

THE MOTORCYCLE ACTION GROUP LIMITED ('THE COMPANY')

CONSTITUTION

This Constitution and the Articles of Association of the Company shall regulate the way in which the Company is operated. In the event of any conflict the terms of the Articles shall take precedence.

1. Statement of Principles

Note: The term motorcyclist relates to all riders of PTWs where the term PTW denotes a powered two- or three-wheeler in the form of a moped, motorcycle, scooter, sidecar outfit or trike.

- i. MAG is a civil rights organisation working to influence political decision-making and social attitudes for the benefit of motorcyclists and motorcycling.
- ii. MAG exists to promote motorcycling in all its forms.
- iii. MAG's primary consideration will always be that which it believes to be in the best interests of motorcyclists and motorcycling.
- iv. MAG believes in the right of motorcyclists to enjoy their lifestyle without undue interference, unhampered by unreasonable and intrusive legislation and regulation.
- v. MAG believes in equal opportunities and guarantees, through its Constitution, the fair and equal treatment of all its Members regardless of race, gender, creed, colour or other distinction.
- vi. MAG shall run its affairs in an open and democratic fashion and shall seek to preserve and enhance the democratic freedoms of the society of which it is a part by encouraging the participation of all citizens in the political process at a local, national and international level.
- vii. MAG believes in personal responsibility, and that each individual has a responsibility to conduct themselves in such a fashion as not to endanger the personal property or wellbeing of others.
- viii. MAG believes in meeting its obligations to society, paying its fair share of taxes, treating its employees fairly and seeking to play a beneficial role in society.
- ix. MAG is a consumers' organisation which seeks to ensure that motorcyclists are treated fairly when they interact with suppliers of goods and services.
- x. MAG believes that there should exist the best obtainable free, competitive, efficient and transparent market in goods and services relevant to motorcyclists as can be achieved in a democratic society.
- xi. MAG believes a healthy motorcycle manufacturing and retail sector is essential so that motorcyclists benefit from the technological advancement, value-for-money and enhanced services that should result from a free, transparent and competitive market.
- xii. MAG, in line with the Mulhouse Declaration of 1999, opposes the compulsory fitment to privately owned vehicles of any device designed to arbitrarily remove control from the driver to remote operation and opposes also the tendency of governments to impose ever more intrusive and restrictive regulations upon the citizen. MAG cautions all governments to remember that they are permitted to govern only by the consent of the people, that such consent when given through an election does not grant unlimited licence to interfere in the daily life of the citizen, and that to impose unduly on popular freedom is to imperil the respect in which all government and the rule of law is held.

2. Regions and local groups

- a. The Company shall establish regional representation (**Regions**) (the boundaries of which shall be determined from time to time by the National Committee) for Company Members and which, at the date of this Constitution shall be:

Cumbria	Northwest England	West Midlands
East Anglia	Southeast England	Yorkshire
East Midlands	Southwest England	Northern Ireland
Eastern England	Southern England	Scotland
Essex and Hertfordshire	Thames Valley	Wales North

Lincolnshire	Wales South
London Boroughs	Western England
Northeast England	British Independent Islands

- b. Members shall be authorised to form local groups (**Local Groups**) within their regions and to use the initials 'MAG' in their title together with their location provided that:
 - i. Their activities comply with the objects and principles of the Company and, in addition, they are permitted to:
 - (1) Raise money for Company central funds;
 - (2) Raise money for donation to local and national charities;
 - (3) Carry out social activities and events;
 - (4) Lobby on issues and matters of concern to motorcyclists.
 - ii. They adopt and agree model rules approved by the National Committee;
 - iii. Each local group shall appoint a 'Local Representative' to represent their interests at regional level and National Committee.

