

ARTICLES OF ASSOCIATION OF THE BMW Z8 Club e.V.



BMW Z8 Club e.V.
International

Z8



Fotograf: Tom Kurek, London

Note: This English translation of the Articles of Association of the BMW Z8 Club e.V. is provided for information purposes only. In the event of any discrepancies or differences in interpretation, the German version shall prevail.



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International



Clubsekretariat

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Bgm.-Kiener-Str.12c

D – 82275 Emmering

 +49 (0) 89 – 666 17 192

 +49 (0) 89 – 666 17 048

 Sekretariat@bmwz8club.com

Internet: www.bmwz8club.com

§ 1 Name, registered office and financial year

1. The association is called **BMW Z8 Club e.V.** and is registered in the register of associations.
2. The association is headquartered in Munich. Its fiscal year is the calendar year.

§ 2 Purpose of the association

1. The association pursues no commercial goals; its activities are not aimed at making a profit; it operates entirely selflessly. Its purpose is to provide all those interested in the BMW Z8 roadster with the opportunity to obtain advice on technical, tourism, and automotive-related matters on a non-political basis, exchange experiences, and engage in recreational activities through all kinds of events.
2. The association's international presence can be strengthened by forming sections. In Germany, communication at the regional level can be intensified by forming regions.
3. The aim is to cooperate with all BMW communities and BMW clubs at home and abroad, with Bayerische Motoren Werke AG in Munich and its affiliated companies, with authorized BMW AG dealers, with companies in the accessories industry and with the authorities responsible for road traffic.
4. The club is a member of the "International BMW Classic and Type Clubs Section" of the worldwide BMW club organization.

§ 3 Resources of the association

1. The necessary funds to implement and achieve the association's goals are raised from membership fees, donations and other contributions.
2. The association's funds may only be used for statutory purposes. Members may not receive any donations from the association's funds, with the exception of reimbursements for expenses incurred in connection with the association's purpose. No individual may be favored through expenses unrelated to the association's purpose or through disproportionately high remuneration.
3. In the event of dissolution or termination of the association, the remaining assets of the association shall be transferred to a non-profit institution to be determined by the board.

§ 4 Membership

1. Membership of the association is open to all natural persons who, either themselves or their spouse or partner, own a BMW Roadster Z8 or an Alpina Roadster V8 (hereinafter referred to as the BMW Roadster Z8) as their own or in a similar legal position (lessee, beneficiary of a financing agreement, or similar), or whose business assets include a BMW Roadster Z8 as described above. Members must be at least 18 years old.
2. Individuals who wish to support the association's goals without participating in the rights and obligations defined in Section 7 may, under certain circumstances, become passive members. This is possible if the individual has been a member of the association for at least five years and is no longer the owner or co-owner of a BMW Roadster Z8 as defined in Section 4, Paragraph 1 of the Articles of Association. A passive member has neither active nor passive voting rights. They may participate in association events if there is sufficient capacity. Participation in an outing itself is not permitted with a vehicle other than a BMW Roadster Z8.
3. The Board of Directors may appoint honorary members by unanimous vote. These members are exempt from membership fees and have no voting rights.

4. Membership is accepted upon application in text form (written or electronic). By submitting the application, the applicant acknowledges the current statutes and association regulations. For communication purposes, they provide their contact details, including an email address (if available).

The Board of Directors decides on admission by a simple majority. The association is represented in this process by two Board members acting jointly in accordance with Section 10. There is no entitlement to admission; rejections do not require a justification.

5. Membership begins in the month in which the application is submitted and the membership number is communicated.
6. Each member may nominate one partner member per calendar year. Changes for the following year must be reported to the club office by September 30th. Partner members can be passengers or life partners. A member cannot nominate multiple partner members at the same time. Partner members are admitted in the same way as members.
7. Definitions:
 - a) Member: natural person according to § 4 number 1
 - b) Partner member: named person according to § 4 number 6
 - c) Passive member: former member according to § 4 number 2
 - d) Honorary member: appointed by the board according to § 4 paragraph 3
8. Disputes between members or with the association's bodies should initially be resolved internally. A mediator may be appointed upon request.

