

1113282 //

Form No. 41
(No registration fee payable)

Number of }
Company }

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) of the Companies Act 1948)

Insert the
Name of the
Company { THE MOTOR CYCLE ASSOCIATION
OF GREAT BRITAIN LIMITED

Presented by

Presentor's Reference JNM

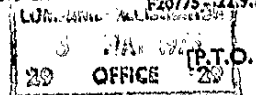
Ashurst, Morris, Crisp & Co.,

17 Throgmorton Avenue,

LONDON, EC2N 2DD

Oyez Publishing Limited, Oyez House, Breems Buildings, London EC4P 4BU. Publishing Subsidiary of The Solicitors' Law Stationery Society, Limited.
LONDON: 22.9.72

Companies 6C



I, JOHN NICHOLAS MAY

of 17 Throgmorton Avenue, London EC2N 2DD

Do solemnly and sincerely declare that I am ^(a) a Solicitor of the Supreme Court

engaged in the formation

of

The Motor Cycle Association of Great Britain 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 20 Copthall
Avenue, London EC2

the 2nd day of May

one thousand nine hundred and

seventy-three

Before me,

Wm. Secord

A Commissioner for Oaths ^(b)

(b) Or
Notary Public or
Justice of the
Peace as the case
may be.

COMPANY LIMITED BY GUARANTEE and not having a Share Capital



1113282 / 12

MEMORANDUM OF ASSOCIATION

OF

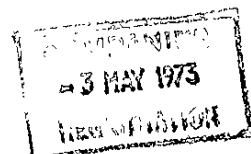
THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED

The Name of the Company is "THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED".

2. The Registered Office of the Company will be situated in England.

3. The objects for which the Company is established are:

- 1) To encourage and promote in the United Kingdom and abroad the interests and welfare of the Motor Cycle Industry (which expression includes manufacturers of and traders in two or three wheeled cycles (propelled directly or indirectly by means of the application of any form of mechanical or electrical power either by itself or in conjunction with the application of the muscular power of the rider or driver) and all accessories thereto and components thereof and manufacturers, traders and business enterprises engaged in allied or ancillary undertakings).
- 2) To provide for the Industry the means of formulating and influencing general policy affecting the Industry on matters of industrial, commercial, economic, fiscal and technical importance and to act as a central authority for the Industry in making known and advising on the views of the Industry.
- 3) To develop, watch over and encourage the Industry's efficiency and competitive power and to provide advice, information and assistance for that purpose.
- 4) To carry on and promote all such activities necessary and desirable for the welfare and advancement of the Industry, the Members of the Company and the users of products of the Industry.
- 5) To promote with central and local government and with the public at large interest in all activities relative to motor cycling and the use of the products of the Industry.



- 6) To carry on the business of show and exhibition proprietors and managers, and in particular to provide for the exhibition of motor cycles, cycle cars and road vehicles of all kinds, and also all machinery, apparatus, implements, accessories, and things for use in the manufacture and use thereof, or in any way connected therewith.
- 7) To give the Legislature and public bodies and others facilities for conferring with and ascertaining the views of persons engaged in the Industry as regards matters directly or indirectly affecting the same.
- 8) To originate and promote improvements in the law, and to support or oppose alteration therein, and to effect improvements in administration, and, for the purposes aforesaid, to petition Parliament and take such other steps and proceedings as may be deemed expedient.
- 9) To diffuse among its Members and the public generally, information on all matters affecting, treating of, or bearing upon the objects of the Company, and to adopt such publicity methods as may further, or may be deemed to further, the interests of its Members, or their customers, or their trades or businesses, or may be deemed to further the general public interest.
- 10) To provide for the Members services for the collection, collation and diffusion of statistical and technical information and information on matters relating to market conditions and national and international requirements for the use or prospective use of the products of the Industry, and to procure the supply of information advantageous or beneficial to the Industry and public bodies and others and to the Press.
- 11) To provide for the delivery and holding of lectures, meetings, classes and conferences calculated directly or indirectly to advance the cause of education, whether general, professional, or technical, and to institute and establish scholarships, grants, awards, and other distinctions, and, without prejudice to the generality of the foregoing words, to improve and elevate the technical and general knowledge of persons engaged in, or about to engage in, the Industry or in any employment, manual or otherwise, in connection therewith.
- 12) To promote research and other scientific work in connection with the Industry and all ancillary and allied industries, and for that purpose to establish, form, equip and maintain laboratories, workshops, or

factories, and to conduct and carry on experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work, whether in such laboratories or elsewhere.

- 13) To establish, promote, provide, or arrange or assist in establishing, promoting, providing or arranging showrooms, depots, and exhibitions, at home or abroad, for the purpose of extending, or with a view to extending, the sale of goods and merchandise produced by the Industry
- 14) To establish, form, and maintain a library and collection of models, designs, drawings, and other articles of interest in connection with trades or businesses of members.
- 15) To carry on the business of proprietors and publishers of newspapers, journals, magazines, books, and other literary works and undertakings.
- 16) To encourage the discovery of, and investigate and make known the nature and merits of, inventions, which may seem capable of being used by the Company's members, and to acquire any patents or licences relating to any such inventions, with a view to the use thereof by such members and others, either gratuitously or upon such terms as may seem expedient.
- 17) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions, trade marks, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or any other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- 18) To encourage the settlement of disputes by arbitration, and to act as or nominate arbitrators and umpires on such terms and in such cases as may seem expedient, and in particular to form, develop, support and maintain a Court of Arbitration, and to frame and adopt such rules and regulations, and appoint such officials as may be necessary, expedient, or desirable in connection therewith.
- 19) To retain or employ skilled, professional, or technical advisers, commercial agents, or other workers in connection with the objects of the Company, both in the United Kingdom and abroad, and such clerical and working assistants as may be found necessary and pay therefor such

fees or remuneration as may be thought expedient.

- 20) To enter into any arrangements with any Governments or authorities supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and employ with any such arrangements, rights, privileges, and concessions.
- 21) To seek for and obtain openings in the United Kingdom and abroad for the employment of capital, and to seek for and obtain openings for the sale of members' goods and merchandise, and for that purpose to retain and pay such persons as may be deemed necessary or expedient in connection therewith.
- 22) To establish, subsidise, promote, co-operate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend monetary assistance to, or otherwise assist any associations and institutions, incorporated or not incorporated, whose objects include scientific or industrial research, or whose objects are otherwise altogether or in part similar to those of the Company.
- 23) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- 24) To subscribe to, become a member of, and to co-operate with any other company or association, whether incorporated or not, whose objects are altogether or in part similar to those of this Company, or of advantage to the members of this Company.
- 25) To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
- 26) To raise money by subscriptions and to grant any rights and privileges to subscribers.
- 27) To enter into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with

any person or company carrying on, or engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

- 28) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- 29) To undertake and execute any trust which may seem to the Company conducive to any of its objects.
- 30) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined, and to lend money to such persons and on such terms as may seem expedient.
- 31) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- 32) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Company.
- 33) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company.
- 34) To make, accept, indorse, execute, and issue promissory notes, bills of exchange, debentures, and other negotiable or transferable instruments.
- 35) To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- 36) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- 37) To borrow or raise money in such other manner as the Company shall think fit, and in particular by the issue of bills of exchange, promissory

notes, bonds, debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future).

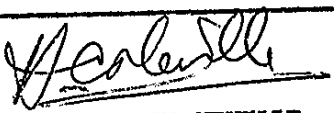
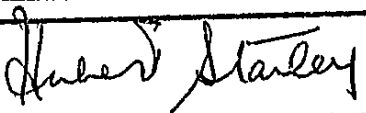
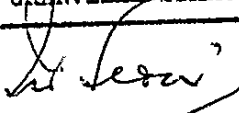



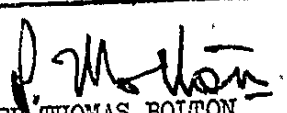

- 38) To subscribe to any charities and to grant donations for any public purpose, and to provide a superannuation fund for the servants of the Company, or otherwise to assist any such servants, their widows and children.
- 39) To assign to any Member or class of Members any preferential, special or qualified rights or privileges over, or as compared with, any other Members as regards voting or participating in the privileges and benefits of the Company.
- 40) To procure the Company to be registered or recognised in any part of the British Commonwealth of Nations or in any foreign country or place.
- 41) To engage in any business or transaction which may be deemed to be conducive to the interests or convenience of the members of the Company, or any section thereof, and, without prejudice to the generality of the foregoing words, to buy, sell, and deal in goods, whether raw, manufactured, or partly manufactured, chattels, and effects of all kinds, and to transact every kind of agency business, or as concessionaires.
- 42) To do all such lawful things (including the expenditure of the moneys of the Company) as the Company may deem incidental or conducive to the attainment of the separate and several objects hereinbefore in this Clause set out, whether affecting the whole of the Industry or merely one or more particular sections thereof or the business of any particular Member or group of Members of the Company and to do all such things in the United Kingdom or abroad either alone or in conjunction with, or as factors, agents or trustees for other companies, firms or individuals.

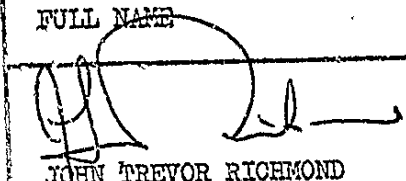
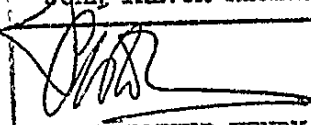
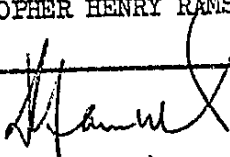

Such of the foregoing objects as confer upon a Company the power to carry on or exercise any trade or business shall be subsidiary to and shall be exercised solely or subsidiary to and for the furtherance of the main objects for which the Company is established as set forth in Paragraph 1 to 6 inclusive of this Clause.

4. The liability of the members is limited.

5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of contributories amongst 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.

FULL NAME	ADDRESS	DESCRIPTION
 HAROLD COOPER NEVILLE	"The Gables", 19, Letherston Road, Sutton Coldfield.	Company Director
 HUBERT GRANVILLE SPARLEY	215, London Road, Twickenham, Middlesex.	Company Director
 THOMAS HENRY SCOTT	"East Rising", 48, Tamworth Road, Dosthill, Tamworth, Staffordshire.	Company Director
 KENNETH JOHN CHAMBERS	62, London Road, Worcester.	Sales Executive Company Director <i>Ken</i>
 RICHARD STOREY FENTON	2, Hillbrow Court, Hillbrow Road, Esher, Surrey.	Company Director
 ROGER DENNISTOUN POORE	33, Phillimore Gardens, London, W.8.	Company Director
 PETER THOMAS BOLTON	The Tynings, Thurgarton, Nottinghamshire.	Company Director
 ERIC FRANK BROCKWAY	The Cottage, 37, Stanley Road, Warmley, Nr. Bristol.	Company Director

FULL NAME	ADDRESS	DESCRIPTION
 JOHN TREVOR RICHMOND	60, Launceston Road, Park Hall, Walsall.	Secretary and Commercial Manager
 CHRISTOPHER HENRY RAMSDALE WARNER	Long Acre, Main Street, Thorne, Yorkshire.	Company Director
 JOHN RAYMOND SAMBROOK	14, Somerville Road, Sutton Coldfield.	Commercial Manager
 WILLIAM EDWARD WASSELL	490, Streetsbrook Road, Solihull, Warwickshire.	Company Director

DATED the

2nd

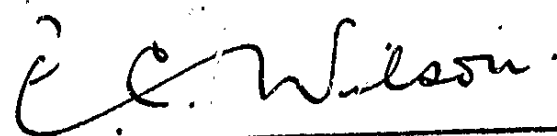
day of

May

1973

Witness to the above signatories

EDWARD CECIL WILSON



Edward

Cecil

Wilson

Starley House

Coventry CV1 2FH

Solicitor

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE MOTOR CYCLE ASSOCIATION

OF GREAT BRITAIN LIMITED

1113282/3

INTERPRETATION

1. In these regulations (unless there is anything in the subject or context inconsistent therewith):

"The Company" means the above-named Company

"The Council" means the Board of Directors for the time being of the Company and "Member of Council" shall be construed accordingly.

"Manufacturer" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of two or three wheeled cycles propelled directly or indirectly by means of the application of any form of mechanical or electrical power either by itself or in conjunction with the application of the muscular power of the rider or driver.

"Supplier" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of recognised and essential parts of or belonging to or used in conjunction with the products of Manufacturers or in the manufacture assembly or production of accessories, components and equipment ordinarily used by the riders or drivers of or passengers on such products.

"Factor" means any person, firm or corporation who is a wholesale trader and not a dealer, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith.

"Dealer" means any person, firm or corporation who is a trader dealing by retail sales and services with the public at large, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith.

"Associate" includes any person, firm or corporation who may be elected an Associate Member by the Council.

"The Industry" means the business or trade carried on by Members of the Company as described in the Objects Clause of the Memorandum of Association of the Company.

"The Support Industry" includes manufacturers, traders and business enterprises engaged in undertakings which are allied or ancillary to (but not part of) the Industry and whose interests are related to those of the Industry in the context of Clause 3 (1), (2), (3), (4) and (5) of the Memorandum of Association of the Company.

"Section" means the Members for the time being of any Section hereby constituted.

"In writing" means written or printed or partly written or partly printed.

Words importing the singular number only include the plural number and vice versa.

Words importing persons include corporations (unless the text requires the contrary).

"The Office" means the registered office of the Company for the time being.

MEMBERSHIP

2. For the purposes of registration the number of Members of the Company is to be taken to be 1,000 and the Council may from time to time register an increase of Members.
3. There shall be the following classes of Members, namely:
 - (A) Manufacturer and Supplier
 - (B) Trade
 - (C) Associate
 - (D) Such other class or classes of Members as the Council may from time to time determine.
4. Any person, firm or corporation carrying on a trade or business herein before defined as being that of a Manufacturer, Supplier,

Factor or Dealer, or as being within the Support Industry shall (subject to the powers conferred on the Council by those Articles in that behalf) be admissible as a Member of the Company.

5. The Council shall from time to time decide which groups or categories from those herein before defined as:

- a) Manufacturer
- b) Supplier
- c) Factor
- d) Dealer
- e) Associate
- f) The Support Industry

shall at any time be eligible for Membership, so long always as any decision by the Council to determine the eligibility for Membership as aforesaid shall not terminate the rights and duties or the liability of any group or category of Members nor of any individual Member before the expiry of any current membership subscription.

6. Where any person desires to be admitted to membership of the Company he shall sign and deliver to the Company an application for admission in writing framed in such terms as the Council shall require, and countersigned by two Members and such application (except in the case of a successor in business of any Member) must be accompanied by the entrance fee which may from time to time be payable.

7. Election to membership shall be by simple majority of the Council at one of its meetings who shall have power to remit in whole or in part the entrance fee in their absolute discretion.

8. Subject to Article 7 hereof, all Members shall pay an entrance fee upon joining the Company and an annual subscription. The entrance fees and subscriptions of all or any of the classes of Members shall be fixed and may from time to time be increased or reduced by the Council.

9. The Council may for the purpose of determining the annual subscription to be paid by a Member (but for no other reason) require that Member to certify in writing to the Director or Secretary of the Company the interest of the Member in the Industry.

10. Annual subscriptions shall be payable on the first day of July in each year in respect of the succeeding twelve calendar months. The subscription of a Member elected during the course of the year shall be payable on his being notified of his election and shall be at the full rate except that in the case of a Member elected between the First day of January and the Thirtieth day of June in any year it shall be at the rate of one-half of the full subscription for that year and thereafter at the full rate.
11. Every Member shall be bound to further to the best of his ability the objects and interests of the Company and shall observe all regulations for the time being of the Company.
12. Subject to Article 13 hereof each Member shall have one vote at a General Meeting of the Company.
13. A Member whose annual subscription is more than one month in arrear shall not be entitled to vote if the Secretary shall have served a notice requiring payment upon that Member not less than seven days before the Meeting at which that Member would have been entitled to vote and the Member shall not then have paid the said arrears.

TERMINATION OF MEMBERSHIP

14. Any Member shall be at liberty to withdraw from the Company by giving to the Company at least one calendar month's notice in writing of his intention so to do and at the expiration of such notice he shall cease to be a Member without prejudice to any claim for any breach or non-observance of these Articles.
15. A Member shall cease to be a Member:
 - (A) On the Member ceasing to be qualified, as hereinbefore provided.
 - (B) In the case of a Member being a Limited Company, on the passing of a resolution for its liquidation, or the appointment of a Receiver, except that in the case of the appointment of a Receiver the Council shall have the power at the Receiver's request to resolve that the membership of the Company shall continue as though a Receiver had not been appointed; in case of a Member being an individual on his bankruptcy, or death, and in the case of a Member being a Firm upon its dissolution.

- (C) On his failure in any year to pay his annual subscription on or before the First day of September in that year.
- (D) If he is excluded from the Company under Article 16 hereof or has withdrawn under Article 14 hereof.
- (E) In the event that the Council shall have decided (as provided by Article 5) to determine the eligibility for Membership of the group or category to which the Member belongs.

16. The Council may, by Resolution passed by a majority of its members then present and voting, exclude any Member from the Company, if in their absolute discretion they consider it desirable in the interests of the Company or of the Industry so to do, and thereupon the said Member shall cease to be a Member of the Company. Provided that no Member shall be excluded as aforesaid unless and until he has had notice in general terms of matters which in the opinion of the Council render his exclusion desirable and has had an opportunity of appearing before the Council and showing cause why he should not be excluded.

OBLIGATIONS AND POWERS OF MEMBERS

17. A Member may by an authority in writing delegate to any partner, Director, Secretary, or Manager of such Member the power to exercise the right of Membership on his behalf, save and except the power of delegation hereby conferred. Such delegate may exercise all rights of Membership save and except also any rights made personal to individuals and not to Members by these Articles but including the right to attend all or any of the Meetings of the Company or of any Committee or Section of the Company. The Chairman of any such meeting shall have the power to demand the production of a written authority, and if such authority is not produced such delegate shall not be entitled to exercise such right. The delegation of authority shall be in the form from time to time prescribed by the Council.
18. Every Member shall have the right to apply for the allocation to him of space at all exhibitions established, promoted, provided or arranged by the Company and to have his name included in the list of applicants therefor, subject however to the rules and regulations applicable to any such exhibition which may be laid down from time to time by the Company or by any Show Management Committee.
19. The Council shall have power in its absolute discretion to give, assign to, limit and define the rights, privileges, duties, liabilities and obligations of the various classes of Members as defined by Article 3 hereof and their decision in such matter shall be final and binding on all Members.

DIVISION OF MEMBERS INTO SECTIONS

20. The Members of the Company shall be divided into Sections as follows:

- (A) Manufacturers' Section
- (B) Suppliers' Section
- (C) Such other Section or Sections which the Council by resolution from time to time shall think fit to form.

21. The Council may, and in case of dispute between any Sections shall, declare the scope, functions, powers, privileges, duties and liabilities of the various Sections, and its decision shall be final and binding.

22. Subject to Article 21 hereof, each Section shall appoint its own Chairman (who shall not be an Associate) and shall supervise the interests of the Members of the Company comprised within that Section. Each Section may, if it so desires, appoint a Committee of the Section consisting of Members who belong to such Section.

The Committee shall consist of such a number of Members as the Section may determine and may be invested with such powers as the Section shall itself prescribe and shall be elected in the manner provided by these Articles for the election of Standing Committees. Provided always that no Section shall alter the obligations of the Members of the Section under these Articles either of its own action or by its Committee..

23. Subject to the rights and duties of the Council specified in Article 21 hereof each Section as hereby constituted shall have the right to determine whether any Member is eligible for such Section, and a fit and proper person to become a Member of such Section and, in case of dispute as to such fitness and eligibility, to appeal to the Council whose decision shall be final.

24. An officer of the Company shall act as Secretary to each Section.

25. Section meetings may be convened either by the Chairman of the Section or upon the requisition of three or more Members of that Section by the Secretary. Each Section shall decide its place of meeting by a simple majority.

THE COUNCIL AND HONORARY OFFICERS

27. The business of the Company shall be managed by the Council acting either of its own authority or by delegation of authority as provided for in these Articles. The first Members of the Council shall be the Subscribers to the Memorandum of Association of the Company who shall hold office until the close of the first General Meeting of the Company.

28. Subject to Article 27 hereof, the Council shall consist of a President, a Vice-President and such number of elected representatives as the Council may from time to time itself decide but which shall not at any time consist of less than eight persons nor of fewer than the following number of representatives from the Sections:

Manufacturers' Section	2 Members
Suppliers' Section	2 Members
Each and every other Section which the Council may from time to time have established	1 Member

In addition to the said President, Vice President and elected representatives, the Immediate Past President shall be ex-officio a Member of the Council so long as he possesses the qualification for Membership of the Council required by Article 29 hereof.

29. The qualification for Membership of the Council shall be that any Member of the Council (whether an elected representative or ex-officio) shall be (a) in the case of an individual who is a Member of the Company, that individual person, or (b) in the case of a firm which is a Member of the Company, a partner in that firm or (c) in the case of a corporation which is a Member of the Company, a director or senior executive of that corporation.

An Associate shall not be eligible for election to the Council.

Nothing in these Articles shall prevent an ex-officio Member of the Council from being re-elected to the Council as an elected representative.

30. Subject to Article 27 hereof, all elections to the Council shall be by Postal Ballot and Article 31 shall be applied to such elections. Membership of the Council shall not be assignable and deputy, delegate or proxy membership shall not be permitted.

31. The following shall be the mode of election to the Council. A notice shall be sent by the Secretary to the Members of the Section or Sections within or in respect of which a vacancy or vacancies exist in the office of membership

of the Council. Such notice shall set forth particulars and the date of the election, accompanied by a nomination paper, stating (where appropriate) the name of the retiring Member or the name of the Member whose place is to be filled and distinguishing those who are eligible for re-election. Candidates for election must be nominated from the section within or in respect of which the vacancy exists. Nominations for election must be in writing and delivered to the Company at least fourteen days before the date of the election. Each person nominated shall be required to indicate his assent to nomination. Voting papers giving lists of persons nominated, together with a statement of attendance of each Member of the Council during the preceding year, shall be served upon every Member entitled to vote, intimating the last day upon which voting papers shall be returned. The Council shall appoint one scrutineer or more as it thinks fit, who shall report the result shown by such voting papers, as soon as possible after the conclusion of voting. In case the number of nominations shall be equal or less than the number of vacancies, then those Members who are nominated shall be duly elected without voting, and if the number of nominations shall be less than the number of vacancies the Council shall fill the remaining vacancies by appointment or by co-option as hereinafter provided. A Member shall vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any one candidate. Voting papers containing more or less votes than there are vacancies shall be invalid. In case of equality of votes, the President, or in his absence the Deputy President, shall have the casting vote. The nomination and voting papers must be delivered at the Registered Office of the Company.

