



BMW CAR CLUB OF VICTORIA INC

CONSTITUTION AND RULES

CONTENTS	Page
1. NAME	3
2. ADDRESS	3
3. OBJECTS	3
4. INCOME AND PROPERTY	3
5. STRUCTURE, CHAPTERS AND REGISTERS	4
6. MEMBERSHIP	5
7. LIABILITY OF MEMBERS	7
8. FEES AND SUBSCRIPTIONS	7
9. ELECTION OF COMMITTEE	8
10. PROXY VOTES	9
11. VACANCY ON COMMITTEE	9
12. SUB-COMMITTEES	9
13. POWERS AND DUTIES OF THE COMMITTEE	10
14. COMMITTEE EXECUTIVE DEFINITION	10
15. DUTIES OF COMMITTEE MEMBERS	10
16. DUTIES OF MOTOR-SPORT SUB-COMMITTEE AND KEY OPERATIONAL PERSONNEL	11
17. MEETINGS	12
18. EXTRAORDINARY GENERAL MEETINGS	12
19. ANNUAL GENERAL MEETING	13
20. COMMITTEE MEETINGS	13
21. RESOLUTION AND VOTING	13
22. AUDITING	14
23. FUNDS	14
24. SEAL	14
25. CUSTODY AND INSPECTION OF BOOKS AND RECORDS	14
26. DISPUTES AND MEDIATION	15
27. ADHERENCE TO CONSTITUTION AND RULES	15
28. POWER TO MAKE BY-LAWS	16
29. EXPULSION OF MEMBERS	16
30. SERVING OF NOTICES ON MEMBERS	16
31. RESIGNATION OF MEMBERS	16
32. CHANGE OF RESIDENCE	16
33. ALTERATION OF CONSTITUTION AND RULES	16
34. PRIVACY	16
35. INDEMITY	17
36. INSURANCE	17
37. DISSOLUTION	17
38. INTERPRETATION	17

BMW CAR CLUB OF VICTORIA Inc.

The BMW is a special car built with the driver as its focal point. Hence the name of the Club and the slogan "Aus freude am fahren": this means "Sheer driving pleasure" which is universally adopted by the BMW Company with its Sporting car traditions to describe its product and purpose.

On this basis and with the special interests of BMW drivers as a guide, the BMW Car Club of Victoria Inc joined with the BM Motorsport Register Inc to form a non-profit making organisation to be styled the BMW Car Club of Victoria Inc.

BMW CAR CLUB OF VICTORIA Inc.

CONSTITUTION AND RULES

1. NAME

The name of the organisation is BMW Car Club of Victoria Inc. (hereinafter called "The Club").

2. ADDRESS

The address of the Club shall be at such places as the Committee may from time to time determine.

Currently GPO Box 1250, Melbourne, VIC, 3001.

3. OBJECTS

The objects for which the Club is established are:-

- a. To bring together people interested in the BMW marque covering BMW cars of all models.
- b. To promote and engender motor-sport and social activities.
- c. To collect and disseminate such technical and mechanical information as shall be of benefit to BMW drivers.
- d. To promote, foster and conduct driver training and motoring generally, in all its facets.
- e. To promote friendship and courtesy on the road, socially and in competition between Members of The Club and other Clubs.
- f. To preserve BMW Automobiles and their history.
- g. The Club will affiliate with CAMS Ltd and abide by its rules and constitution and those of the FIA.
- h. The Club will affiliate with BMW Clubs Australia and other motoring association bodies as the Committee may deem appropriate.

