

THE COMPANIES ACTS, 1908 to 1917

Company Limited by Guarantee and Not Having a
Capital Divided into Shares

A R T I C L E S O F A S S O C I A T I O N

O F

K N O C K M O T O R C Y C L E C L U B ,

L I M I T E D

PRELIMINARY

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

"The Company" and "The Club" mean the KNOCK MOTOR CYCLE CLUB LIMITED.

"Member" means any member of the club and any member of the Committee.

"Honorary Secretary" means the officer for the time being fulfilling the duties of Secretary and included the Assistant Secretary.

"Honorary Treasurer" means the officer for the time being fulfilling the duties of Treasurer.

2. For the purposes of registration the number of members of the Club is declared to be 100. the Committee may when necessary register an increase of members.

MEMBERSHIP

3. The Club shall consist of a President, one or more Vice-Presidents and members. All persons who on the 31st day of December 1928 were members of the KNOCK MOTOR CYCLE CLUB shall be entitled on completing such form of application for Membership as the Committee may require, to have their names entered in the register of members of the Club.
4. New members may be elected by the Committee or receipt of an application for membership in such form as the Committee may require. The form shall be signed by the applicant and also by a proposer and seconder both of whom must be members of the Club. The subscription for the current year shall be deposited with such application and, in the event of non-election, shall be returned to the applicant. It shall rest with the Committee whether any such applicant shall or shall not be admitted to membership.
5. The rights and privileges of each member shall be personal and shall not be transferable and shall cease upon his failing after Notice to pay his annual subscription, or upon his ceasing to be a member, or upon his death.

6. Any member may withdraw from the Club on giving to the Honorary Secretary notice in writing and on paying any subscription due or overdue at the date of such notice. Such notice must be given to the Honorary Secretary not later than the 31st day of December in any year, otherwise liability for the subscription for the ensuing year will remain.
7. The Committee may at any time by notice in writing suspend or require any member to withdraw from the Club and such member shall cease to be a member of the Club at the time specified in such notice. Provided that this power shall be exercised only when a member has been guilty of conduct which, in the opinion of the Committee after an inquiry, is prejudicial to the interests of the Club. Provided that such suspension or expulsion must be by resolution supported by at least two-thirds of the members of Committee present and voting. In the case of expulsion, a member shall not be entitled to the refund of the whole or any part of his subscription.
8. The annual subscription to the Club shall be Ten Shillings (10s.) covering a period ending on the 31st day of December in each year, and shall be payable in advance on the 1st day of January. Members shall not be entitled to any advantages of membership until the Subscription is paid.
- 8A. Boys under 17 may become associate members of the Club at an annual subscription of 2/6d. An associate member shall have the right to attend all meetings of the Club but shall not have any right to propose any resolution, move any amendment to any proposition, vote at any Meeting, or enter any Club competition, and Articles 3,4, 5,6,7,8,9,10,11,12,30,32,38 and 39 shall be read and construed as if the words "member" "members" or "membership" included "associate member" , "associate members" or "associate membership" as the case may be and if these articles permit".
9. If a member fails to pay an annual subscription, the Committee may serve a notice on him requiring the payment thereof, and naming a day on or before which the payment required by the notice is to be made, and stating that in the event of non-payment all rights and benefits of membership will lapse. If the requirements of such notice are not complied with the Committee may remove the member's name from the register of members and he shall thereupon cease to be a member of the Club.
10. Members elected between the 1st day of January and the 31st day of December in any year shall be liable for the full subscription for that year, unless the Committee in special cases otherwise determines.
11. No member or other person shall in any circumstances be entitled to a refund of any subscription or any part thereof.
12. The Committee may with the sanction of the Club in general meeting, require payment of an entrance fee by applicants for membership, the amount of such entrance fee and the

time and manner of payment thereof to be determined by the Club in general meeting.

