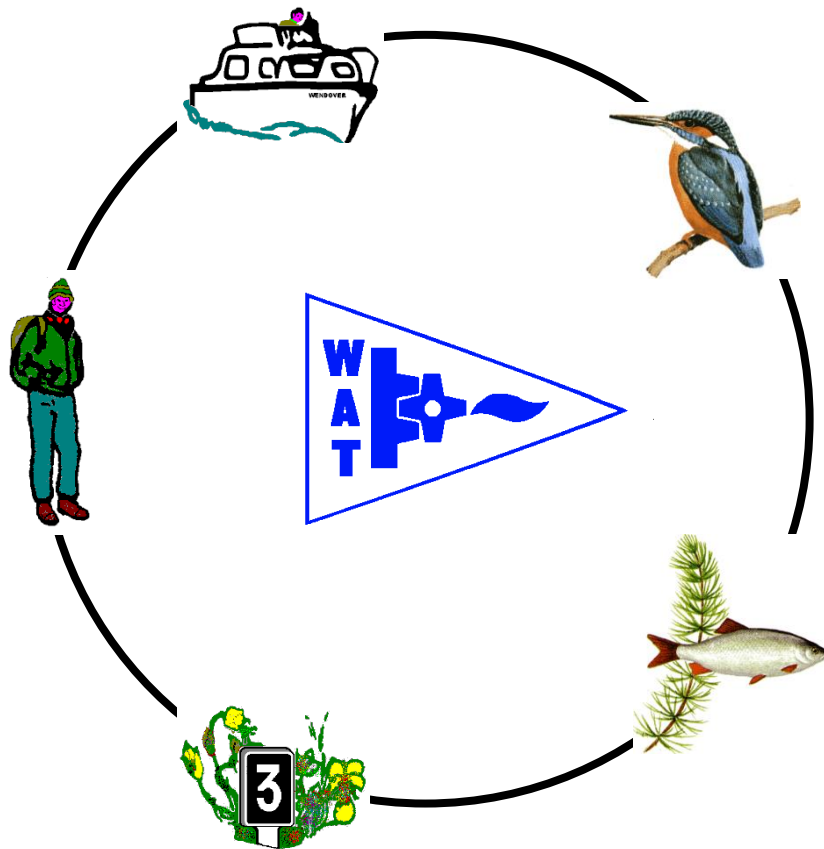


The Aims and Rules



**of the
Wendover Arm Trust**

The Aims and Rules of the Wendover Arm Trust

The Wendover Arm Trust is a Company limited by Guarantee and does not have a Share Capital. The Administration of the Trust shall be in accordance with the MEMORANDUM OF ASSOCIATION and the ARTICLES OF ASSOCIATION, copies of which are available at the Registered Office for inspection by any fully paid up member, provided that seven days clear notice of a request to inspect them is given in writing to the Secretary in writing.

The following is a summary of the Aims and Rules contained in the above documents which should be consulted should clarification be required at any point.

- 1) The name of the Company, (hereinafter called the `Trust`), shall be the Wendover Arm Trust.
- 2) The **AIMS** of the Trust shall be :
 - a) To promote the restoration and maintenance of the Wendover Arm of the Grand Union Canal, (including all waterways, buildings, and related structures), to good and navigable order and to promote the fullest use of the waterway by water-borne traffic (subject to the regulations of the Canal & River Trust) and for local amenity, recreational and water related activities for the benefit of the public.
 - b) To restore, preserve, maintain and to educate the public in the history, use and associated wildlife, of canals and inland waterways generally and the Wendover Arm in particular.
- 3) **MEMBERSHIP**

Application for membership shall be made in writing on a form as required by the Council of Management, (hereinafter called the `Council`), and shall come before the Council for acceptance.
The Council shall not be obliged to give any reason for the rejection of an application.

 - a) There shall be such classes of membership with such rights as the Council shall from time to time prescribe.
 - b) Membership shall cease if an annual subscription remains unpaid for three months after the due date.
- 4) **GENERAL MEETINGS**

General Meetings shall be called by at least 21 clear days' notice in writing. Notice of General Meetings shall specify the time, day and place of the meeting and be given to all members, the Council and the Auditors.
The Notice will also indicate the nature of any special business to be transacted and will specify if the meeting is to be an Annual General Meeting.

 - a) No business shall be transacted unless a quorum of ten members entitled to vote is present within half an hour of the time appointed for the meeting.
 - b) The Chairman of the meeting shall be the Chairman or, in his/her absence, the Vice Chairman of the Council.
 - c) At any General Meeting a resolution put to the vote shall be decided by a show of hands unless a poll is demanded by the Chairman, or at least two members present.

