

Memorandum of Association

OF



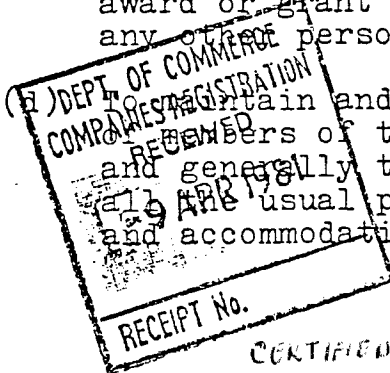
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THE COMPANIES ACT (N.I.) 1960 & 197
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

No. NI 14880

MOTOR CYCLE UNION OF IRELAND (ULSTER CENTRE) LIMITED

1. The name of the Company is Motor Cycle Union of Ireland (Ulster Centre) Limited.
 2. The registered office of the Company will be situate in Northern Ireland.
 3. The objects for which the Company is established are :
 - (a) To acquire and take over the properties and assets of whatsoever nature and kind, and the liabilities and engagements of the unincorporated association known as the Motor Cycle Union of Ireland (Ulster Centre).
 - (b) To act as Governing Body within its territory in all matters relating to motor cycle competitions and to encourage in every possible way the Sport of Motor Cycling.
 - (c) To promote and conduct all manner of indoor or outdoor games, competitions and exhibitions which may lawfully be carried on and particularly games, competitions and exhibitions relating to the sport of motor cycling and to buy, sell, exchange, or hire any goods, article, implement or machine used or required for the promotion of the objects of the Company and to enter into any contracts for the promoting of the objects of the Company and to make payments to and award or grant prizes to competitions, performers or any other persons.
- (d) To maintain and conduct a club for the accommodation and generally to afford to members and their friends and visitors the usual privileges, advantages, conveniences, and accommodation of a Club.



CERTIFIED TO BE A TRUE COPY OF
THE MEMORANDUM AND ARTICLES OF ASSOCIATION
OF THE MOTOR CYCLE UNION OF IRELAND
(ULSTER CENTRE) LIMITED

Alan Drysdale

Director 22/11/1981

- (e) To acquire by purchase, lease, or otherwise any real or personal estate, lands, buildings, tenements or other hereditaments for any of the purposes of the Company and to sell, manage, lease, mortgage, let, improve, develop or otherwise deal with all or any part of the property of the Company for such purposes.
- (f) To construct, maintain and alter any houses, buildings, or works necessary or convenient for the purposes of the Company.
- (g) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (h) To raise or borrow or secure the payment of money for the purposes of the Company in such manner as the Company may determine.
- (i) To take such steps by personal or written appeals, public meeting, or otherwise as may from time to time be deemed expedient for the purpose of procuring contribution to the funds of the Company, in the form of donations, annual subscriptions, or otherwise, or so to procure any such contribution, for the funds of any company, institution, society, association, club or person for any object altogether or in part similar to the objects of the Company.
- (j) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (k) To invest any moneys of the Company, not immediately required for any of its objects in such manner as may from time to time be determined.
- (l) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Company.
- (m) To subscribe to any local or other charity 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.
- (n) To establish and support, and to aid in the establishment and support of any other companies or associations or clubs formed for all or any of the objects of this Company.
- (o) To amalgamate, affiliate, or enter into any arrangement with or co-operate with any companies, institutions, societies, associations, clubs or persons having objects altogether or in part similar to those of this Company.

- (p) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which this Company is authorised to amalgamate.
- (q) To transfer all or any part of the property assets, liabilities and engagements of this Company to any one or more of the companies, societies, associations or clubs with which this Company is authorised to amalgamate.
- (r) To do all such other lawful things as may be incidental or conducive to the attainment of the above objects.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Company. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company or other person in return for any services actually rendered to the Company.

5. The liability of the members is limited.

6. 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 debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be used only for the objects of the promotion or furtherance of motor cycling in such manner as may be determined by the members of the Company at or before the time of the dissolution or in default thereof by such Judge of the High Court of Justice in Northern Ireland as may have jurisdiction in such matters.

8. The Company shall be subject to and bound by the Rules of the recognised Governing Body for the time being of the sport as defined in Clause 3 of this Memorandum in so far as the Governing Body has jurisdiction over the Company; and where in this Memorandum and Articles of Association, there shall be found any matter contrary to or inconsistent with the Rules of the Governing Body then the Rules of the Governing Body shall prevail.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

Samuel Harrison Healey, 22 Ashley Park, Millisle, (Draughtsman)
Maurice Samuel Little, 25 Carnbrae Avenue, Belfast (Engineer)
William Elliott, 31 Ainsworth Pass, Belfast 13. (Salesman)
Victor Neill, 40 Lansdowne Park, Lisburn. (Retired)
Robert Ardill, 42 Collin Road, Ballyclare. (Company Director)
James Kevin Martin, 8 Martinville Pk. Belfast 8 (Flax Merchant)
Robert James Hewitt, 47 Beechill Pk West Belfast 8 (Sales
Manager)

Dated this 13 day of April 1981

Witness to the above Signatures-

Eamonn Rice, F.C.C.A.,
73 May Street,
Belfast.

