

# **A Constitution**

**for**

**the**

## **Federation of European BMW Clubs**

Prepared by delegates from the six Dissident Clubs of BCE.

With assistance from BMW clubs and friends within the UK and Scandinavia.

Version 11 - Saturday, 11 July 2007

Please note that where the words Federation of BMW Clubs or FEBC appear, they should be replaced with the new name for FEBC, which is:

BMW Clubs European Federation

Or BCEF

This change was made in 2009 to comply with  
the new BMW Corporate Image

# **PROPOSED CONSTITUTION for the Federation of European BMW Clubs Version 10 – 13.June 2007.**

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# 1 NAME

Federation of European BMW Clubs (FEBC for short)

# 2 LEGAL ENTITY

The umbrella will be registered as a club in a country to be determined. The official address of the Umbrella will be determined according to the legal requirements of the country in which it is registered.

# 3 OBJECTIVES

The objects of FEBC are:

To ensure that National Clubs belonging to FEBC will be official BMW Clubs, and as such will receive the benefits of recognition by BMW AG and the International Council of BMW Clubs.

To provide a communications link between officially recognised National BMW clubs and their members within and without FEBC.

To provide a communications link between these clubs, the International Council of BMW Clubs, and BMW companies globally.

To promote friendship between member clubs and their members.

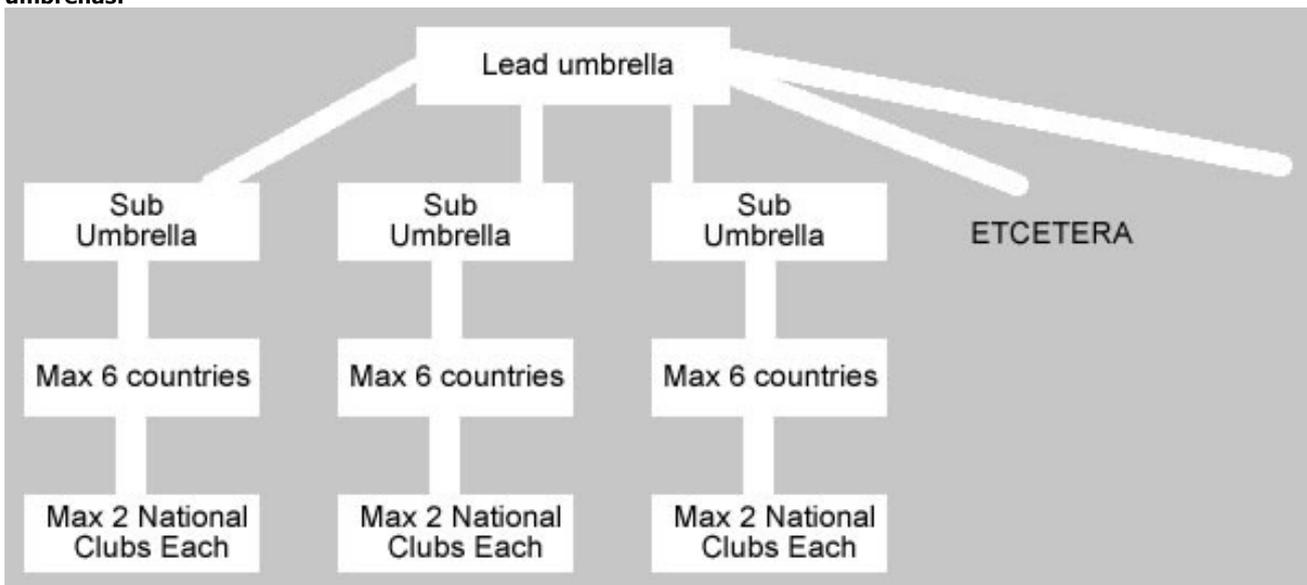
To provide a way for clubs outside the official BMW Club scene (known as wild clubs) to join that scene.

To safeguard the logos and trademarks of BMW within the area covered by The Umbrella.

