

Articles of Association for AJS & Matchless Owners Club Limited 2007

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF AJS & MATCHLESS OWNERS CLUB LIMITED (As amended by special resolution dated 27 January 2008)

1. INTERPRETATION

- 1.1. The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 shall not apply to the Club and the Articles hereafter contained shall be the regulations of the Club. In these Articles:
- "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision including by enactment of the Companies Act 2006 for the time being in force.
 - "clear days" in relation to the 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.
 - "the Club" means the above named company.
 - "the Management Committee" means those members elected to arrange the affairs of the Club by ordinary resolution of the members of the Club for the time being.
 - "Chairman" means the chairman of the Management Committee as appointed by the members pursuant to article 9.
 - "Secretary" means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary.
 - "Director" means a member of the Management Committee who has consented to his appointment as a director of the Club.
 - "communication" means the same as in the Electronic Communications Act 2000.
 - "electronic communication" means the same as in the Electronic Communications Act 2000.
 - "executed" includes any mode of execution.
 - "poll" means a vote of the members held at a general meeting in which each member entitled to vote may exercise one vote.
 - "the seal" means the common seal of the Club.
 - "the United Kingdom" means Great Britain and Northern Ireland.
- 1.2. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Club.
- 1.3. Words in the singular include the plural and words in the plural include the singular.
- 1.4. A reference to one gender includes a reference to both genders.

2. MEMBERS

- 2.1. The subscribers to the Memorandum of Association of the Club and such other persons as are admitted to membership in accordance with these Articles shall be members of the Club. No person shall be admitted as a member of the Club unless he is approved by the Management Committee. Every person who wishes to become a member shall deliver to the Club an application for membership, in such form as the Management Committee requires, executed by him.
- 2.2. The Club may by ordinary resolution in general meeting admit any person as an honorary member in recognition of his meritorious services to the Club or to the marques promoted by the Club and any honorary member so admitted shall be entitled to the full rights and privileges of membership. A person so honoured shall remain an honorary member unless a request in writing is received by the Management Committee from that honorary member stating that he no longer wishes to remain so.
- 2.3. Vice Presidency is an exceptional honour and the Club may by ordinary resolution in general meeting award Vice Presidency to any member or honorary member in recognition of his significant furtherance of the Club's objects. A member so honoured shall remain on the roll of Vice Presidents unless a request in writing is received by the Management Committee from that Vice President stating that his name be removed from the roll.

3. CESSATION OF MEMBERSHIP

- 3.1. Membership shall not be transferable and shall cease on death.
- 3.2. A member may at any time withdraw from the Club by giving notice in writing to the Secretary.
- 3.3. A member (other than an honorary member) who has not paid his annual subscription to the Club within a period of one month after the due date for payment thereof shall be deemed to have resigned from membership of the Club on expiry of that period.

4. GENERAL MEETINGS

- 4.1. All general meetings other than annual general meetings shall be called extraordinary general meetings.

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- 4.2. General meetings may be called by the Management Committee, either by agreement of the Management Committee, or on a requisition by members together having not less than one tenth of the total voting rights of all the members of the Club, unless a requisition by members holding a smaller percentage of voting rights is permissible under the Act. The Management Committee shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after the receipt of the requisition.

