



President: Dr David Fletcher CBE  
Patrons: Sir David Suchet CBE, Robbie Cumming

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# Wendover Arm Trust Articles of Association

Issue D

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# WENDOVER CANAL TRUST

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## THE COMPANIES ACTS 1985 and 2006

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION OF THE WENDOVER ARM TRUST

### GENERAL

1) In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<b>Words</b>	<b>Meaning</b>
The Acts	The Companies Acts (as defined in Section 2 of the Companies Act 2006) in so far as they apply to the Company
The Articles	These Articles of Association and the regulations of the Association from time to time in force
The Memorandum	The Memorandum of Association of the Wendover Arm Trust dated 25 <sup>th</sup> October 2006
The Association	Wendover Arm Trust, a private limited company without share capital, with "Limited" exemption, company number 02353392, registered charity number 801190
The Council	The Board of Directors for the time being of the Association. The Directors are all charity trustees as defined in section 177 of the Charities Act 2011.
The Office	The registered office of the Association
Charity Commission	The Charity Commission for England and Wales
Charity	An institution which is established for charitable purposes only, and is subject



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	to the control of the High Court's charity law jurisdiction
Charity Trustee	Person, being a Director, who ex officio is a Trustee responsible under the Charities Act 2011 for the general control and management of the administration of the charity
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In Writing	Representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
Electronic form	Has the meaning given in section 1168 of the Companies Act 2006
Clear days	In relation to a period of 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
Corporations	A corporate body, local authority, public body, government department, unincorporated association or Society, Club or partnership, trust or any other similar bodies or institutions
Wendover Canal Trust	The operating name of the Wendover Arm Trust
Wendover Canal Restoration Limited	Wholly owned trading subsidiary of the Wendover Arm Trust, company number 14261203



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- a) And words importing include the singular number only shall include the plural number and vice versa.
- b) Words importing the masculine gender only shall include the feminine gender, and
- c) Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Acts but excluding any statutory modification thereof not in force at the date on which the Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in the Articles.

2) The Association is established for the purpose expressed in the Memorandum of Association, and its Objects are specifically restricted to those set out in that Memorandum. The income and property of the Association shall be applied solely towards the promotion of the Objects. All relevant provisions contained in the Memorandum are to be treated as provisions of the Articles in accordance with section 28 of the Companies Act 2006.

## **MEMBERS**

3) The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the Articles shall be members of the Association. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council requires executed by him. In no case shall the Council be obliged to give any reason for the rejection of an application.

4) There shall be such classes of membership with such rights as the Council may from time to time establish and the Council may from time to time prescribe the prescriptions payable by all classes. Any refunds of subscription shall be at the discretion of the Council.

5) A member shall cease to be such in any of the following circumstances:-

(a) If an annual subscription shall remain payable and unpaid for three months after the date on which it fell due.

(b) If the member resigns from membership by seven clear days notice in writing; or

(c) If the member shall be removed by the majority of those present and voting at a duly convened meeting of the Council provided always that no member shall be removed unless:-

(i) Such member shall have had at least twenty-eight days notice in writing of the date of the meeting and of the grounds on which his removal is sought.

(ii) Such member has had an opportunity of stating his case to and defending himself before Council.

(iii) Each member of the Council shall have had at least seven days' notice prior to the meeting that the business of the day will include the question of the removal of a member or members



(iv) The member has conducted himself in manner which in the discretion of the Council is prejudicial to the interests of the Association or unfits him for membership of the Association.

(d) If the Council in its discretion declines to accept a renewal of the subscription of any member the Council shall not be required to state its reasons for its decision.

6) The rights of a member shall terminate on death, or the case of corporations on dissolution, winding up or liquidation and may not be transferred or transmitted.

## **GENERAL MEETINGS**

7) The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year.

8) The Council may, whenever it thinks fit, convene General Meetings and, on the requisition of members representing at least 5% of the total voting rights of all members having a right to vote at general meetings, shall forthwith proceed to convene a General Meeting within 21 days of the date of the requisition to be held on a date not more than 28 days after the date of the notice convening the meeting.

