

The Companies Acts 1985 to 2006

COMPANY LIMITED BY GUARANTEE and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE MOTOR CYCLE INDUSTRY ASSOCIATION LIMITED

1. The Name of the Company is "THE MOTOR CYCLE INDUSTRY ASSOCIATION OF GREAT BRITAIN LIMITED."
2. The registered Office of the Company will be situated in England
3. The objects for which the Company is established are:
 1. To support and promote in the United Kingdom and internationally the interests and welfare of the L-Category Sector (meaning Light Powered Two, Three and 4 Wheels vehicles), L-Category Industry (which as a term includes manufacturers of and traders in two or three, 4 wheeled propelled directly or indirectly by means of the application of any form of mechanical or electrical power either by itself or in conjunction with the application of the muscular power of the rider or driver) and all accessories and components thereof and manufacturers, traders and business enterprises engaged in allied or ancillary undertaking.
 2. To provide for the Industry the means of formulating and influencing Government policy both at National & Local levels affecting the Industry or matters of industrial, commercial, economic, fiscal and technical importance and to act as a central authority for the Industry in the making known and advising on the views of the industry.
 3. To develop, act as a representative and encourage the Industry's efficiency and competitive power and to provide advice, information and assistance for that purpose.
 4. To support and promote all such activities necessary and desirable for the welfare and advancement of the Industry, the Members of the Company and the users of products of the industry.
 5. To promote with national and local government and with the public at large interest in all activities relative to our sector and the use of products of the industry.
 6. To provide platforms that provide the sector with publicity including the annual motorcycle show and exhibition proprietors and managers, and in particular to provide the exhibition of motorcycles, scooters, tricycles and quadricycles and road vehicles of all kinds within the scope of L-category as defined above.
 7. To give the Legislature and public bodies and other facilities for conferring with and ascertaining the views of persons engaged in the Industry as regards matters directly or indirectly affecting the same.
 8. To originate and promote improvements in the law, and in support or oppose alteration therein, and to effect improvements in administration, and, for the purpose of the aforesaid, to petition Parliament and take such other steps and proceedings as may be deemed expedient.
 9. To diffuse among its Members and the public generally, information on all matters affecting, treating of, or bearing upon the objects of the Company, and to adopt such

publicity methods as may further, or may be deemed further, the interests of its Members, or their customers, or their trades or businesses, or may be deemed to further the general public interest.

10. To provide for the Members services for the collection, collation and diffusion of statistical and technical information and information on matters relating to market conditions and national and international requirements for the use or prospective use of the products of the Industry, and to procure the supply of information advantageous or beneficial to the Industry and public bodies and to the Press.
11. To provide for the delivery and holding of conferences, meetings, training sessions both directly or indirectly to advance the cause of education, whether general, professional, or technical, and to institute and establish scholarships, grant, awards, and other distinctions, and, without prejudice to the generality of the foregoing words, to improve and elevate the technical and general knowledge of persons engaged in, or about to engage in, the Industry or any employment, manual or otherwise, in connection herewith.
12. To promote research and other scientific work in connection with the Industry and all ancillary and allied industries, and for that purpose to establish, form, equip and maintain laboratories, workshops, or factories, and to conduct and carry experiments, and to provide funds for such work, and for payment to any person or persons engaged in research, whether in such laboratories or elsewhere.
13. To establish, promote, provide, or arrange or assist in establishing promoting providing or arranging events and exhibitions both national and international for the purpose of extending, or with the view to extending, the sale of goods and merchandise produced by the industry.
14. To apply for, purchase, or otherwise acquire an patents, brevets d'invention, licences, concessions, trademarks and the like, conferring any exclusive or no-exclusive or limited right to use, or any secret or any other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to us, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
15. To encourage the settlement of disputes by arbitration and to act as or nominate arbitrators and umpires on such terms and in such cases as may seem expedient, and in particular to form, develop, support and maintain a Court of Arbitration, and to frame and adopt such rules and regulations, and appoint such officials as may be necessary, expedient, or desirable in connection therewith.
16. To retain and employ skilled, professional, or technical advisers, commercial agents, or other workers in connection with the objects of the Company, both in the United Kingdom and abroad, and such clerical and working assistants as may be found necessary, and pay therefor such fees or remuneration as may be thought expedient.
17. To enter into any arrangements with any Governments or authorities supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and employ with any such arrangements, rights, privileges, and concessions.
18. To seek and obtain openings in the United Kingdom and abroad for the employment of capital, and to seek for and obtain openings for the sale of member's goods and

merchandise, and for that purpose to retain and pay such persons as may be deemed necessary or expedient in connection therewith.

19. To establish, subsidise, promote, co-operate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend monetary assistance to, or otherwise assist any associations and institutions, incorporated or not incorporated, whose objects include scientific or industrial research, or whose objects are otherwise altogether or in part similar to those of the Company.
20. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
21. To subscribe to, become a member of, and to co-operate with any other company or association whether incorporated or not, whose objects are altogether or in part similar to those of this Company or of advantage to the members of this company.
22. To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
23. To raise money by subscriptions and to grant any rights and privileges to subscribers
24. To enter in to any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on, or engages in, or about to carry out or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
25. To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
26. To undertake and execute any trust which may seem to the Company conducive to any of its objects.
27. To invest and deal with the money of the Company not immediately required upon such securities and in such a manner as may from time to time be determined.
28. Generally, to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
29. To operate, maintain, and alter buildings, or works necessary or convenient of the purposes of the Company.
30. To make, accept, endorse, execute, and issue promissory notes, bills of exchange, debentures, and other negotiable or transferable instruments.
31. To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
32. To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
33. To borrow or raise money in such other manner as the Company shall think fit, and in particular by the issues of bills of exchange, promissory notes, bonds, debentures, or debenture stock, perpetual or otherwise, charged upon all of the Company's property (both present and future).

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

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

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