

BMW CAR CLUB (Great Britain) Limited

(Registered company number 1617753)

CLUB RULES – December 2009

Rules of the Club in accordance with the Articles of Association

These Club Rules shall be read in conjunction with the Memorandum and Articles of Association of the Company (Club), which themselves provide various conditions and regulations for the conduct and management of the Club as a limited company, in accordance with the Companies Acts. If there is deemed any conflict between these Club Rules and the Articles of Association, then the Articles shall prevail. Where, in these Club Rules an item of the Memorandum or Articles of Association particularly applies, reference to the said memorandum or article(s), setting out the matter in full, appears in brackets at the end of the Rule.

1	Title The name of the Company hereafter referred to in these rules as the "Club", is "BMW CAR CLUB (GREAT BRITAIN) LTD". This full Title must be used in official correspondence and any contractual arrangements entered into in the name of the Club and contractual commitments must make it clear in writing to other parties that contractual liability is with the limited company name as above.
2	Badge The Club is licensed via BMW AG and BMW (UK) Limited, to display the internationally trademarked "Roundel" on its publications, regalia, emblems, etc. No modification of this design is permitted. Any other use of the "Roundel" must have the approval of the Board. In monochrome reproduction, the blue quarters of the "Roundel" must become half-tone, and only black or BMW blue may be used. The proportions of the "Roundel" must be the same as that licensed by BMW AG. Contact with BMW AG, BMW Motorsport GMBH, BMW Classic, BMW UK and other parts of the BMW Organisation must be through the Chairman, General Manager or other club official as agreed by the Board from time to time. Contact with any BMW "umbrella" organisation should be through the Chairman, General Manager of Club representative unless otherwise agreed.
4	Address The Club provides and maintains a Club Office, operated by the General Manager, and the postal address/telephone/facsimile/e-mail address, for general correspondence, membership applications, etc. is as published in the Club Magazine, or otherwise made known as pertinent. For limited company purposes, the Registered Office shall be located at the address of the Club Office (or failing suitability of this, as determined by the Board), and notified to the Registrar of Companies.
6	Access to Club Rules Every Member of the Club shall receive a copy of these Club Rules, and subsequent additions, variations or deletions of them.
7	Membership Rights A Member of the Club has the right to participate in all activities of the Club, subject to any special conditions that may apply. e.g. where attendance is limited by numbers.
8	New Members Application for membership shall be on a form giving details as prescribed by the Board. The Board has discretion to accept or reject any application without giving a reason (Article 6). The application must be made with the requisite subscription fee. Any person who is a Full Member of the Club, or is a candidate for Full Membership of the Club, may apply for Family Membership of the Club for a maximum of one adult member of his immediate family and two children under the age of seventeen years. The second adult Club member shall be known as an Associate Member once admitted to the Club. Any children under the age of seventeen shall be known as a Junior Member once admitted to the Club. (The meaning of the term "adult" in this context shall be taken as an adult co-habiting with the full Member as a spouse or partner.) Any candidate for Family Membership shall give such particulars as the Board may from time to time prescribe and an undertaking to be bound by the Club Code of Practice and Ethos Statements, Memorandum and Articles of Association and the Club Rules which shall apply in all respects to Family Membership as they apply to Full Members. Family Members shall benefit from and be subject to such other rights, privileges, limitations and restrictions as may be prescribed by the Club Rules, and their names shall be entered in the club's membership database. Every application for Family Membership shall also be accompanied by the amount of the entrance fee (if any) and the first annual or other subscription or payment, which sums shall be refunded if the candidate(s) is / are not admitted to membership. The expression "family" shall include such persons as the Board may prescribe in the Club Rules. Associate Members and Junior Members of the Club are contingent upon the Full Member retaining their Full and Family Membership of the Club. In the event that the Full Member ceases to be a member of the Club, by failure to pay the required dues or by his removal from the Club or by any other means, the Associate Member and Junior Member shall also cease to be a Member.
9	Membership Renewals Membership shall be renewed by the renewal date i.e. by the last day of the calendar month falling due 12 months after the month of joining. (e.g. a member joining on 20 th October is due to renew by 30 th September of the following year). It is incumbent upon a Member to take notice of published increases to the annual subscription and to ensure his/her renewal subscription is of the correct amount. Members must be aware their Membership will be treated as lapsed if less than the current published subscription is received, and reminders issued are not complied with, or it proves impossible to establish contact with the (former) Member. Renewal applications received more than two calendar months after the Renewal Date will become applications for new Membership. Any such monies received by the Club, e.g. by unvaried bank standing orders, are treated as donations, and are not returnable to the former Member.
10	Honorary and Life Membership As determined by the Board, persons may be elected to Honorary and/or Life Membership, or shall otherwise be treated as not being required to pay membership subscriptions. (Article 11). The Board may grant honorary Membership to a current or lapsed Member who in the Board's opinion has given outstanding service to the club or its aims and objectives. This proposal will be subject to ratification by the Members at the Annual General Meeting. Members can propose nominations for consideration of Honorary membership through making a proposal at the Annual General Meeting (subject to the rules for proposing motions to the Annual General Meeting). Honorary members do not have voting rights at an Annual or Extraordinary General Meeting but can attend and speak at such meetings. Life Membership is granted by the Board to a current or lapsed Member of the Board who in the Board's opinion has given outstanding service to the club or its aims and objectives. Life members do not have voting rights at an Annual or Extraordinary General Meeting but can attend and speak at such meetings.

