

CONSTITUTION OF BENTLEY OWNERS CLUB SINGAPORE

NAME

- 1 This club shall be known as the “Bentley Owners Club Singapore” or “BOCS”, hereinafter referred to as the “Club”.

PLACE OF BUSINESS

- 2 Its place of business shall be at “45 Leng Kee Road Singapore 159103” or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. The Club shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

- 3.1 Its objects are:
 - a) To promote and develop motoring and recreational activities among Bentley owners.
 - b) To enhance members’ understanding of Bentley cars.
 - c) To promote road-safety consciousness among members.
 - d) To disseminate Bentley technical information to members so as to constantly improve the maintenance and good upkeep of their cars.
 - e) In furtherance of the above objects, the Club may publish newsletters, brochures and other printed materials for distribution among members.

MEMBERSHIP QUALIFICATION AND RIGHTS

- 4.1 Membership shall comprise of the following categories:
 - a) Ordinary Membership

Ordinary Membership is open to the following persons above the age of 18 an owner of a Bentley vehicle in Singapore - ownership can be either legal (as evidenced by registration document/ LTA website) or beneficial (as evidenced by trust documentation and relevant motor insurance); and

 - (i) an existing Ordinary Member who has sold his/her Bentley vehicle but has, within the remainder period of his/her yearly membership, placed a valid, verifiable booking for a Bentley vehicle in Singapore. Ordinary Members shall have the right to vote and hold any office in the Club.

Any Ordinary Member who ceases to qualify as one will automatically be re- designated as an Associate Member for the remainder of the term of his/her membership. Any Associate Member who acquires a Bentley in Singapore will automatically be re-designed as an Ordinary Member for the remainder of the term of his/her membership.

At the beginning of each membership year, each member shall be obliged to state on his/her membership renewal whether or not he owns a Bentley car or has done so during the previous 12 months.

Associate Membership

Associate Membership is open to the following persons above the age of 18:

- (ii) an ex-owner of a Bentley vehicle in Singapore – who within 12 months prior to the point of application to membership of the Club has owned a Bentley vehicle;
- (iii) any person who has placed a valid, verifiable booking for a new Bentley vehicle in Singapore; or
- (iv) a person who whilst not an owner (legally or beneficially) of a Bentley vehicle can provide documentary evidence to show substantial access to a Bentley vehicle. (For instance, the spouse, child, sibling or partner of an Ordinary Member can be such an Associate Member.)

Associate Members are required to pay the entrance fees, are not entitled to vote and cannot hold office in the Club.

b) Honorary Membership

Honorary Memberships may be conferred by the Club on such persons distinguished by service to the Club as the Committee may think fit, either for life or for such a period as the Committee may in any case consider appropriate.

Such persons shall include:

- (i) a representative of the current Official Bentley Importer in Singapore;
- (ii) the Past Presidents of the Club; and
- (iii) an existing Patron of the Club
- (iv) a person that shows a great interest in motoring activities of the Club and/or has contributed significantly to the promotion, standing and activities and affairs of the Club.

Honorary Members shall have no right to vote or hold office in the Club.

c) Patron

The Committee may appoint from time to time distinguished persons in public life to be Patrons of the Club. Patrons shall have no right to vote or hold office in the Club.

- 4.2 The Committee shall have the power to expel any member who breaches the Rules of the Club or whose conduct shall in the opinion of the Committee render him/her unfit for membership of the Club. Before any such Member is expelled the Secretary shall give him/her seven (7) days written notice to attend a meeting of the Committee and

shall inform him/her of the complaints made against him/her. No Member shall be expelled without first having an opportunity of appearing before the Committee and answering complaints made against him/her. At least two-thirds of the Committee then present shall vote in favour of his/her expulsion.

