

**BMW Clubs  
Europa**



## **Statutes of BMW Clubs Europa e.V.**

## **INTRODUCTION**

BMW Clubs Europa e.V. aims to maintain and continue the long tradition of BMW clubs in Europe. Its aim is to present a unified appearance for all BMW Clubs in relation to BMW AG and the general public.

The club and its associates, their members and BMW AG will make every effort to maintain and enhance its reputation.

## **ARTICLE 1**

### **a) Name, Registered Office and Financial Year**

The association is known as the BMW Clubs Europa e.V., and is entry no. 10148 in the Register of Associations in Munich.

The Registered Office of the association is in Munich.

The financial year is the calendar year.

The official languages of the association are German and English.

### **b) Purpose of the Association**

The purpose of the association is to unite the higher-ranking national BMW associations/BMW clubs in Europe to promote and exercise friendly international relationships with other BMW clubs, and to promote joint activities with vehicles manufactured by BMW. All members should have the opportunity to ask for non-political and neutral advice on tourist, motor sport, and mechanical issues relating to road safety, and to share experiences. The primary aim is to work together with the motor vehicle manufacturer Bavarian Motor Works (BMW), and its subsidiaries and importers.

## **ARTICLE 2**

### **Use of the BMW Name/Symbol**

The association, its members and subordinate associations are allowed to use the BMW trademark and the BMW name in accordance with BMW AG's licensing agreement, and in accordance with the manner specified in the Guidelines of the International Council of BMW Clubs (visual appearance). The Board of BMW Clubs Europa e.V. is responsible for making decisions concerning the use of the name/symbol on behalf of BMW AG. Permission to carry the BMW name and use the BMW trademark can be withdrawn at any time.

## **ARTICLE 3**

### **Financial Resources and Financing Methods**

Resources required to achieve the goals of the club will be generated from membership contributions, income from companies and events, and from donations, collections and other benefits.

Association resources must only be used for purposes that comply with the statutory purposes in accordance with Article 1b. Members receive no share in profits, and their membership status does not entitle them to any other benefits from resources held by the association. No person may benefit from expenses that are at odds with the expressed purpose of the association, or from disproportionately high levels of compensation. ARTICLE 4

### **Membership**

#### **a) Acquisition**

Membership of the association is only open to consolidated national associations of BMW Clubs in Europe, whose subordinate associations can in turn be associations, clubs or consolidations of clubs, which are organised on a democratic basis and support the aim of the association and must not be geared towards profit-making. If one country has a maximum of two clubs, one each for cars and motorbikes, then these can be recognised as a national country association, which gives them both voting rights at the Annual General Meeting of BMW Clubs Europa e.V.

If at a later date, new associations are established in this country, then a national country association must be formed.

The national country associations of the BMW Clubs in Europe will be recognised and admitted by the Board by means of a written application for admission, provided they fulfil the preconditions and support the aim of the association. Subordinate associations of a national country association will also be recognised by the Board of BMW Clubs Europa e.V., after the requirements of the guidelines have been checked by the national country association. These associations are thus entitled to carry the BMW name and use the BMW trademark in accordance with Art. 2.

Membership is also open in exceptional cases to associations that are organised and structured in the same way as the associations already discussed, if they are suitable and have been admitted by the Annual General Meeting.

#### **b) Leaving the Association**

##### **(1) Cancellation of Membership**

Members can leave the association following a written declaration to the Board. This can only be done up to 31.12. of a year, and must be received by the Board by 30.09. at the latest.

##### **(2) Exclusion or Cancellation**

A member can be excluded from the association if they have infringed the interests of the association deliberately or as a result of gross negligence (damaging behaviour towards the association and/or BMW AG). Exclusion as a result of behaviour that is damaging to the club can only be enforced by a

- (i) 2/3 majority of statutory members of the Board
- or
- (ii) by a decision taken by a 2/3 majority of members present at the Annual General Meeting.

