

## THE COMPANIES ACTS, 1948 TO 1967

### Declaration of Compliance with the requirements of the Companies Act, 1948, on application for Registration of a Company.

*Pursuant to Section 15 (2)*

(SEE FOOTNOTE OVERLEAF)

NAME OF  
COMPANY THE BRITISH MOTORCYCLISTS FEDERATION  
LIMITED.

CAT. NO. C.F.41.  
JORDAN & SONS, LIMITED  
7, 8 & 9 Fetter Lane, London E.C.4.  
*Company Registration Agents, Printers and Publishers*

*Presented by*

*Document Filer's Reference*

Sydney Mitchell & Co. Solicitors,  
112 Colmore Row,  
Birmingham 3.



*L.Y.*

I, PATRICK ALAN HOWELL  
of 112 Colmore Row,  
Birmingham 3

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~[a person named in the Articles of Association as a Director/Secretary],~~

of  
THE BRITISH MOTORCYCLISTS FEDERATION

Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Birmingham

the Third day of June

One thousand nine hundred and Seventy

before me,

St. John  
A Commissioner for Oaths (b)

✓ Patrick Howell

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

This margin to be reserved for binding

10/-

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

982171/2

MEMORANDUM OF ASSOCIATION

of

THE BRITISH MOTORCYCLISTS  
FEDERATION LIMITED.



1. The name of the Company (hereinafter called "the Federation") is "THE BRITISH MOTORCYCLISTS FEDERATION LIMITED".
2. The registered office of the Federation will be situate in England.
3. The objects for which the Federation is established are:-
  - (a) To acquire as from July 1st 1970 the assets and interests of the British Motorcyclists Federation and The Fellowship of Riders, and to discharge their liabilities.
  - (b) To promote and encourage the use of motor cycles, motor scooters, mopeds and three-wheeled vehicles (hereinafter collectively called "motor cycles") both as a means of transport and as a recreation.
  - (c) To foster the habit of quiet and courteous use of motorcycles; establishing and maintaining a spirit of fellowship amongst riders and good relations with the general public.
  - (d) To assist and advise in the formation of motor cycle clubs and associations and bring together all British motor cycle clubs and associations for their mutual benefit.
  - (e) To promote the establishment of a national headquarters for motorcyclists within the British Isles.
  - (f) To take all steps whatsoever to promote or protect the interests of the members of the Federation and motorcyclists generally and to make representations in their behalf with any Government, Local Authority, Club, Society, Association, Company, Union or any other body or person.
  - (g) To render legal advice and assistance to and to conduct on behalf of its individual members or in furtherance of the interests and objects of the Federation any legal action in any

COMPANIES REGISTRATION  
4 JUN 1970

Court of Law and for that or any other purpose to engage such person or persons as may be deemed necessary and to remunerate any person or persons or company for services rendered to the Federation.

- (h) To hold, carry on, arrange for, conduct or control, indoor and outdoor assemblies of motorcyclists or any form of competitive event and for that or any other purpose to engage such person or persons as may be deemed necessary and to remunerate any person or persons or company for services rendered to the Federation.
- (i) To make such arrangements as may be considered necessary with any person or persons or company for the use of any road, track, land, field or other grounds with its or their appurtenances for the purpose detailed in sub-clause (h) as aforesaid or for acquiring a right for the members of the Federation to use such a road, track, land, field or other grounds for training, practice or otherwise, and to remunerate such person or persons or company for the same in such manner as may be agreed by the Federation.
- (j) To establish, revise or alter the rules regulating indoor and outdoor assemblies as in sub-clause (h) aforesaid and to subscribe to, become a member of, and co-operate, contract or negotiate with any other person, company, club, association or union, whether incorporated, or not, having similar or analogous objects to those of the Federation for the purpose of organising such events for motorcyclists or encouraging any branch of motorcycling.
- (k) (i) To receive gifts of any nature or donations of money to be applied in the provision or purchase of prizes or for the purposes of the Federation and to offer same for competition by members of the Federation or other persons, and to give money prizes to members of the Federation or other persons, and to grant testimonials in connection with any such matters as aforesaid on such terms and conditions as from time to time may be determined.  
  
(ii) To hold and conduct lotteries and raffles for the benefit of the Federation and for that purpose to print, sell, distribute or otherwise dispose of tickets and to provide prizes for the same.
- (l) To buy, sell, repair and deal in all kinds of machinery, apparatus, badges and clothing for the purpose of the Federation and to buy, sell and deal in all kinds of provisions, liquid and solid, required by persons using the Federation's lands, rooms or buildings.
- (m) To purchase, take on lease, hire or otherwise acquire for the purposes of the Federation any real or personal property, and

in particular any lands, buildings, furniture, club or household effects, books, newspapers, periodicals, apparatus, conveniences and accommodation which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Federation, and to sell, demise, mortgage, or otherwise dispose of the same.

- (n) To edit and publish newspapers, magazines, periodicals, time tables, road books or other literature, and maps or charts relating or helpful to motorcyclists with whom the Federation may have dealings.
- (o) To erect, lay out, maintain, improve or alter any buildings, or lands for the purpose of the Federation.
- (p) To join or subscribe to any union, society or club for the furtherance of the Federations' objects.
- (q) To provide and maintain a travel and holiday planning, advisory and booking service for members.
- (r) To amalgamate with any person or persons, club, company or association having the same or like objects in any manner, or for any purpose which may be thought proper.
- (s) To raise money by subscription and to grant any rights and privileges to subscribers, individual and corporate.
- (t) To invest and deal with the moneys of the Federation not immediately required upon such securities and in such manner as may from time to time be determined.
- (u) To borrow or raise money by the issue of or upon bonds, debentures, or debenture stock, perpetual or otherwise, bills of exchange, promissory notes or other obligations or securities of the Federation, or by mortgage or charge on all or any part of the property of the Federation present or future.
- (v) To draw, make, accept, endorse, or give promissory notes, bills of exchange, debentures, or other negotiable or transferable instruments.
- (w) To sell, improve, manage, develop, exchange, lease, mortgage, surrender, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Federation.
- (x) To do all or any of the above things in any part of the world, but principally in the United Kingdom, as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(y) To enter into any contracts, undertakings or arrangements with any body or person for the benefit of the Federation and/or its members.

(z) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The income and property of the Federation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Federation as set out in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the members of the Federation.

PROVIDED THAT nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Federation in return for services rendered to the Federation.

5. The liability of the members is limited.

6. Every member of the Federation undertakes to contribute to the assets of the Federation in the event of it being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association,

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Basil Wiley, Senior Shipping Clerk,  
225 Coventry Road, Ilford Essex,  
Jeffrey Rendon Bellan Senior Telecommunications Superintendent  
11, Towns End Road, Sharnbrook Bedford

Stanley Clifford Harwood Booth, Divisional  
Manager, 26 Rothsay Court, London, S.E.11.

Michael Patrick Bantley Senior Credit Clerk,  
25, Westcroft Close,  
London, N.W.2.

John Francis Tunc,  
14, Colbrook Close,  
West Hill, London S.W.15.

Bank Trust Officer

George Edward Proctor  
25, Albemarle Ctln  
New Malden, Surrey

Process Engineer

Anthony Edward John Edlidge  
26 Sherwood Road,  
Barkingville, Ilford, Essex.

Metropolitan Police  
Civil Staff, Clerical  
Officer.

