

Company No : 982171

THE COMPANIES ACTS 1948 TO 1981

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

OF

BRITISH MOTORCYCLISTS FEDERATION (ENTERPRISES) LIMITED

1. The name of the Company shall be British Motorcyclists Federation (Enterprises) Limited.
2. The registered office of the Company will be situated in England.
3. The objects of the Company will be as follows:-
 - (a) to establish, carry on, finance, manage and administrate the organisation known as British Motorcyclists Federation an unincorporated body whose objects are to pursue, promote and protect the interests of motorcyclists;
 - (b) to carry on all or any of the business of general merchants and traders manufacturers assemblers distributors importers exporters merchants factors and shippers or wholesale or retail dealers in goods wares produce product commodities fancy goods handicrafts and merchandises of every description to act as agents for and to enter into agreements arrangements of all kinds on behalf of such persons firms or companies as may be though expedient and to negotiate assign and mortgage or pledge for cash or otherwise any such agreements and the payments due thereunder and any property the subject thereof to carry on or all of the businesses of mail order specialists credit and discount traders cash and carry traders manufacturers agents commission and general agents brokers factors warehousemen and agents in respect of raw and manufactured goods of all kinds and general railway shipping and boarding agents and transport contractors to create establish build up and maintain organisation for the marketing selling retailing servicing and advertisement distribution or introduction of the products merchandise goods wares and commodities dealt in or services rendered by any persons firms or companies and to participate in undertake in perform and carry out all kinds of commercial trading and financial operations;
 - (c) to purchase or by any other means acquire and hold any freehold copyhold leasehold or other property for any estate or interest whatever and any rights privileges or easements over or in respect of any property real or personal or rights of any kind whatsoever which may be necessary or desirable for the objects of the company or any of them or expedient as an investment for its



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funds or may be conveniently used or held with or may enhance the value of any other property of the company;

- (d) to maintain repair alter enlarge or replace buildings for its own occupation and use and to erect such new premises as may be necessary for the said purposes and to pull down or remove buildings clear sites and enter into such arrangements with builders developers or contractors as may be necessary or desirable for the said purpose;
- (e) to improve manage cultivate develop exchange let or lease or otherwise mortgage sell dispose of turn to account grant rights an privileges in respect of or otherwise deal with all or any part of the property (both real and personal) and rights of the company as may be necessary or desirable for the purposes of the company;
- (f) to borrow or raise money in such manner as the company shall think fit and in particular (without in any way prejudicing any other manner of borrowing or raising money) by the issue of bonds debentures or debenture stock perpetual or otherwise (with or without preference as to redemption interest and other matters) and to secure the repayment of any money borrowed raised or owing by mortgage charge or lien upon the whole or any part of the company's property or assets whether present or future and also by a similar mortgage charge or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake;
- (g) to invest the monies of the company not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may be for the time being imposed or required by law and subject also as hereinafter provided;
- (h) to draw make accept endorse discount execute and issue promissory notes bills of exchange debentures and other negotiable or transferable instruments;
- (i) to control manage finance subsidise co-ordinate or otherwise assist any company or companies (whether or not incorporated) in which the company has a direct or indirect financial interest to provide secretarial administrative technical commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- (j) to apply for promote and obtain any Act of Parliament Order or Licence for the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's Constitution or for any other purpose which may seem calculated directly or indirectly to promote the company's interest and to oppose any proceedings or

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applications which may seem calculated directly or indirectly to prejudice the company's interest;

- (k) to enter into any arrangements with any government or authority (supreme municipal local or otherwise) that may seem conducive to the attainment of the company's objects or any of them and to obtain from any such government or authority any charters decrees rights privileges or concessions which the company may think desirable and to carry out exercise and to comply with any such charters decrees rights privileges and concessions;
- (l) to carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the company
- (m) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them;

the objects set forth in each sub-clause of this Clause shall not be restrictively construed by the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the company none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The income and property of the company whencesoever derived shall be applied solely towards the promotion of the objects of the company s set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends bonus or otherwise howsoever by way of profit to the members of the company. Provided that nothing herein contained shall prevent the payment in good faith or remuneration to any offices or servants of the company or to any member of the company or other person in return for any services actually rendered to the company.
5. If any member of the company pays or receives any dividend bonus or other profit in contravention of the terms of the third paragraph of this Memorandum his liability shall be unlimited.
6. The liability of the members is limited.
7. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the company contracted before ceased to be a member and the costs charges and expenses of winding up and for the judgement of the rights of the contributories among themselves such amount as may be required not exceeding FIVE POUNDS (£5.00)

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**A COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION

OF

BRITISH MOTORCYCLISTS FEDERATION (ENTERPRISES) LIMITED

Interpretation

1. In these Articles unless there be something in the subject or context inconsistent therewith:-

"the Act"	means The Companies Act 1948
"the company"	means the British Motorcyclists Federation (Enterprises) Limited
"the seal"	means the Common Seal of the company
"member"	means member of the company

Any reference to an officer or official of the company shall mean the person who for the time being may be such officer or official.