In the case of an equality of votes the Chairman shall be entitled to a second or casting vote.

5. **ANNUAL GENERAL MEETING**

The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting, at such time and place determined by the Council.

Not more than 12 months shall elapse from the preceding Annual General Meeting.

The Annual General Meeting shall consider the income and expenditure account and balance sheet, the report of the Auditors, the election of members of the Council, and the appointment of, and the fixing of, the remuneration of the Auditors.

6. **COUNCIL**

The Council shall consist of ordinary and nominee members and may not be less than six nor more than twenty.

Other organisations having similar aims to the Trust may, at the discretion of the members at a General Meeting, be invited to appoint a nominee to the Council. Nominee members shall have the same voting rights as an ordinary member and be appointed annually by any Nominating Body specified from time to time.

The first Nominating Body shall be The Inland Waterways Association.

The Council may co-opt any Trust member to the Council but only until the next Annual General Meeting when he/she shall be eligible for election.

The business of the Trust shall be managed by the Council and it may exercise the powers of the Trust to borrow money, mortgage its property and undertakings (in whole or in part), and to issue securities.

7. **ROTATION OF COUNCIL MEMBERS**

At the Annual General Meeting one third of the ordinary members of the Council shall retire.

The members to retire shall be those who have been longest in office since their last election.

Nominations for the Council must be given by a member of the Trust in writing and there must also be notice in writing signed by the person proposed to indicate his/her willingness to be elected.

These documents must be received by the Secretary not less than seven nor more than 28 days before the meeting.

Any Nominating Body shall give to the Secretary notice in writing of its intention to appoint its named nominee not less than two months before each Annual General Meeting.

Nominee members of the Council need not be members of the Trust.

8. **DISQUALIFICATION OF COUNCIL MEMBERS.**

A Council member shall be disqualified from holding office if he/she becomes bankrupt, incapable by reason of illness, ceases to be a member of the Trust (except in the case of a Nominee members), or be absent for more than six consecutive meetings without the permission of the Council.

9. **PROCEEDINGS OF THE COUNCIL**

Unless otherwise determined, four members of the Council shall be a quorum.

The Council shall from time to time elect a Chairman. A meeting of the Council at which a quorum is present is empowered to exercise all the authorities and powers of the Trust vested in the Council by the regulations of the Trust. The Council may delegate any of its powers to sub-committees consisting of Council and or other members of the Trust as they think fit.

The Council shall ensure that proper minutes be kept of the proceedings at all meetings of the Trust and the Council, to be signed by the Chairman of the next meeting.

10. **OFFICERS**

The Officers of the Trust shall consist of the Chairman, a Vice Chairman, Secretary and Honorary Treasurer and such other Honorary Officers as the Council shall determine.

The Officers shall be elected by the Council from amongst themselves at the first Council meeting following the Annual General Meeting.

11. **FINANCE**

Bank account(s) in the name of the Trust shall be kept at such bank(s) as the Council shall appoint.

Cheques shall be signed by two members of the Trust, at least one of whom shall be a member of the Council.

At the Annual General Meeting an income and expenditure account and a balance sheet together with the Auditor's report shall be presented to the members.

Once in every year the correctness of the accounts of the Trust shall be ascertained by properly qualified Auditor(s).

12. **BYE-LAWS**

The Council shall have the power to make, revoke or alter bye-laws for the running of the Trust providing that they are allowed within the Memorandum or Articles of Association.

Matters which may be governed by bye-laws include classes and conditions of membership, subscriptions, and arrangements with other societies.

Copies of bye-laws and notice of any amendments made by the Council since the notice given of the preceding Annual General Meeting shall be sent with the notice of the next Annual General Meeting.

13. **NOTICES**

The Trust may give any notice to a member either personally or by prepaid post at his/her registered address.

Notices may be contained within a newsletter or similar document distributed to all members at their registered address.

14. **PUBLICATIONS**

No publication shall be issued in the name of the Trust without approval of the Council.

Only authorised officials of the Trust and members specifically given permission by the Council may make any public announcement or otherwise purport to represent the Trust.

15. **DISSOLUTION**

If upon the winding up of the Trust there remains any property whatsoever, it shall be transferred to some other charitable institution or institutions having objects similar to the Trust.

WENDOVER ARM TRUST. A Company Limited by Guarantee, Registered in England No. 2353392
Registered Charity No. 801190

Registered Office : Fox Meadow, Water End Road, Potten End, Berkhamsted, HP4 2SH.