APPLICATION FOR MEMBERSHIP

- 5.1 A person wishing to join the Club should submit his/ her particulars to the Secretary on a prescribed membership form.
- 5.2 The Committee will decide on the application for membership at the discretion of the Committee
- 5.3 A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.
- 5.4 Every candidate for membership shall be proposed by an Ordinary Member and seconded by a Committee Member. All applications for membership shall be made in writing and shall be signed by the candidate and the proposer, or alternatively may be made online in prescribed form as the Committee deems fit.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 6.1 An entrance fee (as determined by the Committee from time to time) of \$350.00 is payable within two weeks of election to membership, in default of which membership may be cancelled by order of the Committee. Members joining mid-way through the calendar year would only be required to pay a pro-rated entrance fee, subject to a minimum fee of \$174.00. The Committee shall decide the amount of Entrance fees at its sole discretion before the commencing of each year .
- 6.2 An annual subscription renewal fee of \$350.00 shall be payable by Ordinary Members and Associate Members. The Committee shall decide the amount of renewal or any other fees at its sole discretion before the commencing of each year .
- 6.3 Annual subscription renewals are payable in advance within the first month of the year. If a member falls into arrears with his/her subscription or other dues, he/she shall be informed immediately by the Treasurer. If he/she fails to settle his/her arrears within 4 weeks of their becoming due, the President may order that his/her name be posted on the Club's notice board or website, if any, and that he/she be denied the privileges of membership until he settles his/her account. If he/she falls into arrears for more than 3 months, he/she will automatically cease to be a member and the Committee may take legal action against him/her provided that they are satisfied that he/she has received due notice of his/her debts.
- 6.4 Any additional funds required from members for special purposes may only be raised from members with the consent of the general meeting of the voting members.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Club is vested in the General Meeting of the members. At Committee Meetings, or General meetings presided over by the President and in his absence, the vice President shall preside and he/she shall have a casting or additional vote in the event of an equality of votes. If both the President and the Vice President are absent at the meeting then a Committee Member will be elected to chair the meeting.
- 7.2 An Annual General Meeting shall be held before the end of January.
- 7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or 30 voting members, which is the lesser, and may be called at anytime by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within 2 months from receiving this request to convene the Extraordinary General Meeting.
- 7.4 If the Committee does not within 2 months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the voting members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving 10 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Club's notice board and or website.
- 7.5 At least 2 weeks' notice shall be given of an Annual General Meeting and at least 10 days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Club's notice board 4 days in advance of the meeting.
- 7.6 Unless otherwise stated in this Constitution, voting by proxy is allowed at all General Meetings.
- 7.7 The following points will be considered at the Annual General Meeting:
- a) the previous financial year's accounts and annual report of the Committee
 - b) where applicable, the election of the office-bearers and Honorary Auditors for the following term; and
 - c) such other matters affecting the affairs of the Club
- 7.8 Any voting member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one week before the meeting is due to be held.

- 7.9 At least 25% of the total voting membership or 30 voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.
- 7.10 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any of the existing Constitution.

MANAGEMENT AND COMMITTEE

- 8.1 The administration of the Club shall be entrusted to a Committee consisting of the following Key and Non-Key Appointment holders to be elected at Annual General Meeting:
- A President (Key Appointment)
 - A Vice-President (Key Appointment)
 - A Secretary (Key Appointment)
 - An Assistant Secretary (Key Appointment)
 - A Treasurer (Key Appointment)
 - An Assistant Treasurer (Key Appointment)
- Up to ten Ordinary Committee Members (Non-Key Appointment) to cover portfolios assigned to them by the President.
- 8.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the voting members. All office-bearers, except the Treasurer and Assistant Treasurer may be re-elected to the same or related post for a consecutive term of office. The term of office of the Committee is two years. The President (upon consultation with the Exco) may co-opt an Ordinary Member into the Committee if a vacancy exists. All office-bearers, except the Treasurer and Assistant Treasurer may be re-elected to the same or related post for a consecutive term of office.
- 8.3 Election will be either by: (i) show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. For the avoidance of doubt, secret ballot will still entail the conventional election processes of nomination and vote counting. In the event of a tie, the Chairman of the meeting shall have a casting vote.
- 8.4 The Committee will provide adequate notice to the members in respect of any specific procedure to be adopted in an election. As far as possible, the Committee must ensure that as many voting members as possible are given the opportunity to participate in the election.
- 8.5 All Committee Members shall have been an Ordinary Member of the Club for at least one year prior to their election. The President must have served for at least one term as a Committee Member.

- 8.6 Any member who has been convicted of a crime involving dishonesty or sentenced with imprisonment in the Court of Law or has been adjudged a bankrupt, or has been certified of unsound mind, will not be qualified to hold any office in the Committee.
- 8.7 A Committee Meeting shall be held at least once every 2 months after giving seven days' notice to Committee Members. The President may call a Committee Meeting at any time by giving five days' notice. At least ½ of the Committee Members must be present for its proceedings to be valid.
- 8.8 Any member of the Committee absenting himself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting. Any changes in the Committee shall be notified to the registrar of societies within two weeks of the change.
- 8.9 The duty of the Committee is to organize and supervise the daily activities of the Club. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
- 8.10 The Committee has the power to authorize the expenditure of a sum not exceeding \$5000.00 per month from the Club's funds for the Club's purposes. For sums above \$5000, the Committee has the power to approve such expenditure provided always that a majority of Key Appointment holders of the Committee and the Treasurer votes in favour of such an expenditure.

