



RENEWABLE TRANSPORT FUEL ASSOCIATION

RULES AND CODE OF CONDUCT

(updated following September 13th 2023 AGM)

1. INTRODUCTION

1.1 The Renewable Transport Fuel Association (RTFA) is the voice of the UK sustainable renewable and recycled carbon fuel producers and the major suppliers of these fuels (Renewable Fuels). Renewable Fuels companies comprise companies producing liquid Renewable Fuels, together with suppliers of gaseous fuels, such as biomethane, biopropane or renewable hydrogen.

The RTFA is the trade association for these producers and suppliers.

1.2 The RTFA shall encourage, assist, participate in and foster in any manner determined by the Board the activities of the companies and persons engaged in the production and supply of Renewable Fuels with a view to the maintenance of good trade practices, healthy competition and the reputation of such companies and persons on the basis of sound commercial principles. The affairs of the RTFA shall not be conducted for profit.

1.3 In pursuance of these aims the RTFA shall:

- (a) Communicate, to relevant policy makers and stakeholders, the benefits of increasing the use of renewable fuel as a means of decarbonizing transport. Transport sectors comprise road, rail, maritime and aviation. Renewable fuels include crop and waste based renewable fuels, fuels of non-biological origin and recycled carbon fuels.
- (b) Ensure that all liquid and gaseous Renewable Fuels are promoted, without favour for any particular fuels, but acknowledging that different fuels have different characteristics.
- (c) Lobby for the protection of UK manufacturers of Renewable Fuels against unfair trade practices in other countries.
- (d) Develop harmonization and certification standards at UK level, including traceability.
- (e) Encourage the exchange of experiences and best practices between the industry Members.
- (f) Produce proposals, recommendations and position papers in response to Government consultations and legislative and policy developments in the UK.
- (g) Organize events, conferences and seminars to discuss current subjects related to renewable transport fuels.
- (h) The Association may also enter into collaboration agreements with similar Associations or institutions, including those outside the UK.

These Rules and Code of Conduct are referred to and form part of the RTFA's Articles of Association and are binding on all Members.

2. MEMBERSHIP

2.1 All individuals, firms, companies and other entities engaged in the business of the production and/or supply of Renewable Fuels are eligible in principle to apply for membership of the RTFA (Membership).

2.2 An applicant for Membership (in any category) must apply in writing to the Secretary in such form as RTFA may from time to time prescribe. The Secretary will provide copies of application forms to any such applicant and may do so by reference to documents which can be downloaded from RTFA's website.

2.3 An applicant for Membership as a Full Member of RTFA must:

- (a) demonstrate that a substantial part of its business involves the production and/or supply and/or co-processing of Renewable Fuels;
- (b) satisfy the Board that it will support the objects of RTFA and not take any action which is prejudicial to the direct interests of RTFA or its good name;
- (c) acknowledge in writing receipt of these Rules and the Articles and agree to comply with them as they may be amended from time to time;
- (d) be a company with limited liability and incorporated within the UK; and
- (e) comply with any other requirements which the Board may set from time to time in its absolute discretion.

2.4 Full Members have voting rights on policy matters and elections for representatives/ officers of RTFA.

2.5 Associate Members have voting rights on elections for representatives/ officers of RTFA. An applicant for Membership as an Associate Member of RTFA must:

- (a) be a Renewable Fuels producer with interests in the UK but not a UK incorporated company or
- (b) be a UK individual, firm, company or other entity which does not fall into the category of either a Full or Start-up Member ¹

and in either case

- (c) satisfy the Board that it will support the objects of RTFA and not take any action which is prejudicial to the direct interests of RTFA or its good name
- (d) acknowledge in writing receipt of these Rules and the Articles and agree to comply with them as they may be amended from time to time;
- (e) comply with any other requirements which the Board may set from time to time in its absolute discretion.

2.6. An applicant for Membership as a Start-up Member of RTFA must demonstrate that it is an organisation looking to develop or developing RTFO fuel and/ or to produce or producing recycled carbon fuel but which is not yet operating commercially. Start-up Members have voting rights on representatives of the Association.