No services or events will be provided by FEBC, other than the provision of communications facilities as defined in clause 8) and a website which will provide BMW Club related information. (See also definition of services in clause 19)

# 4 STRUCTURE OF FEBC

**FEBC will be a virtual meeting place for the BMW Clubs of Europe. Initially it will consist of the countries in the UK Scandinavian Forum, known as the UK Scandinavian Umbrella. When the number of countries joining FEBC reaches 11, then the newer members will form their own self governing umbrella as a sub umbrella to FEBC. At the same time, the UK Scandinavian umbrella will also become a sub umbrella of FEBC. FEBC (the Lead Umbrella) will then be composed of representatives of the sub umbrellas. The creation of sub umbrella will continue as the organisation grows. The following definitions give more detailed information on umbrellas and lead umbrellas.**



#### **4A: Definition of the term "Umbrella".**

An *Umbrella* is an organisation subscribed to by up to eleven countries. Each country can have a maximum of two national clubs, one for cars and one for motorcycles. An *umbrella* has a name, a physical address, and a management team complete with chairman, treasurer and bank account. Each national club within an *Umbrella* has user editable pages on a web site, accessed by username and password. The management team of an *Umbrella* consists of one delegate from each country that subscribes to that *Umbrella*.

#### **4B: Definition of the term "Lead Umbrella"**

There is only one *Lead Umbrella*. If the number of National Clubs in the overall organisation is 11 or less, then only the *Lead Umbrella* exists. If the number of nations subscribing to the *Lead Umbrella* exceeds this number, then the management team will split the *Lead Umbrella* into smaller groups, called *Sub Umbrellas*. When this happens, the function of the *Lead Umbrella* is to co-ordinate the *Sub Umbrellas*. The management team of the *Lead umbrella* will be made up of delegates from the sub umbrellas. The number of delegates on the *Lead Umbrella* management team will be a minimum of six and a maximum of 12.

#### **4C: Definition of the term "Sub Umbrella"**

A *Sub Umbrella* is similar in most respects to an *Umbrella*. It is composed of countries with common attributes, such as language, close proximity or similar customs. A *Sub Umbrella* does not have its own web site, but does have its own pages on the *Lead Umbrella's* web site, one or more for each national club subscribing to it. A *Sub Umbrella* is subscribed to by its local group of national clubs. A *Sub Umbrella* normally (but not always) is subscribed to by not more than 6 countries. Each *Sub Umbrella* is responsible for financing itself, and providing its share of the expenses of the *Lead Umbrella*. A *Sub Umbrella* is represented at virtual meetings of the *Lead umbrella* as follows:

Umbrellas in FEBC	Delegates per umbrella.
One	6
Two	6
Three	4
Four	3
Five	2
Six	2
More than Six	1

Delegates to the lead umbrella will be elected by the management team of the umbrella under the FEBC proportional representation system described below.

#### **4D: Mechanics of Creating Sub Umbrellas**

If the number of countries within the first umbrella grows to 11 or more, then the Management Team may set up sub umbrellas. The first will represent Denmark, Eire, Finland, Norway, Sweden and the UK. The second will represent some or all of the next 5 or 6 countries to join FEBC. If more countries join FEBC, than additional sub umbrellas will be formed. The *Lead Umbrella* will place a country in a sub umbrella, and may take into consideration the wishes of the country concerned as to which sub umbrella this should be. Initially as FEBC grows, it will be possible for countries to opt to move from one sub umbrella to another until the countries involved form natural relationships. However, once a country has been part of a sub umbrella for two years, it will only be allowed to change to another sub umbrella on a 75% vote in favour by the *Lead Umbrella*.

#### **4E: Number of National Clubs per Country**

A country may have two official National Clubs, one for motorcycles and one for cars. If there are many existing clubs in a country, then in order to achieve National Club status, they must form a National Federation to represent them. How they organise this is up to the clubs concerned. A country may have two National Clubs / Federations – one for cars and one for motorcycles. Alternatively, they may have a single National Federation for both cars and motorcycles.

#### **4F: Wild Clubs**

A Wild Club or Wild Association is defined as one that has come informally into existence, perhaps over the Internet, and which now wishes to formalise its position and become fully recognised.

Each National Club will decide whether clubs in their country that fall into this category, and being properly constituted, will be able to join or affiliate to the National Club in their country. The National Club concerned will be responsible for checking the credentials of these clubs, and assisting them to correct any errors, thus allowing them to join or affiliate to the National Club. Membership or affiliation to the National Club will not normally be refused

## 5 MEMBERSHIP of FEBC.

Initially only clubs in the Denmark, Eire, Finland, Norway, Sweden and the UK, will be eligible to join the umbrella.