The application for exclusion must be sent in writing to the member in question one month before the meeting of the Board, and must state the reasons and provide any evidence. It must also declare that objections and counter-evidence will only be considered if submitted in writing within 14 days. A written statement by the party in question must be read out at the meeting of the Board. The final decision on the exclusion of the member will be communicated in writing by the Board to the member, who is not present at the meeting of the Board.

The excluded club is entitled to appeal against the decision of the Board at the next Annual General Meeting. Once it is confirmed that a member or an association subordinate to a member is leaving the association, they then lose the authorisation in accordance with Article 2 to carry the BMW name and to use the BMW trademark.

Where the behaviour leading to exclusion is displayed by an individual member of a national country association or of a subordinate BMW club of a national country association of the BMW Clubs in Europe, the Board is entitled to refer to this damaging behaviour and to initiate exclusion procedures as provided for within this national country association.

Following this decision, the member in question must return to the Board of BMW Clubs Europa e.V. all items which they have been given to identify them as a BMW club or to help them to operate as a BMW club, and they are no longer authorised to carry the BMW name and the BMW trademark in accordance with Art. 2.

Article 4b, Paragraph 5 applies accordingly.

(3) The Board is entitled to cancel a membership with the immediate agreement of the member in question, if non-payment of contributions means that the member remains in arrears at the 31.03 of the current calendar year, in spite of requests and after the expiry of a specified period of 2 months.

Article 4b, Paragraph 5 applies accordingly.

(4) Membership ends when an association is dissolved.

(5) If a member leaves the association, they have no claim on the funds of the association.

## **ARTICLE 5**

### **Membership Subscriptions**

The association imposes for its members and for its subordinated associations, according to article 4a, a subscription per member stipulated in the order on fees, which will be calculated per individual member by the budget for the current business year and on the basis of the number of members of the previous year.

In accordance with Article 4a in Europe, every member group must pay the membership contributions for each individual member - individual person - and also for each of their members - individual people - in the subordinate associations of the member group in accordance with the scale of contributions by 31st March of the current calendar year at the latest. Payments after the 1st June will incur a late payment fine specified in the scale of contributions.

Benefits from membership can only be accessed after payment of the membership contribution.

Received contributions are managed by the Vice President of Finance. It is specified that financial resources not required to operate the club are deposited in an interest-bearing account with a financial institution.

## **ARTICLE 6**

### **Bodies within the Association**

#### ***a) Board***

The Board of the association is composed of 3 members

1 President

2 Vice President

3 Vice President

Members of the Board must be members of a BMW club, in accordance with Article 4a. The Board manages the affairs of the association on a voluntary basis, and must not pursue any business or economic interests (e.g. restoration, supplier of parts, or professional vehicle event organisation).

The second and third officials are allocated the following specialist areas:

2 Finances

3 Marketing & club communication

One member of the Board from position two or three can combine two specialist areas, but the Board must always be composed of three people.

The Board has the following tasks:

- (i) Implementing decisions taken by the Annual General Meeting.
- (ii) Deciding all club matters which do not require the involvement of the Annual General Meeting, which are in line with the Articles of the club.
- (iii) Organisation and handling club life.

Decisions by the Board are made during meetings of the Board, and minutes of these must be taken. Decisions of the Board require a simple majority. The Board is authorised to make decisions and carry out business between Annual General Meetings with the vote of the President and a Vice President. In the event of a deadlock (e.g. in accordance with Article 11b), the President has the casting vote.

The minutes of the Board meetings must be translated into both official club languages by a professional translator and signed by the President. Minutes must be made available to country delegates. A delegate must be allowed to speak before a decision is made which affects their position.

#### ***b) Electing the Board***

Participants who are entitled to vote do so in a secret ballot. The meeting can decide unanimously, however, to carry out the voting by acclamation. Abstentions are not valid. All members of the Board can be re-elected on probation. A simple majority of votes for a candidate is required. Members of the Board are elected for a term of two years. Candidates for the Board must be submitted as a candidate in writing to the incumbent Board six

weeks beforehand by the relevant national country association and by the individual member - individual person - nominated by this club.

