



## CONSTITUTION

- 1 Preamble
  - 1.1 The BMW Clubs International Council acts as the global organisation for the worldwide associated BMW Clubs.
  - 1.2 The BMW Clubs International Council is an international, independent and nonpolitical group of friends representing all types of BMW Clubs from all over the world. It is associated with and closely aligned to the BMW brand philosophy expressed by the traditional BMW values: dynamism, innovation and aesthetics.
  - 1.3 BMW Clubs' criteria are described in Guideline 4 of the BMW Clubs International Council guidelines.
  - 1.4 It is an institution, which symbolises and documents the BMW Club idea on an international level ensuring friendship and partnership among all people who have established ties with the marque and the company, irrespective of nationality, race and ideology.
  - 1.5 It desires to maintain friendly relations with BMW Group, its subsidiaries, importers and dealers to the mutual benefit of all concerned.
  - 1.6 It accepts the "Corporate Culture" concept of BMW Group. It therefore aims to:
    - 1.6.1 Encourage the clubs to develop their image so that it supports the precepts of BMW's Corporate Culture; and
    - 1.6.2 Succeed in conveying to the clubs the BMW image in all areas of communication to render the marque absolutely distinctive. At the same time, it seeks to encourage clubs to ensure BMW standards, traditions and lifestyle. The elaboration of club life is the responsibility of the individual clubs/associations, and it is the intention that they will maintain their independence and identity at all times.
  - 1.7 It has a club philosophy, which it strives to attain and retain for the following reasons:

- 1.7.1 To ensure club activities are run in a democratic manner;
- 1.7.2 To conduct club events in an exemplary and responsible manner;
- 1.7.3 To support, encourage and take part in cultural and social activities;
- 1.7.4 To provide a special image to the public including compliance with traffic laws and regulations;
- 1.7.5 To assist fellow club members and BMW drivers and riders in distress;
- 1.7.6 To always seek to improve driving skills and drivers' and riders' responsibility to others; and
- 1.7.7 To maintain their vehicles in the best possible condition for the safety of all concerned and aesthetics to reflect BMW values.

## 2 Composition

2.1 The Council is composed of

2.1.1 Persons as Delegates of BMW Club organisations; and

2.1.2 Persons as Delegates of BMW Group.

## 3 Council members

Council members are divided into three groups:

### 3.1 Group A:

Delegates under this section must be members of a club within the Organisation they represent and must not be paid employees of that Organisation.

Group A consists of up to 23 Delegates, from each of the Official BMW Club umbrella organisations.

2	BMW Clubs Europa
2	BMW Clubs Europe Federation
1	BMW Car Club America
1	BMW Motorcycle Owners of America
1	BMW Riders Association International
1	BMW Clubs Canada
2	BMW Clubs Latin American Federation
2	BMW Clubs Asia
1	BMW Clubs Australia
1	BMW Clubs Japan
1	BMW Car Club New Zealand
2	BMW Clubs Africa
2	BMW Clubs Middle East
2	BMW Classic and Type Clubs
2	Allocated to 2 future umbrellas

If possible car and motorcycle clubs should both be represented.

### 3.2 Group B:

4	from BMW Group
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### 3.3 Group C: Observers

Each Organisation named in Group A has the option to have an Observer at the Council meeting, who may participate in discussions.

### 3.4 Costs of Attendance

Flight and ground arrangements for Delegates and ground arrangements (only) for Observers will be paid by BMW Classic.

In case the total number of participants from an Organisation exceeds two (2) the costs for the 3rd participant will be for their own account.

### 3.5 The right to vote:

Officially nominated Delegates mentioned in Groups A and B are entitled to vote. Voting Delegates must be named at the start of the Council meeting.

#### 3.5.1 Group A:

Voting is limited to one vote per Official Club Organisation.

- 1 BMW Clubs Europa
- 1 BMW Clubs Europe Federation
- 1 BMW Car Club America
- 1 BMW Motorcycle Owners of America
- 1 BMW Riders Association International
- 1 BMW Clubs Latin American Federation
- 1 BMW Clubs Canada
- 1 BMW Clubs Asia
- 1 BMW Clubs Australia
- 1 BMW Clubs Japan
- 1 BMW Car Club New Zealand
- 1 BMW Clubs Africa
- 1 BMW Clubs Middle East
- 1 BMW Classic and Type Clubs
  
- 2 Allocated to 2 future umbrellas

#### 3.5.2 Group B:

- 4 from BMW Group

### 3.5.3 Additional vote in case of an even number of Delegates

For secret ballot voting: when the number of eligible votes is even, the Chair is allocated 1 vote that must be cast in conjunction with the Delegates' votes during voting.

