



## **The B.M.W. Motorcycle Club Limited**

**Registration Number: 4261129**

**Company Limited by Guarantee  
and not having a share capital.**

## **Memorandum and Articles of Association**

**Adopted on 23 March 2002**

**and**

**Amended by Special Resolutions on  
23 March 2002, 22 March 2003,  
13 March 2004, 9 April 2005, 17 April 2010 and 4 July 2014  
and 22 April 2017**

The Companies Act 1985

Company Limited by Guarantee and not having a share capital.

**Memorandum of Association  
of the B.M.W. Motorcycle Club Limited**

Registration Number: 4261129

1. The name of the Company is The B.M.W. Motorcycle Club Limited.
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are to promote, encourage, organise, finance and participate in and demonstrate the sport of motorcycling and general motorcycle sports and pastimes and in particular:
  - (a) To be independent, and therefore promote the interests of the Company as a Club.
  - (b) To foster friendship through ownership of BMW motorcycles.
  - (c) To encourage motorcycling, and participation in events organised by the Company, and such organisations to which the Company may become affiliated.
  - (d) To provide opportunities for the technical education of its members.
  - (e) To promote, encourage, organise, finance and participate in and demonstrate the sport of motorcycling and general motorcycle sports and pastimes.

And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- (A) To raise funds, whether by the levying of subscriptions by the Company, by means of donations from Companies and other business concerns, by private or public appeals or otherwise, and to seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or from any national or international health, welfare, social or cultural organisation for or on behalf of the Company, or any person or body of persons pursuing any object which this Company

is authorised to carry on and to accept gifts or property, whether subject to any special trust or not, for the objects of the Company.

(B) To recruit and assist in the recruitment of voluntary works in and for the Company. and to retain or employ professional or technical advisors or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.

(C) To make any financial grant or award, and to enter into any contract or arrangement for the provision to any person or body of persons of any technical, financial or other assistance, of any service or equipment, labour, or of travel, accommodation or other facilities and generally to do all such things as may, in the opinion of the Officers, further the primary objects of the Company.

(D) To undertake research and surveys and publish the useful results of such research, to establish, equip and maintain a library to collect, compile, print, publish and disseminate information, to provide, publish or contribute to the publication of any papers, books, periodicals, reports or other documents, films, slides, tapes, pictures, plans or models, to give and exchange information and advise, and to promote foster and maintain the interest and support of the public in the objects and activities of the Company.

(E) To organise, provide facilities for and hold conferences, meetings, courses of instruction, demonstrations, lectures, exhibitions, competitions, tours and displays.

(F) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of, or co-operate or federate with any other organisations or associations whose objects are in whole or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company, to act as trustees or agents for and to manage and to undertake the property, assets, liabilities and engagements of any such organisations or associations, and to subscribe or guarantee money for any purposes in any way calculated to further the objects of the Company.

(G) To foster and encourage co-operation and communication between similar organisations, societies, and institutions, and local and national authorities and to co-ordinate the activities and represent the view of those making use of the facilities of the Company and its members.

(H) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to account any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct,

maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(I) To borrow or raise money for the purposes of the Company on such terms and on such security as the Officers shall think fit, and whether by the creation and issue of debentures or debenture stock or otherwise.

(J) To receive money on deposit or loan upon such terms as the Company may approve, and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.

(K) To invest and deal with the monies of the Company not immediately required for its purposes in or upon such investments or securities and in such manner as may from time to time be determined, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(L) To sell, mortgage, improve, manage, turn to account, exchange, let or grant licences, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company as may be expedient for the promotion of its objects.

(M) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.

(N) To do all such other things as are necessary for the attainment of the objects of the Company or any of them.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company, and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent the payment, in good faith, by the Company:

- (a) of reasonable and proper remuneration to any member, officer, or servant of the Company for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a rate not exceeding two per cent

less than the base lending rate for the time being prescribed by the National Westminster Bank plc or three per cent, whichever is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that Company;

(e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects the same as or similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to any extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect can not be given to this last provision, then to some other object as near as may be to that of the Company.

