

THE RULES OF THE MERCEDES-BENZ CLUB (VICTORIA) INC.

1. NAME AND ADDRESS

The name of the incorporated association is Mercedes-Benz Club (Victoria) Inc. (“Club”).

The physical and postal addresses of the Club may be determined by the Committee from time to time. The initial postal address is Post Office Box 1500, Box Hill, Victoria 3128.

2. INTERPRETATION

2.1 In these Rules, unless the contrary intention appears:

- “Act” means the *Associations Incorporation Act 1981 (Vic)*.
- “Annual General Meeting” means an annual general meeting under rule 12.
- “Committee” means the committee as defined in the Act and, subject to section 23 of the Act, is comprised of the Officers of the Club.
- “Financial Year” means the year ending 30th June.
- “General Meeting” means a general meeting under rule 13.
- “Meeting” means an Annual General Meeting, a General Meeting or a Special Meeting, as the context may require.
- “Member” means a financial member of the Club.
- “Official publication of the Club” means the *Around The Benz* magazine.
- “Officers of the Club” are the officers set out in rule 18.2.
- “Regulations” means regulations under the Act.
- “Rules” means these rules.
- “Secretary of the Club” means:
 - (a) where a person holds office under these Rules as Secretary of the Club - that person; and
 - (b) in any other case, the public officer of the Club.
- “Special Meeting” means a special meeting under rule 13.
- “Statement of Purposes” means the purposes set out in rule 4.
- “Supernumerary Officers” means those officers referred to in rule 18.3.
- “Written notice” means pre-paid post, facsimile, email or publication in the *Around The Benz* magazine.

2.2 Words or expressions contained in the Rules must be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.

3. AMENDMENTS TO THE RULES AND STATEMENT OF PURPOSES

3.1 The Rules and Statement of Purposes of the Club must not be altered except in accordance with the Act. They may be amended at a Meeting of the Club provided that:

- (a) notice of motion to amend the Rules and Statement of Purposes is fully stated in the official publication of the Club and circulated at least one month before such motion to amend the Rules is moved;
- (b) each amendment duly moved and seconded is passed by not less than 75% of all members voting;
- (c) when voting to amend the Rules and Statement of Purposes all votes must be given personally or by postal vote;
- (d) postal votes will be distributed through the Official publication of the Club.

4. STATEMENT OF PURPOSES

- 4.1 To foster fellowship and good spirit between Mercedes-Benz owners, drivers and those interested in the Mercedes-Benz marque.
- 4.2 To promote and coordinate social, field and touring events for the benefit of Members.
- 4.3 To correspond with and promote fellowship with interstate and overseas Mercedes-Benz clubs.
- 4.4 To promote friendship and courtesy on the road and in competition between the members of the Club and those of other clubs.
- 4.5 To advise and instruct whereby Members may obtain knowledge enabling them to become better drivers and to maintain their vehicles in a high standard of efficiency.
- 4.6. To publish articles and file information in keeping with the Statement of Purposes.

5. POWERS OF THE CLUB

Solely for the purpose of furthering the Statement of Purposes the Club will have the powers set out below. These powers are vested in the Committee and are subject to a limitation of financial authority. The Committee may not, in the exercise of the powers described below, incur a liability, commit to an expenditure or create a financial exposure greater than \$15,000 in any single instance. Any proposal involving commitment of or to a larger amount than \$15,000 must be submitted to a Meeting of the Club for approval. The two exceptions to this limitation of authority are:

- (a) the investment or reinvestment, in secure interest bearing deposits, of funds surplus to immediate needs; and
 - (b) expenditure of monies prepaid by members that are temporarily held by the Club for motoring events.
- 5.1 To subscribe to, become a member of, or co-operate with any other association, club or organisation, whether incorporated or not, whose objectives are altogether or in part similar to those of the Club.
 - 5.2 To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Club or persons frequenting the Club's premises.
 - 5.3 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Club; provided that in case the Club takes or holds any property which may be subject to any trusts the Club will only deal with the same in such manner as is allowed by law having regard to such trusts.
 - 5.4 To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club; to obtain from any such government or authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - 5.5 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
 - 5.6 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
 - 5.7 To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit. The Committee may invest Club funds in deposits in any financial institution licensed to operate in Australia and may purchase, lease or rent property or chattels for the use of the Club.
 - 5.8 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock

perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Club's property or assets present or future and to purchase, redeem or pay-off any such securities.

- 5.9 To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- 5.10 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers or others.
- 5.11 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in paragraph 5.3.
- 5.12 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- 5.13 To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- 5.14 Subject to the approval of the members of the Club in General Meeting, to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club.
- 5.15 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- 5.16 To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- 5.17 To make donations for patriotic, charitable or community purposes.
- 5.18 To do all such other things as are identical or conducive to the attainment of the objects and the exercise of the powers of the Club.

