



THE
MOTOR CYCLE
INDUSTRY
ASSOCIATION

The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE

MOTOR CYCLE INDUSTRY ASSOCIATION LIMITED

Registered Number of the Company: 1113282

Incorporated 11 May 1973



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Motor Cycle Industry Association Ltd

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Members of:

IMMA
INTERNATIONAL MOTORCYCLE
MANUFACTURERS ASSOCIATION



Registered office address as above
Registered in England No. 1113282
VAT No. GB 274 495 53

The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE MOTOR CYCLE INDUSTRY ASSOCIATION LIMITED

INTERPRETATION

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

"Act" means the Companies Act 1985 (as amended)

"Company" means the above named Company.

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

"Appeal Board" means the appeal board comprising the Chairman, the Chief Executive, one representative from the Company's lawyers and one representative from the Company's accountants for the purposes of Articles 5 and 16.

"Motorcycle Manufacturer" includes any person, firm or corporation who is engaged in the manufacture or assembly in the United Kingdom or elsewhere or the import into the United Kingdom 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.

"Accessory and Component Manufacturer, Importer and Exporter" includes any person, firm or corporation who is engaged in the manufacture, distribution or assembly in the United Kingdom or elsewhere or the import into, or export from, the United Kingdom of recognised and essential parts of or belonging to or used in conjunction with the products of Motorcycle Manufacturers or in the manufacture, assembly, production or import into or export from the United Kingdom 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 (being a person, firm or corporation more than 75% of whose turnover in any accounting period is derived from wholesale activity) 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.

"Service Provider" means any person firm or corporation providing services to the Industry, including insurance, marketing, wholesale finance, retail finance, consultancy or advisory services.

"Full Member" means a member of the Company determined as such in accordance with Article 3.

"Probationary Member" means a member of the Company determined as such in accordance with Article 3.

"Associate Member" means a member of the Company determined as such in accordance with Article 3.

"Major Motorcycle Manufacturer" means those Motorcycle Manufacturers who register 1,000 (or such other number or market percentage as the Board may from time to time by resolution consider appropriate) or more new motorcycles (irrespective of make or model) at the Driver and Vehicle Licensing Agency (or such other official vehicle registration centre as may replace the same) in the previous calendar year.

"Minor Motorcycle Manufacturer" means a Motorcycle Manufacturer who is not a Major Motorcycle Manufacturer.

"Appointing Members" means the five Major Motorcycle Manufacturers who are ranked highest by reference to the number of motorcycles (irrespective of make or model) registered in the relevant period or, if any of such five Major Motorcycle Manufacturers shall have indicated to the Secretary that they do not wish or fail to appoint a representative pursuant to Article 28(a) ("Relevant Manufacturer"), the five Major Motorcycle Manufacturers (excluding the Relevant Manufacturers) who are so ranked highest.

"Non-Appointing Members" means those Major Motorcycle Manufacturers who are not Appointing Members.

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

"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.

"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 required the contrary).

Reference in Articles 25 and 28 to a "representative" shall where appropriate be deemed to include reference to the firm or corporation of which that representative is a partner, director or senior executive.

MEMBERSHIP

2. For the purposes of registration the number of members of the Company is to be taken to be 1,000 and the Board may from time to time register an increase of members.
3. (a) There shall be the following classes of members, namely:
 - Full Members
 - Probationary Members
 - Associate Members
 - Such other class or classes of members as the Board may from time to time determine.
- (b) Any question as to into which class any member falls from time to time shall be determined by the Board in its absolute discretion.
- (c) Full Members must:
 - (i) belong to one of the categories of trade or business listed in Article 5(b);
 - (ii) meet the admission criteria specified in Article 5(c); and
 - (iii) have been a member of the Company for at least three years.
- (d) Probationary Members must:
 - (i) belong to one of the categories of trade or business listed in Article 5(b);
 - (ii) meet the admission criteria specified in Article 5(c), and
 - (iii) have been a member of the Company for less than three years or have not previously been a member of the Company.
- (e) Associate Membership may be granted by the Board at its discretion to an applicant which is neither a Full Member nor a Probationary Member but who satisfies the admission criteria specified in Article 5(c) and who may contribute to the objects of the Company.