Articles of Association

OF

MOTOR CYCLE UNION OF IRELAND (ULSTER CENTRE) LIMITED

THE COMPANIES ACTS (N.I.) 1960 & 1978
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith :-

"The Company" and "The Centre" shall mean the Motor Cycle Union of Ireland (Ulster Centre) Limited.

"Duly qualified member" shall mean :-

- (a) members who have been appointed as Delegates from Clubs or Bodies affiliated to the Centre.
- (b) persons who have been duly elected Honorary Life Members.
- (c) persons who have been duly elected Senior members.

"The Act" means the Companies Acts (Northern Ireland), 1960 & 1978, or any amendment or statutory modification thereof for the time being in force.

MEMBERS

2. The number of members with which the Company proposes to be registered is 200, but the Committee may from time to time register an increase of members.

3. - The Centre shall consist of a Patron, a President, Vice Presidents, a Chairman, a Vice Chairman, an Honorary Secretary, an Honorary Treasurer (hereinafter collectively called "the officers") and Honorary and Ordinary members.

GENERAL MEETINGS

4. An Annual General Meeting of the Centre shall be held in the month of November of each year, or at such other time within each calendar year (not being more than fifteen months after the holding of the preceding Annual General Meeting) and at such place as the Committee may determine.

5. The first General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Company, and at such place as the Committee may determine.

6. The above-mentioned general meetings shall be called ordinary general meetings; all other meetings shall be called extraordinary general meetings.

7. The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 126 of the Act.

NOTICE OF GENERAL MEETING

8. Subject to the provisions of section 135(2) of the Act relating to special resolutions twenty one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary meeting, and also all that is transacted at an ordinary meeting with the exception of the consideration of the accounts, balance sheets, and the ordinary reports of the officers and auditors, the election of officers, committee and auditors, and the fixing of the remuneration of the auditors.

11. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, six members personally present shall be a quorum.

12. If within half an hour from the time appointed for the meeting a quorum as defined in the last preceding clause is not present the members then present shall be a quorum.

13. The Chairman, or in his absence, the Vice-Chairman, shall preside as Chairman at every General Meeting of the Centre.

14. If there is no such Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as Chairman, the members present shall choose someone of their number to be Chairman.

15. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members present in person or by proxy entitled to vote and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

17. If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

19. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

VOTES OF MEMBERS

20. The Chairman shall have one vote apart from a casting vote.
21. The Secretary shall have one vote.
22. The Treasurer shall have one vote.
23. Each Senior Member shall have one vote.
24. Each Life Member shall have one vote.
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25. Each affiliated club shall have two votes which votes shall be cast by the delegates of the club but so that these two votes must be cast either both for or both against the motion. The delegates are to agree between themselves as to which way the votes on behalf of their club should be cast.
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26. No member shall be entitled to vote at any General Meeting of the Centre unless he is a duly qualified member as defined in Clause 1 hereof.
27. On a poll votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under the seal or under the hand of an officer or attorney so authorised. A proxy need not be a member of the Company.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy may be in the following form, or any other form which the directors shall approve:
- Motor Cycle Union of Ireland (Ulster Centre) Limited
 "I
 of in the County of
 being a member of the Motor Cycle Union of Ireland
 (Ulster Centre) Limited, hereby appoint
 of
 as my proxy to vote for me
 and on my behalf at the (ordinary or extraordinary
 as the case may be) general meeting of the company
 to be held on the
 day of
 and at any adjournment thereof".
- Signed this day of
31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

REPRESENTATIVES OF CORPORATIONS

32. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

MANAGEMENT

33. The management of the affairs of the Centre shall be vested in and carried out by a Committee consisting of the Officers (as defined in Article 3 hereof) together with other duly qualified members of the Centre (hereinafter together called "the Committee") all of whom shall be elected at the Annual General Meeting and retire at the next succeeding Annual General Meeting.

34. Any Officer or other member of the Committee shall be capable of being re-elected.

35. The first Officers and Committee of the Centre shall be:-

Chairman	W. Elliott
Secretary	K. Martin ,
Treasurer.	S.H. Healey

Committee

D. Quigg, W.C. Guthrie, R. Ardill, V. Neill, S. Steel, T. Steele, M.S. Little, R.J. Hewitt, W. McKibben, I. McIntosh.

THE SEAL

36. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of the secretary and one other officer; and those persons as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

PROCEEDINGS OF COMMITTEE

37. The quorum necessary for the transaction of the business of the Committee shall be six.

38. The Committee shall cause minutes to be made in books provided for the purposes of the names of Committee members present at each of its meetings and of all resolutions and proceedings thereat, and every Committee member present at such meetings shall sign his name in a book to be kept for that purpose.