9) An Annual General Meeting and a General Meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice in writing.

10) All other General Meetings shall be called by at least fourteen clear days' notice in writing but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent of the total voting rights.

11) The notice shall specify the time, day and place of the meeting and, in the case of special business, the general nature of such business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006.

Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which

- states the name and address of the member appointing the proxy;
- identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- is signed by or on behalf of the member appointing the proxy, or is authenticated in such



- manner as the directors may determine; and
- is delivered to the Association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

The Council may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself. The notice shall be given to all members and members of the Council and Independent Examiner or Auditors. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission.

## **PROCEEDINGS AT GENERAL MEETINGS**

12) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten members entitled to vote and present in person or by proxy shall be a quorum.

13) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, or during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such other time and place as the Council may determine. The Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

14) The Chairman (if any) of the Council, or in his absence the Vice-chairman (if any) shall preside as chairman at every General Meeting, but if there be no such Chairman or Vice-chairman, or if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present in person or by proxy and entitled to vote shall choose some director or if no such director be present within fifteen minutes after the time appointed for the holding of the meeting, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to 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 upon the declaration of the result of the show of hands, demanded by the chairman, or by at least two members present in person and entitled to vote or by members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

17) Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association 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.

18) The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

19) Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the day, time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the day, time and place at which the poll is to be taken.

20) No poll shall be demanded on the election of chairman of a meeting, or on any question of adjournment.

21) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

22) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

23) Subject to the provisions of the Act, a resolution in writing signed by all the members (or being corporations by their duly authorised representatives) who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual and valid as if the same had been passed at a General Meeting duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

## **VOTES OF MEMBERS**

24) Subject as hereinafter provided and unless the Council has otherwise determined in respect of any particular class of membership, every member shall have one vote.

25) Save as herein expressly provided, no member other than a member duly registered, who



shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question personally or by proxy at any General Meeting.

26) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

27) Any corporation which is a member of the Association may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, 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 Association.

## **COUNCIL OF MANAGEMENT**

28) The Council shall consist of duly appointed Directors of the Association, who shall also be Charity Trustees, and until otherwise determined by a General Meeting, the total number of directors shall not be less than six nor more than twenty.

(a) A director must be a natural person aged 16 years or older

(b) the first directors shall be those persons notified to Companies House as the first directors of the Association

(c) No one may be appointed as a director if he or she would be disqualified from acting under the provisions of article 44

Every Council member shall by definition be both a Director of the Association under the Companies Act 2006 and a Charity Trustee under the Charities Act 2011, and have the legal responsibilities conferred by these roles.

29) The Council may appoint nominee representatives to be non-voting attendees at Council meetings. The nominee representatives shall be such persons appointed each year by the Nominating Bodies specified hereunder or determined from time to time by General Meeting. Each Nominating Body shall nominate one person who need not be a member of the Association to be its nominee. The first Nominating Body shall be The Inland Waterways Association.

30) Directors and nominee representatives may be paid all reasonable expenses properly incurred by them in attending and returning from meetings of the Council or General Meetings of the Association or in connection with the business of the Association. No director may receive any other financial benefit from the company.

31) The Council may from time to time and at any time appoint any member of the Association who is willing to act to be a Director, either to fill a casual vacancy or by way of





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addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next following Annual General Meeting, and he shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

32) No person who is not a member of the Association shall in any circumstances be eligible to hold office as a Director. Notice must be given to the Registrar of Companies and to the Charity Commission within fourteen days of a person becoming or ceasing to be a Director, or of the occurrence of any change in the particulars contained in the register of Directors or its register of directors' residential addresses.

## **POWERS OF THE COUNCIL**

33) The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as it thinks fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had been made.