4. INCOME AND PROPERTY

- a. The income and property of the Club whence so ever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise how so ever by way of profit, to the Members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any Member of the Club in return for any services actually rendered to the Club.
- b. **EXPENSES IN PERFORMANCE OF DUTY**
All committee members will be reimbursed all expenses directly attributable to the Club. Where by virtue of position, that Committee member feels obliged to attend a function or perform some duty, the expenses incurred may be reimbursed by the Club. The Committee Member, feeling so obliged and wishing to have such reimbursement shall

BMW CAR CLUB OF VICTORIA Inc.

seek approval of the committee prior to the involvement of the expense. Monies owed to the Club by Committee Members or Event Organisers must be settled within 30 days of the event. Any monies owed in relation to events and entry fees owed by members must be settled within 7 days once the event has taken place. The Committee has put in place an Expense Policy as a By-Law to encompass these matters.

c. CLUB INTELLECTUAL PROPERTY

Where a Committee Member or Club Member performs duties for the Clubs, any material produced in whatsoever form will be the property of the Club and all rights to that material will remain within the Club.

d. DISPOSAL OF CLUB ASSETS

When in the opinion of the Committee a particular asset is of no further use to the Club notice of disposal will be placed in the next published magazine where a request for tenders for purchase of such asset from members will be advertised and the closing date of the tender process. The closing date will be such to coincide with a monthly general meeting. All tenders are to be in writing, addressed to the Secretary and be clearly marked 'tender for purchase' and will remain unopened until the meeting of the closing date. At the meeting of the closing date the Secretary will open all tenders and the highest tender will be the successful purchaser. If there are two or more equal highest tenders the item for tender will then be auctioned to the highest bidder provided it is above the highest tender.

e. ASSET REGISTER

The Treasurer will maintain the Club Asset Register, which will cover all items of value, considered property of the Club. The Treasurer will also maintain a record of the whereabouts of all assets, and conduct an audit each year to confirm the accuracy of the asset register.

5. STRUCTURE, CHAPTERS AND REGISTERS

- a. The Club shall consist of classes of Members as specified in Rule 6. From those classes of Members, subject to the restrictions in Rules 6 and 9, shall be elected a Committee consisting of: President, Vice-President, Secretary, Treasurer, Club Captain Motor-sport, Driver Training Coordinator, Membership Secretary, Loans Officer, Magazine Editor, Advertising Co-ordinator, Public Officer, Activities Coordinator, Merchandising Officer, City Dealers Liaison Officer and Country Dealers Liaison Officer. The elected Committee may second other members to perform special duties as the need arises. The elected Committee may create additional positions on the Committee on a temporary basis until the members ratify the position at the next Annual General Meeting.
- b. All positions on the Committee are to be honorary and as such no Committee member shall take personal (financial or otherwise) advantage from their position on the Committee. Should this occur, the President will have the power to ask for that member's resignation and expect the resignation to be given.
- c. The Club executive may consider the establishment of a Chapter of the Club should it receive a submission. A Chapter Club will remain under the auspices of the BMW Car Club Vic Inc. which in turn, is a Member Club of BMW Clubs Australia. The primary criteria for the establishment of a Club Chapter will be the numbers of existing financial members residing in a particular district or area of Victoria considered by the Committee remote from the Melbourne metropolitan area. The Chapter must accept the constitution of the Club. However the Chapter may submit for consideration by the Committee, rules

BMW CAR CLUB OF VICTORIA Inc.

which may best apply to the Chapter because of local considerations. The Chapter members would remain members of the BMW Car Club Vic Inc and as such membership fees would be paid to the Club. The Chapter would submit an annual budget for consideration by the Committee and receive support funds and subsidy from the Club via this means. The Chapter may pursue its own fund raising. To maintain correct Club audit procedures, all expenditure and funds raised must be reported to the Club and operate within the financial guidelines set by the Club.

d. REGISTERS

The Committee will foster approved national registers for those members with an interest in a particular model.

6. MEMBERSHIP

a. Full Members

Any person:

1. who supports the objects of the Club; and
2. who is the sole owner, joint or several owner, lessee or company nominated driver of a BMW motor vehicle, shall be eligible for full membership.

Every Full Member of the Club shall enjoy full benefits and privileges of Membership so long as they are a financial member or unless they are expelled from the Club under Rule 29.

Members in the following categories are however ineligible to hold office: -

1. BMW dealers and their employees
2. Employees of BMW Australia.
3. Persons deriving a substantial portion of their income from BMW service, spares or accessories, unless ratified at the AGM by a simple majority of financial members present.

b. Associate Members

Any person who is not the owner of BMW motor vehicle provided –

1. that person support the objects of the Club; and
2. the Committee, on the application before it, is satisfied of that person's genuine interest in the objects and purpose of the Club, shall be eligible for associate Membership. Associate members should not exceed 10% of all Club members.