6 ASSETS AND INCOME

- 6.1 The funds of the Club will be derived from joining fees, annual subscriptions, donations and such other sources as the Committee determines.
- 6.2 The assets and income of the Club will be applied exclusively to the promotion of its objects and no portion will be paid or distributed directly or indirectly to the members except as bona fide remuneration for services rendered or expenses incurred on behalf of the Club.

7. APPLICATION FOR MEMBERSHIP

- 7.1 Membership applications will be open to Mercedes-Benz vehicle owners and to people interested in the Mercedes-Benz marque.
- 7.2 Up to 10% of the Club membership may comprise non-Mercedes-Benz vehicle owners.
- 7.3 Application for membership must be in writing and must be in such form as the Committee may determine.
- 7.4 The application must be lodged with the Membership Officer.
- 7.5 As soon as practicable after the receipt of an application, the Membership Officer will refer the application to the Committee.
- 7.6 All prospective members' applications are subject to approval by the Committee.
- 7.7 Membership privileges will be extended to the spouse/partner of any financial member and his/her children under the age of 18 years. No person under the age of 18 years may vote at any meeting of the Club.
- 7.8 A right, privilege, or obligation of a person by reason of his/her membership of the Club:
 - (a) is not capable of being transferred or transmitted to another person other than his/her spouse/partner;
 - (b) transfers to the spouse/partner on the death of a Member;
 - (c) terminates upon the cessation of his/her membership by resignation or otherwise.

7.9 It is the responsibility of Members to ensure that only licensed drivers are allowed to drive at Club events.

8. HONORARY LIFE MEMBERSHIP

8.1 Honorary Life membership of the Club may, on the recommendation of the Committee, be conferred on any person at a Meeting. An Honorary Life Member will enjoy full membership rights and privileges.

8.2 Honorary Life membership may only be conferred on a Member who has given outstanding service to the Club and its Members.

9. JOINING FEE AND ANNUAL SUBSCRIPTION

9.1 The joining fee will be determined by the Committee from time to time. Children of Members attaining the age of 18 years and wishing to join as a Member of the Club may do so without paying the joining fee. Financial members of interstate and overseas Mercedes-Benz clubs may transfer to the Club without paying the joining fee.

9.2 The annual subscription fee will be determined by the Committee from time to time and is payable within 30 days as from the 1st July in each year.

9.3 New members joining the Club after the 1st day of December will pay one half of the annual subscription fee applicable to the Financial Year in which application is made.

9.4 Members who are unfinancial as at 31st July cease to be a Member and lose all rights and privileges.

9.5 The Committee may waive part or all of the joining fee and/or annual subscription in special circumstances.

10. RESIGNATION AND EXPULSION OF MEMBERS

10.1 A Member who has paid all monies due and payable to the Club may resign from the Club by first giving one month's notice in writing to the Membership Officer of his/her intention to resign and upon the expiration of that period of notice the Member will cease to be a Member.

10.2 Upon the expiration of a notice given under rule 10.1 the Membership Officer will enter in the membership records the date on which the Member ceased to be a Member.

10.3 Subject to these Rules, the Committee may by resolution:

(a) expel a Member of the Club; or

(b) suspend a Member from membership of the Club for a specified period if such person, in the opinion of the Committee:

(i) made statements or committed acts that are detrimental to the reputation of the Club and/or are at variance with the objectives of the Club, or

(ii) has refused or neglected to comply with these Rules.

10.4 Where the Committee passes a resolution under rule 10.3 the Secretary must as soon as practical cause to be served on the Member a notice in writing setting out the resolution of the Committee and the grounds on which it is based.

10.5 Any Member who has their membership terminated in accordance with sub-rule 10.3(b) may, upon written application to the Secretary, be re-instated as a Member at the sole discretion of the Committee.

10.6 No refund of membership fees will be made except under special circumstances.

10.7 Subject to rule 28, the Committee's decision is final.

11. REGISTER OF MEMBERS

11.1 The Membership Officer must keep and maintain a register of Members in which will be entered the full name, address and date of entry of each Member.

11.2 Members are responsible for informing the Club, in writing, of any change of address within 14 days of such change.

12. ANNUAL GENERAL MEETING

- 12.1 The Annual General Meeting must be held as stated in rule 13.2 below.
- 12.2 The Annual Report and the Financial Statements as at 30th June must be presented at the Annual General Meeting. Where the audited Financial Statements are not available for distribution before the Annual General Meeting then the audited Financial Statements will be published as soon as practical after receipt from the auditors.
- 12.3 The ordinary business of the Annual General Meeting will be:
- (a) to confirm the minutes of the last Annual General Meeting;
 - (b) to receive from the Committee reports upon the transactions of the Club during the last preceding Financial Year;
 - (c) to elect the Officers of the Club and the Supernumerary Officers; and
 - (d) to receive and consider the statement submitted by the Club in accordance with section 30 (3) of the Act.
- 12.4 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 12.5 The Annual General Meeting is in addition to any other General Meetings that may be held in the same year.