2.7 When in the opinion of the Board (whose decision shall be final) a Start-up Member has commenced construction of facilities for the commercial production of fuel it shall be moved into the Full Membership category at the expiration of the membership year in which those operations are commenced, and invoiced accordingly.

¹ Examples of such companies include feedstock producers, freight / fleet operators, consultancies and vehicle manufacturers.

2.8 The Board may appoint like-minded membership organisations to be Reciprocal Members of RTFA in the expectation of a close working relationship. A Reciprocal member shall not pay a Membership fee and has no voting rights. A Reciprocal Member may input into policy development. Both the RTFA and the Reciprocal Member charge membership fees however, those fees shall be waived and each of the Reciprocal member and the RTFA shall set out the terms for the reciprocal arrangement, which shall be agreed each year. Reciprocal membership shall not entitle either the RTFA or the Reciprocal Member to circulate the other's material in its entirety.

2.9 The rights of the different categories of Members are summarized in the following table.

Right	Full Members	Start-up Members	Associate Members	Reciprocal Members
Votes in elections of company officers	Yes	Yes	Yes	No
Votes in policy making decisions	Yes	No	No	No
Input into policy development	Yes	Yes	Yes	Yes

2.10 Upon receipt of an application for Membership, the Secretary shall place the application for membership before the first meeting of the Board which follows the receipt of the completed application. If the Board members present vote unanimously for the applicant to be admitted to Membership, the Secretary shall enter the name of such applicant into the register of Members, subject to Rule 2.11 below.

2.11 The Board shall decide into which Membership category an applicant shall fall applying the following principles:

- (a) Where a company simultaneously falls into more than one category, it will be elected to the higher category of membership.
- (b) Where a company has different subsidiaries, which may fall into different categories, the parent or group company shall be the member in the highest appropriate category taking account of the businesses of the subsidiaries. All the subsidiary companies shall be entitled to describe themselves as members but only the parent or group company shall be entitled to vote.

2.12 The Board shall have the right to invite or permit an applicant or a Member to pay a discounted membership fee. For example (but without limitation) if

- (a) the company cannot afford to pay the appropriate fee;
- (b) the company is being given a trial membership;
- (c) the company is providing payment in kind deemed roughly equivalent to the cost of membership;

It is anticipated that this discretion is most likely to be used in the context of small consultancies or sole traders whose contribution to policy development is deemed valuable. These members shall be deemed Associate Members and may receive a discount of up to 100% of the fees payable.

- (d) Every applicant or Member paying a discounted rate shall require a Full Member or the Chief Executive to sponsor its entry. The sponsor shall invite a key contact from the applicant to set out what benefits it would bring / contributions it will make to the RTFA and the decision and rate of discount shall be decided by the Board of Directors acting unanimously. The level of discount shall be reviewed each year.

2.13 Upon acceptance of an application for Membership by the Board, the applicant shall become a Member once all of the following have taken place:

- (a) the applicant has paid to RTFA a sum in respect of that year's subscription pro rata and appropriate to the category of Member to which the applicant has been admitted;
- (b) the applicant has been registered as a Member in RTFA's appropriate register of Members.

2.15 The Board shall have the right in its absolute discretion to refuse admission to membership. The Board shall act reasonably and take account of all the circumstances and the objects of RTFA when making its decision. The Board may ask the applicant for further information before making its decision. The applicant shall be notified within 28 days of the Board's decision in writing of the reasons for refusal. An applicant may re-apply after the expiry of six months from the date of the refusal.

2.16 The rights and privileges of membership of RTFA are not transferable.

- 2.17 (a) The membership year commences on 1st January and shall continue from year to year until determined in writing by giving 3 months' notice to expire on or before 1st January. No refund of fees will be made if a Member resigns in the course of a membership year but the Member may elect either to resign with immediate effect or with effect from the last day of that membership year.
- (b) Fees are payable on demand and a supplementary charge may be made if the fees are not paid within one month of the due date.
 - (c) Upon termination of a Member's membership howsoever occurring, the Member's name shall be struck off the appropriate register of Members.