Patrick Alan Howson  
116 Birmingham Road  
Sutton Coldfield, Warwickshire.

Solicitor of the  
Supreme Court of  
Judicature.

Dated this 28<sup>th</sup> day of May, 1970

Witness to the above Signatures:-

Michael Murray Evans.  
Company Director.  
8. Barton Court  
London. W14

THE COMPANIES ACTS 1948 to 1967 ✓

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL ✓



ARTICLES OF ASSOCIATION

of

THE BRITISH MOTORCYCLISTS  
FEDERATION LIMITED. ✓

INTERPRETATION.

(1) In these Articles:-

'The Federation' means The British Motorcyclists Federation Limited.

'These Articles' means These Articles of Association and the regulations of the Federation from time to time in force.

'The Acts' means The Companies Acts, 1948 to 1967 or any Statutory modification or re-enactment thereof for the time being in force.

'The Seal' means the Common Seal of the Federation.

'The Secretary' means Any person appointed to perform the duties of the Secretary of the Federation.

Where the context so admits, words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include companies, corporations and unincorporated associations.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Acts.

Table C of the First Schedule to the Companies Act 1948 shall apply to these Articles so far as not inconsistent with the same, and references to 'Company' therein contained shall be construed as if they referred to the Federation.

MEMBERS.

(2) The number of members with which the Federation proposes to be registered is Unlimited. ✓



(3) The subscribers to the Memorandum of Association and such other persons as the directors or Federation in General Meeting shall admit to membership shall be members of the Federation.

(4) Members wishing to resign from the Federation shall give notice in writing to that effect to the Secretary and the resignation shall take effect forthwith but without prejudice to any antecedent debt or liability incurred by the member as such.

(5) The directors and/or the Federation in General Meeting shall be empowered to expel from the Federation any member whom they consider, after proper inquiry, to have acted contrary to the character and interests of the Federation or not to have conformed to the regulations of the Federation. Any member who has been expelled from the Federation shall, on giving notice to the Secretary within one calendar month after notice to such member of such expulsion, and on payment to the Secretary of a fee not exceeding Ten Pounds to be fixed by the Secretary towards the expenses of the meeting, have the right of appeal to a General Meeting specially called to deal with such appeal. The decision of such General Meeting shall be final and the said fee or any part thereof may be returned at the option of such meeting.

#### ADMINISTRATION.

(6) The Directors of the Federation shall be a President, Vice-Presidents, Chairman, Vice-Chairman, Secretary, Assistant Secretary, Treasurer, Public Relations Officer, Editor and five other members. No person shall hold more than one of these offices at the same time.

(7) (a) The Executive Committee shall consist of the Directors and one representative from each Sub-Committee.

(b) The Executive Committee shall transact business delegated by General Meeting of the Federation and any other business deemed necessary arising between General Meetings.

(8) Sub-Committees each consisting of six members or less (in addition to the ex-officio members hereinafter mentioned) may be elected to deal with the organisation, conduct and any other activities of the Federation which may be approved by General Meeting. Each Sub-Committee shall appoint one of its members to serve as a delegate on the Executive Committee until the close of the next following Annual General Meeting. The Directors shall be ex-officio members of the Sub-Committees.

(9) Each Director shall be elected by Annual General Meeting and shall hold office from the close of such Meeting in one year to the close of Annual General Meeting in the next year and shall be eligible for re-election.

(10) Two members of each Sub-Committee shall retire from office at each Annual General Meeting being those who have been longest in office (since their last election), but as between the persons who became members of a Sub-Committee on the same day, those to retire shall be determined by agreement among themselves. A retiring member shall be eligible for re-election.

(11) If for any reason a Director or a member of any Sub-Committee ceases to act as such during his term of office, a successor may be appointed by the Executive Committee, but the successor so appointed shall retire at the next Annual General Meeting.

(12) All acts done by any meeting of the Directors or of the Executive Committee or of any Sub-Committee or by any member acting on behalf of any such Committee or Sub-Committee or by any person acting as director shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid or in the constitution of such Committee or Sub-Committee or in the appointment of the members of such Committee or Sub-Committee or that such members or any of them were disqualified.

(13) No regulations or provisions prescribed by the Federation in General Meeting shall invalidate any prior Act of the Executive Committee or Sub-Committee or any such member or members or directors which would have been valid if such regulation or provision had not been made.

(14) All cheques, promissory notes, drafts, bills of exchange, or other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by any two of the Chairman, Secretary and Treasurer. Receipts for monies paid to the Federation may be signed by any one of these officers.

(15) A quorum in respect of Meetings of the Executive Committee shall be five members and in respect of each Sub-Committee three members.

#### GENERAL MEETINGS.

(16) A General Meeting of the Federation, which shall be called the Annual General Meeting, shall be held in each year at such place as the Executive Committee shall appoint for the purposes of:-

- i. Receiving the Report and Balance-sheet for the financial year preceding the meeting.
- ii. Electing Directors.
- iii. Electing members of Sub-Committees.

iv. Electing Auditors and voting them for remuneration.

v. Considering any motion or motions submitted in accordance with these Articles.

(17) Any member of the Federation desiring to submit a motion or to make any nomination for office at an Annual General Meeting shall give notice in writing to the Secretary not later than six weeks before the date appointed for such meeting.

(18) An Extraordinary General Meeting may be called at any time by the Executive Committee upon receipt by the Secretary of a Requisition signed by not less than ten per cent. of the members.

(19) All business shall be deemed special that is transacted at a General Meeting or an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance-sheet, election of Directors and the appointment of and fixing of the remuneration of the Auditors.

(20) No business shall be transacted at any General Meeting unless a quorum of twenty members is present at the time when the meeting proceeds to business.

(21) A General Meeting may make rules and regulations relative to the use of the property of the Federation and to the conduct of any assembly or competitive event or any other purpose within the objects of the Federation, and alter and revoke the same, provided that all such rules and regulations are not inconsistent with the Memorandum of Association or these Articles and do not amount to such an alteration of or addition to the Articles as could only be legally made by a special resolution.

#### INDEMNITY.

(22) The officers, members of the Executive Committee and all other Committees, Sub-Committees, and the Secretary and any agents for the time being acting in relation to any of the affairs of the Federation, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Federation 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, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any monies or effects of the Federation shall be lodged or deposited

for safe custody, or for the insufficiency or deficiency of any security upon which any monies of the Federation shall be placed out or invested, or for any 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 Companies Act, 1948.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Bevil Wiley, Senior Shipping Clerk,  
225 Coventry Road, Bedford, Essex.

Geoffrey Benben Redden Senior Telecommunications Superintendent  
11, Towns End Road, Sharnbrook Bedford

Stanley Clifton Haworth, Divisional Manager  
26 Rotheray Court, London. S.E.11.

Michael Patrick Bantley, Senior Audit Clerk,  
25, Westcroft Close,  
London, N.W.2.

John Francis Tame  
14, Colbrook Close,  
West Hill, London S.W.15

Bank Trust Office.

Eric Edward Preston  
33 Giffenvale Close  
New Malden, S.W.

Process Engineer

Anthony Edward John Eldridge  
26 Sherwood Road,  
Barkingside, Ilford, Essex.

Metropolitan Police  
Civil Staff, Executive Officers.

Patrick Alan Howell  
116 Birmingham Road  
Sutton Coldfield Warwickshire

Solicitor of the Supreme  
Court of Judicature.

