

MEMORANDUM OF ASSOCIATION COMPANIES ACTS 1985-1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL MEMORANDUM OF ASSOCIATION OF TRAIL RIDERS FELLOWSHIP

1. Name

The name of the Company is Trail Riders Fellowship.

2. Registered office

The registered office of the Company is and will be situated in England.

3. Objects

The objects for which the Company is established are to preserve and protect the full status of vehicular Green Lanes and the rights of motorcyclists and others to use them as a legitimate part of the access network of the countryside and the doing of all such other things as are incidental or conducive to the attainment of that object including but not limited to acquiring or taking over all or any part of the assets, liabilities, activities or business of the present unincorporated body known as "Trail Riders Fellowship" ('TRF') on such terms as the Company and TRF may agree.

4. Liability

The liability of the Members is limited.

5. Contributions

Every Member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while 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 for the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1.00.

6. Winding up

If, on the winding up or dissolution of the Fellowship, any property remains after the satisfaction of all its debts and liabilities, the Fellowship may in General Meeting empower the Directors to dispose by gift to one or more registered charities only such property.

ARTICLES OF ASSOCIATION of TRAIL RIDERS FELLOWSHIP

1 Preliminary

1.1 In these articles:

'the Act'

means the Companies Act 1985 including any statutory modification or reenactment of it for the time being in force

'the Bye-laws'

means the Bye-laws of the Fellowship which are attached and form part of these articles of association

'clear days'

in relation to the period of a 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 Executive Committee'

means the Executive Committee of the Fellowship

'the Fellowship'

means Trail Riders Fellowship Limited

'a Group'

is defined in article 5.1

'a Region'

is defined in article 5.6

and 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 of it not in force when these articles become binding on the Fellowship.

1.2 The Fellowship is established for the purposes expressed in the memorandum of association.

1.3 The Fellowship is subject to its memorandum of association, these articles and the Bye-laws

2. Executive

2.1 The Fellowship shall be managed by an Executive Committee, comprising:

(a) the Principal Officers

(b) one representative from each Group

(c) one representative from each Region

(d) any co-opted officers

2.2 The Principal Officers of the Fellowship shall be the Chairman, Vice Chairman, Secretary, Treasurer, Rights of Way Officer, Public Relations Officer, Bulletin Editor and Membership Secretary, all of whom shall be members of the Fellowship.

- 2.3 The Principal Officers shall each be elected annually by a show of hands and a simple majority at the annual general meeting ('AGM') of the Fellowship, and except for the Membership Secretary, will hold office for one year. Each Principal Officer shall at the end of their year of office be eligible for re-election.
- 2.4 The Executive Committee may co-opt any additional officers as it deems necessary, or as replacements for any vacancies. Replacement officers so co-opted shall have the same titles, duties and powers as those whom they replace. Additional and replacement officers shall be subject to ratification at each AGM.
- 2.5 In the event of an AGM at which any Principal Officer role is vacant, the person elected shall take on the role forthwith.
- 2.6 In the event that any of the roles of Chairman, Secretary and Treasurer fall vacant mid-term, the title, duties and powers of each officer necessary to meet the needs of the company shall automatically pass on as follows, and the vacancy shall be filled by co-option at the next Executive Meeting or re-election at the next general meeting of the company, whichever is the sooner:
 - (a) Chairman – the Vice Chairman
 - (b) Secretary – the Membership Secretary
 - (c) Treasurer – the Public Relations Officer
- 2.8 The Executive Committee may continue to act even though the number of its members is reduced by death, retirement or otherwise below the number of 8, but if at any time the number is reduced below 5 the continuing members of the Executive Committee shall act only for the purpose of filling vacancies until there are at least 8 members of the Executive Committee.
- 2.9 Only members of the Executive Committee may vote at a meeting of the Executive Committee, and each officer is entitled to one vote regardless of the number of posts held, except the Chairman who has an additional casting vote.
- 2.10 The Executive Committee shall meet at least three times a year at a time and place to be decided by the Chairman and Secretary or any three Principal Officers
- 2.11 The Executive Committee shall have control over all the affairs and property of the Fellowship and may prescribe, alter or cancel the Byelaws and shall exercise all such powers of the Fellowship as it thinks fit except as otherwise provided by these articles.
- 2.12 Where a decision is required of the Executive Committee which in the opinion of the Chairman cannot await the next Executive Committee meeting, such decision can be taken and authorised by a sub-committee of the Executive Committee consisting of either the Chairman or Secretary and two other Principal Officers.
- 2.13 The Executive Committee may seek affiliation with any other organization for the furtherance of the interests of the Fellowship, subject to ratification by the members of the Fellowship at the next following AGM.
- 2.14 Anything required or authorised to be done by or to the Secretary may if the office is vacant or there is for any other reason no Secretary capable of acting be done by or to the Membership Secretary or, if there is none, by or to any officer of the Fellowship authorised generally or specially in that behalf by the Executive Committee.