11	Club management
<p>The day-to-day management of the Club is carried out by the General Manager, who will delegate tasks to others as required.</p> <p>The Board is responsible for:</p> <ul style="list-style-type: none"> • Coordinating the national programme of events organised by the Board, Regions and Registers to ensure that they are administered and operated in accordance with the relevant policies and standards. • Ensuring that they are supplied with budget submissions (to the standards required by the Board) on behalf of the national events, Regions and Track Days for the future years programme. • Identifying, agreeing contracts, launching and providing new services that provide benefit to the Members. • Organising the workload of the Board to reflect needs i.e. appointing Board members to adopt specific roles and portfolio of activity. <p>The Board sets the strategic direction of the club and oversees the work of the General Manager. Board meetings are normally held bi-monthly, on the first Saturdays of January, March etc.</p> <p>In addition to its statutory duties the Board is responsible for defining and reviewing all operational, financial and other policies. They also monitor the activities of the Club Office and regional and specialist sub groups to ensure that these policies are followed.</p>	
12	Officers of the Board
<p>Persons elected to the Board are eligible to be Directors of this limited company as long as they are Club members.</p> <p>The members of the Board will decide the allocation of offices in particular Chairman, Vice (or Co-) Chairman, and Company Treasurer. Where a Company Treasurer is not specifically appointed, this role will be undertaken by the Club General Manager.</p> <p>The Board appoints (and removes) the holders of such offices as Company Secretary, the Club General Manager and the Magazine Editor. Where no-one is specifically appointed to the office of Magazine Editor a commercial company may, at the discretion of the Board, fulfill this role. Any such arrangement by the Board shall be made only at a Board meeting with the unanimous consent of the Directors present at that meeting.</p> <p>The Board has power to co-opt a member to the Board to fill a casual vacancy arising in the current year. (Subject to section 35 of the Articles). All such Board members must be Full or Associate Members except for the General Manager and/or Company Secretary.</p> <p>The Board determines the appointment of a Patron, a President, and any Vice-Presidents. (Article 32). The Board shall take into account the needs of the Members together with the benefits such an appointment will bring to the Members. The Board may make such an appointment for a specific task or for a specific period of time and may dismiss the holder of such an appointment.</p> <p>Unless such persons also hold office as in the above paragraph (ii- v), they are not Officers of the Company for legal and administrative purposes.</p> <p>A Board member shall declare an interest (and the nature of that interest) where there is a discussion and/or voting on an issue that affects them individually or in which they have a pecuniary interest in the subject</p> <p>The Board shall determine the procedure for the appointment of such employees of the Club. The Board is also responsible for setting the remuneration package for all employees of the Club and conducting any disciplinary investigations in accordance with procedures defined in these Club Rules. The Chairman will decide if they are asked to retire from the meeting whilst this subject is discussed and/or their eligibility to vote.</p> <p>In accordance with Article 50 and Club Rule 12 the members of the Board may allocate specific roles to some of the Board members. This section provides an example role description of two such roles.</p>	
13	General Meetings
<p>As required by the Companies Acts, the Club holds an Annual General Meeting, (Article 13 et seq), normally in May.</p> <p>Official notice of the venue/date/time, together with the Agenda, audited accounts etc. will be published in the Club Magazine and may also be posted in the Members' Area of the Club Web site. In exceptional or special circumstances Members may request that such notices are sent to them by post to their registered address. Such arrangements must be requested in writing to the Club General Manager explaining why these arrangements are required. Such requests will not be unreasonably refused.</p> <p>As necessary, notice would be given of any other Extraordinary General Meeting arising through the mechanisms described in paragraph (ii) above.</p> <p>Attendance at General Meetings shall be limited to President, Vice Presidents, Full, Associate, Honorary and Life Members of the Club.</p>	
14	Accounting
<p>The financial year of the Club is 1st January to 31st December, and accounts shall be prepared and audited on this basis.</p>	
15	Banking
<p>(i) All funds are held centrally via the Company Treasurer. See also Club Rule 16. At the discretion of the Company Treasurer, Region Treasurers may hold a petty cash float not exceeding £100 (one hundred pounds). Such float shall only be reimbursed upon proper accounting of monies spent to the satisfaction of the Company Treasurer. Where VAT applies to such expenditure, properly constituted VAT receipts are required.</p>	
16	Financial Arrangements
<p>(i) The Club has only one official bank account run from the Club Office. No separate accounts are to be set up by any Region or local branch. Whilst Regional Chairmen have discretion to spend up to £100 without reference to the Club Chairman, any new Region's Chairman should, in the first instance, discuss all purchases with the Club's General Manager so that new Chairman can get a feel for how the system works. Any proposed Club event requiring a financial or contractual commitment greater than £100 (one hundred pounds) must be referred to the Company Treasurer for approval and confirmation, and if accepted as a legitimate commitment the issuing by the Company Treasurer of an official BMW Car Club Purchase Order. Only such Purchase Orders shall then be recognised by the Club as a payment liability. Orders given, whether below or above £100, must make it clear to other parties that INVOICES must be addressed to the Club's General Manager, at the Club Office address (which should, of course, be quoted.). All invoices will be paid by the Company Treasurer</p> <p>Region and or Register officials, or other Members, who incur debt and liability without adherence to the Club Rule 16 will be held personally responsible for the consequent liability.</p> <p>Any Member claiming expenses or reimbursement of money expended on behalf of the Club shall do so by submitting the approved form to the Club Office within a period of two months from incurring the expense. Any expense not claimed within this period will be regarded as a donation to the Club.</p> <p>Any Member receiving money on behalf of the Club is acting as an agent of the Club and as such shall forward all collected monies to the Club Office without unnecessary delay, together with information as to the donor (payee) and the event or service to which the payment is related.</p> <p>The Club Office must be given as a reply address for all matters that concern invoices to be sent to, or issued by, the Club, or which may bind the Club contractually.</p>	
17	Publications
<p>The Club endeavors to publish a monthly national magazine for all members. Registers and Regions may only also publish journals and newsletters with the agreement of the Board.</p>	

