

Resolution for the AGC 2003:

'That the existing Memorandum and Articles of Association of M.A.G. (UK) Ltd and the Constitution of MAG be replaced with the attached document, and that the revised Articles of Association shall serve as the new Constitution of the Motorcycle Action Group'.

Proposed by Gerard Livett - Member 92282

Seconded by Christine Harris - Member 92282

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

M.A.G. (UK) Limited

1. The company's name is "M.A.G. (UK) Limited"
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are: -
 - i. The establishment and carrying on of a Motorcycle Action club for an association for the promotion and safeguarding of motorcycling in the U.K., the promotion of charity and anything incidental or conducive to any of those objects, including the following: -
 - i. To promote motorcycling.
 - ii. To represent and protect the interests and rights of riders of vehicles classed in law as motorcycles.
 - iii. To give effect, as far as may be practicable, to the principles and policies from time to time approved by the group conference.
 - iv. To promote measures which encourage safe and responsible road use.
 - v. To end all forms of discrimination against riders, and to oppose any and all measures that unfairly disadvantage riders.
 - vi. To preserve and extend the freedoms enjoyed by riders.
 - vii. To end all exploitation of riders.
 - viii. To co-operate with and lend aid to riders' rights organisations at home and abroad, whose principles, policy, and programme do not conflict with those of the group.
 - ix. To do all such other things as are incidental or conducive to the attainment of any or all of the above objects.
107. The profits of the group, if any, or other income shall be applied in promoting the objects of the group.
108. The payment of dividends to members of the company is prohibited.
109. All assets which would otherwise be available to its members generally shall be transferred on its winding up either to another body with objects similar to its own or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the company).
110. To purchase, sell, exchange, improve, rent, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire, deal with and hold any estate of

interest in any lands, buildings, easement, right, privileges, or other property, chattels and effects of any interest or right in relation thereto.

111. To erect, pull down, repair, alter, develop, construct, lay down, enlarge, maintain or otherwise deal with any buildings, factories, stores, shops, plant and machinery, roads, railways, tramways, sidings, bridges, reservoirs and work necessary or convenient for the Company's business and to contribute to the performance of any of the above.
112. The liability of the members is limited.
113. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

OF

M.A.G. (UK) Limited

INTERPRETATION.

1. In these Articles of Association the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

WORDS

The Act

These Articles

The Association

The Council

The Office

The Group

Group Conference

NC

Executed

The United Kingdom

Month

In writing

Clear days

MEANINGS

The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

These Articles of Association, and the regulations of the Association from time to time in force.

The above-named Company.

The Board of Directors for the time being of the Association.

The registered office of the Association.

The Motorcycle Action Group.

General Meeting.

National Committee.

Includes any mode of execution.

Great Britain and Northern Ireland.

Calendar month.

Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.

In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

GENERAL

2. The Association is established for the purposes expressed in the Memorandum of Association.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he is

approved by the Council. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council require executed by him.

4. The Association shall also be known as The Motorcycle Action Group

MEMBERSHIP

5. There shall be three classes of membership, namely:
 - i. Individual membership (which shall include such joint, family and similar membership schemes as the NC shall, from time to time, make available).
 - ii. Affiliated club membership.
 - iii. Affiliated corporate membership.
107. Individual members shall be persons who subscribe to the conditions of membership.
108. Individual members shall enjoy equal rights and status within the group irrespective of age, race, religion, sex, marital status, or other distinction.
109. Affiliated club members shall consist of the members of motorcycle clubs or other organisations affiliated to MAG who subscribe to the conditions of membership and who benefit from the particular terms and conditions applicable to affiliated club members as shall, from time to time, be determined by the NC.
110. Affiliated corporate members shall be businesses, incorporated or unincorporated, who subscribe to the conditions of membership and who benefit from the particular terms and conditions applicable to corporate members as shall, from time to time, be determined by the NC.
111. Honorary Life Membership may be granted to any person who has, in the opinion of the group conference, endeavoured in the interests of riders at great personal sacrifice.
112. Upon acceptance into membership all individual members shall be sent a copy of the constitution. In the case of affiliated members these shall be sent to the appropriate representative of the affiliating organisation.
113. Any individual member whose membership is terminated or refused shall have the right of appeal at the subsequent group conference.
114. Any affiliated organisation whose affiliation is terminated or refused shall have the right of appeal at the subsequent group conference.
115. Individual and affiliated membership shall automatically terminate one calendar year from the date of payment of the annual subscription, and shall be due for renewal on that date.