When putting themselves forward, candidates must specify which association language they speak in accordance with Art. 1a of the statute for internal and official association affairs. Candidates must attend the Annual General Meeting.

The Board must be elected so that at least one person speaks the official language that is underrepresented. This regulation can only be ignored if no candidates are available that fulfil this requirement, or by a majority decision by the Annual General Meeting.

If one of the members 2 or 3 of the Board drops out before the end of their term, the remaining members can continue that person's work until the next regular Annual General Meeting.

If the President is prevented from carrying out the duties of his office, or if that office becomes available before the end of the term, the Vice Presidents elect one of their number as a Deputy until the next Annual General Meeting. The President who is named until the next Annual General Meeting can also put themselves forward as a candidate for the position.

### ***c) Country Delegates***

The country delegates from member clubs form the link between the members and the Board, concerns raised by members and their subordinate associations are brought before the Board, decisions made by the Board are then set as tasks to be implemented, and are then checked by the Annual General Meeting once they have been carried out.

Country delegates must be members of a member club, in accordance with Art. 4a. They carry out their duties within the association on a voluntary basis, and must not pursue any business or economic interests (e.g. restoration, supplier of parts, or professional vehicle event organisation).

Country delegates should also form a link outside the Annual General Meeting between members, and their subordinate associations, and the Board, and should bring all concerns and suggestions from members and subordinate associations before the Board.

### **Nominating Country Delegates for Special Tasks**

Country delegates can be given terms of reference for a specific period or subject by the Board or the Annual General Meeting. They must report back to the Officers and the Annual General Meeting on their activities. Their activities end when they have fulfilled their task, or when the period specified by the Annual General Meeting expires. Compensation for special tasks is subject to the travel expenses regulations.

### ***d) International Council Delegate***

The association will be represented by two delegates in the International Council of BMW Clubs. These two delegates will be nominated by the incumbent Board. The delegates must have oral and written knowledge of the language normally used in the International Council.

Council delegates will form the link - including outside the annual Council Meetings - between BMW Clubs Europa e.V. and the Board of the International Council of BMW Clubs, and represent the concerns and suggestions of BMW Clubs Europa e.V. and its member clubs. Council delegates report to the Board of BMW Clubs Europa e.V. and to the Annual General Meeting on their activities.

A claim for a refund of expenses from BMW Clubs Europa e.V., in accordance with Art. 3, for costs incurred whilst fulfilling the duties of a delegate of BMW Clubs Europa e.V. at the International Council is only allowed if these costs are not already covered by BMW AG.

## **ARTICLE 7**

### **Public Representation**

BMW Clubs Europa e.V. is represented by the managing executive Board both legally and extra-judicially. The Board in the view of the German Civil Code is the President. He is the sole public representative of the association, judicially with legal assistance. Representation within the association can be carried out by a Vice President nominated by the President. The President and the nominated Vice President are authorised to publish announcements by the club. This also applies to dealing with general club correspondence with other BMW clubs and with BMW AG. Dealing with this correspondence with the aforementioned associations can also be delegated with the President's approval to an authorised person from BMW Clubs Europa e.V.. In extraordinary cases, which must be decided by the President, a further member of the Board or the authorised person can also sign the correspondence.

## **ARTICLE 8**

### **Annual General Meeting**

a) The Annual General Meeting is the supreme decision-making body of BMW Clubs Europa e.V.. As part of the Annual General Meeting, delegates from national member clubs determine the work of BMW Clubs Europa e.V., instruct the Board to carry out the decisions made at the Annual General Meeting, and monitor the work of the Board.

The Annual General Meeting takes place in the period between the 1st January and the 31st March each year.

Invitations are sent out in writing two months beforehand by the Board, and include details of the agenda. The agenda includes members of the Board who are standing for election. Details are given at the same time of Board elections in the subsequent year, so that each member club can nominate candidates in good time. The calculation of the two-month period for invitations to the Annual General Meeting starts on the day after invitations are sent out. Each year the Board decides the location and date for the Annual General Meeting.

