



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 8848806

The Registrar of Companies for England and Wales, hereby certifies that

THE MOTORCYCLE ACTION GROUP LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **16th January 2014**



N08848806T



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
private or public company

✗ **What this form is NOT for**
You cannot use this form to
register a limited liability partnership
this, please use form LL IN0

WEDNESDAY
15/01/2014
15:01



A20 *A2ZM8IJV* #174
15/01/2014
COMPANIES HOUSE
A11 *A2Z464T7* #92
08/01/2014
COMPANIES HOUSE

Part 1 Company details

A1	Company name To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option www.companieshouse.gov.uk/info Please show the proposed company name below Proposed company name in full The Motorcycle Action Group Limited For official use 8848806	Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by * Duplicate names Duplicate names are not permitted A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance booklet GP1 at www.companieshouse.gov.uk
A2	Company name restrictions Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body <input type="checkbox"/> I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response	Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www.companieshouse.gov.uk
A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative <input type="checkbox"/> I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative	Name ending exemption Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www.companieshouse.gov.uk
A4	Company type Please tick the box that describes the proposed company type and members' liability (only one box must be ticked) <input type="checkbox"/> Public limited by shares <input type="checkbox"/> Private limited by shares <input checked="" type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Private unlimited with share capital <input type="checkbox"/> Private unlimited without share capital	Company type If you are unsure of your company's type, please go to our website www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address

Please give the registered office address of your company

Building name/number	Oakslade
Street	Station Road
Post town	Hatton
County/Region	Warwickshire
Postcode	C V 3 5 7 L H

Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association

Please choose one option only and tick one box only

Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input checked="" type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 3	<p><input type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application</p>

For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles

Please tick the box below if the company's articles are restricted

☐

Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ¹

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title *

Full forename(s)

Surname *

Former name(s) ²

³ Corporate appointments

For corporate secretary appointments, please complete section C1. CS instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

⁴ Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ⁵

Building name/number

Street

Post town

County/Region

Postcode

Country

⁶ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

Signature ⁷

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature

X

X

⁸ Signature

The person named above consents to act as secretary of the proposed company.

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Application to register a company

Corporate secretary

C1 Corporate secretary appointments		Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Please use this section to list all the corporate secretary appointments taken on formation.		
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2 Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3 EEA companies		EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered		
Registration number		
C4 Non-EEA companies		Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered		
Registration number		
C5 Signature		
I consent to act as secretary of the proposed company named in Section A1		Signature The person named above consents to act as corporate secretary of the proposed company
Signature	Signature X	

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Application to register a company

Director

D1	Director appointments [Ⓢ]	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	Mr	
Full forename(s)	John	
Surname	Mitchell	
Former name(s) [Ⓢ]		
Country/State of residence [Ⓢ]	England	
Nationality	British	
Date of birth	<div> <div>2</div> <div>2</div> <div>1</div> <div>0</div> <div>1</div> <div>9</div> <div>7</div> <div>2</div> </div>	
Business occupation (if any) [Ⓢ]	Graphic Designer	

Ⓢ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

Ⓢ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

Ⓢ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

Ⓢ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

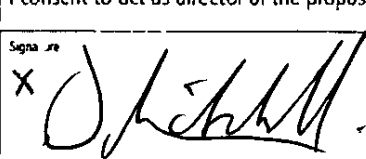
Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address [Ⓢ]	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		

Ⓢ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature [Ⓢ]	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div> <div>Signature</div> <div> <div>X</div>  <div>X</div> </div> </div>	

Ⓢ Signature
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1	Director appointments	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	Mrs	
Full forename(s)	Tracy Lynn	
Surname	Smith	
Former name(s)*		
Country/State of residence	England	
Nationality	British	
Date of birth	<div> <div>d</div> <div>1</div> <div>0</div> <div>0</div> <div>4</div> <div>1</div> <div>9</div> <div>6</div> <div>5</div> </div>	
Business occupation (if any)	Garage Administrator	

Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

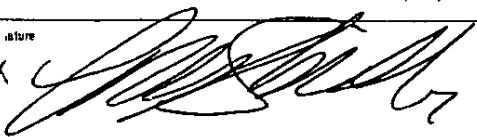
Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		

Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div> <div>Signature</div> <div>X </div> <div>X</div> </div>	

Signature
The person named above consents to act as director of the proposed company.