CONDUCT OF MEMBERS

- i. Each individual and affiliated member must accept the constitution, principles, programme and policy of the group and agree to conform to the same.
- ii. No affiliated or individual member shall engage in a sustained course of conduct prejudicial to the group. The National Committee shall determine whether a member has engaged in such a course of conduct. Where appropriate the National Committee shall have regard to the activities of the member, but not to the mere holding or expression of beliefs and opinions.
- iii. Complaints against members of the group shall be dealt with by the National Committee in accordance with the Group's Complaints Procedure as ratified by the Group Conference from time to time.

- iv. Individual members shall, upon acceptance of their application, be deemed to accept individual liability for the debts of the group. Such individual liability shall be limited to £1 and shall cease upon termination of membership.
- v. Standing life members shall accept the same aforementioned liability. This liability shall cease either upon their resignation from the group or upon their death. Furthermore, neither the group nor its representatives shall attempt to recover any liability from any deceased member's estate.
- vi. Affiliation and membership fees shall be determined from time to time by the National Committee.
- vii. Members or affiliated bodies shall not use the name of the Motorcycle Action Group in conjunction with motorcycle club titles such as MC or MCC. Nor shall the name of the group or the initials 'MAG' be used in the name of any other company except by permission of the National Committee. For the purposes of this document the names Motorcycle Action Group and MAG (UK) Ltd may be referred to as MAG or 'the group' or 'the company'.

GROUP CONFERENCE

- viii. The work of the group shall be under the direction of the group conference
- ix. All Group Conferences, other than Annual Group Conferences, shall be called Extraordinary Group Conferences.
- x. The group conference shall meet once in every year and also at such other times as may be deemed necessary by the National Committee.
- xi. The National Committee shall fix the time, date and venue of the group conference. The group conference shall consist of fully paid up individual members of the group.
- xii. The basis of representation at the group conference shall be as follows:
 - 97. Two members from each local MAG branch entitled to participate in the 'Conference Fare Pool' arrangement, one being the MAG Local Representative or an appointed deputy, and one other member elected by the branch.
 - 98. Two members from each MAG region, one of whom shall be the MAG Regional Representative or a deputy appointed by the region, plus one other member elected according to the procedures of the region.
 - 99. All elected National Officers.
 - 100. All directors of MAG (UK) Ltd
 - 101. Delegates from affiliated organisations, places being allocated on the basis of one delegate per thousand members or part thereof, subject to a maximum of 200 delegate places allocated proportionately should total eligibility exceed 200.
 - 102. Any other individual paid-up member wishing to attend. All National Committee members shall be required to attend the conference except where sufficient excuse is previously given to and accepted by the NC and shall have their reasonable travelling expenses met by the group at the discretion of the National Finance Director.
- i. All Local Representatives shall attend the conference except where sufficient excuse is previously given to and accepted by the NC and shall have a proportion of their reasonable travelling expenses reimbursed at the discretion of the National Finance Director by way of the Conference Fare Pool established for the purpose.
- ii. A minimum twenty eight days notice shall ordinarily be given to members of a group conference, although the accidental failure to give notice to any member shall not invalidate the proceedings of the conference.