Every Associate Member of the Club shall enjoy the full benefits and privileges of Membership except the right to vote at meetings and the holding of an Office in the Committee, except under section 9 paragraph 2.f

c. Honorary Members

The Committee may propose for honorary membership any person who, in the committee's opinion, considers that the person's admission to membership can be of real benefit to the advancement of the club. The proposal must first be ratified by a

BMW CAR CLUB OF VICTORIA Inc.

general meeting of members. Honorary members shall have the full benefits and privileges of membership, except the right to vote at meetings and the holding of an office in the committee. The duration of the honorary membership shall be determined by the Committee.

d. Life Member

The Committee may propose for life membership any person who, having completed ten (10) years continuous membership of the Club, and in the committee's unanimous opinion, deserves it by virtue of their services to the Club. Life Members shall have the full benefits and privileges of membership, without payment of any further membership subscriptions. No more than one life membership may be created in any one calendar year.

e. Unfinancial Members

Any Member whose subscription is in arrears three or more months shall cease to be a Member. The former Member shall be eligible for readmission only upon payment of the full joining fee and membership subscription.

f. Applications

Application for Membership shall be in writing and signed by the Applicant, and shall take such form as the Committee shall determine, but will contain a statement by the applicant that he supports the objects of the Club and undertakes to comply with the Constitution and Rules of the Club. Applicants shall nominate their preferred method for receiving correspondence and notices – by email or post. All Members shall be approved for Membership by a majority of the Committee. An applicant is a temporary Member until such time as his application is considered by the Committee.

g. Joint Membership

The category of Joint Membership is created to permit the admission to membership of two people living at the one address (and additional people for an additional fee), at least one of whom meets all the requirements for Full Members. Members in the class of Joint Membership shall enjoy all the benefits and privileges of Full Membership but each Joint Membership shall receive only one Club Magazine or communication per issue and shall be entitled to a maximum of two (2) votes.

h. Day Membership

Day Membership shall be open to anyone, who in the opinion of the person organising a club event, is suitable to participate in that event. The Committee shall specifically authorise event organisers to accept Day Membership, which shall then be valid for a period not exceeding 24 hours from the time nominated by the event organiser. Day members have no voting rights. A nominal fee will be charged, however a discount for this amount will be refunded off the price of a yearly membership if done within one calendar month of the event.

i. Register of members

(1)The Membership Secretary must keep and maintain a register of members containing-

BMW CAR CLUB OF VICTORIA Inc.

- (a) The name and address of each member; and
- (b) The date on which each member's name was entered in the register.
- (c) Such other information as deemed appropriate by the Committee.

j. Reciprocal rights of members

From time to time the committee of the BMW Car Club of Victoria Inc. may grant members of other BMW Clubs, Interstate or International, reciprocal rights to membership of the BMW Car Club of Victoria Inc. for the purposes of gaining members benefits for events or other occasions. This is completely at the discretion of the committee as to which events or occasions this covers. This arrangement is only intended for casual visits and is not intended for unlimited use at the BMW Car Club of Victoria Inc.

7. LIABILITY OF MEMBERS

The liability of Members is limited. The liability of a Member of the Club to contribute towards payment of the debts and liabilities of the Club or the costs, changes and expenses of winding-up of the Club is limited to the amounts, if any, unpaid by the Member in respect of membership of the Club or any amounts owing to the Club.

8. FEES AND SUBSCRIPTIONS

1. The Annual Subscription shall be such sum as shall be fixed from time to time by the Management Committee together with the prevailing CAMS Ltd. Membership Fee (if applicable).
2. The first subscription payable by a potential member shall be the current annual subscription at time of application and shall be payable on application for Membership.
3. Renewal of Membership shall be on or before the 1st July in each year provided that for Member's joining after 1st July 2004, renewal of Membership will be due on the anniversary of the date of their joining the Club.
4. The Membership Fee and Joining Fee shall be such sums as determined by the Committee. The terms of payment may also be adjusted by the Committee.

a. Joining Fee

The full joining fee shall apply to:

- i) All new members.
- ii) Unfinancial members rejoining.

b. Membership Fee

The Membership Fee shall be paid on an annual basis and is due on 1st July of each year, or the annual anniversary of the date the Member joined the Club (the date their name was entered in the Register of Members) if the Member joined after 1st July 2004, and shall be the current annual subscription at time of renewal.