32. One-third of the Council shall retire annually immediately after the Annual General Meeting, and if their number is not a multiple of three the number nearest to one-third shall retire. The Members to retire in each year shall be those who have been longest in office. As between Members who have held office for the same length of time, unless they agree among themselves, the Member or Members to retire shall be determined by lot. The length of time a Member has been in office shall be computed from his last election or appointment.
33. No canvassing shall take place in connection with any election of the Council or any Standing Committee or Sub-Committee. Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place, shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place. The Council shall determine the question as to whether any such disqualification has taken place.

34. A retiring Member of the Council or of any Committee or Sub-Committee if eligible in other respects shall be eligible for re-election.
35. A quorum for any Meeting of the Council shall be five persons personally present and the meeting of the Council shall be attended by such officers of the Company as the Council shall from time to time direct.
36. The Chairman of the Council shall be the President of the Company for the time being.

In case of the absence of the President, the Deputy President, and failing him the Vice President shall preside, and in the event of none of them being present, then the Council shall elect a Chairman from the Members present.

37. The Council may in its absolute discretion co-opt to the Council any Member of the Company who is eligible for election to the Council to serve on the Council and to act in all manner as an elected representative on the Council as provided in Article 27 hereof, so long always as there shall not at any one time be more than three members who have been co-opted to the Council.

Any Member eligible as aforesaid may be co-opted either for a specific purpose or period or for an unspecified period provided always that any Member co-opted for an unspecified period shall retire, as if by rotation after the Annual General Meeting of the Company held next after his co-option but shall be eligible for election, re-election or appointment as provided for by Article 31 hereof or for co-option for a specific purpose or for a further specified period not exceeding twenty-one months in all.

38. The Council shall meet not less than four times a year at any time and place and upon such notice as the President for the time being shall determine.

39. The President shall have power to call a special meeting of the Council at any time he may think fit, or the Secretary shall call such meeting on the written request of four Members of the Council.

40. The Honorary Officers of the Company shall be:

- (1) The President
- (2) A Vice-President
- (3) The Immediate Past President

The President and the Vice-President shall be elected annually by the Members of the Company at the Annual General Meeting. Suitable candidates for these

offices shall be nominated by the Council at its meeting next last before the Annual General Meeting of the Company.

The Immediate Past President shall be the Deputy President of the Company.

The Honorary Officers shall (subject to the requirements of Article 29 hereof) be Members of the Council during their term of office and by reason of their office.

STANDING AND OTHER COMMITTEES

41. The Council may from time to time or as the occasion requires form or cause to be formed a committee or committees of members to administer any venture or undertaking of the company and may define the terms of reference thereof.

Such committee or committees may be formed as a Standing Committee to administer some particular business, in which event the composition shall be laid down by the Council, but election thereto shall be in the manner prescribed in these Articles.

The Council or any meeting of the Sections or Section Committees, or any combination thereof, may from time to time appoint an "ad hoc" committee composed of members of the Company and such "ad hoc" committee or committees shall (unless prevented from doing so by the appointer) have power to co-opt other Members of the Company and person or representative of a firm or corporation who are not Members of the Company.

42. A quorum for any Meeting of any Standing Committee shall be decided by the Council. An Associate shall not be a member of any Standing Committee. A quorum for any Meeting of an "ad hoc" Committee shall be not less than one third of the number of the members of the Committee present in person, or not less than two persons present in person if the number of the members of the Committee is five or less.

43. In addition to the powers hereinbefore granted the Council may form or cause to be formed any Sub-Committee of Members of the Company to act jointly with any Committee of persons from any other corporation or association having aims and objects similar or akin to those of the Company.

44. Any Standing Committee formed or caused to be formed by the Council shall remain in office (save as provided in Article 46 hereof) until the meeting

of the Council held next after the Annual General Meeting of Members of the Company whereat the Council shall cause the nomination, appointment or election of members of such Committees as are requisite.

45. The Standing Committees and Committees of any Section shall be elected by Postal Ballot. No Show Management Committee shall be dissolved until the accounts in respect of any exhibition of which they have had charge shall have been approved by the Council.

The manner of election of the Standing Committees and the Committees of Sections shall be like to that of election of Members to fill vacated offices of Members of the Council and Article 31 hereof shall apply *mutatis mutandis* hereto.

46. If any Member of a Committee shall cease to be a Member of the Company, or shall resign his office, or shall absent himself from three consecutive meetings without giving reasons for absence satisfactory to the majority of such Committee, his office shall be vacated, and the vacancy shall be filled by substituting the Member who received the next highest number of votes in the ballot, and in the event of there being no such person then the vacancy may be filled by the Committee. Any person so chosen shall retain his office so long only as the vacating Member would have retained the same if no vacancy had occurred.

POWERS OF COUNCIL

47. The Council shall, in addition to any powers otherwise conferred by these Articles, have the following powers:

- (A) Generally to administer and to have possession of the funds of the Company and to apply such funds to such purposes and in such manner as they may deem necessary or advisable for the carrying out of the objects for which the Company is established, subject nevertheless to any regulation of these Articles and to such regulations as may be prescribed by the Council and also subject to the Memorandum of Association of the Company.
- (B) In particular to invest the funds and moneys of the Company upon any securities they may think fit.

- (C) To enter into a contract or contracts for the supply of staff, services and facilities and for the provision of office and other accommodation and for the use of office equipment, motor cars and other business apparatus generally and in particular with any corporation of which the company shall be a member.
- (D) In addition to the foregoing, to appoint and at pleasure to remove such officers as may be found necessary for the conduct of the business of the Company, and to fix and pay such annual salaries or other remuneration as they may deem fit.
- (E) To act in the name of the Company and generally to execute all the powers and functions of the Company as may be consistent with the Memorandum and Articles of Association of the Company.
- (F) To arbitrate on any question of difference between Sections or between Members of the Company.
- (G) To exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting, provided that no regulations made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- (H) To delegate to any Standing Committee or to a Special Committee to be appointed by them for that purpose such powers, duties, and obligations as they may from time to time deem expedient, with power to rescind such appointment and delegation.

ANNUAL GENERAL MEETING

48. The Annual General Meeting of the Company shall be held in the month of January in each year or at such other time and at such place and upon such notice as the Council may determine. The business to be transacted at such General Meeting shall be:

- (A) To receive the Annual Report
- (B) To receive the Annual Statement of Accounts
- (C) To elect a President and two Vice-Presidents
- (D) To elect Auditors
- (E) To deal with any other business of which due notice shall have been given.

49. The Annual Statement of Accounts shall be presented in accordance with the provisions of the Companies Act 1967 and shall be signed by the President and one of the other Honorary Officers in office at the date of their preparation.
50. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts 1948 and 1967.

RECORDS

51. A correct record of the proceedings of the Company, its Council, Committees, Sub-Committees and Sections shall be kept by the Secretary, who shall also have the custody of all documents, Parliamentary papers, statistical works, and all property of a like nature belonging to the Company.
52. The Council shall cause proper books of account to be kept with respect to all moneys received or expended by the Company and the matters in respect of which such receipt or expenditure takes place and with respect to all other statutory requirements.

COMMON SEAL

53. The Council shall provide for the safe custody of the Common Seal of the Company which shall only be used by the authority of the Council or for such person or persons authorised by the Council in that behalf. Every instrument to which the Seal shall be affixed shall be signed by an Honorary Officer and the Director or the Secretary of the Company or by two of the Honorary Officers.

DIRECTOR AND SECRETARY

54. In exercise of the powers granted by Article 47(C) and (D) hereof the Council may appoint a chief executive of the Association who may be designated "Director" but who shall not be by virtue of such designation a Director of the Company within the meaning of the Companies Act 1948 as subsequently amended, and the Council shall appoint a Secretary who shall be the Secretary of the Company within the meaning of the said Act.

NOTICES



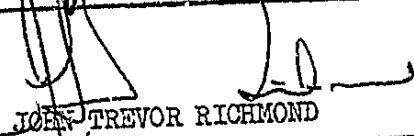

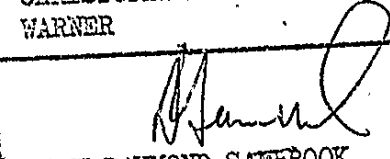
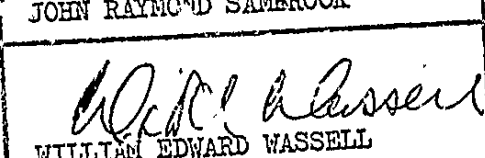
55. Notices may be served upon Members, either personally, or by prepaid letter or circular, or by hand addressed to such Members at their registered addresses.
56. Any notice sent by post shall be deemed to have been served at the time when the letter or circular containing the same would be delivered in the ordinary

course of post, and in proving such service it shall be sufficient to show that the letter or circular containing the notice was properly addressed and posted.

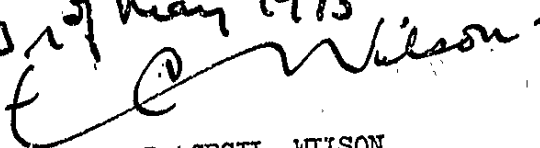
INDEMNIFY

57. Every Member of the Council and of any Committee, and any other officer or servant of the Company, shall be indemnified by the Company against all costs, losses, and expenses which any such Member, officer, or servant may incur or become liable for in any way in the execution of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default; and none of the said Members, officers, and servants shall be answerable for any act or default of any other of them, or for joining in receipts for the sake of conformity, or for any loss, misfortune, or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default.

NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS TO THESE ARTICLES		
<i>H. C. Neville</i> HAROLD COOPER NEVILLE	"The Gables", 19, Letherston Road, Streetly, Sutton Coldfield.	Company Director
<i>Hubert Granville Staley</i> HUBERT GRANVILLE STALEY	215, London Road, Twickenham, Middlesex.	Company Director
<i>T. H. Scott</i> THOMAS HENRY SCOTT	"East Rising", 48, Tamworth Road, Dosthill, Tamworth, Staffordshire.	Company Director
<i>K. J. Chambers</i> KENNETH JOHN CHAMBERS	62, London Road, Worcester.	Sales Executive Company Director
<i>R. S. Fenton</i> RICHARD STORER FENTON	2, Hillbrow Court, Hillbrow Road, Esher, Surrey.	Company Director
<i>R. D. Poore</i> ROGER DENNISTON POORE	33, Phillimore Gardens, London, W.8.	Company Director

NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS TO THESE ARTICLES		
 PETER THOMAS BOLTON	The Tynings, Thurgarton, Nottinghamshire.	Company Director
 ERIC FRANK BROCKWAY	The Cottage, 37, Stanley Road, Warmley, Nr. Bristol.	Company Director
 JOHN TREVOR RICHMOND	60, Launceston Road, Park Hall, Walsall.	Secretary and Commercial Manager
 CHRISTOPHER HENRY RAMSDALE WARNER	Long Acre, Main Street, Thorne, Yorkshire.	Company Director
 JOHN RAYMOND SATEROCK	14, Somervill. Road, Sutton Coldfield.	Commercial Manager
 WILLIAM EDWARD WASELL	490, Streetsbrook Road, Solihull, Warwickshire.	Company Director

Dated the 2nd day of May 1973



EDWARD CECIL WILSON
SOLICITOR
COVENTRY

Name of Witness



CERTIFICATE OF INCORPORATION

No. 1113282

I hereby certify that

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN 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 11th May 1973

A handwritten signature in dark ink, appearing to read 'N. Taylor'.

(N. TAYLOR)

Assistant Registrar of Companies

7/1/3282

Public

11 05

PART I

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Company will be convened and held at Starley House, Eaton Road, Coventry CV1 2FH on TUESDAY, the 23rd day of APRIL 1974 at 2.15 p.m. for the purpose of considering and, if thought fit, passing the following Resolution which will be proposed as Special Resolutions:-

SPECIAL RESOLUTION

1. That the New Articles of Association set out in the document produced to this Meeting and initialled by the Chairman for the purpose of identification be and hereby are adopted as the Articles of Association of the Company to the exclusion of and in substitution for all existing Articles of Association of the Company.

PART II

NOTICE IS FURTHER GIVEN in respect of the foregoing Special Resolution that a copy of the said New Articles of Association of the Company, as approved by the Board of Directors and signed by the Chairman may be inspected at the Registered Office of the Company on the morning of the day fixed for the Extraordinary General Meeting between the hours of 9.30 in the forenoon and 2.00 o'clock in the afternoon.



PART III

AND NOTICE IS FURTHER GIVEN that the Extraordinary General Meeting of the Company will be followed by a GENERAL MEETING OF MEMBERS (immediately upon the conclusion of the Extraordinary General Meeting) for the purpose of conducting the following ordinary business of the Company:-

1. Election of Members of Council of the Association in pursuance of the Articles of Association of the Company.
2. Election of Honorary Officers of the Association, viz:-
 - (1) A President
 - (2) A Vice President
 - (3) A second Vice President
3. Confirming the powers of the Board of Directors of the Company.
4. Any other Business of the Company which may properly be conducted and of which due notice has been given.

AND NOTICE IS HEREBY GIVEN that the said General Meeting of Members shall be an ANNUAL GENERAL MEETING for the purposes of Section 131 of the Companies Acts 1948.

By Order of the Board
E.C. WILSON
Director

Dated this 29th day of March 1974

I, Harold Cooper Neville, being Chairman of the Extraordinary General Meeting of Members of the Motor Cycle Association of Great Britain Limited held on the twenty-third day of April 1974 hereby certify that the above is a true copy of the Notice convening the said Extraordinary General Meeting.

.....Harold Cooper Neville.....

"A"

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE


ARTICLES OF ASSOCIATION

OF

THE MOTOR CYCLE ASSOCIATION

OF GREAT BRITAIN LIMITED

This is the document referred to in the Certificate subscribed to the Minutes of the Extraordinary General Meeting of the Company held on the 23rd April 1974 and identified by my initials.


.....
Harold Cooper Neville

INTERPRETATION

1. In these regulations (unless there is anything in the subject or context inconsistent therewith):

"The Company" means the above-named Company.

"The Council" means the Board of Directors for the time being of the Company and "Member of Council" shall be construed accordingly.

"Manufacturer" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of two or three wheeled cycles propelled directly or indirectly by means of the application of any form of mechanical or electrical power either by itself or in conjunction with the application of the muscular power of the rider or driver.

"Supplier" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of recognised and essential parts of or belonging to or used in conjunction with the products of Manufacturers or in the manufacture assembly or production of accessories, components and equipment ordinarily used by the riders or drivers of or passengers on such products.

"Factor" Means any person, firm or corporation who is a wholesale trader and not a dealer, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith.

"Dealer" means any person, firm or corporation who is a trader dealing by retail sales and services with the public at large, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith.

"Ordinary Member" includes Manufacturers and Suppliers as hereinbefore defined and such other members as may from time to time with the agreement of the Council pay Full or Ordinary membership subscriptions as stipulated in these Articles



"Associate" includes Factors and Dealers as hereinbefore defined and such other persons, firm or corporation who may be elected an Associate Member of the company by the Council and in whom is vested only such rights or upon whom is imposed such limitation of rights as may be determined by these Articles or any powers granted to the Council thereunder.

"The Industry" means the business or trade carried on by Members of the Company as described in the Objects Clause of the Memorandum of Association of the Company.

"The Support Industry" includes manufacturers, traders and business enterprises engaged in undertakings which are allied or ancillary to (but not part of) the Industry and whose interests are related to those of the Industry in the context of Clause 3 (1), (2), (3), (4) and (5) of the Memorandum of Association of the Company.

"In writing" means written or printed or partly written or partly printed.

Words importing the singular number only include the plural number and vice versa.

Words importing persons include corporations (unless the text requires the contrary).

"The Office" means the registered office of the Company for the time being.

MEMBERSHIP

2. For the purposes of registration the number of Members of the Company is to be taken to be 1,000 and the Council may from time to time register an increase of Members.
3. There shall be the following classes of Members, namely:
 - (A) Ordinary
 - (B) Associate
 - (C) Such other class or classes of Members as the Council may from time to time determine.
4. Any person, firm or corporation carrying on a trade or business herein before defined as being that of a Manufacturer, Supplier, Factor or Dealer, or as being within the Support Industry shall (subject to the powers conferred on the Council by those Articles in that behalf) be admissible as a Member of the Company.
5. The Council shall from time to time decide which groups or categories from those herein before defined as:
 - a) Manufacturer
 - b) Supplier
 - c) Factor
 - d) Dealer
 - e) The Support Industry

shall at any time be eligible for Membership, so long always as any decision by the Council to determine the eligibility for Membership as aforesaid shall not terminate the rights and duties or the liability of any group or category of Members nor of any individual Member before the expiry of any current membership subscription.

6. Where any person desires to be admitted to Ordinary or Associate membership of the Company he shall sign and deliver to the Company an application for admission in writing framed in such terms as the Council shall require, and countersigned by two Members and such application (except in the case of a successor in business of any Member) must be accompanied by the entrance fee which may from time to time be payable.
7. Election to Ordinary or Associate membership shall be by simple majority of the Council at one of its meetings who shall have power to remit in whole or in part the entrance fee in their absolute discretion. The Council shall not be required to record in its minutes any reason for, or details of voting upon, the allowing or disallowing of any application for membership, nor shall it be required to assign any reason for its decisions to any applicant or to any Member of the Company or other person.
8. Subject to Article 7 hereof, all Members shall pay an entrance fee upon joining the Company and an annual subscription. The entrance fees and subscriptions of all or any of the classes of Members shall be determined and may from time to time be increased or reduced by the Council.
9. Ordinary Members shall pay such Full or Ordinary membership subscription rates as may be determined by virtue of Article 8 hereof and shall, in consequence of such payment, be entitled to all the rights, privileges and benefits as are provided for in these Articles or may, from time to time, be granted by the Council in addition thereto.

Associate Members shall pay such reduced or other membership subscription rates as may be determined as aforesaid and shall, in consequence of such payment, be entitled only to such rights, privileges and benefits as are granted as aforesaid.
10. The Council may for the purpose of determining the annual subscription to be paid by a Member (but for no other reason) require that Member to certify in writing to the Director or Secretary of the Company the interest of the Member in the Industry.
11. Annual subscriptions shall be payable on the first day of July in each year in respect of the succeeding twelve calendar months. The subscription of a Member elected during the course of the year shall be payable on his being notified of his election and shall be at the full rate except that in the case of a Member elected between the First day of January and the Thirtieth day of June in any year it shall be at the rate of one-half of the full subscription for that year and thereafter at the full rate.

Subscriptions shall be deemed to have been paid (in the absence of any evidence to the contrary) on the date of despatch from the office of the Member of any remittance for the full amount due in respect thereof to the Office of the Company.
12. Every Member shall be bound to further to the best of his ability the objects and interests of the Company and shall observe all regulations for the time being of the Company.
13. Subject to Article 14 hereof each Ordinary Member shall have one vote at a General Meeting of the Company.

14. A Member whose annual subscription is more than one month in arrear shall not be entitled to vote or exercise any of the rights conferred by these Articles or otherwise if the Secretary shall have served a notice requiring payment upon that Member and the Member shall not then have paid the said arrears within seven days of the service of the said notice.

TERMINATION OF MEMBERSHIP

15. Any Member shall be at liberty to withdraw from the Company by giving to the Company at least one calendar month's notice in writing of his intention so to do and at the expiration of such notice he shall cease to be a Member without prejudice to any claim for any breach or non-observance of these Articles.
16. A Member shall cease to be a Member:
- (A) On the Member ceasing to be qualified, as hereinbefore provided.
 - (B) In the case of a Member being a Limited Company, on the passing of a resolution for its liquidation, or the appointment of a Receiver, except that in the case of the appointment of a Receiver the Council shall have the power at the Receiver's request to resolve that the membership of the Company shall continue as though a Receiver had not been appointed; in case of a Member being an individual on his bankruptcy, or death, and in the case of a Member being a Firm upon its dissolution.
 - (C) On his failure in any year to pay his annual subscription on or before the First day of September in that year.
 - (D) If he is excluded from the Company under Article 17 hereof or has withdrawn under Article 15 hereof.
 - (E) In the event that the Council shall have decided (as provided by Article 5) to determine the eligibility for Membership of the group or category to which the Member belongs.
17. The Council may, by Resolution passed by a majority of its members then present and voting, exclude any Member from the Company, if in their absolute discretion they consider it desirable in the interests of the Company or of the Industry so to do, and thereupon the said Member shall cease to be a Member of the Company. Provided that no Member shall be excluded as aforesaid unless and until he has had notice in general terms of matters which in the opinion of the Council render his exclusion desirable and has had an opportunity of appearing before the Council and showing cause why he should not be excluded.

OBLIGATIONS AND POWERS OF MEMBERS

18. A Member may by an authority in writing delegate to any partner, Director, Secretary, or Manager of such Member the power to exercise the right of Membership on his behalf, save and except the power of delegation hereby conferred. Such delegate may exercise all rights of Membership save and except also any rights made personal to individuals and not to Members by these Articles but including the right to attend all or any of the Meetings of the Company or of any Committee or Section of the Company. The Chairman of any such meeting shall have the power to demand the production of a written authority, and if such authority is not produced such delegate shall

not be entitled to exercise such right. The delegation of authority shall be in the form from time to time prescribed by the Council.

19. Every Ordinary Member shall have the right to apply for the allocation to him of space at all exhibitions established, promoted, provided or arranged by the Company and to have his name included in the list of applicants therefor, subject however to the rules and regulations applicable to any such exhibition which may be laid down from time to time by the Company or by any Show Management Committee.
20. The Council shall have power in its absolute discretion to give, assign to, limit and define the rights, privileges, duties, liabilities and obligations of the various classes of Members as defined by Article 3 hereof and their decision in such matter shall be final and binding on all Members.