- iii. The quorum for a group conference shall be fifty (50) members.
- iv. The NC shall convene a special session of the group conference upon receipt of a petition by recorded delivery satisfying the following requirements;
 - 107. The petition shall be signed by not less than one hundred (100) full individual members.
 - 108. The petition shall give the full names, addresses, and membership numbers of each signatory.
 - 109. Signatories shall have been full individual member for not less than one full year.
 - 110. The petition for a special session shall include an agenda listing all items for discussion.
 - 111. The special session petitioned for shall be held not later than three calendar months from the date the petition is received at the offices of the group.
 - 112. No special session shall be convened less than three months from the date of the previous group conference save at the discretion of the National Committee.
- i. Each local MAG group shall contribute an equal sum to a 'Conference Fare Pool', the fund so established being distributed at the discretion of the National Finance Director in such a way as to equalise, as far as is reasonably practicable, the travelling costs of local group delegates.
- ii. The National Committee shall fix the contribution required for the Conference Fare Pool.
- iii. Only local MAG groups shall be eligible to contribute to, and receive reimbursement from, the Fare Pool.
- iv. The Chair of the Conference shall be the National Vice Chairman of the Group who shall not participate in the debate and shall have a casting vote only whilst in the Chair. In the absence of the National Vice Chairman the National Committee shall appoint a deputy.
- v. MAG Regional Groups willing and able to host the annual conference shall submit their proposals to the National Committee. The NC shall set an appropriate deadline for such submissions. Regions wishing to bid for the conference must submit a full plan and budget to the NC Regions should be able to meet a significant part of the cost of the conference from monies raised by their own regional activities.
- vi. The NC will award the AGC to the region submitting the proposal that, in the opinion of the NC, is most beneficial to MAG and its members.

GROUP CONFERENCE, AGENDA, PROPOSALS AND NOMINATIONS

- vii. Notice of proposals for the annual group conference shall be received in writing at the Central Office of the group not later than the last working day of December. In the case of a special conference the NC may appoint a date prior to which such notices shall be sent to the Central Office.
- viii. Nominations for officers to be elected by the Annual Group Conference shall open on December 1st each year and shall close on the last working day of December. Following closure of nominations each candidate shall receive immediate notice of the names of all other candidates, together with a copy of their election manifestos.
- ix. Details of all nominations and proposals received by the cut off date shall be printed in the February/March issue of the group's newspaper and all candidates shall be obliged to submit a manifesto for printing in this issue with their nomination. Failure by any candidate to submit a manifesto shall invalidate their nomination.

- x. Posts for which no nominations have been submitted shall be left open to nominations until seven days prior to conference, at which point nominations for these posts shall close.
- xi. Posts for which no nominations have been received by the day of the conference shall be filled by nominations on the day, or failing that by co-option by the National Committee thereafter.
- xii. Except in exceptional circumstances nominees who do not attend the group conference shall be deemed to have withdrawn their nomination unless they send to the Central Office, before the date of the conference, an explanation in writing satisfactory to the National Committee. Where circumstances arise on the day of conference preventing the attendance of a nominee a satisfactory explanation must be given to and acknowledged by the conference Chair at the conference venue by telephone, fax or email.
- xiii. Nominees for national officers must, except where recommended by the NC, have been members of the group for a minimum period of at least twelve (12) months prior to nomination.
- xiv. Proposals and nominations shall only be accepted from paid up individual members.
- xv. Emergency resolutions shall only be permitted which refer to matters that have arisen since the latest closing date for proposals.
- xvi. Where the conference has made a constitutional amendment, no further amendment to the part of the constitution in question shall be considered by conference for a period of three years, except where such resolutions are, in the opinion of the NC, both desirable and necessary.
- xvii. Proposals shall be circulated to branches and affiliated organisations not later than two weeks prior to conference.
- xviii. Voting at group conference shall be on the basis of one vote for each individual member in attendance.
- xix. In counting votes only votes "for" or "against" a resolution shall be counted. No account shall be taken of abstentions other than that they shall be noted in the minutes on request.
- xx. All resolutions and nominations submitted shall state the names and membership numbers of the proposers and seconders.
- xxi. Decisions on matters other than amendments to the constitution shall be decided by simple majority vote.
- xxii. No alcoholic beverages or intoxicating substances may be consumed in the conference hall.