IN01 – continuation page

Application to register a company

Director

D1	Director appointments ¹		1 Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual. 2 Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. 3 Country/State of residence This is in respect of your usual residential address as stated in Section D4. 4 Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5		
Title*	Mr		
Full forename(s)	Christopher Paul		
Surname	Turner		
Former name(s)* ²			
Country/State of residence ³	England		
Nationality	British		
Date of birth	d 0 3 m 1 0 y 1 9 y 5 8		
Business occupation (if any) ⁴	Retired		

D2	Director's service address ¹		1 Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	The Company's Registered Office		
Street			
Post town			
County/Region			
Postcode			
Country			

D3	Signature ¹		1 Signature The person named above consents to act as director of the proposed company.
	I consent to act as director of the proposed company named in Section A.1		
Signature	Signed: 		

IN01

Application to register a company

Corporate director

E1 Corporate director appointments		<p>Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.</p>
Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2 Location of the registry of the corporate body or firm		
Is the corporate director registered within the European Economic Area (EEA)?		
<p>+ Yes Complete Section E3 only</p> <p>+ No Complete Section E4 only</p>		
E3 EEA companies		<p>EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered		
Registration number		
E4 Non-EEA companies		<p>Non EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered		
If applicable, the registration number		
E5 Signature		<p>Signature The person named above consents to act as corporate director of the proposed company.</p>
I consent to act as director of the proposed company named in Section A1.		
Signature	<p>Signature</p> <p>X</p>	X

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Application to register a company

Part 3

Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1

Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (e.g. Ordinary/Preference etc.)	Amount paid up on each share ⓐ	Amount (if any) unpaid on each share ⓐ	Number of shares ⓑ	Aggregate nominal value ⓐ
				£
				£
				£
				£
Totals				£

F2

Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary, Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share [ⓐ]	Amount (if any) unpaid on each share [ⓐ]	Number of shares [ⓑ]	Aggregate nominal value [ⓐ]
Totals				

F3

Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value ⓐ

ⓐ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 €100 \$10 etc

ⓐ Including both the nominal value and any share premium

ⓑ Total number of issued shares in this class.

ⓐ Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2.

Class of share

Prescribed particulars

0

0 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Case of share

Prescribed particulars

0

4) Prescribed particulars of rights attached to shares

The particulars are

- a. particulars of any voting rights, including rights that arise only in certain circumstances,
- b. particulars of any rights, as respects dividends, to participate in a distribution,
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

Application to register a company

Initial shareholdings

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Please list the company's subscribers
in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
1. Mr.						
Address						
2. Mr.						
Address						
3. Mr.						
Address						
4. Mr.						
Address						
5. Mr.						
Address						
6. Mr.						
Address						
7. Mr.						
Address						
8. Mr.						
Address						
9. Mr.						
Address						
10. Mr.						
Address						

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Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

payment of debts and liabilities of the company contracted before I cease to be a member,

- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

Name

Please use capital letters

Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s)	John
Surname	Mitchell
Address	Black Dog House, 44 Seafeld Close Seaford, East Sussex
Postcode	B N 2 5 3 J R
Amount guaranteed	one pound

Subscriber's details

Forename(s)	Tracy Lynn
Surname	Smith
Address	High Leigh, Chestwood, Bishops Tawton, Barnstaple, North Devon
Postcode	E X 3 2 O A X
Amount guaranteed	one pound

Subscriber's details

Forename(s)	Christopher Paul
Surname	Turner
Address	2 Roseville, Whitecroft, Gosforth, Seascale, Cumbria
Postcode	C A 2 0 1 A Y
Amount guaranteed	one pound