THE COUNCIL AND HONORARY OFFICERS

21. The business of the Company shall be managed by the Council acting either of its own authority or by delegation of authority as provided for in these Articles. The Members of the Council are the Directors of the Company within the meaning of the Companies Acts 1948 and 1967.
22. The Council shall consist of three Honorary Officers as defined in Article 38 hereof and such number of elected representatives as the Council may from time to time itself decide but which shall not at any time be less than eight persons.
23. The qualification for Membership of the Council shall be that any Member of the Council (whether an elected representative, ex-officio or co-opted) shall be (a) in the case of an individual who is a Member of the Company, that individual person, or (b) in the case of a firm which is a Member of the Company, a partner in that firm or (c) in the case of a corporation which is a Member of the Company, a director or senior executive of that corporation.
24. An Associate shall not be eligible for election to the Council in his own right but only as a representative of a group or groups of Associate Members for whom a vacancy on the Council may be created by the exercise of the powers of the Council contained in the next succeeding Article.
25. The Council may at any time create a vacancy or vacancies on the Council by increasing the number of elected representatives and allocate such seat or seats to Members of any group or groups or any new group or groups of Members as may be eligible for membership by virtue of Article 5 and may, in its entire discretion, place any limitation on the power of any representative elected to fill such vacancy either pro tempore or by reference to the creation of the vacancy as aforesaid.
26. Nothing in these Articles shall prevent an ex-officio Member of the Council from being re-elected to the Council as an elected representative.
27. All elections to the Council shall be by Postal Ballot and Article 28 shall be applied to such elections. Membership of the Council shall not be assignable and deputy, delegate or proxy membership shall not be permitted.

28. The following shall be the mode of election to the Council. A notice shall be sent by the Secretary to the Members in respect of vacancies which exist in the office of membership of the Council. Such notice shall set forth particulars and the date of the election, accompanied by a nomination paper, stating (where appropriate) the name of the retiring Member or the name of the Member whose place is to be filled and distinguishing those who are eligible for re-election. Nominations for election must be in writing and delivered to the Company at least fourteen days before the date of the election. Each person nominated shall be required to indicate his assent to nomination. Voting Papers giving lists of persons nominated, together with a statement of attendance of each Member of the Council during the preceding year, shall be served upon every Member entitled to vote, intimating the last day upon which voting papers shall be returned. The Council shall appoint one scrutineer or more as it thinks fit, who shall report the result shown by such voting papers, as soon as possible after the conclusion of voting. In case the number of nominations shall be equal or less than the number of vacancies, then those Members who are nominated shall be duly elected without voting, and if the number of nominations shall be less than the number of vacancies the Council shall fill the remaining vacancies by appointment or by co-option as hereinafter provided. A Member shall vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any one candidate. Voting papers containing more or less votes than there are vacancies shall be invalid. In case of equality of votes, the President, or in his absence the Deputy President, shall have the casting vote. The nomination and voting papers must be delivered at the Registered Office of the Company.
29. One-third of the Council shall retire annually immediately after the Annual General Meeting, and if their number is not a multiple of three the number nearest to one-third shall retire. The Members to retire in each year shall be those who have been longest in office. As between Members who have held office for the same length of time, unless they agree among themselves, the Member or Members to retire shall be determined by lot. The length of time a Member has been in office shall be computed from his last election or appointment.
30. No canvassing shall take place in connection with any election of the Council. Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place, shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place. The Council shall determine the question as to whether any such disqualification has taken place.
31. A retiring Member of the Council if eligible in other respects shall be eligible for re-election.
32. A quorum for any Meeting of the Council shall be six persons personally present and the meeting of the Council shall be attended by such officers of the Company as the Council shall from time to time direct.
33. The President of the Company for the time being shall be the Chairman of the Council.

In case of the absence of the President, the Deputy President, and failing him the Vice President shall preside, and in the event of none of them being present, then the Council shall elect a Chairman from the Members present.

- 1 -
34. The Council may in its absolute discretion co-opt to the Council any Member of the Company who is eligible for election to the Council to serve on the Council and to act in all manner as an elected representative on the Council as provided in Article 21 hereof, so long always as there shall not at any one time be more than three Members who have been co-opted to the Council.

Any Member eligible as aforesaid may be co-opted either for a specific purpose or period or for an unspecified period provided always that any Member co-opted for an unspecified period shall retire, as if by rotation after the Annual General Meeting of the Company held next after his co-option but shall be eligible for election, re-election or appointment as provided for by Article 28 hereof or for co-option for a specific purpose or for a further specified period not exceeding twenty-one months in all.

35. For the purpose of computing service as a Member of Council and to ascertain the number of Members of Council at any time, the following provisions shall apply, notwithstanding any general conditions relating to Membership of the Council herein contained:

(1) In respect of Article 29 hereof, any Member of the Council who retires by rotation immediately after any Annual General Meeting shall be deemed to remain in office until the earlier of (a) the election of another Member of Council in his stead (or his own re-election, as the case may be) or (b) the seat on the Council having been declared vacant by the Council in the event of there being no nomination for or election of a Member of the Council in the place of the Member retiring as aforesaid.

(2) In respect of Article 34 hereof, any Member of the Council who is co-opted to fill a vacancy on the Council may be deemed to have been a Member of Council from the date of the vacancy and not from the date of the co-optation.

36. The Council shall meet not less than four times a year at any time and place and upon such notice as the President for the time being shall determine.

37. The President shall have power to call a special meeting of the Council at any time he may think fit, or the Secretary shall call such meeting on the written request of four Members of the Council.

38. The Honorary Officers of the Company shall be:

- (1) The President
- (2) A Vice-President
- (3) The Immediate Past President or, if and whenever there is no such person, then a second Vice President.

The President and the Vice-President shall be elected annually by the Members of the Company at the Annual General Meeting. Suitable candidates for these offices shall be nominated by the Council at its meeting next last before the Annual General Meeting of the Company.

The Immediate Past President shall be the Deputy President of the Company.

The Honorary Officers shall (subject to the requirements of Article 23 hereof) be Members of the Council during their term of office and by reason of their office.

If or whenever there shall from any cause be no President of the Company, the Council shall designate one of the other Honorary Officers to be the Acting President of the Company until the election of a President at the Annual General Meeting next following. Such Acting President shall fulfil and discharge all the functions and duties of the President for the time being of the Company and all reference in these Articles to "the President" shall (where the context so requires) be deemed to refer also to such Acting President.

POWERS OF COUNCIL

39. The Council shall, in addition to any powers otherwise conferred by these Articles, have the following powers:

- (A) Generally to administer and to have possession of the funds of the Company and to apply such funds to such purposes and in such manner as they may deem necessary or advisable for the carrying out of the objects for which the Company is established, subject nevertheless to any regulation of these Articles and to such regulations as may be prescribed by the Council and also subject to the Memorandum of Association of the Company.
- (B) In particular to invest the funds and moneys of the Company upon any securities they may think fit, and to borrow money and give such security in respect thereof as may be deemed necessary.
- (C) To enter into a contract or contracts for the supply of staff, services and facilities and for the provision of office and other accommodation and for the use of office equipment, motor cars and other business apparatus generally and in particular with any corporation of which the company shall be a member.
- (D) In addition to the foregoing, to appoint and at pleasure to remove such officers as may be found necessary for the conduct of the business of the Company, and to fix and pay such annual salaries or other remuneration as they may deem fit.
- (E) To act in the name of the Company and generally to execute all the powers and functions of the Company as may be consistent with the Memorandum and Articles of Association of the Company.
- (F) To determine what services and facilities shall be made available to Members or groups of Members or class of Members and whether such services and facilities shall be treated as being included in or excluded from any sum or sums paid by members by way of annual subscriptions.
- (G) To arbitrate on any question of difference between Members of the Company.

- (H) To exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting, provided that no regulations made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- (I) To delegate to any Standing Committee or to a Special Committee to be appointed by them for that purpose such powers, duties, and obligations as they may from time to time deem expedient, with power to rescind such appointment and delegation.
- (J) Any Finance Committee or Committee appointed to deal with the selection, engagement or conditions of employment of officers of the Company (or the dismissal of the same) shall, without prejudice to the foregoing, consist of the Honorary Officers of the Company and not less than two other Members of Council.

SERVICE COMPANY

40. So long as the Company shall be a member of the Cycle and Motor Cycle Association Limited (or the successor in title to that Company) and shall have entered into any contract or contracts therewith for the supply of staff, services and facilities or for the provision of office and other accommodation or for the use of motor cars or other business equipment and by reason thereof shall be entitled to nominate individual persons as members of the board of directors of the said Cycle and Motor Cycle Association Limited, the following Members of Council shall be nominated:

- (A) The President
- (B) The Vice-President
- (C) The Deputy President (whom failing, the second Vice-President)

STANDING AND OTHER COMMITTEES

41. The Council may from time to time or as the occasion requires form or cause to be formed a committee or committees of members to administer any venture or undertaking of the company and may define the terms of reference thereof.

Such committee or committees may be formed as a Standing Committee to administer some particular business, in which event the composition of or manner of election to such Committee shall be laid down by the Council.

42. The Council may from time to time appoint an "ad hoc" committee composed of members of the Company and such "ad hoc" committee or committees shall (unless prevented from doing so by the Council) have power to co-opt other Members of the Company and persons or representatives of firms or corporations who are not Members of the Company.
43. A quorum for any Meeting of any Standing Committee shall be decided by the Council. A quorum for any Meeting of an "ad hoc" Committee shall be not less than one third of the number of the members of the Committee present in person, or not less than two persons present in person if the number of the members of the Committee is five or less.

- 10 -
44. In addition to the powers hereinbefore granted the Council may form or cause to be formed any Sub-Committee of Members of the Company to act jointly with any Committee of persons from any other corporation or association having aims and objects similar or akin to those of the Company.
 45. An officer of the Company shall act as Secretary to all Standing or "ad hoc" Committees.
 46. Any Standing Committee formed or caused to be formed by the Council shall remain in office until the meeting of the Council held next after the Annual General Meeting of Members of the Company whereat the Council shall cause the nomination, appointment or election of members of such Committees as are requisite, provided always that no Standing Committee formed to administer some particular business of the Company which involved the control or expenditure of the Company's money shall be dissolved until the accounts in respect of the said particular business shall have been approved by the Council.

ANNUAL GENERAL MEETING

47. The Annual General Meeting of the Company shall be held in the month of January in each year or at such other time and at such place and upon such notice as the Council may determine. The business to be transacted at such General Meeting shall be:
 - (A) To receive the Annual Report
 - (B) To receive the Annual Statement of Accounts
 - (C) To elect a President and a Vice-President or two Vice-Presidents, as the case may be.
 - (D) To elect Auditors
 - (E) To deal with any other business of which due notice shall have been given.
48. The Annual Statement of Accounts shall be presented in accordance with the provisions of the Companies Act 1967 and shall be signed by the President and one of the other Honorary Officers in office at the date of their preparation.
49. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts 1948 to 1967.

RECORDS

50. A correct record of the proceedings of the Company, its Council, Committees and Sub-Committees shall be kept by the Secretary, who shall also have the custody of all documents, Parliamentary papers, statistical works, and all property of a like nature belonging to the Company.
51. The Council shall cause proper books of account to be kept with respect to all moneys received or expended by the Company and the matters in respect of which such receipt or expenditure takes place and with respect to all other statutory requirements.

COMMON SEAL

52. The Council shall provide for the safe custody of the Common Seal of the Company which shall only be used by the authority of the Council or for such person or persons authorised by the Council in that behalf. Every instrument to which the Seal shall be affixed shall be signed by an Honorary Officer and the Director or the Secretary of the Company or by two of the Honorary Officers.

DIRECTOR AND SECRETARY

53. In exercise of the powers granted by Article 39 (C) and (D) hereof the Council may appoint a chief executive of the Association who may be designated "Director" but who shall not, by virtue of such designation, be a Director of the Company within the meaning of the Companies Act 1948 as subsequently amended, and the Council shall appoint a Secretary who shall be the Secretary of the Company within the meaning of the said Act.

NOTICES

54. Notices may be served upon Members, either personally, or by prepaid letter or circular, or by hand addressed to such Members at their registered addresses.
55. Any notice sent by post shall be deemed to have been served at the time when the letter or circular containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to show that the letter or circular containing the notice was properly addressed and posted.

INDEMNITY

56. Every Member of the Council and of any Committee, and any other officer or servant of the Company, shall be indemnified by the Company against all costs, losses, and expenses which any such Member, officer, or servant may incur or become liable for in any way in the execution of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default; and none of the said Members, officers, and servants shall be answerable for any act or default of any other of them, or for joining in receipts for the sake of conformity, or for any loss, misfortune, or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default.

129

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED

(Passed the 16th day of January 1980)

At an Annual General Meeting of the above-named Company duly convened and held at Starley House Eaton Road Coventry on the 16th January 1980 the following RESOLUTION was duly passed as a SPECIAL RESOLUTION.

RESOLUTION

That the Articles of Association of the Company be altered by amending Article 38 in the following manner that is to say:-

- (a) by deleting from sub-paragraph (3) of Article 38 the following wording:

"or, if and whenever there is no such person, then a second Vice President."

- (b) by adding an additional sub-paragraph (4) to Article 38 immediately after sub-paragraph (3) as follows:-

"(4) A second Vice President."

- (c) by deleting from line 6 of Article 38 the words "and the" immediately following the words "The President" and by inserting after the words "Vice President" the following wording:-

"and second Vice President"

J. P. Liddell



SECRETARY

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE

MOTOR CYCLE ASSOCIATION

OF GREAT BRITAIN LIMITED

AS AMENDED 21 APRIL, 1974 *AX*

AND AS AMENDED 16th January, 1980

Registered Number of the Company: 1113282

Incorporated 11th May 1973.



The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE MOTOR CYCLE ASSOCIATION

(A GREAT BRITAIN LIMITED)

INTERPRETATION

1. In these regulations (unless there is anything in the subject or context inconsistent therewith):

"The Company" means the above-named Company.

"The Council" means the Board of Directors for the time being of the Company and "Member of Council" shall be construed accordingly.

"Manufacturer" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of two or three wheeled cycles propelled directly or indirectly by means of the application of any form of mechanical or electrical power either by itself or in conjunction with the application of the muscular power of the rider or driver.

"Supplier" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of recognised and essential parts of or belonging to or used in conjunction with the products of Manufacturers or in the manufacture assembly or production of accessories, components and equipment ordinarily used by the riders or drivers of or passengers on such products.

"Dealer" Means any person, firm or corporation who is a wholesale trader and not a dealer, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith.

"Retailer" means any person, firm or corporation who is a trader dealing by retail sales and services with the public at large, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith.

"Ordinary Member" includes Manufacturers and Suppliers as hereinbefore defined and such other members as may from time to time with the sanction of the Council pay Full or Ordinary membership subscriptions as stipulated in these Articles

"Associate" includes Factors and Dealers as hereinbefore defined and such other persons, firm or corporation who may be elected an Associate Member of the company by the Council and in whom is vested only such rights as may be imposed such limitation of rights as may be determined by these Articles or any powers granted to the Council thereunder.

"The Industry" means the business or trade carried on by Members of the Company as described in the Objects Clause of the Memorandum of Association of the Company.

"The Support Industry" includes manufacturers, traders and business enterprises engaged in undertakings which are allied or ancillary to (but not part of) the Industry and whose interests are related to those of the Industry in the context of Clause 3 (1), (2), (3), (4) and (5) of the Memorandum of Association of the Company.

"In writing" means written or printed or partly written or partly printed.

Words importing the singular number only include the plural number and vice versa.

Words importing persons include corporations (unless the text requires the contrary).

"The Office" means the registered office of the Company for the time being.

MEMBERSHIP

2. For the purposes of registration the number of Members of the Company is to be taken to be 1,000 and the Council may from time to time register an increase of Members.
3. There shall be the following classes of Members, namely:
 - (A) Ordinary
 - (F) Associate
 - (C) Such other class or classes of Members as the Council may from time to time determine.
4. Any person, firm or corporation carrying on a trade or business herein before defined as being that of a Manufacturer, Supplier, Factor or Dealer, or as being within the Support Industry shall (subject to the powers conferred on the Council by those Articles in that behalf) be admissible as a Member of the Company.
5. The Council shall from time to time decide which groups or categories from those herein before defined as:
 - a) Manufacturer
 - b) Supplier
 - c) Factor
 - d) Dealer
 - e) The Support Industry

shall at any time be eligible for Membership, so long always as any decision by the Council to determine the eligibility for Membership as aforesaid shall not terminate the rights and duties or the liability of any group or category of Members nor of any individual Member before the expiry of any current membership subscription.

6. Where any person desires to be admitted to Ordinary or Associate membership of the Company he shall sign and deliver to the Company an application for admission in writing framed in such terms as the Council shall require, and countersigned by two Members and such application (except in the case of a successor in business of a Member) must be accompanied by the entrance fee which may from time to time be payable.
7. Election to Ordinary or Associate membership shall be by simple majority of the Council at one of its meetings who shall have power to remit in whole or in part the entrance fee in their absolute discretion. The Council shall not be required to record in its minutes any person for, or details of voting upon, the allowing or disallowing of any application for membership, nor shall it be required to assign any reason for its decisions to any applicant or to any Member of the Company or other person.
8. Subject to Article 7 hereof, all Members shall pay an entrance fee upon joining the Company and an annual subscription. The entrance fees and subscriptions of all or any of the classes of Members shall be determined and may from time to time be increased or reduced by the Council.
9. Ordinary Members shall pay such Full or Ordinary membership subscription rates as may be determined by virtue of Article 8 hereof and shall, in consequence of such payment, be entitled to all the rights, privileges and benefits as are provided for in these Articles or may, from time to time, be granted by the Council in addition thereto.

Associate Members shall pay such reduced or other membership subscription rates as may be determined as aforesaid and shall, in consequence of such payment, be entitled only to such rights, privileges and benefits as are granted as aforesaid.
10. The Council may for the purpose of determining the annual subscription to be paid by a Member (but for no other reason) require that Member to certify in writing to the Director or Secretary of the Company the interest of the Member in the Industry.
11. Annual subscriptions shall be payable on the first day of July in each year in respect of the succeeding twelve calendar months. The subscription of a Member elected during the course of the year shall be payable on his being notified of his election and shall be at the full rate except that in the case of a Member elected between the first day of January and the thirtieth day of June in any year it shall be at the rate of one-half of the full subscription for that year and thereafter at the full rate.

Subscriptions shall be deemed to have been paid (in the absence of any evidence to the contrary) on the date of despatch from the office of the Director of any remittance for the full amount due in respect thereof to the Office of the Company.
12. Every Member shall be bound to further to the best of his ability the objects and interests of the Company and shall observe all regulations for the time being of the Company.
13. Subject to Article 14 hereof each Ordinary Member shall have one vote at a General Meeting of the Company.

14. A Member whose annual subscription is more than one month in arrear shall not be entitled to vote or exercise any of the rights conferred by these Articles or otherwise if the Secretary shall have served a notice requiring payment upon that Member and the Member shall not then have paid the said arrears within seven days of the service of the said notice.

WITHDRAWAL OF MEMBERSHIP

15. Any Member shall be at liberty to withdraw from the Company by giving to the Company at least one calendar month's notice in writing of his intention so to do and at the expiration of such notice he shall cease to be a Member without prejudice to any claim for any breach or non-observance of these Articles.

16. A Member shall cease to be a Member:

- (A) On the Member ceasing to be qualified, as hereinbefore provided.
- (B) In the case of a Member being a Limited Company, on the passing of a resolution for its liquidation, or the appointment of a Receiver, except that in the case of the appointment of a Receiver the Council shall have the power at the Receiver's request to resolve that the membership of the Company shall continue as though a Receiver had not been appointed; in case of a Member being an individual on his bankruptcy, or death, and in the case of a Member being a Firm upon its dissolution.
- (C) On his failure in any year to pay his annual subscription on or before the First day of September in that year.
- (D) If he is excluded from the Company under Article 17 hereof or has withdrawn under Article 15 hereof.
- (E) In the event that the Council shall have decided (as provided by Article 5) to determine the eligibility for Membership of the group or category to which the Member belongs.

17. The Council may, by Resolution passed by a majority of its members then present and voting, exclude any Member from the Company, if in their absolute discretion they consider it desirable in the interests of the Company or of the Industry so to do, and thereupon the said Member shall cease to be a Member of the Company. Provided that no Member shall be excluded as aforesaid unless and until he has had notice in general terms of matters which in the opinion of the Council render his exclusion desirable and has had an opportunity of appearing before the Council and showing cause why he should not be excluded.

OPTIONALITY AND POWERS OF MEMBERS

18. A Member may by an authority in writing delegate to any partner, director, Secretary, or Manager of such Member the power to exercise the rights of Membership on his behalf, save and except the power of nomination being conferred. Such delegate may exercise all rights of Membership save and except also any rights made personal to individuals and not to Members by these Articles but including the right to attend all or any of the Meetings of the Company or of any Division or Section of the Company. The Chairman of any such meeting shall have the power to demand the production of a written authority, and if such authority is not produced such delegate shall

not be entitled to exercise such right. The delegation of authority shall be for the term from time to time prescribed by the Council.

19. Every Ordinary Member shall have the right to apply for the allocation to him of space at all exhibitions established, promoted, provided or arranged by the Company and to have his name included in the list of applicants therefor, subject however to the rules and regulations applicable to any such exhibition which may be laid down from time to time by the Company or by any other management committee.
20. The Council shall have power in its absolute discretion to give, assign to, limit and define the rights, privileges, duties, liabilities and obligations of the various classes of Members as defined by Article 3 hereof and their decision in such matter shall be final and binding on all Members.

THE COUNCIL AND HONORARY OFFICERS

21. The business of the Company shall be managed by the Council acting either of its own authority or by delegation of authority as provided for in these Articles. The Members of the Council are the Directors of the Company within the meaning of the Companies Acts 1948 and 1967.
22. The Council shall consist of three Honorary Officers as defined in Article 23 hereof and such number of elected representatives as the Council may from time to time itself decide but which shall not at any time be less than eight persons.
23. The qualification for Membership of the Council shall be that any Member of the Council (whether an elected representative, ex-officio or co-opted) shall be (a) in the case of an individual who is a Member of the Company, that individual person, or (b) in the case of a firm which is a Member of the Company, a partner in that firm or (c) in the case of a corporation which is a Member of the Company, a director or senior executive of that corporation.
24. An Associate shall not be eligible for election to the Council in his own right but only as a representative of a group or groups of Associate Members for whom a vacancy on the Council may be created by the exercise of the powers of the Council contained in the next succeeding Article.
25. The Council may at any time create a vacancy or vacancies on the Council by increasing the number of elected representatives and allocate such seat or seats to Members of any group or groups or any new group or groups of Members as may be eligible for membership by virtue of Article 5 and may, in its entire discretion, place any limitation on the power of any representative elected to fill such vacancy either pro tempore or by reference to the creation of the vacancy as aforesaid.
26. Nothing in these Articles shall prevent an ex-officio Member of the Council from being re-elected to the Council as an elected representative.
27. All elections to the Council shall be by Postal Ballot and Article 28 shall be applied to such elections. Membership of the Council shall not be assignable and deputy, delegate or proxy membership shall not be permitted.