COUNCIL OF MANAGEMENT

- xxiii. The Board of MAG (UK) Ltd shall comprise seven Directors.
- xxiv. Each Director shall have one vote on all matters put to the vote put in Board meetings.
- xxv. The quorum for a Board meeting shall be four Directors.
- xxvi. A simple majority shall decide all questions, except as laid down below with regard to the dismissal of Directors, which shall require a minimum of five Directors voting in favour.

- xxvii. The Board shall be empowered, subject to at least five of its members voting in favour, to dismiss and replace with a candidate of its own choosing, any Director whose presence on the Board is deemed not to be in MAG's interests. Any such action shall be subject to ratification by the next NC meeting on a simple majority vote. Any replacement Director appointed by the Board shall be subject to election at the following AGC for a term expiring on same date that the Director replaced would ordinarily have been due for re-election.
- xxviii. The National Committee shall be empowered, subject to at least two-thirds of the voting members present at the meeting voting in favour, to dismiss and replace with a candidate of its own choosing any Director whose presence on the Board is deemed not to be in MAG's interests.
- xxix. The Directors elected at the 1999 AGC shall, upon election, draw lots to decide their initial length of service. Two Directors shall serve for a one-year term becoming due for re-election in September 2000. Two Directors shall serve for a two-year term becoming due for re-election in September 2001. Two Directors shall serve for a three-year term becoming due for re-election in September 2002. One director shall serve for a four-year term becoming due for re-election in September 2003. From the 2000 AGC all Directors shall be elected for a four-year term. *It should be noted that since the moving of the AGC from September to April, terms served by Directors are adjusted accordingly.*
- xxx. The Board shall be overseen by the MAG National Committee, which shall take care to ensure that the Board acts in the best interests of the members it represents.
- xxxi. On the voluntary early retirement of any Director the Board shall be empowered, by a simple majority vote, to replace the retired Director with a candidate of its own choosing. Any such appointment made by the Board shall be subject to ratification by a simple majority vote at the subsequent NC meeting.
- xxxii. Directors appointed by the Board and ratified by the NC in lieu of another Director who has retired shall be subject to election at the following AGC for a term expiring on same date that on which the retired Director would have normally been due for re-election.
- xxxiii. Directors of MAG (UK) Ltd shall remain eligible for election to National Committee posts and vice-versa.
- xxxiv. Paid employees and contractors employed by MAG (UK) Ltd may be elected as Directors as a duty separate from and additional to their contractual employment. In such a case their contractual employment shall continue independent of their Board position and shall not be affected by any failure to secure re-election at any subsequent time.
- xxxv. The National Committee vests its authority in the Board and empowers the Board to act on its behalf in all matters arising outside and between the scheduled regular National Committee meetings.
- xxxvi. The Board is empowered to act as it sees fit in all matters in which the Directors have statutory responsibilities.
- xxxvii. The Board is empowered to secure advances from time to time or to raise loans, either on mortgage or otherwise, and on such terms as it may deem expedient: to employ any part of the funds at its disposal in the purchase of any freehold or leasehold building or site and or in the building, leasing holding or rental of any premises and in the fitting-up and maintenance thereof: and to invest any monies not immediately required in such securities as it may deem proper and to realise or to vary such investments from time to time and to appoint trustees and/or form a society, association, company, or companies in accordance with the provisions of the Friendly Societies Acts or the Companies Acts for any or all the above purposes and to define the powers of such trustees, society, association, company, or companies, and the manner in which such powers shall be exercised.

