

THE MERCEDES-BENZ CLUB LIMITED (the “Club”)

Rules of the Club

Approved by the Members on [] January 2023

1. Introduction

- 1.1. The Mercedes-Benz Club Limited (the “Club”) is a company limited by guarantee and not having a share capital and was incorporated pursuant to the Companies Act 1948.
- 1.2. The Rules set out below are the “Rules” of the Club made pursuant to Article 42 of the Club’s Articles of Association.

2. Interpretation

- 2.1. In these Rules:

“Company Secretary” means the company secretary for the time being of the Club, if any

“Directors” means the directors for the time being of the Club

“General Meeting” means a general meeting of the Members

“Member” means a member of the Club

“Membership Secretary” means the membership secretary of the Club

“Policies and Guidelines” means the Club’s Data Protection Policies and the Website Forum Guidelines (each as amended from time to time by the Directors)

“Registered Office” means the registered office of the Club for the time being, and

“Rules” means, unless the context otherwise requires, these Rules as amended or replaced from time to time.

- 2.2. Any references in these Rules to the Company Secretary carrying out a particular action include a reference to a Director carrying out that action or another person directed to carry out that action by the Company Secretary or by the Directors.
- 2.3. For the purposes of these Rules, words importing the masculine gender only include all other genders.
- 2.4. In the event of any conflict between these Rules and the Club’s Articles of Association, the Articles of Association prevail.

3. Management of the Club

- 3.1. The management of the Club is vested in the Directors subject to the Companies Act 2006 (as may be amended from time to time) and other applicable legislation and to the Memorandum and Articles of Association of the Club as in force from time to time.

- 3.2. The Directors have the power to appoint Committees to act on their behalf in respect of any matter which is specifically referred to such a Committee.
- 3.3. All monies of the Club must be banked by the Finance Director or other appointed officers in the name of the Club and no disbursements may be made from such monies except as authorised by the Directors.

4. Objects

The objects for which the Company is established are to foster admiration and enthusiasm for the Mercedes-Benz marque (including its precursors and derivatives), to represent the marque in contemporary motoring circles, and to provide a range of club benefits and services for persons who are at any time Members.

5. Membership

- 5.1. There is no limit on the number of Members of the Club.
- 5.2. No person may become a Member of the Club unless he has completed an application for membership in a form approved by the Directors from time to time.
- 5.3. Two persons living at the same residential address may apply for joint membership of the Club. Successful applicants for joint membership will each be a Member of the Club but will be sent only one membership card, one copy of the Rules and one copy of each month's Club *Gazette* and other Club publications.
- 5.4. All applications for membership must be signed by the applicant (or by or on behalf of each applicant in the case of applicants for joint membership), if made in writing. Applications for membership may also be made by email, through the Club's website or by telephone.
- 5.5. A person who applies for joint membership on behalf of another individual must confirm that he is duly authorised to act on behalf of that other individual and provide evidence of that authority if required by the Company Secretary.
- 5.6. A letter will be sent to each successful applicant by the Membership Secretary confirming his (or in the case of joint Members, their) membership of the Club and the details of each successful applicant will be entered into the Register of Members by the Company Secretary.
- 5.7. Except as set out in Rule 5.3 in relation to joint Members, on appointment every Member is entitled to receive one copy of the Rules.
- 5.8. The Directors may decline to accept any application for membership (or any renewal of membership) and need not give any reasons for doing so.
- 5.9. Membership commences when an applicant is entered on the Register of Members.
- 5.10. Membership of the Club will continue only for the period covered by the current and paid-up subscription.

- 5.11. Every Member is bound by the terms of the Club's Memorandum and Articles of Association, whether or not he has knowledge of them, and also agrees to:
 - 5.11.1. abide by the Rules and (to the extent that these are applicable to the Member) the Policies and Guidelines
 - 5.11.2. accept as final and binding the decision of a majority of the Directors in all cases of dispute or disagreement as to the interpretation of the Rules, and
 - 5.11.3. not to do anything which is likely to bring the Club into disrepute.
- 5.12. Copies of the Memorandum and Articles of Association and the Policies and Guidelines are available at the Club's website at www.mercedes-benz-club.co.uk (in the Club Documents and Forum sections) and can also be inspected free of charge by appointment at the Registered Office on application to the Membership Secretary.
- 5.13. If on any occasion any document or information sent to a Member (including joint Members) is returned undelivered, the Membership Secretary will endeavour to contact the Member if the undelivered item was sent by post and the Member has provided other contact details but if the Membership Secretary is unable to contact the Member, then unless and until the Member contacts the Club, no further documents or information (including copies of the Club *Gazette* and the Club *Directory*) will be sent to the Member and the Member will not be entitled to any refund of his joining or subscription fees.