**When FEBC is approved**, National clubs from the V1 (**Germany**), V3 (**Europe excluding Germany and Eastern Europe**) and V5 **OE (Eastern Europe)** sales regions of BMW AG will be welcomed as members. These BMW sales areas basically cover the whole of Europe. Any application from a club in these regions will be welcome.

Should an applicant belong to an existing umbrella outside FEBC, it will be expected to make application for membership prior to resigning from its current umbrella. FEBC will approve membership to such National Clubs subject to them following the correct resignation protocols required by their umbrella, and also having followed the International Council Guidelines concerning dispute resolution (should ICBC require this).

In the event that the previous umbrella no longer exists, National Clubs will be eligible to join FEBC immediately. Any current official National club shall be eligible to join the Umbrella. Any individual BMW club in a country where there is no National Club will be allowed to join subject to them being considered by the FEBC Management team to be properly constituted under ICBC rules. They will also then become the National Club for that country.

Applications for membership, together with guidance for applicants will be available on the web site.

Membership requests will be referred to the Management Team of the Lead Umbrella for approval. A simple majority shall constitute approval of the applicant.

Every member National Club shall enjoy the privileges of membership so long as it has met any financial commitments to the umbrella, unless it is expelled or suspended from The Umbrella.

Any member National Club will have its full right to leave The Umbrella at any time it decides, but must give three months notice to the management team. It will not be able to recover any of its paid dues and will lose its status as an officially recognised BMW Club.

Any member National Club which has not fulfilled its financial responsibilities may lose its membership. However, should that National Club wish to be reinstated as a full member, it will have to reapply for membership. A new membership will be accepted as soon as the financial situation is resolved. (See also item 9 – Fees and Finances).

Any member National Club shown after an inquiry by the lead Umbrella Management team to be working against the interest(s) of The Umbrella may be excluded. Prior to exclusion, all efforts must be made in trying to solve the issue. If the problem can not be solved, exclusion will be immediate.

FEBC will take out an insurance policy to cover the legal costs of members of the board against malicious or frivolous prosecution litigation. Reason - to provide legal defence costs should members of the management team be taken to court by any person for reasons that are not the responsibility of or do not fall within the remit of FEBC, or that of its sub-umbrellas.

## 6. MANAGEMENT TEAM.

A Management Team will be formed with the task of running an Umbrella. The Management Team will consist of delegates nominated by the National Clubs within the umbrella. The delegate for a National Club in a country will be selected by that club using that club's selection process. Should there be more than one umbrella, then delegates to the lead umbrella will be elected by the sub umbrellas using the proportional representation scheme. (See Clause 7)

Countries shall be represented by one primary delegate and a deputy delegate. In countries which have two National Clubs, the clubs concerned will decide which one of them will be the current representative at any meeting. A deputy delegate will stand in at any meeting, virtual or other, should the primary delegate be unable to attend. If both delegates be unable to attend, the National Club concerned may substitute another delegate for that meeting, provided that this is announced at least one day before the meeting. Votes will not therefore need to be transferable. A meeting (real or virtual) where voting is taking place shall be considered quorate only if 51% or more of the Management Team is present at that meeting.

## 7. REPRESENTATION.

This will differ according to the importance of the item being voted upon. For minor decisions, each country will have one vote for each national club that exists within it. A country with a motorcycle and a car club will therefore have 2 votes. One with only a motorcycle or a car club will have one vote. In the case where a National club represents both motorcycles and cars, that club will have two votes, providing that it is the only National Club in that country. The maximum number of votes for any country in minor decisions is two. Votes will be cast by the primary delegate in accordance with the wishes of the club or clubs that he is representing. A simple majority of delegate votes at a quorate meeting will be sufficient for a motion to be passed. In the case of a tied vote, the chairman may cast an additional vote, except in the case involving an executive decision.

**7A: Executive decisions** are defined as votes concerned with the following:

- A. subscriptions
- B. constitutional changes or additions
- C. changing or appointing bankers
- D. dismissal and election of officers
- e. Appointment of delegates to the Lead Umbrella

Executive decisions will be voted on by proportional representation on the following basis.