3. MEMBERS' REPRESENTATIVES

3.1 The membership application form requires an appointed representative (the Representative) to be nominated by the applicant. That nominated Representative shall be a director partner or senior employees of the Member. In the event that at any future date the Member wishes to change the identity of the nominated Representative it may do so and shall forthwith give written notice of such appointment to the Secretary.

3.2 A Member may at any time revoke such appointment by notice in writing to RTFA, and upon receipt of such notice the relevant representative shall cease to act as a representative and any representative of the Member nominated in his place

will become the Representative and be entitled to exercise the rights and obligations of membership on behalf of such Member.

3.3 Each Member may appoint only one Representative.

4. DISQUALIFICATION OF MEMBERS FROM RTFA AND DISCIPLINARY PROCEDURE

4.1 Membership shall cease if:

- (a) in the opinion of the Board, a Member ceases to satisfy the Board that it will support the objects of RTFA and not take any action which is considered to be prejudicial to the interests of RTFA or RTFA's good name;
- (b) the Board refuses to accept a renewed subscription from any Member;
- (c) a Member ceases to have the involvement in the production or supply of Renewable Fuels required of the relevant category of Member;
- (d) a Member tenders a written resignation to the Secretary;
- (e) a Member fails to pay the annual subscription in any calendar year;
- (f) a Member becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally, or has a receiver, administrative receiver or administrator appointed, or in the case of a firm, is dissolved;
- (g) the Member dies;
- (h) the Member becomes incapable by reason of unsound mind, illness or injury of managing and administering his property and affairs;
- (i) the Board resolves that the Member is in material breach of the Articles or the Rules, for the time being of RTFA as amended or supplemented from time to time and/or has otherwise acted and/or been found by an authority such as a criminal court to have acted in a manner which Board considers to be incompatible with membership; or
- (j) the Member fails to meet such requirements for the renewal or continuation of membership as may be specified from time to time in the Rules or the Articles.

- 4.2 (a) The Secretary shall give the Member not less than four weeks' notice in writing of any meeting of the Board at which it shall consider whether to cease that membership and of the reasons proposed for such decision and the Member shall be entitled to give a written explanation of any matters or circumstances which the Board considers do or may constitute any of the grounds set out in Rule 4.1 above on the part of the Member.
- (b) Notwithstanding any provision of this Rule 4, if a Member purports to resign once notice of expulsion and/or disciplinary proceedings has been issued by the Secretary, the Board may refuse to accept such resignation and instead expel the Member.
 - (c) A Member shall deposit the written explanation referred to in Rule 4.2(a) to the RTFA at RTFA's registered office or, by mutual agreement between the Member and the Board, shall give an oral explanation to the Board, within such period as the Board may specify.
 - (d) If, after consideration of any such explanation or if no explanation is received within the period specified, the Board acting unanimously is of the opinion that the matters or circumstances concerned constitute one or more of the grounds set out in Rule 4.1 above on the part of the Member, the Board may resolve that:

- (i) specified directors, partners and/or other employees and/or agents of the Member or the Member itself shall, for such period and on such terms as the Board may determine, not be permitted to serve as a Director, Member's Representative, or member of any committee or working group of RTFA; and/or
- (ii) the Member be censured; and/or
- (iii) the membership of the Member concerned shall be terminated or suspended for a specified period; and/or
- (iv) any other sanction which the Board may in its absolute discretion decide appropriate be applied.

4.3 The Board shall be entitled, subject to the procedure described in Rule 4.2(a), in its absolute discretion, and in such manner as it thinks fit, to notify or cause to be notified the Members of RTFA of the findings of any meeting of the Board which is called under this paragraph, and in particular any resolution passed by the Board under Rule 4.2(d) above. In addition the Board shall similarly be entitled, in its absolute discretion and in such manner as it thinks fit, to notify or cause to be notified its findings to the public or any person, authority, body, commission or enquiry.

4.4 The Board shall notify the Member concerned of a resolution under Rule 4.2(d) above within seven days of such resolution. Such resolution shall be brought into effect immediately.