Dated this 28th day of May 1970

Witness to the above Signatures :-

Michael Murray Evans.  
Company Director.  
S. Barton Court.  
London W14.

✓



## CERTIFICATE OF INCORPORATION

No. 982171

I hereby certify that

**THE BRITISH MOTORCYCLISTS FEDERATION LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 16TH JUNE, 1970.

A handwritten signature in dark ink, appearing to read 'F. L. Knight'.

(F. L. KNIGHT)  
Assistant Registrar of Companies

STILL PUBLIC

SPECIAL RESOLUTION

- of -

THE BRITISH MOTORCYCLISTS FEDERATION LIMITED

(Passed October 20th 1974)

At an EXTRAORDINARY GENERAL MEETING of the above  
named Company duly convened and held at Southam, Warks  
on the 20th day of October  
1974 the following Resolution was duly passed as a  
Special Resolution:-

RESOLUTION

THAT the Articles of Association of the Company be  
amended as follows:-

(1) By deleting Article (6) and substituting therefor  
the following new Article:-

"(6) There shall be nine Directors elected  
from amongst the members of the Federation and  
the Directors shall elect a Chairman of the  
Federation from amongst themselves."

(2) By deleting the whole of paragraph (a) of Article  
(7) and substituting therefor the following new  
paragraph:-

"(a) The Executive Committee shall consist  
of the Directors, one representative from each  
sub-committee and any other persons whom the

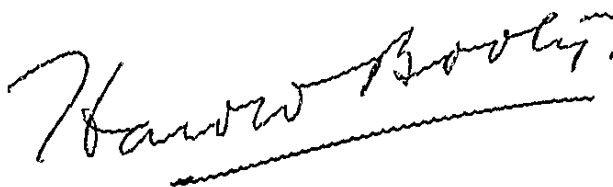
SLAUGHTER AND MAY  
35, BASINGHALL ST.  
LONDON, E.C.2



Directors shall decide to co-opt onto the Executive Committee for such time as they shall think fit. The Chairman of the Federation shall be Chairman of the Executive Committee. Such representative and co-opted members of the Executive Committee shall not have the powers of the Directors and shall not be entitled to vote at meetings of the Executive Committee but shall have an advisory capacity only."

- (3) By deleting Article (14) and substituting therefor the following new Article:-

"(14) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine."

A handwritten signature in dark ink, appearing to read 'S.C.H. Booty', with a horizontal line drawn underneath it.

S.C.H. BOOTY  
Chairman.



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE BRITISH MOTORCYCLISTS  
FEDERATION LIMITED

(As amended by Special Resolution  
passed on 20th October, 1974)

INTERPRETATION

STILL PUBLIC  
S/Res. signed ~  
25/10/74

(1) In these Articles:-

'The Federation' means The British Motorcyclists Federation Limited.

'These Articles' means These Articles of Association and the regulations of the Federation from time to time in force.

'The Acts' means The Companies Acts, 1948 to 1967 or any Statutory modification or re-enactment thereof for the time being in force.

'The Seal' means the Common Seal of the Federation.

'The Secretary' means Any person appointed to perform the duties of the Secretary of the Federation.

Where the context so admits, words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include companies, corporations and unincorporated associations.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Acts.

Table C of the First Schedule to the Companies Act 1948 shall apply to these Articles so far as not inconsistent with the same, and references to 'Company' therein contained shall be construed as if they referred to the Federation.

SLAUGHTER AND MAY  
35, BASINGHALL ST.  
LONDON, E.C.2 (PMT)PXR

(2) The number of members with which the Federation proposes to be registered is Unlimited.

(3) The subscribers to the Memorandum of Association and such other persons as the directors or Federation in General Meeting shall admit to membership shall be members of the Federation.

(4) Members wishing to resign from the Federation shall give notice in writing to that effect to the Secretary and the resignation shall take effect forthwith but without prejudice to any antecedent debt or liability incurred by the member as such.

(5) The directors and/or the Federation in General Meeting shall be empowered to expel from the Federation any member whom they consider, after proper inquiry, to have acted contrary to the character and interests of the Federation or not to have conformed to the regulations of the Federation. Any member who has been expelled from the Federation shall, on giving notice to the Secretary within one calendar month after notice to such member of such expulsion, and on payment to the Secretary of a fee not exceeding Ten Pounds to be fixed by the Secretary towards the expenses of the meeting, have the right of appeal to a General Meeting specially called to deal with such appeal. The decision of such General Meeting shall be final and the said fee or any part thereof may be returned at the option of such meeting.

#### ADMINISTRATION

(6) There shall be nine Directors elected from amongst the members of the Federation and the Directors shall elect a Chairman of the Federation from amongst themselves.

(7) (a) The Executive Committee shall consist of the Directors, one representative from each sub-committee and any other persons whom the Directors shall decide to co-opt onto the Executive Committee for such time as they shall think fit. The Chairman of the Federation shall be Chairman of the Executive Committee. Such representative and co-opted members of the Executive Committee shall not have the powers of the Directors and shall not be entitled to vote at meetings of the Executive Committee but shall have an advisory capacity only.

(b) The Executive Committee shall transact business delegated by General Meeting of the Federation and any other business deemed necessary arising between General Meetings.

(8) Sub-Committees each consisting of six members or less (in addition to the ex-officio members hereinafter mentioned) may be elected to deal with the organisation, conduct and any other activities of the Federation which may be approved by General Meeting. Each Sub-Committee shall appoint one of its members to serve as a delegate

on the Executive Committee until the close of the next following Annual General Meeting. The Directors shall be ex-officio members of the Sub-Committees.

(9) Each Director shall be elected by Annual General Meeting and shall hold office from the close of such Meeting in one year to the close of Annual General Meeting in the next year and shall be eligible for re-election.

(10) Two members of each Sub-Committee shall retire from office at each Annual General Meeting being those who have been longest in office (since their last election), but as between the persons who became members of a Sub-Committee on the same day, those to retire shall be determined by agreement among themselves. A retiring member shall be eligible for re-election.

(11) If for any reason a Director or a member of any Sub-Committee ceases to act as such during his term of office, a successor may be appointed by the Executive Committee, but the successor so appointed shall retire at the next Annual General Meeting.

(12) All acts done by any meeting of the Directors or of the Executive Committee or of any Sub-Committee or by any member acting on behalf of any such Committee or Sub-Committee or by any person acting as director shall be valid notwithstanding that it be afterwards discovered there was some defect in the appointment of any such director or person acting as aforesaid or in the constitution of such Committee or Sub-Committee or in the appointment of the members of such Committee or Sub-Committee or that such members or any of them were disqualified.

(13) No regulations or provisions prescribed by the Federation in General Meeting shall invalidate any prior Act of the Executive Committee or Sub-Committee or any such member or members or directors which would have been valid if such regulation or provision had not been made.

(14) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

(15) A quorum in respect of Meetings of the Executive Committee shall be five members and in respect of each Sub-Committee three members.

#### GENERAL MEETINGS

(16) A General Meeting of the Federation, which shall be called the Annual General Meeting, shall be held in each year at such place as the Executive Committee shall appoint for the purposes of:-

- i. Receiving the Report and Balance-sheet

for the financial year preceding the meeting.