- xxxviii. The Board is empowered to purchase assets using the funds of the company, to lend money to such other organisations as it deems fit, to give guarantees and indemnities where required for furthering the objectives of the group and to enter into partnerships, joint ventures and co-operative arrangements with other organisations or companies where such shall be deemed to be in the interests of the group and in furtherance of its objectives.
- xxxix. The Board is empowered to carry on any other activity or business of any description which may seem to the group capable of being advantageously carried on in connection with or ancillary to the other objects of the group.
- xl. MAG (UK) Ltd shall indemnify the Directors in respect of all actions taken by them on behalf of the company.
- xli. The primary business of the Board is in relation to the running of the company and the commercial affairs of MAG (UK) Ltd and not in the generation or promotion of new policy, campaigns or wider organisational structure of which remains the preserve of the appropriate officers, NC and AGC.

SECRETARY

- xlii. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- xliii. The office of a member of the Council shall be vacated: -
 - 108. If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - 109. If he becomes of unsound mind.
 - 110. If he ceases to be a member of the Association.
 - 111. If by notice in writing to the Association he resigns his office.
 - 112. If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.

PROCEEDINGS OF THE COUNCIL

- xliv. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- xlv. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- xlvi. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the

meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

- xlvi. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
- xlvi. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
- xlix. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
- I. The Council shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- ii. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

THE NATIONAL COMMITTEE

- lii. For the purposes of these Articles the National Committee shall also be known as the NC.
- liii. There shall be a National Committee of the group that shall be the governing authority of the group in political, administrative, disciplinary, organisational and other matters save those in which the Board of Directors has legal obligations and responsibilities.
- liv. The National Committee shall consist of:
 - 108. Regional Representatives elected by their respective regions.
 - 109. The National Chairman, National Finance Officer, National Clubs Liaison Officer and National Network Communications Officer elected by the group conference.
 - 110. Directors of MAG (UK) Ltd.
 - 111. Such employees, contractors, working group members, advisers and special assistants as are from time to time, appointed to the NC by the voting members of the NC.
- i. It shall be the duty of the National Committee to recommend and nominate persons for election at the Annual Group Conference election as directors of MAG (UK) Ltd. In doing

so the National Committee shall recommend and nominate persons who, in its opinion, have the required skills and experience to manage MAG (UK) Ltd in the interests of the members and in accordance with Company Law. NC nominees shall also be persons who, in the opinion of the NC, are trustworthy and have proven their loyalty and dedication to the work, principles and ideals of the Motorcycle Action Group. The NC shall communicate its Board nominations to the membership and shall request the members to support its nominations. Notwithstanding this fact, any fully paid up individual MAG member not nominated by the NC shall still be eligible for nomination and election by the members as a Director of MAG (UK) Ltd.