18	Regions and Registers (Article 55)
	<p>The Board has power to both form, and dissolve, a Region or Register of the Club, and to make, alter and enforce rules for the management and control of such a Region or Register and as to the application of funds. Regions and Registers must work within the Rules of the Club.</p> <p>Members may set up local meetings, following discussion with the relevant Region or Register in order to avoid duplication of interest. Such a group meeting locally will be known as a Branch of the Club. Club members may only establish Regions or Registers with agreement of the Board. All Regions and Registers shall operate in accordance with the guidelines set down by the Board from time to time (copies available from Club Office).</p> <p>Each Region or Register shall have a Chairman to act as coordinator for that Region or Register. Region or Register chairman may appoint Members to a Committee, or may appoint additional Officers, if they find this relevant to the activities of their Region or Register. All such persons shall be termed "Officers" of that Region or Register. All members of a Region's committee and any Officers appointed must all be Members, and be members of that Region, by definition of it as a geographic region. A Region or Register Committee quorum will be not less than two persons, both of whom shall be Members.</p> <p>If a Region or Register wishes to use headed note paper particular to, and identifying, their own Region or Register they must first have the proposed design and layout approved by the Board. (The term "headed note paper" shall be interpreted as extending to cover any image, whether in paper or electronic form. The Club shall retain ownership and title of any and all such images and the Board shall have the power to licence their use by any approved Member for use on behalf of the Club.)</p> <p>The names of Regional Officers and Register Officers shall be supplied to the Club General Manager, who shall maintain a record of them. This notification shall occur whenever there is a change of Region or Register Officer or whenever the Club General Manager requests such information. The names of persons recorded as Members of the various Regions or Registers shall be maintained by an Officer of that Region or Register and shall be supplied to the Club General Manager annually or as otherwise requested.</p> <p>All Regions shall hold an Annual Meeting, notice of which shall be given to the recorded Members of that Region. Such notice shall be given by the Regional news in the Club Magazine. Annual meetings shall be held within fifteen months of the previous meeting. The Board may waive the requirements above to allow, for example, a Region to hold its Annual Meeting online. In this case, the Region shall, prior to the Meeting, either follow the Club procedure for this activity or shall receive approval from the Board of the procedures it intends to follow. The normal business to be conducted at a Regional Annual Meeting shall be the election of Officers (and any Committee members), review of the Region, previous activities and events, planning for the forthcoming year and any financial or budgetary implications arising therefrom. Results of Regional Annual Meetings shall be forwarded to the Club General Manager, who shall maintain a record of them. These results will include a list of attendees, the names of Officers elected, a summary of what was discussed and any financial or budgetary implications for the Club, and shall be forwarded within fourteen days of the Annual Meeting. Each Region and each Register shall provide a one-page review of their activities and forward plans to the Board annually, on the basis of one Region and one Register per month – the Club Office shall provide a timetable for this. (The purpose of this is to spread information further afield than attendees at Annual Meetings.) Persons recorded as Members of Regions and Registers must be current Members of the Club.</p>
18	Prejudicial Conduct