34) The Council may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any asset, liability or obligation of the Association or any third party. The directors for the time being may act notwithstanding any vacancy in their body; provided always that in case the directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purposes of admitting persons to membership of the Association, filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

## **ROTATION OF DIRECTORS**

36. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the directors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

37. The directors to retire shall be those who have been longest in office since their last election. As between ordinary members of equal seniority, the directors to retire shall in the absence of agreement be selected from among them by lot. A retiring director shall be eligible for re-election.

38. The Association may, at the meeting at which a director retires in manner aforesaid, fill the



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vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

39. The Association may by ordinary resolution at a General Meeting appoint a person who is willing to be a Director. No person not being a director retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership as a director at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, containing the details that, if the person were to be appointed, the company would have to file at Companies House and also notice in writing, signed by the person proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall not less than seven nor more than twenty-eight clear days.

40. The following provision shall apply to the appointment of nominee representatives to attend the Council:-

- (a) The Nominating Authority shall not less than two months before each Annual General Meeting give to the Secretary notice in writing of its intention to appoint its named nominee.
- (b) A nominee representative shall be eligible for re-appointment by the appropriate Nominating Body for five successive years and thereafter only if the ordinary members of the Council resolve that such nominee shall be eligible for re-appointment for a further period of five years.

41. The Association may by ordinary resolution from time to time in General Meeting add to or reduce the number of Nominating Bodies referred to in Article 29 entitled to appoint nominee representatives to attend the Council and may determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

42. Subject as aforesaid a director who retires at any Annual General Meeting may if willing to act, be eligible to be re-elected. If not re-elected he shall retain office until the meeting appoints someone in his place or if it does not do so. until the end of the meeting.

43. Without prejudice to the provisions of Section 303 of the Act, the Association may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.

## **DISQUALIFICATION OF DIRECTORS**



44. A director shall cease to hold office if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) In the written opinion, given to the company, of a registered medical practitioner treating that person, becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (c) ceases to be a member of the Association; or
- (d) by notice in writing to the Association resigns as a director: or
- (e) ceases to hold office by virtue of any of any provisions of the Act or he becomes prohibited by law from holding office; or
- (f) shall for more than six consecutive meetings of the Council have been absent without permission of the Council and the Council resolve that his office be vacated; or
- (g) Is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions): or
- (h) is directly or indirectly interested in any contract with the Association and fails to declare the nature of that interest as required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.

45. No director shall vacate office or be ineligible for election or appointment as a director by reason only of his having attained a particular age.

### **PROCEEDINGS OF THE COUNCIL**

46. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

47. A director may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by at least fourteen days' notice of such meeting unless urgent circumstances require shorter notice served upon the several members of the Council.



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48. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the directors present shall choose one of their number to chair the meeting.

49. Subject to Article 35 hereof, a meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

50. The Council may delegate any of its powers to committees consisting of such directors of the Association and such other persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council and shall report all acts and proceedings to the Council as soon as reasonably practicable. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. The Chairman and Vice-chairmen of the Council shall be ex-officio members of any committee so formed.

51. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director.

52. The Council shall cause proper minutes to be made of all appointments of Officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

53. A resolution in writing signed by all the directors for the time being or of any committee of the Council being entitled to receive notice of a meeting of the Council or of such committee, shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted. A resolution may be written on several documents of like form each signed by one or more directors.

## **OFFICERS**

54. The officers of the Association shall consist of the Chairman, Vice-Chairmen, Honorary Secretary and Honorary Treasurer and such other Honorary Officers as the Council shall determine from time to time. Except as provided in Article 48 hereof in the case of the Chairman, unless otherwise determined by the Council, all Officers shall be elected by the



Council from amongst their number at their first meeting and thereafter at the first meeting of the Council following the Annual General Meeting. A retiring Officer shall be eligible for re-election.

## **HONORARY APPOINTMENTS**

55. The Council may at any time and from to time appoint any person to be a President and any person to be Vice-president or Patron or such other honorary position as the Council may decide upon such terms as the Council may think fit and any person so appointed may be removed by the Council. Such appointment shall not in itself give the appointee the right to vote at any meeting nor make him liable for contributions under the Memorandum.