28. The following shall be the mode of election to the Council. A notice shall be sent by the Secretary to the Members in respect of vacancies which exist in the office of membership of the Council. Such notice shall set forth particulars and the date of the election, accompanied by a nomination paper, stating (where appropriate) the name of the retiring Member or the name of the Member whose place is to be filled and designating those who are eligible for re-election. Nominations for election must be in writing and delivered to the Secretary at least fourteen days before the date of the election. Each person nominated shall be required to indicate his consent to nomination. Voting Papers giving lists of persons nominated, together with a statement of attendance of each Member of the Council during the preceding year, shall be served upon every Member entitled to vote, determining the last day upon which voting papers shall be returned. The Council shall appoint one scrutineer or more as it thinks fit, who shall report the result shown by such voting papers, as soon as possible after the conclusion of voting. In case the number of nominations shall be equal or less than the number of vacancies, then those Members who are nominated shall be duly elected without voting, and if the number of nominations shall be less than the number of vacancies the Council shall fill the remaining vacancies by appointment or by co-option as hereinafter provided. A Member shall vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any one candidate. Voting papers containing more or less votes than there are vacancies shall be invalid. In case of equality of votes, the President, or in his absence the Deputy President, shall have the casting vote. The nomination and voting papers must be delivered at the Registered Office of the Company.
29. One-third of the Council shall retire annually immediately after the Annual General Meeting, and if their number is not a multiple of three the number nearest to one-third shall retire. The Members to retire in each year shall be those who have been longest in office. As between Members who have held office for the same length of time, unless they agree among themselves, the Member or Members to retire shall be determined by lot. The length of time a Member has been in office shall be computed from his last election or appointment.
30. No canvassing shall take place in connection with any election of the Council. Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place, shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place. The Council shall determine the question as to whether any such disqualification has taken place.
31. A retiring Member of the Council, if eligible in other respects shall be eligible for re-election.
32. A quorum for any Meeting of the Council shall be six persons personally present and the meeting of the Council shall be attended by such officers of the Company as the Council shall from time to time direct.
33. The President of the Company for the time being shall be the Chairman of the Council.
- In case of the absence of the President, the Deputy President, and failing him the Vice President shall preside, and in the event of none of them being present, then the Council shall elect a Chairman from the Members present.

34. The Council may in its absolute discretion co-opt to the Council any person of the Company who is eligible for election to the Council to serve on the Council and to act in all manner as an elected Member of the Council on the same basis as provided in Article 23 hereof, so long as such person shall not at any one time be more than three in number who have been co-opted to the Council.

Any Member eligible as aforesaid may be co-opted either for a specific purpose or period or for the specified period provided always that such Member may be co-opted for an indefinite period until notice, given by resolution after the Annual General Meeting of the Company held next after his co-optation but shall be eligible for election, re-election or appointment as provided for by Article 23 hereof or for co-optation for a specific purpose or for further specified period or exceeding the same in all.

35. For the purpose of computing service as a Member of Council and to ascertain the number of Members of Council at any time, the following provisions shall apply, notwithstanding any general conditions relating to Membership of the Council herein contained:

- (1) In respect of Article 23 hereof, any Member of the Council who retires by rotation immediately after any Annual General Meeting shall be deemed to remain in office until the expiration of (a) the election of another Member of Council in his stead (as his own re-election, or the case may be) or (b) the next on the Council having been declared vacant by the Council in the event of there being no nomination for an election of a Member of the Council in the place of the Member retiring as aforesaid.
- (2) In respect of Article 34 hereof, any Member of the Council who is co-opted to fill a vacancy on the Council may be deemed to have been a Member of Council from the date of the vacancy and not from the date of the co-optation.

36. The Council shall meet not less than four times a year at one time and place and upon such notice as the President for the time being shall determine.

37. The President shall have power to call a special meeting of the Council at any time he may think fit, or the Secretary shall call such meeting on the written request of four Members of the Council.

38. The Honorary Officers of the Company shall be:

- (1) The President
- (2) A Vice-President
- (3) The Honorary Joint Secretaries
- (4) A second Vice-President.

and second Vice-President

The President shall be elected annually by the Members of the Company at the Annual General Meeting. The Vice-President shall be elected by the Members of the Company at the Annual General Meeting of the Company.

The Honorary Joint Secretaries shall be the Deputy President of the Company.

The Honorary Officers shall (subject to the requirements of Article 23 hereof) be Members of the Council during their term of office and by reason of their office.

If or whenever there shall from any cause be no President of the Company, the Council shall designate one of the other Honorary Officers to be the Acting President of the Company until the election of a President at the Annual General Meeting next following. Such Acting President shall fulfill and discharge all the functions and duties of the President for the time being of the Company and all reference in these Articles to "the President" shall (where the context so requires) be deemed to refer also to such Acting President.

POWERS OF COUNCIL

39. The Council shall, in addition to any powers otherwise conferred by these Articles, have the following powers:

- (A) Generally to administer and to have possession of the funds of the Company and to apply such funds to such purposes and in such manner as they may deem necessary or advisable for the carrying out of the objects for which the Company is established, subject nevertheless to any regulation of these Articles and to such regulations as may be prescribed by the Council and also subject to the Memorandum of Association of the Company.
- (B) In particular to invest the funds and moneys of the Company upon any securities they may think fit, and to borrow money and give such security in respect thereof as may be deemed necessary.
- (C) To enter into a contract or contracts for the supply of staff, services and facilities and for the provision of office and other accommodation and for the use of office equipment, motor cars and other business apparatus generally and in particular with any corporation of which the company shall be a member.
- (D) In addition to the foregoing, to appoint and at pleasure to remove such officers as may be found necessary for the conduct of the business of the Company, and to fix and pay such annual salaries or other remuneration as they may deem fit.
- (E) To act in the name of the Company and generally to execute all the powers and functions of the Company as may be consistent with the Memorandum and Articles of Association of the Company.
- (F) To determine what services and facilities shall be made available to Members or groups of Members or class of Members and whether such services and facilities shall be treated as being included in or excluded from any sum or sums paid by members by way of annual subscriptions.
- (G) To arbitrate on any question of difference between Members of the Company.

- (H) To exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting, provided that no regulations made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- (I) To delegate to any Standing Committee or to a Special Committee to be appointed by them for that purpose such powers, duties, and obligations as they may from time to time deem expedient, with power to rescind such appointment and delegation.
- (J) Any Finance Committee or Committee appointed to deal with the selection, engagement or conditions of employment of officers of the Company (or the dismissal of the same) shall, without prejudice to the foregoing, consist of the Honorary Officers of the Company and not less than two other Members of Council.

SERVICE COMPANY

40. So long as the Company shall be a member of the Cycle and Motor Cycle Association Limited (or the successor in title to that Company) and shall have entered into any contract or contracts therewith for the supply of staff, services and facilities or for the provision of office and other accommodation or for the use of motor cars or other business equipment and by reason thereof shall be entitled to nominate individual persons as members of the board of directors of the said Cycle and Motor Cycle Association Limited, the following Members of Council shall be nominated:

- (A) The President
- (B) The Vice-President
- (C) The Deputy President (whom failing, the second Vice-President)

STANDING AND OTHER COMMITTEES

41. The Council may from time to time or as the occasion requires form or cause to be formed a committee or committees of members to administer any venture or undertaking of the company and may define the terms of reference thereof.

Such committee or committees may be formed as a Standing Committee to administer some particular business, in which event the composition of or manner of election to such Committee shall be laid down by the Council.

42. The Council may from time to time appoint an "ad hoc" committee composed of members of the Company and such "ad hoc" committee or committees shall (unless prevented from doing so by the Council) have power to co-opt other Members of the Company and persons or representatives of firms or corporations who are not Members of the Company.
43. A quorum for any Meeting of any Standing Committee shall be decided by the Council. A quorum for any Meeting of an "ad hoc" Committee shall be not less than one third of the number of the members of the Committee present in person, or not less than two persons present in person if the number of the members of the Committee is five or less.

44. In addition to the powers hereinbefore granted the Council may form or cause to be formed any Sub-Committee of Members of the Company to act jointly with any Committee of persons from any other corporation or association having aims and objects similar or akin to those of the Company.
45. An officer of the Company shall act as Secretary to all Standing or "ad hoc" Committees.
46. Any Standing Committee formed or caused to be formed by the Council shall remain in office until the meeting of the Council held next after the Annual General Meeting of Members of the Company at which the Council shall cause the nomination, appointment or election of members of such Committees as are requisite, provided always that no Standing Committee formed to administer some particular business of the Company which involved the control or expenditure of the Company's money shall be dissolved until the account in respect of the said particular business shall have been approved by the Council.

ANNUAL GENERAL MEETING

47. The Annual General Meeting of the Company shall be held in the month of January in each year or at such other time and at such place and upon such notice as the Council may determine. The business to be transacted at such General Meeting shall be:
- (A) To receive the Annual Report
 - (B) To receive the Annual Statement of Accounts
 - (C) To elect a President and a Vice-President or two Vice-Presidents, as the case may be.
 - (D) To elect Auditors
 - (E) To deal with any other business of which due notice shall have been given.
48. The Annual Statement of Accounts shall be presented in accordance with the provisions of the Companies Act 1967 and shall be signed by the President and one of the other Honorary Officers in office at the date of their preparation.
49. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts 1948 to 1967.

RECORDS

50. A correct record of the proceedings of the Company, its Council, Committees and Sub-Committees shall be kept by the Secretary, who shall also have the custody of all documents, Parliamentary papers, statistical works, and all property of a like nature belonging to the Company.
51. The Council shall cause proper books of account to be kept with respect to all moneys received or expended by the Company and the matters in respect of which such receipt or expenditure takes place and with respect to all other statutory requirements.

COMMON SEAL

52. The Council shall provide for the safe custody of the Common Seal of the Company which shall only be used by the authority of the Council or for such person or persons authorised by the Council in that behalf. Every instrument to which the Seal shall be affixed shall be signed by an Honorary Officer and the Director or the Secretary of the Company or by two of the Honorary Officers.

DIRECTOR AND SECRETARY

53. To exercise, of the powers granted by Article 39 (3) and (D) hereof the Council may appoint a chief executive of the Association who shall be designated "Director" but who shall not, by virtue of such designation, be a Director of the Company within the meaning of the Companies Act 1948 as subsequently amended, and the Council shall appoint a Secretary who shall be the Secretary of the Company within the meaning of the said Act.

NOTICES

54. Notice may be served upon Members, either personally, or by prepaid letter or circular, or by hand addressed to such Members at their registered addresses.
55. Any notice sent by post shall be deemed to have been served at the time when the letter or circular containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to show that the letter or circular containing the notice was properly addressed and posted.

INDEMNITY

56. Every Member of the Council and of any Committee, and any other officer or servant of the Company, shall be indemnified by the Company against all costs, losses, and expenses which any such Member, officer, or servant may incur or become liable for in any way in the execution of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default; and none of the said Members, officers, and servants shall be answerable for any act or default of any other of them, or for joining in receipts for the sake of conformity, or for any loss, misfortune, or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default.

1113282
62



The Motor Cycle Association of Great Britain Ltd

Registered in England 1113282

Registered Office and Correspondence:

Starley House
Eaton Road
Coventry CV1 2FH

Telephone 0203 27427
Telex 31590 MOCYAS

Our Ref. FRL/GMG/MCA 1

13th December 1984

The following Resolution was passed as a Special Resolution at the Twelfth Annual General Meeting of the Motor Cycle Association of Great Britain Limited on Tuesday, 11th December 1984:

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered in the following manner that is to say:-

- (a) "by deleting from Article 1 the following words:

'the Council' means the Board of Directors for the time being of the Company and 'Member of the Council' shall be construed accordingly"

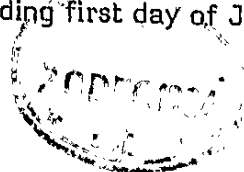
and substituting therefor the following wording:

"the Executive Board' means the Board of Directors for the time being of the Company and 'Member of the Executive Board' shall be construed accordingly and any reference in these Articles to 'the Council' or 'Member of the Council' shall be construed as a reference to 'the Executive Board' and 'Member of the Executive Board' respectively".

- (b) by deleting Article 11 and by substituting therefor the following new Article:

"11A. Subject to the provisions of Article 11B hereof, annual subscriptions shall be payable on the first day of July in each year in respect of the succeeding twelve calendar months.

The subscription of a member elected during the course of a year shall be abated proportionately by the number of whole calendar months expired (at the date of election of that member) since the preceding first day of July."



"11B. Manufacturer or other members whose subscriptions are in any way related to unit sales or unit registrations of machines, shall not pay their subscriptions in the manner set out in Article 11 hereof, but shall pay their subscriptions monthly in arrears so as to arrive at the Registered Office of the Company no later than 10 days from the date of calculation by the Company of the monthly subscription due. Any dispute as to the amount of monthly subscription due pursuant to this Article, may at the instance of either the Company or the member concerned, be referred to the Company's Auditors whose decision shall be final and binding on both parties."

"11C. Subscriptions shall not be deemed to have been paid (in the absence of any evidence to the contrary) until such time as a remittance for the full amount due in respect thereof has been received at the Registered Office of the Company."

- (c) by inserting after the word "arrear" and before the word "shall" on line one of Article 14 the following words:

"(or in the case of a Manufacturer member or other member whose subscriptions are payable by reference to unit sales or unit registrations of machines, if such subscription shall be in arrear for more than one month from the date stipulated in Article 11B)"

- (d) by deleting Article 22 and substituting therefor the following new Article:

"22. The Council shall consist of three Honorary Officers as defined in Article 38A hereof and such number of elected representatives as the Council may from time to time itself decide but which shall not at any time be less than eight persons."

- (e) by deleting Article 24 and substituting therefor the following new Article:

"24. With effect from 1st July 1985 an Associate Member shall not be eligible for election to the Council."

- (f) by deleting Article 33 and by substituting therefor the following new Article:

"33. The President of the Company for the time being shall be the Chairman of the Council.

In the absence of the President the first Vice President shall preside and in his absence the second Vice President shall preside and in the event of no Vice President being present, then the Council shall elect a Chairman from the Members present."

- (g) by re-numbering Article 38 as Article 38A and by deleting the first six lines of Article 38 and by substituting therefor the following new wording:

"38A. The Honorary Officers of the Company shall be:

1. The President.
2. A First Vice President who may be the immediate past President.
3. A Second Vice President.

The President, the First Vice President and the Second Vice President shall be....."

- (h) by inserting the following new Article as Article 38B:

"38B. In the event that the Council appoint a Director General pursuant to its powers contained in Articles 39(c) and (d) and Article 53, the Director General shall be a member of the Council and shall be entitled to express his opinion on any matters being discussed by the Council, but shall not be entitled to vote thereon".

- (i) by deleting Article 40 and by substituting therefor the following new Article:

"40. So long as the Company shall be a member of the CMCA Service Company Limited, it shall be entitled to nominate individual persons as members of the Board of Directors of the said CMCA Service Company Limited. For this purpose, three out of the following members of the Council shall be nominated:-

- (a) The President
- (b) The First Vice President
- (c) The Second Vice President
- (d) The Director General."

- (j) by deleting Article 47 and by substituting therefor the following new Articles 47A and 47B:

"47A. The Annual General Meeting of the Company shall be held in the month of January in each year or at such other time and at such place and upon such notice as the Council may determine. The Business to be transacted at such General Meeting shall be:

- (i) To receive the Annual Report.
- (ii) To receive the Annual Statement of Accounts.
- (iii) To elect a President and a Vice President or two Vice Presidents, as the case may be.
- (iv) To elect Auditors.
- (v) To deal with any other business of which due notice shall have been given."

"47B. In addition to the Annual General Meeting, General Meetings of Members shall be held at such frequency as the Council, in its absolute discretion, shall determine."

- (k) by deleting Article 53 and by substituting therefor the following new Article:

"53. In exercise of the powers granted by Articles 39(c) and (d) hereof the Council may appoint a chief executive of the Association who may be designated "Director" and may in addition appoint a "Director General" neither of whom shall, by virtue of such designation, be Directors of the Company within the meaning of the Companies Act 1948 as subsequently amended, and the Council shall appoint a Secretary who shall be the Secretary of the Company within the meaning of the said Act."

Signed:.....

F. R. LIDDELL
Secretary

(M418/84)

1113282
63

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE and not having a Share Capital

MEMORANDUM

AND

ARTICLES OF ASSOCIATION as adopted 23 April 1974
and subsequently amended 16 January 1980,
7 April 1981 and 11 December 1984

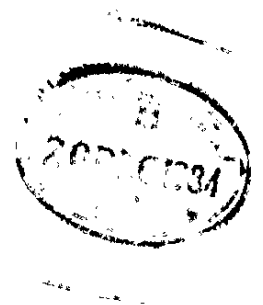
OF

THE

MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED

Registered Number of the Company: 1113282

Incorporated 11 May 1973



The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED

1. The Name of the Company is "THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - (1) To encourage and promote in the United Kingdom and abroad the interests and welfare of the Motor Cycle Industry (which expression includes manufacturers of and traders in two or three wheeled cycles (propelled directly or indirectly by means of the application of any form of mechanical or electrical power either by itself or in conjunction with the application of the muscular power of the rider or driver) and all accessories thereto and components thereof and manufacturers, traders and business enterprises engaged in allied or ancillary undertakings).
 - (2) To provide for the Industry the means of formulating and influencing general policy affecting the Industry on matters of industrial, commercial, economic, fiscal and technical importance and to act as a central authority for the Industry in making known and advising on the views of the Industry.
 - (3) To develop, watch over and encourage the Industry's efficiency and competitive power and to provide advice, information and assistance for that purpose.
 - (4) To carry on and promote all such activities necessary and desirable for the welfare and advancement of the Industry, the Members of the Company and the users of products of the Industry.
 - (5) To promote with central and local government and with the public at large interest in all activities relative to motor cycling and the use of the products of the Industry.
 - (6) To carry on the business of show and exhibition proprietors and managers, and in particular to provide for the exhibition of motor cycles, cycle cars and road vehicles of all kinds, and also all machinery, apparatus, implements, accessories, and things for use in the manufacture and use thereof, or in any way connected therewith.

- (7) To give the Legislature and public bodies and others facilities for conferring with and ascertaining the views of persons engaged in the Industry as regards matters directly or indirectly affecting the same.
- (8) To originate and promote improvements in the law, and to support or oppose alteration therein, and to effect improvements in administration, and, for the purpose aforesaid, to petition Parliament and take such other steps and proceedings as may be deemed expedient.
- (9) To diffuse among its Members and the public generally, information on all matters affecting, treating of, or bearing upon the objects of the Company, and to adopt such publicity methods as may further, or may be deemed to further, the interests of its Members, or their customers, or their trades or businesses, or may be deemed to further the general public interest.
- (10) To provide for the Members services for the collection, collation and diffusion of statistical and technical information and information on matters relating to market conditions and national and international requirements for the use or prospective use of the products of the Industry, and to procure the supply of information advantageous or beneficial to the Industry and public bodies and others and to the Press.
- (11) To provide for the delivery and holding of lectures, meetings, classes and conferences calculated directly or indirectly to advance the cause of education, whether general, professional, or technical, and to institute and establish scholarships, grants, awards, and other distinctions, and, without prejudice to the generality of the foregoing words, to improve and elevate the technical and general knowledge of persons engaged in, or about to engage in, the Industry or in any employment, manual or otherwise, in connection therewith.
- (12) To promote research and other scientific work in connection with the Industry and all ancillary and allied industries, and for that purpose to establish, form, equip and maintain laboratories, workshops, or factories, and to conduct and carry on experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work, whether in such laboratories or elsewhere.
- (13) To establish, promote, provide, or arrange or assist in establishing, promoting, providing or arranging showrooms, depots, and exhibitions, at home or abroad, for the purpose of extending, or with a view to extending, the sale of goods and merchandise produced by the Industry.
- (14) To establish, form, and maintain a library and collection of models, designs, drawings, and other articles of interest in connection with trades or businesses of members.
- (15) To carry on the business of proprietors and publishers of newspapers, journals, magazines, books, and other literary works and undertakings.
- (16) To encourage the discovery of, and investigate and make known the nature and merits of, inventions which may seem capable of being used by the Company's members, and to acquire any patents or licences relating to any such inventions, with a view to the use thereof by such members and others, either gratuitously or upon such terms as may seem expedient.

- (17) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions, trade marks and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or any other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- (18) To encourage the settlement of disputes by arbitration, and to act as or nominate arbitrators and umpires on such terms and in such cases as may seem expedient, and in particular to form, develop, support and maintain a Court of Arbitration, and to frame and adopt such rules and regulations, and appoint such officials as may be necessary, expedient, or desirable in connection therewith.
- (19) To retain or employ skilled, professional, or technical advisers, commercial agents, or other workers in connection with the objects of the Company, both in the United Kingdom and abroad, and such clerical and working assistants as may be found necessary, and pay therefor such fees or remuneration as may be thought expedient.
- (20) To enter into any arrangements with any Governments or authorities supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and employ with any such arrangements, rights, privileges, and concessions.
- (21) To seek for and obtain openings in the United Kingdom and abroad for the employment of capital, and to seek for and obtain openings for the sale of members' goods and merchandise, and for that purpose to retain and pay such persons as may be deemed necessary or expedient in connection therewith.
- (22) To establish, subsidise, promote, co-operate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend monetary assistance to, or otherwise assist any associations and institutions, incorporated or not incorporated, whose objects include scientific or industrial research, or whose objects are otherwise altogether or in part similar to those of the Company.
- (23) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (24) To subscribe to, become a member of, and to co-operate with any other company or association, whether incorporated or not, whose objects are altogether or in part similar to those of this Company, or of advantage to the members of this Company.
- (25) To amalgamate with any other Company having objects altogether or in part similar to those of this Company.

- (26) To raise money by subscriptions and to grant any rights and privileges to subscribers.
- (27) To enter into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on, or engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so directly or indirectly to benefit this Company.
- (28) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (29) To undertake and execute any trust which may seem to the Company conducive to any of its objects.
- (30) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined, and to lend money to such persons and on such terms as may seem expedient.
- (31) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (32) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Company.
- (33) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (34) To make, accept, endorse, execute, and issue promissory notes, bills of exchange, debentures, and other negotiable or transferable instruments.
- (35) To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- (36) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- (37) To borrow or raise money in such other manner as the Company shall think fit, and in particular by the issue of bills of exchange, promissory notes, bonds, debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future).
- (38) To subscribe to any charities and to grant donations for any public purpose, and to provide a superannuation fund for the servants of the Company, or otherwise to assist any such servants, their widows and children.