BMW CAR CLUB OF VICTORIA Inc.

9. ELECTION OF COMMITTEE

At the AGM the President shall declare all positions vacant and appoint a Chairman to conduct the election of the committee. At the completion of the elections, the Chairman will resign and pass control to the incoming President.

1. At the Annual General Meeting, the Committee, as set out in this Constitution shall be elected to replace the outgoing Committee, which shall retire at the Annual General Meeting. These Members shall be eligible for re-election, provided that no person shall hold the same office for a consecutive period of more than two years, unless approved by a three quarter majority of members voting and the person to be re-elected agrees. The incoming Committee shall assume office from the AGM and shall serve until the next Annual General Meeting, except as otherwise provided in this Constitution.
2. The procedure for making nominations for the Committee shall be as follows:
 - a. No person will be eligible for nomination unless he will have been a financial member for at least twelve (12) months immediately prior to the date of the Annual General Meeting unless such nomination is unanimously approved by the Committee.
 - b. Nominations may be proposed by any financial Member of the Club preceding the elections at the Annual General Meeting. The nomination shall be in writing, naming the position in respect of which the proposal is made, be signed by the proposer and seconder and lodged with the Secretary at least twenty-one (21) days before the Annual General Meeting at which the election is to take place.
 - c. For any positions for which there are no nominees in advance of the meeting, nominations may be proposed verbally by any Member to the Chairman conducting the elections at the Annual General Meeting. All verbal proposals shall be seconded by a Member before they are accepted.
 - d. The Chairman conducting the elections shall accept as nomination only those proposals that have the agreement of their nominees.
 - e. No person shall be eligible for nomination unless they are a financial member.
 - f. Non Executive Committee positions may be filled by Associate Members. Should a nomination of an Associate Member be the only nomination received for that position, endorsement will be required by a majority vote of members present at the meeting. To be eligible for nomination, Associate Members shall have been an Associate or Full Member for a continuous period of not less than 1 year prior to nomination unless such nomination is unanimously approved by the Committee.
 - g. The election of Officers at the Annual General Meeting shall be in the following order: President, Vice-President, Secretary, Treasurer, Club Captain Motor-sport, Driver Training Coordinator and then the other Officers.
 - h. Election by secret ballot shall be conducted only where there are two or more candidates, or there are any objections to any one candidate for any position.

In the case of 2 or more candidates, the voter has the option of voting for either/or any of the candidates. The successful candidate will be the one with the greatest number of votes. In the event of a tie, subsequent secret ballots will be held until a clear winner is determined.

BMW CAR CLUB OF VICTORIA Inc.

In the event of an objection to a sole candidate, the voter has the option of voting 'for' or 'against' the candidate. No sole candidate shall be elected unless there is a majority 'for' them.

To conduct the ballot, the Meeting shall appoint two (2) Returning Officers and the Chairman shall announce the name of the Member elected to the position(s) when the count has been completed and agreed upon.

During the elections those people in attendance who are eligible to vote shall be grouped separately from others present at the Meeting.

10. PROXY VOTES

Any Member may appoint any other person, who need not be a Member, to act as his proxy in any business conducted at the Annual General Meeting. Prior to the commencement of the elections the proxy shall submit to the Chairman satisfactory written authorisation to act.

A Proxy form shall be sent with Notices of the AGM and shall also be available on the Club website or by application to the Secretary and lodged with the Secretary no less than 48 hours before the meeting. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Otherwise the proxy may vote as he thinks fit. For election of Committee Positions, the proxy form shall include a box beside the name of each candidate for each position. The Member should place a number in each box indicating his order of preference for each candidate for each position. In the event of a candidate or candidates on the list has already been elected to a position, the Member's order of preference of the remaining eligible candidates will be taken as his vote for that position.