**ARTICLES OF ASSOCIATION  
OF  
THE B.M.W. MOTORCYCLE CLUB LIMITED**  
Registration Number: 4261129

**INTERPRETATION**

1. In the regulations:

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“the articles” means the articles of the Company.

“clear days” in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“month” means a calendar month.

“communication” means the same as in the Electronic Communications Act 2000.

“in writing” means written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

“executed” includes any mode of execution.

“office” means the registered office of the Company.

“the seal” means the common seal of the Company.

“secretary” means the secretary of the company or any person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

“the United Kingdom” means Great Britain and Northern Ireland.

“the National Committee” means the Board of Directors.

“National Committee Member” means a director of the Company.

“the Club” means The B.M.W. Motorcycle Club Limited.

“Member”, “Members”, or “Membership” within these Rules shall refer to individuals being Full or Associate Members, unless the type of membership is specifically identified. The sending to the Full Member of the Club Rules, Notices of Meetings and matters appertaining there to, shall be considered sufficient notice for the Associate Member sponsored by that Full Member to be deemed to have received them also.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modifications thereof not in force when these regulations became binding on the company.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

## **BADGE**

2. The badge of the BMW Club is the Motoman Logo, consisting of a left facing representation of a motorcycle and rider in white superimposed on a blue background, together with the BMW logo and approved typography and layout, all in accordance with the BMW Corporate Design Guidelines for Club Badges document of July 2008. An alternative to the National Motoman Logo and blue background in the signet area is permitted for individual Section of the club, provided the design remains compliant with current BMW corporate guidelines. The Section design must be submitted via the National Committee to the BMW Clubs European Federation for approval by the International Council for BMW clubs prior to manufacture and use. Any reproduction of the Club badge, for whatever purpose, must conform exactly to the details of this article and exactly to the published and officially distributed guidelines.

## **MEMBERS**

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless:

(a) The application for new membership is submitted to the Club in a manner approved by the National Committee.

(b) The applicant for full membership is over eighteen years of age and the owner, or past owner, of a BMW motorcycle or has an interest in BMW motorcycles.

(c) The applicant for Associate Membership is the partner or adult family member of the household of a Full Member, is over eighteen years of age and applies to be registered in the same Section as that Full Member.

4. Membership shall be renewed on the official form, and forwarded with the current subscription fee to either the secretary of the chosen Section, or to the National Membership Secretary. Renewals received more than two months after the Renewal

Date shall become an application for New Membership. An Associate Member may upgrade to Full Membership at any time on payment of the subscription. The National Committee has the right to override the acceptance of any application for membership or renewal of membership.

5. A member may at any time withdraw from the Club by giving at least seven clear days notice to the company. Membership shall not be transferable and shall cease on death.

6. The payment of the subscription shall be distinct acknowledgement on the part of the member that he is bound by the Memorandum and Articles and rules and regulations for the time being of the Club and that he accepts the ruling of the National Committee in all cases, and no member shall be absolved from the effects of the Memorandum and Articles of Association and rules and regulations for the time being of the Club upon the plea of not having received notice of them.

### **MEMBERSHIP RIGHTS**

7. A Member of the BMW Club has the right to participate in all activities of the Club, subject to Rules 76 and 77 (Prejudicial Conduct).

### **COMPLIMENTARY MEMBERSHIP**

8. Each current National Officer (as stated in Rule 35), and up to three current elected officers of each Section, shall be entitled to one years complimentary membership for the year following their election. The National Committee may grant additional complimentary membership on an annual basis to other current members as deemed appropriate.

### **HONORARY MEMBERS**

9. Any proposal for Honorary Membership to any member or non-member should be submitted to the General Secretary before the 31<sup>st</sup> January. The proposal will then be discussed by the NCM and recommended or declined at that time. If recommended, the proposal will be forwarded to the AGM and the award presented there.

### **SUBSCRIPTION**

10. The full rate subscription and the associate rate subscription for the following year shall be decided by the Annual General Meeting and shall be the alternative to the existing subscription or the National Committee's recommendation. The subscription covers a membership period of one year. Persons ceasing to be a member during the year shall not be entitled to a refund.