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- (f) The Board shall have the power, in exceptional circumstances, to waive the requirement that any particular member or prospective member shall have been a member for at least three years before qualifying to be a Full Member.
4. The Board shall from time to time decide in its absolute discretion into which of the following groups or categories any member or prospective member falls:
- (a) Motorcycle Manufacturer
 - (b) Accessory Manufacturer
 - (c) Factor
 - (d) Service Provider
5. (a) This Article contains the categories of trade or business into which an applicant must fall, and the criteria to be satisfied, before membership can be granted, subject to Article 3(e) above.
- (b) Any person, firm or corporation carrying on a trade or business hereinbefore defined as being that of a Motorcycle Manufacturer, Accessory and Component Manufacturer, Importer and Exporter, Factor or Service Provider shall (subject to the following provisions of these Articles) be eligible for consideration as a member provided that such person, firm or corporation shall have produced accounts (audited as appropriate) covering at least 12 months of trading for its latest completed accounting period.
- (c) In considering applications for membership, the Board must be satisfied that the applicant satisfies the following criteria:-
- (i) the applicant should have a history of having maintained high technical and safety standards and its products should have a reputation for safety and good quality;
 - (ii) the applicant should have undertaken in writing to comply with all codes of conduct and technical and/or compulsory safety standards issued or to be issued by the Company or any other organisation, body or person which relates to the Industry;
 - (iii) the applicant should not operate or carry on (or have carried on or propose to operate or carry on) its business in a manner which conflicts (or conflicted) with the interests of the Industry or any part thereof or which brings (or has brought) the Industry or any part thereof into disrepute;
 - (iv) the applicant should have complied with all relevant legislation and should not have been subject to any material criminal or civil legal proceedings;
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- (v) the applicant (if an individual) should not have been the subject of any insolvency or bankruptcy proceedings;
- (vi) the applicant should not be in the process of being, or have been, investigated or threatened with investigation by any governmental or non-governmental body or authority (including DTI, Inland Revenue and HM Customs & Excise);
- (vii) the Company should otherwise be satisfied as to the integrity of the applicant as a person, firm or company; and
- (viii) the applicant's business should be of a sufficient size and have adequate financial backing and insurance cover to perform its functions efficiently and without undue risk of going out of business

and where the applicant is a company or partnership the directors and those shareholders holding more than 30% of the share capital or voting rights (in the case of a company applicant) or the individual partners (in the case of a partnership applicant) should each satisfy the criteria set out above.

- (d) In considering an application and without prejudice to the generality of Article 10, the Board will be entitled to request the provision of:

- (i) bank references;
- (ii) annual reports and accounts;
- (iii) training records;
- (iv) quality certifications, and
- (v) such other information as is reasonably necessary to demonstrate the applicant's suitability for membership.

- (e) An applicant who is refused membership will be entitled to request in writing that the Company give to the applicant its reasons in writing for refusal of membership and the applicant will have a right of appeal to the Appeal Board which shall meet and conduct itself in accordance with such rules and terms of reference as the Board shall from time to time determine.

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 Board 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 Board at one of its meetings and the Board shall have power to remit in whole or in part the entrance fee in its 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 and (if appropriate) their manner of calculation shall be determined and may from time to time be increased, reduced or varied by the Board.

9. Members shall pay such membership subscriptions 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 in relation to their respective class of membership as are provided for in these Articles and such other rights, privileges and benefits as may, from time to time, be determined by the Board.
10. The Board may for the purposes of determining the class of membership into which a member should fall or the annual subscription to be paid by a member or such confidential purposes as the Board shall in its absolute discretion consider necessary or desirable require that member to certify in writing to the Directors or Secretary of the Company the interest of that member in the Industry, that member's turnover in respect of any period, or any other information reasonably required by the Board for such purposes.
11. Annual subscriptions shall be payable in respect of each 12 month period commencing on 1st January and be paid by no later than the 31st day of January of that year.