11. VACANCY ON COMMITTEE

A vacancy on the Committee occurring for whatever reason shall be filled by the Committee. The Committee shall nominate person or persons to fill the vacancy. The person so nominated shall temporarily hold office until ratified by a majority at the next General (Monthly) Meeting of the Club.

The office of a Member of the Committee shall be vacated if:

- a. the Member ceases to be a Member of the Club
- b. the Member becomes unfinancial
- c. the Member resigns in writing to the Committee.
- d. the member is absent from three consecutive Committee and/or General Meetings without leave of absence or just cause, and his office is declared vacant by a resolution of the Committee.
- e. Becomes bankrupt or is prohibited under the Act.

12. SUB-COMMITTEES

The Club Captain Motor-sport will form a Motor-sport Sub-Committee of key operational personnel to administer and co-ordinate competitive motor-sport events.

BMW CAR CLUB OF VICTORIA Inc.

The Committee may appoint a Sub-Committee to handle any matter requiring special consideration.

13. POWERS AND DUTIES OF THE COMMITTEE

- a. The Committee shall arrange the main items of business for the General Meetings, receive and deal with correspondence and applications for Membership, receive and pass accounts for payment and generally carry out the duties usually carried out by the Committees of similar Clubs and Societies.
- b. The Committee shall have the authority to approve or reject applications for Membership.
- c. The Committee must consider Resolutions passed at the General Meetings of the Club, and may do that which is deemed necessary by it to achieve the objects stated or implied by a resolution.
- d. The Committee shall be the final authority for the interpretation of the Constitution and Rules of the Club.

14. COMMITTEE EXECUTIVE DEFINITION

The Executive will be comprised of the President, Vice President, Secretary, Treasurer and Club Captain Motor-sport.

The Executive will have the power to make decisions on behalf of the Full Committee in matters arising under section 13a of the Constitution. Such decisions will be reported to the Committee at its next meeting.

15. DUTIES OF COMMITTEE MEMBERS

- a. The President shall chair General and Committee Meetings of the Club. The Chairman shall see that minutes are taken at all meetings. The President or his chosen representative shall act as the Club's delegate to BMW Clubs Australia and other outside bodies as appropriate.
- b. The Vice-President shall assist in the execution of the President's duties. In the absence of the President the Vice-President shall assume the duties of the Office of President. The Vice President shall also fulfil the role of Club Ombudsman who shall settle disputes on behalf of the Committee between Club Members or outside bodies.

Such disputes are to be reported to the Committee together with comments and/or recommendations. The Committee's decision shall be accepted as final and binding on the member or members of the Club party to the dispute.

- c. The Secretary shall issue notices convening Meetings produce minutes and deal promptly with correspondence of a routine or general nature and generally do such work as is usually performed by the Secretary of similar Clubs or Societies.
- d. The Treasurer shall be responsible for the Club's finances and keep the Club's financial books, which shall close as at 30th June. At each Committee Meeting the Treasurer shall submit a statement of the financial position of the Club as of the beginning of the Meeting. The Treasurer shall also be responsible for the maintenance of the Club Asset Register, and conduct annual audits of said Asset Register.

BMW CAR CLUB OF VICTORIA Inc.

At the Annual General Meeting the Treasurer shall present an audited financial report consisting of a statement of Income and Expenditure for the previous financial year and a Balance Sheet of Assets and Liabilities as of the close of that year. The Treasurer shall be responsible for all monies received and shall deposit such monies to the credit of the Club as soon as possible after receipt. The Treasurer shall be empowered to pay such amounts up to a specified limit as approved by the Committee, but shall obtain the authority of the Committee before paying accounts of a greater amount. The Treasurer's payment limit, and all amounts greater than the specified limit must be recorded in the minutes of the relevant Committee Meeting.