The subscription for a new member joining the Club shall terminate at the end of the calendar month on the anniversary of their joining. By way of example, a subscription for a new member commencing on the 10<sup>th</sup> of April shall terminate on the 30<sup>th</sup> April the following year. The termination date for a member who renews their subscription will be 12 months from the existing renewal date even if they renew late.

### **GENERAL MEETINGS**

11. All general meetings other than annual general meetings shall be called extraordinary general meetings.

12. *Deleted by special resolution on 13 March 2004*

13. An Annual General Meeting of the Club shall be held, whereat the Reports and Accounts (the latter duly inspected) for the past year's activities shall be presented, election of the Club's Officers carried out, and any other matters on the agenda discussed. Members shall receive notice of the meeting in the January Journal. Nomination of Officers can be made in paper format proposed, seconded and signed by the nominee then forwarded to the National Secretary or by email in 3 steps, proposed, seconded and accepted by the nominee, but CC'ing the National Secretary at each step. These and all other matters for inclusion in the agenda must be received by the General Secretary by 31 January. The agenda, together with accounts for the year, shall be circulated to all members twenty-one clear days prior to the meeting.

14. Extraordinary General Meetings of the Club may be called by the National Committee, or by written notice to the General Secretary, stating the reason, and signed by thirty members of the Club. In this event the General Secretary, or, if absent the President shall fix a venue for the meeting on a date within eight weeks, at a weekend and at least fourteen clear days before that date circulate the notice and agenda to all members.

### **NOTICE OF GENERAL MEETINGS**

15. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all of the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote, being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

16. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

17. The accidental omission to give notice of a meeting to, or the nonreceipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

18. No business shall be transacted at any meeting unless a quorum is present. Fifty persons entitled to vote upon the business to be transacted, each being a member, shall be a quorum.

19. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the National Committee Members may determine.

20. The President (or if absent a Vice-President) shall be Chairman until election of a new President is completed. In the absence of the President and all Vice-Presidents, some other director nominated by the National Committee Member shall preside as chairman of the meeting, but if neither the Presidents nor any such other National Committee Member (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the National Committee Members present shall elect one of their number to be chairman and, if there is only one National Committee Member present and willing to act, he shall be chairman.

21. If no National Committee Member is willing to act as chairman, or if no National Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

22. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven days notice shall be given specifying the time and place of the adjourned

meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

23. Each full and associate member has one vote, except the Chairman, who also has a casting vote. Any individual has only one vote. Voting, other than for officers, will be by a simple majority. A separate vote must be taken for each National Officer. If there is more than one nominee, the nominee receiving the most votes will be elected. Each individual who is a member may only vote for one nominee per post.

24. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(a) by the Chairman; or

(b) by at least two members having the right to vote at the meeting.

25. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

27. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

29. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

30. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

### **VOTES OF MEMBERS**

31. On a show of hands every member present in person shall have one vote except the Chairman who is also entitled to a casting vote.

32. A member in respect of whom an order has been made by any court having jurisdiction (whether in the UK or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court. Evidence to the satisfaction of the National Committee Members of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of any instruments, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

33. No objection shall be raised to the qualification of any voter except at the meeting, or adjourned meeting, at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

### **NUMBER OF NATIONAL COMMITTEE MEMBERS**

34. Unless otherwise determined by ordinary resolution, the number of National Committee Members (other than alternate National Committee Members) shall not be subject to any maximum but shall be not less than ten. The National Committee Members shall be the representative from each local Section plus the following National Officers: The President, the General Secretary, the Membership Secretary, the Treasurer, the Social Secretary and the Journal Editor.

### **OFFICERS**

35. The Club's National Officers shall be full members of the Club and shall be

- a) the National Officers stated in the preceding clause,
- b) Assistants to National Officers stated in the preceding clause
- c) Three Vice-Presidents
- d) Register Secretaries
- e) specialist function and liaison officers.

36. *Deleted by special resolution on 13th March 2004.*

### **ALTERNATE NATIONAL COMMITTEE MEMBERS**

37. Any National Committee Member (other than an alternative National Committee Member) may appoint any other National Committee Member or any other member of the Club approved by resolution of the National Committee Members and willing to act, to be an alternate National Committee Member and may remove from office an alternate National Committee Member so appointed by him.