- ii. Electing Directors,
- iii. Electing members of Sub-Committees,
- iv. Electing Auditors and voting them for remuneration.
- v. Considering any motion or motions submitted in accordance with these Articles.

(17) Any member of the Federation desiring to submit a motion or to make any nomination for office at an Annual General Meeting shall give notice in writing to the Secretary not later than six weeks before the date appointed for such meeting.

(18) An Extraordinary General Meeting may be called at any time by the Executive Committee upon receipt by the Secretary of a Requisition signed by not less than ten per cent of the members.

(19) All business shall be deemed special that is transacted at a General Meeting or an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance-sheet, election of Directors and the appointment of and fixing of the remuneration of the Auditors.

(20) No business shall be transacted at any General Meeting unless a quorum of twenty members is present at the time when the meeting proceeds to business.

(21) A General Meeting may make rules and regulations relative to the use of the property of the Federation and to the conduct of any assembly or competitive event or any other purpose within the objects of the Federation, and alter and revoke the same, provided that all such rules and regulations are not inconsistent with the Memorandum of Association or these Articles and do not amount to such an alteration of or addition to the Articles as could only be legally made by a special resolution.

#### INDEMNITY

(22) The officers, members of the Executive Committee and all other Committees, Sub-Committees, and the Secretary and any agents for the time being acting in relation to any of the affairs of the Federation, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Federation 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, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any monies or effects of the Federation shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any monies of the Federation shall be placed out or invested, or for any 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 Companies Act, 1948.



**British Motorcyclists Federation Ltd**

Jack Wiley House  
129 Seaforth Avenue  
Motspur Park  
Surrey KT3 6JU  
Tel: 01-942 7914

Our Ref:

Your Ref:

No. of Company 982171 / 40

THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

OF

THE BRITISH MOTORCYCLISTS FEDERATION LIMITED

PASSED THE 27TH DAY OF NOVEMBER 1983

AT AN ORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT  
The Bishopsgate Institute, 230 Bishopsgate, London EC2 4QH, ON THE 27TH DAY OF NOVEMBER  
1983.

THE FOLLOWING RESOLUTION WAS DULY PASSED:~

"that the Articles of Association of the Company be altered by substituting the word twelve for the word nine in Article 6 and by making all consequential alterations if any in cross references to that Article."

SIGNED

DIRECTOR

OF

COMPANY

*Chairman-Directors*

DATE

6th February 1984



Registered in England  
No. 982171  
Registered Office:  
Jack Wiley House,  
129 Seaforth Avenue,  
Motspur Park,  
Surrey, KT3 6JU

Directors:  
H E Preston (Chairman)  
N R Graves G Greenhalgh J V Matthews  
A L Minter J W Rose J J Stone  
K H Wignorn G Wilson

THE BRITISH MOTORCYCLISTS FEDERATION LIMITED

9 82, 171

NOTICE OF ANNUAL GENERAL MEETING FOR 1983

NOTICE is hereby given that the thirteenth Annual General Meeting of The British Motorcyclists Federation Limited will be held at the Bishopsgate Institute, 230 Bishopsgate, London. EC2 4QH on Sunday, 27th November 1983 at 11 o'clock in the forenoon for the following purposes:-

- X
- 1/ To read the Notice convening the Meeting and the Auditor's report.
  - 2/ To receive and consider the Directors' Report and the audited Accounts for the year ended 30th June 1983.
  - 3/ It is proposed that the Articles of Association of the Company be altered by substituting the word twelve for the word nine in Article (6)\* and by making all consequential alterations if any in cross references to that Article.  
(\* see below)
  - 4/ To elect Directors )  
Nominations Overleaf
  - 5/ To elect Sub-Committee Members )
  - 6/ To re-appoint the Auditor and to authorise the Directors to fix his remuneration.

See p2  
of  
attached  
minutes  
item 3

\* (6) There shall be nine Directors elected from amongst the members of the Federation and the Directors shall elect a Chairman of the Federation from amongst themselves.

Jack Wiley House  
129 Seaforth Avenue  
Motspur Park  
New Malden  
Surrey  
KT3 6JU  
Tel:- 01 942 7914

BY ORDER OF THE DIRECTORS

STANLEY CLIFFORD HAROLD BOOTY

SECRETARY

UPON conclusion of the formal business, the Meeting will continue for the following purposes:-

- (a) obtaining the views of Members on the enclosed draft BMF Constitution, Standing Orders and Club Membership application forms;
- (b) receiving a report from the Chairman of the BMF Ltd. on the 1982/3 year and future plans.

NOTE:-

Tea and coffee will be provided from 10.30 - 11.00 and during the lunch break. About 1pm to 1.15 there will be a 45 - 60 minute break for lunch, but no food will be supplied by the BMF. There are eating places close by.

It is hoped that the meeting will close at 4.30pm latest.

2-11-83



THE BRITISH MOTORCYCLISTS FEDERATION LTD  
(Registered in England No. 982171)

Minutes of Annual General Meeting held on November 27th 1983 at the Bishopsgate Institute, 230 Bishopsgate, LONDON EC2.

\*\*\*\*\*

PRESENT:-

|                      |             |
|----------------------|-------------|
| H Booty (PRESIDENT)  | T Reynolds  |
| B Preston (CHAIRMAN) | G Stubbs    |
| J W Chatterton-Ross  | P Waylett   |
| N Graves             | A Bridgman  |
| G F Greenhalgh       | R Davison   |
| J V Matthews         | J Irwin     |
| A L Minter           | P Ryder     |
| J J Stone            | J R Higgin  |
| K Wigmore            | B Clarke    |
| G Wilson             | D Powell    |
| A E J Eldridge       | I Collins   |
| D Baker              | R A Osborn  |
| B Metz               | Ms J Martin |
| T J Carter           | T Blower    |
| G R Pedlar           | P Rogers    |

IN ATTENDANCE:-

Plus some 134 other members as recorded on the attendance cards.

C Anthony  
Miss J Preston

APOLOGIES:-

|                            |             |
|----------------------------|-------------|
| H M Palin (Vice President) | K Heeley    |
| H Scott (former Director)  | A Mallett   |
| J Church                   | T McCartney |
| J Drudge                   | E Stromberg |
| R Greengrass               | T Dowsing   |

And representatives of the Hull & District MCC.

\*\*\*\*\*

1. COMPANY SECRETARY

HAROLD BOOTY opened the meeting at 11.20am. by welcoming members to the 13th Annual General Meeting. He then read the Notice convening the meeting and the Auditor's Report.

2. THE CHAIRMAN

BRUCE PRESTON gave a résumé of the Directors' Report and events since the 30th June. The Chairman then asked the Finance Director, Geoff Greenhalgh, to present the audited accounts and answer any questions on them.



Geoff Greenhalgh presented the accounts and gave a simplified explanation of what had happened during the year. Members questions were answered on (a) stock levels, (b) debtors and prepayments, (c) reduction in advertising revenue, (d) increased stationery and postage costs, (e) the under provision from the previous year, (f) the method of apportioning subscriptions to 'Motorcycle Rider' and carrying forward the fees as being received in advance, and (g) the reason for the change in format of the accounts, and the apparent omission of some items from the previous years original accounts.

The Chairman then proposed the adoption of the Annual Report and accounts and this was carried with only two abstentions.

3. THE CHAIRMAN explained the need for 3 extra directors to help reduce the workload of each individual director. A representative from the Ariel Owners Club asked what the increase in directors fees would be from such a move. The Chairman replied that there would be no increase in the level of directors fees.