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.
12. 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 Office.
13. 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.
14. A member whose annual subscription is more than one month in arrear shall not (in addition to any other penalties or liabilities he may incur for non- or late payment) 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) The Board may, by resolution passed by a majority of its members than present and voting, exclude any member from the Company if, in their absolute discretion and on an objective and non-discriminatory basis, they consider it desirable in the interests of the Company or of the Industry to do so and thereupon the said member shall cease to be a member of the Company.
- (b) The basis for expulsion shall include:
 - (i) any of the factors for considering applications to membership listed in Article 5(b) or (c) ceasing to apply to the member;
 - (ii) the failure to pay any membership subscriptions or other sums due to the Company;
 - (iii) any breach of law;
 - (iv) any other objective and non-discriminatory basis which the Board deems, in its absolute discretion, to be appropriate

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 Board, render his exclusion desirable and has had an opportunity of appearing before the Board and showing cause why he should not be excluded. The Board shall give a written statement of reasons in respect of any expulsion. The expelled member shall have a right of appeal to the Appeal Board which shall meet and conduct itself in accordance with such rules and terms of reference as the Board shall from time to time determine.

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 Board.
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 or any

subsidiary of the Company and to have his name included in the list of applicants therefore, 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 a Show Management Committee or by such subsidiary of the Company.

19. The Board 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 its decision in such matter shall be final and binding on all members.
20. The Board 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 5 hereof if in its absolute discretion and for objective and non-discriminatory reasons the Board 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 BOARD AND HONORARY OFFICERS

21. The business of the Company shall be managed by the Board acting either of its own authority or by delegation of authority as provided for in these Articles. The members of the Board are the Directors of the Company within the meaning of the Act.
22. The Board shall consist of such number of elected representatives as shall be determined by the following provisions of these Articles.
23. The qualification for membership of the Board shall be that any member of the Board (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. Probationary and Associate Members or their representatives shall not be eligible for election to the Board.
25. (a) The Board shall comprise the following representatives:-
 - (i) One representative from each of the Appointing Members.
 - (ii) Two representatives from the non-Appointing Members.
 - (iii) One Minor Motorcycle Manufacturer's representative.
 - (iv) A number of representatives equal to the number of representatives appointed or elected by the Major Motorcycle Manufacturers,

comprising (for every seven places available) three Accessory and Component Manufacturer, Importer and Exporter representatives, two Factor representatives and two Service Provider representatives.

- (b)
 - (i) The two non-Appointing Member representatives will be elected by a majority of the non-Appointing Members
 - (ii) The representative from the Minor Motorcycle Manufacturers shall be elected by a majority of the Minor Motorcycle Manufacturers
 - (iii) Each representative from the Accessory Manufacturer members shall be elected by a majority of the Accessory Manufacturer members
 - (iv) Each representative from the Factor members shall be elected by a majority of the Factor members, and
 - (v) Each representative from the Service Provider members shall be elected by a majority of the Service Provider members

in each case in accordance with the provisions of Article 28 below, but provided always that Associate Members shall not be eligible to vote in respect of such elections.

- 26. Nothing in these Articles shall prevent an ex-officio member of the Board from being re-elected to the Board as an elected representative.
- 27.
 - (a) Except for appointment of Appointing Member representatives which shall be by nomination pursuant to Article 28(a), all elections to the Board shall be by postal ballot pursuant to Article 28(b).
 - (b) Membership of the Board shall not be assignable and deputy, delegate, substitute or proxy membership shall not be permitted save in the case of Appointing Members who (subject to their continuing entitlement to nominate a representative on the Board) shall be entitled to nominate a substitute or replacement in the event that their nominated representative ceases for any reason to be a member of the Board or ceases to be a partner director or senior executive of the relevant Appointing Member or in the entire discretion of the Board if other exceptional circumstances prevail or as otherwise set out herein.
 - (c) Whenever a vacancy arises or is due to arise in the Board, the Board shall determine in its absolute discretion whether to leave such position vacant until the next annual elections are due to be held pursuant to Article 29 below or to carry out an ad hoc election for such position pursuant to Article 28 below, in order to fill that vacancy.
- 28. The following shall be the mode of appointment or election to the Board:
 - (a) A notice shall be sent by the Secretary to each Appointing Member

requiring such member to state whether or not he desires to have a representative seat on the Board and, if so, to nominate in writing his representative with effect from the date of the election, and a representative so nominated to the Company shall be such member's representative on the Board with effect from such date. The Secretary's notice shall specify the date by which a response must be received by the Company and a nomination received after its specified date shall be invalid.