3. Regional AGMs and Regional Representatives

- a. Each region shall hold a regional annual general meeting at which all Members resident within that Region shall be eligible to attend, speak and vote. At least twenty eight (28) days' notice of a regional AGM shall be given to the National Committee who will be entitled to appoint an observer to attend but not to speak or vote at the meeting.
- b. Notice of the AGM shall be delivered by notice published in the Company newsletter at least fourteen (14) days prior to the date of the meeting. Failure to notify any Local Member of a regional AGM shall not invalidate the regional AGM.
- c. Regional Representatives shall be elected at each Regional AGM, and each Local Group shall be entitled to nominate a willing individual to act as Regional Representative. Such individuals must be resident in the region they are chosen to represent. The Regional Representative shall be such a person elected by a majority of votes on a show of hands. In the absence of a Regional Representative having been elected or in the event of dispute the National Committee may appoint an individual to act as the Regional Representative until a Special General Meeting can be convened.
- d. A Special General Meeting of a region can be called on receipt, by the Regional Representative or National Committee, of a petition signed by not less than twenty-five (25) full Members of the Company, such Members having been Members for not less than one full year together with a written agenda setting out the business to be discussed at the Special General Meeting. Where there is more than one Local Group in a Region, the petitioning Members shall be from more than one Local Group.
- e. On receipt of a validly-served petition calling a Special General Meeting, the Regional Representative or National Committee shall ensure that the Meeting is called no later than six weeks after service of the Petition.

4. National Committee

- a. The National Committee shall be comprised of:
 - i. The Directors of the Company from time to time.
 - ii. Such employees, contractors, working group Members, advisors and special assistants as are, from time to time, appointed to the National Committee by the Members of the National Committee.
 - iii. The Regional Representatives, their delegates or other duly elected person, elected individually by each Region according to its constitution from time to time.
 - iv. The political officers of the Company from time to time being the National Chairman, National Clubs Liaison Officer and National Reps Liaison Officer being Members (if any) elected to such positions at Group Conference.
 - v. The President and Vice President(s) (if any) from time to time.
- b. The purpose of the National Committee shall be to govern and operate the Company in all areas in accordance with its Objects, save where the Board of Directors have legal obligations and

responsibilities, including without limitation in political, administrative, disciplinary and organisational matters.

- c. Without limitation the duties and powers of the National Committee shall include:
- i. To enforce the Objects and Constitution of the Company and to take such action as shall be deemed appropriate in respect of any Individual Member or Local Group as shall be found to be in breach;
 - ii. To determine the meaning and application of the Constitution and to delegate investigation and reporting into any dispute to an individual Member of the National Committee or subcommittee as appropriate;
 - iii. To propose amendments to the Objects and this Constitution and present such changes to the Group Conference where to do so would, in the reasonable opinion of the National Committee, be appropriate;
 - iv. To maintain such funds as shall be appropriate to further and support the Objects of the Company;
 - v. To mediate in respect of any disputes which might arise between individual Members and/or Local Groups;
 - vi. To administer the Membership and to refuse Membership to any individual who, in their reasonable opinion, would not uphold the Objects and Constitution of the Company and may bring the reputation of the Company into disrepute;
 - vii. To appoint a Regional Representative to a Region where the Region has failed to appoint one on its own behalf;
 - viii. To suspend such part of this Constitution until the next Group Conference where such wording or procedure is not appropriate to the needs of the Company;
 - ix. To suspend or expel any Member whose conduct, in the reasonable opinion of the National Committee, brings the Company into disrepute;
 - x. To oversee and monitor the conduct and actions of the Board of Directors;
 - xi. Provided that not less than two thirds of the Members of the National Committee present and able to vote at any National Committee Meeting vote in favour, to remove from office any Director of the Company and appoint a replacement provided that notice is given to such Director in accordance with the provisions of the Companies Act;
 - xii. To determine the appropriate remuneration (if any) of the Directors from time to time;
 - xiii. To approve and manage the employment of such officers and consultants as may be necessary from time to time to further the objects of the Company.
 - xiv. To appoint up to five (5) Patrons of the Motorcycle Action Group and to negotiate the details of that patronage on an individual basis. Patrons shall only be appointed where such appointment helps promote the organisation and/or fulfil the principles outlined in Section 1 of the Constitution. Patrons will not have voting rights or any powers of authority or responsibility in respect to the running of the organisation.
- d. Meetings of the National Committee shall be held at least once every three (3) months.
- e. Unless all the Members of the National Committee agree otherwise, not less than seven (7) days' notice in writing shall be given of a meeting together with a written agenda.
- f. Observers can attend meetings of the National Committee at the discretion of the National Committee provided that they apply in writing at least seven (7) days prior to the meeting.
- g. No individual or affiliated member shall engage in a sustained course of conduct prejudicial to the company, its elected officers and directors or other members.
- h. The National Committee shall determine whether a member has engaged in such a course of conduct as stated in Rule 4g and how such is investigated. Where appropriate the National Committee shall consider the actions of the member and, if necessary, instruct the Directors to terminate the membership of said member.