The proposal was carried unanimously.

4. ELECTION OF DIRECTORS

The President took the Chair and asked that the eleven directors nominated prior to the meeting plus Bruce Clarke who was nominated after the AGM Agenda was printed, be elected en bloc to serve for 1983/84. This was proposed by R Pearson (Bedford Eagle MCC) and seconded by R Bradshaw (Kings Norton MCC). Carried unanimously.

The Chairman drew the meetings attention to the proposers and seconders and remarked that nobody else had bothered. The Chairman introduced the 3 new directors to the meeting.

5. ELECTION OF SUB-COMMITTEE MEMBERS

The Chairman pointed out that neither Bruce Clarke or Terry Reynolds now required to be elected to sub-committees.

Mr Payne of the L.E. Velo Club asked why there were no nominations to the F&A Committee. The Chairman replied that the members were either directors who were there as of right or as ex-Officers which applied to the General Secretary and Company Secretary. Harold Booty added that there was a need for members to take up the reins.

It was proposed by R Urquhart (BMW Club), seconded by M Price (Leicester Phoenix MCC) that the nominators be elected en masse. Carried unanimously. *Chairman*

Number of Company: 982171

THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

**Memorandum  
and  
Articles of Association  
of**

**THE BRITISH MOTORCYCLISTS  
FEDERATION LIMITED.**

Incorporated the 16th day of June, 1970



THE COMPANIES ACTS 1948 to 1967

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION

of

THE BRITISH MOTORCYCLISTS  
FEDERATION LIMITED.

---

1. The name of the Company (hereinafter called "the Federation") is "THE BRITISH MOTORCYCLISTS FEDERATION LIMITED".
2. The registered office of the Federation will be situate in England.
3. The objects for which the Federation is established are:-
  - (a) To acquire as from July 1st 1970 the assets and interests of the British Motorcyclists Federation and The Fellowship of Riders, and to discharge their liabilities.
  - (b) To promote and encourage the use of motor cycles, motor scooters, mopeds and three-wheeled vehicles (hereinafter collectively called "motor cycles") both as a means of transport and as a recreation.
  - (c) To foster the habit of quiet and courteous use of motorcycles; establishing and maintaining a spirit of fellowship amongst riders and good relations with the general public.
  - (d) To assist and advise in the formation of motor cycle clubs and associations and bring together all British motor cycle clubs and associations for their mutual benefit.
  - (e) To promote the establishment of a national headquarters for motorcyclists within the British Isles.
  - (f) To take all steps whatsoever to promote or protect the interests of the members of the Federation and motorcyclists generally and to make representations in their behalf with any Government, Local Authority, Club, Society, Association, Company, Union or any other body or person.

To render legal advice and assistance to and to conduct on behalf of its individual members or in furtherance of the interests and objects of the Federation any legal action in any Court of Law and for that or any other purpose to engage such person or persons as may be deemed necessary and to remunerate any person or persons or company for services rendered to the Federation.

To hold, carry on, arrange for, conduct or control, indoor and outdoor assemblies of motorcyclists or any form of competitive event and for that or any other purpose to engage such person or persons as may be deemed necessary and to remunerate any person or persons or company for services rendered to the Federation.

To make such arrangements as may be considered necessary with any person or persons or company for the use of any road, track, land, field or other ground with its or their appurtenances for the purpose detailed in sub-clause (h) as aforesaid or for acquiring a right for the members of the Federation to use such a road, track, land, field or other grounds for training, practice or otherwise, and to remunerate such person or persons or company for the same in such manner as may be agreed by the Federation.

To establish, revise or alter the rules regulating indoor and outdoor assemblies as in sub-clause (h) aforesaid and to subscribe to, become a member of, and co-operate, contract or negotiate with any other person, company, club, association or union, whether incorporated, or not, having similar or analogous objects to those of the Federation for the purpose of organising such events for motorcyclists or encouraging any branch of motorcycling.

(i) To receive gifts of any nature or donations of money to be applied in the provision or purchase of prizes or for the purposes of the Federation and to offer same for competition by members of the Federation or other persons, and to give money prizes to members of the Federation or other persons, and to grant testimonials in connection with any such matters as aforesaid on such terms and conditions as from time to time may be determined.

(ii) To hold and conduct lotteries and raffles for the benefit of the Federation and for that purpose to print, sell, distribute or otherwise dispose of tickets and to provide prizes for the same.

To buy, sell, repair and deal in all kinds of machinery, apparatus, badges and clothing for the purpose of the Federation and to buy, sell and deal in all kinds of provisions, liquid and solid, required by persons using the Federation's lands, rooms or buildings.

To purchase, take on lease, hire or otherwise acquire for the purposes of the Federation any real or personal property, and in

particular any lands, buildings, furniture, club or books, newspapers, periodicals, apparatus, conveyance or accommodation which may be requisite for the objects capable of being conveniently used in connection with the objects of the Federation, and to sell, demise, or dispose of the same.

- (n) To edit and publish newspapers, magazines, periodicals, road books or other literature, and maps or charts, and to supply to motorcyclists with whom the Federation may be so connected.
- (o) To erect, lay out, maintain, improve or alter any buildings for the purpose of the Federation.
- (p) To join or subscribe to any union, society or club having objects of the Federations' objects.
- (q) To provide and maintain a travel and holiday booking service for members.
- (r) To amalgamate with any person or persons, club or association having the same or like objects in a purpose which may be thought proper.
- (s) To raise money by subscription and to grant any other benefits to subscribers, individual and corporate.
- (t) To invest and deal with the moneys of the Federation and immediately required upon such securities and may from time to time be determined.
- (u) To borrow or raise money by the issue of or up to the amount of debenture stock, perpetual or otherwise, bills of exchange, promissory notes or other obligations or securities or by mortgage or charge on all or any part of the property of the Federation present or future.
- (v) To draw, make, accept, endorse, or give promissory notes, exchange, debentures, or other negotiable or transferable securities.
- (w) To sell, improve, manage, develop, exchange, lease, surrender, dispose of, turn to account, or otherwise deal with any part of the property and rights of the Federation.
- (x) To do all or any of the above things in any part of the world principally in the United Kingdom, as principal, trustee or otherwise, and by or through trustees or otherwise and either alone or in conjunction with others.
- (y) To enter into any contracts, undertakings or arrangements with any body or person for the benefit of the Federation.

particular any lands, buildings, furniture, club or household effects, books, newspapers, periodicals, apparatus, conveniences and accommodation which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Federation, and to sell, demise, mortgage, or otherwise dispose of the same.

- (n) To edit and publish newspapers, magazines, periodicals, time tables, road books or other literature, and maps or charts relating or helpful to motorcyclists with whom the Federation may have dealings.
- (o) To erect, lay out, maintain, improve or alter any buildings, or lands for the purpose of the Federation.
- (p) To join or subscribe to any union, society or club for the furtherance of the Federations' objects.
- (q) To provide and maintain a travel and holiday planning, advisory and booking service for members.
- (r) To amalgamate with any person or persons, club, company or association having the same or like objects in any manner, or for any purpose which may be thought proper.
- (s) To raise money by subscription and to grant any rights and privileges to subscribers, individual and corporate.
- (t) To invest and deal with the moneys of the Federation not immediately required upon such securities and in such manner as may from time to time be determined.
- (u) To borrow or raise money by the issue of or upon bonds, debentures, or debenture stock, perpetual or otherwise, bills of exchange, promissory notes or other obligations or securities of the Federation, or by mortgage or charge on all or any part of the property of the Federation present or future.
- (v) To draw, make, accept, endorse, or give promissory notes, bills of exchange, debentures, or other negotiable or transferable instruments.
- (w) To sell, improve, manage, develop, exchange, lease, mortgage, surrender, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Federation.
- (x) To do all or any of the above things in any part of the world, but principally in the United Kingdom, as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (y) To enter into any contracts, undertakings or arrangements with any body or person for the benefit of the Federation and/or its members.