- (b) (i) In respect of representatives to be elected from the non-Appointing Members, Minor Motorcycle Manufacturers, the Accessory and Component Manufacturer, Importer and Exporter members, the Factor members and the Service Provider members, a notice shall be sent by the Secretary to the members comprising each such group in respect of vacancies which exist or will exist in the office of director representative of that group. Such notice shall set forth particulars and the date of the election, accompanied by a nomination paper, stating (where appropriate) the name of the representative or representatives whose place or places are to be filled and distinguishing those who are eligible for re-election. Nominations for election must be in writing and delivered to the registered office of the Company at least fourteen days before the date of the election. Each person nominated shall be required to indicate his assent to nomination.
- (ii) Voting papers giving lists of persons nominated, together with a statement of attendance at Board meetings of each such nominee during the preceding year (where applicable) shall be served upon every member (other than Associate Members) of the group from which the relevant persons have been nominated as representative, intimating the last day upon which voting papers shall be returned to the registered office of the Company and any voting papers received after such date shall be invalid.
- (iii) The Board shall appoint one scrutineer or more as it thinks fit, who shall report the result shown by the voting papers, as soon as possible after the conclusion of voting.
- (iv) In case the number of nominations from a group shall be equal to or less than the number of vacancies for representatives of that group, then those persons who have been nominated shall be duly elected without voting, and if the number of nominations shall be less than the number of vacancies the Board may re-allocate the remaining vacancies to another group or fill such vacancies by co-option as hereinafter provided.
- (v) A member shall vote for as many candidates from his group as there are vacancies for representatives of that group 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 Vice-Chairman shall have a casting vote (notwithstanding that the Chairman or Vice-Chairman may represent a group other than that from which the relevant candidates have been nominated).

- (c) Associate Members shall not be eligible to vote in respect of such elections.
29. (a) The procedure laid down by Article 28 shall be followed each year in advance of the Annual General Meeting, for any resultant nomination to take effect from such Annual General Meeting.
- (b) In respect of either or both of the two non-Appointing Member representatives, if the member (of the Company) of which they are a director, partner, employee or sole proprietor shall become one of the Appointing Members then that representative shall retire from the Board with effect from the end of the next Annual General Meeting and be counted in the number of members of the Board due to retire by rotation pursuant to Article 29(c) below.
- (c) This sub-article shall apply to members of the Board who are not representatives of Appointing Members. One-third of such members 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 comprise, firstly, any member of the Board required to retire by rotation pursuant to Article 29(b) above and, secondly, those members of the Board 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. Any such member who has been such a member of the Board for three consecutive years without retiring shall in any event retire even if he is not yet due to retire by rotation (in addition to those who are due to retire by rotation).
- (d) A retiring member of the Board if eligible in other respects shall be eligible for re-election.

CHAIRMAN

30. (a) The Board shall at its meeting immediately preceding the Annual General Meeting (or at such other of its Board meetings as the Board may from time to time determine) elect one of its Board members to be the Chairman of the Company, and one of its Board members to be the Vice-Chairman of the Company. Subject to the Chairman remaining a member of the Board,

the Chairman shall hold office for a period of one year but such period may be extended by a further year (but no more) by majority resolution of the Board. Upon the Chairman ceasing to hold such office (whether by the expiry of his term of office or otherwise) the Vice-Chairman shall (subject to him remaining a member of the Board) succeed to the office of Chairman in his place and a new Vice-Chairman shall be elected by the Board.