38. An alternate National Committee Member shall be entitled to receive notice of all meetings of National Committee Members and of all meetings of committees of National Committee Members of which his appointor is a member, to attend and vote at any such meeting at which the National Committee Member appointing him is not personally present, and generally to perform all the functions of his appointor as a National Committee Member in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate National Committee Member. But it shall not be necessary to give notice of such a meeting to an alternate National Committee Member who is absent from the United Kingdom.

39. An alternate National Committee Member shall cease to be an alternate National Committee Member if his appointor ceases to be a National Committee Member; but if a National Committee Member retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate National Committee Member made by him which was in force immediately prior to his retirement shall continue after his reappointment.

40. Any appointment or removal of an alternate National Committee Member shall be by notice to the company signed by the National Committee Member making or revoking the appointment or in any other manner approved by the National Committee Members.

41. Save as otherwise provided in the articles, an alternate National Committee Member shall be deemed for all purposes to be a National Committee Member and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the National Committee Member appointing him.

### **POWERS OF NATIONAL COMMITTEE MEMBERS**

42. Subject to the provisions of the Act, the memorandum and the articles, and to any directions given by special resolution, the business of the Club shall be managed by the National Committee Members who may exercise all the powers of the Club. No alteration of the memorandum nor articles and no such direction shall invalidate any

prior act of the National Committee Members which would have been valid if that alteration had not been made or the direction had not been given. The powers given by the regulation shall not be limited by any special power given to the National Committee Members by the articles and a meeting of National Committee Members at which a quorum is present may exercise all powers exercisable by the National Committee Members.

43. The National Committee Members may, by power of attorney or otherwise, appoint any person to be the agent of the Club for such purpose and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

#### **DELEGATION OF NATIONAL COMMITTEE MEMBERS POWERS**

44. The National Committee Members may delegate any of their powers to any committee consisting of one or more National Committee Members. Any such delegation may be made subject to any conditions the National Committee Members may impose, and either collaterally with, or to the exclusion of, their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of National Committee Members so far as they are capable of applying.

#### **APPOINTMENT AND RETIREMENT OF NATIONAL COMMITTEE MEMBERS AND OFFICERS**

45. At every annual general meeting all National Committee Members and National Officers shall retire with the exception of those denominated Vice-Presidents and those denominated Section Representatives. Vice-Presidents shall serve for a period of three years, retiring at every third Annual General Meeting, and Section Representatives shall retire at their Section Annual General Meeting.

46. National Committee Members and National Officers, including Vice-Presidents but excluding Section Representatives, shall be elected in Annual General Meeting by ordinary resolution.

47. National Committee Members denominated Section Representatives shall be elected in their Section Annual General Meeting by ordinary resolution.

48. Specialist function and liaison officers shall be appointed, and reappointed annually, by the National Committee as necessary.

## **DISQUALIFICATION AND REMOVAL OF NATIONAL COMMITTEE MEMBERS**

49. The office of National Committee Member shall be vacated if:
- (a) he ceases to be a National Committee Member by virtue of any provision of the Act or becomes prohibited by law from being a National Committee Member; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) he resigns his office by notice to the Club; or
  - (e) Any National Committee Member, who is absent from three consecutive National Committee Meetings, may, at the discretion of the National Committee, be deemed to have retired from office.

## **REMUNERATION OF NATIONAL COMMITTEE MEMBERS AND NATIONAL OFFICERS**

50. The National Committee Members and National Officers shall not be entitled to any remuneration.

## **NATIONAL COMMITTEE MEMBERS AND NATIONAL OFFICERS EXPENSES**

51. The National Committee Members and National Officers may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their duties and attendance at meetings of directors or committees of directors or general meetings. Such claims shall be made in accordance with the agreed and advised practices of the Club which may be amended at various times as required.

