



BMW Drivers Club  
New South Wales



# BMW DRIVERS CLUB NEW SOUTH WALES INCORPORATED

[Founded 1979]

## CONSTITUTION AND RULES

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## **CONSTITUTION AND RULES**

### **1. NAME**

The name of the incorporated association is BMW Drivers Club New South Wales Incorporated.

### **2 DEFINITIONS**

In these Rules:

“the Act” means the Associations Incorporation Act 2009, as amended from time to time including any subsequent amendments of the said Act.

“the Club” means the BMW Drivers Club New South Wales Incorporated.

“Club Ombudsman” means the person appointed to investigate complaints against the Club and internal disputes between Members.

“Committee” means the governing council of the Club, as elected, or appointed in accordance with these Rules.

“Executive Committee” means the President, Vice-President, Secretary and Treasurer elected or appointed to the Committee in accordance with these Rules.

“General Meetings” means all meetings held in accordance with Clause 24 of these Rules.

“Members” means such persons as are members of the Club in accordance with Clause 8 of these Rules.

“Register” means the Register of Members in accordance with Clause 10 of these Rules.

“Secretary” means any person elected or appointed to perform the duties set out in Clause 19 (c) of these Rules.

Where 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.

### **3 OBJECTS**

The objects for which the Club is established are:

- (a) To bring together and advance and promote the interests of owners and drivers of BMW motor cars.
- (b) To promote the association of such owners and drivers by arranging meetings, drives and other social events.
- (c) To promote, foster and conduct competitive events in the form of motor sport, and to affiliate with -Motorsport Australia and abide with

their rules and regulations and to affiliate with other motor sporting bodies as deemed appropriate by the Committee.

- (d) To collect and disseminate such technical and mechanical information as shall be of benefit to Members, and to establish relationships with persons and organisations who supply parts and services to and or for BMW vehicles and vehicles manufactured by any BMW subsidiaries or associated companies.
- (e) To promote friendship, courtesy, and responsible driving on the road.
- (f) To maintain membership of BMW Clubs Australia, communicate and co-operate with other BMW Clubs in Australia, and maintain liaison with BMW Australia and BMW dealers in New South Wales.

#### **4 INCOME AND PROPERTY**

The income and property of the Club shall be applied solely toward the promotion of the objects of the Club as set forth in this Constitution and as determined by the Committee and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Club PROVIDED that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration of any officer or servant of the Club or to any Member of the Club in return for any services actually rendered to the Club.

#### **5 FUNDS**

The funds of the Club shall be derived from joining fees and annual subscriptions from Members, payments for events and functions organised by the Club, proceeds from sale of club merchandise, donations and such other sources as the Committee determines. The funds of the Club shall be banked in an account or accounts in the name of the Club and the bank account shall be operated by the authorised signatories.

#### **6 LIABILITY OF MEMBERS**

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

#### **7 STRUCTURE**

- a. The Club shall consist of Full, Associate, Family, Country, Gold, Life, Honorary and Foundation Members.
- b. From the body of Members excluding Honorary members shall be elected an Executive Committee made up of the President, Vice-President, Secretary, Treasurer and Motorsport Director and a Committee made up of the Executive Committee and up to seven (7) other Members. All members of the Committee shall serve in an honorary capacity.

#### **8 MEMBERSHIP**

The Club shall consist of the classes of Members set out in this Clause. Any person who supports the objects of the Club shall be eligible for membership and shall enjoy the full benefits and privileges of membership so long as the person's subscriptions are paid or unless the person is expelled from the Club under Clause 36. The number of each class of Member shall be unlimited.

