club.

20.2. The Vice President (Membership) is also a Director, and their term of office lasts for two years.

21. Vice President (Communications)

21.1. The Vice President (Communications) is responsible for

21.1.1 Ensuring meetings are effectively organised, minuted and actioned

21.1.2 Dealing with all inbound requests to the Club

21.1.3 Managing communications between Executive Committee members

21.1.4 Coordinating the other Executive Committee members into effective working groups

21.1.5 Managing communications between the Club and its Regional Chapters

21.1.6 Ensuring Supporters have access to information about how the Club is run and the activities of the Executive Committee, other committees, and of the Club itself

21.1.7 Working with the President to ensure that new Tesla owners in the UK are made aware of what the Club offers

21.1.8 Working with the President to seek positive press coverage and PR opportunities for the Club and for Tesla UK.

21.2. The Vice President (Communications) is also a Director, and their term of office lasts for two years.

22. Vice President (Sustainability & Charity)

22.1. The Vice President (Sustainability & Charity) is responsible for

22.1.1 Ensuring that the Club operates in as sustainable a fashion as is reasonably possible

22.1.2 Championing the ethos of the transition to sustainable energy and transport

- 22.1.3 Auditing the Club's activities against its stated Purpose and Aims, and reporting on this to the Supporters
- 22.1.4 Working with the President to identify opportunities for the Club to benefit the wider community, including through fundraising or other support for the Club's nominated charity or charities
- 22.2. The Vice President (Sustainability & Charity) is also a Director, and their term of office lasts for two years. As a Director they have a statutory duty under Section 171(1)(d) of the Companies Act 2006 to *"have regard to the impact of the Company's operations on the community and the environment"*.

23. Regulation & Compliance Officer

- 23.1. The Regulation & Compliance Officer is responsible for
 - 23.1.1 statutory company matters including filings at Companies House
 - 23.1.2 compliance with Data Protection Regulations and GDPR
 - 23.1.3 matters relating to the Company's governance and Club rules
 - 23.1.4 maintaining the statutory list of members as held at the Company's Registered Address
 - 23.1.5 managing the contractual legal relationship between the Club and Tesla Inc, and between the Club and any Regional Chapters operating within the UK
 - 23.1.6 helping the Directors to ensure that they act in accordance with their duties and obligations
 - 23.1.7 organising the formal aspects of General Meetings and Directors Meetings.
- 23.2. The Regulation & Compliance Officer serves as Company Secretary.

24. Education & Community Outreach Coordinator

- 24.1. The Education & Community Outreach Coordinator is responsible for

- 24.1.1 Ensuring that the Club provides accurate and useful information to Supporters and Associates, whether they are brand new owners or experienced EV pioneers
- 24.1.2 Managing the Club's Online Mentorship Scheme in coordination with the Moderator Representative
- 24.1.3 Identifying and implementing means of promoting Tesla, electric vehicles, and sustainable energy to the wider community
- 24.1.4 Handling any inbound requests to the club for assistance.

25. Events Coordinator

25.1. The Events Coordinator is responsible for

- 25.1.1 Chairing the Events Committee to organise formal and informal Club events
- 25.1.2 Liaising with and supporting people organising informal and regional events
- 25.1.3 Ensuring Health & Safety guidelines are followed in respect of events, and that appropriate insurance is in place
- 25.1.4 Arranging the safe storage of event materials and ensuring they are kept in good working order
- 25.1.5 Coordinating the publication and promotion of Events to Supporters and Associates.

26. Web Manager

26.1. The Web Manager is responsible for

- 26.1.1 Managing a group of content creators and editors to post, update, edit and maintain content on the Club website
- 26.1.2 Keeping the website secure, well maintained, and reliable
- 26.1.3 Securing content and input from other Executive Committee members to add to the website and/or post into the Club's Online Forums/Groups.

27. Social Media Manager

27.1. The Social Media Manager is responsible for

- 27.1.1 Managing the Club's social channels (including but not limited to Twitter, Instagram, LinkedIn and the Club's Facebook Page)
- 27.1.2 Creating posts and responding to interactions/comments/contact on those channels
- 27.1.3 Coordinating with the Moderator Representative in respect of the Club's Online Forums/Groups
- 27.1.4 Escalating important/high performing posts to be shared with Tesla's Media Team
- 27.1.5 Liaising with the Events Coordinator and Vice President (Communications) to ensure all UK events have suitable media coverage (e.g. photography and videography).