## **NATIONAL COMMITTEE MEMBERS APPOINTMENTS AND INTERESTS**

52. Subject to the provisions of the Act, and provided that he has disclosed to the National Committee Members the nature and extent of any material interest of his, a National Committee Member notwithstanding his office may be a party to, or otherwise interested in, any transaction or arrangement with the Club or in which the Club is otherwise interested.

53. For the purpose of regulation 50 of the Act:

(a) a general notice given to the National Committee Members that a National Committee Member is to be regarded as having an interest of the nature and event specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the National Committee Member has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a National Committee Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## **PROCEEDINGS OF NATIONAL COMMITTEE MEETINGS**

54. The management of the Club shall be carried out by the National Committee Members. National Committee Meetings shall be held at least two times each year, and ten members shall constitute a quorum. A person who holds office only as an alternate National Committee Member shall, if his appointor is not present, be counted in the quorum. The Chairman of each meeting shall be the President; if the President is absent, the Chairman shall be elected from those present. Each member has one vote, except the Chairman, who has a casting vote. All voting will be by a simple majority, and the numbers for, against, or abstaining will be recorded.

55. Items for discussion, including all reports, shall be submitted in writing to the General Secretary on or before the twenty-eighth day prior to the date of the meeting. The General Secretary shall include such items on an agenda, which, together with the minutes of the previous meeting (if not previously circulated) shall be circulated on or before the tenth day prior to the date of the meeting. Each meeting shall decide the date of the next meeting. The date will be published in the next available issue of the Journal.

56. Subject to the provisions of the articles, the National Committee Members may regulate their proceedings as they think fit. A National Committee Member may, and the secretary at the request of a National Committee Member shall, call a meeting of the National Committee Members.

It shall not be necessary to give notice of a meeting to a National Committee Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a casting vote.

57. The continuing National Committee Members or a sole continuing National Committee Member may act notwithstanding any vacancies in their number but, if the number of National Committee Members is less than the number fixed as the quorum, the continuing National Committee Members or National Committee Member may act only for the purpose of filling vacancies or of calling a general meeting.

58. The President of the Club shall be the Chairman of the National Committee. If there is no National Committee Member holding that office, or if the National Committee Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the National Committee Members present may appoint one of their number to be chairman of the meeting.

59. All acts done by a meeting of National Committee Members, or of a committee of National Committee Members, or by a person acting as a National Committee Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any National Committee Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a National Committee Member and had been entitled to vote.

60a. A resolution signed in writing by not less than 75% of the National Committee Members entitled to receive notice of a meeting of National Committee Members or of a committee of National Committee Members shall be as valid and effectual as if it had been passed at a meeting of National Committee Members or (as the case may be) a committee of National Committee Members duly convened and held and may consist of several documents in the like form each signed by one or more National Committee Members; but a resolution signed by an alternate National Committee Member need not also be signed by his appointor and, if it is signed by a National Committee Member who has appointed an alternate National Committee Member, it need not be signed by the alternate in that capacity.

60b. A written resolution shall be sent to all the National Committee Members entitled to receive notice of a meeting of National Committee Members by sending hard copies of the same by post, or by electronic form or by means of the Company website. The written resolution shall state how to signify agreement to it and the date by which the resolution must be passed if it is not to lapse (“the Lapse Date”) which shall be 21 days from the date the notices were sent to all the members (“the Distribution Date”). If a member does not signify agreement by the Lapse Date then they are deemed to have voted against the resolution.

61. Save as otherwise provided by the articles, a National Committee Member shall not vote at a meeting of National Committee Members or a committee of National Committee Members on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Club. For the purpose of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Club), connected with a National Committee Member shall be treated as an interest of the National Committee Member and, in relation to an alternate National Committee Member, an interest of his appointor shall be treated as an interest of the alternate National Committee Member without prejudice to any interest which the alternate National Committee Member has otherwise.

62. A National Committee Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

63. The Club may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a National Committee Member from voting at a meeting of National Committee Members or of a committee of National Committee Members.

64. If a question arises at a meeting of National Committee Members as to the right of a National Committee Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any National Committee Member other than himself shall be final and conclusive.

### **SECRETARY**

65. Subject to the provisions of the Act, the Secretary shall be the General Secretary elected at each Annual General Meeting.