Votes will then be allocated on the basis of one vote for every 500 members or part thereof as follows:

Under 500	= 1 vote
500-999	= 2 votes
1000-1499	= 3 votes
1500-1999	= 4 votes
And so on.....	

By the end of January of the current year, each National Club will inform the Treasurer of the umbrella by Email, how many individual members pay subscriptions to their club. In the case of a sub umbrella, this information will also be copied to the Treasurer of the Lead Umbrella.

A subscription is defined as a payment made that entitles the individual club member making the payment to be allowed to vote at the club's annual general meeting. Associate and non-paying or honorary memberships are excluded.

The voting system will be reviewed two years after the new umbrella has been established. To comply with a BMW request, a 75% majority will be required to implement the changes.

The Chairman of an umbrella will be elected for a fixed term to be decided by the management team. The management team will also appoint a suitably qualified treasurer.

All National Clubs may change representatives within the Management Team at one day's notice to the Chairman of the umbrella.

The Management Team may call for a virtual meeting at any time, after giving one weeks notice to the delegates. However, there are not to be any regular meetings or annual general meeting.

If so needed, minutes of meetings will be taken and published on the web site. (See also the last paragraph of clause 8).

If in the country of registration, there is a legal need for an annual general meeting, then a virtual one will be arranged by teleconference.

## **8. METHOD OF COMMUNICATION.**

As the Umbrella will be set up as a virtual Umbrella, **the preferred method of communication will be as follows:-**

Via a web site, which will provide static information, such as contact details, structure of the BMW club scene, rules for logos and trademarks, application forms for joining the BMW club scene and any other general information that could be required by clubs and individuals interested in the BMW brand. On the web site, there may be Forums as below, and also a frequently asked questions section.

Via a private Forum where representatives of the clubs will discuss their business. Access will be limited to officials of the clubs.

Via a public Forum. On these pages, anyone who wishes will be able to read the threads. Participants who register with a correct email address will be able to make posts. These posts will be moderated.

Officials may also opt for using private messenger services if they so wish.

Virtual meetings may be arranged using a telephone conferencing system in combination with the web forum. Documents will be displayed on the forum, and the delegates will discuss them under the control of the chairman. When agreement on a particular point has been reached, the forum document will be edited in real time for all to see and confirm.

The company providing the conference call will provide a recording of the call in a suitable format. Copies will be sent by the company to everyone taking part in the conference. The webmaster will post a copy on the web site, together with a link to it, allowing it to be downloaded. The management team may decide not to post a particular recording on the web site, but must post their reasons for not doing so.

## **9. FEES and FINANCES.**

Each founding member will pay a small fee for each person on its membership list as a start up contribution. All clubs subsequently wishing to join the umbrella will pay the entrance fee current at the time. This fee can be changed by the Management team.

**When the funds need topping up, the management team will agree a suitable amount for this top up, and it will be shared equally between all National Clubs within FEBC.**

## **10. COSTS.**

Management Team approved costs incurred in running the Umbrella will be paid by The Umbrella.

## **11. FUNDS.**

The funds of an umbrella shall be banked in an account styled in the name of that umbrella. The account will be an internet accessed bank account and the management team will be responsible for deciding exactly how the account shall be organised.

A trading account and balance sheet will be published on a web page with access restricted to member clubs.

Any club wishing to leave an umbrella will have no right to demand "its fair share" of remaining funds.

Any illegal disposition of the funds shall be reported to local legal authorities.

## **12. INTERNATIONAL REPRESENTATIVES.**

**The International Council of BMW Clubs (ICBC) may invite the Lead Umbrella in FEBC to send representatives or observers to ICBC meetings. Should that happen, the representatives may be elected from, but not limited to, members of the Lead Umbrella Management Team. Issues on the agenda will decide on which delegates are to be elected. The term of office will be two years. Observers will be selected on an "as required" basis and will have no fixed term of office.**

## **13. CHANGES TO CONSTITUTION.**

Changes to the Constitution may be suggested by any member National Club at any time. Reviews of the constitution may only be made on an annual basis. In constitutional matters, both national clubs will have an independent vote. Changes may only be agreed by a 75% majority.