28. Moderator Representative

28.1. The Moderator Representative is responsible for

- 28.1.1 Representing the views of the Moderators to the Executive Committee and vice versa
- 28.1.2 Ensuring that the Club's Online Forums/Groups are run and managed in such a fashion that best achieves the Club's Purpose & Aims
- 28.1.3 Managing the Club's Online Mentorship Scheme in coordination with the Education & Community Outreach Coordinator
- 28.1.4 Escalating moderation issues to the Executive Committee where needed.

28.2. The Moderator Representative is appointed to the Executive Committee by the Moderators and is not subject to election.

29. Partnership and Supplier Lead

29.1. The Partnership and Supplier Lead is responsible for

- 29.1.1 Identifying and working with suppliers and partners to obtain discounts and benefits for the Club and its Supporters and/or Associates
- 29.1.2 Coordinating with the Vice President (Membership) in respect of membership benefits.

Part 9

Conflict of Interest

30. Conflict of Interest

- 30.1. Given the Club's Purpose & Aims (see Rule 2) and the eligibility rules for membership (see Rule 3.9) it is inevitable that conflicts of interest will arise between the Club and its Members. In general, these should not be an impediment to any person contributing positively to the Club.
- 30.2. All Executive Committee Members must have particular regard for any situation in which they have, or can have, an interest that conflicts with the interests of the Club, and must act in accordance with the provisions of Section 175 of the Companies Act in respect of any such situation, as if they were a Director. This means that they must either avoid the situation/conflict, or they must seek authorisation from the (other) Directors in respect of it.
- 30.3. In granting such authorisation the Directors shall determine what restrictions or limitations to impose upon the conflicted party, if any. For example, this may include not being permitted to vote on certain matters, having to absent themselves from certain discussions, or not being allowed access to certain information.
- 30.4. If any Member finds that they have a conflict of interest that is so severe that it would bar them from holding any Executive Committee role, because the conflict would be incapable of authorisation by the Directors, even with limitations or restrictions applied, they must resign their membership of the Club.

Part 10

Regional Chapters

31. Operation of Regional Chapters

- 31.1. The Club may operate Regional Chapters covering individual areas of the UK.
- 31.2. Regional Chapters will be run by individual Regional Chapter Representatives who are appointed by the President.
- 31.3. The operation of Regional Chapters will be governed by a Regional Chapter Agreement, the terms of which are maintained by Regulation & Compliance Officer and may be varied by agreement of the Executive Committee.

Part 11

Delegation

32. Online Forums

- 32.1. The Executive Committee shall delegate day to day running of the Club's Online Forums/Groups, to the Moderators, through the Moderator Representative.
- 32.2. Moderators shall be appointed by agreement of the existing Moderators.
- 32.3. Moderators may be removed by unanimous agreement of the remaining Moderators or by unanimous agreement of the Executive Committee (excluding the Moderator Representative).
- 32.4. The Moderators may create and modify the rules of conduct of, and eligibility requirements for entry to, the Online Forums/Groups as they see fit.
- 32.5. If anyone disagrees with a decision of the Moderators, and the Moderator decision was not unanimous, they may ask the Executive Committee to review it. Such reviews are at the discretion of the Executive Committee.

33. Events

- 33.1. The Executive Committee shall delegate organisation of events to an Events Committee, which shall be chaired by the Events Coordinator.
- 33.2. The Events Coordinator shall seek approval from the Executive Committee to hold any formal club events.
- 33.3. The Events Coordinator shall be responsible for ensuring that suitable Insurance cover is in place for any events held.
- 33.4. All financial transactions relating to formal club events (e.g. ticket sales, costs) will be transacted through a bank account in the Company's name, and such costs and income will be incorporated into the Company's financial statements.
- 33.5. It shall be permitted for events to be subsidised by the Club. Such subsidies shall be agreed in accordance with Rule 14.

34. Other

- 34.1. The Executive Committee may delegate responsibility for other matters to sub-committees as it sees fit. Any sub-committee shall be chaired by a member of the Executive Committee and report to it via them.

Part 12

Transitional Arrangements

35. Date of Effect

- 35.1. These rules shall take effect seven days before the first AGM following the resolution that agrees to their adoption.
- 35.2. Rule 17.2.3 shall take effect only after the election of the first Vice President (Sustainability & Charity).

36. Transitional Arrangements

- 36.1. At the first election after these rules take effect the Vice President (Communications) and Vice President (Sustainability & Charity) shall exceptionally stand for 1 year terms.
- 36.2. Since all Executive Committee roles other than the President are new, any person taking up one of these roles shall be treated as holding the office for the first time.
- 36.3. If at the first election after these rules take effect the existing President shall be returned to office this shall be treated for the purposes of rule 8.3 as their third consecutive year holding the role.
- 36.4. Anyone wishing to nominate themselves for election at the first election after these rules take effect shall do so by notifying any of the Directors no less than seven days before the first AGM.