### **MINUTES**

66. The National Committee Members shall cause minutes to be made in books kept for the purpose:

(a) of all appointments of officers made by the National Committee Members; and

(b) of all proceedings of meetings of the Club, and of National Committee Members, and of committees of National Committee Members, including the names of the National Committee Members present at each such meeting.

67. A summary of the minutes shall be published in the next available Journal and the full minutes shall be available for inspection by any member within fourteen days of a request being submitted to the Secretary.

### **THE SEAL**

68. The seal shall only be used by the authority of the National Committee Members or of a committee of National Committee Members authorised by the National Committee Members. The National Committee Members may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a National Committee Member and by the Secretary or by a second National Committee Member.

### **ACCOUNTS**

69. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Club except as conferred by statute or authorised by the National Committee Members or by ordinary resolution of the Club.

70. The financial year of the Club shall be from 1 October to 30 September and accounts shall be prepared and inspected on this basis. Inspectors (not members of the National Committee) shall be elected at the Annual General Meeting to liaise with the auditors and inspect the accounts and the balance sheet between the end of the financial year and the following Annual General Meeting.

### **NOTICES**

71. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the National Committee Members) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this regulation "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

72. The Club may give notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Club by the member. A member whose registered address is not within the United Kingdom or the Republic of Ireland and who gives to the Club an address within the United Kingdom or the Republic of Ireland at which notice may be given to him, or an address to which notices may be sent by electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company. In this regulation and the next "address", in relation to electronic

communications, includes any number or address used for the purposes of such communications.

73. A member present at any meeting of the Club shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

74. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of forty-eight hours after the time it was sent.

### **INDEMNITY**

75. Subject to the provisions of the Act, but without prejudice to any indemnity to which a National Committee Member may otherwise be entitled, every National Committee Member or other officer or auditor or agent of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Club.

### **PREJUDICIAL CONDUCT**

76. Should a complaint be submitted to the National Committee that any member has contravened the rules of the Club or to have acted in a manner prejudicial to the interests of the Club, the National Committee shall acquaint the member with the complaint and the procedures to be followed.

77. In such cases, the National Committee Members shall properly acquaint themselves with all the relevant factors, and by a majority vote have the power to caution, suspend, or withdraw membership. A Section Committee may suspend a member from that Section's activities. The General Secretary shall be notified in writing immediately, giving reasons, so that the matter may be resolved at the next meeting of the National Committee Members.

## **PUBLICATIONS**

78. The Club will endeavour to produce and send a monthly Journal to all Full Members. This Journal will be called the 'BMW CLUB JOURNAL' and will be edited by a National Officer on behalf of the National Committee. A new or late renewing member is not entitled to have sent a Journal in the two months following the subscription being accepted. Associate Members will not be entitled to receive their own copies of the Club Journal, or any other publication produced from time to time by the Club.

## **LOCAL SECTIONS**

79. The membership of the Club shall be divided into a number of sections which shall be subject to the following regulations:

80. Local Sections may be formed by resolution at an Annual General Meeting, when a Full Member shall be elected as organiser, who shall hold an inaugural meeting within three months, at which at least twenty Full Members shall be present, and the Committee elected as defined below. Minutes of the meeting, and a list of members present shall immediately be sent to the General Secretary.

81. Each local Section will be required to elect a committee, consisting of: Secretary, Social Secretary, and Treasurer (who must be Full Members of the Section) plus at least two other members of that Section. The Secretary shall be Chairman, unless another member of the Committee is specifically elected. A Committee quorum shall be not less than three. The Secretary shall be the Section's representative on the Club's National Committee, unless another Full Member, serving on the Section Committee is specifically elected as the Section's National Committee Representative at the Section Annual General Meeting. If any official post becomes vacant during the year, the Section Committee will elect a replacement.

82. A Section shall retain 25% of any annual subscription received or such amount agreed by the National Committee (after deducting any government tax, which shall be dealt with in the National Funds).