3. Membership

- 3.1 The subscribers to the memorandum of association and such other persons who may be accepted in accordance with these articles to membership from time to time are those persons interested in the promotion and practice of motorcycle trail riding.
- 3.2 Only current members shall be entitled to call themselves Fellowship members and avail themselves of the services of the Fellowship, including those of Groups or Regions. Members shall be entitled to all such information and advice with regard to the objects of the Fellowship as the Fellowship or any of its officers may be able to supply.
- 3.3 Members must abide by the Bye-laws which are part of the constitution of the Fellowship.
- 3.4 Membership is by application to the Membership Secretary on the prescribed form with payment of the annual subscription.
- 3.5 Acceptance of membership may be subject to approval by the Executive Committee who may refuse membership. If membership is accepted, the Secretary shall then enter the name of such person in the books of the Fellowship and on such entry such person shall become a member accordingly.
- 3.6 The annual subscription shall be determined by the AGM and shall apply from the 1st January of the following year.
- 3.7 If the Executive Committee wish to expel a member, then an extraordinary general meeting of the Fellowship must be convened to consider the expulsion and the member may, by vote of three quarters of the members present and voting on the question (there being not less than [(number)] members present) be expelled from the Fellowship and will then immediately forfeit his interest and privileges in the Fellowship.
- 3.8 Any member of the Fellowship desiring to retire shall signify such desire in writing to the Secretary and his name shall then be removed from the list of members and he shall cease to be a member as soon as his name has been removed from the list.
- 3.9 Any member of the Fellowship who becomes bankrupt, or has a receiving order in bankruptcy made against him or makes a voluntary arrangement as defined in the Insolvency Act 1986, immediately ceases to be a member of the Fellowship.
- 3.10 No right or privilege of any member as such shall be transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement, or otherwise.

4. Life, Honorary, Affiliate and Supporter Members

- 4.1 Life membership may be applied for by any Fellowship member at ten times the current annual subscription rate. Life membership shall be subject to a completed membership form being returned each year to the Membership Secretary, and the other provisions of these articles.
- 4.2 Honorary membership is the highest honour the Fellowship can bestow on a member. Nominations for Honorary membership shall be considered at general meetings of the company, and such membership is subject to the other provisions of these articles.
- 4.3 Organisations that are legal entities may become Affiliate members of the Fellowship at the discretion of the Executive Committee. The Executive Committee shall agree the fees, conditions and benefits for any or all Affiliate Members.
- 4.4 Persons or organisations that are legal entities who organise events or provide facilities for trail riding or for Fellowship members may become Supporter members of the Fellowship at the discretion of the Executive Committee. The Executive Committee shall agree the fees, conditions and benefits for any or all Supporter Members.

5. Local Groups and Regions

- 5.1 Members of the Fellowship may form themselves into regional groups of members (a 'Group'). Groups shall:
- (a) liaise with local authorities over the status and management of vehicular rights of way;
 - (b) represent the Fellowship on local rights of way liaison committees
 - (c) represent local members' interests on the Executive Committee
 - (d) hold regular local meetings;
 - (e) liaise with other Groups; and
 - (f) generally promote the aims and objectives of the Fellowship
- 5.2 A Group of the Fellowship shall not be officially recognised by the Fellowship without the approval of the Executive Committee.
- 5.3 Each Group shall hold an annual general meeting for the election of its officers, including a representative of the Group (a Group Representative) on the Executive Committee. Such officers shall hold office for one year from 1st January next.
- 5.4 Each Group Representative shall provide the Secretary with details of the elected officers for that Group within one month of their annual general meeting, or by 31st December, whichever comes first.
- 5.5 Groups failing to comply with any part of articles 5.1, 5.3, 5.4 or 5.5 may be presumed by the Executive Committee to have expired and formal recognition may be terminated.
- 5.6 Groups may form themselves into a region (a 'Region'), which must be approved by the Executive Committee. Each Region may elect one Representative on the Executive Committee. Such officer shall hold office for one year from 1st January next.