## **14. DISSOLUTION.**

The following applies to all umbrellas, Lead and Subs.

An umbrella may be dissolved if circumstances are such that there is no need for the organisation.

The dissolution of an umbrella can only be made by its Management Team. If more than 3 members remain in this umbrella, a two thirds majority vote will be required. All clubs in the umbrella must vote.

An umbrella may be dissolved by the Management Team if the membership falls below three (3) National clubs. In this case, the remaining clubs must be in agreement for dissolution to take place.

Upon dissolution, the assets of an umbrella shall be realised and a balance sheet produced. Any remaining funds shall be distributed to the remaining member National Clubs within that umbrella corresponding to the number of individual members in that club at the beginning of the year.

## **15. REGISTER OF MEMBERS.**

A register of National Clubs shall be maintained. This register will contain the addresses and telephone numbers of all National Club offices and will be available for publication on the web site. To cut down on spam, email contact will be only by use of a form that directs the email to the correct address without displaying that email address. Additional information consisting of the contact details of club officials will also be recorded in the register, but this information is for the express use of umbrella officials. The information on officials contained therein must not be made available to outside organisations without the written permission of the official concerned. It will be available on the website, but will only be accessible by password and username. Should other organisations request to contact or send information to our membership, then this can only be done via the Management Team.

## **16. LOGO.**

The logo of The Umbrella shall conform to the rules stipulated by ICBC, and will be commissioned by the negotiators.

## **17. LANGUAGE.**

The official language of the umbrella will be international English, since this is first or second official language of most of the countries forming the Umbrella.

Where clubs wish to provide a translation of any official document or web article in their own language, they can do so at their own cost.

## **18. ELECTION OF OFFICERS.**

Members of the management team will be elected as in section 6.

Initially there will be two officers, Chairman and Treasurer, who will be elected by the management team by a simple majority.

The treasurer must have a good knowledge of simple accounting, and be conversant with the language of the country in which the bank account is held. For technical reasons, it may be that the treasurer will not be an elected member of the management team, but may be co-opted on by the team.

Should the management team feel the need for additional officers, then they may elect them. A simple majority will suffice.

Officers once elected will remain in office for a maximum term of 4 years, after which they must put up for re-election or resign. No officer will remain in office for more than two consecutive terms without the unanimous agreement of the whole management team. In such a case, the officer concerned must submit himself for re-election every subsequent year, and re-election must be with the unanimous agreement of the management team.

To provide a degree of continuity, up to one third of the team will retire every 3 years. They may stand for re-election provided that their election would not put them in breach of the rules in the previous paragraph.

Officers can be dismissed for failing to pursue their duties in a satisfactory manner. For such an action to be heard, the proposal must be seconded. The proposal must then be heard by the full management team, and the officer must be allowed to participate. A vote for dismissal will require a two thirds majority using the proportional representation scheme. To ensure the openness and transparency of the umbrella, and to protect the rights of the individual, full details of the proceedings will be published on the web site, subject to the officer concerned being in agreement.

## 19. DEFINITIONS AND ABBREVIATIONS.

**Umbrella** - The proposed organisation.

**National Club** - A club officially approved by BMW AG that is the official BMW car or BMW motorcycle club in its country.

**Individual Member** – A physical person who is a member of the National Club.

**ICBC** - The International Council of BMW Clubs

**Management Team** - A group of elected representatives, one from each of the countries within an umbrella, (or in the case of the lead umbrella, one representative from each umbrella) tasked with running the umbrella concerned in a proper manner. See also Clause 6.

**Services** - A service is the provision of physical items such as membership cards, insurance and other items of assistance to clubs.

**Virtual** - when used above, this is taken to be "via the Internet." (A virtual bank account being a bank account that is accessed via the internet. A virtual meeting is held using a forum or similar on the internet.)

**Wild Clubs** – Example -: Clubs/Associations which have come informally into existence, perhaps over the Internet, and which now wish to formalise their position and become fully recognised.

## 20 Signatories

- Svenska BMW MC Klubben
- BMW MC Klub Danmark
- BMW Club Danmark
- BMW Car Club of Great Britain
- The BMW Club (GB)
- BMW Car Club Norway
- BMW Mobile Tradition
- The International Council of BMW Clubs