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Application to register a company

Subscriber's details	
Forename(s) *	
Surname *	
Address *	
Postcode	
Amount guaranteed *	

Subscriber's details	
Forename(s) *	
Surname *	
Address *	
Postcode	
Amount guaranteed *	

Subscriber's details	
Forename(s) *	
Surname *	
Address *	
Postcode	
Amount guaranteed *	

Subscriber's details	
Forename(s) *	
Surname *	
Address *	
Postcode	
Amount guaranteed *	

Subscriber's details	
Forename(s) *	
Surname *	
Address *	
Postcode	
Amount guaranteed *	

* Name

Please use capital letters

* Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

* Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to Section H1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section H2 (Statement of compliance delivered by an agent).

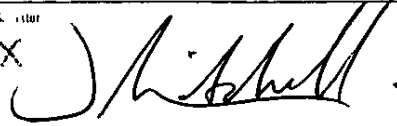

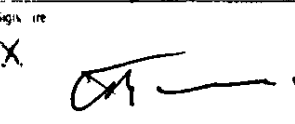
H1

Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X 	X
Subscriber's signature	Signature X 	X
Subscriber's signature	Signature X 	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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Application to register a company

Subscriber's signature	<small>Signature</small> X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	<small>Signature</small> X	X	
Subscriber's signature	<small>Signature</small> X	X	
Subscriber's signature	<small>Signature</small> X	X	

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with		
Agent's signature	<small>Signature</small> X	X

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Company name E Cool
 Company type SOLE TRADING
 Address 18 KING STREET
 Post town LUKEFIELD
 Post code UF1 2SQ
 Country
 DX 15033
 Telephone 01924 387110



Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
☐ At the agent's address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales:
 The Registrar of Companies, Companies House,
 Crown Way, Cardiff, Wales, CF14 3UZ
 DX 33050 Cardiff

For companies registered in Scotland:
 The Registrar of Companies, Companies House,
 Fourth floor, Edinburgh Quay 2,
 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
 DX ED235 Edinburgh 1
 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
 The Registrar of Companies, Companies House,
 Second Floor, The Linenhall, 32-38 Linenhall Street,
 Belfast, Northern Ireland, BT2 8BG
 DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
 The Registrar of Companies, PO Box 4082,
 Cardiff, CF14 3WE



Further information

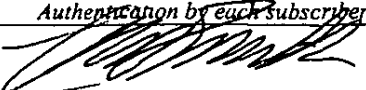


For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of The Motorcycle Action Group Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Tracy Lyn Smith	
Christopher Paul Turner	
John Mitchell	

Dated

2nd January 2014

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

**THE MOTORCYCLE ACTION GROUP LIMITED (the
"Company")**

INTRODUCTION

1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires

Act: means the Companies Act 2006,

Articles: means the Company's articles of association for the time being in force,

Business Day. means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company,

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 11, any director whose vote is not to be counted in respect of the particular matter),

Member: means a member of the Company, and

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered "**Model Article**" is a reference to that article of the Model Articles

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

- 1 4 A reference in these Articles to an "**article**" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- (a) any subordinate legislation from time to time made under it, and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 6 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 7 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles
- 1 8 Model Articles 2, 8, 9(1) and (3), 11(2) and (3), 13, 14(1), (2), (3) and (4), 17(2), 30(2), 31, 32, 35, 38 and 39 shall not apply to the Company
- 1 9 Model Article 7 shall be amended by
- (a) the insertion of the words "for the time being" at the end of article 7(2)(a), and
 - (b) the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"