- ii. The NC shall be responsible for the day to day running of the group and shall, so far as is practicable, manage its affairs in accordance with the wishes of the members it represents.
- iii. The duties and powers of the NC shall include the following:
 - a) To abide by and enforce the Constitution and to take any action it deems necessary for such purpose, including disaffiliation, disbanding, suspension or expulsion of any affiliated or individual member found to be in breach of such.
 - b) In relation to any alleged breach of the constitution by an individual or affiliated member, to instruct a National Committee member to investigate and report to the NC upon such investigation.
 - c) To determine the meaning, interpretation or general application of the constitution in any dispute.
 - d) To present to the group conference a financial statement and duly audited accounts.
 - e) To propose to the group conference such amendments to the constitution as may be deemed desirable and to submit to the group conference such resolutions and declarations affecting the programme, principles and policy of the group as in its view may be necessitated by circumstances.
 - f) To organise and maintain such fund or funds as may be thought necessary for any or all of the objects for which the group exists.
 - g) To adjudicate in any and all disputes and complaints that may arise between members on matters concerning the group. Any member, individual or affiliated, having a complaint shall communicate such to the NC who shall resolve it in accordance with the constitution.
 - h) To refuse any application for membership which it considers incompatible with the interests of the group, or with the constitution of the group.
 - i) To appoint any National Officer or Regional Representative in an emergency or where it is not practicable to fill any vacancy by election at the group conference.
 - j) To suspend until the next group conference any part of the Constitution which it deems not to be in the interests of the efficient running of the group.
 - k) To suspend from office until the next group conference any NC member whose conduct is considered unacceptable or incompatible to the committee.
 - l) To oversee the work of the Board of directors of MAG (UK) Ltd and to ensure that the Board conducts company affairs in accordance with English company law and the principles and interests of the Motorcycle Action Group.
 - m) To dismiss and replace with a candidate of its own choosing any Director whose membership of the Board of MAG (UK) Ltd is deemed not to be in the best interests of the Group. Such decisions shall be decided by at least two-thirds of the voting NC members present voting in favour of such dismissal and replacement.
 - n) To decide from time to time what priority shall be given to different items of MAG policy and how best effect may be given to them. To remunerate the Directors of the group in any manner the National Committee shall think fit.
- i. The quorum for a National Committee meeting shall be nine members including six voting members and the Chair.

- ii. Meetings shall ordinarily be held not less than once every three months.
- iii. The MAG Central Office shall give a minimum of seven days notice of NC meetings to members.
- iv. All decisions shall be taken by simply majority vote save for decisions on the dismissal and replacement of Directors that shall require a two-thirds majority.
- v. The President and Vice-Presidents shall have automatic right of attendance at NC meetings.
- vi. Non-NC members may be admitted to NC meetings subject to the approval of the National Chairman to whom application must be made at least seven days prior to the meeting in question. Persons admitted under this paragraph may be excluded from the meeting if their behaviour so demands.
- vii. The NC shall be empowered to co-opt and to dismiss additional non-voting members to assist in its work at its discretion.
- viii. In relation to the group conference it shall be the duty of the National Committee:
 - xiii. To arrange the order of the group conference agenda.
 - xiv. To appoint ballot scrutineers and tellers.
 - xv. To composite proposals of similar intent.
 - xvi. To amend inaccurately or inadequately worded proposals so as to render them fit for debate in an efficient and business-like fashion in consultation with the proposers.

REGIONS, REGIONAL REPRESENTATIVES AND LOCAL MAG MEMBERS' GROUPS

- i. MAG shall be organised throughout the United Kingdom on a regional and local basis for the following purposes:
 - i. That all MAG members may be represented adequately at National Committee level.
 - ii. That effective political action for the benefit of motorcyclists shall be organised in relation to public bodies and public representatives.
- 97. MAG members living in the regions listed below shall elect Regional Representatives for the regions in which they live. No MAG member shall participate in an election for a Regional Representative in any region other than that which they reside in. The National Committee shall determine any dispute as to the region in which a member is entitled to vote in an election.

English Regions		Scottish Regions	Offshore And Overseas Regions
Cumbria	South East England	Scotland North	Northern Ireland
East Anglia	South West England	Scotland West	British Independent Islands
East Midlands	Southern England	Scotland East	
Eastern England	Thames Valley	Welsh Regions	
London & Home Counties	West Midlands	Wales North	
North East England	Western England	Wales South	
North West England	Yorkshire		

