**Constitution of the BMW Car Club**

**Of British Columbia.**

1. The name of the Club shall be "BMW Car Club of British Columbia"
2. The purposes of the Club are to:

2.1 Encourage the sharing of goodwill and fellowship derived from owning a BMW automobile or motorcycle, and engaging in such social and other events in harmony with the Club's general objectives.

2.2 Provide driver training for the members of the Club.

2.3 Provide a forum for Club Members to share knowledge, expertise, and insights.

2.4 Facilitate the establishment and maintenance of mutually beneficial relationships with BMW Canada (the importer of BMW cars into Canada), and authorized BMW dealers.

2.5 Work in conjunction with BMW Clubs throughout the world through the exchange of ideas and suggestions, and to cooperate with the International Council of BMW Clubs.

2.6 Engage in such other lawful activities as shall be deemed to be appropriate in connection with the foregoing.

**Bylaws of the BMW Car Club of British Columbia**

# Part 1 — Membership

1. A person may apply to the Directors for Membership in the BMW Club of BC and on acceptance by the Directors is a Member. It is not necessary for a Member to own a BMW vehicle.
2. Classes of Membership:

2.1 Regular Membership: A person may apply to the Directors for Membership in the Club and on acceptance by the Directors is a Member.

2.2 Associate Membership: A Regular Member may request that a Member of his or her immediate family, for a yearly charge designated by the Board of Directors, be granted associate Membership. An Associate Member will not receive Club publications. An Associate Member shall be a voting Member of the Club and eligible for all other Club benefits.

2.3 Corporate Membership: The Corporate Member Fee shall entitle a business to a listing in the club newsletter, Ausblick, and a listing on the club’s web site.

3. Dues. The amount of the annual Membership dues must be determined at the annual general meeting of the Club.

4. Member in Good Standing. A member shall be deemed to be a member in good standing if such member pays all dues, abides by the Constitution and Bylaws of the Club and acts in a way which enhances the operation and reputation of the Club. A member not in good standing is subject to expulsion from the club.

5. Conflict of Interest. No member shall use the club for financial gain in their personal or professional activities and should the Directors decide that a conflict of interest exists between the Club’s interests and activities of such member, this member shall be subject to expulsion.

6. Resignation or Expulsion.

6.1 A person ceases to be a Member of the Club

* 1. by delivering his or her resignation in writing to the Secretary of the Club or by mailing or delivering it to the address of the Club,
  2. on his or her death or, in the case of a corporation, on dissolution, or
  3. on being expelled.

6.2 A Member may be expelled by a resolution of the Directors passed at a Board meeting and carried by a simple majority of Board Members present, providing that at least five Board Members attend such meeting.

6.3 The notice of resolution for expulsion of a Member must be accompanied by a brief statement of the reasons for the proposed expulsion. Notice provisions as per Part 8 of the Bylaws apply.

6.4 The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the board meeting before the resolution is put to a vote.

# Part 2 — Meetings of Members.

1. General meetings of the Members of the Club must be held at the time and place that the Directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The Directors may, when they think fit, convene an extraordinary general meeting.
3. Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
4. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
5. An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

# Part 3 — Proceedings at General Meetings

1. Special business is
   1. all business at an extraordinary general meeting, and
   2. all business conducted at an annual general meeting, except the following:
   3. the consideration of the financial statements;
   4. the report of the Directors;
   5. the report of the auditor, if any;
   6. the election of Directors;
   7. the appointment of the auditor, if required.
2. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
   1. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
   2. A quorum is ten (10) Members or ten percent of the Membership, whichever is lower.
3. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the request of Members, must be terminated, and re-scheduled at a convenient time as soon as possible.
4. Subject to (5) below, the President of the Club, the Vice President or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
5. If at a general meeting there is no President, Vice President or other Director present within 30 minutes after the time appointed for holding the meeting, the meeting must be re-scheduled at a convenient time but with a minimum of delay.
6. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
7. A resolution proposed at a general meeting must be seconded, and the chair of a meeting may move or propose a resolution. A simple majority of those present is required to approve a resolution. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the proposed resolution does not pass.
8. A Member who is currently a Member in good standing, and has been in good standing for at least three months in the year prior to the meeting, and is present at a meeting of Members is entitled to one vote.
   1. Voting is by show of hands or by ballot if provided.
   2. Voting by proxy is not permitted.
9. A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative must be considered as a Member for all purposes with respect to a meeting of the Club.