## **SECRETARY**

56. Subject to the provisions of the Act a Secretary may be appointed by the Council upon such conditions as it may think fit, and any Secretary so appointed may be removed by it, provided that no director may occupy the salaried position of Secretary.

## **EXECUTION OF DOCUMENTS**

57. No document may be executed on behalf of the Association except by the authority of the directors or a committee of directors authorised by the directors. The directors may determine who shall sign any document and unless otherwise determined it shall be signed by a director and by the secretary (if any) or by a second director.

## **ACCOUNTS AND FINANCE**

58. A banking account(s) in the name of the Association shall be kept at such bank or banks as the Council may from time to time appoint and cheques and other negotiable instruments shall only be drawn signed and endorsed in such manner and by such persons (of whom at least one shall be a director) as the Council shall from time to time direct. In the case of the Trust's subsidiary company, the Wendover Canal Restoration Limited's bank account, whilst two or more persons will need to sign all physical items, online transactions can only be approved by one nominated person under the bank's system. However funding, outwith any income received by the subsidiary company, will be transferred from a Trust account, which requires the two signatories.

59. The Council shall cause accounting records to be kept in accordance with the requirements of the Act, and must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. The accounting records shall always be open to the inspection of the directors.

60. The Council shall ensure that a copy of the Association's financial accounts and reports for each financial year is sent to every member for whom the Association has a current



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address and who is entitled to receive notice of general meetings. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

61. At the Annual General Meeting in every year the Council shall lay before the Association an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account since the incorporation of the Association) together with a proper balance sheet made up as at the same date as the date to which the income and expenditure account has been drawn. Every such balance sheet shall be accompanied by proper reports of the Council and the Independent Examiner or Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent to the Independent Examiner or Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

## **AUDIT**

62. In accordance with the requirements of the Charity Commission once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Independent Examiner or Auditors. The directors must comply with the requirements of the Charities Act 2011 with regard to the transmission of a copy of the statements of account, the Annual Report and Annual Return to the Commission. The directors must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities.

63. Independent Examiner or Auditors shall be appointed and their duties regulated in accordance with the requirements of the Charity Commissioners.

## **BYE-LAWS**

64. (a). The Council shall have power from time to time to make and adopt, alter or revoke bye-laws for the regulation of the Association and otherwise for the furtherance of the purposes for which the Association is established, provided that such by bye-laws are not repugnant to the Memorandum or Articles of Association. Copies of bye-laws and notices of all amendments and cancellations of bye-laws which have been made by the Council since the issue of the notice of the last preceding Annual General Meeting of the Association shall be sent with the Notice of each Annual General Meeting of the Association to all members of the Association entitled to receive notice of the Annual General Meeting. All such bye-laws for the time being





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in force shall be binding upon all members and no member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or of any alterations made thereto or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Council to make bye-laws on other matters, the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this Article, that is to say:-

- 1) As to the persons eligible for membership of the Association and as to the classes into which the membership is to be divided.
- 2) As to the conditions on which persons shall be admitted to membership of the Association, including conditions attached to any class of membership.
- 3) As to entrance fees (if any) payable in respect of membership of the Association or any class of such membership.
- 4) As to the annual, quarterly or other subscriptions or payments to be payable by members of the Association in respect of membership of the Association or any class of such membership.
- 5) As to the rights and privileges to be accorded to members of the Association or to any class of such members.
- 6) As to the qualifications, restrictions and conditions, to be imposed on members of the Association or on any class of such members.
- 7) As to arrangements with any other companies, societies or associations for reciprocal concessions or otherwise.
- 8) As to committees of members in connection with the various activities of the Association and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees.
- 9) As to the formation, constitution and administration of branches of the Association or other similar groups of members of the Association at local level.
- 10) As to the conduct of members of the Association in relation to one another, and to the Association's employees.

(b) Any bye-law made by the Council may be repealed or amended by special resolution of the Association in General Meeting but without prejudice to any act or thing in the meantime done in pursuance thereof.

