

MINUTES OF THE EXTRAORDINARY MEETING OF MGA (GB) LTD

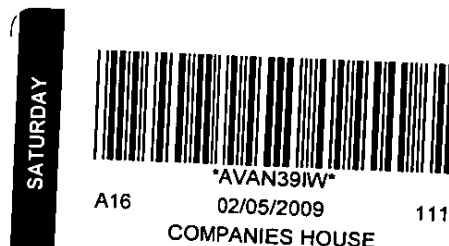
HELD AT SHROPSHIRE & WEST MIDLANDS SHOWGROUND,
SHREWSBURY ON SATURDAY APRIL 25, 2009 AT 6.15PM

The Chairman welcomed the members to the meeting and explained that it was necessary to make changes to the current Articles of Association of the company. Changes to each section of the Articles were read out to the members, proposed and seconded and voted on.

Changes (using new numbering) are:

1 Preliminaries

- 1.1.4 Definition of 'month' added
- 1.1.5 Definition of 'in writing' added
- 1.1.6 Definition of 'the seal' added



Proposed; John Scott Seconded: Kay Leese Unanimous

2 Admission of Members

- 2.1 Removal of registered office as this is the accountants and use of that address would mean items would not be received.

Proposed; John Scott Seconded : Mary Worth Unanimous

6 General Meetings

- 6.10 Removal of registered office as this is the accountants and use of that address would mean items would not be received
- 6.11 Change of regulation number to correct one

Proposed : John Scott Seconded: Kay Leese Unanimous

7 Proceedings at General Meetings

Proceedings at AGM are closely specified in the articles. There are several items that we have traditionally done which we should not have done and these have been added as below

- 7.1.3 Addition of Executive Officers report
- 7.1.4 Addition of reports of Regional Committees
- 7.1.6 Election of Officers – not an addition but a clarification. Officers are defined as members of the General Committee but are sometimes referred to as officers and at others as Members of the general committee. This includes

- 7.1.7 Change of reappointment to appointment, as otherwise we cannot change the auditors

Proposed: John Scott Seconded: Kay Leese Unanimous

8 Votes of Members

- 8.7 Removal of registered office as this is the accountants and use of that address would mean items would not be received
- 8.9 Addition of requirement for a proxy vote to be withdrawn in writing – just to ensure that there is proof that proxies should or should not have been withdrawn
- 8.10 Removal of registered office as this is the accountants and use of that address would mean items would not be received
- 8.11 Registered office or other address change

Proposed: John Scott Seconded: Mary Worth Unanimous

9 Election of Committee

- 9.5 Change Treasurer's tenure from 1 to 3 years
- 9.6 Change of action when any of the President, Chairman, Vice Chairman and Treasurer leaves his post mid-term so that an election is held rather than an appointment by the General Committee
- 9.7 Clarification that all General Committee members hold post for 3 years
- 9.8 Addition of procedure for nominations for elections
- 9.9 Clarification that General Committee can appoint members to fill vacancies but only until the next AGM when an election must be held.

Proposed: John Scott Seconded: Kay Leese Unanimous

12 Regional Committees

- 12.1 Addition of secretary to each Regional Committee plus ability for Regional Committees to allow two representatives from each county to be members
- 12.1.2 Addition of rule that Regional Committee officials hold post for 2 years
- 12.2 Addition of right of Regional Committees to co-opt members

Proposed: John Scott Seconded: Mary Worth Unanimous

13 Riders Representatives

- 13.1 Change of wording so Riders Representative must be 18, not over 18

Proposed :John Scott Seconded: Kay Leese Unanimous

16 Sub Committees

16.1 Allows Regional Committees to set up sub committees

16.1.2 Adds Regional Committees

Proposed :John Scott Seconded; Kay Leese Unanimous

20 Notices

20.2 Addition of time by which an email is deemed to have been received

Proposed John Scott Seconded Mary Worth Unanimous

The Chairman thanked the members for attending and closed the meeting at 7.00pm