# Part 4 — Directors.

1. The Directors may exercise all the powers and do all the acts and things that the Club may exercise and do, and that are not by these bylaws directed or required to be exercised or done by the Club in a general meeting.
2. The President, Vice President, Secretary, Treasurer and one or more other persons are the Directors of the Club.
3. The number of Directors must be 5 or a greater number determined at a meeting of the Board of Directors.
4. The Webmaster must maintain and update the BMWCCBC website as necessary. The Webmaster must also maintain an up to date register of Club members.
5. The officers must retire from office at each annual general meeting when their successors are elected. The Directors shall elect the officers from the elected Board of Directors at a meeting convened for such purpose immediately following the election of said Directors at an Annual General Meeting. The officers of the club shall have a one-year term of office. The Directors of the club shall have a two-year term of office, with approximately half retiring every year.
6. Separate elections must be held for each office to be filled, and may be by acclamation, show of hands or ballot if provided.
7. If a successor is not elected, the person previously elected or appointed continues to hold office.
8. The Directors may at any time appoint a Member as a Director.
9. A Director so appointed holds office only until the conclusion of the next annual general meeting of the Club, but is eligible for re-election at the meeting.
10. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Club.
11. A Director may resign by written notice to the Board of Directors or at any meeting of the Board with quorum.
12. Involuntary Resignation and Termination of a Director.
    1. Demand for the resignation of a Board member must be submitted in writing or by electronic mail to the President by at least three Board Members. Upon approval by a quorum of the Board the President shall set a hearing date for the next Board meeting, providing notice electronically or by mail of not less than 10 business days. A simple majority of quorum at the meeting is sufficient to demand resignation of a Board member.

12.2 Failure to attend an official hearing by the person who has been asked to resign, results in automatic termination from the Board of Directors.

12.3 Failure to tender resignation from the Board of Directors within ten (10) business days of such request being made, results in automatic termination from the Board of Directors.

13. The Directors may decide to waive all or part of the current year membership dues of a member who they believe has been of significant service to the club.

**Part 5 — Proceedings of Directors.**

1. The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. The quorum to conduct business at a properly convened meeting of the Board is five (5) of the Directors then in office.
3. The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.
4. On the request of a Director the Secretary must convene a meeting of the Directors. Notice of any Board Meeting shall be provided by telephone or by electronic mail to each Director with at least four business days notice. Notification by electronic means of communication is acceptable provided that acknowledgement is received prior to three days before the meeting.
5. The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
6. A Director who may be absent temporarily from British Columbia may send or deliver to the President a waiver of notice and may at any time withdraw the waiver, and until the waiver is withdrawn, notices of meetings are not required to be sent to that Director. Questions arising at meetings while the Director is absent, will be decided by a majority of votes of those present.
7. Voting at Board meetings may be by show of hands or by ballot if provided. Questions must be decided by a majority of those present. In the case of a tie vote, the chair does not have a second or casting vote and the resolution does not pass.
8. A resolution proposed at a meeting of Directors or committee of Directors must be seconded, and the chair of a meeting may move or propose a resolution.
9. A resolution in writing, signed by all the Directors and placed with the minutes of the

Directors, is as valid and effective as if regularly passed at a meeting of Directors.

**Part 6 — Officers.**

1. President. The President presides at all meetings of the Club and of the Directors.

The President is the chief executive officer of the Club and must supervise the other officers in the execution of their duties.

The President shall be the spokesperson of the organization at public and private functions endorsed by the Board of Directors.

1. Vice-President.

The Vice President must carry out the duties of the President during the President's absence.

1. Secretary. The Secretary must:
2. Keep minutes of all meetings.
3. Issue notices of meetings.
4. Conduct general correspondence not related to driver training or special events.
5. Have custody of all records and documents of the club except those required to be kept by the Treasurer.

In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

1. Treasurer. The Treasurer must:
2. keep the financial records, including books of account, and
3. render financial statements to the Directors, Members and others when required.

**Part 7 — Auditor**

This Part 7 applies only if the Club is required or has resolved to have an auditor.

At each annual general meeting the Club must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

A Director or employee of the Club must not be its auditor. The auditor may attend general meetings.

**Part 8 — Notice Provisions.**

A notice of meeting, notice of resolution or other notices may be given to a Member, Director or Officer by electronic mail or by mail to the Member at the Member's registered address.

A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

Notice of a general meeting must be given to every member on the register on the day notice is given. Notice must also be given to the Auditor, if the Club has resolved to have the books audited.

**Part 9 — Bylaws**

On being admitted to Membership, each Member is entitled to review the constitution and bylaws of the Club as found on the Club website. Should the member not have access to the website, the Club will provide a copy of the Constitution and Bylaws at no charge.

These Bylaws must not be altered or added to except by special resolution at a general meeting.

The Directors have approved this Constitution and Bylaws on the date shown below in the footer of this document.