- (39) To assign to any Member or class of Members any preferential, special or qualified rights or privileges over, or as compared with, any other Members as regards voting or participating in the privileges and benefits of the Company.
- (40) To procure the Company to be registered or recognised in any part of the British Commonwealth of Nations or in any foreign country or place.
- (41) To engage in any business or transaction which may be deemed to be conducive to the interests or convenience of the members of the Company, or any section thereof, and, without prejudice to the generality of the foregoing words, to buy, sell, and deal in goods, whether raw, manufactured, or partly manufactured, chattels, and effects of all kinds, and to transact every kind of agency business, or as concessionaires.
- (42) To do all such lawful things (including the expenditure of the moneys of the Company) as the Company may deem incidental or conducive to the attainment of the separate and several objects hereinbefore in this Clause set out, whether effecting the whole of the Industry or merely one or more particular sections thereof or the business of any particular Member or group of Members of the Company and to do all such things in the United Kingdom or abroad either alone or in conjunction with, or as factors, agents or trustees for other companies, firms or individuals.

Such of the foregoing objects as confer upon a Company the power to carry on or exercise any trade or business shall be subsidiary to and shall be exercised solely or subsidiary to and for the furtherance of the main objects for which the Company is established as set forth in Paragraph 1 to 6 inclusive of this Clause.

- 4. The liability of the members is limited.
- 5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required not exceeding one pound.

* * * *

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED

INTERPRETATION

1. In these regulations (unless there is anything in the subject or context inconsistent therewith):

"The Company" means the above-named Company.

"The Executive Board" means the Board of Directors for the time being of the Company and "Member of the Executive Board" shall be construed accordingly and any reference in these Articles to "the Council" or "Member of the Council" shall be construed as a reference to "the Executive Board" and "Member of the Executive Board" respectively.

"Manufacturer" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of two or three wheeled cycles propelled directly or indirectly by means of the application of any form of mechanical or electrical power either by itself or in conjunction with the application of the muscular power of the rider or driver.

"Supplier" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of recognised and essential parts of or belonging to or used in conjunction with the products of Manufacturers or in the manufacture, assembly or production of accessories, components and equipment ordinarily used by the riders or drivers of or passengers on such products.

"Factor" means any person, firm or corporation who is a wholesale trader and not a dealer, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith.

"Dealer" means any person, firm or corporation who is a trader dealing by retail sales and services with the public at large, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith.

"Ordinary Member" includes Manufacturers and Suppliers as hereinbefore defined and such other members as may from time to time with the agreement of the Council pay Full or Ordinary membership subscriptions as stipulated in these Articles.

"Associate" includes Factors and Dealers as hereinbefore defined and such other persons, firm or corporation who may be elected an Associate Member of the company by the Council and in whom is vested only such rights or upon whom is imposed such limitation of rights as may be determined by these Articles or any powers granted to the Council thereunder.

"The Industry" means the business or trade carried on by Members of the Company as described in the Objects Clause of the Memorandum of Association of the Company.

"The Support Industry" includes manufacturers, traders and business enterprises engaged in undertakings which are allied or ancillary to (but not part of) the Industry and whose interests are related to those of the Industry in the context of Clause 3 (1), (2), (3), (4) and (5) of the Memorandum of Association of the Company.

"In writing" means written or printed or partly written or partly printed.

Words importing the singular number only include the plural number and vice versa.

Words importing persons include corporations (unless the text requires the contrary).

"The Office" means the registered office of the Company for the time being.

MEMBERSHIP

2. For the purposes of registration the number of Members of the Company is to be taken to be 1,000 and the Council may from time to time register an increase of Members.
3. There shall be the following classes of Members, namely:
 - (a) Ordinary
 - (b) Associate
 - (c) Such other class or classes of Members as the Council may from time to time determine.
4. Any person, firm or corporation carrying on a trade or business hereinbefore defined as being that of a Manufacturer, Supplier, Factor or Dealer, or as being within the Support Industry shall (subject to the powers conferred on the Council by those Articles in that behalf) be admissible as a Member of the Company.
5. The Council shall from time to time decide which groups or categories from those hereinbefore defined as:
 - (a) Manufacturer
 - (b) Supplier
 - (c) Factor
 - (d) Dealer
 - (e) The Support Industry

shall at any time be eligible for Membership, so long always as any decision by the Council to determine the eligibility for Membership as aforesaid shall not terminate the rights and duties or the liability of any group or category of Members nor of any individual Member before the expiry of any current membership subscription.

6. Where any person desires to be admitted to Ordinary or Associate membership of the Company he shall sign and deliver to the Company an application for admission in writing framed in such terms as the Council shall require, and countersigned by two Members and such application (except in the case of a successor in business of any Member) must be accompanied by the entrance fee which may from time to time be payable.
7. Election to Ordinary or Associate membership shall be by simple majority of the Council at one of its meetings who shall have power to remit in whole or in part the entrance fee in their absolute discretion. The Council shall not be required to record in its minutes any reason for, or details of voting upon, the allowing or disallowing of any application for membership, nor shall it be required to assign any reason for its decisions to any applicant or to any Member of the Company or other person.
8. Subject to Article 7 hereof, all Members shall pay an entrance fee upon joining the Company and an annual subscription. The entrance fees and subscriptions of all or any of the classes of Members shall be determined and may from time to time be increased or reduced by the Council.
9. Ordinary Members shall pay such Full or Ordinary membership subscription rates as may be determined by virtue of Article 8 hereof and shall, in consequence of such payment, be entitled to all the rights, privileges and benefits as are provided for in these Articles or may, from time to time, be granted by the Council in addition thereto.

Associate Members shall pay such reduced or other membership subscription rates as may be determined as aforesaid and shall, in consequence of such payment, be entitled only to such rights, privileges and benefits as are granted as aforesaid.

10. The Council may for the purpose of determining the annual subscription to be paid by a Member (but for no other reason) require that Member to certify in writing to the Director or Secretary of the Company the interest of the Member in the Industry.
- 11A. Subject to the provisions of Article 11B hereof, annual subscriptions shall be payable on the first day of July in each year in respect of the succeeding twelve calendar months.

The subscription of a member elected during the course of a year shall be abated proportionately by the number of whole calendar months expired (at the date of election of that member) since the preceding first day of July.

- 11B. Manufacturer or other members whose subscriptions are in any way related to unit sales or unit registrations of machines, shall not pay their subscriptions in the manner set out in Article 11 hereof, but shall pay their subscriptions monthly in arrears so as to arrive at the Registered Office of the Company no later than

10 days from the date of calculation by the Company of the monthly subscription due. Any dispute as to the amount of monthly subscription due pursuant to this Article, may at the instance of either the Company or the member concerned, be referred to the Company's Auditors whose decision shall be final and binding on both parties.

- 11C. Subscriptions shall not be deemed to have been paid (in the absence of any evidence to the contrary) until such time as a remittance for the full amount due in respect thereof has been received at the Registered Office of the Company.
12. Every Member shall be bound to further to the best of his ability the objects and interests of the Company and shall observe all regulations for the time being of the Company.
13. Subject to Article 14 hereof each Ordinary Member shall have one vote at a General Meeting of the Company.
14. A Member whose annual subscription is more than one month in arrear (or in the case of a Manufacturer member or other member whose subscriptions are payable by reference to unit sales or unit registrations of machines, if such subscription shall be in arrear for more than one month from the date stipulated in Article 11B) shall not be entitled to vote or exercise any of the rights conferred by these Articles or otherwise if the Secretary shall have served a notice requiring payment upon that Member and the Member shall not then have paid the said arrears within seven days of the service of the said notice.

TERMINATION OF MEMBERSHIP

15. Any Member shall be at liberty to withdraw from the Company by giving to the Company at least one calendar month's notice in writing of his intention so to do and at the expiration of such notice he shall cease to be a Member without prejudice to any claim for any breach or non-observance of these Articles.
16. A Member shall cease to be a Member:
 - (a) On the Member ceasing to be qualified, as hereinbefore provided.
 - (b) In the case of a Member being a Limited Company, on the passing of a resolution for its liquidation, or the appointment of a Receiver, except that in the case of the appointment of a Receiver the Council shall have the power at the Receiver's request to resolve that the membership of the Company shall continue as though a Receiver had not been appointed; in case of a Member being an individual on his bankruptcy, or death, and in the case of a Member being a Firm upon its dissolution.
 - (c) On his failure in any year to pay his annual subscription on or before the First day of September in that year.
 - (d) If he is excluded from the Company under Article 17 hereof or has withdrawn under Article 15 hereof.
 - (e) In the event that the Council shall have decided (as provided by Article 5) to determine the eligibility for Membership of the group or category to which the Member belongs.

17. The Council may, by Resolution passed by a majority of its members then present and voting, exclude any Member from the Company, if in their absolute discretion they consider it desirable in the interests of the Company or of the Industry so to do, and thereupon the said Member shall cease to be a Member of the Company. Provided that no Member shall be excluded as aforesaid unless and until he has had notice in general terms of matters which in the opinion of the Council render his exclusion desirable and has had an opportunity of appearing before the Council and showing cause why he should not be excluded.

OBLIGATIONS AND POWERS OF MEMBERS

18. A Member may by an authority in writing delegate to any partner, Director, Secretary, or Manager of such Member the power to exercise the right of Membership on his behalf, save and except the power of delegation hereby conferred. Such delegate may exercise all rights of Membership save and except also any rights made personal to individuals and not to Members by these Articles but including the right to attend all or any of the Meetings of the Company or of any Committee or Section of the Company. The Chairman of any such meeting shall have the power to demand the production of a written authority, and if such authority is not produced such delegate shall not be entitled to exercise such right. The delegation of authority shall be in the form from time to time prescribed by the Council.
19. Every Ordinary Member shall have the right to apply for the allocation to him of space at all exhibitions established, promoted, provided or arranged by the Company and to have his name included in the list of applicants therefor, subject however to the rules and regulations applicable to any such exhibition which may be laid down from time to time by the Company or by any Show Management Committee.
20. The Council shall have power in its absolute discretion to give, assign to, limit and define the rights, privileges, duties, liabilities and obligations of the various classes of Members as defined by Article 3 hereof and their decision in such matter shall be final and binding on all Members.

THE COUNCIL AND HONORARY OFFICERS

21. The business of the Company shall be managed by the Council acting either of its own authority or by delegation of authority as provided for in these Articles. The Members of the Council are the Directors of the Company within the meaning of the Companies Acts 1948 and 1967.
22. The Council shall consist of three Honorary Officers as defined in Article 38A hereof and such number of elected representatives as the Council may from time to time itself decide but which shall not at any time be less than eight persons.
23. The qualification for Membership of the Council shall be that any Member of the Council (whether an elected representative, ex-officio or co-opted) shall be (a) in the case of an individual who is a Member of the Company, that individual person, or (b) in the case of a firm which is a Member of the Company, a partner in that firm, or (c) in the case of a corporation which is a Member of the Company, a director or senior executive of that corporation.

24. With effect from 1st July 1985 an Associate Member shall not be eligible for election to the Council.
25. The Council may at any time create a vacancy or vacancies on the Council by increasing the number of elected representatives and allocate such seat or seats to Members of any group or groups or any new group or groups of Members as may be eligible for membership by virtue of Article 5 and may, in its entire discretion, place any limitation on the power of any representative elected to fill such vacancy either pro temporare or by reference to the creation of the vacancy as aforesaid.
26. Nothing in these Articles shall prevent an ex-officio Member of the Council from being re-elected to the Council as an elected representative.
27. All elections to the Council shall be by Postal Ballot and Article 28 shall be applied to such elections. Membership of the Council shall not be assignable and deputy, delegate or proxy membership shall not be permitted.
28. The following shall be the mode of election to the Council. A notice shall be sent by the Secretary to the Members in respect of vacancies which exist in the office of membership of the Council. Such notice shall set forth particulars and the date of the election, accompanied by a nomination paper, stating (where appropriate) the name of the retiring Member or the name of the Member whose place is to be filled and distinguishing those who are eligible for re-election. Nominations for election must be in writing and delivered to the Company at least fourteen days before the date of the election. Each person nominated shall be required to indicate his assent to nomination. Voting Papers giving lists of persons nominated, together with a statement of attendance of each Member of the Council during the preceding year, shall be served upon every Member entitled to vote, intimating the last day upon which voting papers shall be returned. The Council shall appoint one scrutineer or more as it thinks fit, who shall report the result shown by such voting papers, as soon as possible after the conclusion of voting. In case the number of nominations shall be equal or less than the number of vacancies, then those Members who are nominated shall be duly elected without voting, and if the number of nominations shall be less than the number of vacancies the Council shall fill the remaining vacancies by appointment or by co-option as hereinafter provided. A Member shall vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any one candidate. Voting papers containing more or less votes than there are vacancies shall be invalid. In case of equality of votes, the President, or in his absence the Deputy President, shall have the casting vote. The nomination and voting papers must be delivered at the Registered Office of the Company.
29. One-third of the Council shall retire annually immediately after the Annual General Meeting, and if their number is not a multiple of three the number nearest to one-third shall retire. The Members to retire in each year shall be those who have been longest in office. As between Members who have held office for the same length of time, unless they agree among themselves, the Member or Members to retire shall be determined by lot. The length of time a Member has been in office shall be computed from his last election or appointment.

30. No canvassing shall take place in connection with any election of the Council. Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place, shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place. The Council shall determine the question as to whether any such disqualification has taken place.
31. A retiring Member of the Council if eligible in other respects shall be eligible for re-election.
32. A quorum for any Meeting of the Council shall be six persons personally present and the meeting of the Council shall be attended by such officers of the Company as the Council shall from time to time direct.
33. The President of the Company for the time being shall be the Chairman of the Council.

In the absence of the President the First Vice President shall preside and in his absence the Second Vice President shall preside and in the event of no Vice Chairman being present, then the Council shall elect a Chairman from the Members present.

34. The Council may in its absolute discretion co-opt to the Council any Member of the Company who is eligible for election to the Council to serve on the Council and to act in all manner as an elected representative on the Council as provided in Article 21 hereof, so long always as there shall not at any one time be more than three Members who have been co-opted to the Council.

Any Member eligible as aforesaid may be co-opted either for a specific purpose or period or for an unspecified period provided always that any Member co-opted for an unspecified period shall retire, as if by rotation after the Annual General Meeting of the Company held next after his co-option but shall be eligible for election, re-election or appointment as provided for by Article 28 hereof or for co-option for a specific purpose or for a further specified period not exceeding twenty-one months in all.

35. For the purpose of computing service as a Member of Council and to ascertain the number of Members of Council at any time, the following provisions shall apply, notwithstanding any general conditions relating to Membership of the Council herein contained:

- (1) In respect of Article 29 hereof, any Member of the Council who retires by rotation immediately after any Annual General Meeting shall be deemed to remain in office until the earlier of (a) the election of another Member of Council in his stead (or his own re-election, as the case may be) or (b) the seat on the Council having been declared vacant by the Council in the event of there being no nomination for or election of a Member of the Council in the place of the Member retiring as aforesaid.
- (2) In respect of Article 34 hereof, any Member of the Council who is co-opted to fill a vacancy on the Council may be deemed to have been a Member of Council from the date of the vacancy and not from the date of the co-optation.

36. The Council shall meet not less than four times a year at any time and place upon such notice as the President for the time being shall determine,
37. The President shall have power to call a special meeting of the Council at any time he may think fit, or the Secretary shall call such meeting on the written request of four Members of the Council.
- 38A. The Honorary Officers of the Company shall be:
 - (1) The President
 - (2) A First Vice President who may be the immediate past President.
 - (3) A Second Vice President

The President, the First Vice President and the Second Vice President shall be elected annually by the Members of the Company at the Annual General Meeting. Suitable candidates for these offices shall be nominated by the Council at its meeting next last before the Annual General Meeting of the Company.

The Immediate Past President shall be the Deputy President of the Company.

The Honorary Officers shall (subject to the requirements of Article 23 hereof) be Members of the Council during their term of office and by reason of their office.

If or whenever there shall from any cause be no President of the Company, the Council shall designate one of the other Honorary Officers to be the Acting President of the Company until the election of a President at the Annual General Meeting next following. Such Acting President shall fulfil and discharge all the functions and duties of the President for the time being of the Company and all reference in these Articles to "the President" shall (where the context so requires) be deemed to refer also to such Acting President.

- 38B. In the event that the Council appoint a Director General pursuant to its powers contained in Articles 39(c) and (d) and Article 53, the Director General shall be a member of the Council and shall be entitled to express his opinion on any matters being discussed by the Council, but shall not be entitled to vote thereon.

POWERS OF COUNCIL

39. The Council shall, in addition to any powers otherwise conferred by these Articles, have the following powers:
 - (a) Generally to administer and to have possession of the funds of the Company and to apply such funds to such purposes and in such manner as they may deem necessary or advisable for the carrying out of the objects for which the Company is established, subject nevertheless to any regulation of these Articles and to such regulations as may be prescribed by the Council and also subject to the Memorandum of Association of the Company.
 - (b) In particular to invest the funds and moneys of the Company upon any securities they may think fit, and to borrow money and give such security in respect thereof as may be deemed necessary.

- (c) To enter into a contract or contracts for the supply of staff, services and facilities and for the provision of office and other accommodation and for the use of office equipment, motor cars and other business apparatus generally and in particular with any corporation of which the company shall be a member.
- (d) In addition to the foregoing, to appoint and at pleasure to remove such officers as may be found necessary for the conduct of the business of the Company, and to fix and pay such annual salaries or other remuneration as they may deem fit.
- (e) To act in the name of the Company and generally to execute all the powers and functions of the Company as may be consistent with the Memorandum and Articles of Association of the Company.
- (f) To determine what services and facilities shall be made available to Members or groups of Members or class of Members and whether such services and facilities shall be treated as being included in or excluded from any sum or sums paid by Members by way of annual subscriptions.
- (g) To arbitrate on any question of difference between Members of the Company.
- (h) To exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting, provided that no regulations made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- (i) To delegate to any Standing Committee or to a Special Committee to be appointed by them for that purpose such powers, duties, and obligations as they may from time to time deem expedient, with power to rescind such appointment and delegation.
- (j) Any Finance Committee or Committee appointed to deal with the selection, engagement or conditions of employment of officers of the Company (or the dismissal of the same) shall, without prejudice to the foregoing, consist of the Honorary Officers of the Company and not less than two other Members of Council.

SERVICE COMPANY

40. So long as the Company shall be a member of the CMCA Service Company Limited, it shall be entitled to nominate individual persons as members of the Board of Directors of the said CMCA Service Company Limited. For this purpose, three out of the following members of the Council shall be nominated:-

- (a) The President
- (b) The First Vice President
- (c) The Second Vice President
- (d) The Director General

STANDING AND OTHER COMMITTEES

41. The Council may from time to time or as the occasion requires form or cause to be formed a committee or committees of members to administer any venture or undertaking of the company and may define the terms of reference thereof.

Such committee or committees may be formed as a Standing Committee to administer some particular business, in which event the composition of or manner of election to such Committee shall be laid down by the Council.

42. The Council may from time to time appoint an "ad hoc" committee composed of members of the Company and such "ad hoc" committee or committees shall (unless prevented from doing so by the Council) have power to co-opt other Members of the Company and persons or representatives of firms or corporations who are not Members of the Company.
43. A quorum for any Meeting of any Standing Committee shall be decided by the Council. A quorum for any Meeting of an "ad hoc" Committee shall be not less than one third of the number of the members of the Committee present in person, or not less than two persons present in person if the number of the members of the Committee is five or less.
44. In addition to the powers hereinbefore granted the Council may form or cause to be formed any Sub-Committee of Members of the Company to act jointly with any Committee of persons from any other corporation or association having aims and objects similar or akin to those of the Company.
45. An officer of the Company shall act as Secretary to all Standing or "ad hoc" Committees.
46. Any Standing Committee formed or caused to be formed by the Council shall remain in office until the meeting of the Council held next after the Annual General Meeting of Members of the Company whereat the Council shall cause the nomination, appointment or election of members of such Committees as are requisite, provided always that no Standing Committee formed to administer some particular business of the Company which involved the control or expenditure of the Company's money shall be dissolved until the accounts in respect of the said particular business shall have been approved by the Council.

ANNUAL GENERAL MEETING

- 47A. The Annual General Meeting of the Company shall be held in the month of January in each year or at such other time and at such place and upon such notice as the Council may determine. The business to be transacted at such General Meeting shall be:
- (i) To receive the Annual Report.
 - (ii) To receive the Annual Statement of Accounts.
 - (iii) To elect a President and a Vice President or two Vice Presidents, as the case may be.
 - (iv) To elect Auditors.
 - (v) To deal with any other business of which due notice shall have been given.

- 47B. In addition to the Annual General Meeting, General Meetings of Members shall be held at such frequency as the Council, in its absolute discretion, shall determine.
- 48. The Annual Statement of Accounts shall be presented in accordance with the provisions of the Companies Act 1967 and shall be signed by the President and one of the other Honorary Officers in office at the date of their preparation.
- 49. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts 1948 to 1967.

RECORDS

- 50. A correct record of the proceedings of the Company, its Council, Committees and Sub-Committees shall be kept by the Secretary, who shall also have the custody of all documents, Parliamentary papers, statistical works, and all property of a like nature belonging to the Company.
- 51. The Council shall cause proper books of account to be kept with respect to all moneys received or expended by the Company and the matters in respect of which such receipt or expenditure takes place and with respect to all other statutory requirements.

COMMON SEAL

- 52. The Council shall provide for the safe custody of the Common Seal of the Company which shall only be used by the authority of the Council or for such person or persons authorised by the Council in that behalf. Every instrument to which the Seal shall be affixed shall be signed by an Honorary Officer and the Director or the Secretary of the Company or by two of the Honorary Officers.

DIRECTOR AND SECRETARY

- 53. In exercise of the powers granted by Articles 39(c) and (d) hereof the Council may appoint a chief executive of the Association who may be designated "Director" and may in addition appoint a "Director General" neither of whom shall, by virtue of such designation, be Directors of the Company within the meaning of the Companies Act 1948 as subsequently amended, and the Council shall appoint a Secretary who shall be the Secretary of the Company within the meaning of the said Act.

NOTICES

- 54. Notices may be served upon Members, either personally, or by prepaid letter or circular, or by hand addressed to such Members at their registered addresses.
- 55. Any notice sent by post shall be deemed to have been served at the time when the letter or circular containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to show that the letter or circular containing the notice was properly addressed and posted.

INDEMNITY

56. Every Member of the Council and of any Committee, and any other officer or servant of the Company, shall be indemnified by the Company against all costs, losses, and expenses which any such Member, officer, or servant may incur or become liable for in any way in the execution of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default; and none of the said Members, officers, and servants shall be answerable for any act or default of any other of them, or for joining in receipts for the sake of conformity, or for any loss, misfortune, or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default.

* * * *

SCHEDULE OF AMENDMENTS

Original Articles of Association as amended and adopted 23 April 1974.