## **NOTICES**

65. The Association may give any notice to a member either personally or by sending it by



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post in a pre-paid envelope addressed to the member at his registered address as appearing in the register of members or by leaving it at that address or by giving it in electronic form to the member's address or by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notice must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

66. A member present in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

67. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

68. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

69. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a pre-paid first-class letter.

## **INDEMNITY**

70. The Association may indemnify a director against any liability incurred in that capacity, to the extent permitted in sections 232 to 234 of the Companies Act 2006.

## **PUBLICATIONS**

71. No printed document affecting the policy of the Association and no publication of any kind whatsoever shall be issued in the name of the Association without the approval of the Council first being obtained. No person other than authorised Officers and officials of the Association shall use the name of the Association or purport to act on behalf of or to represent the Association unless he shall have first been granted specific permission by the Council in that behalf. No individual member, affiliated body or branch shall take any public action or make any public announcement in the name of the Association or otherwise do anything directly or indirectly to represent that any proposal, action or statement of facts or opinion has the approval of the Association. The Council alone may authorise persons to make announcements and publications in the name of the Association.

## **DISSOLUTION**

72. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.





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## NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS – Amendment D

Clive Leonard Johnson  
28 Sherborne Avenue  
Luton  
Beds LU2 7BD

Michael John Beckley  
The Homestead, Little Marsh  
Marsh Gibbon  
Bucks OX27 0AP

Dated

Witness to the signatures of the above subscribers

Name	Signature	Date
Address		

### Table of Amendments

Issue	Date	Signatories	Modification
A	19/12/1988	Martin John Wood Barry Michael Martin	Initial Issue
B	25/10/2006	Robert Lewis Wheal John Hopkins	The words "Auditor" and "Auditors" Replaced by "Independent Examiner or Auditors" in Paras 10,11, 61, 62 and 63. The words "subject nevertheless to the Provisions of Section 240 of the Act" in Para 61 deleted. The words "provisions of the Act" in Paras 62 and 63 replaced by "the requirements of the Charity Commission". The words "the members of the Council being treated for all purposes as the Directors mentioned in these provisions" in Para 63 be deleted.
C	18/11/2009	Roger William Leishman John Michael Rowe	The period "nine months" in Para 5.(a) be replaced by "three months".





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	the Association shall be applied solely towards the promotion of the Objects. All relevant provisions contained in the Memorandum are to be treated as provisions of the Articles in accordance with section 28 of the Companies Act 2006.
3	<u>3. Delete “No person shall be admitted as a member of the association unless he is approved by the Council”</u>
8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings	<u>[remove this provision]</u>
9. The Council may, whenever it thinks fit, convene General Meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Council to call a General Meeting, any member of the Council or member of the Association may call a General Meeting	8. The Council may, whenever it thinks fit, convene General Meetings and, on the requisition of members representing at least 5% of the total voting rights of all members having a right to vote at general meetings, shall forthwith proceed to convene a General Meeting within 21 days of the date of the requisition to be held on a date not more than 28 days after the date of the notice convening the meeting.
	9. Delete “Extraordinary.” Replace “member of the Council” with “Director”
All other Extraordinary General Meetings shall be called by at least fourteen clear days notice in writing but a General Meeting may be called by shorter notice if it is so agreed:- (a) In the case of Annual General Meeting, by all members entitled attend and vote thereat; and (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninetyfive per cent of the total voting rights at that meeting of all the members.	10. All other General Meetings shall be called by at least fourteen clear days’ notice in writing but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent of the total voting rights.
The notice shall specify the time, day and place of the meeting and, in the case of special business, the general nature of such business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.	11. The notice shall specify the time, day and place of the meeting and, in the case of special business, the general nature of such business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006 Proxies may only validly be appointed by a notice in writing (a ‘proxy notice’) which - states the name and address of the member appointing the proxy; - identifies the person appointed to be
The notice shall be given to all members and members of the Council and Independent Examiner or Auditors.	