5. NOTICE OF GENERAL MEETINGS

- 5.1. General meetings shall be called by at least 21 days' clear notice.
- 5.2. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such.
- 5.3. The notice shall be given to all members and to the members of the Management Committee as requested by the Act and shall state that any member may appoint a proxy to attend and vote in his stead.
- 5.4. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1. No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted whether present in person or by proxy, each being a member shall be a quorum
- 6.2. Any member entitled to attend and vote at a meeting is entitled to appoint another member as his proxy to attend and vote instead of him, such appointment to be made in writing and to be received by the Secretary no less than 24 hours before the time and date appointed for the meeting. In exceptional circumstances and subject to the will of the meeting a shorter period of notice may be accepted.
- 6.3. If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the directors may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed there for such adjourned general meeting shall be dissolved.
- 6.4. The Chairman shall preside as chairman of the meeting, but if there is no Chairman or he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the members of the Management Committee present shall elect one of their number to be chairman and, if there is only one member of the Management Committee present and willing to act, he shall be chairman.
- 6.5. If no member of the Management Committee is willing to act as chairman of the meeting, or if no member of the Management Committee is present within 15 minutes after the time appointed for holding the meeting, the members of the Club present and entitled to vote shall choose one of their number to be chairman of the meeting.
- 6.6. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time (not exceeding sixty days after the date of the meeting) and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, at least 14 clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 6.7. A resolution put to the vote of a meeting shall be decided on a poll of all the members present in person or by proxy and having the right to vote at the meeting.
- 6.8. A declaration by the chairman that a resolution has been carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 6.9. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members). The result of the poll shall be declared at the meeting at which the poll was conducted.
- 6.10. At a general meeting an ordinary resolution shall be passed by a majority of at least sixty per cent (60%) of the votes cast and a special resolution shall be passed by at least seventy five per cent (75%) of the votes cast.
- 6.11. If, upon the passing or rejection of any resolution at any General Meeting, the Management Committee considers that it would be injurious to the best interests of the Club if a Resolution that had been passed were put into effect, or beneficial to the Club if a Resolution that had been rejected were to be passed, the Management Committee may, within 60 days of the vote on the resolution, submit the resolution to a further general meeting.

7. VOTES OF MEMBERS

- 7.1. Every member present in person or by proxy shall have one vote.
- 7.2. No member shall vote at any general meeting unless all monies presently payable by him to the Club have been paid.
- 7.3. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

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8. MANAGEMENT COMMITTEE

- 8.1. Unless otherwise determined by ordinary resolution, the minimum number of members of the Management Committee shall be seven and there shall be a maximum of sixteen members of the Management Committee.
- 8.2. The Management Committee shall consist of a President, Chairman, Secretary, Treasurer, Editor, Public Relations Officer, one post without portfolio and such other members of the Club as may be elected in accordance with these Articles.

9. ELECTION AND RETIREMENT OF MANAGEMENT COMMITTEE MEMBERS

- 9.1. The President of the Club shall be elected at every alternate annual general meeting by ordinary resolution of the members of the Club from the persons who have been recommended or nominated in writing for election or re-election to that office as hereinafter provided. The person elected or re-elected to the office of President shall take up that office at the conclusion of the annual general meeting at which he is so elected or re-elected and shall hold that office until the conclusion of the second annual general meeting held after his election or last re-election.
- 9.2. All the members of the Management Committee with the exception of the President shall retire from office at every annual general meeting. Such members of the Management Committee shall be elected or re-elected by ordinary resolution of the members of the Club from persons who have been recommended or nominated in writing for appointment to that office as hereinafter provided. If the Club, at the meeting at which a member of the Management Committee retires, does not fill the vacancy the retiring member of the Management Committee shall, if willing to act, be deemed to have been re-elected unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-election of the member of the Management Committee is put to the meeting and not passed.
- 9.3. With the exception of the Editor, no person shall be elected or re-elected at any general meeting unless:-
 - a) he is recommended by the Management Committee; or
 - b) not less than 60 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Club of the intention to propose that person for election or re-election giving notice of his willingness to be elected or re-elected and, the particulars which would, if he were so elected or re-elected, be required to be included in the Club's register of directors.
- 9.4. Not less than 21 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Management Committee for election or re-election as a member of the Management Committee at the meeting or in respect of whom notice has been duly given to the Secretary of the intention to propose him at the meeting for election or re-election as a member of the Management Committee. The notice shall give the particulars of that person which would, if he were so elected or re-elected be required to be included in the Club's register of directors.
- 9.5. No person shall be elected or re-elected as Editor unless he has been recommended for election or re-election to that office by the Management Committee.
- 9.6. The Management Committee may appoint a person who is willing to act to be a member of the Management Committee to fill a vacancy or as an additional member of the Management Committee, provided that the appointment does not cause the number of members of the Management Committee to exceed the maximum number fixed by these Articles. A member of the Management Committee so appointed shall hold office only until the next following annual general meeting. If not elected at such annual general meeting, he shall vacate office at the conclusion thereof.