Article 38 amended 16 January 1980

Article 22 amended 7 April 1981

Articles 1, 11, 14, 22, 24, 33, 38, 40, 47, and 53 amended 11 December 1984

* * * *

A

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Form No. 3

3

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

Please complete
legibly,
preferably in
black type, or
bold block
lettering

To the Registrar of Companies

For official use

Company number

Name of company

66

1113282

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN

Limited *

*delete if
inappropriate

NOTE

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end, is as shown below:

Day Month

3 1 1 2

† delete as
appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~
[extended] † and ~~is to be treated as having come to an end~~ [will come to an end] † on

Day Month Year

3 1 1 2 1 9 8 5

See note 4 (c)
and complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

‡ delete as
appropriate

The company is a ~~subsidiary~~ [holding company] ‡ of _____

_____, company number _____

the accounting reference date of which is _____

§ delete as
appropriate

Signed *J. R. Liddell* [Director] [Secretary] § Date 11 March 1985

Presentor's name, address and
reference (if any):

THE MOTOR CYCLE ASSOCIATION
OF GREAT BRITAIN LIMITED

Starling House, Foston Road,
BOVEY TRAFAL, OXFORD

For official use
General section

Post room

15 MAR 1985
70
OFFICE

41

Company Number 1113282 143

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LTD

passed 10th December 1985

AT an ANNUAL GENERAL MEETING of the above named Company duly convened and held at Starley House Eaton Road Coventry West Midlands, on the 10th December 1985 the following Resolution was duly passed as a SPECIAL RESOLUTION

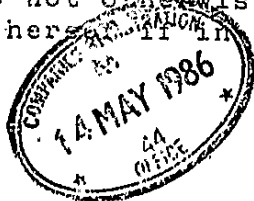
That the Articles of Association of the Company be altered in the following manner that is to say :-

- a) by deleting the word "July" on line 2 and line 6 of Article 11A and by substituting therefor the word "January"
- b) by adding the following wording at the end of Article 13:-

"For the avoidance of doubt Associate Members shall not be entitled to vote at General Meetings of the Company"

- c) by re-numbering Article 20 as Article 20A and by adding a new Article 20B as follows :-

"20B The Council shall have the right to admit as a Member (into such class of membership as it shall determine) such person or persons not otherwise qualified for membership pursuant to Article 4 hereof in its absolute discretion the Council



considers that the admission to membership of such person or persons would further all or any of the objects of the Company as set out in Clause 3(1) (2) (3) (4) or (5) of the Memorandum of Association."

(d) by deleting Article 22 and by substituting therefor the following Article :-

"22 The Council shall consist of such number of elected representatives as the Council may from time to time itself determine but which shall not at any time be less than eight persons"

(e) by deleting from Article 28 from the words "in case of equality of votes"..... to the words "the casting vote" and by substituting therefor the following :-

"In case of equality of votes the Chairman of the Company or in his absence the Deputy Chairman shall have the casting vote."

(f) by deleting Article 33 and by substituting the following Article :-

"33 The Chairman of the Company shall be the chairman of the Council. In the absence of the Chairman of the Company from a Council meeting the Council shall elect a chairman for such meeting from the Members present and for this purpose the Director General shall be eligible to be elected chairman to preside at such meeting."

(g) by deleting from Articles 36 and 37 the word "President" any by substituting therefor the words "Chairman of the Company".

(h) by deleting Article 38A and by substituting therefor the following new Article:-

"38A The Council shall at its Meeting next following the Annual General Meeting (or at such other of its Council Meetings as the Council may from time to time determine) elect one of its Council Members to be the Chairman of the Company. The Chairman shall be elected for a period of one year (or for such other period as the Council shall from time to time determine) provided that any Chairman so elected shall retire as if by rotation at the Council Meeting next following the Annual General Meeting but shall be eligible for re-election as Chairman at such Meeting subject to him being still eligible as an elected Member of the Council.

If or whenever there shall from any cause be no Chairman of the Company the Council shall designate one or other of their number to be Acting Chairman of the Company until the election of a new Chairman.

The Acting Chairman of the Company shall fulfil and discharge all the functions and duties of the Chairman of the Company for the time being of the Company and all reference in these Articles to the "Chairman of the Company" shall (where the context so admits) be deemed to refer also to the Acting Chairman."

(i) by the addition of a new Article 38C as follows :-

"38C The Deputy Chairman of the Company shall be the immediate past or retiring Chairman or in the event of there being no such person (or in the event of such person no longer being a Member of the Council) such other Member of the Council as the Council shall determine."

(j) by the addition of the following new Article 38D :-

"38D The Company shall elect annually a President who shall serve as an honorary officer of the Company.

The Duties of the President will be to further the interests and aims of the Company as defined in the Company's objects and in pursuance of such objects to carry out such further duties as the Council shall from time to time determine.

Suitable candidates for the office of President shall be selected by the Council at its Meeting next last before the Annual General Meeting of the Company.

The President shall be elected annually by the Members of the Company at the Annual General Meeting provided that if or when-ever there shall from any cause be no President the Council shall designate such other person to act as President until the election of a President at the next following Annual General Meeting as it may in its absolute discretion determine.

The President shall not be required to be a Member of the Motor Cycle Industry and the qualifications as to membership of the Company contained in Article 4 shall be inapplicable to the office of president.

The President shall not be entitled to a vote at General Meetings of the Company and shall not by reason of the office of President be a member of the Council."

(k) by deleting Article 40 and by substituting therefor the following new Article:-

"40. So long as the Company shall be a member of the C.M.C.A. Service Company Limited, it shall be entitled to nominate individual persons as members of the Board of Directors of the said C.M.C.A. Service Company Limited. For this purpose the Council may nominate any three of its members (which for the avoidance of doubt may include the Director General should he be so nominated by the Council)."

(l) by amending Article 47A by deleting in the second line the word "January" and by substituting therefor the word "June" and by adding after the word "determine" on line 3 of that Article the following words :-

"The Chairman of the Company shall act as Chairman of the Meeting."

and by deleting (iii) of that Article and by substituting therefor the following :-

"(iii) To elect the President".

and by deleting in (iv) of that Article the word "elect" and by substituting therefor the word "appoint"

(m) by deleting from line 4 of Article 52 the words "an Honorary Officer" and by substituting therefor "the Chairman of the Company" and by deleting from line 5 the words "of the Honorary Officers" and by substituting therefor the words "members of the Council."

M. Liddell
.....

~~DIRECTOR~~ Secretary

(M27/86)

1113282

44

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE and not having a Share Capital

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

as adopted 23 April 1974
and subsequently amended 16 January 1980,
7 April 1981, 11 December 1984
and 10 December 1985

OF

THE

MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED

Registered Number of the Company: 1113282

Incorporated 11 May 1973



The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED

1. The Name of the Company is "THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED."
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - (1) To encourage and promote in the United Kingdom and abroad the interests and welfare of the Motor Cycle Industry (which expression includes manufacturers of and traders in two or three wheeled cycles (propelled directly or indirectly by means of the application of any form of mechanical or electrical power either by itself or in conjunction with the application of the muscular power of the rider or driver) and all accessories thereto and components thereof and manufacturers, traders and business enterprises engaged in allied or ancillary undertakings).
 - (2) To provide for the Industry the means of formulating and influencing general policy affecting the Industry on matters of industrial, commercial, economic, fiscal and technical importance and to act as a central authority for the Industry in making known and advising on the views of the Industry.
 - (3) To develop, watch over and encourage the Industry's efficiency and competitive power and to provide advice, information and assistance for that purpose.
 - (4) To carry on and promote all such activities necessary and desirable for the welfare and advancement of the Industry, the Members of the Company and the users of products of the Industry.
 - (5) To promote with central and local government and with the public at large interest in all activities relative to motor cycling and the use of the products of the Industry.
 - (6) To carry on the business of show and exhibition proprietors and managers, and in particular to provide for the exhibition of motor cycles, cycle cars and road vehicles of all kinds, and also all machinery, apparatus, implements, accessories, and things for use in the manufacture and use thereof, or in any way connected therewith.

- (7) To give the Legislature and public bodies and others facilities for conferring with and ascertaining the views of persons engaged in the Industry as regards matters directly or indirectly affecting the same.
- (8) To originate and promote improvements in the law, and to support or oppose alteration therein, and to effect improvements in administration, and, for the purpose aforesaid, to petition Parliament and take such other steps and proceedings as may be deemed expedient.
- (9) To diffuse among its Members and the public generally, information on all matters affecting, treating of, or bearing upon the objects of the Company, and to adopt such publicity methods as may further, or may be deemed to further, the interests of its Members, or their customers, or their trades or businesses, or may be deemed to further the general public interest.
- (10) To provide for the Members services for the collection, collation and diffusion of statistical and technical information and information on matters relating to market conditions and national and international requirements for the use or prospective use of the products of the Industry, and to procure the supply of information advantageous or beneficial to the Industry and public bodies and others and to the Press
- (11) To provide for the delivery and holding of lectures, meetings, classes and conferences calculated directly or indirectly to advance the cause of education, whether general, professional, or technical, and to institute and establish scholarships, grants, awards, and other distinctions, and, without prejudice to the generality of the foregoing words, to improve and elevate the technical and general knowledge of persons engaged in, or about to engage in, the Industry or any employment, manual or otherwise, in connection therewith.
- (12) To promote research and other scientific work in connection with the Industry and all ancillary and allied industries, and for that purpose to establish, form, equip and maintain laboratories, workshops, or factories, and to conduct and carry on experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work, whether in such laboratories or elsewhere.
- (13) To establish, promote, provide, or arrange or assist in establishing, promoting, providing or arranging showrooms, depots, and exhibitions, at home or abroad, for the purpose of extending, or with a view to extending, the sale of goods and merchandise produced by the Industry.
- (14) To establish, form, and maintain a library and collection of models, designs, drawings, and other articles of interest in connection with trades or businesses of members.

- (15) To carry on the business of proprietors and publishers of newspapers, journals, magazines, books, and other literary works and undertakings.
- (16) To encourage the discovery of, and investigate and make known the nature and merits of, inventions which may seem capable of being used by the Company's members, and to acquire any patents or licences relating to any such inventions, with a view to the use thereof by such members and others, either gratuitously or upon such terms as may seem expedient.
- (17) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions, trade marks and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or any other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- (18) To encourage the settlement of disputes by arbitration and to act as or nominate arbitrators and umpires on such terms and in such cases as may seem expedient, and in particular to form, develop, support and maintain a Court of Arbitration, and to frame and adopt such rules and regulations, and appoint such officials as may be necessary, expedient, or desirable in connection therewith.
- (19) To retain and employ skilled, professional, or technical advisers, commercial agents, or other workers in connection with the objects of the Company, both in the United Kingdom and abroad, and such clerical and working assistants as may be found necessary, and pay therefor such fees or remuneration as may be thought expedient.
- (20) To enter into any arrangements with any Governments or authorities supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and employ with any such arrangements, rights, privileges, and concessions.
- (21) To seek for and obtain openings in the United Kingdom and abroad for the employment of capital, and to seek for and obtain openings for the sale of members' goods and merchandise, and for that purpose to retain and pay such persons as may be deemed necessary or expedient in connection therewith.
- (22) To establish, subsidise, promote, co-operate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend monetary assistance to, or otherwise assist any associations and institutions, incorporated or not incorporated, whose objects include scientific or industrial research, or whose objects are otherwise altogether or in part similar to those of the Company.

- (23) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (24) To subscribe to, become a member of, and to co-operate with any other company or association, whether incorporated or not, whose objects are altogether or in part similar to those of this Company, or of advantage to the members of this Company.
- (25) To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
- (26) To raise money by subscriptions and to grant any rights and privileges to subscribers.
- (27) To enter into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on, or engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (28) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (29) To undertake and execute any trust which may seem to the Company conducive to any of its objects.
- (30) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined, and to lend money to such persons and on such terms as may seem expedient.
- (31) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (32) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Company.
- (33) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (34) To make, accept, endorse, execute, and issue promissory notes, bills of exchange, debentures, and other negotiable or transferable instruments.

- (35) To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- (36) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- (37) To borrow or raise money in such other manner as the Company shall think fit, and in particular by the issue of bills of exchange, promissory notes, bonds, debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future).
- (38) To subscribe to any charities and to grant donations for any public purpose, and to provide a superannuation fund for the servants of the Company, or otherwise to assist any such servants, their widows and children.
- (39) To assign to any Member or class of Members any preferential, special or qualified rights of privileges over, or as compared with any other Members as regards voting or participating in the privileges and benefits of the Company.
- (40) To procure the Company to be registered or recognised in any part of the British Commonwealth of Nations or in any foreign country or place.
- (41) To engage in any business or transaction which may be deemed to be conducive to the interests or convenience of the members of the Company, or any section thereof, and, without prejudice, to the generality of the foregoing words, to buy, sell, and deal in goods, whether raw, manufactured, or partly manufactured, chattels, and effects of all kinds, and to transact every kind of agency business, or as concessionaires.
- (42) To do all such lawful things (including the expenditure of the moneys of the Company) as the Company may deem incidental or conducive to the attainment of the separate and several objects hereinbefore in this Clause set out, whether affecting the whole of the Industry or merely one or more particular sections thereof or the business of any particular Member or group of Members of the Company and to do all such things in the United Kingdom or abroad either alone or in conjunction with, or as factors, agents or trustees for other companies, firms or individuals.

Such of the foregoing objects as confer upon a Company the power to carry on or exercise any trade or business shall be subsidiary to and shall be exercised solely or subsidiary to and for the furtherance of the main objects for which the Company is established as set forth in Paragraph 1 to 6 inclusive of this Clause.

4. The liability of the members is limited

5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required not exceeding one pound.

* * * *

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED

INTERPRETATION

1. In these regulations (unless there is anything in the subject or context inconsistent therewith):

"The Company" means the above-named Company.

"The Executive Board" means the Board of Directors for the time being of the Company and "Member of the Executive Board" shall be construed accordingly and any reference in these Articles to "the Council" or "Member of the Council" shall be construed as a reference to "the Executive Board" and "Member of the Executive Board" respectively.

"Manufacturer" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of two or three wheeled cycles propelled directly or indirectly by means of the application of any form of mechanical or electrical power either by itself or in conjunction with the application of the muscular power of the rider or driver.

"Supplier" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of recognised and essential parts of or belonging to or used in conjunction with the products of Manufacturers or in the manufacture, assembly or production of accessories, components and equipment ordinarily used by the riders or drivers of or passengers on such products.

"Factor" means any person, firm or corporation who is a wholesale trader and not a dealer, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith.

"Dealer" means any person, firm or corporation who is a trader dealing by retail sales and services with the public at large, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith.

"Ordinary Member" includes Manufacturers and Suppliers as hereinbefore defined and such other members as may from time to time with the agreement of the Council pay Full or Ordinary membership subscriptions as stipulated in these Articles.

"Associate" includes Factors and Dealers as hereinbefore defined and such other persons, firm or corporation who may be elected an Associate Member of the company by the Council and in whom is vested only such rights or upon whom is imposed such limitation of rights as may be determined by these Articles or any powers granted to the Council thereunder.

"The Industry" means the business or trade carried on by Members of the Company as described in the Objects Clause of the Memorandum of Association of the Company.

"The Support Industry" includes manufacturers, traders and business enterprises engaged in undertakings which are allied or ancillary to (but not part of) the Industry and whose interests are related to those of the Industry in the context of Clause 3 (1), (2), (3), (4) and (5) of the Memorandum of Association of the Company.

"In writing" means written or printed or partly written or partly printed.

Words importing the singular number only include the plural number and vice versa.

Words importing persons include corporations (unless the text requires the contrary).

"The Office" means the registered office of the Company for the time being.

MEMBERSHIP

2. For the purposes of registration the number of Members of the Company is to be taken to be 1,000 and the Council may from time to time register an increase of Members.
3. There shall be the following classes of Members, namely:
 - (a) Ordinary
 - (b) Associate
 - (c) Such other class or classes of Members as the Council may from time to time determine.
4. Any person, firm or corporation carrying on a trade or business hereinbefore defined as being that of a Manufacturer, Supplier, Factor or Dealer, or as being within the Support Industry shall (subject to the powers conferred on the Council by those Articles in that behalf) be admissible as a Member of the Company.
5. The Council shall from time to time decide which groups or categories from those hereinbefore defined as:
 - (a) Manufacturer
 - (b) Supplier
 - (c) Factor
 - (d) Dealer
 - (e) The Support Industry

shall at any time be eligible for Membership, so long always as any decision by the Council to determine the eligibility for Membership as aforesaid shall not terminate the rights and duties or liabilities of any group or category of Members nor of any individual Member before the expiry of any current membership subscription.

6. Where any person desires to be admitted to Ordinary or Associate membership of the Company he shall sign and deliver to the Company an application for admission in writing framed in such terms as the Council shall require, and countersigned by two Members and such application (except in the case of a successor in business of any Member) must be accompanied by the entrance fee which may from time to time be payable.
7. Election to Ordinary or Associate membership shall be by simple majority of the Council at one of its meetings who shall have power to remit in whole or in part the entrance fee in their absolute discretion. The Council shall not be required to record in its minutes any reason for, or details of voting upon, the allowing or disallowing of any application for membership, nor shall it be required to assign any reason for its decisions to any applicant or to any Member of the Company or other person.
8. Subject to Article 7 hereof, all Members shall pay an entrance fee upon joining the Company and an annual subscription. The entrance fees and subscriptions of all or any of the classes of Members shall be determined and may from time to time be increased or reduced by the Council.
9. Ordinary Members shall pay such Full or Ordinary membership subscription rates as may be determined by virtue of Article 8 hereof and shall, in consequence of such payment, be entitled to all the rights, privileges and benefits as are provided for in these Articles or may, from time to time, be granted by the Council in addition thereto.

Associate Members shall pay such reduced or other membership subscription rates as may be determined as aforesaid and shall, in consequence of such payment, be entitled only to such rights, privileges and benefits as are granted as aforesaid.
10. The Council may for the purpose of determining the annual subscription to be paid by a Member (but for no other reason) require that Member to certify in writing to the Director or Secretary of the Company the interest of the Member in the Industry.
- 11A. Subject to the provisions of Article 11B hereof, annual subscriptions shall be payable on the first day of January in each year in respect of the succeeding twelve calendar months.

The subscription of a member elected during the course of a year shall be abated proportionately by the number of whole calendar months expired (at the date of election of that member) since the preceding first day of January.

- 11B. Manufacturer or other members whose subscriptions are in any way related to unit sales or unit registrations of machines, shall not pay their subscriptions in the manner set out in Article 11 hereof, but shall pay their subscriptions monthly in arrears so as to arrive at the Registered Office of the Company no later than 10 days from the date of calculation by the Company of the monthly subscription due. Any dispute as to the amount of monthly subscription due pursuant to this Article, may at the instance of either the Company or the member concerned, be referred to the Company's Auditors whose decision shall be final and binding on both parties.
- 11C. Subscriptions shall not be deemed to have been paid (in the absence of any evidence to the contrary) until such time as a remittance for the full amount due in respect thereof has been received at the Registered Office of the Company.
12. Every Member shall be bound to further to the best of his ability the objects and interests of the Company and shall observe all regulations for the time being of the Company.
13. Subject to Article 14 hereof each Ordinary Member shall have one vote at a General Meeting of the Company. For the avoidance of doubt Associate Members shall not be entitled to vote at General Meetings of the Company.
14. A Member whose annual subscription is more than one month in arrear (or in the case of a Manufacturer member or other member whose subscriptions are payable by reference to unit sales or unit registrations of machines, if such subscription shall be in arrear for more than one month from the date stipulated in Article 11B) shall not be entitled to vote or exercise any of the rights conferred by these Articles or otherwise if the Secretary shall have served a notice requiring payment upon the Member and the Member shall not then have paid the said arrears within seven days of the service of the said notice.

TERMINATION OF MEMBERSHIP

15. Any Member shall be at liberty to withdraw from the Company by giving to the Company at least one calendar month's notice in writing of his intention so to do and at the expiration of such notice he shall cease to be a Member without prejudice to any claim for any breach or non-observance of these Articles.
16. A Member shall cease to be a Member:
- (a) On the Member ceasing to be qualified, as hereinbefore provided.
 - (b) In the case of a Member being a Limited Company, on the passing of a resolution for its liquidation, or the appointment of a Receiver, except that in the case of the appointment of a Receiver the Council shall have the power at the Receiver's request to resolve that the membership of the Company shall continue as though a Receiver had not been appointed; in case of Member being an individual on his bankruptcy, or death, and in the case of a Member being a Firm upon its dissolution.

- (c) On his failure in any year to pay his annual subscription on or before the First day of September in that year.
 - (d) If he is excluded from the Company under Article 17 hereof or has withdrawn under Article 15 hereof.
 - (e) In the event that the Council shall have decided (as provided by Article 5) to determine the eligibility for Membership of the group or category to which the Member belongs.
17. The Council may, by Resolution passed by a majority of its members then present and voting, exclude any Member from the Company, if in their absolute discretion they consider it desirable in the interests of the Company or of the Industry so to do, and thereupon the said Member shall cease to be a Member of the Company. Provided that no Member shall be excluded as aforesaid unless and until he has had notice in general terms of matters which in the opinion of the Council render his exclusion desirable and has had an opportunity of appearing before the Council and showing cause why he should not be excluded.

OBLIGATIONS AND POWERS OF MEMBERS

18. A Member may by an authority in writing delegate to any partner, Director, Secretary, or Manager of such Member the power to exercise the right of Membership on his behalf, save and except the power of delegation hereby conferred. Such delegate may exercise all rights of Membership save and except also any rights made personal to individuals and not to Members by these Articles but including the right to attend all or any of the Meetings of the Company or of any Committee or Section of the Company. The Chairman of any such meeting shall have the power to demand the production of a written authority, and if such authority is not produced such delegate shall not be entitled to exercise such right. The delegation of authority shall be in the form from time to time prescribed by the Council.
19. Every Ordinary Member shall have the right to apply for the allocation to him of space at all exhibitions established, promoted, provided or arranged by the Company and to have his name included in the list of applicants therefor, subject however to the rules and regulations applicable to any such exhibition which may be laid down from time to time by the Company or by any Show Management Committee.
- 20A The Council shall have power in its absolute discretion to give, assign to, limit and define the rights, privileges, duties, liabilities and obligations of the various classes of Members as defined by Article 3 hereof and their decision in such matter shall be final and binding on all Members.
- 20B The Council shall have the right to admit as a Member (into such class of membership as it shall determine) such person or persons not otherwise qualified for membership pursuant to Article 4 hereof if in its absolute discretion the Council considers that the admission to membership of such person or persons would further all or any of the objects of the Company as set out in Clause 3 (1), (2), (3), (4) or (5) of the Memorandum of Association.