- a. "Full members" shall be those who are the registered owner and/or regularly drive a BMW motor car.
- b. "Associate members" shall be those persons who are not eligible for membership under sub-paragraph (a) hereof and the Committee, on the application before it, is satisfied of the applicant's genuine interest in the objects and purpose of the Club.
- c. "Family members" shall be any two (2) members of an immediate family unit living at the same physical address
- d. "Country members" shall be any member residing outside a radius of 100 kilometres from Sydney GPO, who are otherwise eligible for membership under sub-paragraph (a) or (b) hereof.
- e. "Gold members" shall be any member or any two (2) members of an immediate family unit or two (2) persons living together in a bona fide domestic relationship eligible under sub-paragraph (a) to (d) hereof who has paid lifetime subscription fees as determined by the Committee from time to time. Members shall only be eligible for this class of membership after having completed five (5) continuous years of membership of the Club.
- f. "Life members" shall be those Members who have completed twenty (20) years continuous membership of the Club and are proposed by the Committee, as being in its opinion deserving of such membership by virtue of services rendered to the Club, such proposal first being ratified by a General Meeting of the Members of the Club. Life members shall have honorary membership of the Club for life and shall have full benefits and privileges of membership. A Life member may nominate their spouse or partner living together in a bona fide domestic relationship as a Member of the Club under their membership. No more than one (1) Life member may be created in any one (1) membership year.
- g. "Honorary members" shall be those Members who are considered deserving by the Committee by virtue of services rendered to the Club or whose membership in the opinion of the Committee can be of benefit to the advancement of the Club. They shall be proposed by the Committee and such proposal must first be ratified by a General Meeting of the Members of the Club. Honorary members shall have full benefits and privileges of membership, except the right to vote at General Meetings and election to the Committee.
- h. "Foundation members" shall be the Members directly responsible for the founding of the Club, namely Brian Cato-Symonds, John Comino and Andrew Brooks, and shall be deemed to be Family members for life without payment of subscriptions.

## **9 APPLICATION FOR MEMBERSHIP**

- a. An application for membership shall be completed and signed by the applicant and shall be completed on-line
- b. The applicant shall have read, understood, and agree to the provisions of the Club's Constitution.
- c. Membership acceptance shall be at the discretion of the Membership Secretary which shall not be unreasonably withheld.
- d. Members are expected to adhere to the Club's Social Media Policy and comply with statutory privacy legislation.
- e. Member's renewal of membership will include the need for the member to have read, understood and adhere to the Club's constitution and to

provide an update/confirmation of member's contact and registered vehicle details.

- f. The names of all new Members accepted by the Membership Secretary shall be published in a subsequent Issue of the Club magazine, Torque of the Town.

## **10 REGISTER OF MEMBERS**

The Secretary, or another Committee member elected or nominated in accordance with Clause 20, shall maintain a register of the Members of the Club within the Club's database. The Register shall specify the name, postal address, mobile telephone number and e-mail address of each person who is a Member of the Club together with the member's membership number, the date on which original Membership was conferred, and the preferred method for receiving notices in accordance with Clause 37. The Register shall be open for inspection free of charge at all reasonable times by any Member of the Club who previously applies to the Secretary for such inspection.

## **11 FEES AND SUBSCRIPTIONS**

- a. The Club's Membership year shall commence on 1 October each year.
- b. The annual subscription payable for each class of membership of the Club, and the joining fee for new Members and Unfinancial Members rejoining, shall be such amounts as the Committee shall determine from time to time.
- c. All annual subscriptions shall become due and payable in advance on 1 October each year.
- d. The first subscription payable by a new Member shall be the current annual subscription at the time of application, or such reduced amount as the Committee may determine for new Members joining more than two months after the commencement of the Membership year and shall be accompanied by the joining fee.

## **12 UNFINANCIAL MEMBERS**

Any Member whose subscription or any amount owing to the Club shall remain unpaid for a period of three (3) months after it becomes due shall be deemed to be unfinancial and shall lose the right to vote at any General Meeting of the Club and shall not be entitled to enjoy the benefits and privileges of membership inclusive of removing eligibility for Historic or Classic Vehicle registration. A Member who becomes unfinancial may be eligible to re-apply for membership only upon payment of such arrears and other monies owing to the Club by them together with the joining fee prescribed in Clause 11 (b) hereof

## **13 COMMITTEE**

- a. At the Annual General Meeting of the Club in each year, the Executive Committee and other members of the Committee shall be elected from among the Members, and such Committee members shall hold office from the conclusion of the Annual General Meeting until the conclusion of the following Annual General Meeting.
- b. Committee Members and office bearers must disclose any potential conflict of interest, must not use their position of information for a dishonest purpose, and must hand over any documents of the Club within 14 days of ceasing to hold office.