2

0

1

2

1

8

4

To do all such other things as are incidental or conducive to the attainment of the above objects.

The income and property of the Federation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Federation as set out in this Memorandum of Association, and no portion thereof shall be transferred directly or indirectly by way of profit to the members of the Federation.

PROVIDED THAT nothing herein shall prevent the payment in good and reasonable and proper remuneration to any officer or servant of the Federation in return for services rendered to the Federation.

The liability of the members is limited.

Every member of the Federation undertakes to contribute to the assets of the Federation in the event of it being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding one pound.

WE, the several persons whose names are subscribed to this Memorandum of Association,

---

NAMES, ADDRESSES AND

---

Basil Wiley,  
225, Coventry Road,  
Ilford, Essex.

Geoffrey Reuben Pedler,  
11, Towns End Road,  
Sharnbrook, Bedford.

Stanley Clifford Harold Booty,  
26, Rothesay Court,  
London, S.E.11.

Michael Patrick Bailey,  
25, Westcroft Close,  
London, N.W.2.

John Francis Tame,  
14, Colebrook Close,  
West Hill, London, S.W.15.

Bruce Edward Preston,  
55, Albemarle Gardens,  
New Malden, Surrey.

Anthony Edward John Eldridge,  
26, Sherwood Road, Barkingside,  
Ilford, Essex.

Patrick Alan Howell,  
116, Birmingham Road,  
Sutton Coldfield, Warwickshire.

---

Dated this 28th

Witness to

M.

WE, the several persons whose names and addresses are subscribed,  
are desirous of being formed into a Company in pursuance of this  
Memorandum of Association.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

|  |   |
|--|---|
| Basil Wiley,<br>225, Coventry Road,<br>Ilford, Essex.                              | Senior Shipping Clerk.                                  |
| Geoffrey Reuben Pedler,<br>11, Towns End Road,<br>Sharnbrook, Bedford.             | Senior Telecommunications<br>Superintendent.            |
| Stanley Clifford Harold Booty,<br>26, Rothesay Court,<br>London, S.E.11.           | Divisional Manager.                                     |
| Michael Patrick Bailey,<br>25, Westcroft Close,<br>London, N.W.2.                  | Senior Audit Clerk.                                     |
| John Francis Tame,<br>14, Colebrook Close,<br>West Hill, London, S.W.15.           | Bank Trust Officer.                                     |
| Bruce Edward Preston,<br>55, Albemarle Gardens,<br>New Malden, Surrey.             | Process Engineer.                                       |
| Anthony Edward John Eldridge,<br>26, Sherwood Road, Barkingside,<br>Ilford, Essex. | Metropolitan Police - Civil<br>Staff Executive Officer. |
| Patrick Alan Howell,<br>116, Birmingham Road,<br>Sutton Coldfield, Warwickshire.   | Solicitor of the Supreme<br>Court of Judicature.        |

---

Dated this 28th day of May, 1970.

Witness to the above Signatures:-

Michael Murray Evans.  
Company Director.  
8, Barton Court,  
London, W.14.

2

0

1

2

8

4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH MOTORCYCLISTS  
FEDERATION LIMITED.

*27th Nov 1973*  
(As amended by Special Resolutions  
passed on 20th October, 1974 *27th November 1973*)

INTERPRETATION

(1) In these Articles:-

'The Federation' means The British Motorcyclists Federation Limited.

'These Articles' means These Articles of Association and the regulations of the Federation from time to time in force.

'The Acts' means The Companies Acts, 1948 to 1967 or any Statutory modification or re-enactment thereof for the time being in force.

'The Seal' means the Common Seal of the Federation.

'The Secretary' means Any person appointed to perform the duties of the Secretary of the Federation.

Where the context so admits, words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include companies, corporations and unincorporated associations.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Acts.

Table C of the First Schedule to the Companies Act 1948 shall apply to these Articles so far as not inconsistent with the same, and references to 'Company' therein contained shall be construed as if they referred to the Federation.



---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

|  |   |
|--|---|
| Basil Wiley,<br>225, Coventry Road,<br>Ilford, Essex.                              | Senior Shipping Clerk.                                  |
| Geoffrey Reuben Pedler,<br>11, Towns End Road,<br>Sharnbrook, Bedford.             | Senior Telecommunications<br>Superintendent.            |
| Stanley Clifford Harold Booty,<br>26, Rothesay Court,<br>London, S.E.11.           | Divisional Manager.                                     |
| Michael Patrick Bailey,<br>25, Westcroft Close,<br>London, N.W.2.                  | Senior Audit Clerk.                                     |
| John Francis Tame,<br>14, Colebrook Close,<br>West Hill, London, S.W.15.           | Bank Trust Officer.                                     |
| Bruce Edward Preston,<br>55, Albemarle Gardens,<br>New Malden, Surrey.             | Process Engineer.                                       |
| Anthony Edward John Eldridge,<br>26, Sherwood Road, Barkingside,<br>Ilford, Essex. | Metropolitan Police - Civil<br>Staff Executive Officer. |
| Patrick Alan Howell,<br>116, Birmingham Road,<br>Sutton Coldfield, Warwickshire.   | Solicitor of the Supreme<br>Court of Judicature.        |

---

Dated this 28th day of May, 1970.

Witness to the above Signatures:-

Michael Murray Evans,  
Company Director,  
8, Barton Court,  
London, W.14.

## MEMBERS

The number of members with which the Federation proposes to be registered is Unlimited.

The subscribers to the Memorandum of Association and such other persons as the directors or Federation in General Meeting shall admit to membership shall be members of the Federation.

Members wishing to resign from the Federation shall give notice in writing to that effect to the Secretary and the resignation shall take effect forthwith but without prejudice to any antecedent debt or liability incurred by the member as such.

The directors and/or the Federation in General Meeting shall be empowered to expel from the Federation any member whom they consider, after proper inquiry, to have acted contrary to the character and interests of the Federation or not to have conformed to the regulations of the Federation. Any member who has been expelled from the Federation shall, on giving notice to the Secretary within one calendar month after notice to such member of such expulsion, and on payment to the Secretary of a fee not exceeding Ten Pounds to be fixed by the Secretary towards the expenses of the meeting, have the right of appeal to a General Meeting specially called to hear with such appeal. The decision of such General Meeting shall be final and the said fee or any part thereof may be returned at the option of such member.

## ADMINISTRATION

There shall be <sup>twelve</sup> nine Directors elected from amongst the members of the Federation and the Directors shall elect a Chairman of the Federation from amongst themselves.