- e. The Club Captain Motor-sport shall be responsible for the promotion of all competitive motor-sport activities in the club. They will act as key liaison with CAMS Ltd, and act as chairperson during Motor-sport Sub-Committee meetings.
- f. The Activities Coordinator shall coordinate all functions (Motor-sport and Social) held by the Club, and be responsible for the issuing and updating the Club's calendar of events.
- g. The Magazine Editor shall be responsible for the production of the Club magazine and newsletter.
- h. The Advertising Coordinator shall be responsible for arranging the advertising for the Club magazine.
- i. The Public Officer shall perform the duties as outlined by the appropriate Statutory Body.
- j. The Membership Secretary shall maintain the Club's membership records, process applications for new Memberships and renewals.
- k. The Loans Officer shall be responsible for maintaining the Club's Library and Loan equipment, and distributing information to Members on what products and information is available from the Club.
- l. The Driver Training Coordinator shall be responsible for all Driver Training activities for the Club.
- m. The Merchandising Officer shall be responsible for procuring, promoting and marketing Club merchandise to Members.
- n. The City Dealers Liaison Officer shall be responsible for the Club's relationship with BMW dealers in the Melbourne metropolitan area
- o. The Country Dealers Liaison Officer shall be responsible for the Club's relationship with BMW dealers in Victoria other than the Melbourne metropolitan area
- p. Other roles and positions may be created as the need arises.

16. DUTIES OF MOTOR-SPORT SUB-COMMITTEE AND KEY OPERATIONAL PERSONNEL

- a. The Clerk of Course is responsible for the general conduct of an event in accordance with the Supplementary Regulations, Program and Organising Permit. All other duties will be in accordance with those outlined in Part X, Section 172 of the CAMS National Competition Rules.

BMW CAR CLUB OF VICTORIA Inc.

- b. The Event Secretary shall be responsible for the organisation of an event as regards all material and notices required in connection therewith. He shall satisfy himself that the various officials are acquainted with their duties and are furnished with the necessary equipment. All other duties will be in accordance with those outlined in Part X, section 174 of the CAMS National Competition Rules.
- c. The Chief Scrutineer shall be responsible for checking the compliance of vehicles with eligibility requirements of CAMS Rules, their Regulations and sundry Formulae, and the Supplementary Regulations.
- d. The Chief Timer shall accurately record times for competitors at an event.
- e. The Chief Flag Marshal shall be responsible for organising flag marshals at posts assigned to them by the Clerk of Course. Signals will be given by flags to the competitors to ensure the safe running of an event using CAMS national competition rules as a principle guide.
- f. The Chief Steward shall appoint another Steward for an event. They shall have general power and authority to enforce compliance with various Codes, Rules, Regulations as approved by CAMS. All other duties will be in accordance with those outlined in Part X, Section 168,169 and 170 of the CAMS National Competition Rules.
- g. Other positions may be created as the need arises.

17. MEETINGS

- a. The Secretary shall give notice to Members, of all General Meetings, setting out the time and place of Meetings. In the case of the Annual General Meeting, or an Extraordinary General Meeting twenty-one (21) days notice shall be given and shall include the Agenda for same. For Annual General Meetings or Extraordinary General Meetings no item/s other than those specified shall be dealt with.
- b. General Meetings shall be convened by the Committee. There shall be no less than three (3) General Meetings in any one (1) year.
- c. The Quorum at all General Meetings, Annual General Meetings and Extraordinary General Meetings shall be ten (10) financial Members.
- d. Should a quorum not be present at an Annual General Meeting or Extraordinary General Meeting then the decisions of that meeting shall be advised in writing to all financial Members. If within twenty-one (21) days of the date of posting such advice, written objections from not more than ten (10) financial Members are received by the Secretary, then the decisions of that meeting shall be considered valid.

18. EXTRAORDINARY GENERAL MEETINGS

Extraordinary General Meetings shall be convened by the Committee if it considers such a meeting necessary or if it is requested in writing to do so by at least ten (10) financial Members. Notice of an Extraordinary General Meeting shall clearly state the nature of the business to be discussed at the meeting.

BMW CAR CLUB OF VICTORIA Inc.

