1. COMPANY NAME
The Company's name is Canal & River Trust (and in this document is called the "Trust").

2. INTERPRETATION

2.1 In the articles:-

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Trust

"the Articles" means the Trust's articles of association

"clear days" in relation to the period of a notice means a period excluding:

(a) the day when the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect

"the Commission" means the Charity Commission for England and Wales

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Trust

"the Directors" means the directors of the Trust. The directors are charity trustees as defined by section 97 of the Charities Act 1993

"document" includes, unless otherwise specified, any document sent or supplied in electronic form

"electronic form" has the meaning given in section 1168 of the Companies Act 2006

"Inland Waterway" includes (whether or not owned or held in trust by the Trust) any river, canal, inland navigation, feeder channel, reservoir, dock, basin or harbour (in any case whether or not tidal or artificial) together with any associated land and works (including paths) and land formerly used for all such purposes

"the memorandum" means the Trust's memorandum of association

"navigation" includes navigation by vessels used for human habitation on either a temporary or permanent basis

"officers" includes the Directors and the secretary (if any)

"the seal" means the common seal of the Trust if it has one

"secretary" means any person appointed to perform the duties of the secretary of the Trust

"sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs

"the Trust" means the company intended to be regulated by the Articles

"the United Kingdom" means Great Britain and Northern Ireland

2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
2.3 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Trust.

2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. LIABILITY OF MEMBERS

3.1 The liability of the members is limited.

3.2 Every member of the Trust promises, if the Trust is dissolved while he or she or it is a member or within 12 months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Trust incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

4. OBJECTS

The Trust's objects (the "Objects") are:-

4.1 to hold in trust or own and to operate and manage Inland Waterways for public benefit, use and enjoyment including (but not by way of limitation):

4.1.1 for navigation;

4.1.2 for public access on foot and for recreation or other leisure-time pursuits of the public in the interest of their health and social welfare; and

4.1.3 for the improvement of commerce and industry generally;

4.2 to protect and conserve for public benefit sites, objects and buildings of archaeological, architectural, engineering or historic interest on, in the vicinity of, or otherwise associated with Inland Waterways;

4.3 to further for the public benefit the conservation protection and improvement of the natural environment and landscape of Inland Waterways;

4.4 to promote, facilitate, undertake and assist in, for public benefit, the restoration and improvement of Inland Waterways;

4.5 to promote and facilitate for public benefit awareness, learning and education about Inland Waterways, their history, development, use, operation and cultural heritage by all appropriate means including the provision of museums;

4.6 to promote sustainable development in the vicinity of any Inland Waterway for the benefit of the public, in particular by:

4.6.1 the improvement of the conditions of life in socially and economically disadvantaged communities in such vicinity; and

4.6.2 the promotion of sustainable means of achieving economic growth and regeneration and the prudent use of natural resources.

5. POWERS

5.1 The Trust has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Trust has power:-

5.1.1 to accept a transfer of any of the property, assets, undertaking, functions, responsibilities of any navigation authority, harbour authority or conservancy authority; and of any other person undertaking similar activities or functions or activities or functions that can conveniently be combined with such activities and functions;
5.1.2 to act as trustee of any trust comprising real or personal estate and which, in the opinion of the Trust is calculated to further the aims and objects of the Trust and as such trustee carry out such trusts on the terms and conditions imposed in the instrument creating the same;

5.1.3 to make reasonable charges for the use of the Inland Waterways it holds in trust, owns, operates or manages (including use by any ship or boat), and for the use of any services and facilities (including land set aside for specific purposes);

5.1.4 to do any of the things that the British Waterways Board had power to do at the date of incorporation of the Trust (11 October 2011) that are conducive or incidental to the attainment or furtherance of the Objects and in doing so, the Trust must not undertake any trading activity save in so far as either the trade is exercised in the course of the actual carrying out of an object or is ancillary to the carrying out of the Objects;

5.1.5 to raise funds (but not by means of taxable trading);

5.1.6 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

5.1.7 to sell, lease or otherwise dispose of all or any part of the property belonging to the Trust. In exercising this power, the Trust must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

5.1.8 to borrow money and to charge the whole or any part of the property belonging to the Trust as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Trust must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

5.1.9 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

5.1.10 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

5.1.11 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

5.1.12 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.1.13 to employ and remunerate such staff as are necessary for carrying out the work of the Trust. The Trust may employ or remunerate a Director only to the extent it is permitted to do so by Article Error! Reference source not found. and provided it complies with the conditions in that Article;

5.1.14 to:-

(a) deposit or invest funds;

(b) employ a professional fund-manager; and

(c) arrange for the investments or other property of the Trust to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5.1.15 to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

5.1.16 to pay out of the funds of the Trust the costs of forming and registering the Trust both as a company and as a charity.