§ 5 End of membership

1. Membership in the association ends upon death, expulsion, removal from the membership list, or resignation from the association. The membership of a partner member also ends upon the appointment of another partner member in accordance with Section 4, Paragraph 6, but in any case, at the latest upon the termination of the membership of the appointing member.
2. Resignation is made by submitting a written declaration to the association's board of directors. Resignation can only be declared at the end of a calendar year with a notice period of three months.
3. A member may be expelled from the association by unanimous decision of the board if their conduct is seriously detrimental to the association. Before expulsion, the member must be given the opportunity to present an oral or written statement. The expulsion must be communicated to the affected member in writing, briefly stating the reasons.
4. A member who is in arrears with membership fees or other financial obligations to the association may be removed from the membership list by resolution of the board if they remain in arrears with the payment of membership fees, levies, or event fees despite two written reminders. Removal may only take place after a period of one month has elapsed since the second reminder was sent, and the reminder also threatened removal. The member must be notified of the decision in writing.

A member may also be removed from the membership list if notification of a change of address is not made and two attempts to deliver correspondence have been unsuccessful.

5. The person affected may appeal a decision regarding exclusion or removal from the membership list to the Board of Directors within 10 days of receipt. If the Board of Directors does not grant the appeal (and reverses the exclusion or removal), the decision regarding the exclusion or removal will be made at the next (regular) general meeting. The person affected must be allowed to present their views at the meeting. If the person affected does not attend the general meeting, the decision must be communicated to them in writing.
6. A member's rights are suspended as long as due membership fees or other financial obligations to the association are not fully met. In particular, during this period, they have no active or passive right to vote, no right to participate in voting, and no right to submit motions. In this case, the member will still be invited to the general meeting, but with the notice that their voting rights are suspended until the obligations are

met. The board is responsible for monitoring this and will take place at the latest at the opening of the meeting (in person or online).

§ 6 Membership fees and application for membership

The general meeting decides on the amount and method of collection of membership fees, as well as on an admission fee or special levies.

Membership fees are generally collected annually in advance via direct debit. Payment is due without notice. Membership fees are non-refundable.

The association's funds are managed by the Finance Board. In doing so, the Board must observe the duties of a prudent businessman and a trustee and, at all times, keep the association's assets separate from its own assets. Unused funds must be invested at interest.

§ 7 Rights and obligations of members

Members and partner members have the right to vote. Members according to § 4 have the right to use the association's facilities free of charge and to participate in the association's events. In resolutions at general meetings, members and partner members each have one vote.

Partner members do not have the right to vote or to submit their own motions to the general meeting, but they can support motions from other members.

Honorary members and passive members have an advisory function in the general meeting.

The duties of members include, in general, serving the interests and goals of the association to the best of their ability, observing the statutes and resolutions of the association's bodies, and paying the membership fees decided upon by the general meeting on time and in full.

§ 8 Data protection and data processing

1. The association processes the personal data of its members exclusively within the framework of the applicable data protection regulations, in particular the EU General Data Protection Regulation (GDPR), in order to fulfil the tasks and purposes stated in these statutes.
2. Details regarding the processing of personal data, the legal basis, purposes of processing, recipients, retention periods, and the rights of the data subjects are set out in a separate information sheet pursuant to Art. 13 GDPR. This information sheet is sent to members upon joining the association and is available in the currently valid version upon request from the board.
3. The Board of Directors ensures that the association's data protection obligations are regularly reviewed and adhered to. This applies in particular to the use of external service providers (processors) pursuant to Art. 28 GDPR.
4. The internal membership list may only contain data necessary for the association's purposes. Access to it is permitted only to authorized persons within the scope of their statutory duties. It may not be shared with third parties or used for commercial purposes.
5. The association's board of directors is responsible for compliance with data protection regulations. Where legally required, a data protection officer will be appointed. Contact details will be made available to members.
6. Violations of data protection regulations or of this paragraph may lead to exclusion from the association in accordance with Section 5.

§ 9 Bodies of the Association

The organs of the association are the general meeting and the board.

§ 10 The Board of Directors

1. The association's board consists of the president, the finance director, the technology director, the public relations director, and the sports and tourism director. The board appoints the vice president from among its members. The vice president is appointed for the duration of his or her term on the board, but at most until a new executive board is elected. The finance director cannot be the vice president.
2. The association is represented jointly in court and out of court by two board members in accordance with Section 26 of the German Civil Code (BGB).
3. The Board of Directors decides on all club matters that do not require a general meeting. Its main responsibilities include:
 - a) Preparation of the general meeting and drawing up the agenda
 - b) Convening the general meeting
 - c) Implementation of the resolutions of the general meeting
 - d) Preparation of a budget for each financial year
 - e) Carrying out accounting
 - f) Preparation of annual financial statements
 - g) Decisions on admission, deletion and exclusion of members
 - h) Formation and composition of working groups

4. The board members are elected by the general meeting by secret ballot for a term of two years and remain in office until the new board members are elected. If only one candidate is nominated for an office, the election may also be held by open vote. Only members according to Section 4, Paragraph 1, are eligible for election, unless Section 5, Paragraph 6 applies, with the exception of motor vehicle dealers and their relatives.