- c. It is the duty of each Committee member to carry out their functions for the benefit, so far as practicable, of the Club and with due care and diligence. A matter or thing done or omitted to be done by a Committee member does not, if the matter or thing was done or omitted to be done in good faith for the purpose of exercising the Committee member's functions under the Act, subject the Committee member so acting personally to any action, liability, claim or demand.

#### **14 ELECTION OF COMMITTEE MEMBERS**

The election of Committee members shall take place in the following manner:

- a. An election shall be held for each Executive Committee position, such other Committee positions as the outgoing Committee determines should be individually elected and other general Committee positions as may be required in accordance with Clause 7(b) of these Rules. Notification of the positions for which an election will be held shall be provided to Members at least thirty-five (35) days before the Annual General Meeting at which the election is to take place.
- b. Any two (2) members of the Club may nominate any other Member for election to a position on the Executive Committee or a general Committee position.
- c. No person will be eligible for nomination unless they have been a financial Member for at least twelve (12) months immediately prior to the date of the Annual General Meeting.
- d. There is no maximum number of consecutive terms for which a Committee member may hold office.
- e. 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.
- f. On receipt of any such nomination the Secretary shall advise the nominee and append to or note on the proposal the agreement or refusal of the nominee to be a candidate.
- g. The Secretary shall include a list of the nominees for each position on the notice paper and the proxy form to be issued in accordance with Clauses 24 and 28.
- h. For any position(s) for which there are no nominations in advance of the meeting, the Chairman shall call for verbal nominations from the meeting. Such nominations shall be moved and seconded by Members of the Club and must be accepted by the nominee, in which case the nominee will be regarded as elected to the position.
- i. For any position(s) for which there are more nominations than vacancies, ballot lists shall be prepared containing the names of the candidates in random order determined by a blind draw.
- j. Election for any position(s) where there are more nominees than vacancies shall be by secret ballot for all positions. The Member voting shall place a tick on the ballot paper beside the name of the candidate for whom they are voting.
- k. The candidate with the most votes, including proxy votes as provided for in Clause 28, shall be elected to the position. In the event of two candidates having the same number of votes, the Chairman shall have a second or casting vote.
- l. To conduct the ballot, the Members present at the Annual General Meeting shall appoint two (2) Returning Officers, who shall not be candidates for the

position, and the Chairman shall announce the name of the Member elected to the position when the count has been completed and agreed upon by the Returning Officers.

- m. The election of Committee members shall be made in the following order: President, Vice-President, Secretary, Treasurer followed by other positions the outgoing Committee determines should be individually elected followed by other general Committee positions.
- n. In case there shall not be enough candidates nominated, the Committee shall fill the remaining vacancy or vacancies in accordance with Clause 15.

## **15 VACANCY ON COMMITTEE**

The Committee shall have the power at any time to appoint any Member to the Committee, either to fill a casual vacancy or as an addition to the existing Committee members but so that the total number of Committee members shall not at any time exceed the number fixed in accordance with Clause 7(b). Any Committee member so appointed shall hold office until the conclusion of the following Annual General Meeting.

## **16 RESIGNATION FROM COMMITTEE**

Any member of the Committee may resign from membership of the Committee at any time by giving notice in writing to the Secretary such resignation to take effect at the time such notice is received by the Secretary unless a later date is specified in the notice in which case it shall take effect on that later date.

## **17 REMOVAL FROM COMMITTEE**

The office of a Committee member shall be vacated if such member:

- a. ceases to be a Member of the Club, becomes unfinancial, or submits their resignation in accordance with Clause 16;
- b. absents themselves from three (3) consecutive Committee meetings without leave of absence or just cause, and if their office is declared vacant by a resolution of the Committee; or
- c. becomes bankrupt or is prohibited from holding office of a company under the Corporations Act 2001 or other law.

## **18 POWERS AND DUTIES OF COMMITTEE**

Subject to the Act and these Rules, the Committee shall manage the business of the Club including receiving and dealing with correspondence, processing applications for membership, banking monies received and payment of expenses incurred, maintaining books of record and preparing annual accounts, arranging items of business for General Meetings, maintaining minutes of General Meetings and Committee meetings, implementing resolutions passed by General Meetings of the Club and generally carry out the duties usually carried out by the management committees of similar clubs. The Committee shall be the final authority for the interpretation of the Constitution and Rules of the Club subject to any contrary provision in the laws of the State of New South Wales or Australia.