6. Joining and subscription fees

- 6.1. A joining fee (as determined by the Directors from time to time and published in the Club Gazette) is payable by an applicant (or joint applicants) for membership and must be paid with his (or their) first annual subscription.
- 6.2. The annual subscription (as determined by the Directors from time to time and published in the Club Gazette) is payable annually and shall expire on, and be renewable on, the Member's anniversary date.
- 6.3. Joining fees and initial subscriptions are payable in advance of appointment.
- 6.4. Joint Members are liable jointly and severally for payment of their joining fee and annual subscription.
- 6.5. Members who for whatever reason leave, resign or are expelled from the Club, or who die, will not be entitled to a refund of the unexpired portion of their subscription. If a joint Member leaves, resigns, is expelled from the Club or dies, the other Member will not be entitled to any reduction in their subscription for the remainder of the year.
- 6.6. Members whose subscriptions are in arrears are not eligible to vote at General Meetings nor may they compete for any Club prizes or otherwise participate in any Club event.
- 6.7. A Member whose subscription is not paid within four (4) weeks of his anniversary date will have his membership automatically terminated and be

taken off the Register of Members of the Club forthwith, unless sufficient reason for late payment can be shown to the satisfaction of the Directors (in which case he may be reinstated on payment of the amount due).

7. Expulsion

7.1. The Directors may, in their sole and absolute discretion, request a Member who (in the reasonable opinion of a majority of the Directors):

7.1.1. has breached the Club's Memorandum and Articles of Association

7.1.2. has seriously or persistently breached the Rules or the Policies and Guidelines

7.1.3. is guilty of conduct which has, or is likely to have, a serious adverse effect on the Club or brings, or is likely to bring, the Club or any or all of the Members and/or Directors into disrepute, or

7.1.4. has acted or has threatened to act in a manner which is offensive or contrary or harmful to the interests of the Club as a whole

to resign from the Club and, in default of any resignation within a period of one month from such request, the Directors may take steps to expel any such Member in accordance with this Rule 7.

7.2. Before any such Member is expelled, the Company Secretary must give him at least 21 days' written notice to attend a meeting of the Directors and must inform him of the complaints made against him.

7.3. No Member may be expelled unless he has first had an opportunity to appear before the Directors and answer complaints made against him and to give reasons why his membership should not be terminated. No such Member shall be expelled unless a simple majority of the Directors then present, having considered the representations made by the Member, vote in favour of his expulsion in which case they shall inform the Member of their decision following such consideration. Neither the Club nor any Director shall be required or obliged to provide any explanation or reason for such expulsion and there shall be no right to appeal from a decision of the Directors to terminate the membership of a Member.

7.4. No Member may introduce any person whose membership has been terminated under this Rule 7 or who owes money to the Club as a visitor to any part of the Club's premises or to any Club events.

7.5. A Member who is requested to resign under this Rule 7, or who is expelled under this Rule 7, irrevocably and unconditionally waives, to the extent permitted by law, any claims or rights of any kind whatsoever which such member may have against the Club or the Directors or Company Secretary by reason of any decision or action taken by the Directors or Company Secretary under this Rule 7.

8. Forfeiture of rights on cessation of membership

8.1. Any Member who is expelled in accordance with the Rules or otherwise ceases to be a Member:

- 8.1.1. forfeits all rights to, or claim upon, the Club or its property or funds that he would have by reason of his membership (and such Member shall return to the Club any such property or funds as soon as possible following cessation of his membership and in any event within fourteen (14) days of being requested by the Company Secretary to do so)
- 8.1.2. is not entitled to any return of his subscription or joining fee, and
- 8.1.3. remains liable for any subscription or other fees outstanding at that time.

9. Honorary Members, Life Members, Honorary Vice Presidents and Honorary President

- 9.1. The Directors may elect as Honorary Members, Life Members, Honorary Vice Presidents or Honorary President any person who is, in the opinion of the Directors, distinguished in promoting the cause of motoring in general or of the Club in particular.
- 9.2. Honorary Members, Life Members, Honorary Vice Presidents and an Honorary President may be elected, in each case, for life, or for such other period as the Directors may determine, in their absolute discretion and, subject always to the provisions of Rule 10, any such persons may serve as officers of the Club.
- 9.3. Honorary Members, Life Members, Honorary Vice-Presidents and the Honorary President are entitled, in each case, to all the privileges of membership except that Honorary Vice-Presidents and the Honorary President may not vote at meetings of the Club unless, in the case of Honorary Vice Presidents, they are also Life Members.
- 9.4. Honorary Members, Life Members, Honorary Vice-Presidents and the Honorary President shall not be liable to pay a joining fee or an annual subscription, unless the Directors determine otherwise in respect of any such person so elected.