39. The Committee shall have power to co-opt additional members not exceeding four, and such co-opted members must retire at the next succeeding Annual General Meeting.

40. All matters arising at any meeting of the Committee shall be private, and no report of the proceedings shall be issued, except with the consent of the Committee.

41. The Committee may from time to time make, vary and repeal Bye-Laws for the regulation of the business of the Centre, its members, Officers and Committee, and, in particular, for the conduct of competitions, exhibitions, lectures and other functions in connection with the sporting side of motor cycling organised by the Centre. Provided that no bye-law made under this power shall amount to such an addition to or modification of the Articles of Association as legally could only be made by a Special Resolution passed in accordance with the provisions of Section 135 of the Act.

42. The Committee shall meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes, and in the event of an equality of votes the Chairman shall have a second or casting vote. The Secretary may at any time, and on the requisition of four members of Committee shall, summon meetings of the Committee.

43. The Chairman of the Centre (and in his absence, the Vice-Chairman) shall take the Chair at all meetings of the Committee.

44. The Committee may delegate its powers to sub-Committees as it shall think fit, and such sub-Committees shall conform to any regulations imposed on them by the Committee. Any duly qualified member of the Centre may be appointed to act on any such sub-Committee.

45. All acts done by any meeting of the Committee or by any person acting as a member of Committee, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, and that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of Committee.

ACCOUNTS

46. The Committee shall cause proper books of account to be kept with respect to :-

All sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place;

All sales and purchases of goods by the Company; and

The assets and liabilities of the Company.

47. The books of account shall be kept at the registered office of the Company, or at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the Committee.

48. The committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being officers or members of Committee and no member (not being an officer or member of Committee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.

49. The Committee shall from time to time in accordance with section 142 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts balance sheets and reports as are referred to in that section.

50. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the auditor's reports shall not less than twenty one days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

AUDIT

51. Auditors shall be appointed and their duties regulated in accordance with sections 153, 154, 155 and 156 of the Act.

NOTICES

52. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him.

Where a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted.

53. If a member has no registered address within the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the Company, shall be deemed to be duly given to him on the day on which the advertisement appears.

54. Notice of every general meeting shall be given in some manner hereinbefore authorised to every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them. No other persons shall be entitled to receive notices of General Meetings.

INTERPRETATION AND ALTERATION OF ARTICLES

55. The decision of the Committee for the time being on all matters in dispute as to the interpretation of these Articles shall be accepted by all members as final and binding.

56. Any alteration amendment or addition to be made in or to these Articles shall be made only by a Special Resolution at an Annual General Meeting of the Centre or an Extraordinary General Meeting convened on the requisition of duly qualified members and of which twenty-eight days notice in writing shall have been given to the Honorary Secretary for the time being.

INDEMNITY

57. Every Officer or other member of Committee for the time being of the Centre shall be indemnified out of the assets of the Centre against any liability incurred by him in defending any proceedings civil or criminal relating or alleged in such proceedings to relate to the affairs of the Centre in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 196 of the Act in which relief is granted to him by the Court.

DISSOLUTION

58. The Centre may be wound up in the manner provided by the Act or any statutory modification thereof for the time being in force and in accordance with clause 7 of the Memorandum.

AFFILIATED BODY

59. The Centre may accept any organisation approved by it as an Affiliated Body.

An affiliated body shall be affiliated for such purposes and under such terms and conditions as shall be determined at the time of its affiliation. An affiliated body shall not pay an affiliation fee to the Centre but shall, if it promotes events, be liable for all permit and insurance fees associated with the promotion of the said events.

Each affiliated body shall be entitled to representation by one duly appointed delegate who shall be the official representative of the body at all meetings of the Centre.

Names, Addresses and Descriptions of Subscribers

Samuel Harrison Healey, 22 Ashley Park, Millisle, (Draughtsman)
Maurice Samuel Little, 25 Carnbrae Avenue, Belfast. (Engineer)
William Elliott, 31 Ainsworth Pass, Belfast 13. (Salesman)
Victor Neill, 40 Lansdowne Park, Lisburn. (Retired)
Robert Ardill, 42 Collin Road, Ballyclare, (Company Director)
James Kevin Martin, 8 Martinville Pk. Belfast 8 (Flax Merchant)
Robert James Hewitt, 47 Beechill Pk. West Belfast 8. (Sales
Manager)

Dated this 13th day of April 1981

Witness to the above Signatures -

Eamonn Rice, F.C.C.A.,
73 May Street,
Belfast.