## **19 ROLES AND DUTIES OF EXECUTIVE COMMITTEE MEMBERS**

- a. The President shall chair General Meetings and Committee meetings of the Club and shall ensure that minutes are taken of proceedings and resolutions passed at these meetings. They shall act as the Club's representative in dealings with BMW Australia and other outside bodies as appropriate.
- b. The Vice-President shall assist the President in the execution of their duties and in the event of illness or absence of the President or other just cause shall assume the duties of the President. They shall also fulfil the role of Club Ombudsman in accordance with Clause 35.
- c. The Secretary shall manage the Club's general business including receiving and issuing correspondence of a routine nature on behalf of the Club and Committee, issuing Notices of General Meetings and Committee meetings, keeping minutes of proceedings and resolutions passed at such meetings, and generally do such other work as is usually performed by the secretary of similar clubs.
- d. The Treasurer shall maintain the Club's financial records including banking monies received, making payments to suppliers and other creditors, issuing invoices and statements to magazine advertisers and other debtors, recording all transactions in the cashbook and general ledger as appropriate, and attending to all taxation matters and liaison with the Australian Taxation Office. At each Committee meeting they shall submit a statement of the financial position of the Club and of payments and receipts since the previous Committee meeting. At the Annual General Meeting they shall present a financial report consisting of a statement of income and expenditure for the previous financial year and a balance sheet of assets and liabilities as at that date.
- e. Motorsport Director responsible for arranging and managing the competitive motorsport events of the Club, maintaining a procedures manual incorporating rules for events and duties of officials, and for liaison with Motorsport Australia and or other motor sporting bodies as deemed appropriate by the Committee.

## **20 ROLES AND DUTIES OF OTHER COMMITTEE MEMBERS**

The following functions, and any others considered necessary by the Committee, may be nominated by the outgoing Committee as elected positions at the Annual General Meeting or assigned by the incoming Committee to any Member.

- a. Membership Secretary responsible for maintaining the Register of Members in accordance with the requirements of Clause 10.
- b. Social Director responsible for programming and organising all events and functions held by the Club other than those in Clause 20 (b).
- c. Magazine Editor responsible for coordinating publication of the Club's regular magazine, currently *Torque of the Town*, including publication and arranging advertising.
- d. Club Delegate acting as the Club's representative with BMW Clubs Australia.
- e. Public Officer responsible for liaison with the NSW Office of Fair-Trading including lodgement of the Club's Annual Return and other required forms and monitoring adherence with the Act.
- f. Merchandising Officer responsible for purchase of club merchandise and for promoting and marketing such merchandise to Members.
- g. Webmaster responsible for maintaining the Club's website including compliance with any format requirements, payment of licence and or other

fees, timely placement of items of interest to Members on website and removal of outdated or obsolete items.

## **21 REGISTER OF COMMITTEE MEMBERS**

In accordance with the requirements of the Act, the Public Officer shall maintain a Register of Committee members. The Register shall specify the name, date of birth and residential address of each person who is a Committee member of the Club together with the date on which they were appointed as a Committee member and the date on which they ceased to be a Committee member. The Register shall be open for inspection free of charge at all reasonable times by any Member of the Club who previously applies to the Public Officer for such inspection.

## **22 SUB-COMMITTEES**

The Committee may delegate any of its powers or functions to one or more Sub-Committees consisting of not less than three (3) Members of the Club appointed by the Committee, at least one of whom shall be a Committee member who will act as Chairman of the Sub-Committee and be responsible for reporting the actions and activities of the Sub-Committee to the Committee. A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a Sub-Committee shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote. Decisions of the Sub-Committee shall be ratified by the Committee.

The following functions, and any others considered necessary by the Committee, may be assigned to a Sub-Committee.

- a. Motorsport
- b. Social activities
- c. Club magazine
- d. Dealer liaison
- e. Merchandising

The President is an ex-officio member of all Sub-Committees.