(i)	<p>Should any Member contravene Articles or these Club Rules or be considered by the Board to have acted in a manner prejudicial to the interests of the Club, the member shall be given notice of the complaint, detail of the complaint, and be requested to attend a meeting of the Board that has power to withdraw membership. (Article 9 et seq).</p> <p>A Regional Committee may suspend a member of that Region from its activities. In such cases the Company Secretary must be notified immediately in writing, giving reasons, so that the matter may be resolved at the next Board meeting.</p> <p>Any person previously expelled or removed from membership of the Club under the terms of Article 8 (Prejudicial Conduct) or who has previously resigned from the Club or had their membership application refused may (at the discretion of the Board per Article 6) be re-admitted to membership and shall enjoy normal rights of a Member. However, such person shall be prohibited from holding any office or appointments within the Club, whether as a Board member or Regional official, or any other office or appointment, without the express consent of the Board. Any such consent by the Board shall be made only at a full Board meeting with the unanimous consent of the Board at that meeting, and shall be duly minuted.</p>
19	Disciplinary Procedure
	<p>If any Member shall wilfully refuse or neglect to comply with any of the provisions of the Club Code of Conduct, Ethos Statements, Memorandum and Articles of Association of the Club or the Club Rules or shall be guilty of any conduct objectionable to other Members of the Club or contrary to the interests of the Club, he will be subject to the Disciplinary and Appeal Procedures defined in the Club Rules.</p> <p>If a Member considers that another Member has breached the Club Rules, including the Code of Conduct, then he must register the complaint and the circumstances that have led to the complaint with the Chairman of the Board or General Manager in writing. This will be acknowledged within five working days of its arrival at the Club Office.</p> <p>The Chairman or General Manager shall inform the Board that a complaint has been made and within a further seven working days the Chairman of the Board shall appoint three Directors of the Board (excluding himself) to form a disciplinary committee and nominate one of the disciplinary committee to chair any subsequent disciplinary hearing. Those chosen to undertake the disciplinary hearing should not include the Company Secretary as the Chairman and Company Secretary are both potential members of any appeals committee.</p> <p>The disciplinary committee will consider all the evidence and, after having heard from the member concerned, will form a judgment of what, if any, disciplinary action needs to be taken. The disciplinary committee will inform the member concerned of the outcome of their deliberations and what action, if what action will be taken against them. These recommendations may include issuing a censure notice to the Member, suspension of Membership or expulsion.</p> <ul style="list-style-type: none"> • The disciplinary committee shall request the complainant and the Member complained about, to appear before them to explain the situation at an agreed time date and location which will be confirmed in writing to them by the disciplinary panel. Such investigations shall be conducted timeously and taking due account of the personal circumstances and availability of the persons involved. • If any party involved in the complaint wishes to bring a supporter or witness relevant to the matter under review, this must be notified to the disciplinary committee in advance of their attending together with an explanation of why that person is being invited to attend. The disciplinary committee can refuse the attendance of such persons if they believe that their attendance is not relevant or substantiated by the explanation given. • Failure to attend any agreed meeting of the disciplinary panel by either party will be considered as relinquishing their right to present their case in person. In such a circumstance the disciplinary panel will make their assessment based on the materials and information available to them at the time. Only in exceptional circumstances shall the disciplinary panel reschedule a meeting to allow a single second chance of the attendance of the person. • Only in exceptional circumstances will the traveling and other expenses of the parties involved in this procedure be considered for reimbursement by the Club. Such requests for reimbursements must be submitted to the Board. <p>Where a membership of the club is ceased then all privileges of Membership are forfeit and cease, but the Board shall return the due proportion of such Member's current subscription having regard to the unexpired period for which it is paid.</p>