10. POWERS OF THE MANAGEMENT COMMITTEE

- 10.1. Subject to the provisions of the Act, the Memorandum of Association of the Club, these Articles and any directions given by special resolution, the business of the Club shall be managed by the Management Committee who may exercise all the powers of the Club. No alteration of the Memorandum of Association of the Club or these Articles and no such direction shall invalidate any prior act of the Management Committee which would have been valid if that alteration had not been made or that direction not been given. The powers given by this Article shall not be limited by any special power given to the Management Committee by these Articles and a meeting of Management Committee at which a quorum is present may exercise all powers exercisable by the Management Committee.
- 10.2. The Management Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Club for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

11. DELEGATION OF POWERS OF THE MANAGEMENT COMMITTEE

- 11.1. The members of the Management Committee may delegate any of their powers given under the Acts or by these Articles to any committee of the Club consisting of one or more members of the Management Committee and one or more directors. They may also delegate to any member of the Management Committee holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Management Committee may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Management Committee so far as they are capable of applying.

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12. DISQUALIFICATION AND REMOVAL OF MANAGEMENT COMMITTEE MEMBERS

- 12.1. The office of a member of the Management Committee, shall be vacated if:-
- a) he ceases to be a member of the Management Committee by virtue of any provision of the Act; or
 - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c) he is or may be suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - d) he resigns his office by notice to the Club; or
 - e) he shall for more than six consecutive months have been absent without permission of the Management Committee from meetings of the Management Committee held during that period and the Management Committee resolves that his office be vacated.
- 12.2. A member of the Management Committee who ceases to be a member of the Management Committee pursuant to the provisions of Article 12.1 above or who retires and is not re-elected in accordance with Article 9 above shall forthwith return all property and assets of the Club in his possession to the Treasurer or, if he is the Treasurer, to the Chairman or other person nominated by resolution of the Management Committee.

13. REMUNERATION OF MANAGEMENT COMMITTEE MEMBERS

- 13.1. No member of the Management Committee shall be appointed to any office of the Club paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Club in respect of his office.

14. EXPENSES

- 14.1. The members of the Management Committee may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Management Committee or other committees or general meetings or separate meetings of the members of any class of the Club or otherwise in connection with the discharge of their duties.

15. APPOINTMENTS AND INTERESTS OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 15.1. Subject to the provisions of the Act, the Management Committee may appoint one or more of their number to any executive office under the Club and may enter into an agreement or arrangement with any member of the Management Committee for his employment by the Club or for the provision by him of any services outside the scope of the ordinary duties of a member of the Management Committee. Any such appointment, agreement or arrangement may be made upon such terms as the Management Committee determines and they may remunerate any such member of the Management Committee for such services as they think fit. Any appointment of a member of the Management Committee to an executive office shall terminate if he ceases to be a member of the Management Committee but without prejudice to any claim to damages for breach of the contract of service between him and the Club.
- 15.2. A member of the Management Committee may vote, at any meeting of the Management Committee or of any committee, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

16. GRATUITIES AND PENSIONS OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 16.1. The Management Committee may provide benefits, whether by payment of gratuities or pensions or by insurance or otherwise, for any member of the Management Committee who has held but no longer holds any executive office or employment with the Club or any body corporate which is or has been a subsidiary of the Club or a predecessor in business of the Club or of any subsidiary, and for any member of his family (including a spouse and former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

17. PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- 17.1. Subject to the provision of these Articles, the Management Committee may regulate their proceedings as they think fit. A member of the Management Committee, and the Secretary at the request of a member of the Management Committee, may call a meeting of the Management Committee. It shall not be necessary to give notice of a meeting to a member of the Management Committee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality of votes, the chairman shall have a second or casting vote.