## **23 PROCEEDINGS OF THE COMMITTEE**

- a. The Committee shall meet and adjourn as it thinks proper to carry out its duties under these Rules. The Secretary can and on the requisition of three (3) Committee members shall summon a meeting of the Committee.
- b. The quorum necessary for the transaction of business at a Committee meeting shall be a majority of the total Committee or such greater number as may be fixed by the Committee.
- c. If a quorum is not present within half an hour from the time appointed for a Committee meeting, then the meeting shall be adjourned.
- d. A Committee meeting may be held at two or more venues using any technology approved by the Committee that gives each Committee member a reasonable opportunity to participate. A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- e. Questions arising at any meeting of the Committee shall be decided by a

majority of votes of the members of the Committee present at the meeting. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

- f. The President shall act as Chairman at every meeting of the Committee, or if they are not present within ten minutes after the time appointed for holding the meeting the Vice-President shall be Chairman or if the Vice-President is not present at the meeting the members present may choose one (1) of their number to be the Chairman of the meeting.
- g. Any Member of the Club is entitled to attend a Committee meeting to raise or discuss any issue or concern on prior application to the Secretary. Such Member will be entitled to address the Committee but will not be entitled to a vote on any resolution put to the meeting.

## **24 MEETINGS**

- a. The Secretary shall issue to Members not less than fourteen (14) days before the date fixed for the meeting written notices of all General Meetings setting out the time and place of the meeting, PROVIDED that if a special resolution is to be put to the Members at the meeting not less than twenty-one (21) days written notice shall be given. In the case of the Annual General Meeting or an Extraordinary General Meeting the notice shall include the Agenda and Proxy Form and no items other than those specified on the Agenda shall be dealt with in the meeting. For Ordinary General Meetings only the principal items of business need be stated, and items not on the notice may be discussed.
- b. General Meetings can be held at two or more venues using any technology that the Committee approves. Whatever technology is used, it must give each Club Member a reasonable opportunity to participate. Members who participate at a General Meeting using such technology have the same rights as Members who are present at the meeting, including voting rights. A resolution put to a vote at a General Meeting being held using technology can be decided using a suitable method that the Committee determines.

## **25 ANNUAL GENERAL MEETING**

- a. Subject to the Act, the Annual General Meeting shall be held no later than 31 December in each year at such date, place and time as shall be determined by the Committee.
- b. Notices of motion shall be lodged with the Secretary no less than twenty-eight (28) days prior to the Meeting.
- c. The Agenda for the Annual General Meeting shall be:
  - i. Confirmation of Minutes of previous Annual General Meeting
  - ii. President's Report
  - iii. Treasurer's Report incorporating the statements required to be submitted pursuant to Section 26 (6) of the Act
  - iv. Election of Executive Committee and other Committee positions nominated by the outgoing Committee
  - v. Notices of motion
  - vi. General Business included in the Agenda sent to Members
  - vii. Election of other Committee members

## **26 EXTRAORDINARY GENERAL MEETINGS**

An Extraordinary General Meeting shall be convened by the Committee if it considers such a

meeting necessary or if the Secretary is requested in writing or by electronic means to do so by no less than ten (10) Members of the Club. Notice of an Extraordinary General Meeting shall clearly state the nature of the business to be discussed at the meeting.