The full Board of Directors is elected every two years. Applications and nominations for election must be received by the Board of Directors at least four weeks before the General Meeting so that they can be announced with the invitation.

5. The convening of an extraordinary general meeting is governed by Section 11, Paragraph 2. At such a meeting, both vacant and filled board positions may be put up for election. The term of office of the elected members ends with the next regularly scheduled election of the entire board, unless a resolution is passed to elect a full board.
6. If a Board member leaves office prematurely—for example, due to resignation, recall, or for health or personal reasons—the Board may appoint an interim representative for the remaining term of office. Alternatively, the remaining Board members may assume the duties on an interim basis, in deviation from Section 10, Paragraph 11.

The option to fill temporary positions is only available for individual positions. If several members resign and the Board of Directors is no longer permanently quorate, a general meeting must be convened immediately to hold new elections in accordance with Section 10, Paragraph 12.

If reasonable, the outgoing board member will support the handover and organization of the temporary representation.

7. Decisions of the Board of Directors are made at Board meetings convened by the President or a Board representative appointed by him/her; an agenda must be attached. A notice period of two weeks for Board meetings should be observed unless urgent matters require a shorter notice period or all Board members waive the notice period.
8. The Board of Directors has a quorum if the President, or in his absence, his designated representative, and another Board member are present. Resolutions are passed by a simple majority, unless these Articles of

Association or the law stipulate a different majority. In the event of a tie, the President's vote shall be decisive; in his absence, the President's vote shall be decisive. A Board member who is unable to attend may authorize another Board member to vote on his behalf, specifying his instructions.

The decisions of the Board of Directors must be recorded in minutes for evidentiary purposes and signed by the chairperson. The minutes should include the time and place of the Board meeting, the names of the participants, the resolutions passed, and the voting results.

9. The Board of Directors may also make decisions in writing, by email or by fax if all members of the Board of Directors agree to this procedure and are able to participate in it or if they expressly waive participation in this procedure for the specific individual case.
10. The work of the board members is voluntary and uncompensated. However, necessary expenses for activities initiated in the performance of their board duties will be reimbursed. The general meeting may adopt resolutions deviating from this.
11. The combination of several board positions in one person is not permitted.
12. If the Board of Directors becomes permanently unable to make decisions as defined in Section 10, Paragraph 8, as a result of the resignation of several members, the remaining Board member is obliged to immediately convene an extraordinary general meeting for the purpose of electing a new Board of Directors.

If this new election does not result in the appointment of a quorum-capable board, the remaining board member or at least three voting members may apply to the competent registry court for the appointment of an emergency board member in accordance with Section 29 of the German Civil Code (BGB). If reasonable, the outgoing board members will support the provisional continuation of their office until the new election.

§ 11 The General Meeting

1. An ordinary general meeting takes place at least once a calendar year.
2. An extraordinary general meeting shall be convened if the Board of Directors deems it necessary for good cause, or if at least one-third of the members or partner members request it in writing, stating the purpose and justification. Expressions of support may also be made in separate letters or electronically (e.g., by email).

The motion must clearly state whether the meeting is to address new board elections, removals, or other specific resolutions. Removal of active board members requires explicit notice in the invitation to the general meeting.

3. General meetings can be held in person, in a hybrid format, or as a virtual meeting. If a virtual or hybrid meeting is convened, the invitation must state how members can exercise their rights via electronic communication.

The admissibility and general procedures of the individual meeting forms are governed by the association's rules governing the conduct of the general meeting. These rules are proposed by the board of directors and require the approval of the general meeting by a simple majority in accordance with Section 32, Paragraph 1 of the German Civil Code (BGB). Amendments to the association's rules are also subject to approval.

On the basis of the approved association regulations, the board decides on the specific form of conducting the respective general meeting in each individual case.

4. General meetings are convened by the President or a member of the Board of Directors designated by him or her. Invitations to the ordinary General Meeting, including the agenda and the chosen method of conduct and voting, are sent at least four weeks before the meeting date.