## 4 Membership

4.1 Membership under Group A shall be held by the BMW Club organisations and not by an individual.

4.2 Membership under Group B shall be held by BMW Group; one or more Delegates will be appointed by BMW Group Classic.

4.3 Membership under Group A for BMW Club organisations requires the permanent and continuous status as an official club organisation.

## 5 Election of Chairpersons

5.1 The BMW Clubs International Council will elect a Chairperson and three Vice Chairpersons from among its members by simple majority for a period of three years. The Vice Chairperson will each represent one of the three vehicle types: Cars, Motorcycles and Classic Vehicles. Members of Group B cannot be elected. The elections should be staggered.

The Chairperson, ex officio, no longer represents his/her Organisation and a replacement Delegate shall be appointed. This may be the Observer temporarily until a replacement Delegate is appointed.

5.2 The process of nomination for these positions is set out as follows:

5.2.1 Four months prior to Council meetings, Delegates will be asked to provide nominations to the BMW Club and Community Management (also referred to as BCCM) for any positions that fall due at the forthcoming Council Meeting.

- 5.2.2 The nomination period closes 6 weeks prior to the forthcoming Council Meeting.
- 5.2.3 The nomination should be lodged via email to the BMW Club and Community Management and include the details of the nominee (name, club, short CV), details of the Delegates nominating and seconding the nomination and acceptance of the nomination by the nominee.
- 5.2.4 Once the nomination period has closed, all nominations received by the deadline will be reconciled by the BMW Club and Community Management.
- 5.2.5 At least four weeks prior to the Council Meeting, BMW Club and Community Management will provide details of all nominations received to participating Delegates.
- 5.2.6 Voting will be conducted at the Council Meeting by secret ballot.
- 5.3 If any of the Chairpersons does not complete their full term, the replacement nomination process for the incomplete term is as follows:
  - 5.3.1 If a vacancy occurs during or immediately before (i.e., one month or less) a Council Meeting, seconded nominations, along with oral candidacy statements, will be taken during the meeting and, if possible, a vote held during the meeting by secret ballot.
  - 5.3.2 If a vacancy occurs between one month and three months before a Council Meeting, seconded nominations with written candidacy statements will be taken up to two weeks before a Council Meeting with a vote held during the meeting by secret ballot.
  - 5.3.3 If a vacancy occurs between three months and twelve months prior to a Council Meeting, seconded nominations with written candidacy statements will be taken up to one month before being distributed via email and a confidential email vote held by BMW Club and Community Management within a two-week period.
- 5.4 Duties of the Chairpersons

5.4.1 The Chair presides over Council Meetings, represents the International Council and its ideas in the public of all nations, draws up strategies and policies in close collaboration with BMW Group and supports the flow of communication among the Council members.

5.4.2 For special tasks, the Chair may call in working groups. The Chair is the major liaison for BMW Group. The Chair presides over the International Council Meeting and instructs its members about their tasks.

#### 5.5 Duties of the Vice Chairpersons

In case of the Chairperson's absence the Vice Chairpersons work and make decisions on the Chair's behalf. They will be assigned project related work by discretion of the Chairperson.

Each Vice-Chair is appointed by the Chairperson to liaise with and report on clubs worldwide and each one is normally funded by BMW Club and Community Management to attend AGMs as necessary.

The Board of the International Council, i.e. Chair and Vice-Chairs, holds regular electronic meetings, and also meet with BMW Club and Community Management in this way.

The Board, BMW Club and Community Management and representatives from BMW Classic meet in person to review and plan club-related business about one-half year before the Council Meeting.

#### 5.6 Duties of the Council

5.6.1 The BMW Clubs International Council will create and follow a basic philosophy. To this end, the Council can formulate its own guidelines. It will use its best endeavours to ensure that organisations throughout the world adopt this philosophy and it shall observe the results.

5.6.2 The BMW Clubs International Council will observe all club activities and where suitable shall encourage similar events throughout the world. These may be supported by BMW Group and its subsidiaries or importers.