## **27 PROCEEDINGS AT MEETINGS**

- a. Every Member attending a General Meeting shall sign the Attendance Book as a record of the Meeting and their attendance.
- b. The quorum at any General Meeting of the Club shall be 25 Members present in person or by proxy.
- c. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the following week at the same time and place or to such other place as is specified at the time of adjournment by the Chairman or is communicated to Members by written notice not less than forty-eight (48) hours prior to the time of the adjourned meeting. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present, being not less than ten (10) shall be a quorum.
- d. The President shall act as Chairman at every General Meeting of the Club, or if the President is not present within half an hour from the time appointed for the meeting or is unwilling to act, the Vice-President shall be the Chairman, or if the Vice-President is not present or is unwilling to act then the Members present shall elect one (1) of their number to be Chairman of the meeting. The Chairman shall stand down for the election of any Committee position for which they are a nominee and the Vice-President shall act as Chairman for such election unless they are also a nominee in which case the Members present shall elect one (1) of their number to be Chairman for that election.
- e. Where there are more nominations for Committee positions than there are vacancies, the election shall be decided by secret ballot. Any other resolution put to
- f. the vote of the meeting shall be decided by a show of hands unless a secret ballot is demanded by at least three (3) Members present in person or by proxy.
- g. Full members, Associate members and Country members present in person or by proxy shall be entitled to one vote on each motion; Family members, Gold members, Life members and Foundation members present in person or by proxy shall be entitled to one vote each on each motion. Unfinancial Members shall not be entitled to vote.
- h. Decisions at General Meetings shall be made by a simple majority vote of Members present in person or by proxy. If there is an equality of votes, whether on a show of hands or on a secret ballot, for and against a motion the Chairman shall be entitled to a second or casting vote.

## **28 PROXY FORMS**

- a. Proxy forms shall be sent with notices of General Meetings and shall also be available on the Club website or by application to the Secretary.
- b. Proxy forms shall be in writing, signed by the Member and lodged with the Secretary or at the registered office of the Club or at such other place as is specified in the Notice of Meeting not less than forty-eight (48) hours prior to the time appointed for the Meeting. A Member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed by the Member the proxy may vote as they think fit.

- c. A person appointed as a proxy need not be a Member of the Club.
- d. The proxy instrument may be in the following form or in a common or usual form. I, ....., being a Member of the BMW Drivers Club New South Wales Incorporated hereby appoint ..... or failing them, I ..... or failing them the Chairman of the meeting as my proxy to vote on my behalf at the Annual/Extraordinary General Meeting of the Club to be held on the .....day of ..... and at any adjournment thereof. My proxy is hereby instructed to vote in favour of/against the following resolutions.
- e. 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 their order of preference for each candidate for each position. In the event that a candidate or candidates on the list has already been elected to a previous position, the Member's order of preference of the remaining eligible candidates will be taken as their vote for that position.

## 7 MINUTES

The Secretary shall cause full and accurate minutes whether in written or electronic form of all questions, matters, resolutions and other proceedings of every Committee meeting and General Meeting to be entered in a book and to be open for inspection at all reasonable times by any Member who previously applies to the Secretary for that inspection.

## 29 ACCOUNTS

- a. True accounts shall be kept by the Treasurer of monies received and spent by the Club and the manner in respect of which such receipt and expenditure takes place, and of the assets and liabilities of the Club.
- b. The Committee shall distribute copies of the financial statements as required under Section 26 of the Act at each Annual General Meeting.
- c. The funds of the Club shall be promptly banked in an account in the name of the Club in such bank as the Committee may from time to time direct.
- d. Payments to suppliers and other creditors of the Club may be made by cheque or by electronic banking, signed or authorised as appropriate by a member of the Executive Committee.
- e. The Treasurer shall present to each Committee meeting a statement of all payments and receipts since the previous Committee meeting and a copy of all bank statements issued since the previous Committee meeting and a reconciliation of the bank balance in the Club's accounts with the bank statement balance.
- f. The accounting and other records shall be open for inspection at all reasonable times by any Committee member who previously applies to the Treasurer for that inspection.
- g. The Committee shall from time to time determine at what times and places and under what conditions or regulations the accounting or other financial records of the Club shall be open for the inspection of Members, subject to any reasonable restrictions as to the time and manner of such inspection.
- h. Any payments made to the Treasurer or to any party related to the Treasurer must be authorised by the President in advance.

## 30 AUDIT

- a. For so long as the Club remains a Tier 2 association as defined by the Act, the

Club accounts will not be audited unless a motion to appoint an auditor is proposed by the Committee or at least ten (10) Members of the Club. The motion shall be forwarded to the Secretary who shall give not less than twenty-one (21) days notice to the Members of the motion and the date, time, and place of the meeting at which the motion is to be considered.