All papers needed for the Annual General Meeting, annual financial statement, audit report and motions for the Annual General Meeting must be sent to all delegates one month before the Annual General Meeting.

b) All motions to the Annual General Meeting must be submitted to the Board six weeks beforehand.

The Board must call an Extraordinary Annual General Meeting within 30 days if at least 40% of members (in accordance with Art. 4a) with 40% of the votes request this in writing, giving their reasons and aims. Motions to the Annual General Meeting relating to changes to the statute must be submitted in writing to the club before the start of the Annual General Meeting.

Every member, in accordance with Article 4a, is represented at the Annual General Meeting by maximum two selected individual members – individual people – as country delegate for the country in question.

### **c) Voting by country delegates at the Annual General Meeting**

All country delegates are entitled to vote if the club they represent has at least 30 members - individual people - and the contributions specified in the scale of contributions have been paid in full to BMW Clubs Europa e.V. by the 31st December of the previous year.

### **8.c.1) Allocation of Votes**

Each member country has one or more votes for use at an AGM in a ballot for a motion, proposal or candidature publicised to all delegates prior to the AGM. The number of votes allocated to a country is a function of the total number of members in a country as follows:

- 30 to 300 members 1 vote
- 301 to 1000 members 2 votes
- 1001 to 4000 members 3 votes
- 4001 and above members 4 votes

Each country is issued, with a number of voting forms according to the allocation of votes listed above; the country's Delegates may use these as they wish. If a country is represented by only one Delegate, this Delegate may use the total allocated votes as he/she pleases; note this is not a proxy vote.

### **8.c.2) Proxy Votes**

Proxy Votes are not permitted

### **8.c.3) Motions From-the-Floor**

A Delegate or the Board may ask for a vote on a motion, proposal or candidature although that has not been published to all Delegates prior to the AGM. Allocation of votes is as described in Art. 8 c 1.

Exemptions to this are „application to amend the Statutes“. such application for amendments must be publicised to all delegates within the specified time prior to the AGM.

### **8.c.4) Show-of-Hands**

As a general rule, voting for a motion, proposal or procedural matter may be made by a "show-of-hands". Allocation of votes is as described in Art. 8 c 1.

If a delegate request a ballot instead of a "show-of-hands", then the AGM must proceed it as a ballot.

Note that election of person (Board, Auditor, etc.) is by ballot only. If, however, election of a person by a show-of-hands" is requested, a prior "show-of-hands" is required to agree to this exception to the rule.

### **8.c.5) The Voting Form**

BCE shall provide a standardised voting form for use at an AGM. The "voting for" text is for the Delegate to identify the current motion, proposal or candidate.

The Board shall provide the AGM with a list of all Delegates, with their associated club name, country, and allocated number of votes.

**d)** The Annual General Meeting always takes place on the second of two consecutive days to be decided by the Board.

The first of these days is used by members of the Annual General Meeting to prepare for the meeting, and for general discussion of the topics for the Annual General Meeting.

The second of the two days is used for the Annual General Meeting itself, which incorporates the following tasks in the order given below:

- 1 Establishing the delegates present who are entitled to vote
- 2 Electing the Chair, who chairs the Annual General Meeting in its entirety, even if this means forfeiting a voting right or delegate function at the meeting.
- 3 Electing a clerk, who records the content and decisions of the Annual General Meeting.
- 4 Establishing the number of votes. If the number of votes changes during the meeting, the number of votes must be counted and recorded again.
- 5 Reports from the Board in the form of separate reports from the individual members of the Board. The Vice President for Finance's report incorporates the budget plan and the sales figures for the previous year, and the budget plan and the latest financial statement for the current business year. Discussing the reports from the Board.
- 6 Reports from the auditor and discussion of their comments and/or recommendations.
- 7 Discharging the Board (or discharging individual members of the Board, if necessary). Discharging is done with a simple majority of members present who are entitled to vote.
- 8 Electing the Board in accordance with Art. 6 b
- 9 Electing the auditors in accordance with Art. 11
- 10 Taking decisions on amendments to the statute or dissolving the association in accordance with motions that have been submitted.
- 11 Taking decisions on a budget plan for the coming financial year.
- 12 Establishing the membership contribution for the coming financial year in accordance with Art. 5
- 13 Taking decisions on motions from the Board to the Annual General Meeting.
- 14 Taking decisions on motions from the members or their subordinate associations to the Annual General Meeting.
- 15 Taking decisions on other motions.