Expressions referring to writings shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words or drawings in a visible form.

"secretary"	means any person appointed to perform the duties of the secretary of the company
"the United Kingdom"	means Great Britain and Northern Ireland
"the Federation"	shall mean The British Motorcyclists Federation
2. These Articles shall be construed with reference to the provisions of the Act or any Act amending, reenacting, modifying or consolidating the same of any substituted Act and unless the context otherwise requires, words or expressions contained in these Articles become binding on the company.

Members

- * 3. The members shall be elected members of the management committee of the Federation and shall not in any event exceed that number.
- * 4. A member shall automatically cease to be a member of the company in the event that he shall retire or cease to be a member of the management committee of the Federation for any reason.

* Amended by Special Resolution passed 21 August 1994

General Meetings

5. Clauses 4 to 6 inclusive of Table C of the First Schedule to the Companies Act 1948 shall apply.

Notice of General Meetings

6. Clauses 7 and 8 of Table C of the Companies Act 1948 shall apply.

Proceedings at General Meetings

- * 7. (a) Clauses 9 to 19 inclusive of Table C of the First Schedule to the Companies Act 1948 shall apply.
- * (b) On a show of hands, or on a poll, votes may be given either personally or by proxy.

Votes of Members

8. Clauses 20 to 29 inclusive of Table C of the Companies Act 1948 shall apply.

Directors

9. The directors shall comprise all those elected members of the management committee of the Federation.
10. The directors shall not be entitled to receive any remuneration save for the reimbursement of expenses reasonably incurred in connection with the performance of their duties as directors.

Alternate Directors

- * 11. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him provided that no person may be an alternate director for more than one director at any one time.
- * 12. When an alternate director is also a director such alternate director shall have one vote for the director so represented by him (in addition to his own vote) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Borrowing Powers

13. Clause 33 of Table C of the First Schedule to the Companies Act 1948 shall apply.

* Amended by Special Resolution passed 21 August 1994

Powers and Duties of Directors

- * 14. (a) Clauses 34 to 37 of Table C of the First Schedule to the Companies Act 1948 shall apply.
- * (b) The directors shall not without the prior approval of the General Council of the Federation dispose of any fixed asset of the company with a value in excess of Ten Thousand Pounds (£10,000).
- * (c) Article 14(b) above may only be amended by a Resolution for which all the members of the Company entitled to attend and vote at general meetings have voted in favour or by a written Resolution signed by all the members of the Company.

Disqualification of Directors

- 15. Clause 38 of Table C of the First Schedule to the Companies Act 1948 shall apply, save that the following words shall be added as Clause (h) "shall retire or cease to be a member of the management committee of the Federation for any reason."

Rotation of Directors

- * 16. The directors shall not be subject to retirement by rotation and accordingly Clauses 39 to 43 (inclusive) of Table C of the First Schedule to the Companies Act 1948 shall not apply to the company.
- * 17. Clauses 44 to 47 of Table C of the First Schedule to the Companies Act 1948 shall apply.

Proceedings of Directors

- * 18. (a) Clauses 48 to 56 inclusive of Table C of the First Schedule to the Companies Act 1948 shall apply so that the words "and shall report back all acts and proceedings to the directors as soon as possible" shall be added at the end of Article 52 of Table C.
- * (b) Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

* Amended by Special Resolution passed 21 August 1994

Accounts

19. Clauses 60 to 64 (inclusive) of Table C of the First Schedule to the Companies Act 1948 shall apply.

The Secretary

20. Clauses 57 and 58 of Table C of the First Schedule to the Companies Act 1948 shall apply.

Auditors

21. Auditors shall be appointed and their duties regulated in accordance with Sections 159 and 162 of the Act.

Notices

22. (a) A notice may be embodied in any publication or other document circulated by the company to its members and where the context so admits or requires, references in this Article to a notice shall include any document in which the same is so embodied.
- (b) A notice may be given by the company to any member either personally or by sending it by post at his registered address (if he has no registered address within the United Kingdom supplied by him to the company for the giving of notice to him). Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, preparing and posting it or the document in which it may be embodied and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the same shall have been posted and in any other case the time at which the same would be delivered in the ordinary course of post.
23. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member entitled to attend and vote thereat except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them; and
- (b) the Auditor for the time being of the company
- no other person shall be entitled to receive notice of general meetings

Seal

24. Clause 59 of Table C of the First Schedule to the Companies Act 1948 shall apply.

Indemnity

25. The directors and the secretary of the company and any agents for the time being acting in relation to any of the affairs of the company and their representative executors or administrators shall be indemnified and secured harmless out of the assets of the company from and against all actions, costs, charges, losses, damages and expenses which they or any of them their or any of their executors or administrators shall or may incur or sustain by reason of any act done concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts except such (if any) as they shall incur or sustain through their own wilful neglect or default respectively and none of them shall be answerable for the acts receipts neglects or defaults of any other of them for bankers or other persons with whom any monies or effects of the company shall be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any monies of the company shall be placed out or invested or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto. But this Article shall have effect only so far as its provisions are not avoided by Section 205 of the Act.