- b. If a motion to appoint an auditor is passed, a Member of the Club or such other person as the Club selects will be appointed to hold office until the following Annual General Meeting for the purpose of providing an independent report as to the accuracy and reliability of the financial accounts and records of the Club.
- c. If an Auditor is appointed, they shall present their report on the financial statements presented in accordance with Clause 25 (c) and this report shall be attached to the Treasurer's Report presented to the Annual General Meeting and it shall be read aloud by the Chairman to the Meeting. This officer shall then retire from office but shall be eligible for re-appointment, provided that no person shall hold the office of Auditor for a consecutive period of more than five (5) years.

i.

### **31 INSURANCE**

The Club shall effect and maintain public liability insurance pursuant to Section 44 of the Act. In addition, the Club may effect and maintain such other insurance policies as the Committee may deem appropriate.

### **32 ADHERENCE TO CONSTITUTION AND RULES**

Every person applying for membership of the Club shall agree to abide by and be bound by this Constitution and Rules and the Act, including all properly constituted additions and amendments thereto. This acceptance shall be included in the membership application and renewal forms.

### **33 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 be consistent with this Constitution and Rules.

### **34 INTERNAL DISPUTES**

Disputes involving Members of the Club with each other or with outside bodies shall be referred to the Vice-President in their role as Club Ombudsman. If the Vice-President is one of the parties to the dispute the President shall act as the Ombudsman for that dispute. Such references are to be in writing and forwarded by the Ombudsman to the Committee together with their comments and or recommendations, and their decision shall be accepted as final and binding on the Member or Members of the Club party to the dispute.

### **35 EXPULSION OF MEMBERS**

A Member who has willfully acted in contravention of the Constitution and 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 they should not be suspended or expelled. A Member suspended or expelled may, within one (1) 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.

### **36 NOTICES**

A notice may be served by the Club on a Member, either personally or by sending it by electronic transmission or, if they have elected to receive correspondence by post or has not provided a valid electronic address, by paper mail to their registered postal address and shall be deemed to be served two business days after the day of sending. All notices shall also be posted to the Club's website. The non-receipt of or accidental omission to give any notice to any Member shall not invalidate the proceedings at any meeting to which such notice applies.

### **37 RESIGNATION OF MEMBERS**

A Member wishing to resign may do so in writing to the Secretary, after payment of all outstanding monies. A Member who resigns shall not be entitled to any refund of any part of their subscription.

### **38 CHANGE OF REGISTERED ADDRESS**

Upon changing the member's registered address, either postal or e-mail, a Member shall notify the Secretary in writing within thirty (30) days of such change and provide the new address(es) and telephone number(s).

### **39 CUSTODY AND INSPECTION OF BOOKS**

- a. Except as otherwise provided by this Constitution and Rules, the Secretary shall keep in their custody or under their control, all records, books and other documents relating to the Club. These records, files, books and other documents of the Club shall be open to inspection, free of charge, at all reasonable times by any Member who previously applies to the Secretary for that inspection.
- b. A Member of the Club may obtain a copy of any of the documents referred to in sub-clause (a) on payment of a fee of not more than \$1 for each page copied.
- c. Despite sub-clauses (a) and (b), the Committee may refuse to permit a Member of the Club to inspect or obtain a copy of the records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interest of the Club.

### **40 ALTERATION OF CONSTITUTION AND RULES**

No additions or alterations shall be made to the Constitution and Rules including the objects of the Club unless it is proposed by the Committee or at least ten (10) Members of the Club. The proposal shall be forwarded in writing to the Secretary who shall give not less than twenty-one (21) days' notice to the Members of the proposal and the date, time and place of the meeting at which the motion is to be considered. In order to be carried, such a motion shall be by special resolution and shall require a majority of three-quarters of the total votes cast by Members present at the meeting in person or by proxy.

### **41 PRIVACY**

The Club will only collect personal information for purposes of complying with the Act and this Constitution and Rules 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. Personal information will be kept in accordance with the applicable Privacy Act and provided to other Members only to the extent required under the Act and provided for in these Rules. A Member shall be able to gain access to their personal information on request to the Secretary.

#### **42 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 their office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.