#### **e) Guest Rights**

Every association which is subordinate to the members (in accordance with Art. 4 a), even if they are not entitled to vote in the Annual General Meeting, can attend as a guest, and they are entitled to speak on an agenda point. The Executive Board must be notified at least six weeks before the Annual General Meeting that a guest will be attending, and must be informed of the subjects that are to be discussed.

### **ARTICLE 9**

#### **Taking of Decisions**

The President or the Chair to be determined in accordance with Art. 8d. Point 2 will be in charge of the Annual General Meeting.

The voting process in accordance with Art. 6b is used to select the Chair.

The Annual General Meeting is quorate if at least 50 % of the affiliated member clubs with 50 % of the votes are represented in person. All ballots require a simple majority, with the exception of amendments to the statute, confirmation of exclusions of members, dismissal of the Board or individual members of these bodies, and the dissolution of the association, which require a 2/3 majority of votes who are actually present. Abstentions are invalid and are not taken into account.

Urgent motions during the Annual General Meeting can only be permitted with a 2/3 majority of votes present.

A written motion by at least 50% of the affiliated member clubs with 50% of the votes can be used to dismiss the member of the Board in relation to an Extraordinary Annual General Meeting with a 2/3 majority.

The decisions of the Annual General Meeting must be recorded in writing (minutes) and signed off by the incumbent President, the Chair and clerk.

The minutes of the Annual General Meeting must be translated into both association languages by an official translator in accordance with Art. 1a, and made available to the country delegates in the association language of their choice.

## **ARTICLE 10**

### **Arbitrary court**

#### **a) Arbitration clause**

All disputes between association members and the association, between association members and association bodies, as well between bodies themselves and between association members themselves, which derive from the statute, shall be, to the exclusion of ordinary courts, of final decision by the following arbitration court. Decisions, which by rights could not be assigned to an arbitration court's decision, are excluded.

#### **b) Jurisdiction**

The arbitration court is responsible for the decision making in legal disputes about voting rights, rights of participation, special rights of association members, claims of association members on allowances, claims of the association or members on payment of contributions of members and for the acquisition or loss of membership. The arbitrary court is also responsible for complaints made from members, as well as over efficiency and interpretation of this arbitration agreement.

#### **c) Arbitrary court structure**

The arbitration court consists of three persons. Two arbitrary judges and a chairman. All must be association members, however they can be involved directly or indirectly in disputes at hearings.

#### **d) Appointment of arbitrary judge and chairman**

Each party shall appoint one arbitrary judge. The party, leading the procedure, informs the opposite party by registered letter with return about the appointment of their arbitrary judge with explanation of their claim and asks them to appoint its arbitrary judge within three weeks. The period begins the day of submission of the registered letter by mail. If the other party does not comply in the deadline, then the rules of § 1029 II ZPO apply. The two arbitrary judges shall appoint a chairman. If this does not happen within three weeks from the appointment of the latter of the two arbitrary judges, then the president of the competent regional court appoints the chairman of the association on the request of an arbitrary judge or a party chairman. If a party is made up of several persons, they must all agree on an arbitrary judge.

#### **e) Loss of an arbitrary judge or a chairman**

If an arbitrary judge falls away, the the party that had nominated him, appoints a new arbitrary judge within three weeks and shall notify the other party by registered letter with return. If the party does not meet this obligation, § 1029 II ZPO applies. If the chairman falls away, § 4 III, 2 of this agreement applies accordingly.

#### **f) Arbitrary court seat**

The arbitral tribunal shall have its seat at the seat of the association. According to § 1045 ZPO, the responsible court for the seat of the association is local regional court.

#### **g) Procedural law**

The arbitrary court tribunal shall proceed according to § 1034 I ZPO. In the rest , it forms the proceeding by free discretion.