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	<p>that member's proxy and the general meeting in relation to which that person is appointed;</p> <ul style="list-style-type: none"><li>- is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and</li><li>- is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.</li></ul> <p>The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.</p> <p>The notice shall be given to all members and members of the Council and Independent Examiner or Auditors. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission.</p>
<p>11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the independent Examiner or Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.</p>	<p><u>[remove this provision]</u></p>
<p>12.</p>	<p>12. Replace "personally present" by "present in person or by proxy"</p>
<p>13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to</p>	<p>13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, or during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such other time and place as the Council may</p>



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<p>such other day and at such other time and place as the Council may determine.</p>	<p>determine. The Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.</p>
<p>14.</p>	<p>14. Replace "the members present" by "the members present in person or by proxy and entitled to vote" Replace "member of the Council" by "Director"</p>
<p>25.</p>	<p>25. Replace "personally" by "personally or by proxy"</p>
<p>28. The Council shall consist of ordinary members and nominee members and until otherwise determined by General Meeting the total number of the members of the Council shall not be less than six nor more than twenty.</p>	<p>28. Replace "Council of Management" with "Council of Directors". The Council shall consist of duly appointed Directors of the Association, who shall also be Charity Trustees, and until otherwise determined by a General Meeting, the total number of directors shall not be less than six nor more than twenty.</p> <p>Every Council member shall by definition be both a Director of the Association under the Companies Act 2006 and a Charity Trustee under the Charities Act 2011, and have the legal responsibilities conferred by these roles.</p> <p>(a) A director must be a natural person aged 16 years or older</p> <p>(b) the first directors shall be those persons notified to Companies House as the first directors of the Association</p> <p>c) No one may be appointed as a director if he or she would be disqualified from acting under the provisions of article 44</p>
<p>29. (a) The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.</p> <p>(b) The nominee members shall .be such persons appointed each year by the Nominating Bodies specified hereunder or determined from time to time by General Meeting. Each Nominating Body shall nominate one person who need not be a member of the Association to be its nominee. The first Nominating Body shall be The Inland Waterways Association.</p>	<p>29. The Council may appoint nominee representatives to be non-voting attendees at Council meetings. The nominee representatives shall be such persons appointed each year by the Nominating Bodies specified hereunder or determined from time to time by General Meeting. Each Nominating Body shall nominate one person who need not be a member of the Association to be its nominee. The first Nominating Body shall be The Inland Waterways Association.</p>
<p>30.</p>	<p>30. Replace "Members of the Council" with "Directors and nominee representatives". Add "No director may receive any other financial benefit from the company"</p>



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31.	31. replace "appoint any member of the Association as an ordinary member of the Council" with "appoint any member of the Association who is willing to act to be a director"
32. Except in the case of nominee members no person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.	32. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a Director. Notice must be given to the Registrar of Companies and to the Charity Commission within fourteen days of a person becoming or ceasing to be a Director, or of the occurrence of any change in the particulars contained in the register of Directors or its register of directors' residential addresses.
34.	34. replace "members of the Council" with "Directors"
36.	36. replace "ordinary members of the Council" with "Directors"
37.	37. replace "ordinary members of the Council" with "Directors"
38.	38. replace "member of the Council" with "Director"
39.	39. Add "The Association may by ordinary resolution at a General Meeting appoint a person who is willing to be a Director", Replace "member of the Council" with "Director". Replace "ordinary member of the Council" with "Director". Add "containing the details that, if the person were to be appointed, the company would have to file at Companies House"
40.	40. Replace "nominee members" by "nominee representatives"
41.	41. Delete "and may alter the prescribed maximum and minimum number of members of the Council and may accordingly increase or reduce the number of ordinary members of the Council"
	42. replace "member of the Council" with "Director"
	43. Replace "member of the Council" with "Director". Delete "if the member so removed was an ordinary member of the Council"
44.	44. Replace "the office of a member of the Council shall be vacated" with "a director shall cease to hold office if he or she"