10. Appointment of Directors

- 10.1. Directors must be Members of the Club who meet the eligibility requirements set out in Rule 10.2 and will generally be appointed by ballot of the Members. Directors may also be appointed by ordinary resolution of the Members or exceptionally by the Directors on a temporary basis not exceeding three (3) months if the number of Directors would otherwise be below the minimum number specified in the Articles of Association.
- 10.2. Subject to Rule 10.3, no Member may be appointed as a Director (by ballot of the Members or otherwise) unless he:
 - 10.2.1. is a Member of the Club of with a continuous period of paid-up membership of a period of at least four (4) years
 - 10.2.2. has been proposed by a Member with a continuous period of paid-up membership of the Club of at least four (4) years

- 10.2.3. has been seconded by five other Members, each of whom has a continuous period of paid-up membership of the Club of at least four (4) years
- 10.2.4. has confirmed to the Club in writing that he is not prohibited by law from being a director, no bankruptcy order has been made against him which has not been discharged and he has not made any arrangement or composition with his creditors which is ongoing
- 10.2.5. has given his written consent to act as a director of the Club, and
- 10.2.6. has provided all particulars required for the registration of his appointment at Companies House should he be appointed.
- 10.3. Paragraphs 10.2.2 and 10.2.3 of Rule 10.2 do not apply to a Director appointed on a temporary basis as referred to in Rule 10.1.
- 10.4. Each ballot for the appointment of Directors will be run in accordance with procedures notified to the Members by the Directors at the relevant time, which must be consistent with the provisions set out in Rules 10.5 to 10.11.
- 10.5. Vacancies for Directors to be appointed by ballot together with relevant particulars of the vacancy must be advertised to the Members at least fourteen (14) days prior to the opening date for the ballot and there must be at least fourteen (14) days between the opening and closing dates of the ballot.
- 10.6. In the event of multiple applicants for a vacancy, applicants may be shortlisted on the basis of their applications and/or an interview except that any person who is applying for appointment as a Director may not participate in the shortlisting or interview process.
- 10.7. All shortlisted applicants will be required to circulate a statement to Members in support of their candidacy and the names of their proposer and seconders will be published with that statement.
- 10.8. Voting on a ballot will be conducted in such manner as the Directors determine, which may be electronically.
- 10.9. Only Members entitled to vote at a general meeting of the Members will be entitled to vote on a ballot and on a ballot each Member entitled to vote will have one vote.
- 10.10. The number of votes cast for each candidate on the ballot must be verified by two Members unconnected with the ballot process as selected by the Directors or by a suitably qualified independent person.
- 10.11. The Directors must announce the result of the ballot on the Club's website as quickly as possible and in any event not later than one week after the closing date of the ballot and must specify the date on which the appointment of each successful candidate will take effect and the term of his appointment.
- 10.12. Nothing in these Rules precludes a Member, including an existing Director, from putting himself forward more than once as a candidate for appointment or re-appointment as a Director.

10.13. The Company Secretary must keep a record of the term of appointment of each Director, whether he is appointed pursuant to a ballot or otherwise.

11. Conduct and complaints

11.1. The Club staff are under the direction and orders of the Directors only, and no Member may reprimand a member of staff.

11.2. Members must treat other members, guests, officials and those involved in Club events, including staff of venues, with respect and courtesy. Members are particularly reminded that all Club officials, including the Directors, are volunteers.

11.3. If a Member has any cause for complaint, the Member must submit the complaint in writing to the Company Secretary who if he is unable to deal with it must submit it to the Directors whose decision will be final and binding.

12. Alteration of Rules and Policies and Guidelines

12.1. Subject to the Articles of Association, the Directors may alter the Rules from time to time.

12.2. The Directors may, in their discretion, decide to put any change to the Rules to the Members for their approval in General Meeting, in which event such changes to the Rules will not be made unless approved by an ordinary resolution of the Members at the next annual general meeting of the Club or a special general meeting of the Club convened for the purpose.

12.3. Pending future reprints of the Rules any changes to the Rules will be notified to Members in the Club *Gazette*.

12.4. Any changes to the Policies and Guidelines will be notified to Members in the Club *Gazette*.