5. APPOINTMENT AND RETIREMENT OF DIRECTORS

5.1 The Secretary shall, two months prior to giving notice of the annual general meeting, send out to all Full, Associate and Start-up Members an explanation of the basis on and procedure by which such Members are eligible to stand for election to the Board. Such notice shall also request the name of the Member's Representative.

5.2 Within two weeks of such request, each such Member's Representative wishing to stand for election shall send to the Secretary a written signed notice stating his willingness to be elected and a notice in writing of another Member (excluding a Reciprocal Member) giving notice of its intention to propose the Member's Representative willing to be elected, as well as no more than 100 words explaining why that Member's Representative should be elected.

5.3 The Secretary shall enclose with the notice of the annual general meeting a declaration of the name of each person seeking election, the name of the Member which he represents and the name of his proposer and of the Member employing the proposer, and the number of vacancies on the Board. If the number of candidates does not exceed the number of vacancies, the persons nominated shall be deemed and declared to be elected at the annual general meeting. In other cases, an election by ballot shall be declared by the Secretary and voting details sent with the notice of the annual general meeting.

5.4 Each Member entitled to vote shall be entitled to exercise a number of votes equal to the number of vacancies for Directors. Each such Member shall give no more than one vote to any one candidate.

5.5 Those of the candidates who are equivalent in number to the vacancies and who receive the highest number of votes shall be declared to be elected by the Secretary at the annual general meeting. The Chairman at the annual general meeting shall have the casting vote in the event that any candidates receive an equal number of votes. The new Directors shall take up their appointments forthwith upon the Secretary's declaration of the result.

6. POLICY MATTERS

6.1 The Chief Executive in consultation with members shall reach agreement on policy making recommendations. The Chief Executive shall weigh up the contributions/suggestions made by Members and assess them in the context of the broad objectives of the RTFA and the principles outlined below.

- (a) The RTFA shall subscribe to evidence-based policy making, taking into account the full life cycle impacts of technology and fuel choices.
- (b) The RTFA shall adhere to the principle of being technology/fuel neutral, encouraging long-term policy measures which focus on the objectives sought, and enabling innovation and competition.
- (c) The RTFA shall not favour one type of fuel above any other.

6.2 If it is not possible to reach an agreement regarding a policy recommendation following the principles outlined above, the Chief Executive may take one of the following courses of action:

- (a) refrain from putting the policy recommendation forward.
- (b) set out the policy recommendation, but report that not all members agree with it. The reasons for the disagreement or differences of view may be set out by way of explanation.
- (c) take a vote of the Full Members and Directors of the RTFA (save that no Director shall be entitled to vote as a director if he is also voting as a Full Member) on whether voting shall be required in order to put forward the policy recommendation. A vote of two thirds majority of all those Full Members and RTFA Directors entitled to vote as set out above and exercising their vote shall be required in order to put forward the policy recommendation.

7. COMPETITION LAW MATTERS

7.1 RTFA's policy is to comply with UK and European competition laws in letter and spirit. This policy applies to anyone acting on (i) the RTFA's behalf; and (ii) behalf of an RTFA Member. UK and European competition laws apply to Members business activities and actions including the actions and activities which take place under the auspices of trade associations such as the RTFA.

7.2 RTFA, and other trade associations are legitimate, important bodies, which advance issues of common interest to their respective industries. As RTFA includes members who are competitors, it is necessary to ensure that participation in RTFA complies with competition laws at all times.

7.3 RTFA understands that UK and EU competition laws prohibit arrangements (including information exchange) between undertakings and decisions by associations of undertakings, which have as their object or effect the prevention,

restriction or distortion of competition. In particular, they prohibit practices which include:

- (a) Directly or indirectly fixing purchase or selling prices;
- (b) Limiting or controlling the provision of services, markets, technical development or investment; and
- (c) Sharing markets and/or customers.

UK and EU competition laws also prohibit any abuse by one or more undertakings of a dominant position.

7.4 To help ensure that meetings and activities of RTFA members do not lead to breaches of UK and EU competition laws and in particular that no competitively sensitive information is exchanged, the following protocols should be observed before, during and after RTFA formal meetings, informal meetings, events and presentations. This area of law is complex and extreme care should be taken.