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	<p>In b) add “in the written opinion given to the company of a registered medical practitioner treating that person”</p> <p>In c) delete “not being a nominee member”</p> <p>In (d) add “as a director”</p> <p>In (g) replace “if being a nominee member he shall be removed at any time by his Nominating Body” with “Is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions)”</p> <p>(h) delete “section 317”</p>
45.	45. Replace “member of the Council” with “director”.
46.	46. Replace “members of the Council” with “directors” Add “a meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants”
47.	47. Replace “member of the Council” with “director”. Delete “a member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting”
48.	48. Replace “members of the Council” with “directors”
50.	50. Replace “members of the Council” with “directors”
51.	51. Replace “member of the Council” with “director”
53.	53. Replace “members of the Council” with “directors”
54.	54. Replace “The officers of the Association shall consist of the Chairman, a Vice-Chairman, Secretary and Honorary Treasurer” with “The officers of the Association shall consist of the Chairman, one or two Vice-Chairmen, Honorary Secretary and Honorary Treasurer”. Delete “(other than a salaried Secretary)”
55.	55. Add “or Patron”
56. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it, provided that no member of the Council may occupy the salaried position of Secretary. The	56. Subject to the provisions of the Act a Secretary may be appointed by the Council upon such conditions as it may think fit, and any Secretary so appointed may be removed by it, provided that no director may occupy the salaried position of Secretary.



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<p>provisions of Sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint or remove an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The position of Secretary may be known by such other title as the Council may approve.</p>	
<p>57. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of one member of the Council and of the Secretary or a second member of the Council, and the said member and Secretary or second member shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed</p>	<p>57. No document may be executed on behalf of the Association except by the authority of the directors or a committee of directors authorized by the directors. The directors may determine who shall sign any document and unless otherwise determined it shall be signed by a director and by the secretary (if any) or by a second director.</p>
<p>58.</p>	<p>58. Replace "member of the Council" with "Director". Delete "two or more". Add "In the case of the Trust's subsidiary company, the Wendover Canal Restoration Limited's bank account, whilst two or more persons will need to sign all physical items, online transactions can only be approved by one nominated person under the bank's system. However funding, outwith any income received by the subsidiary company, will be transferred from a Trust account, which requires the two signatories".</p>
<p>59. The Council shall cause accounting records to be kept in accordance with the requirements of the Act. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.</p>	<p>59. The Council shall cause accounting records to be kept in accordance with the requirements of the Act, and must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. The accounting records shall always be open to the inspection of the directors.</p>
<p>60. The Council shall from time to time determine whether and to what extent and at</p>	<p>60. The Council shall ensure that a copy of the Association's financial accounts and</p>





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<p>what times and places and under what conditions or regulations the accounting records of be Association or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any accounting records or other books or documents of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.</p>	<p>reports for each financial year is sent to every member for whom the Association has a current address and who is entitled to receive notice of general meetings. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.</p>
<p>61.</p>	<p>61. Delete "in accordance with the provisions of the Act" Delete "by post" Delete "as required by section 241(2) of the Act"</p>
<p>62.</p>	<p>62. Add "The directors must comply with the requirements of the Charities Act 2011 with regard to the transmission of a copy of the statements of account, the Annual Report and Annual Return to the Commission. The directors must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities."</p>
<p>65. The Association may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address as appearing in the register of members or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association</p>	<p>65. The Association may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address as appearing in the register of members or by leaving it at that address or by giving it in electronic form to the member's address or by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notice must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.</p>
<p>70. In the execution of the trusts hereof no member of the Council shall be liable for any loss to the property of the Association arising by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other member of the Council in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary or by reason</p>	<p>70. The Association may indemnify a director against any liability incurred in that capacity, to the extent permitted in sections 232 to 234 of the Companies Act 2006</p>



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of any mistake or omission made in good faith by any member of the Council or by reason of any other matter or thing other than wilful and individual fraud wrongdoing or wrongful omission on the part of the member of the Council who is sought to be made liable	