



WENDOVER CANAL TRUST

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

www.wendovercanal.org.uk

THE COMPANIES ACT 2006

Wendover Arm Trust (the "Company")
Company Number: 02353392

PRIVATE COMPANY LIMITED BY GUARANTEE

CHANGE OF ARTICLES OF ASSOCIATION

At an annual general meeting of the Company, duly convened and held at Dunstable and District Boat Club, Cooks Wharf, Pitstone, LU7 9AD on 21st October 2023, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

THAT the existing articles of association of the company be modified as attached:

[Wendover-Arm-Trust-Articles-of-Association-Proposed-Revision-2023.pdf](#)
wendovercanal.org.uk

The principle changes as presented to the meeting are listed below and attached to the revised Articles

Proposed changes to Articles of Association October 2023

The principal changes are as follows:

1. To update the definitions list to include reference to the company's status as a charity as well as a limited company,
2. To explicitly link the Memorandum to the Articles - nowadays most of the items in WAT's Memorandum would be dealt with in the Articles instead, but making this link avoids the need to make any changes to the Memorandum
3. To specifically allow for communication in electronic form wherever appropriate
4. To remove references to Extraordinary General Meetings, which is no longer current terminology
5. To incorporate the legal right of members to appoint a proxy in voting at General Meetings - this will have to be included in future AGM notices
6. To clarify the definition of the Council to be identical to the Board of Directors (who are also Charity Trustees). The current definition includes nominees as members of the Council, which

Wendover Canal Trust is the operating name of the Wendover Arm Trust.

Charity number 801190. Company Limited by guarantee number 02353392.

Registered Office: Wendover Arm Trust, 16b First Floor, Chiltern Court, Asheridge Road Industrial Estate, Chesham HP5 2PX,



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cannot be correct as they are not Directors and do not vote at meetings of the Council. Instead there is now a separate definition of nominee representatives who may be invited to Council meetings as non-voting attendees. This is in practice what happens anyway, but the current Articles are clearly incorrect and need to be changed.

7. To replace the term "member of the Council" with "Director" throughout the document to emphasise that the relevant provisions relate to the role of a Company Director under company law (or a Charity Trustee under charity law as the case may be). The term "member of the Council" does not convey this same legal responsibility (and as currently written implies that nominee "members" have the same responsibilities which is again not correct).

8. To allow for Council meetings by electronic means e.g. Zoom

9. To update the provisions relating to the position of Secretary. It is no longer required for a private company to have a Secretary, and our practice has been to make this an Honorary position. Therefore references to a salaried Secretary are deleted.

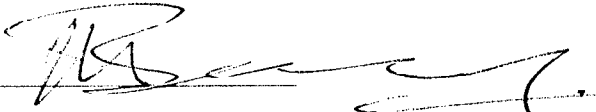
10. To remove the reference to a company seal (which does not appear to exist and is not legally required) with a general provision for documents to be signed by two directors (which is the current practice anyway)

11. To add the requirement to provide reports to the Charity Commission both annually and on changes to Trustees, etc.

12. To allow for notices to members to be in electronic form, e.g. email, website

13. To update the provisions for indemnity for the directors, in respect of which we would propose to take out Directors and Trustees insurance

14. And a number of other updates to the existing provisions

____ Michael Beckley 

Director/Company Secretary

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