GENERAL MEETINGS

13. The Annual General Meeting of the Club shall be held in December of each year, or at such other time within each calendar year and at such place as the Committee may determine.
14. The Committee may, whenever they think proper, convene an Extraordinary General Meeting, and they shall convene an Extraordinary General Meeting within fourteen days after the receipt by the Honorary Secretary of a requisition signed by at least 15 members of the Club and stating in precise terms the reason for which the meeting is to be summoned.
15. At least 21 days' notice shall be given of every General Meeting, specifying the place, date and hour of the meeting, and, in case of special business, the nature of such business. All business transacted at an Extraordinary General Meeting, and also all business transacted at an Ordinary General Meeting, other than the consideration of the Accounts and of the report of the Auditors and of the Ordinary Report of the Committee, and of the election of members of Committee and Officers, is special business.
16. The Accidental omission to serve notice on or the non-receipt of any notice by any member shall not invalidate any resolution passed at any meeting.
17. Ten members personally present shall be the quorum for a General Meeting. No business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business, but such meeting shall not be rendered incompetent to transact business by reason of the departure of any member after the chair has been taken.
18. The Chairman, if any, of the Committee shall preside as Chairman at every General Meeting, but if there be no such chairman, or if at any meeting he be not present, or if he vacates the chair, the members present shall choose one of their number to be Chairman of the meeting.
19. No person, save as provided in Article 25, shall be entitled to be present or to vote at a General Meeting unless he is a duly elected member and has paid his annual subscription. each member shall have one vote.
20. Every motion submitted to a meeting shall be decided by a Show of hands unless a poll is demanded in the manner provided in Article 21. The Chairman shall have, in addition to his vote as a member which shall be given at the same time as the votes of the other members, a casting vote to be used only in the case of an equal number of votes being recorded for and against a motion.
21. A declaration by the Chairman of any meeting that a resolution has been carried or lost shall be conclusive,

and an entry to that effect in the minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution, unless immediately on such declaration, a poll be demanded by any person present and entitled to vote. If a poll be demanded, the same shall be taken then and there and either by open voting or by ballot as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Club, and in case of an equality of votes at a poll, the Chairman of the meeting shall have a casting vote.

COMMITTEE

22. The affairs of the Club shall be managed by a Committee consisting of not less than five nor more than fifteen members of the Club together with the Officers hereinafter specified. The signatories to these Articles shall form the first Committee.
23. The officers of the Club shall be the President, Vice Presidents, Captain, Vice-Captain, Treasurer, Secretary, Assistant Secretary, Solicitor, and Auditor, and of these, the Captain, Vice-Captain, Treasurer, Secretary and Assistant Secretary shall be ex-officio members of the Committee. All positions shall be honorary.
24. The Officers and the members of the Committee shall be elected annually at the Annual General Meeting of the Club. Casual vacancies shall be filled by the Committee by co-option. At each Annual General Meeting the outgoing Officers and members of Committee shall be eligible for re-election.
25. Save in the case of the President and Vice-Presidents, no person shall be eligible as an officer of the Club or as a member of the Committee unless he is a member of the Club. The President and Vice-Presidents shall be entitled to attend and to speak at meetings of the Club but shall have no right to vote, and no responsibility for the affairs of the Club. It shall not be necessary for any President or Vice-President to be a member of the Club or to have any special qualification for office either by way of subscription, donation or otherwise.

POWERS AND PROCEEDINGS OF THE COMMITTEE

26. The Management of the business and affairs of the Club shall be vested in the Committee.
- 26A. The Committee shall have power to co-opt at any time during its year of office a maximum of two members in addition to those enumerated in Article 22. Such decision to have the support of two thirds committee members present and voting.
27. The Committee shall provide for the safe custody of the Seal which shall not be used except by the authority of the Committee. Every deed or other instrument to which

the Seal is required to be affixed shall be signed by at least two members of the Committee and by the Secretary.

28. The Committee shall meet together for the despatch of business at such times and places as they think fit, and may make such regulations as they think proper for the summoning, holding and adjournment of their meetings and for the transaction of business thereat.
29. Every question arising at a meeting of the Committee, except as otherwise provided for in these rules, shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a casting vote.
30. The Committee shall from time to time make, vary and repeal bye-laws for the regulation of the business of the Club, its members and officers, and, in particular, for the conduct of competitions and exhibitions organised by the Club. Provided that no bye-law or regulation shall be made under this power which would amount to such an addition to or alteration of these Articles as could only be legally made by a Special Resolution passed and confirmed in Accordance with the provisions of Sections 13 and 69 of the Companies (Consolidation) Act, 1908 or any statutory modification thereof.
31. The Committee shall cause minutes to be made in books to be provided for the purpose of the following matters-
 - 1 - All appointments of officers and of members of the Committee.
 - 2 - The resolutions and proceedings of all General Meetings
 - 3 - The resolutions and proceedings of all meetings of the Committee and of the names of all members of Committee present at each meeting of the Committee.
32. In addition to a minute book or books, the Committee shall cause to be kept-
 - 1 - A register of members showing the name, address and occupation of each member, the date when each person became a member and the date when any person ceased to be a member.
 - 2 - A register of members of Committee.
 - 3 - A register of mortgages and charges.
 - 4 - Such books of account as the Committee deems necessary.
33. The Committee shall cause the following returns to be made to the Register of Companies as and when necessary-
 - 1 - Notice of situation of the registered office of the Club and of any change thereof.
 - 2 - A printed copy of every Special or Extraordinary Resolution.
 - 3 - A return of members of Committee and of any changes thereof.

- 4 - Notice of any increase in the number of members.
- 5 - Any other returns required pursuant to the Companies Acts, 1908 to 1917, or any statutory modification thereof.