- 5.6.3 The International Council can be called in to deal with disputes in accordance with its own guidelines "Mechanism for Dispute Resolutions" . After the hearing, the BMW Clubs International Council will make a decision as per the guidelines.
- 5.6.4 The Council's recommendations are affected by a simple majority of those voting members present.
- 5.7 Duties of the BMW Clubs and Community Management (see also guideline no.3):
- 5.7.1 Initiator and mediator of mutually benefited cooperation between the clubs and the units, subsidiaries and the affiliated dealerships of the BMW Group;
- 5.7.2 Generation and provision of communication media, processes and tools coordinated and customized for the various target groups;
- 5.7.3 Steering and managing administration and regulatory organisation (authority) for the club issues worldwide; and
- 5.7.4 Development of future-orientated structures for the efficient management of the BMW Club organisations worldwide.
- 5.8 BMW Group Delegation
- The BMW Group Delegation to the clubs:
- 5.8.1 Acts as a liaison for BMW Group and represents BMW towards the clubs;
- 5.8.2 Works in close co-operation with the Chairperson of the BMW Clubs International Council;
- 5.8.3 Acts as the intermediary for BMW Group subsidiaries/importers and for BMW Group in the final approval of new clubs and their logos;
- 5.8.4 Keeps in contact and liaises with BMW subsidiaries and importers in respect of club matters including their responsibilities towards them; and

- 5.8.5 Encourage the representatives of the BMW sales regions to exert their influence on the BMW sales subsidiaries and importers in their region to cooperate with the national BMW Clubs and their delegates and support their activities.
- 5.9 Duties of Delegates
- 5.9.1 It is the responsibility of each Delegate to the International Council to act in good faith to convey the recommendations of the International Council to his/her club in an expeditious and forthright manner.
- 5.9.2 The responsibilities include but are not limited to:
- 5.9.2.1 Maintaining constructive and harmonious relationships with their national distributor;
- 5.9.2.2 Communicating to their constituents and creating awareness of the IC and its members, and conveying recommendations and outcomes of Council meetings to their club in an expeditious and forthright manner;
- 5.9.2.3 Actively participating in the activities of the IC before, during, and after the annual meeting;
- 5.9.2.4 Working collaboratively with other official clubs and organisations in the worldwide community;
- 5.9.2.5 Promoting or distributing to clubs and club members, the BMW Club News, other informational material, and promotional materials;
- 5.9.2.6 Promptly reporting on an annual basis to the BMW Club and Community Management the activities of the umbrella or club, including membership size; and
- 5.9.2.7 Nominating eligible candidates for IC awards.

## 6 Special Guests

The BMW Clubs International Council can call in Special Guests to attend the Council meeting and participate as appropriate in defined presentations and discussions.

No other rights are extended to this group, and they are guests on their own account.

## 7 Council Meetings and Representation

### 7.1 The International Council meets once a year to report and discuss future strategies.

If necessary, the Delegates may agree on holding an extra meeting. It is the responsibility of each Club organisation to appoint its own representative.

In the interest of continuity, the same Delegate should be appointed for a reasonable time.

### 7.2 If it is not possible to hold a physical Council Meeting, the annual meeting may be held virtually by electronic transmission. In this case all matters pertaining to protocol and voting procedure will be in accordance with the Constitution. These include matters detailed but not limited to clauses 3.5, 5, 9.

### 7.3 The distribution of the agenda and voting topics to the Delegates will be the responsibility of BCCM.

### 7.4 BCCM is required to engage an independent agency to be responsible to conduct a secret ballot with secure password protected registration of the Delegates. The agency is required to collate the secret ballot votes and provide the result of the votes to the Chair and BCCM.

### 7.5 The Chair will sign the results to confirm the integrity of the voting procedure and will present the result to the Delegates in the virtual meeting.

## 8 Finance

BMW Group allocates a basic fund each year to guarantee that the BMW Clubs International Council and the BMW Clubs and Community Management are able to fulfil their basic tasks. Further subsidies for special projects will be negotiated in each individual case.

The subsidiaries should support the International Council Meeting taking place in their market.

## 9 Amendments

Amendments to the Constitution must be made by a two-thirds majority of voting members present.

## 10 Dissolution

The BMW Clubs International Council can be dissolved by a two-thirds majority of voting members present.