6. General (National) meetings

- 6.1 The Fellowship shall in each year hold a general meeting as its AGM in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Fellowship and that of the next. So long as the Fellowship holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
- 6.2 All general meetings other than AGMs shall be called extraordinary general meetings ('EGMs').
- 6.3 An EGM may be called by the Secretary at the written request of three Principal Officers or at the request of any 50 or more members. If the Secretary does not proceed to convene a meeting within 21 days from the date of the requisition, the requisitionists or a majority of them may themselves convene a meeting in accordance with the provisions of Section 368 of the Act.
- 6.4 Any requisition made by members shall state the object of the meeting and the terms of any special or extraordinary resolution to be proposed, and shall be left at the registered office of the Fellowship.
- 6.5 At least 21 clear days before every meeting, notice specifying the place, the day and the hour of meeting, and, in case of special business, the general nature of such business, shall be given to the members in the manner stated in article 8, or in such other manner, if any, as may be prescribed by the Fellowship in general meeting; but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any general meeting.
- 6.6 All business at any meeting shall be deemed special, with the exception at the AGM of the consideration of the accounts and any documents annexed to them, the report of the Executive Committee and the report of the auditors, the election of members of the Executive Committee in the place of those retiring and the reappointment of retiring auditors and the fixing of their remuneration.
- 6.7 No business shall be transacted at any meeting unless a quorum of not less than [7] members is present at the commencement of such business.
- 6.8 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present the meeting shall stand dissolved.
- 6.9 The Chairman or in his absence the Vice-Chairman shall preside as chairman at every general meeting of the

- Fellowship.
- 6.10 If neither the Chairman nor the Vice-Chairman is present at the time of holding a meeting the members present shall choose some one of their number to be chairman of the meeting.
- 6.11 The Chairman may, with the consent of the meeting, adjourn any 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.
- 6.12 At any general meeting a declaration by the chairman that a resolution has been carried or lost and an entry to that effect in the minute book of the Fellowship shall be conclusive evidence of the fact.
- 6.13 Every member shall have one vote and no more. All votes shall be given personally. In the case of an equality of votes 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 casting vote.
- 6.14 No member shall be entitled to vote at any general meeting if any money owing from him on any account to the Fellowship is overdue.
- 6.15 The preparation and conduct of general meetings is further described in the Bye-laws.
- 7. Auditors**
Auditors shall be appointed and their duties regulated in accordance with the Act.
- 8. Notices**
- 8.1 A notice may be served by the Fellowship on any member either personally or by sending it through the post in a prepaid first class letter addressed to such member at his registered place of abode.
- 8.2 Any notice, if served by post, shall be deemed to have been served 24 hours after it is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.
- 9. Dissolution**
- 9.1 The Fellowship shall be wound up voluntarily whenever a special resolution is passed that the Fellowship be wound up. Clause 8 of the memorandum of association of the Fellowship shall have effect as if the provisions of that clause were repeated in these articles.

BYE-LAWS of TRAIL RIDERS FELLOWSHIP LIMITED

- 1. Objectives of the Fellowship and Code of Conduct**
- 1.1 The aims and objectives of the Fellowship are as described in the memorandum of association of the Fellowship and the Code of Conduct appended to these Bye-laws. All members, whether acting individually or as part of a Group or Region must act in accordance with these aims and objectives, and the Code of Conduct.
- 1.2 No programme or course of action conceived or proposed by any member, Group or Region that does not fall within the aims and objectives of the Fellowship and the Code of Conduct, or would, in the opinion of the Executive Committee, adversely affect the public opinion of the Fellowship, shall be permitted without the prior consent of the Executive Committee.
- 2. Bulletin**
- 2.1 All members of the Fellowship are entitled to:
- (a) receive the Fellowship Bulletin at intervals of not more than two months;
 - (b) attend Fellowship member meetings;
 - (c) vote at Fellowship member meetings; and
 - (d) receive membership details by area, on request to the Membership Secretary and subject to applicable data protection laws
- 2.2 Membership details shall not be made available to non-members, except where necessary for Fellowship purposes, and then only with the consent of the member as indicated on such member's membership application form.
- 3. General Meetings of the Fellowship**
- 3.1 Motions for consideration at general meetings of the Fellowship should be submitted, duly seconded, to the Secretary:
- (a) by the end of August for changes to the articles of association of the Fellowship or the Bye-laws, which motions shall include the exact wording proposed, and all other motions; and
 - (b) at the meeting for nominations of officers and for changes to the subscription
- 3.2 For each general meeting and Executive Committee meeting, the Secretary shall:
- (a) make available copies of the full draft minutes of the meeting within 30 days of the meeting; and
 - (b) send a summary of each meeting (with changes to the articles in full) for publication in the Bulletin