#### **43 DISSOLUTION**

- a. Notwithstanding Clauses 26 and 27 of this Constitution, if the membership of the Club falls below ten (10) Members, the Committee (or the remnants of it) shall convene an Extraordinary General Meeting for the purpose of discussing a motion for the dissolution of the Club.
- b. In order to be carried such a motion shall be by special resolution and shall require a majority of three-quarters of the total votes cast by Members present at the meeting in person or by proxy.
- c. Upon the dissolution of the Club its assets shall be realised and the debts and liabilities thereof satisfied and any surplus shall not be paid to or distributed among the Members but shall be given or transferred to some other institution(s) having objects similar to those contained in Clause 3 of this Constitution and whose rules or constitution shall prohibit the distribution of its property among its members, and in accordance with the provisions of Section 53 of the Act, as amended. Such institution(s) shall be determined by the Members of the Club at or before the time of dissolution and in default thereof by application to the appropriate Court for determination.
- d. In the event that the debts and liabilities of the Club exceed its assets, the liability of a Member to the Club shall be limited to any unpaid subscriptions or other amounts owing to the Club.

#### **j. 44 HISTORIC and CLASSIC VEHICLE'S REGISTER**

##### **PART 1 – VEHICLE ELIGIBILITY**

- a. Eligibility of the vehicle for registration under the Historic Vehicle Scheme (HVS) or Classic Vehicle Scheme (CVS) is to comply with the regulations set by Transport for New South Wales (TfNSW).
- b. Vehicles which satisfy the age limit to be deemed as eligible for HVS or CVS must comply with the technical and mechanical requirements set down by Transport for New South Wales.
- c. Where the vehicle has been changed from original model specification, and requires certification by Transport for New South Wales, or a Vehicle Safety

Certificate of Compliance, it is the member applicant's responsibility to provide evidence of the certification prior to the Club's registrar endorsing the Historic or Conditional registration application

## PART 2 – MEMBER ELIGIBILITY

- a) Members who are Full Members and are financial at the time of Historic or Classic registration application shall be eligible to have their application for HVS or CVS endorsed by the Club
- b) Members who are Associate Members, shall be eligible to have HVS or CVS registration endorsed after a period of at least 12 months continuous membership and are a financial member at the time of application.

## PART 3 – CLUB EVENTS

- a. Members who have Historic and Classic registered BMW vehicles are encouraged to participate in Club events
- b. Club events shall be:
  - i) Events as set out on the Club events calendar.
  - ii) Events conducted by Council of Heritage Motor Clubs or affiliated Car Clubs to which an official written invitation has been received by the club.
  - iii) Events conducted by the NSW Automotive Museum Association to which an official invitation has been received by the Club.

## PART 4 – CLUB REGISTER FOR HISTORIC AND CLASSIC VEHICLES

The Club's Registrars shall maintain a register of vehicles endorsed for Historic and Classic Registration. Such Register shall be within the Club's Intranet database and shall include such details as:

- i. Registered Owner and address details
- ii. BMW Model
- iii. Colour
- iv. Year of Manufacture
- v. Engine Number
- vi. VIN
- vii. Odometer reading
- viii. Copy of Historic Registration Application (PDF soft copy)
- ix. Copy of Conditional Registration Application (PDF soft copy)
- x. Details of any modifications from original
- xi. Certifications (either TfNSW or VSCC)
- xii. Recent Photographs of the vehicle (exterior, interior and engine bay)
- xiii. Pink or Blue slip

This Constitution was presented to, and approved by the Members of the Club as detailed in the table below:

<b>General Meeting</b>	<b>Meeting Date</b>	<b>Comment</b>
Extraordinary General Meeting	7 <sup>th</sup> December 2005	Amendment
Extraordinary General Meeting	6 <sup>th</sup> September 2006	Amendment
Annual General Meeting	3 <sup>rd</sup> December 2008	Amendment
Annual General Meeting	4 <sup>th</sup> December 2013	Amendment
Annual General Meeting	7 <sup>th</sup> December 2016	Amendment
Annual General Meeting	1 <sup>st</sup> December 2021	Amendments

.....  
 Alex WONG  
PRESIDENT

.....  
 Randall LUMBEWE  
SECRETARY

[This Constitution was presented to and approved by the Members of the Club at an Annual General Meeting held in Sydney, New South Wales on 1<sup>st</sup> December 2021. This printing incorporates all amendments up to and including 1<sup>st</sup> December 2021.]