5. Membership and Voting

All Members shall be bound by this Constitution.

- a. Members subscribing annually for Membership and Life members shall be entitled to attend and vote at all general meetings, Annual General Meetings and Group Conferences during the period in which they have paid their Membership subscriptions.

- b. Membership shall be renewable annually. The National Committee may choose in their absolute discretion to refuse to grant or renew a Membership and in such circumstances the applicant has a right of appeal to be heard at the next Group Conference.
 - c. At Group Conference individuals can be granted Honorary Life Membership which gives such individuals the right to attend and vote at all future Group Conferences and to exercise all the rights of a Member. Honorary Life Membership shall only be granted to individuals who have, in the opinion of the Group Conference, furthered the Objects of the Company at their own risk and at great personal sacrifice. Honorary Life Members shall be liable for the debts of the Company, such liability not to exceed one pound (£1.00). Liability shall cease on their death or resignation from the Company.
 - d. Affiliated Membership
 - i. Affiliated Membership shall be granted to motorcycle clubs or organisations who are affiliated to the Company. Such Membership is renewable annually and grants such Members the rights and obligations applicable to affiliated Members determined by the National Committee. Affiliated Members are not entitled to vote at Group Conference or any general meetings of the Company and are not liable for the debts of the Company.
 - ii. Affiliated Individual Membership shall be granted to individual Members of Affiliated Clubs on the basis of one (1) per thousand (1000) club members and to a maximum of four (4) per club. Affiliated Individual Members are entitled to vote at Group Conference or any general meetings of the Company and are not liable for the debts of the Company.
6. Group Conference
- a. The Group Conference shall be held annually on the same date and at the same location as the Annual General Meeting of the Company and shall determine the direction and strategy of the Company for the following year.
 - b. The Group Conference shall be comprised of the following save where National Committee is aware and has accepted reasons for an individual's non-attendance:
 - i. The Local Representative (or his proxy or representative) and one (1) other Member from each Local Group;
 - ii. The Regional Representative for each Region, or a deputy appointed by each Region together with one other Member elected by the Region;
 - iii. All elected National Officers from time to time;
 - iv. All Directors;
 - v. All remaining National Committee Members where not described above; and
 - vi. Individual Members.
 - c. Not less than twenty eight (28) days' notice shall be given for each Group Conference although the failure to give notice to any Member shall not invalidate such notice.
 - d. The quorum for any Group Conference shall be fifty (50) Members save where the membership is less than this figure and the National Committee determine otherwise.
 - e. A Special Group Conference shall be convened by the National Committee provided that:
 - i. They are in receipt of a petition delivered to the registered office address of the Company;
 - ii. The petition is signed by not less than one hundred (100) individual Members including their full names, addresses and Membership numbers and such Members have been Members for more than one twelve-month period.
 - iii. An agenda setting out the business to be discussed at the Special Group Conference is included with the petition.
 - iv. The Special Group Conference requested shall be called within three (3) months of the date of the petition unless it is within three (3) months of the date of the last Group Conference in which case it will only be called at the discretion of the National Committee.
 - v. The National Committee shall call such a Special Group Conference unless they deem the petition to be frivolous or vexatious.
 - f. The National Committee shall appoint the Chair of any Group Conference. The Chair shall not vote on any question save that should there be an equality of votes following a debate then the Chair shall have a casting vote.
 - g. All matters to be included within the Agenda of the Group Conference should be sent in writing and received at the Central Office of the Company not later than midnight on the last day of

June in the year of the General Conference. Submissions can be sent by email to nominations@mag-uk.org or by post to the registered office address. Submissions received by post on the first working day following 30th June shall be accepted. All proposals should include the name and Membership number of the person proposing the matter and the person seconding it.