- 34. Every Officer and member of Committee shall be indemnified by the Club against all losses, costs, and expenses incurred by him in or about the discharge of his duties except such as happen from his own wilful acts or defaults.

ACCOUNTS AND AUDIT

- 35. The Honorary treasurer under the direction of the Committee shall keep true accounts of the receipts and expenditure of the Club, and of the matters in respect of which such receipts and expenditure take place, and of the credits and liabilities of the Club and of all other matters necessary for showing the financial condition of the Club.
- 36. The Committee shall submit to each Annual General Meeting a full statement of accounts duly audited and made up from the date of the last preceding statement to a date not more than two months before the date of the meeting. Every such statement shall be accompanied by a report of the Committee as to the state and condition of the Club and the work done during the year or period.
- 37. The Honorary treasurer shall open a banking account in the name of the Club. All moneys received for or on behalf of the Club shall be paid to the Honorary Treasurer who shall issue his receipt for the same and such receipts only shall be a discharge of liability to the Club. The Honorary Secretary and Honorary Treasurer shall sign all Cheques for money paid on behalf of the Club .

NOTICES

- 38. A notice or other document to be served by the Club or the Committee on a member shall be served either personally or by prepaid letter sent by post, addressed to him at his register address. A notice or other document served by post shall be taken as served at the time the letter containing the same was posted, and to prove the fact and time of service, it shall be sufficient to prove that such letter was properly addressed and was put into the Post Office.
- 39. Any member who has not notified the Committee of his address or of a change of address shall be deemed to have waived his right to actual service and shall be taken as duly served if a notice addressed to him is posted up in a conspicuous place in the Club Headquarters.
- 40. Any notice requiring authentication by the Club may be signed by any member of the Committee, by the Secretary, or by any authorised officer of the Club .

INTERPRETATION AND ALTERATION OF ARTICLES

41. The decision of the Committee for the time being in all matters of dispute and disagreement as to the interpretation of these Articles shall be accepted by members as final and binding.
42. Notice in writing of any addition or alteration proposed to be made to or in these Articles must be given to the Honorary Secretary at least one calendar month before the date on which the proposed addition or alteration will be discussed. No addition to or alteration in these Articles shall be made save by a Special Resolution of the Club in General Meeting .

DISSOLUTION

43. The Club may be wound-up in the manner provided by the Companies Acts, 1908 to 1917, or any statutory modification thereof, and in the event of such winding-up, the liquidator may, with the sanction of an Extraordinary Resolution, divide among the members in specie or in kind, any available part of the assets of the Club.

Name, Addresses and Descriptions of each Subscriber	Witness to the Signature of each Subscriber
WILLIAM GUNNING, 8 Eastleigh Drive, Belfast. Civil Servant	W.R. BOYD, 38 Cabin Hill Gardens, Belfast. Civil Servant
FREDERICK GEORGE DUFFIN, 1 Cyprus Gardens, Belfast. Builder.	W. GUNNING, 8 Eastleigh Drive, Belfast. Civil Servant.
JOHN KIRKWOOD WYLIE, Galway Park, Dundonald. Commercial Traveller.	W. GUNNING,
WILLIAM SHAW, 151 Shankill Road, Belfast. Motor Engineer.	W. GUNNING,
WILLIAM RYDER BOYD, 38 Cabin Hill Gardens, Belfast. Civil Servant.	W. GUNNING,
HUGH THOMAS MEGAW, 6 Castleview Terrace, Belfast, Motor Engineer.	W. GUNNING,
FRANCIS HAY ROBINSON KOELLER, 30 Wandsworth Parade Belfast Motor Engineer	W. GUNNING,

Name, Addresses and Descriptions of each Subscriber	Witness to the Signature of each Subscriber
SAMUEL QUARELL OSBORNE, Marine Parade , Holywood. Commercial Traveller.	W. GUNNING,
SAMUEL BROWN JOHNSTON, 3 Ravenhill Terrace, Belfast. Bank Official.	W. GUNNING,
CHARLES WILLIAM DUFFIN, 1 Cyprus Gardens, Belfast. Motor Engineer.	W. GUNNING,
ROBERT WATERWORTH BELL, 37 Oakland Avenue, Belfast. Merchant .	W. GUNNING,
WILLIAM EDWARD McPHILLIMY, 50 Kimberley Street, Belfast. Civil Servant.	W. GUNNING,
ROBERT HUGH WRIGHT, " Inveresk " Strandtown, Belfast. Civil Servant.	W. GUNNING,
THOMAS STEWART, "Kasvin," Dundonald. Motor Salesman.	W. GUNNING,
THOMAS WALKER-JACKSON , 19 Hollycroft Avenue, Belfast. Civil Servant.	W. GUNNING,

Dated this day of March 1929