(a) Do not discuss or agree with any other competitor or potential competitor (whether before, during or after any RTFA meeting as described above) any of the following:

- Price or price elements (including discounts, rebates, surcharges, allowances, concessions, price mark-ups, and the like).
- Terms and conditions of sale or supply.
- Information relating to individual customers, suppliers, or competitors.
- Allocation of services, customers, markets, territories, or sales.
- Bids, bidding terms, tactics, strategies or practices.
- Refusals to purchase from, or modification of purchase arrangements with, suppliers.
- Profits, margins and costs.
- Strategic plans, business plans, intentions, promotional activities and marketing strategies or investment plans.
- Items which do not feature on the agenda.
- Any other confidential or competitively sensitive information

(b) Do:

- always review agendas for meetings prior to attendance to ensure that no items on the agenda raise competition law concerns. If in doubt seek legal advice.
- be cautious in the presence of competitors even in informal or social situations.
- allow open and equal participation of members in general RTFA or committee meetings and do not exclude a specific member or group of members from particular meetings.
- Ensure that minutes are received and reviewed together with presentations made at all meetings. If the minutes are inaccurate or incomplete or raise any questions, insist on rectification.
- Consider taking summary written notes of all discussions and presentations relating to RTFA. Assume that any notes you take will be discoverable in the event of any investigation or other litigation.
- Keep in mind that activities relating to standard setting, lobbying activities, benchmarking and statistics dissemination can bring along competition law risks, especially when presented as a collective decision of RTFA from which members should not deviate.
- Seek legal advice immediately if any RTFA activity raises competition

law concerns and before any discussion relating to any potentially sensitive competition issues.

- Record any steps taken to ensure compliance with competition rules.
- Remember that these Rules do not justify any anticompetitive conduct or agreement. Furthermore, remember that just being present when illegal discussions are taking place may be sufficient for a competition law infringement to arise even if there is no active participation in the discussions.

8.1 Functioning of RTFA: Members agree to contribute actively to the functioning of RTFA by devoting time and professional resources to the Board, and committees and working groups, as needed. Members will pay membership fees and other invoices promptly, and RTFA will do the same in respect of its suppliers.

8.2 Mutual Understanding: RTFA will give priority to reaching consensus between members and will at all times maintain a neutral position in relation to members' interests. RTFA will strive to avoid showing any preference towards any member company over another. Where there is diverging opinion within the membership, RTFA will seek to present a balanced case respecting the different interests involved. Where appropriate RTFA will work with non-members and other associations in allied sectors on matters of joint concern.

8.3 Confidentiality: RTFA shall always try to maintain commercial confidentiality. RTFA shall use reasonable endeavours to safeguard the confidences of all members and past members and shall not disclose these confidences to their disadvantage or prejudice unless the member has released such information for public use or has given permission for disclosure. The working documents presented at meetings, the discussions of the committees and working groups, internal position papers and voting positions are to be regarded as confidential and shall not be communicated to or commented upon to third parties.

8.4 Ethics and responsibility: Members shall strive to ensure that RTFA professional duties are conducted without causing offence on the grounds of gender, race, religion, disability or any other form of discrimination or unacceptable reference.

Members shall conduct their activities with the utmost responsibility and integrity and will implement best practice throughout their operations, in particular in the fields of environment, health, employee safety, product safety and competition law. They will, at all times, maintain the highest levels of integrity, business ethics and competitive fairness. Members declare that their operations will be conducted in full compliance with domestic, national and international regulatory requirements.

Members are opposed to any form of bribery or attempted bribery which could undermine free and open competition. The RTFA will never offer any financial or other inducement, including direct and indirect payments, offers of employment or substantial gifts or entertainment, to any Member, prospective member or holder of public office in an attempt to influence any decision-making process which may affect RTFA or the industry in any way.

8.5 Withdrawal: If a Member considers that it is no longer able to comply with these Rules and Code of Conduct, that Member must resign from the RTFA.