97. The boundaries of each region shall be decided from time to time by the NC.
98. Only regional representatives shall enjoy voting rights on National Committee business, (as distinct from Board business) save where the Chair shall exercise a casting vote in the event of a tie.
99. All regions shall hold Annual General Meetings to elect regional representatives to the NC.
100. The NC shall be given 28 days notice of regional AGM's and shall appoint an observer to attend on its behalf.
101. Regional members shall be given notice of regional AGM's by way of a notice in MAG's regular members' newspaper, such notice to appear in the issue delivered to members at least 14 days prior to the meeting in question. The accidental failure to notify any member of a regional AGM shall not invalidate the proceedings.
102. The regional representative or other person appointed by the NC in his or her place shall convene a special general meeting of the region upon receipt of a petition, signed by, and giving the full names, addresses and membership numbers of not less than twenty-five members, each of whom shall have completed not less than one full year's individual membership. The signatories shall be members of two or more local groups where more than one local group exists in the region.
103. A petition for a special general meeting shall include an agenda listing items for discussion.
104. The special general meeting petitioned for shall be held not later than six weeks from the date the petition is delivered to the home address of the Regional Representative.
105. MAG members wishing to form themselves into local groups may do so and may use the initials 'MAG' in their title, and may describe their groups by reference to the locality in which they are formed, provided that:
 - i. They agree to adopt and abide by a set of model rules drawn up by the NC and endorsed by the Group Conference.
 - ii. Their activities are in accordance with MAG's constitution and principles.
 - iii. They conduct their affairs in such a way as brings credit to the name of MAG (UK) Ltd and in no way tarnishes MAG's name or image.
 - iv. Funds raised by such groups are raised for purposes in accordance with MAG's constitution, objectives and principles.
107. Local members' groups shall be permitted to undertake the following activities:
 - i. The raising of money for donation to MAG (UK) Ltd central funds.
 - ii. The raising of money to spend locally on purposes in accordance with MAG's constitution, objectives and principles.
 - iii. The raising of money for donation to local and national charities.
 - iv. Lobbying on matters of concern to motorcyclists.
 - v. Social activities and events.
108. Local groups shall decide for themselves whether they wish to organise on an incorporated or unincorporated basis. Henceforth, no company formed by a local group of MAG members shall use the initials 'MAG' in its name. Neither shall any action be taken by a local group to create any impression that such a company is a subsidiary of MAG (UK) Ltd, or that its liabilities will be underwritten by MAG (UK) Ltd.
109. MAG (UK) Ltd shall have no legal call on any funds raised by local or regional groups, incorporated or unincorporated, for whatever purpose. Neither shall MAG (UK) Ltd be liable for any losses of any sort howsoever occasioned by local or regional groups of MAG members, whether those groups be incorporated or unincorporated.

110. Local groups shall be themselves responsible for all taxes and duties on funds raised and administered, events organised and transactions entered into by them, and shall account directly to the Inland Revenue and Customs & Excise and such other bodies as circumstances and the law shall require.
111. MAG (UK) Ltd being a corporate entity separate and distinct from local and regional MAG groups, MAG (UK) Ltd shall have no liability whatsoever for any taxes or duties owed by any such group be they incorporated or unincorporated associations.

NATIONAL VICE-CHAIRMAN

112. The National Committee shall appoint a National Vice-Chairman each year at the first National Committee meeting following the Annual Group Conference.
113. The National Committee may select any paid-up individual MAG member to serve as National Vice-Chairman.
114. The National Vice-Chairman shall serve as a non-voting member of the MAG National Committee until the subsequent Annual Group Conference, at the conclusion of which the appointment shall automatically terminate.
115. The National Vice-Chairman shall be eligible for election to the Board of Directors of MAG (UK) Ltd.
116. The National Vice-Chairman shall chair all group conferences occurring during his year in office unless prevented by circumstances, in which case the National Committee shall appoint a deputy.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

117. The existing articles of association or any part thereof may be amended, rescinded, or altered by resolution at a group conference in the manner provided for. Notice of resolutions embodying any such proposals must be sent in writing to the offices of the group.
118. Amendments to the articles of association may only be made by the group conference.
119. Amendments to the articles of association shall only be made if adopted by the group conference by a majority of not less than two thirds of the votes recorded

PRESIDENT AND VICE-PRESIDENT

120. The group conference shall have the power to elect a president of the group if it is considered desirable and necessary.
121. The group conference shall have the power to elect a maximum of two Vice-Presidents of the group if it is considered desirable and necessary.
122. Nominees for the position of President and Vice-President shall be persons who have held national office within the group for at least two full terms prior to nomination.
123. The President and Vice-Presidents once elected shall hold office until their death, dismissal, or resignation.