19. ANNUAL GENERAL MEETING

- a. The Annual General Meeting will be convened by the Committee between 1st July and 30 November in each year.
- b. Notices of motion shall be lodged with the Secretary at least twenty-eight (28) days prior to the Meeting.
- c. The agenda for the Annual General Meeting shall be:
 1. Confirmation of Minutes of previous Annual General Meeting.
 2. President's Report
 3. Financial Report
 4. Committee members' reports
 5. Election of Committee (as per section 9 of this Constitution)
 6. Election of Auditor
 7. Notices of Motion
 8. General Business

20. COMMITTEE MEETINGS

- a. The Committee shall arrange its meetings at the convenience of its Members in accordance with Clause 13.
- b. The Committee shall meet as often as is necessary to carry out their duties, at a time and place decided by them. However, there shall be no less than four (4) Meetings of the Committee in any one (1) year.

The quorum at a Committee Meeting shall be four (4) Members.

21. RESOLUTION AND VOTING

- a. Every motion shall be properly moved and seconded. Electronic forms of communication such as emails and forum website being an acceptable form of raising a motion or conducting a meeting at Committee level only.
- b. The Chairman may rule a motion out of order but must state the reason(s) for doing so. The Chairman's ruling may be dissented from if a motion to that effect is carried, in which case the original motion shall stand.
- c. The intention to conduct a vote on an issue that is a major one and effects all Members shall be treated under Clause 18 or 19 (b).

(1) Voting, except for the election of Committee Members shall be by voice or by show of hands unless a motion is passed to hold a secret ballot on the issue in question.

(2) Election of Committee Members shall be by a secret ballot.

BMW CAR CLUB OF VICTORIA Inc.

- d. Decisions shall be made by simple majority vote except as otherwise provided herein. If there is an equality of votes for and against a motion the Chairman may exercise a casting vote to decide the issue.

22. AUDITING

A Member of the Club or such person as the Club selects, shall at each Annual General Meeting be appointed until the following Annual General Meeting for the purpose of providing an independent report as to the accuracy and reliability of the accounts and records kept by the Treasurer. Should such an officer not be elected at an Annual General Meeting, he may be appointed at a subsequent Meeting to hold office until the next Annual General Meeting, at which he will present his report attached to the Treasurer's report, and it shall be read aloud by the Chairman to the Meeting. This officer shall then retire from office but is eligible for re-election, provided that no person, other than a qualified Auditor, shall hold the office of Auditor for a consecutive period of more than three (3) years.

23. FUNDS

The Treasurer of the club must-

- (a) collect and receive all moneys due to the club and make all payments authorised by the club: and
- (b) keep correct accounts and books showing the financial affairs of the club with full details of all receipts and expenditure connected with the activities of the club.

The funds of the Club shall be banked in an account styled in the name of the Club.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the President, Vice President, Secretary and Treasurer who shall be the authorised signatories.

The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and any such other sources as the committee determines.

24. SEAL

The common seal of the Association must be kept in the custody of the Secretary.

The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the executive committee or, of one member of the executive committee and of the public officer of the Association.

25. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

Except as otherwise stated in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.

All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.

BMW CAR CLUB OF VICTORIA Inc.

26. DISPUTES AND MEDIATION

(1) The grievance procedure set out in this rule applies to disputes under these Rules between- (a) a member and another member; or

(b) a member and the Club.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be-

(a) The Vice President of the Club, as provided by section 15 b of this Constitution, by agreement between the parties; or

(b) in the absence of agreement-

(i) in the case of a dispute between a member and another member, a person appointed by the committee of the Club; or

(ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Club can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must-

(a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

27. ADHERENCE TO CONSTITUTION AND RULES

Every person applying for Membership of the Club shall upon acceptance agree to abide by and be bound by the Constitution and Rules including all properly constituted additions and amendments thereto.

BMW CAR CLUB OF VICTORIA Inc.

28. POWER TO MAKE BY-LAWS

The Committee shall have the power to make and publish any by-laws for the better management and control of the Club which shall not be inconsistent with this Constitution.

