

R129

Mercedes-Benz R129 SL-Club e.V.



Articles of Association

Revised Version of 27.01.2002
after Foundation Meeting
in Zavelstein/Calw

Foundation Meeting on 04.11.2001
Registry in the Register of Associations District Council
of Stuttgart VR 6775 on 11.04.2002

Anerkennung durch DaimlerChrysler
MBCCCI (Mercedes-Benz Classic Car Club International GmbH)
als Markenclub seit 1.6.2003

§ 1 Name, Seat and Form of Organization

- ▶ The club is called „Mercedes-Benz R129 SL-Club e.V.“ .
- ▶ The club allows members of other nations.
- ▶ The club's domicile is in **Stuttgart**.
- ▶ The fiscal year is equal to the calendar year.

§ 2 Purpose of the Club

(in der Folge „Club“ genannt)

- ▶ The club does not pursue any economic goals and its activities are not for profit. The club pursues the non-profit purpose of preserving the historical substance of the brand Mercedes-Benz and its products, as well as the technical and stylistic progress of the automobile.
- ▶ The club encourages the preservation and maintenance of the Mercedes-Benz automobiles type R129 by ensuring the possibility of repair and the delivery of spare parts through contact with Mercedes-Benz Classic Car Club International GmbH, DaimlerChrysler AG and their suppliers.
- ▶ The club provides its member with the opportunities to exchange experiences and opinions regarding technical, historical, and tourist subjects on a non-political and unconventional basis. Furthermore, the club offers the possibility of attending events particular to the brand or organizing such and maintaining dialog with the corporation.
- ▶ Regular distribution of information will be offered to the members via electronic or printed media.

§ 3

Club Funds

- ▶ The necessary funds to achieve the goals of the club will be collected through club fees, a one time acceptance fee, interest, donations, sales from the club shop, revenues from events, sponsor contributions, and other origins.
- ▶ The funds of the club may only be used for the attainment of the club goals and may not be passed on to single members, with the exception of compensation for duties in accordance with the club's concept.

§ 4

Membership

- ▶ Members may be natural persons owning a car of the brand or persons who commit themselves to the history of the brand or the goals of the club.
- ▶ Persons who would like to encourage the goals of the club but do not want to participate in the duties and rights of the club can become extraordinary members without active or passive right to vote.
- ▶ The board of directors may name honorary members. These can be persons who have shown special merit concerning the brand or the club.

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§ 5 Club Admission

- ▶ The demand of admission will be directed in written form to the club or its board of directors. With the admission into the club, the applicant acknowledges the articles of association. The board of directors, represented by its director (president) or an appointed deputy, and a further board member decide about the admission.

§ 6 Termination of Membership

- ▶ Membership termination may occur upon death, exemption, or withdrawal.
- ▶ Withdrawal is done in written form at the end of a calendar year with a notice period of three months.
- ▶ A member can be exempted from the club by unanimous resolution from the board if the member hurts the club in a rude manner, misuses the club name, breaches the articles of association or severely disturbs club life. Before exemption, the member may comment in written or oral form. The exemption must be communicated to the member in written form with a short note of the reasons for exemption.
- ▶ The club dues end with exemption or withdrawal from the club. Reimbursement is not possible. All claims against the club are terminated.
- ▶ Within a span of a month, the member can appeal to the board against a deletion from the member list. The board deals with the appeal, the decision shall be communicated to the member in writing.
- ▶ Concerning the methods of the board, an appeal to court is excluded.

§ 7

Member Fees

- ▶ Each member must pay a one-time membership fee. The yearly fees need to be paid upon entry and in the following years before the 15th January by direct debit. Members entering the club at a later time need to pay the fees on a monthly basis, i.e. the yearly fee divided by twelve. The member assembly decides the amount and method of payment. Member fees are non-refundable.
- ▶ The head of finance manages the funds. He must follow the duties of a respected businessman and trustee, and must keep the club assets strictly separated from his own. Honorary members are exempted from the fee duties.

§ 8

Rights and Duties

- ▶ All members have an active and passive right to vote. They have the right to participate at club events and have each one vote. Their duties entail to serve the interests and goals of the club as best they can, to respect the articles of association and the decrees, and to fulfil the demands asked for in the articles.
- ▶ Members have the right to view all business transactions of the club.
- ▶ A member may only act in the name of the club or in public with the specific written permission of the board.
- ▶ Admission means that the member accepts the statutes without reservations and subjects oneself to the decisions of the member assembly. The members are committed to the endeavours and interests of the club and must jointly endorse them. All members strictly renounce private financial gain attained through the club.