2 **OBJECT**

- 2 1 The objects for which the Company is established is to
- (a) Promote motorcycling
 - (b) Represent, support and protect the interests and rights of riders of vehicles classed in law as motorcycles,
 - (c) Further and encourage the following aims
 - (i) To promote measures which encourage safe and responsible road use,
 - (ii) To end all forms of discrimination against riders, and to oppose any and all measures that unfairly disadvantage riders,
 - (iii) To preserve, protect and extend the freedom enjoyed by riders,
 - (iv) To end exploitation of riders,
 - (v) To lobby and campaign through regional and national government on behalf of riders,
 - (vi) To co-operate with and lend aid to riders rights organisations nationally and internationally, whose principles, policies and programmes do not conflict with those of the Company

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

3 POWERS

3.1 In pursuance of the objects set out in article 2, the Company has the power to

- (a) Buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part such property and any and all rights of the Company,
- (b) Borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets,
- (c) Invest and deal with the funds of the Company not immediately required for its operation in or upon such investment, securities or property as may be thought fit,
- (d) Subscribe for, take or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world,
- (e) Enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligations by any company, firm or person,
- (f) Lobby, advertise, publish, examine, research and survey in respect of all matters of law, regulation Economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal objects in any way,
- (g) Pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same,
- (h) Enter into contracts to provide services to or on behalf of other bodies,
- (i) Provide and assist in the provision of money, materials or other help,
- (j) Open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments,
- (k) Do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2

4. NOT FOR DISTRIBUTION

4 1 The income and property of the Company shall be applied solely in promoting the object of the Company from time to time

4 2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of

- (a) Reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company,
- (b) Any interest on money lent by any Member or any director at a reasonable and proper rate,
- (c) Reasonable and proper rent for premises demised or let by any Member or director, or
- (d) Reasonable out-of-pocket expenses properly incurred by any director

5. WINDING UP

On the winding-up or dissolution of the Company, any assets or property that remains available to be distributed or paid to the Members shall not be paid or distributed to such Members but shall be transferred to another body (charitable or otherwise)

- (a) With objects similar to those of the Company, and
- (b) Which shall prohibit the distribution of its or their income to its or their members,

such body to be determined by the Members at the time of winding-up or dissolution

6 GUARANTEE

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for

- (a) Payment of the Company's debts and liabilities contracted before he ceases to be a Member,
- (b) Payment of the costs, charges and expenses of the winding up, and
- (c) Adjustment of the rights of the contributories among themselves

DIRECTORS

7. UNANIMOUS DECISIONS

7 1 A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter

7 2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing

7 3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting

8 CALLING A DIRECTORS' MEETING

8 1 Any director may call a directors' meeting by giving not less than 14 Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give such notice

8 2 A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting

9. QUORUM FOR DIRECTORS' MEETINGS

9 1 Subject to article 9 2, the quorum for the transaction of business at a meeting of directors is any three Eligible Directors

9 2 For the purposes of any meeting (or part of a meeting) held pursuant to article 11 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s) (defined in article 11 1), the quorum for such meeting (or part of a meeting) shall be one Eligible Director

9 3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision

(a) To appoint further directors, or

(b) To call a general meeting so as to enable the Members to appoint further directors

10 VOTING AND CASTING VOTE

10 1 The Chairman or other director chairing a meeting does not have a general vote however if the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has a casting vote

10 2 Article 10 1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting)

11 RETIREMENT BY ROTATION

11 1 Without prejudice to any other provision of these Articles, each Director shall retire from office at the fourth annual general meeting after his appointment

- 11 2 A Director who retires at an annual general meeting (whether by rotation or otherwise) may, if willing to act, be re-appointed. If he is not re-appointed or deemed to have been re-appointed under article 12, he shall retain office until the meeting appoints someone in his place, or, if it does not do so, until the end of the meeting.

