



Wendover Arm Trust

Memorandum of Association

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION
OF
WENDOVER ARM TRUST**

1. The name of the Company (hereinafter called "the Association") is the "Wendover Arm Trust".
2. The registered office of the Association is to be situated in England and Wales.
3. The objects for which the Association is established are:-
 - A. To promote the restoration of the Wendover Arm of the Grand Union Canal linking the town of Wendover in Buckinghamshire to the Grand Union Canal at Bulbourne in Hertfordshire (hereinafter called "The Waterway" which shall include all waterways, buildings, works and structures associated therewith) to good and navigable order and to maintain and improve The Waterway for the use and benefit of the public.
 - B. To promote the fullest use of The Waterway by all forms of waterborne traffic and for all forms of local amenity, tourist and recreational and water-related activities for the benefit of the public.
 - C. To promote, and educate the public in, the history, use and associated wildlife of canals and inland waterways generally and of The Waterway in particular.
 - D. To restore, reconstruct, preserve and maintain canals and inland waterways and works and buildings auxiliary thereto generally provided that such objects shall be carried out in a manner beneficial to the the public and recognized by the law of England as charitable.

AND the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To take over the whole of the assets and liabilities of the unincorporated association known as the Wendover Arm Group and to enter into such agreements and to take all such steps as may be necessary for that purpose.
- (B) To purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property and rights or privileges and to construct, maintain and alter any buildings, works or erections.
- (C) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.

- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (E) To borrow or raise money on such terms and on such security as may be thought fit.
- (F) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes and to affiliate to or accept affiliation from any body with objects similar in whole or in part to those of the Association.
- (H) To provide by way of gift, grant, loan or otherwise resources for the development, improvement, arrangement or carrying out of any projects from time to time entered into or proposed to be entered into by any body, group or individual calculated to assist in the promotion of the Association's objects and to commission any projects for study and research into all or any of the objects of the Association and to disseminate the results of any such study and research.
- (I) To amalgamate or enter into partnership or into any arrangement for union of interest, co-operation, joint adventure, reciprocal concession or otherwise, with or to transfer its engagements and surplus assets to any body or company established for charitable purposes only having primary objects wholly or partly similar to those of the Association and carrying on or engaged in or about to carry on or engage in any activity business or transaction capable of being conducted so as directly or indirectly to benefit the Association or to further its objects; provided that the provisions or conditions of the constitution or establishment of such persons, body or company preclude the distribution of its income or property amongst its members or contributors to an extent at least as great as is imposed on the Association by Clause 4 of this Memorandum.
- (J) 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 the Association is authorized to amalgamate.
- (K) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorized to amalgamate.
- (L) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.

- (M) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets or any other material in the form of film or sound or video recordings of other documents in connection with the promotion of the objects of the Association.
- (N) To promote by meetings, publications, exhibitions, the delivery of lectures and addresses and by any like means the collection and dissemination of knowledge about the work of the Association.
- (O) To secure publicity in all ways for the promotion of the objects of the Association.
- (P) To make all reasonable, proper and necessary provision for the welfare of employees or ex-employees of the Association and their dependants by grants of moneys, pensions or otherwise.
- (Q) To act alone or jointly with other persons, corporations, public or local or other authorities and with and subject to all such consents, statutory enactments or orders and acts in law as may be necessary.
- (R) To assist financially or otherwise the appropriate bodies (official or voluntary) concerned with or interested in the objects of the Association.
- (S) To promote or obtain the introduction of Bills for the furtherance of any of the objects of the Association, and support or oppose, when otherwise introduced, Bills before Parliament which may affect the interests of the Association.
- (T) To establish and support branches or local or sectional groups of members of the Association for the promotion or better conduct of all or any of the objects of the Association.
- (U) To take and accept any gift of money, property or other assets, whether subject to any special trust or not.
- (V) To engage or employ such personnel (whether as employees, consultants, advisers or however) as may be necessary for the promotion of the objects of the Association and on such terms as the Council of Management may think fit.
- (W) To insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit; and to arrange insurance of any property of the Association for such risks as may be thought fit.
- (X) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association.
- (Y) To do all such other lawful things as are incidental or necessary to the attainment or furtherance of the said objects or any of them.

PROVIDED THAT:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
 - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they as such Council of Management or Governing Body would have been if no incorporation had been effected, and the incorporation of the Association shall nor diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly or separately to such control or authority as if the Association were not incorporated.
4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this 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 members of the Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:-

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association; of interest at a reasonable and proper rate on money lent or reasonable and proper rent for property demised or let by any member of the Association or of its Council of Management or Governing Body;
- (B) of interest of a reasonable and proper rate on money lent or reasonable and proper rent for property demised or let by any member of the Association or of its Council of Management or Governing Body;

- (C) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses;
 - (D) to a company of which a member of the Association or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which Section 30 of the Companies Act 1985 applies.
 6. The liability of the members is limited.
 7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Association if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
 8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions (whether or not a member or members of the Association) having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by ordinary resolution of the Association at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.