13. MEETINGS

- 13.1 General Meetings must be held at least 10 times in any calendar year, nominally at monthly intervals.
- 13.2 The Annual General Meeting will be held in August of each year.
- 13.3 A Special Meeting may be convened at any time by the Committee or by request to the Secretary of a minimum of 25% of Members. The notice of the Special Meeting given under rule 14.1 must also include the reason for the Special Meeting. A General Meeting may be designated as a Special Meeting by at least 7 days prior notice in writing from the Secretary to the Members.

14. NOTICE OF A MEETING

- 14.1 The Secretary of the Club must, at least 7 days before the fixed date of holding a Meeting of the Club, cause to be sent to each Member of the Club at his/her address appearing on the register of Members, a written notice stating the place, date and time of the Meeting.
- 14.2 A Member desiring to bring any business before the General Meeting may give notice of that business in writing to the Secretary, not less than one calendar month prior to the date fixed for the General Meeting. Such business must be of significant importance to the Club.

15. QUORUMS

- 15.1 At a Meeting, 50 Members personally present and entitled under these Rules to vote at a Meeting.
- 15.2 At Committee meetings, is defined by rule 19.4.

16. PROCEEDINGS AT MEETING

- 16.1 All business transacted at a Special Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting, will be deemed special business.
- 16.2 No item of business may be transacted at a Meeting unless a quorum of Members, entitled under these Rules to vote, is present during the time when the Meeting is considering that item.
- 16.3 The President, or in his/her absence, the Vice-President, will preside as chairman at each Meeting. If the President and Vice-President are absent from a Meeting, the Members present may elect one of their number to preside as chairman of the Meeting.
- 16.4 A question at a Meeting will be determined on a show of hands unless, before or on the declaration of the show of hands, a poll is demanded. A declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Club is evidence of the fact,

without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- 16.5 Upon any question arising at a Meeting a Member and/or spouse/partner may each cast one vote: a maximum of two. Single Members may record two votes only. All votes must be given personally or by proxy in writing save when voting to amend the Rules. In the case of an equality of voting on a question the motion will be declared lost.
- 16.6 If at a Meeting a poll on any question is demanded by not less than two Members it will be taken at that Meeting in such manner as the chairman may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.
- 16.7 A Member is not entitled to vote at any Meeting unless all monies due and payable by him/her to the Club have been paid.
- 16.8 Each Member is entitled to appoint another Member as his/her proxy by notice given to the Secretary before the time of the Meeting in respect of which the proxy is appointed.
- 16.9 The chairman of a Meeting at which a quorum is present may, with the consent of the Meeting, adjourn the Meeting from time to time and place to place, but no business may be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- 16.10 Where a Meeting is adjourned for one month or more, a like notice of the adjourned Meeting must be given as in the case of the Meeting.
- 16.11 Except as provided in rule 16.9 and 16.10 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjournment.

17. ELECTION OF OFFICERS AND VACANCY

- 17.1 Nominations of candidates for election as Officers of the Club or as Supernumerary Officers:
 - (a) may be made in writing signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), or taken from the floor of the meeting subject to a proposer and seconder and the verbal consent of the candidate;
 - (b) if made in writing, must be delivered to the Secretary of the Club before the time fixed for the holding of the Annual General Meeting or Special Meeting; and
 - (c) must be of Members with not less than 6 months membership of the Club.
- 17.2 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 17.3 The ballot for the election of Officers of the Club and of Supernumerary Officers must be conducted at the Annual General Meeting or Special Meeting in such usual and proper manner as the Committee may direct.
- 17.4 No Member may simultaneously be elected to more than one Officer of the Club.
- 17.5 The position of an Officer of the Club or of a Supernumerary Officer becomes vacant if the officer:
 - (a) ceases to be a member of the Club;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (c) resigns his/her office by notice in writing given to the Secretary.
- 17.6 No Officer of the Club or Supernumerary Officer may hold the same office for a consecutive period of more than 3 years unless by a 2/3 majority decision of Members present and voting at an Annual General Meeting or a Special Meeting convened for the purpose of election of Officer of the Club or Supernumerary Officer.

18. COMMITTEE AND SUPERNUMERARY OFFICERS

- 18.1 The Committee:
 - (a) must control and manage the business and affairs of the Club;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by a Meeting; and

(c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and those things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

18.2 The Officers of the Club are the:

- (a) President
- (b) Vice-President
- (c) Treasurer
- (d) Secretary
- (e) Membership Officer
- (f) Magazine Editor
- (g) Motoring Officer
- (h) Social Officer
- (i) Merchandising Officer

18.3 The Committee may determine from time to time certain Supernumerary Officer positions which will assist in the effective and efficient running of the Club, but which do not form part of the Committee. Each Supernumerary Officer will be elected at an Annual General Meeting or Special Meeting of the Club.