12 DEEMED RE-APPOINTMENT OF DIRECTORS

12 1 If

- (a) At the annual general meeting in any year a resolution or resolutions for the appointment or re-appointment of the persons eligible for appointment or re-appointment as Directors are put to the meeting and lost, and
- (b) At the end of the meeting the number of Directors is fewer than any minimum number of Directors required under article 15

All retiring Directors who stood for re-appointment at that meeting (**Retiring Directors**) shall be deemed to have been re-appointed as Directors and shall remain in office but the Retiring Directors may only act for the purpose of convening general meetings of the Company and perform such duties as are essential to maintain the Company as a going concern, and not for any other purpose.

- 12 2 The Retiring Directors shall convene a general meeting as soon as reasonably practicable following the meeting referred to in Article 12 1 and they shall retire from office at that meeting. If at the end of any meeting convened under this article the number of Directors is fewer than any minimum number of Directors required under Article 15, the provisions of this Article shall also apply to that meeting.

13 DIRECTORS' CONFLICTS OF INTEREST

- 13 1 The directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest.

- 13 2 Any authorisation under this article 11 shall be effective only if

- (a) To the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,
- (b) Any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and
- (c) The matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

- 13 3 Any authorisation of a Conflict under this article 11 may (whether at the time of giving the authorisation or subsequently)
- (a) Extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,
 - (b) Provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict,
 - (c) Provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict,
 - (d) Impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit,
 - (e) Provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and
 - (f) Permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters
- 13 4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict
- 13 5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation
- 13 6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds
- 13 7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

- (a) May be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
- (b) Shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested,
- (c) Shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested,
- (d) May act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
- (e) May be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
- (f) Shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

14 RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

15 NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not exceed seven and shall not be less than two

16. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

17 CHANGE OF COMPANY NAME

The name of the Company may be changed by a special resolution of the Members, or otherwise in accordance with the Act

18 APPLICATION FOR MEMBERSHIP

- 18 1 No person shall become a Member unless he has completed an application for Membership in a form approved by the directors from time to time. A letter shall be sent to each successful applicant confirming their Membership of the Company and the details of each successful applicant shall be entered into the Register of Members by the Company Secretary.
- 18 2 All Members must pay to the Company on becoming a Member an annual subscription fee to be decided by the directors from time to time.
- 18 3 The directors may establish different classes of Members and set out their respective rights and obligations.

19 TRANSFER OF MEMBERSHIP

- 19 1 A Member may not transfer his Membership to another person.
- 19 2 When a Member dies or becomes bankrupt (if an individual) or goes into receivership, administrative receivership, administration, liquidation or other arrangement for the winding up of a company (if a company), the Membership shall automatically terminate.

20. EXPULSION OF MEMBER

- 20 1 The directors may terminate the Membership of any Member without his consent by giving him written notice if, in the reasonable opinion of the directors
- (a) he is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute, or
 - (b) he has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole, or
 - (c) he has failed to observe the terms of these Articles and the Rules

Following such termination, the Member shall be removed from the Register of Members by the Company Secretary.

- 20 2 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his Membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. The Member shall have a right to appeal a decision of the directors to terminate the Membership of a Member at the next Annual General Meeting of the Company.
- 20 3 A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee.

DECISION MAKING BY MEMBERS

21 VOTES OF MEMBERS

Subject to the Act, at any general meeting every Member who is present in person shall on a show of hands have one vote and every Member present in person shall on a poll have one vote

22 POLL VOTES AND PROXIES

22.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting

22.2 Article 30(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article

22.3 Members shall not be permitted to appoint proxies to attend and vote on their behalf at a meeting of the Company

ADMINISTRATIVE ARRANGEMENTS

23. MEANS OF COMMUNICATION TO BE USED

23.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day

- 23 2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act

24 RULES

The directors may establish rules governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members) If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail

25 INDEMNITY AND INSURANCE

- 25 1 Subject to article 28 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

- (a) Each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, and including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and
- (b) The Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 28(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

- 25 2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly

- 25 3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

25 4 In this article

- (a) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) A "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
- (c) A "relevant officer" means any director or other officer or former director or other officer of the Company , but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)