- h. All proposals shall be published in the September / October Newsletter of the Company.
- i. All nominations for the Directors or other officers of the Company must be seconded and must be submitted after 1st June in each year. Submissions can be sent by email to nominations@mag-uk.org or by post to the registered office address. Submissions received by post on the first working day following 30th June shall be accepted. All proposals should include the name and Membership number of the person proposing the matter and the person seconding it. Each nominee must have been a Member for at least twelve (12) months prior to the nomination and must include a manifesto of not more than 1200 words with their nomination.
- j. If there are no nominations for a particular post(s) then they shall remain open to nominations until seven (7) days prior to Group Conference. If posts remain vacant on the day of the Group Conference they shall be filled by nominations on the day or, failing that, by co-option of the National Committee thereafter.
- k. If there has been only one nomination for a post then such nominee shall be declared elected provided that such nominee is at the Group Conference or provides a reason for non-attendance acceptable to the National Committee.
- l. Nominees who fail to attend Group Conference shall be deemed to have withdrawn their nomination unless they give prior notice to the National Committee in writing an explanation for their non-attendance. In the event of circumstances arising on the date of the Group Conference an explanation must be given by telephone, fax or email to the National Chair.
- m. Each Individual Member present at the meeting shall have one (1) vote. Respecting the Members' time voting shall be by show of hands. No account shall be taken of abstentions. The Chair shall call the result if the Chair is satisfied that the outcome is clear. If the Chair is not satisfied that the result is clear or more than six (6) Members request it before the next item of business, he or she shall appoint tellers and a formal count shall be undertaken. A recount shall automatically be taken where a vote is carried by a majority of less than five per cent (5%) of the total votes cast. In the event of a formal count by tellers giving a margin of less than five per cent (5%), a paper vote shall take place.

7. Officers

- a. At the Group Conference the Members shall have the power, if it is considered desirable and necessary, to elect:
 - i. A President: and
 - ii. Not more than two (2) Vice-Presidents.

Such Presidents and Vice-Presidents shall hold office until their death, dismissal or resignation and prior to appointment must have been national officers for not less than two (2) full terms prior to nomination.

- b. Following a Group Conference the National Committee shall appoint a National Vice-Chairman who shall serve as a non-voting Member of the National Committee until the next Group Conference, at the conclusion of which the appointment shall automatically terminate.
- c. The National Vice-Chairman shall be eligible for election to the Board and shall act as Chair of all Group Conferences during the year unless prevented by circumstances in which case the National Committee shall appoint a deputy.
- d. The Board of Directors shall appoint a firm of auditors to audit the annual accounts of the Company in accordance with the requirements of the Companies Act. The Audited Accounts are to be presented for approval at the AGM of the Company.
- e. Any Officer of the Company shall resign immediately if convicted of an offence that may bring the organisation into disrepute in the view of the National Committee. In the event that such an Officer fails to resign under these circumstances, the National Committee shall have the power to remove them from office.

f. An Officer is defined as any person elected or co-opted at a local, regional or national level.

8. Company Name and Assets

- a. If any Local Group incorporate as a company they shall not use the initials 'MAG' in its name and shall not pass themselves off as being part of the same corporate group as the Company.
- b. No action may be taken under the name of the Company without the prior knowledge and consent of the National Committee including:
 - i. Demonstrations, petitions or communications of any kind.
 - ii. Attendance at meetings with external bodies and individuals as a representative of the Company.
- c. Should the Company be wound up, dissolved or cease to exist and where permitted by law, its assets should be distributed, where possible, to organisations with similar aims and objectives.

9. Compliance with Laws

- a. The Company shall ensure that its Members are aware of the implications of the Bribery Act and any payment of a bribe, taking of a bribe or authorising a third party to pay or take a bribe shall be immediately expelled from the Membership and their action shall be reported to the police.

10. Expenses and Finances

- a. Any Member handling money on behalf of the Company shall keep proper accounts and shall obtain receipts for all payments made.
- b. Any Member ceasing to hold a finance position with the Company shall, as soon as reasonably practicable, hand over all cheque books and account information, and shall co-operate to ensure any bank mandates are changed.
- c. All National Committee Members shall have their reasonable expenses reimbursed by the Company provided that expenses are approved in advance and receipts are provided.
- d. No Member organising an event for private profit shall pass off such event as related to the Company unless prior approval has been given and if found to have done so can be expelled from the Membership.

11. Changes to Constitution and Policy

- a. This Constitution can only be amended, rescinded or altered by a resolution of not less than two-thirds of the Members in attendance and eligible to vote at a Group Conference or General Meeting.
- b. Policies can only be made by the Company as follows:
 - i. By resolution of the Membership passed at Group Conference;
 - ii. By interim policy statements issued by the National Committee.
- c. All interim Policies must be ratified at the next Group Conference.
- d. At least two-thirds of Regional Representatives present and eligible to vote at a National Committee Meeting must approve an interim policy statement for it to be implemented.
- e. Interim Policy Statements must be published in the September / October newsletter of the Company to give Members the opportunity to lodge objections prior to the next Group Conference.