83. A local Section shall hold an Annual General Meeting in October or November each year, and an agenda published before the meeting starts. Reports and Section accounts, made up to 30 September, the latter open to inspection by two ordinary members of the Section and the National Treasurer; the election of officers to hold posts until the next Annual General Meeting and any other items submitted for inclusion in the agenda shall be discussed and the accounts adopted by majority vote. A quorum shall consist of 5 fully paid up members or Associate members of that Section. Notice of the Annual General Meeting shall be given to all Section members and the General Secretary not less than eight weeks in advance.

84. The Section Committee shall select a Chairman for the meeting. Meeting procedure shall comply with the Rules of the Club. Proposals may be accepted from the floor of the meeting. Nominations for Officers (proposed, seconded and signed by the nominee) must be submitted in writing twenty-eight days on or before the date of the meeting to the Section Secretary. Where there are no nominations for a Section Officer, nominations for that office may be accepted from the floor. Only members of a Section will be entitled to vote at that Section's Annual General Meeting.

85. If the required Officers and Committee are not elected at the Annual General Meeting that Annual General Meeting will be adjourned for thirty-one days. The outgoing Section Secretary and Treasurer must immediately inform the National Secretary or, if absent, the President who will arrange for a National Officer to attend and chair the meeting. If a Committee is still not elected, the Section is suspended, and membership subscriptions are sent to the National Membership Secretary and National funds. Administration of the Section's affairs will be vested in the National Committee.

86. Elected officers shall be responsible for management of their local affairs, which must be conducted in accordance with the Rules of the Club. A Section shall assume full responsibility for any financial commitments in which it is directly involved, save for any expenditure incurred with the minuted authority of the National Committee.

87. Any local matter, which may affect the National policy of the Club, must be referred to the next meeting of the National Committee. Any decision made by a local Section, which may effect a contravention of these Rules, or in any other way be prejudicial to the Club policy may be overruled by a majority vote of the National Committee.

88. A Section Extraordinary General Meeting (EGM) may be called by written notice to the General Secretary, signed by at least ten members of that Section (at least half the signatories must be Full Members of that Section) stating the reason. The General Secretary shall arrange notification of the venue, and date and summary of the reason for the EGM to be in the next available issue of the Club Journal. The meeting date shall not be more than four weeks after the Journal publication date. The General Secretary shall arrange for a Vice-President to chair the EGM and arrange for minutes to be taken. Only items related to the reason stated for calling the EGM may be on the agenda, which must be proposed and seconded by members of that Section, and received by the General Secretary on or before the seventh day prior to the date of the meeting.

## DELEGATES TO OTHER ORGANISATIONS

89. When the BMW Club is affiliated to other organisations, and the delegates are to be appointed to represent the Club at meetings of these organisations, the delegates shall be appointed annually by the National Committee at the first committee following the Annual General Meeting. Nominations are to be invited from any Full Member wishing to be considered for the commencing year. The names of the delegates shall be included in each Club magazine.

## BMW CLUB SPORTING REGISTER (BMWCSR)

90. The BMW Club Sporting Register shall remain closely associated with the BMW Club and decisions specifically related to BMWCSR affairs shall be made only by fully paid-up members of the BMWCSR.

## DISSOLUTION

91. Only Full Members of the Club shall be entitled to propose and second a motion for the dissolution of the Club. In the event of a resolution being proposed for the dissolution of the Club, a ballot form shall be sent to all members with the notice of a meeting together with a specified address for delivery of completed ballot forms, which must be received forty-eight hours before the meeting. The result of the postal vote shall be kept confidential, and added to the meeting vote to arrive at a total vote.

<b>Resolution date</b>	<b>Amendment(s)</b>
22 April 2017	Clauses 2,4,10,13,35 b), page 16 and page 25 amended by special resolution
26 April 2014	Clause 10 amended by special resolution
20 April 2013	Clauses 10, 54, 60 and 83 amended by special resolution
16 April 2011	Clause 2 amended by special resolution
17 April 2010	Clauses 3 and 15 amended by special resolution
9 April 2005	Clause 83 amended by special resolution
13 March 2004	Clauses 13, 23, 31, 34, 35, 51 and 76 amended, clause 48 replaced by special resolution
22 March 2003	Clauses 3 and 4 amended by special resolution
23 March 2002	Document adopted