- (b) If or whenever there shall from any cause be no Chairman or Vice-Chairman of the Company the Board shall designate one or other of their number to be Acting Chairman or Vice-Chairman of the Company until the election of a new Chairman or Vice-Chairman (as appropriate).
- (c) The Acting Chairman of the Company shall fulfil and discharge all the functions and duties of the Chairman 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.
- (d) The Chairman of the Company shall be the Chairman of all general meetings of the members of the Company and all Board meetings and, in the case of an equality of votes at any general meeting of the members of the Company or any Board meeting, he shall have a casting vote in addition to any other vote to which he is entitled.

PROCEEDINGS OF DIRECTORS

- 31. A quorum for any meeting of the Board shall be six persons personally present and entitled to vote and the meeting of the Board shall be attended by such officers of the Company as the Board shall from time to time direct.
- 32. If a quorum is not present at any Board meeting within 30 minutes of the time it has been called for then the meeting shall be adjourned to the same time and place one week later and, if at that adjourned meeting a quorum is still not present, the members of the Board actually present shall be deemed to be a quorum.
- 33. The Board shall meet not more than 12 times a year at any time and place upon such notice as the Chairman of the Company for the time being shall determine. A member of the Board may only vote in respect of any matter if he is present in person at the meeting of the Board at which such matter falls to be considered.
- 34. The Chairman of the Company shall have power to call a special meeting of the Board at any time as he may think fit, or the Secretary shall call such meeting on the written request of four members of the Board.
- 35. In the absence of the Chairman of the Company from a Board meeting the Vice-Chairman shall act as the Chairman of that Board meeting or (if he is not present) the immediately past or retiring Chairman, or (in the event of there being no such

person present) then such other member of the Board as the Board shall determine and for this purpose the Chief Executive shall be eligible to be elected deputy Chairman for such meeting.

36. (a) The Board may in its absolute discretion co-opt to the Board any member of the Company who is eligible for election to the Board, or any senior executive of the Company, or any member, director or senior executive of any subsidiary of the Company, to serve on the Board and to act in all manner (save to the extent mentioned below) as an elected representative on the Board so long always as there shall not at any one time be more than 16 members of the Board (including any co-opted members) or more than three members of the Board who have been co-opted to the Board.
- (b) Any member eligible as aforesaid may be co-opted either to fill a vacancy on the Board or for a specific purpose or period or for an unspecified period provided always that any co-opted member shall retire, as if by rotation (and be counted in the numbers of representatives to retire 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 period provided always that the provisions of this Article 36(b) shall not apply to the Chief Executive or the President (if appointed).
- (c) Any such co-optee shall be entitled to express his opinion on any matters being discussed by the Board but shall not be entitled to vote thereon.
37. The office of a member of the Board shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:-
- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Company; or

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- (e) he ceases to be a partner director or senior executive of the member of the Company of whom he was the representative when he was elected (or nominated) to office; or
 - (f) the member of the Company of whom he is the representative, or if he is an individual member, ceases to be a member of the Company; or
 - (g) being an individual he fails to attend fifty per cent or more of the meetings of the Board in any consecutive period of twelve months and the Board resolves that his office be vacated.
38. All acts done by a Board meeting, a committee of the Board, or by a person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was a defect in their appointment or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board and had been entitled to vote.
39. Save as otherwise provided by the Articles, a member of the Board shall not vote at a Board meeting or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company, or
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company for which the member of the Board has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security
- and for the purposes of this Article 39, an interest of a person who is, for any purpose of the Act, connected with a member of the Board shall be treated as an interest of the member of the Board.
40. A member of the Board shall not be counted in the quorum present at a Board meeting in relation to a resolution on which he is not entitled to vote.
41. The Board may suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Board from voting at a Board meeting or at a meeting of any committee of the Board.
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42. If a question arises at a Board meeting or at a meeting of any committee of the Board as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman and his ruling in relation to any member of the Board shall be final and conclusive.

POWERS OF BOARD

43. The Board shall, subject to the provisions of the Act and the Memorandum of Articles of Association of the Company, manage the business of the Company and shall exercise all the powers of the Company and 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 Board 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.