§ 8.1

Additional legal clauses

- ▶ The edition of the articles of association at hand is legally binding. Furthermore, the clauses of the BGB (“Buergerliches Gesetzbuch”) are effective.
- ▶ The club finances are liable for the club. In addition, neither the board nor the members are personally liable for the debts and obligations of the club.
- ▶ Any monetary compensation claims from the members to the club and the board regarding club activities is impossible, given that the board has not deliberately or grossly acted negligently. The board is only liable for mild negligence if the cardinal duties were breached.
- ▶ Only members are allowed to participate at club events. Exceptions can be made for guests invited by members.
- ▶ The member alone is responsible for its participation at club events. Insurance coverage for accidents or third parties is the personal responsibility of each member.
- ▶ The board reserves the right to judge the condition of the car and in certain cases reject membership.
- ▶ Court of jurisdiction is Stuttgart

§ 9 The Board of Directors

- ▶ The board of the club is comprised of the president (or the head of the board), the vice president (or the alternate head), the head of finances (or treasurer), and the head of communication (or public relations). This person is also secretary.
- ▶ The club is represented judicially and non judicially jointly by two board members.
- ▶ The board is responsible for the business transaction and the execution of all functions. It can delegate special functions to certain members.
- ▶ The board can only make decision if all members are invited and a minimum of three board members is present.
- ▶ The board decides with simple majority of those present. If there is an equality of votes, the vote of the president decides. The board can also make decisions in written form if all board members agree to this method.
- ▶ If a board member leaves, the remaining board members have the right to name a replacement until the next member assembly takes place.
- ▶ The period of office of a board member is two years. Re-election is legitimate. For the election an election leader is named.
- ▶ The board members act on a voluntary basis, but can ask for replacement of their expenses.

§ 10 Member Assembly

- ▶ The assembly is the highest ranking body and comprises of the present club members who are all entitled to vote. The assembly approves the club business related to costs and the budget, and deals with motions and decrees. Calling of a meeting is done in writing, latest six weeks before and includes an agenda.
- ▶ The president (head of the board) or another board members leads the assembly.
- ▶ The assembly must take place once a year.

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- ▶ Decisions are made with single majority vote of the present members entitled to vote.
- ▶ Those entitled to vote have reached the age of 18. Members of the board must be at least 21 years old. Chosen is the member who receives the simple majority of legally cast ballot.
- ▶ The membership body, regardless of the members present with the right to vote, has the power of execution. Tie of votes is seen as rejection.
- ▶ Juridical persons will be represented by an assignee.
- ▶ The approval of issues that are not listed in the agenda is granted by three-quarters of the members present with a right to vote.
- ▶ Part of the member assembly duties are especially:
 - Consulting of orderly proposed applications, if the proposition concerns the member assembly,
 - Acceptance of the chairman's year's account,
 - Acceptance of the treasurer's billing account,
 - Acceptance of the club commission's year's account,
 - Relief of the board if the club commission decides to do so,
 - Voting of two account auditors, the report of the checking account will be presented to the members separately in writing,
 - Voting in and out of club commission members,
 - Change of the articles of association
 - Closure of the club
- ▶ Change in the articles of association can only be decided if the invitation to the member assembly announces such a proposition. The invitation must be sent out at least 6 weeks before the proposed date of assembly.
- ▶ Changes to the articles of association can only be executed with a three quarter majority of all members, i.e. not only those present at the assembly.
- ▶ For proposals and decisions about the liquidation of the club the rules in the previous paragraph are effective.
- ▶ A special assembly occurs when the club commission or a minimum of a tenth of all members asks for such in written form with reasoning.
- ▶ The chairman can also execute written decrees in the absence of an assembly. The same rules apply as to an assembly, whereas those votes count that had been entered before the current point in time.
- ▶ A summarized report of the board assembly, club commission and club assembly with listing of propositions and decrees must be written. The assembly leader and the secretary must sign the report.
- ▶ He who after repeated warnings interrupts the assembly with noise or arousal can be easily removed from the assembly by the board without discussion.
- ▶ In the case of closure, the club funds will be donated to a non-profit purpose. The member assembly that executed closure decides.

§ 11 Account Auditors

- ▶ Each year, the member assembly chooses two auditors who are neither part of the board nor part of club commission. They are in charge of the yearly account audit and report presented before the club commission and the member assembly.
- ▶ One of the auditors should be professionally apt.
- ▶ The term of an auditor is two years, they can be reelected

§ 12 Severability Clause

- ▶ Should certain decrees of this Articles of Association prove to be false or ineffective, the validity of the Articles of Association remains untouched. In such case, the ineffective decree shall be changed or replaced in such a way so that the intended aim can be reached with an invalid decree.