It will be sent in written or text form to the postal or email address last provided by the member within four weeks and will be deemed received when sent to this address. The notice period begins on the day after dispatch.

If a member has nominated a partner member in accordance with Section 4, Paragraph 7 b), the invitation to the partner member will be sent exclusively through the nominating member. A direct invitation from the association will not be sent. The nominating member is obligated to forward the invitation in full and without delay to the partner member.

Members' motions for the agenda must be submitted in writing to the Board of Directors at least two weeks before the meeting. Motions received by the deadline must be communicated to all members at least one week before the meeting.

The exercise of membership rights is possible exclusively at the general meeting in person or via the designated electronic voting procedure. Voting by postal vote or proxy is expressly prohibited.

5. The General Meeting shall have a quorum if at least 30 members or partner members entitled to vote are present in person or represented by a permissible electronic means.

If a quorum is determined to be lacking, the Board of Directors may call a repeat meeting for the same day with the same agenda. This meeting shall have a quorum regardless of the number of members present. This possibility must be explicitly stated in the invitation.

6. Each member and each partner member has one vote at the general meeting. Representation by other members or third parties is excluded.
7. The General Assembly is particularly responsible for:
 - a) Receipt of the annual report of the Board of Directors and discharge of the Board of Directors,
 - b) Approval of the budget prepared by the Board of Directors for the next financial year,
 - c) Determination of the amount and due date of the club membership fee as well as any joining fees and special levies,
 - d) Amendments to the statutes,
 - e) Dissolution of the association,
 - f) Election and removal of members of the Board of Directors,
 - g) Election of auditors,
 - h) Decision on appeals pursuant to Section 5, Paragraph 5.

8. Resolutions of the General Meeting are passed by a simple majority of the valid votes cast, unless the law or the Articles of Association provide otherwise.

Amendments to the Articles of Association require a majority of 75% of the valid votes of the voting members participating in the General Meeting as defined in Section 4, Paragraph 1 – regardless of whether they attend in person or electronically.

An amendment to the Articles of Association can only be adopted if at least 20 voting members as defined in Section 4, Paragraph 1 are present or represented by an approved electronic voting mechanism. The proposed amendments must have been announced in the invitation; the amended version of the Articles of Association must be attached or made available upon request. If a voting member requests a separate vote on individual points of a proposed amendment to the Articles of Association before or during the General Meeting, each of these points must be voted on individually.

The general meeting decides on the manner in which the election is conducted. Block voting for multiple offices is permissible if the general meeting resolves this by a simple majority before the start of the election.

Any changes or additions to the agenda made after the invitation has been sent must be communicated to all members immediately in writing. The original invitation deadline remains unaffected in this case.

9. The General Meeting elects two auditors for a term of two years. Only members as defined in Section 4, Paragraph 1, who are not members of the Executive Board are eligible for election. The auditors report to the General Meeting on the results of their audit of the annual financial statements. Re-election is permitted. In special cases, the General Meeting may, by resolution, appoint a different number of auditors or an external auditor.

10. The general meeting is chaired by the president or his or her deputy. The secretary shall prepare minutes of all resolutions, which shall be signed by the chair and the secretary.

§ 12 Dissolution of the association

The dissolution of the association can only be decided at a general meeting in accordance with § 11. The following applies to the dissolution resolution:

- A majority of 75% of the valid votes of the members present and entitled to vote within the meaning of Section 4 Paragraph 1 is required, regardless of whether participation takes place in person or electronically.
- The resolution on dissolution can only be passed if at least 20 members entitled to vote within the meaning of Section 4 Paragraph 1 are present or represented with voting rights within the framework of an approved electronic procedure.
- Unless the General Meeting decides otherwise, the President and his deputy are jointly authorized liquidators.

The above provisions shall apply accordingly in the event that the association is dissolved for any other reason or loses its legal capacity.

§ 13 Final provisions

1. For all cases not expressly regulated in these statutes, the provisions of the German Civil Code (§§ 21 ff. BGB) shall apply in addition.
2. Should any provision of these Articles of Association be or become invalid in whole or in part, the validity of the remaining provisions shall remain unaffected. The invalid provision shall be replaced by a provision that most closely approximates the purpose of the Articles of Association.
3. In the event of any discrepancies or questions of interpretation between the German and a translated version of these Articles of Association, the German version shall be exclusively authoritative and binding.

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Responsible: Der Vorstand des BMW Z8 Club e.V.