29. EXPULSION OF MEMBERS

A Member who has wilfully acted in contravention of the Constitution or Rules of the Club or who, in the opinion of the Committee is guilty of conduct detrimental to the welfare or interest of the Club may be summoned to a meeting of the Committee to show cause why he/she should not be suspended or expelled. Expelled members are not entitled to any membership or subscription refunds.

A Member suspended or expelled may, within one month, lodge notice of appeal with the Secretary and such appeal shall be heard and adjudged by the first General Meeting held after the Members have been given notice of the appeal in writing by the Secretary.

30. SERVING OF NOTICES ON MEMBERS

A notice may be served by the Club upon any Member, either personally or by sending it by prepaid post addressed to such Member at his registered place of address or, if he has elected to receive notices by electronic transmission, to his registered email address, and shall be deemed to be served two business days after the day of sending. All notices shall also be posted the Club's website. The non-receipt of, or the accidental omission to give any notice to any Member shall not invalidate the proceedings at any meeting to which such notice applies. It shall be the member's responsibility to advise the Membership Secretary of any change of contact details as per Clause 32.

31. RESIGNATION OF MEMBERS

A Member wishing to resign shall not be entitled to any refund of any part of their subscription.

32. CHANGE OF RESIDENCE

Upon changing his residence, a Member shall notify the Secretary in writing within thirty (30) days of such change and shall provide the new address and telephone number.

33. ALTERATION OF CONSTITUTION AND RULES

No additions or alterations shall be made to the Constitution and Rules unless it is proposed by the Committee or at least ten (10) financial Members of the Club. The proposal shall be forwarded in writing to the Secretary who shall then promptly give notice to the members of the proposal and the date and place of the meeting at which the motion is to be considered. In order to be carried, such a motion shall require a majority of three-quarters of the total votes cast by financial Members present at the meeting or represented by proxy.

34. PRIVACY

The Club will only collect personal information for purposes of complying with the Act and this Constitution and for operational purposes. This information will be used for the primary purpose for which it is collected, remains confidential and will not be sold or disclosed to third parties other than in accordance with legally enforceable direction.

BMW CAR CLUB OF VICTORIA Inc.

35. INDEMNITY

Every member of the Committee, Auditor and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability arising out of the proper execution of the duties of his office which is 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 under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

36. INSURANCE

The Club shall effect and maintain public liability an officer's indemnity insurance, and may effect and maintain such other insurance policies as the Committee may deem appropriate.

37. DISSOLUTION

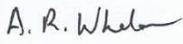
- a. The Club shall be dissolved by the Committee (or the remnants of it) if the Membership falls below ten (10) financial Members, or if an Extraordinary General Meeting convened for the purpose of discussing dissolution shall decide by vote to dissolve it.
- b. In order to be carried such a motion shall require a majority of three quarters of the total votes cast by financial Members present at the Meeting, or represented by Proxy.
- c. Upon the dissolution of the Club its assets shall be realised and the debts and liabilities thereof satisfied. Any remaining monies shall be donated to a Registered Charity agreed upon by the Committee or by the Meeting at which the resolution for dissolution was carried.

38. INTERPRETATION

Where herein before used, words importing the masculine gender shall include the feminine gender and words importing the singular number shall include the plural and vice-versa unless the context shall otherwise require. This Constitution is based on the Model Rules for an Incorporated Association under the Associations Incorporation Act (1981), Victoria and interpretation and definitions should be based on those Rules and Act.

THIS CONSTITUTION WAS PRESENTED TO AND APPROVED BY THE MEMBERS OF THE CLUB AT A GENERAL MEETING ON THE 19TH JUNE 1981, AMENDED BY THE MEMBERS OF THE CLUB AT AN EXTRAORDINARY GENERAL MEETING ON 21st October. 1996. IT WAS FURTHER AMENDED BY THE MEMBERS OF THE CLUB AT AN ANNUAL GENERAL MEETING ON 3RD SEPTEMBER 2001. It was further amended by the members of the Club at an Extraordinary General Meeting on the 6th September 2004. . It was further amended by the members of the Club at an Extraordinary General Meeting on the 21st June 2010. It was further amended by the members of the Club at an Extraordinary General Meeting on the 2nd October 2017.

SECRETARY



PRESIDENT