#### **h) Position and tasks of the chairman**

The chairman informs the parties in writing about the constitution of the arbitrary court and calls upon the plaintiff, to file the writ within in two weeks with the chairman of the arbitrary court. The plaint must be passed to the defendant with the request to reply within a week. The following sentences are always to be forwarded written to the opposite party. The chairman is responsible for the preparation and conduct of the proceedings. He sets dates after consultation with the parties, or their designated representatives, invites them by registered letter to the hearing, draws, to the extent necessary, a protocol officer along, directs the hearing and vote within the arbitrary court and writes the decision with reasons.

#### **i) Arbitrary settlement**

The arbitrary court should always try to bring to a settlement between the litigant parties, before passing its decision. Settlement must be sign by the members of the arbitrary court and the parties and deposit it to the office of the responsible court, according to § 6.

#### **j) Arbitrary decision**

The arbitrary decision must be justified and signed by the members of the arbitrary court. The parties must receive a copy of the arbitrary decision. After delivery, the arbitrary decision must be deposited to the office of the responsible court, according to § 6.

#### **k) Procedural costs**

The chairman receives an appropriate fee for his work. The assessors perform their duties as volunteers. They are only entitled to reimbursement of their expenses. Arbitrary court, according to § 91ff ZPO, decides on the duty of carrying expenses. The value of the matter of dispute is established by decision of the arbitrary court. The arbitrary court sets in writing of the arbitrary decision the costs to be reimbursed by the losing party to the prevailing party, calculated exactly. The fees of lawyers are according to § 11, 2 BRAGO.

## **ARTICLE 11**

### **Auditors**

The auditors check the finances once annually, and compile a report on this for the Annual General Meeting in accordance with Art. 8d Point 6.

The Annual General Meeting elects two auditors, who should have a commercial background; they are not an official body of the association. The auditing scope incorporates the finances of the BMW Clubs Europa e.V..

The auditors are elected for a period of two years, and should preferably be drawn from the country delegates at the Annual General Meeting. If this is not possible, the Annual General Meeting can authorise another person to undertake the auditor's office, provided that this person has commercial training and is a member of a BMW Club in accordance with Art. 4a.

The auditors are elected annually in rotation.

## **ARTICLE 12**

### **Club Philosophy**

Member clubs and their subordinate associations that are affiliated to the association BMW Clubs Europa e.V. undertake to ensure that their members behave in an upright and sporting manner. They undertake in particular to support the image of BMW AG in relation to their local appearances in a suitable fashion. BMW AG and its subsidiaries and importers for BMW AG support the association and its members (in accordance with Art. 4a) at eligible club events with staff and/or resources and/or money. BMW AG is under no obligation to supply these services.

BMW Clubs Europa e.V. and BMW AG view themselves as partners linked on a friendly basis.

## **ARTICLE 13**

### **Dissolution**

Dissolving BMW Clubs Europa e.V. requires a minimum 3/4 majority of all members entitled to vote. This can only be decided in an Annual General Meeting that has been called for the purpose, to which all members must be invited in writing. The debate must follow the regulations of the German Civil Code. If the association funds require liquidation, the Annual General Meeting must appoint one or more liquidators. Any club funds which are available at the point when the association is dissolved must be used for a purpose which benefits everybody. Funds or financial benefits must not be transferred to members.

## **ARTICLE 14**

### **Coming into Force**

The current statute was created and came into force at the Annual General Meeting on 15.03.2005 in Munich. It replaces the previous statute from 21.02.1981, which was entered in the latest version into the Register of Associations in Munich on 25.09.2000.

§5, 8 and 9 have been changed at the General Meeting in Leipzig, 17<sup>th</sup> March 2007

§6, 8 and 10 have been changed at the General Meeting in Deggendorf, 15<sup>th</sup> March 2008

§4a has been changed at the General Meeting in Munich, 21<sup>st</sup> March 2009

§6, 8 and the change of name have been changed at the General Meeting in Berlin, 20<sup>th</sup> March 2010