THE COUNCIL AND HONORARY OFFICERS

21. The business of the Company shall be managed by the Council acting either of its own authority or by delegation of authority as provided for in these Articles. The Members of the Council are the Directors of the Company within the meaning of the Companies Acts 1948 to 1967.
22. The Council shall consist of such number of elected representatives as the Council may from time to time itself determine but which shall not at any time be less than eight persons.
23. The qualification for Membership of the Council shall be that any Member of the Council (whether an elected representative, ex-officio or co-opted) shall be (a) in the case of an individual who is a Member of the Company, that individual person, or (b) in the case of a firm which is a Member of the Company, a partner in that firm, or (c) in the case of a corporation which is a Member of the Company, a director or senior executive of that corporation.
24. With effect from 1st July 1985, an Associate Member shall not be eligible for election to the Council.
25. The Council may at any time create a vacancy or vacancies on the Council by increasing the number of elected representatives and allocate such seat or seats to Members or any group or groups or any new group or groups of Members as may be eligible for membership by virtue of Article 5 and may, in its entire discretion, place any limitation on the power of any representative elected to fill such vacancy either pro tempore or by reference to the creation of the vacancy as aforesaid.
26. Nothing in these Articles shall prevent an ex-officio Member of the Council from being re-elected to the Council as an elected representative.
27. All elections to the Council shall be by Postal Ballot and Article 28 shall be applied to such elections. Membership of the Council shall not be assignable and deputy, delegate or proxy membership shall not be permitted.
28. The following shall be the mode of election to the Council. A notice shall be sent by the Secretary to the Members in respect of vacancies which exist in the office of membership of the Council. Such notice shall set forth particulars and the date of the election, accompanied by a nomination paper, stating (where appropriate) the name of the retiring Member or the name of the Member whose place is to be filled and distinguishing those who are eligible for re-election. Nominations for election must be in writing and delivered to the Company at least fourteen days before the date of the election. Each person nominated shall be required to indicate his assent to nomination. Voting Papers giving lists of persons nominated, together with a statement of attendance of each Member of the Council during the preceding year, shall be served upon every Member entitled to vote, intimating the last

day upon which voting papers shall be returned. The Council shall appoint one scrutineer or more as it thinks fit, who shall report the result shown by such voting papers, as soon as possible after the conclusion of voting. In case the number of nominations shall be equal or less than the number of vacancies, then those Members who are nominated shall be duly elected without voting, and if the number of nominations shall be less than the number of vacancies the Council shall fill the remaining vacancies by appointment or by co-option as hereinafter provided. A Member shall vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any one candidate. Voting papers containing more or less votes than there are vacancies shall be invalid. In case of equality of votes the Chairman of the Company or in his absence the Deputy Chairman shall have the casting vote. The nomination and voting papers must be delivered at the Registered Office of the Company.

29. One-third of the Council shall retire annually immediately after the Annual General Meeting, and if their number is not a multiple of three the number nearest to one-third shall retire. The Members to retire in each year shall be those who have been longest in office. As between Members who have held office for the same length of time, unless they agree among themselves, the Member or Members to retire shall be determined by lot. The length of time a Member has been in office shall be computed from his last election or appointment.
30. No canvassing shall take place in connection with any election of the Council. Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place, shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place. The Council shall determine the question as to whether any such disqualification has taken place.
31. A retiring Member of the Council if eligible in other respects shall be eligible for re-election.
32. A quorum for any Meeting of the Council shall be six persons personally present and the meeting of the Council shall be attended by such officers of the Company as the Council shall from time to time direct.
33. The Chairman of the Company shall be the Chairman of the Council.

In the absence of the Chairman of the Company from a Council meeting the Council shall elect a Chairman for such meeting from the Members present and for this purpose the Director General shall be eligible to be elected Chairman to preside at such meeting.
34. The Council may in its absolute discretion co-opt to the Council any Member of the Company who is eligible for election to the Council to serve on the Council and to act in all manner as an elected representative on the Council as provided in Article 21 hereof, so long always as there shall not at any one time be more than three Members who have been co-opted to the Council.

Any Member eligible as aforesaid may be co-opted either for a specific purpose or period or for an unspecified period provided always that any Member co-opted for an unspecified period shall retire, as if by rotation after the Annual General Meeting of the Company held next after his co-option but shall be eligible for election, re-election or appointment as provided for by Article 28 hereof or for co-option for a specific purpose or for a further specified period not exceeding twenty-one months in all.

35. For the purpose of computing service as a Member of Council and to ascertain the number of Members of Council at any time, the following provisions shall apply, notwithstanding any general conditions relating to Membership of the Council herein contained:

(1) In respect of Article 29 hereof, any Member of the Council who retires by rotation immediately after any Annual General Meeting shall be deemed to remain in office until the earlier of (a) the election of another Member of Council in his stead (or his own re-election as the case may be) or (b) the seat on the Council having been declared vacant by the Council in the event of there being no nomination for or election of a Member of the Council in the place of the Member retiring as aforesaid.

(2) In respect of Article 34 hereof, any Member of the Council who is co-opted to fill a vacancy on the Council may be deemed to have been a Member of Council from the date of the vacancy and not from the date of the co-option.

36. The Council shall meet not less than four times a year at any time and place upon such notice as the Chairman of the Company for the time being shall determine.

37. The Chairman of the Company shall have power to call a special meeting of the Council at any time as he may think fit, or the Secretary shall call such meeting on the written request of four Members of the Council.

38A. The Council shall at its Meeting next following the Annual General Meeting (or at such other of its Council Meetings as the Council may from time to time determine) elect one of its Council Members to be the Chairman of the Company. The Chairman shall be elected for a period of one year (or for such other period as the Council shall from time to time determine) provided that any Chairman so elected shall retire as if by rotation at the Council Meeting next following the Annual General Meeting but shall be eligible for re-election as Chairman at such Meeting subject to him being still eligible as a elected Member of the Council.

If or whenever there shall from any cause be no Chairman of the Company the Council shall designate one or other of their number to be Acting Chairman of the Company until the election of a new Chairman.

The Acting Chairman of the Company shall fulfil and discharge all the functions and duties of the Chairman of the Company for the time being of the Company and all reference in these Articles to the "Chairman of the Company" shall (where the context so admits) be deemed to refer also to the Acting Chairman.

- 38B. In the event that the Council appoint a Director General pursuant to its powers contained in Articles 39(c) and (d) and Article 53, the Director General shall be a member of the Council and shall be entitled to express his opinion on any matters being discussed by the Council, but shall not be entitled to vote thereon.
- 38C. The Deputy Chairman of the Company shall be immediate past or retiring Chairman or in the event of there being no such person (or in the event of such person no longer being a Member of the Council) such other Member of the Council as the Council shall determine.
- 38D. The Company shall elect annually a President who shall serve as an honorary officer of the Company.

The duties of the President will be to further the interests and aims of the Company as defined in the Company's objects and in pursuance of such objects to carry out such further duties as the Council shall from time to time determine.

Suitable candidates for the office of President shall be selected by the Council at its Meeting next last before the Annual General Meeting of the Company.

The President shall be elected annually by the Members of the Company at the Annual General Meeting provided that if or whenever there shall from any cause be no President the Council shall designate such other person to act as President until the election of a President at the next following Annual General Meeting as it may in its absolute discretion determine.

The President shall not be required to be a Member of the Motor Cycle Industry and the qualifications as to membership of the Company contained in Article 4 shall be inapplicable to the office of President.

The President shall not be entitled to a vote at General Meetings of the Company and shall not by reason of the office of President be a member of the Council.

POWERS OF COUNCIL

39. The Council shall, in addition to any powers otherwise conferred by these Articles, have the following powers:
- (a) Generally to administer and to have possession of the funds of the Company and to apply such funds to such purposes and in such manner as they may deem necessary or advisable for the carrying out of the objects for which the Company is established, subject nevertheless to any regulation of these Articles and to such regulations as may be prescribed by the Council and also subject to the Memorandum of Association of the Company.
 - (b) In particular to invest the funds and monies of the Company upon any securities they may think fit, and to borrow money and give such security in respect thereof as may be deemed necessary.

- (c) To enter into a contract or contracts for the supply of staff, services and facilities and for the provision of office and other accommodation and for the use of office equipment, motor cars and other business apparatus generally and in particular with any corporation of which the Company shall be a member.
- (d) In addition to the foregoing, to appoint and at pleasure to remove such officers as may be found necessary for the conduct of the business of the Company, and to fix and pay such annual salaries or other remuneration as they may deem fit.
- (e) To act in the name of the Company and generally to execute all the powers and functions of the Company as may be consistent with the Memorandum and Articles of Association of the Company.
- (f) To determine what services and facilities shall be made available to Members or groups of Members or class of Members and whether such services and facilities shall be treated as being included in or excluded from any sum or sums paid by Members by way of annual subscriptions.
- (g) To arbitrate on any question of difference between Members of the Company.
- (h) To exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting, provided that no regulations made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- (i) To delegate to any Standing Committee or to a Special Committee to be appointed by them for that purpose such powers, duties, and obligations as they may from time to time deem expedient, with power to rescind such appointment and delegation.
- (j) Any Finance Committee or Committee appointed to deal with the selection, engagement or conditions of employment of officers of the Company (or the dismissal of the same) shall, without prejudice to the foregoing, consist of the Honorary Officers of the Company and not less than two other Members of Council.

SERVICE COMPANY

40. So long as the Company shall be a member of the CMCA Service Company Limited, it shall be entitled to nominate individual persons as members of the Board of Directors of the said CMCA Service Company Limited. For this purpose the Council may nominate any three of its members (which for the avoidance of doubt may include the Director General should he be so nominated by the Council).

STANDING AND OTHER COMMITTEES

41. The Council may from time to time or as the occasion requires form or cause to be formed a committee or committees of members to administer any venture or undertaking of the Company and may define the Terms of Reference thereof.

Such committee or committees may be formed as a Standing Committee to administer some particular business, in which event the composition of or manner of election to such Committee shall be laid down by the Council.

42. The Council may from time to time appoint an "ad hoc" committee composed of members of the Company and such "ad hoc" committee or committees shall (unless prevented from doing so by the Council) have power to co-opt other Members of the Company and persons or representatives of firms or corporations who are not Members of the Company.
43. A quorum for any Meeting of any Standing Committee shall be decided by the Council. A quorum for any Meeting of an "ad hoc" Committee shall be not less than one third of the number of the members of the Committee present in person, or not less than two persons present in person if the number of the members of the Committee is five or less.
44. In addition to the powers hereinbefore granted the Council may form or cause to be formed any Sub-Committee of Members of the Company to act jointly with any Committee of persons from any other corporation or association having aims and objects similar or akin to those of the Company.
45. An officer of the Company shall act as Secretary to all Standing or "ad hoc" committees.
46. Any Standing Committee formed or caused to be formed by the Council shall remain in office until the meeting of the Council held next after the Annual General Meeting of Members of the Company whereat the Council shall cause the nomination, appointment or election of members of such Committees as are requisite, provided always that no Standing Committee formed to administer some particular business of the Company which involved the control or expenditure of the Company's money shall be dissolved until the accounts in respect of the said particular business shall have been approved by the Council.

ANNUAL GENERAL MEETING

- 47A. The Annual General Meeting of the Company shall be held in the month of June in each year or at such other time and at such place and upon such notice as the Council may determine. The Chairman of the Company shall act as Chairman of the Meeting. The business to be transacted at such General Meeting shall be:

- (a) To receive the Annual Report.
- (b) To receive the Annual Statement of Accounts.

- (c) To elect the President.
 - (d) To appoint Auditors.
 - (e) To deal with any other business of which due notice shall have been given.
- 47B. In addition to the Annual General Meeting, General Meetings of Members shall be held at such frequency as the Council, in its absolute discretion, shall determine.
48. The Annual Statement of Accounts shall be presented in accordance with the provisions of the Companies Act 1967 and shall be signed by the President and one of the other Honorary Officers in office at the date of their preparation.
49. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts 1948 to 1967.

RECORDS

50. A correct record of the proceedings of the Company, its Council, Committees and Sub-Committees shall be kept by the Secretary, who shall also have the custody of all documents, Parliamentary papers, statistical works, and all property of a like nature belonging to the Company.
51. The Council shall cause proper books of account to be kept with respect to all monies received or expended by the Company and the matters in respect of which such receipt or expenditure takes place and with respect to all other statutory requirements.

COMMON SEAL

52. The Council shall provide for the safe custody of the Common Seal of the Company which shall only be used by the authority of the Council or for such person or persons authorised by the Council in that behalf. Every instrument to which the Seal shall be affixed shall be signed by the Chairman of the Company and the Director or the Secretary of the Company or by two members of the Council.

DIRECTOR AND SECRETARY

53. In exercise of the powers granted by Articles 39(c) and (d) hereof the Council may appoint a chief executive of the Association who may be designated "Director" and may in addition appoint a "Director General" neither of whom shall, by virtue of such designation, be Directors of the Company within the meaning of the Companies Act 1948 as subsequently amended, and the Council shall appoint a Secretary who shall be the Secretary of the Company within the meaning of the said Act.

NOTICES

54. Notices may be served upon Members, either personally, or by prepaid letter or circular, or by hand addressed to such Members at their registered addresses.
55. Any notice sent by post shall be deemed to have been served at the time when the letter or circular containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to show that the letter or circular containing the notice was properly addressed and posted.

INDEMNITY

56. Every Member of the Council and of any Committee, and any other officer or servant of the Company, shall be indemnified by the Company against all costs, losses, and expenses which any such Member, officer, or servant may incur or become liable for in any way in the execution of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default; and none of the said Members, officers, and servants shall be answerable for any act or default of any other of them, or for joining in receipts for the sake of conformity, or for any loss, misfortune, or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default.

* * * *

SCHEDULE OF AMENDMENTS

Original Articles of Association as amended and adopted 23 April 1974

Article 38 amended 16 January 1980

Article 22 amended 7 April 1981

Articles 1,11,14,22,24,33,38,40,47 and 53 amended 11 December 1984

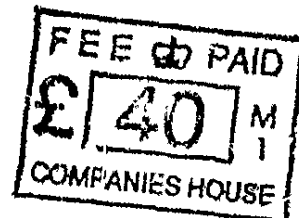
Articles 11A,13,20A,20B,22,28,33,36,37,38A,38C,38D,40,47A and 52

amended 10 December 1985

* * * *

The Companies Act 1985

COMPANY LIMITED BY SHARES



Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED

Passed 10th October, 1989

ANNUAL

AT an ~~Extraordinary~~ GENERAL MEETING of the above-named Company, duly convened, and held at

. Starley House, Eaton Road,
. Coventry. CV1 2FH

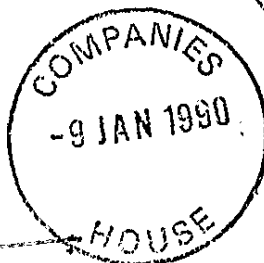
on the 10th day of October, 1989, the subjoined
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

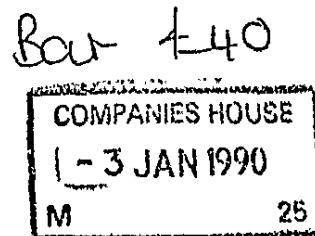
That the name of the Company be changed to:

The Motor Cycle Industry Association Limited.

Signature
.....
Director General &
Company Secretary



To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.



000135

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1113282

I hereby certify that

THE MOTOR CYCLE ASSOCIATION OF GREAT
BRITAIN LIMITED

having by special resolution changed its name,

is now incorporated under the name of

THE MOTOR CYCLE INDUSTRY ASSOCIATION
LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 17 JANUARY 1990

A handwritten signature in cursive script, reading "F. A. Joseph".

F. A. JOSEPH
an authorised officer

THE COMPANIES ACT 1985

Company Limited by Guarantee



SPECIAL RESOLUTIONS

of

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED

Passed the 13th day of August 1991

At an Extraordinary General Meeting of the Members of the above mentioned Company duly convened and held at Starley House on the 13th day of August 1991 the following Resolutions were passed as Special Resolutions

SPECIAL RESOLUTIONS

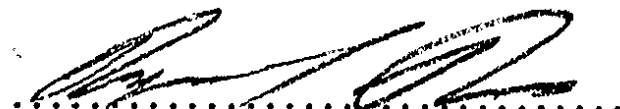
1. That the Articles of Association of the Company be amended by replacing Article 33 by the following Article:-
"The Chairman of the Company shall be the chairman of the Council. The Chairman (or in his absence the Deputy Chairman) shall have a second or casting vote in the case of an equality of votes at meetings of the Council. In the absence of the Chairman of the Company from a Council meeting the Council shall elect a chairman for such meeting from the Members present and for this purpose the Director General shall be eligible to be elected chairman to preside at such meeting"
2. That the Articles of Association of the Company be amended

by replacing Article 38A by the following Article:-

"The Council shall at its Meeting next following the Annual General Meeting (or at such other of its Council Meetings as the Council may from time to time determine) elect one of its Council Members to be the Chairman of the Company. In order to qualify for election as the Chairman of the Company the person to be elected must in all cases be both (a) an existing member of the Council; and (b) a representative of the Manufacturer Members. The Chairman shall be elected for a period of one year (or for such other period as the Council shall from time to time determine) provided that any Chairman so elected shall retire as if by rotation at the Council Meeting next following the Annual General Meeting but shall be eligible for re-election as Chairman at such Meeting subject to him being still eligible as an elected Member of the Council

If or whenever there shall from any cause be no Chairman of the Company the Council shall designate one or other of their number to be Acting Chairman of the Company until the election of a new Chairman

The Acting Chairman of the Company shall fulfil and discharge all the functions and duties of the Chairman of the Company for the time being of the Company and all reference in these Articles to the "Chairman of the Company" shall (where the context so admits) be deemed to refer also to the Acting Chairman"


.....
Chairman

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE MOTOR CYCLE ASSOCIATION OF GREAT BRITAIN LIMITED



INTERPRETATION

1. In these regulations (unless there is anything in the subject or context inconsistent therewith):

"The Company" means the above-named Company

"The Executive Board" means the Board of Directors for the time being of the Company and "Member of the Executive Board" shall be construed accordingly and any reference in these Articles to "the Council" or "Member of the Council" shall be construed as a reference to "the Executive Board" and "Member of the Executive Board" respectively

"Manufacturer" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of two or three wheeled cycles propelled directly or indirectly by means of the application of any form of mechanical or electrical power either by itself or in conjunction with the application of the muscular power of the rider or driver

"Supplier" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere of recognised and essential parts of or belonging to or used in conjunction with the products of Manufacturers or in the manufacture, assembly or production

of accessories, components and equipment ordinarily used by the riders or drivers of or passengers on such products
"Factor" means any person, firm or corporation who is a wholesale trader and not a dealer, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith

"Dealer" means any person, firm or corporation who is a trader dealing by retail sales and services with the public at large, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith

"Ordinary Member" includes Manufacturers and Suppliers as hereinbefore defined and such other members as may from time to time with the agreement of the Council pay Full or Ordinary membership subscriptions as stipulated in these Articles

"Associate" includes Factors and Dealers as hereinbefore defined and such other persons, firm or corporation who may be elected an Associate Member of the Company by the Council and in whom is vested only such rights or upon whom is imposed such limitation of rights as may be determined by these Articles or any powers granted to the Council thereunder

"The Industry" means the business or trade carried on by Members of the Company as described in the Objects Clause of the Memorandum of Association of the Company

"The Support Industry" includes manufacturers, traders and

business enterprises engaged in undertakings which are allied or ancillary to (but not part of) the Industry and whose interests are related to those of the Industry in the context of Clause 3 (1), (2), (3), (4) and (5) of the Memorandum of Association of the Company

"In Writing" means written or printed or partly written or partly printed

Words importing the singular number only include the plural number and vice versa

Words importing persons include corporations (unless the text requires the contrary)

"The Office" means the registered office of the Company for the time being

MEMBERSHIP

2. For the purposes of registration the number of Members of the Company is to be taken to be 1,000 and the Council may from time to time register an increase of Members
3. There shall be the following classes of Members, namely:
 - 3.1 Ordinary
 - 3.2 Associate
 - 3.3 Such other class or classes of Members as the Council may from time to time determine
4. Any, person, firm or corporation carrying on a trade or business hereinbefore defined as being that of a Manufacturer, Supplier, Factor or Dealer, or as being within the Support Industry shall (subject to the powers conferred on the Council by those Articles in that behalf) be

admissible as a Member of the Company

5. The Council shall from time to time decide which groups or categories from those hereinbefore defined as:

- 5.1 Manufacturers

- 5.2 Suppliers

- 5.3 Factor

- 5.4 Dealer

- 5.5 The Support Industry

shall at any time be eligible for Membership, so long always as any decision by the Council to determine the eligibility for Membership as aforesaid shall not terminate the rights and duties or the liability of any group or category of Members nor of any individual Member before the expiry of any current membership subscription

6. Where any person desires to be admitted to Ordinary or Associate membership of the Company he shall sign and deliver to the Company an application for admission in writing framed in such terms as the Council shall require, and countersigned by two Members and such application (except in the case of a successor in business of any Member) must be accompanied by the entrance fee which may from time to time be payable

7. Election to Ordinary or Associate membership shall be by simple majority of the Council at one of its meetings who shall have power to remit in whole or in part the entrance fee in their absolute discretion. The Council shall not be required to record in its minutes any reason for, or details of voting upon, the allowing or disallowing of any

application for membership, nor shall it be required to assign any reason for its decisions to any applicant or to any Member of the Company or other person

8. Subject to Article 7 hereof, all Members shall pay an entrance fee upon joining the Company and an annual subscription. The entrance fees and subscriptions of all or any of the classes of Members shall be determined and may from time to time be increased or reduced by the Council
9. Ordinary Members shall pay such Full or Ordinary membership subscription rates as may be determined by virtue of Article 8 hereof and shall, in consequence of such payment, be entitled to all the rights, privileges and benefits as are provided for in these Articles or may, from time to time, be granted by the Council in addition thereto
Associate Members shall pay such reduced or other membership subscription rates as may be determined as aforesaid and shall, in consequence of such payment, be entitled only to such rights, privileges and benefits as are granted as aforesaid
10. The Council may for the purpose of determining the annual subscription to be paid by a Member (but for no other reason) require that Member to certify in writing to the Director or Secretary of the Company the interest of the Member in the Industry
11. 11.1 Subject to the provisions of Article 11.2 hereof, annual subscriptions shall be payable on the first day of January in each year in respect of the succeeding twelve calendar months

The subscription of a member elected during the course of a year shall be adapted proportionately by the number of whole calendar months expired (at the date of election of that member) since the preceding first day of January