20	<p>Appeal Procedure</p> <p>The member against whom disciplinary action has been taken can appeal against the decision of the disciplinary committee. This appeal must be made to the Chairman within twenty-one days of the decision being conveyed to the member concerned. The Chairman will then form an appeals committee to comprise himself, the Company Secretary, the President or a Vice President of the club, and Chairman of the Region to which the member has been assigned.</p> <p>The appeal committee will meet and consider if appeal is valid. If this is so then the member concerned may be asked to meet with the appeals committee. The appeals committee may ask any other relevant witness to attend. The appeals panel will consider all the evidence and, after having heard from any witnesses and the member concerned, will either confirm the decision of the disciplinary panel or form a judgment of what, if any, disciplinary action needs to be taken. The appeals committee will inform the member concerned of the outcome of their deliberations within 5 working days of the appeal hearing.</p> <ul style="list-style-type: none"> • In researching the complaint the appeal committee shall request the complainant and the member complained about to appear before them to explain the situation. Such investigations shall be conducted timeously and taking due account of the personal circumstances and availability of the persons involved. • If any party involved in the complaint wishes to bring a supporter or witness relevant to the matter under review then this must be notified to the appeals committee in advance of their attending together with an explanation of why that person is being invited to attend. The appeal committee can refuse the attendance of such persons if they believe that their attendance is not relevant or substantiated by the explanation given. • Failure to attend any agreed meeting of the appeal committee by either party will be considered as relinquishing their right to present their case in person – and the committee will make their assessment based on the materials available to them at the time. Only in exceptional circumstances shall the appeal committee reschedule a meeting to allow a single second chance of attendance of the person. • Only in exceptional circumstances will the traveling and other expenses of the parties involved in this procedure be considered for reimbursements by the Club. Such requests for reimbursements must be submitted to the Board.
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Code of Conduct