18.4 The provisions of rule 17, so far as they are applicable and with any necessary modifications, apply to and in relation to the election of persons as an Officer of the Club or Supernumerary Officer.

18.5 Subject to these Rules each Officer of the Club or Supernumerary Officer will hold office up to and including the conclusion of the Annual General Meeting next following the date of appointment.

18.6 In the event of a casual vacancy of an Officer of the Club or Supernumerary Officer, the Committee may appoint a Member to the vacant office and the Member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of appointment.

19. PROCEEDINGS OF COMMITTEE

19.1 The Committee must meet at least 6 times in each year at such place and such times as the Committee may determine.

19.2 Special meetings of the Committee may be convened by the President or by any 5 members of the Committee.

19.3 Notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business may be transacted at such a meeting.

19.4 Any 5 members of the Committee constitute a quorum for the transaction of the business of a Committee meeting

19.5 No business may be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting will be adjourned until such time as deemed appropriate by the Chairman.

19.6 At meetings of the Committee:

- (a) the President or in his or her absence the Vice-President will preside; or
- (b) if the President and the Vice-President are absent, one of the remaining members of the Committee as may be chosen by the members present will preside.

19.7 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee will be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the Meeting may determine.

19.8 Each Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the motion will be declared lost.

19.9 Written notice of each Committee meeting must be served on each member of the Committee by delivering it to him/her at a reasonable time before the meeting or by sending it by pre-paid post addressed to him/her at his/her usual or last known place of abode at least two business days before the date of the meeting.

19.10 Subject to rule 19.4, the Committee may act notwithstanding any vacancy on the Committee.

20. SECRETARY AND DOCUMENTS

- 20.1 The Secretary of the Club must keep minutes of the resolutions and proceedings of each Meeting and each Committee meeting in books provided for that purpose together with a record of the name of persons present at Committee meetings.
- 20.2 Except as otherwise provided in these Rules, the Secretary must keep in his/her custody or under his/her control all books, documents, securities and any other relevant documents of the Club.
- 20.3 All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any Member upon request.
- 20.4 A Member may make a copy of any accounts, books, securities and any other relevant documents of the Club.

21. TREASURER

- 21.1 The Treasurer of the Club must:
 - (a) oversee the receipt and collection of all monies due to the Club and make all payments authorised by the Club;
 - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club; and
 - (c) ensure that these accounts and books are subject to an annual audit.
- 21.2 The accounts and books referred to in rule 21.1 are available free of charge for inspection by Members.
- 21.3 The Treasurer must ensure all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are signed by any two of the President, Vice-President, Treasurer or Secretary.
- 21.4 The Treasurer, with the approval of the Committee, may open such bank accounts as appropriate to conduct the financial affairs of the Club.

22. MEMBERSHIP OFFICER

The Membership Officer of the Club must keep a current record of Members showing their full name, address and date of entering the Club.

23. REMOVAL OF OFFICERS

- 23.1 The Club in a Meeting may, by resolution, remove a Member from office before his/her term as Officer of the Club or as a Supernumerary Officer has expired and appoint another Member in his/her stead to hold such office until the expiration of the term of the first-mentioned Member.
- 23.2 Where the Member to whom a proposed resolution referred to in rule 23.1 makes representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and requests the representations be provided to the Members, such provision will be at the discretion of the President.

24. SEAL

- 24.1 The Common Seal of the Club must be kept in the custody of the Secretary.
- 24.2 The Common Seal may not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Club.

25. NOTICES

- 25.1 A notice may be served by or on behalf of the Club upon any Member either personally or by sending it in writing to the Member at his/her address shown in the register of Members.
- 25.2 Where a document is properly addressed pre-paid and posted to a person as a letter or as the official publication of the Club, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter or publication would have been delivered in the ordinary course of post.

26. DISSOLUTION OF THE CLUB

- 26.1 The Club may only be dissolved upon the consent of 80% of the Members present at a Special Meeting called for the purpose of dissolution.
- 26.2 In the event of the Club being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities must be paid and applied by the Club in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members, or to such registered charity as a majority of Members present at a Meeting may decide.

27. INSURANCE

The Club may affect such insurances as it may deem necessary to cover loss or damage to any property or liability of the Club or of Members.

28. DISPUTES AND MEDIATION

- 28.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Club.
- 28.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 28.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 28.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - (ii) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 28.5 A Member can be a mediator.
- 28.6 The mediator cannot be a Member who is a party to the dispute.
- 28.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 28.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute through the mediation process.
- 28.9 The mediator must not determine the dispute.
- 28.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.