8.6 Data Protection Act 2018 and General Data Protection Regulations:

- (a) Individuals' rights: RTFA collects personal data relating to contacts within its Members. Personal data which RTFA collects includes forename(s) and surnames, job titles, telephone numbers, email addresses, membership of RTFA committees and working groups, and whether a contact is the main contact for the RTFA Member, the Nominated Representative, or not. RTFA also generates and holds log-in details for the members' area of the RTFA website.
- (b) Personal data: Personal data or personal information, means any information about an individual from which that person can be identified.
- (c) Collection of Personal data:
 - (i) RTFA collects personal data when that data is necessary for compliance with legal obligations, such as the data required by Companies House relating to the appointment of directors of RTFA. RTFA also collects personal data relating to individuals who are not employees of, or linked to, its Members. Personal data which RTFA collects relating to such "non-members" includes forename(s) and surnames, job titles, telephone numbers, email addresses, membership of RTFA committees and working groups open to "non-members" and attendance at RTFA events
 - (ii) Personal data is generally collected directly, in a variety of ways, including from membership application forms and via the annual membership renewal process; from events booking forms; and through contact via telephone and email. However, RTFA website visitor data is collected automatically. RTFA also takes photographs at events for use in the production of promotional materials, such as its newsletters. Although not collected by RTFA, personal data is also available from social media platforms.
- (e) Use of personal data:
 - (i) Personal data is used by RTFA for the general administration of the RTFA; to provide information relating to committees and working groups; to provide technical support and business advice to Members; to provide information on courses and events; to provide publications and guides; in the production of promotional materials; for work with contacts in Government, other trade associations and other organisations; and for reviews of the use of its services.
 - (ii) In addition to sharing data when necessary for compliance with legal obligations, RTFA may share personal data with service providers, such as those who provide IT system, website and public relations services, and with professional advisors, such as its lawyers, bankers and accountants.
 - (iii) RTFA may share personal data with other third parties in the course of organising events insofar as the names and affiliation of those who have registered to attend events may be shared with other delegates and speakers and with event organisers at event venues. Event organisers at event venues are also notified of special dietary requirements.
 - (iv) RTFA asks all third parties to maintain the security of personal data shared with them and authorises them to use the data only for the purposes for which it has been provided.
 - (v) Personal data may also be shared with Government, other trade associations and other organisations to facilitate input on the basis

of consent by representatives from RTFA Members to the development of policy or other project work.

- (vi) RTFA does not make available to any other third parties, nor does it sell, nor does it transfer outside the EU except with individuals' informed consent, any personal data it holds.
- (f) Lawful basis for processing personal data: The GDPR requires organisations to identify the lawful basis for their processing of personal data. Six lawful bases are available for processing, namely "consent", "contract", "legal obligation", "vital interests", "public task" and "legitimate interests".
 - (i) "Legitimate interests" applies when processing is necessary for the legitimate interests of an organisation or the legitimate interests of a third party, unless there is a good reason to protect an individual's personal data which overrides those legitimate interests.
 - (ii) RTFA considers, regarding personal data relating to contacts within its Members, that, of the various lawful bases available, "legitimate interests" is the appropriate legal basis for its processing of personal data for the administration of the Association and for the provision of its services; except when the processing is necessary for compliance with legal obligations when the lawful basis is "legal obligation"; and except in specific cases where consent is sought, such as the use of photographs and other personal data in the production of promotional materials, the sharing of personal data with Government, other trade associations and other organisations for the development of policy or other project work, and the activation of cookies on the website, when the lawful basis is "consent".
 - (iii) RTFA considers, regarding personal data relating to individuals who are not employees of, or linked to, its Members, that, of the various lawful bases available, "consent" is the appropriate legal basis for its processing of personal data for the administration of RTFA committees and working groups open to "non-members", for the promotion of its events and publications and guides and for use in the production of promotional materials.
- (g) RTFA has reviewed whether the processing it carries out is necessary for these purposes and is satisfied that there is no other reasonable alternative.
- (h) The GDPR applies to data "controllers" and to data "processors".
- (i) For the purposes of the GDPR, the RTFA is the data controller in that it determines the purposes and means of processing personal data.