(a) The Executive Committee shall consist of the Directors, one representative from each sub-committee and any other persons whom the Directors shall decide to co-opt onto the Executive Committee for such time as they shall think fit. The Chairman of the Federation shall be Chairman of the Executive Committee. Such representative and co-opted members of the Executive Committee shall not have the powers of the Directors and shall not be entitled to vote at meetings of the Executive Committee but shall have an advisory capacity only.

(b) The Executive Committee shall transact business delegated by the General Meeting of the Federation and any other business deemed necessary between General Meetings.

(8) the ex-  
the ory  
may b  
one of  
the clo  
be ex-

(9) E  
hold of  
Gener

(10) T  
Annual  
their la  
Sub-C  
agreem  
election

(11) If  
to act  
Execut  
Annual

(12) A  
Comm  
any suc  
shall be  
some d  
aforesai  
the app  
that suc

(13) N  
Meeting  
Comm  
been va

(14) A  
negotia  
shall be  
case ma  
resoluti

(15) A  
five me

(8) Sub-Committees each consisting of six members or less (in addition to the ex-officio members hereinafter mentioned) may be elected to deal with the organisation, conduct and any other activities of the Federation which may be approved by General Meeting. Each Sub-Committee shall appoint one of its members to serve as a delegate on the Executive Committee until the close of the next following Annual General Meeting. The Directors shall be ex-officio members of the Sub-Committees.

(9) Each Director shall be elected by Annual General Meeting and shall hold office from the close of such Meeting in one year to the close of Annual General Meeting in the next year and shall be eligible for re-election.

(10) Two members of each Sub-Committee shall retire from office at each Annual General Meeting being those who have been longest in office (since their last election), but as between the persons who became members of a Sub-Committee on the same day, those to retire shall be determined by agreement amongst themselves. A retiring member shall be eligible for re-election.

(11) If for any reason a Director or a member of any Sub-Committee ceases to act as such during his term of office, a successor may be appointed by the Executive Committee, but the successor so appointed shall retire at the next Annual General Meeting.

(12) All acts done by any meeting of the Directors or of the Executive Committee or of any Sub-Committee or by any member acting on behalf of any such Committee or Sub-Committee or by any person acting as director shall be valid notwithstanding that it be afterwards discovered there was some defect in the appointment of any such director or person acting as aforesaid or in the constitution of such Committee or Sub-Committee or in the appointment of the members of such Committee or Sub-Committee or that such members or any of them were disqualified.

(13) No regulations or provisions prescribed by the Federation in General Meeting shall invalidate any prior Act of the Executive Committee or Sub-Committee or any such member or members or directors which would have been valid if such regulation or provision had not been made.

(14) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

(15) A quorum in respect of Meetings of the Executive Committee shall be five members and in respect of each Sub-Committee three members.

2

0

1

2

7

8

4

## GENERAL MEETINGS

A General Meeting of the Federation, which shall be called the Annual General Meeting, shall be held in each year at such place as the Executive Committee shall appoint for the purposes of:-

- Receiving the Report and Balance-sheet for the financial year preceding the meeting.
- i. Electing Directors.
- ii. Electing members of Sub-Committees.
- iii. Electing Auditors and voting them for remuneration.
- iv. Considering any motion or motions submitted in accordance with these Articles.

Any member of the Federation desiring to submit a motion or to make nomination for office at an Annual General Meeting shall give notice in writing to the Secretary not later than six weeks before the date appointed for the meeting.

An Extraordinary General Meeting may be called at any time by the Executive Committee upon receipt by the Secretary of a Requisition signed by not less than ten per cent of the members.

All business shall be deemed special that is transacted at a General Meeting or an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the Report, balance-sheet, election of Directors and the appointment of and remuneration of the Auditors.

No business shall be transacted at any General Meeting unless a quorum of twenty members is present at the time when the meeting proceeds with business.

A General Meeting may make rules and regulations relative to the use of the property of the Federation and to the conduct of any assembly or competitive event or any other purpose within the objects of the Federation, and may alter and revoke the same, provided that all such rules and regulations shall not be inconsistent with the Memorandum of Association or these Articles and shall not amount to such an alteration of or addition to the Articles as can only be legally made by a special resolution.

## INDEMNITY

(22) The officers, members of the Executive Committee, Sub-Committees, and the persons being acting in relation to any of the affairs of the Federation, their respective executors or administrators, shall be harmless out of the assets of the Federation from all costs, charges, losses, damages and expenses incurred by them or any of their executors or administrators in or on account of reason of any act done, concurred in or omitted to be done in the discharge of their duty or supposed duty in their respective offices or trusts (if any) as they shall incur or sustain through default respectively, and none of them shall be liable in respect of receipts, neglects or defaults of any other person, or for the receipt for the sake of conformity, or for the payment of whom any monies or effects of the Federation shall be required for safe custody, or for the insufficiency or loss of any monies or effects which may be deposited with any person or in any office or trust or in relation to any business of the Federation, effect only so far as its provisions are not inconsistent with the Companies Act, 1948.

## INDEMNITY

(22) The officers, members of the Executive Committee and all other Committees, Sub-Committees, and the Secretary and any agents for the time being acting in relation to any of the affairs of the Federation, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Federation 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, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any monies or effects of the Federation shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any monies of the Federation shall be placed out or invested, or for any 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 Companies Act, 1948.

2  
0  
1  
2  
4  
8

NOT RECORDED & 40  
NO/CM CN 26336  
SIGNED *to be signed*  
DATE 16.1.85

SPECIAL RESOLUTION  
THE COMPANIES ACTS 1948 TO 1981

Special Resolution (pursuant to Section 141 (2)  
of the Companies Act 1948)

Company Number: 982171/43  
Company Name: The British Motorcyclists  
Federation Limited ✓

At an Extraordinary ✓ General Meeting of the members of the  
above named company, duly convened and held at The National  
Motorcycle Museum, Bicken Hill, Birmingham on the 2nd day  
of December 1984 the following Special Resolution was duly  
passed: ✓

That the name of the Company be changed to:

THE BRITISH MOTORCYCLISTS FEDERATION (ENTERPRISES) LIMITED ✓

*[Handwritten Signature]* ✓

CHAIRMAN



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 982171

44

I hereby certify that

THE BRITISH MOTORCYCLISTS FEDERATION LIMITED

having by special resolution changed its name, is now

incorporated under the name of

THE BRITISH MOTORCYCLISTS FEDERATION (ENTERPRISES) LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the

12TH FEBRUARY 1985

  
M. SAUNDERS (MRS)

an authorised officer

SPECIAL RESOLUTION

THE COMPANIES ACTS 1948 TO 1981

Special Resolution (pursuant to Section 141 (2)  
of the Companies Act 1948)

Company Number:

982171/46

Company Name:

The British Motorcyclists  
Federation Limited

At an Extraordinary General Meeting of the members of the  
above named company, duly convened and held at The National  
Motorcycle Museum, Bicken Hill, Birmingham on the 2nd day  
of December 1984 the following Special Resolution was duly  
passed:

That the Company adopt the new Memorandum and  
Articles of Association contained in the printed  
document submitted to this meeting and for the  
purposes of identification signed by the Chairman  
thereof be and the same are hereby adopted as  
the Memorandum and Articles of Association of  
the Company in substitution for and to the  
exclusion of all existing Memorandum and Articles  
of Association of the Company.