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- 17.2. The quorum for the transaction of the business of the Management Committee may be fixed by the Management Committee and unless so fixed at any other number shall be seven of which at least one shall be one of the directors of the Club (as appointed pursuant to article 18).
- 17.3. A person in electronic communication with the chairman of the meeting and with all other parties to a meeting of the Management Committee or of a committee shall be regarded for all purposes as personally attending such a meeting but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all other persons attending by way of electronic communication.
- 17.4. A meeting at which one or more of the members of the communication is deemed to be held at such place as the Management Committee shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where the majority of the members of the Management Committee attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.
- 17.5. The continuing members of the Management Committee or a sole continuing member of the Management Committee may act notwithstanding any vacancies in their number, but if the number of members of the Management Committee is less than the number fixed as the quorum, the continuing member or members of the Management Committee may act only for the purpose of filling vacancies or of calling a general meeting.
- 17.6. Unless he is unwilling to do so, the Chairman shall preside at every meeting at which he is present. But if there is no member of the Management Committee holding such office, or if the member of the Management Committee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the Management Committee present may appoint one of their number to be chairman of the meeting.
- 17.7. All acts done by a meeting of the Management Committee, or of a committee, or by a person acting as a member of the Management Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Management Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Management Committee and had been entitled to vote.
- 17.8. A resolution in writing signed by all the members of the Management Committee entitled to receive notice of a meeting of the Management Committee or of a committee shall be valid and effectual as if it had been passed at a meeting of the Management Committee or (as the case may be) a committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the Management Committee.
- 17.9. If a question arises at a meeting of the Management Committee or of a committee as to the right of a member of the Management Committee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member of the Management Committee other than himself shall be final and conclusive.

18. PROCEEDINGS OF DIRECTORS

- 18.1. Directors shall be entitled to exercise all rights of directors under the Act and these Articles save that they may not call a meeting of the directors to transact the business of the Club other than a meeting of the Management Committee pursuant to article 17.
- 18.2. Directors shall observe the restrictions and shall perform the duties set out in the Act and these Articles.
- 18.3. The number of directors shall not be less than three.
- 18.4. The directors shall be members of the Management Committee and shall be appointed by special resolution of the Management Committee and shall complete the appointment and registration formalities for directors as required by the Act.
- 18.5. Any director may be removed from his office as a director by special resolution of the Management Committee.

19. SECRETARY

- 19.1. A provision of the Act or these articles requiring or authorising a thing to be done by or to a member of the Management Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Management Committee and as, or in place of, the Secretary.

20. MINUTES

- 20.1. The Management Committee shall cause minutes to be made in books kept for the purpose:-
 - a) of all appointments of officers made by the Management Committee; and
 - b) of all proceedings at meetings of the Club, and of the Management Committee, and of committees, including the names of the members of the Management Committee present at such meeting.

21. THE SEAL

- 21.1. If the Club has a seal it shall be used only with the authority of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director.
- 21.2. The Club may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad.

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22. ACCOUNTS

- 22.1. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Club except as conferred by statute or authorised by the Management Committee or by ordinary resolution of the Club.

23. NOTICES

- 23.1. Any notice to be given to or by any person pursuant to these articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving that notice. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 23.2. The Club may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Club by the member. A member whose registered address is not within the United Kingdom and who gives to the Club an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Club. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 23.3. A member present at any meeting of the Club shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 23.4. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

24. INCOME AND PROPERTY

- 24.1. Clauses 6 and 7 of the Memorandum of Association relating to the income and property of the Club and to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in these articles.

25. PROTECTION FROM LIABILITY

- 25.1. For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Club or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:
- The Management Committee shall have power to purchase and maintain for its members, any member of the Management Committee of an associated company and any officer of the Club (not being a member of the Management Committee) insurance against any Liability.
 - Every member of the Management Committee and officer of the Club (not being a member of the Management Committee) shall be indemnified out of assets of the Club against any loss or liability incurred by him in defending any proceedings in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

26. RULES OR BYE-LAWS

- 26.1. The Management Committee may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club and for the purpose of prescribing the classes of and conditions of membership of the Club and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye-laws regulate:-
- The admission and classification of members of the Club, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - The conduct of members of the Club in relation to one another, and to the Club's servants.
 - The setting aside of the whole or any part or parts of the Club's premises at any particular time or for any particular purpose.
 - The procedure at general meetings and meetings of the Management Committee and committees of the Club in so far as such procedure is not regulated by these presents.
 - And, generally, all such matters as are commonly the subject matter of company rules.
- 26.2. The Club in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions thereto and the Management Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such rules or bye-laws, which so long as they be in force, shall be binding on all members of the Club. Provided, nevertheless, that

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no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Club.