MAG POLICY

124. MAG policy shall be made as follows:

- i. By way of resolutions passed by the membership at the Group Conference.
- ii. By way of Interim policy statements issued as required by the National Committee.
 - a) For an Interim policy statement to be issued at least two thirds of all Regional Representatives must indicate their assent to the statement.
 - b) All Interim policy statements shall be notified to the membership by the Regional Representative, via the Local Representatives, in order that an Interim Policy Statement can be made to cover any immediate eventualities and, published in the December issue of StreetBiker at the latest, in order that any amendments may be submitted by Members in time for discussion at the AGC the following April.
 - c) All interim policies shall require ratification at the following AGC.
 - d) Where an Interim policy statement is amended by the following AGC the amended statement shall be recorded as the formally ratified policy of MAG on the issue in question.

ACCOUNTS

125. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
126. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.
127. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
128. The Council shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Council shall send a copy of the annual accounts together with a copy of the Council's report for that financial year and a copy of the Auditors' report on those accounts to the Auditors and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

AUDIT

129. Where necessary in accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
130. Where necessary Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

MISCELLANEOUS

131. No action may be taken in the name of the group as a whole (as opposed to in the name of a local group) without the prior knowledge and consent of the NC. Such action shall include:
 - i. Demonstrations, petitions, or communications of any kind.
 - ii. Attendance at meetings with outside bodies and individuals as a representative of the group.
132. Any officer of the group convicted of a drink-driving offence shall be required to resign his/her post immediately.
133. Organisers of all events promoted by the use of the 'MAG' name and/or logo where the number of persons in attendance exceeds five hundred people shall present a financial account of the event to the National Finance Officer not later than three months after the event. Where the number in attendance is less than five hundred people, such an account shall be presented to Regional Treasurer of the MAG Region in which the event is held. Any current MAG individual member shall, upon request, be granted access to inspect these accounts.
134. Should MAG be dissolved or cease to exist, its assets shall be transferred to organisations with similar aims and objectives as may be deemed by the NC at that time. Should no suitable organisations exist, or be deemed suitable, the assets shall be disposed of upon winding up to any charities the NC considers fit.
135. Any MAG member involved in running any MAG event or enterprise of any description who pays any form of bribe to any person either in cash or in kind or who authorises payment of the same by others or causes it to be paid in any way whatsoever shall be liable to be expelled from MAG and may be reported to the police for prosecution. This shall not be interpreted so as to prevent expressions of gratitude or donations for good will purposes to bona fide individuals or organisations in the locality but shall specifically prevent the giving of free tickets, free entry, food, drink or other benefits or facilities to persons or groups of persons aimed at securing from them the good behaviour that MAG is entitled in any case to expect from attendees at MAG events. This resolution recognises that such bribery is a misuse of MAG members' assets and moreover endangers individual members, attendees at events and MAG as a whole by creating the false impression that violent individuals and/or organisations can extort MAG. For the avoidance of all doubt any person involved in the running of events shall be assumed to have acted correctly unless the spirit of the rule has been breached.
136. Any member that sits on the MAG NC shall disclose to the NC any associations with any organisation that may result in a conflict of interest. In respect of such disclosures the NC is instructed to be far more rigorous in determining whether an actual conflict of interest exists as a result of that individual's membership of the MAG NC and his or her membership of or employment by other organisations directly or indirectly concerned in matters to do with motorcycling that are, or may reasonably become of interest to MAG and its membership.

NOTICES

137. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
138. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

139. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

DISSOLUTION

140. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, All assets which would otherwise be available to its members generally shall be transferred either to another body with objects similar to its own or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the company).