The Board is firmly committed to ensuring that Members and Officers observe the highest standards of ethical behaviour and conduct. Members must observe the Code of Conduct whenever s/he acts as a representative of the Club, or their actions can be linked to the Club, therefore, the code will apply whenever a Member is carrying out official duties, and in all dealings with other Members and/or staff members of the Club.

1. The Code of Conduct - General Obligations

- a) Members are expected to set a standard of honesty, fairness, integrity, diligence and competency in all that they do, and avoid conduct damaging to the character, good name or interests of the Club, and any behaviour that would reflect adversely on the Club
- b) Members must promote equality by not discriminating unlawfully against any person and by treating people with respect, regardless of their race, age, religion, gender, sexual orientation or disability.
- c) Members must not disclose information given to them in confidence by anyone, without the consent of a person authorised to give it, or unless s/he is required by law to do so.
- d) Members must not, in their official capacity or otherwise, commit a criminal offence or conduct themselves in a manner that could reasonably be regarded as bringing the Club into disrepute.
- e) Members must not, in their official capacity or otherwise, take advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with the Club.
- f) The Club encourages all Members to co-operate in establishing and maintaining safe and healthy working conditions, and avoid any action which may be detrimental to the health and safety of themselves or others, or which would adversely affect the Club assets.

3. Member/Staff Members Relationships

- a) For the effective conduct of Club business, there must be mutual respect, trust and courtesy in all meetings and contacts, both formal and informal, between Members and staff members. It is very important that both Members and staff members remember their respective obligations to the Club, and do what they can to avoid unjust criticism of Members or staff members, at any time.
- b) A Member should not apply undue pressure on a staff member either to do anything that s/he is not empowered to do or to undertake work outside of their contract of employment.
- c) Similarly, a staff member must neither seek to use undue influence on an individual Member to make a decision in their favour nor raise personal matters to do with their job nor make claims or allegations about other staff members.

If a Member considers that they have not been treated with proper respect or courtesy by a Member or Officer they should raise this with either the Chairman or the General Manager in the first instance, who will discuss the matter with the Board.

Ethos Statement

In general, the values adopted by the Club are: Quality, Integrity, Prudence, Fair dealing, Apolitical nature, Responsiveness to members needs, Respect for law and customs, Open communication, and Democracy. In considering any issue raised as a breach of the Club's Code of Conduct the disciplinary panel and or appeal committee will view the Club ETHOS as the following:

Law abiding - Compliant with: The laws of the United Kingdom; Commercial and industry regulations and Codes of Practice; The Rules and Regulations of the Club and other relevant sporting bodies; The Club's Memorandum and Articles, Standing Orders, policies and regulations; The Club's agreed processes

Respectful of: its own values of quality, integrity, prudence, apolitical nature; its customs and history; other Members and their rights and privileges the interests and expectations of other bodies and individuals; public perception of its activities

Responsive to the interests, needs, wishes, concerns, aspirations and expectations of open communication of: its own members; its employees; associated organisations

Fair Dealing - Establishing with Members and other organisations a full confidence that: fair dealing is central to Club's culture; the Club's products and services are specifically designed to meet Members' needs; clear information is provided by the Club in all dealings with Members; advice given by the Club to Members is suitable and takes account of their circumstances; products or services provided by the Club will perform or be preformed to an acceptable standard in line with the expectations promoted by the Club