CHAIRMAN





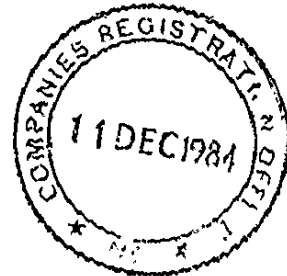
782171

10.12.84

THE COMPANIES ACTS 1948 TO 1981



THE BRITISH MOTORCYCLISTS FEDERATION LIMITED



SPECIAL RESOLUTION

That the name of the Company be changed to:-

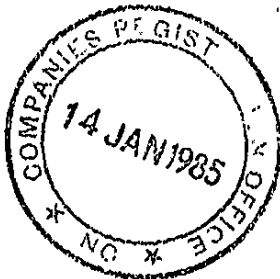
BRITISH MOTORCYCLISTS FEDERATION (ENTERPRISES) LIMITED

BY ORDER OF THE BOARD

A handwritten signature in cursive script, likely belonging to the Director.

DIRECTOR

*Charmian*



mid  
Z40  
756538



SPECIAL RESOLUTION  
THE COMPANIES ACTS 1948 TO 1981

Special Resolution (pursuant to Section 141 (2)  
of the Companies Act 1948)

Company Number:

982171/46

Company Name:

The British Motorcyclists  
Federation Limited

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at The National Motorcycle Museum, Bicken Hill, Birmingham on the 2nd day of December 1984 the following Special Resolution was duly passed:

That the Company adopt the new Memorandum and Articles of Association contained in the printed document submitted to this meeting and for the purposes of identification signed by the Chairman thereof be and the same are hereby adopted as the Memorandum and Articles of Association of the Company in substitution for and to the exclusion of all existing Memorandum and Articles of Association of the Company.



CHAIRMAN



Number of Company: 982171

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

M E M O R A N D U M

AND

A R T I C L E S   O F   A S S O C I A T I O N

OF

BRITISH MOTORCYCLISTS FEDERATION  
(ENTERPRISES) LIMITED



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 thought 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 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 purposes;

- (e) to improve manage cultivate develop exchange let or lease or otherwise mortgage sell dispose of turn to account grant rights and 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 be 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 of 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 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 but 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 as 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 officers 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 judgment of the rights of the contributories among themselves such amount as may be required not exceeding FIVE POUNDS (£5.00)

THE COMPANIES ACTS 1948 TO 1981  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF THE

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 or any substituted

Act and unless the context otherwise requires, words or expressions contained in these Articles become binding on the company.

#### MEMBERS

3. The number of members which the company proposes to be registered is twelve or such greater number as the directors may admit to membership. The members shall be elected members of the management committee of the Federation and shall not in any event exceed that number.

4. Such other persons as the directors shall admit to membership shall be members of the company.

#### 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. Clauses 9 to 19 inclusive of Table C of the First Schedule to the Companies Act 1948 shall apply.

#### 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.

#### BORROWING POWER

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

#### POWERS AND DUTIES OF DIRECTORS

12. Clauses 34 to 37 of Table C of the First Schedule to the Companies Act 1948 shall apply.

#### DISQUALIFICATION OF DIRECTORS

13. 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

14. The directors shall hold office for three years but at the Annual General Meeting of the company unless they otherwise agree amongst themselves it shall be determined by lot which four directors shall retire from office in that year and in the two subsequent years. In every case, such retiring directors shall be eligible for re-election.

15. Clauses 41 to 47 of Table C of the First Schedule to the Companies Act 1948 shall apply.

#### PROCEEDINGS OF DIRECTORS

16. 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.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

17. Any corporation or unincorporated body which is a member of the company may on resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation, association or unincorporated body which he represents as that corporation association or unincorporated body could exercise if it were an individual member of the company, provided that such individual shall if requested by the chairman at the meeting at which such person intends to exercise such authority produce to the meeting a copy of such resolution or other evidence of his authority.

#### ACCOUNTS

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

#### THE SECRETARY

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

#### AUDITORS

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

#### NOTICES

21. (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 to his registered address (if he has no registered address within the United Kingdom to the address if any 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.

22. 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

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

#### INDEMNITY

24. 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 of 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.

*J. H. H. H.*  
*Chairman*

# P. K. Mankelow & Co.

Chartered Accountants

P.K. Mankelow, F.C.A.

Our ref: B51

Your ref:

P.O. Box 45

Crawley,

West Sussex, RH10 3YP

Telephone 0342-717233

Date: 8th March 1991

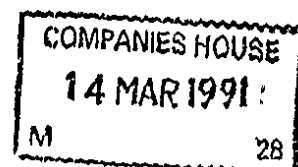
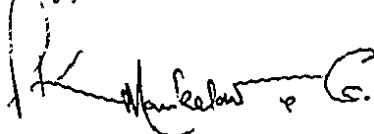
The Directors,  
British Motorcyclists Federation (Enterprises) Limited,  
Jack Wiley House,  
129 Seaforth Avenue,  
Motspur Park,  
Surrey, KT3 6JU.

Dear Sirs,

We hereby resign as auditors to British Motorcyclists Federation (Enterprises) Limited with immediate effect and, in accordance with the provisions of Sections 392 and 394 of the Companies Act 1985, we can confirm that there are no circumstances connected with our resignation which we consider ought to be brought to the notice of the members or the creditors of the company.

We would point out that you are obliged to submit a copy of this letter of resignation to the Registrar of Companies within fourteen days hereof.

Yours faithfully,





Company No : 982171

THE COMPANIES ACTS 1948 TO 1981  
THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

OF

**BRITISH MOTORCYCLISTS FEDERATION (ENTERPRISES) LIMITED**

(passed 21 August 1994)

At an Extraordinary General Meeting of the above-named Company duly convened and held at the Coventry Hill Hotel, Rye Hill, Allesley, Coventry on Sunday the 21st day of August 1994 at 9.30am the following resolutions were duly passed as Special Resolutions of the Company:

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be amended by the deletion of the first sentence of Article 3.

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be amended by the deletion of the existing Article 4 and by the insertion of a new Article 4 as follows:

- "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."

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be amended by the renumbering of the existing Article 7 as Article 7(a) and the insertion of a new Article 7(b) as follows:

- "(b) On a show of hands, or on a poll, votes may be given either personally or by proxy."



### SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the insertion of a new Article 11 as follows and the subsequent renumbering of the following Articles:

- "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."

### SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the insertion of a new Article 12 as follows and the subsequent renumbering of the following Articles:

- "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."

### SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the renumbering of Article 14 as Article 14(a) and the addition of a new Article 14(b) as follows:

- "(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)"

### SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the addition of a new Article 14(c) as follows:

- "(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"

### SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the deletion of the Article 16 and the addition of a new Article 16 as follows:

- "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."

### SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the deletion in Article 17 of the words "Clauses 41 to 47" and the insertion of the words "Clauses 44 to 47" in substitution therefor.

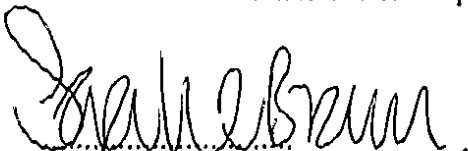
### SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the renumbering of Article 18 as Article 18(a) and the insertion of a new Article 18(b) as follows:

- "(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."

### SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the deletion of Article 19 and the subsequent re-numbering of the following Articles.

  
Secretary

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 thought 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



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 and 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

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 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)

**THE COMPANIES ACTS 1948 TO 1981**  
**A COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**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 or 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 Clause 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.