DUTIES OF THE OFFICE-BEARERS

- 9.1 The President shall chair all General and Committee Meetings. The President shall also represent the Club in its dealings with outside persons or it shall delegate to any one of the EXCO at its sole discretion .
- 9.2 The Vice-President shall assist the president and deputies for him/her in his/her absence.
- 9.3 The Secretary shall keep all records, except financial, of the Club and shall be responsible for their correctness. He will keep minutes of all General and Committee Meetings. He shall maintain an up-to-date Register of members at all times.
- 9.4 The Assistant Secretary shall assist the Secretary and deputies for him/her in his/her absence.
- 9.5 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Club and shall keep an account of all monetary transactions and shall be responsible for their correctness. As decided by the Committee, the Treasurer is authorized to expend up to \$5000.00 or above (as the case may be) in the form of

cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary.

- 9.6 The Assistant Treasurer shall assist the Treasurer and deputies for him in his/her absence.
- 9.7 Ordinary Committee Members shall assist in the respective portfolios assigned to them and in the general administration of the Club and perform duties assigned by the Committee from time to time.
- 9.8 The reference to decisions of the Committee in this Constitution refers to the majority vote of the Key Appointment holders in the Committee, where the President shall have a casting vote.
- 9.9 The Key Appointment holders are collectively known as the Executive Committee or the "Exco".

AUDIT AND FINANCIAL YEAR

- 10.1 Two members, not being members of the Committee, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of 1 year only and shall not be re-elected for a consecutive term.
- 10.2 They:
 - a) Will be required to audit each year's account and present a report upon them to the Annual General Meeting.
 - b) May be required by the President to audit the Club's account for any period within their tenure of office at any date and make a report to the Committee.
- 10.3 The financial year shall be from 1st January to 31st December.

TRUSTEES

- 11.1 If the Club at any time acquires any immovable property, such property shall be vested in trustees subjected to a declaration of trust.
- 11.2 The trustees of the Club shall:
 - a) Not be more than 4 and not less than 2 in number.
 - b) Be elected by a General Meeting of members.
 - c) Not effect any sales or mortgage of property without the prior approval of the General Meeting of voting members.

- 11.3 The office of the trustee shall be vacated:
- a) if the trustee dies or become a lunatic or of unsound mind;
 - b) if he is absent from the Republic of Singapore for a period of more than one year;
 - c) if he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee; or
 - d) if he submits notice of resignation from his/her trusteeship.
- 11.4 Notice of any proposal to remove a trustee from his/her trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Club's premises at least two weeks before the General Meeting shall then be notified to the Registrar of Societies.
- 11.5 The address of each immovable properties, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

VISITORS AND GUESTS

- 12.1 Visitors and guests may be admitted to events of the Club or to the premises occupied by the Club for events/activities. All visitors and guests shall abide by the Club's rules and regulations and/or conditions imposed by the Committee as it deems fit.

PROHIBITIONS

- 13.1 Gambling of any kind, whether for stakes or not, is forbidden on the Club's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 13.2 The fund of the Club shall not be used to pay the fines of members who have been convicted in court of law.
- 13.3 The Club shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 13.4 The Club shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.
- 13.5 The Club shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 13.6 The Club shall not hold any lottery, whether confined to its members or not, in the name of the Club or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.

- 13.7 The Club shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

AMENDMENTS TO CONSTITUTION

- 14 No alteration or addition/deletion to this Constitution shall be made except at a general meeting and with the consent of two-thirds of the voting members present at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

INTERPRETATION

- 15 In the event of any questions or any matter which is not expressly provided for in this Constitution, the Committee shall have the power to use their own discretion. The decision of the Committee shall be final unless it is reversed at a General Meeting of voting members.

DISPUTES

- 16 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the voting members fail to resolve the matter, they may bring the matter to a court of law for settlement.

DISSOLUTION

- 17.1 The Club shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of the Club for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 17.2 In the event of the Club being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Club shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of voting members may determine or donate to an approved charity or charities in Singapore.
- 17.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.

BYELAWS AND AFFILIATION

- 18.1 The Committee shall have the power to make byelaws for regulating the conduct and affairs of the Club or impose conditions/restrictions for any of the Club's events/activities provided the same are not inconsistent with these Rules.