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- (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 Board 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.
44. The Company shall elect annually a President who shall serve as an honorary officer of the Company and shall act in accordance with such terms of reference laid down by the Board from time to time and these Articles.
45. (a) 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 Board shall from time to time determine.
- (b) Suitable candidates for the office of President shall be selected by the Board at its meeting immediately preceding the Annual General Meeting of the Company.
- (c) 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 Board 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.
- (d) 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.
- (e) 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 Board or to attend or vote at Board meetings.
46. The Board may from time to time by resolution appoint one or more Vice Presidents to assist in the furthering of the interests and aims of the Company as defined in the Company's objects in such manner as the Board may prescribe. Any such Vice President must be a member of the Company but need not be a member of the Board. Any such appointment shall be for a term fixed by the Board. If a Vice President is not a member of the Board the position of Vice President shall not ex-officio entitle the holder to attend or vote at Board meetings.
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SERVICE COMPANY

47. 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 Board may nominate any three of its members (which for the avoidance of doubt may include the Chief Executive should he be so nominated by the Board).

STANDING AND OTHER COMMITTEES

48. The Board 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 Board.
49. The Board 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 Board) 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.
50. A quorum for any meeting of any Standing Committee shall be decided by the Board. 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.
51. In addition to the power hereinbefore granted the Board may form or cause to be formed any Sub-Committee of members of the Company to act jointly with any Committee or persons from any other corporation or association having aims and objects similar or akin to those of the Company.
52. Any Standing Committee formed or caused to be formed by the Board shall remain in office until the meeting of the Board held next after the Annual General Meeting of members of the Company whereat the Board 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 Board.

ANNUAL GENERAL MEETINGS

53. The Annual General Meeting of the Company shall be held in the month of July in each year or at such other time and at such place and upon such notice as the Board 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.

GENERAL MEETINGS

54. All general meetings other than annual general meetings shall be called extraordinary general meetings.
55. The Board may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Board to call a general meeting, any director or any member of the Company may call a general meeting.
56. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at such meeting; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Members of the Board and auditors.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

57. No business shall be transacted at any general meeting unless a quorum is present. Six persons entitled to attend and vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
58. If such a quorum is not present within 30 minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the directors may determine and if at that adjourned meeting a quorum is still not present within 30 minutes of the time appointed for the meeting the members present and entitled to attend and vote shall be a quorum.
59. The Chairman of the Company shall be the chairman of any general meeting and in his absence the Vice-Chairman shall act as such chairman or (if he is not present) the immediately past or retiring Chairman or (in the event of there being no such person present) such person as the members present and entitled to vote shall choose.
60. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
61. A resolution put to the vote of a meeting shall be decided on a show of hands. A declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
62. Subject to Article 14 hereof each Full or Probationary Member shall be entitled to appoint a proxy and each Full or Probationary Member present in person or by

proxy or corporate representative shall have one vote at a General Meeting of the Company. For the avoidance of doubt Associate Members shall be entitled to attend but not appoint proxies or vote at General Meetings of the Company.

63. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
64. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in such form as the directors may approve.
65. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the Office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
66. A vote given by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given.

RECORDS

67. A correct record of the proceedings of the Company, its Board, 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.
68. The Board 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

69. The Board shall provide for the safe custody of the Common Seal of the Company which shall only be used by the authority of the Board or of such person or persons

authorised by the Board in that behalf. Every instrument to which the Seal shall be affixed shall be signed by the Chairman of the Company and the Chief Executive or the Secretary of the Company, or by two members of the Board.

DIRECTOR AND SECRETARY

70. In exercise of the powers granted by Articles 43(c) and (d) above the Board may appoint a Chief Executive of the Association who shall not by virtue of such appointment be a Director of the Company within the meaning of the Act and the Board shall appoint a Secretary who shall be the Secretary of the Company within the meaning of the said Act.
71. In the event that the Board appoints a Chief Executive pursuant to its powers contained in Articles 43(c) and (d) and Article 70, the Chief Executive shall (notwithstanding the terms of Article 70 above) be entitled to receive all minutes, notices and agendas of Board meetings, attend all Board meetings and to express his opinion on any matters being discussed by the Board, but shall not be entitled to vote thereon.

NOTICES

72. 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.
73. Any notice sent by post shall be deemed to have been served 48 hours after the envelope containing it was posted 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

74. Every member of the Board 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.