- 11.2 Manufacturer or other members whose subscriptions are in any way related to unit sales or unit registrations of machines, shall not pay their subscriptions in the manner set out in Article 11 hereof but shall pay their subscriptions monthly in arrears so as to arrive at the Registered Office of the Company no later than 10 days from the date of calculation by the Company of the monthly subscription due. Any dispute as to the amount of monthly subscription due pursuant to this Article, may at the instance of either the Company or the member concerned, be referred to the Company's Auditors whose decision shall be final and binding on both parties
- 11.3 Subscriptions shall not be deemed to have been paid (in the absence of any evidence to the contrary) until such time as a remittance for the full amount due in respect thereof has been received at the Registered Office of the Company
12. Every Member shall be bound to further to the best of his ability the objects and interests of the Company and shall observe all regulations for the time being of the Company
13. Subject to Article 14 hereof each Ordinary Member shall have one vote at a General Meeting of the Company. For the avoidance of doubt Associate Members shall not be entitled

to vote at General Meetings of the Company

14. A Member whose annual subscription is more than one month in arrear (or in the case of a Manufacturer member or other member whose subscriptions are payable by reference to unit sales or unit registrations of machines, if such subscription shall be in arrear for more than one month from the date stipulated in Article 11.2) shall not be entitled to vote or exercise any of the rights conferred by these Articles or otherwise if the Secretary shall have served a notice requiring payment upon the Member and the Member shall not then have paid the said arrears within seven days of the service of the said notice

TERMINATION OF MEMBERSHIP

15. Any Member shall be at liberty to withdraw from the Company by giving to the Company at least one calendar month's notice in writing of his intention so to do and at the expiration of such notice he shall cease to be a Member without prejudice to any claim for any breach or non-observance of these Articles
16. A Member shall cease to be a Member:
 - 16.1 On the Member ceasing to be qualified, as hereinbefore provided
 - 16.2 In the case of a Member being a Limited Company, on the passing of a resolution for its liquidation, or the appointment of a Receiver, except that in the case of the appointment of a Receiver the Council shall have the power at the Receiver's request to resolve that the

membership of the Company shall continue as though a Receiver had not been appointed; in case of Member being an individual on his bankruptcy, or death, and in the case of a Member being a firm upon its dissolution

16.3 On his failure in any year to pay his annual subscription on or before the First day of September in that year

16.4 If he is excluded from the Company under Article 17 hereof or has withdrawn under Article 15 hereof

16.5 In the event that the Council shall have decided (as provided by Article 5) to determine the eligibility for Membership of the group or category to which the Member belongs

17. The Council may, by Resolution passed by a majority of its members then present and voting, exclude any Member from the Company, if in their absolute discretion they consider it desirable in the interests of the Company or of the Industry so to do, and thereupon the said Member shall cease to be a Member of the Company. Provided that no Member shall be excluded as aforesaid unless and until he has had notice in general terms of matters which in the opinion of the Council render his exclusion desirable and has had an opportunity of appearing before the Council and showing cause why he should not be excluded

OBLIGATIONS AND POWERS OF MEMBERSHIP

18. A Member may by an authority in writing delegate to any partner, Director, Secretary or Manager of such Member the power to exercise the right of Membership on his behalf, save and except the power of delegation hereby conferred. Such delegate may exercise all rights of Membership save and except also any rights made personal to individuals and not to Members by these Articles but including the right to attend all or any of the Meetings of the Company or of any Committee or Section of the Company. The Chairman of any such meeting shall have the power to demand the production of a written authority, and if such authority is not produced such delegate shall not be entitled to exercise such right. The delegation of authority shall be in the form from time to time prescribed by the Council
19. Every Ordinary Member shall have the right to apply for the allocation to him of space at all exhibitions established, promoted, provided or arranged by the Company and to have his name included in the list of applicants therefor, subject however to the rules and regulations applicable to any such exhibition which may be laid down from time to time by the Company or by any Show Management Committee
20. 20.1 The Council shall have power in its absolute discretion to give, assign to, limit and define the rights, privileges, duties, liabilities, and obligations of the various classes of Members as defined by Article 3 hereof and their decision in such matter shall be final and binding on all Members

20.2 The Council shall have the right to admit as a Member (into such class of membership as it shall determine) such person or persons not otherwise qualified for membership pursuant to Article 4 hereof if in its absolute discretion the Council considers that the admission to membership of such person or persons would further all or any of the objects of the Company as set out in Clause 3(1), 3(2), 3(3), 3(4) or 3(5) of the Memorandum of Association

THE COUNCIL AND HONOURARY OFFICERS

21. The business of the Company shall be managed by the Council acting either of its own authority or by delegation of authority as provided for in these Articles. The Members of the Council are the Directors of the Company within the meaning of the Companies Act 1948 to 1967
22. The Council shall consist of such number of elected representatives as the Council may from time to time itself determine but which shall not at any time be less than eight persons
23. The qualification for Membership of the Council shall be that any Member of the Council (whether an elected representative, ex-officio or co-opted) shall be (a) in the case of an individual who is a Member of the Company, that individual person, or (b) in the case of a firm which is a Member of the Company, a partner in that firm, or (c) in the case of a corporation which is a Member of the Company, a director or senior executive of that corporation

24. With effect from 1st July 1985, an Associate Member shall not be eligible for election to the Council
25. The Council may at any time create a vacancy or vacancies on the Council by increasing the number of elected representatives and allocate such seat or seats to Members of any group or groups or any new group or groups of Members as may be eligible for membership by virtue of Article 5 and may, in its entire discretion, place any limitation on the power of any representative elected to fill such vacancy either pro tempore or by reference to the creation of the vacancy as aforesaid
26. Nothing in these Articles shall prevent an ex-officio Member of the Council from being re-elected to the Council as an elected representative
27. All elections to the Council shall be by Postal Ballot and Article 28 shall be applied to such elections. Membership of the Council shall not be assignable and deputy, delegate or proxy membership shall not be permitted
28. The following shall be the mode of election to the Council. A notice shall be sent by the Secretary to the Members in respect of vacancies which exist in the office of membership of the Council. Such notice shall set forth particulars and the date of the election, accompanied by a nomination paper, stating (where appropriate) the name of the retiring Member or the name of the Member whose place is to be filled and distinguished those who are eligible for re-election. Nominations for election must be in writing and delivered to the Company at least fourteen days before the date of the

election. Each person nominated shall be required to indicate his assent to nomination. Voting papers giving lists of persons nominated, together with a statement of attendance of each Member of the Council during the preceding year, shall be served upon every Member entitled to vote, intimating the last day upon which voting papers shall be returned. The Council shall appoint one scrutineer or more as it thinks fit, who shall report the result shown by such voting papers, as soon as possible after the conclusion of voting. In case the number of nominations shall be equal or less than the number of vacancies, then those Members who are nominated shall be duly elected without voting, and if the number of nominations shall be less than the number of vacancies the Council shall fill the remaining vacancies by appointment or by co-option as hereinafter provided. A Member shall vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any one candidate. Voting papers containing more or less votes than there are vacancies shall be invalid. In case of equality of votes the Chairman of the Company or in his absence the Deputy Chairman shall have the casting vote. The nomination and voting papers must be delivered at the Registered Office of the Company.

29. One-third of the Council shall retire annually immediately after the Annual General Meeting, and if their number is not a multiple of three the number nearest to one-third shall retire. The Members to retire in each year shall be those

who have been longest in office. As between Members who have held office for the same length of time, unless they agree among themselves, the Member or Members to retire shall be determined by lot. The length of time a Member has been in office shall be computed from his last election or appointment

30. No canvassing shall take place in connection with any election of the Council. Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place, shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place. The Council shall determine the question as to whether any such disqualification has taken place
31. A retiring Member of the Council if eligible in other respects shall be eligible for re-election
32. A quorum for any Meeting of the Council shall be six persons personally present and the meeting of the Council shall be attended by such officers of the Company as the Council shall from time to time direct
33. The Chairman of the Company shall be the chairman of the Council. The Chairman (or in his absence the Deputy Chairman) shall have a second or casting vote in the case of an equality of votes at meetings of the Council. In the absence of the Chairman of the Company from a Council meeting the Council shall elect a chairman for such meeting from the Members present and for this purpose the Director General shall be eligible to be elected chairman to preside

at such meeting

34. The Council may in its absolute discretion co-opt to the Council any Member of the Company who is eligible for election to the Council to serve on the Council and to act in all manner as an elected representative on the Council as provided in Article 21 hereof, so long always as there shall not at any one time be more than three Members who have been co-opted to the Council

Any Member eligible as aforesaid may be co-opted either for a specific purpose or period or for an unspecified period provided always that any Member co-opted for an unspecified period shall retire, as if by rotation after the Annual General Meeting of the Company held next after his co-option but shall be eligible for election, re-election or appointment as provided for by Article 28 hereof or for co-option for a specific purpose or for a further specified period not exceeding twenty-one months in all

35. For the purpose of computing service as a Member of Council and to ascertain the number of Members of Council at any time, the following provisions shall apply, notwithstanding any general conditions relating to Membership of the Council herein contained:

35.1 In respect of Article 29 hereof, any Member of the Council who retires by rotation immediately after any Annual General Meeting shall be deemed to remain in office until the earlier of (a) the election of another Member of the Council in his stead (or his own re-election as the case may be) or (b) the seat on the

Council having been declared vacant by the Council in the event of there being no nomination for or election of a Member of the Council in the place of the Member retiring as aforesaid

- 35.2 In respect of Article 34 hereof, any Member of the Council who is co-opted to fill a vacancy on the Council may be deemed to have been a Member of Council from the date of the vacancy and not from the date of the co-optation
36. The Council shall meet not less than four times a year at any time and place upon such notice as the Chairman of the Company for the time being shall determine
37. The Chairman of the Company shall have power to call a special meeting of the Council at any time as he may think fit, or the Secretary shall call such meeting on the written request of four Members of the Council
38. 38.1 The Council shall at its Meeting next following the Annual General Meeting (or at such other of its Council Meetings as the Council may from time to time determine) elect one of its Council Members to be the Chairman of the Company. In order to qualify for election as the Chairman of the Company the person to be elected must in all cases be both (a) and existing member of the Council; and (b) a representative of the Manufacturer Members. The Chairman shall be elected for a period of one year (or for such other period as the Council shall from time to time determine) provided that any Chairman so elected shall retire as if by

rotation at the Council Meeting next following the Annual General Meeting but shall be eligible for re-election as Chairman at such Meeting subject to him being still eligible as an elected Member of the Council

If or whenever there shall from any cause be no Chairman of the Company the Council shall designate one or other of their number to be Acting Chairman of the Company until the election of a new Chairman

The Acting Chairman of the Company shall fulfil and discharge all the functions and duties of the Chairman of the Company for the time being of the Company and all reference in these Articles to the "Chairman of the Company" shall (where the context so admits) be deemed to refer also to the Acting Chairman

38.2 In the event that the Council appoint a Director General pursuant to its powers contained in Articles 39.3 and 39.4 and Article 53, the Director General shall be a member of the Council and shall be entitled to express his opinion on any matters being discussed by the Council, but shall not be entitled to vote thereon

38.3 The Deputy Chairman of the Company shall be the immediate past or retiring Chairman or in the event of there being no such person (or in the event of such person no longer being a Member of the Council) such other Member of the Council as the Council shall determine

38.4 The Company shall elect annually a President who shall serve as an honorary officer of the Company.

The duties of the President will be to further the interests and aims of the Company as defined in the Company's objects and in pursuance of such objects to carry out such further duties as the Council shall from time to time determine

Suitable candidates for the office of President shall be selected by the Council at its Meeting next last before the Annual General Meeting of the Company.

The President shall be elected annually by the Members of the Company at the Annual General Meeting provided that if or whenever there shall from any cause be no President the Council shall designate such other person to act as President until the election of a President at the next following Annual General Meeting as it may in its absolute discretion determine.

The President shall not be required to be a Member of the Motor Cycle Industry and the qualifications as to membership of the Company contained in Article 4 shall be inapplicable to the office of President.

The President shall not be entitled to a vote at General Meetings of the Company and shall not by reason of the office of President be a member of the Council

POWERS OF COUNCIL

39. The Council shall, in addition to any powers otherwise conferred by these Articles, have the following powers:

- 39.1 Generally to administer and to have possession of the funds of the Company and to apply such funds to such purposes and in such manners they may deem necessary or advisable for the carrying out of the objects for which the Company is established, subject nevertheless to any regulation of these Articles and to such regulations as may be prescribed by the Council and also subject to the Memorandum of Association of the Company
- 39.2 In particular to invest the funds and monies of the Company upon any securities they may think fit, and to borrow money and give such security in respect thereof as may be deemed necessary
- 39.3 To enter into a contract or contracts for the supply of staff, services and facilities and for the provision of office equipment, motor cars and other business apparatus generally and in particular with any corporation of which the Company shall be a member
- 39.4 In addition to the foregoing, to appoint and at pleasure to remove such officers as may be found necessary for the conduct of the business of the Company, and to fix and pay such annual salaries or other remuneration as they may deem fit
- 39.5 To act in the name of the Company and generally to execute all the powers and functions of the Company as may be consistent with the Memorandum and Articles of Association of the Company
- 39.6 To determine what services and facilities shall be made

available to Members of groups of Members or class of Members and whether such services and facilities shall be treated as being included in or excluded from any sum or sums paid by Members by way of annual subscriptions

39.7 To arbitrate on any question of difference between Members of the Company

39.8 To exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting, provided that no regulations made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made

39.9 To delegate to any Standing Committee or to a Special Committee to be appointed by them for that purpose such powers, duties, and obligations as they may from time to time deem expedient, with power to rescind such appointment and delegation

39.10 Any Finance Committee or Committee appointed to deal with the selection, engagement or conditions of employment of officers of the Company (or the dismissal of the same) shall, without prejudice to the foregoing, consist of the Honourary Officers of the Company and not less than two other Members of Council

SERVICE COMPANY

40. So long as the Company shall be a member of the CMCA Service Company Limited, it shall be entitled to nominate individual persons as members of the Board of Directors of the said CMCA Service Company Limited. For this purpose the Council may nominate any three of its members (which for the avoidance of doubt may include the Director General should he be so nominated by the Council)

STANDING AND OTHER COMMITTEES

41. The Council may from time to time or as the occasion requires form or cause to be formed a committee or committees of members to administer any venture or undertaking of the Company and may define the terms of reference thereof

Such committee or committees may be formed as a Standing Committee to administer some particular business, in which event the composition of or manner of election to such Committee shall be laid down by the Council

42. The Council may from time to time appoint an "ad hoc" committee composed of members of the Company and such "ad hoc" committee or committees shall (unless prevented from doing so by the Council) have power to co-opt other Members of the Company and persons or representatives of firms or corporations who are not Members of the Company
43. A quorum for any Meeting of any Standing Committee shall be decided by the Council. A quorum for any Meeting of an "ad

hoc" Committee shall be not less than one third of the number of the members of the Committee present in person, or not less than two persons present in person if the number of the members of the Committee is five or less

44. In addition to the powers hereinbefore granted the Council may form or cause to be formed any Sub-Committee of Members of the Company to act jointly with any Committee of persons from any other corporation or association having aims and objects similar or akin to those of the Company
45. An officer of the Company shall act as Secretary to all Standing or "ad hoc" Committees
46. Any Standing Committee formed or caused to be formed by the Council shall remain in office until the meeting of the Council held next after the Annual General Meeting of Members of the Company whereat the Council shall cause the nomination, appointment or election of members of such Committees as are requisite, provided always that no Standing Committee formed to administer some particular business of the Company which involved the control or expenditure of the Company's money shall be dissolved until the accounts in respect of the said particular business shall have been approved by the Council

ANNUAL GENERAL MEETING

47. 47.1 The Annual General Meeting of the Company shall be held in the month of June in each year or at such other time and at such other place and upon such notice as the Council may determine. The Chairman of the Company

shall act as chairman of the Meeting. The business to be transacted at such General Meeting shall be:

- 47.1.1 To receive the Annual Report
- 47.1.2 To receive the Annual Statement of Accounts
- 47.1.3 To elect the President
- 47.1.4 To appoint Auditors
- 47.1.5 To deal with any other business of which due notice shall have been given

47.2 In addition to the Annual General Meeting, General Meetings of Members shall be held at such frequency as the Council, in its absolute discretion, shall determine

48. The Annual Statement of Accounts shall be presented in accordance with the provisions of the Companies Act 1967 and shall be signed by the President and one of the other Honourary Officers in office at the date of their preparation

49. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act 1948 to 1967

RECORDS

50. A correct record of the proceedings of the Company, its Council, Committee and Sub-Committee shall be kept by the Secretary, who shall also have the custody of all documents, Parliamentary papers, statistical works, and all property of a like nature belonging to the Company

51. The Council shall cause proper books of account to be kept

with respect to all monies received or expended by the Company and the matters in respect of which such receipt or expenditure takes place and with respect to all other statutory requirements

COMMON SEAL

52. The Council shall provide for the safe custody of the Common Seal of the Company which shall only be used by the authority of the Council or for such person or persons authorised by the Council in that behalf. Every instrument to which the Seal shall be affixed shall be signed by the Chairman of the Company and the Director or Secretary of the Company or by two members of the Council

DIRECTOR AND SECRETARY

53. In exercise of the powers granted by Articles 39(c) and (d) hereof the Council may appoint a chief executive of the Association who may be designated "Director" and may in addition appoint a "Director General" neither of whom shall, by virtue of such designation, be Directors of the Company within the meaning of the Companies Act 1948 as subsequently amended, and the Council shall appoint a Secretary who shall be the Secretary of the Company within the meaning of the said Act

NOTICES

54. Notices may be served upon members, either personally, or by prepaid letter or circular, or by hand addressed to such

Members at their registered addresses

55. Any notice sent by post shall be deemed to have been served at the time when the letter or circular containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to show that the letter or circular containing the notice was properly addressed and posted

INDEMNITY

56. Every Member of the Council and of any Committee, and any other officer or servant of the Company, shall be indemnified by the Company against all costs, losses, and expenses which any such Member, officer or servant may incur or become liable for in any way in the execution of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default; and none of the said Members, officers, and servants shall be answerable for any act or default of any other of them, or for joining in receipts for the sake of conformity, or for any loss, misfortune, or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default

SCHEDULE OF AMENDMENTS

Original Articles of Association as amended and adopted 23 April 1974

Article 38 amended 16 January 1980

Article 22 amended 7 April 1981

Articles 1, 11, 14, 22, 24, 33, 38, 40, 47 and 53 amended 11 December 1984

Articles 11A, 13, 20A, 20B, 22, 28, 33, 36, 37, 38A, 38C, 38D, 40, 47A and 52 amended 10 December 1985

Articles 33 and 38A amended 13 August 1991

Motor Cycle Industry
Association Ltd

Starley House, Eaton Road, Coventry CV1 2FH
Telephone 0203 227427 (4 lines)
Fax 0203 229175

Reg No 1113262

PRTS/GMG/S1911

28th July 1994



The following Resolution was passed as a Special Resolution at the Twenty Second Annual General Meeting of the Motor Cycle Industry Association Limited on Tuesday, 12th July 1994:

SPECIAL RESOLUTION

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

- (1) By the deletion in lines 4, 5, 7 and 8 of Article 1 of the word "Executive".
- (2) By the deletion in the third paragraph of Article 1 of the word "Supplier" and by the substitution therefor of the words "Accessory Manufacturer".
- (3) By deleting the fifth paragraph of Article 1 and by substituting the following paragraph:-

""Dealer" means any person, firm or corporation who is a trader dealing by retail sales and services with the public at large, in two or three wheeled cycles or other vehicles as hereinbefore defined or in component parts thereof or in accessories and equipment used in conjunction therewith."
- (4) By adding a new paragraph 6 to Article 1 as follows:-

""Motor Cycle Marketing Servicers" means any person firm or corporation providing marketing services to the industry."
- (5) By deleting the paragraph commencing "Associate" in Article 1 and substituting therefor the following paragraph:-

""Associate" includes such other persons, firm or corporation who may be elected an Associate Member of the Company by the Council from time to time and in whom is vested only such rights or upon whom is imposed such limitation of rights as may be determined by these Articles or any powers granted to the Council thereunder."
- (6) By deleting Article 4 and substituting therefor the following new Article:-

"Any person, firm or corporation carrying on a trade or business hereinbefore defined as being that of a Manufacturer, Accessory Manufacturer, Factor, Motor Cycle Marketing Servicer or Dealer, or as being within the Support Industry shall (subject to the powers conferred on the Council by those Articles in that behalf) be admissible as a Member of the Company."

Members of:

IMMA
INTERNATIONAL MOTORCYCLE
MANUFACTURERS' ASSOCIATION

CBI
Confederation of British Industry

European Motorcycle
Manufacturers
Association

- (7) By deleting paragraphs (a) to (e) of Article 5 and substituting therefor the following paragraphs:-

- "(a) Manufacturer
- (b) Accessory Manufacturer
- (c) Factor
- (d) Motor Cycle Marketing Servicer
- (e) Dealer
- (f) The Support Industry"

- (8) By deleting the word "September" from Article 16(c) and by substituting therefor the word "March".

- (9) By amending the reference in Article 21 to the Companies Acts to "1948 to 1989".

- (10) By deleting Article 33 and substituting therefor the following new Article:-

"In the absence of the Chairman of the Company from a Council meeting the Council shall elect a Chairman as Deputy Chairman for such meeting being the immediately past or retiring Chairman, or in the event of there being no such person present then such other Member of the Council as the Council shall determine and for this purpose the Director General shall be eligible to be elected as Deputy Chairman to preside at such meeting."

- (11) By deleting the words "of the Council" from the first line of Article 35(2).

- (12) By deleting Article 38C.

- (13) By deleting Article 39(j).

- (14) By deleting the word "June" from Article 47A and substituting therefor the word "July".

- (15) By deleting Article 48 and substituting therefor the following new Article:-

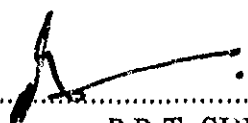
"The Annual Statement of Accounts shall be presented in accordance with the provisions of the Companies Act 1948 to 1989 and shall be signed by the Chairman and one Council Member in office at the date of their preparation."

- (16) By amending the reference in Article 49 to the Companies Acts to "1948 to 1989".

- (17) By deleting Article 53 and substituting therefor the following new Article:-

"In exercise of the powers granted by Articles 39(c) and (d) hereof the Council may appoint a chief executive of the Association who may be designated "Director General" but who shall not by virtue of such designation be a Director of the Company within the meaning of the Companies Acts 1948 to 1989 and the Council shall appoint a Secretary who shall be the Secretary of the Company within the meaning of the said Acts."

Signed:.....



P.R.T. SHEEN
Secretary