



21

Statement of first directors and secretary and intended situation of registered office

This form should be completed in black

Company name (in full)

CN THE LAGAN CANAL RESTORATION TRUST for official use ☐

Registered office of the company on incorporation

RO LOUGH NEAGH DISCOVERY CENTRE
Post Town CRAIGAVON
County/Region COUNTY ARMAGH
Postcode BT66 6NT

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'x' in the box opposite and give the agents name and address

☒

DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT

05 AUG 2009

POST RECEIVED
COMPANIES REGISTRY

Name MACCORKELL LEGAL & COMMERCIAL
RA GARVEY STUDIOS
8-10 LONGSTONE STREET
Post Town LISBURN
County/Region CO. ANTRIM
Postcode BT28 1TP

Number of continuation sheets attached

6

To whom should Companies Registry direct any queries about the information shown on this form?

MACCORKELL LEGAL & COMMERCIAL

Telephone _____ Postcode _____
Extension _____

DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT

21 AUG 2009

POST RECEIVED
COMPANIES REGISTRY

Company Secretary

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

CS	NS.
CATHERINE SARAH.	
BURNS	
BA, MCI.	
/	
/	
AD	70 FOREST PARK
Killycordon.	
Post town	LIFFORD
County/Region	DONEGAL
Postcode	—
Country	IRELAND.

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Catherine Burns Date 30.1.09.

Directors

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

CD	MR
JOSEPH ERSKINE	
HOLMES	
OBE	
/	
/	
AD	12 ROSETTA PARK
Post town	BECFAST.
County/Region	UK IRELAND. ANTRIM
Postcode	B56 0DY
Country	UK.

Date of birth

DO	04 02 40	Nationality	AD	UK
----	----------	-------------	----	----

Business occupation

OC	RETIRED
----	---------

Other directorships

OD	ULSTER COMMUNITY INVESTMENT
----	-----------------------------

*Voluntary details

TRUST: ULSTER WATERWAYS

I consent to act as director of the company named on page 1

Consent signature

Signed

Joseph Holmes Date 30.01.09.

Directors (continued)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

Delete if the form is signed by the subscribers.

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

CD	MR
DAVID BRIAN	
CASSELLS	
AD	57 BAUBRIDGE ROAD, LURGAN
CRAIGAVON, CO. ARMACH	
Post town	BT66 7HG
County/Region	ARMAGH
Postcode	BT66 7HG
Country	N. IRELAND
DO	12 DEC 44
Nationality	AD BRITISH
OC	RETIRED HEADMASTER
OD	BOARD OF SOUTH ULSTER HOUSING ASSOC.
I consent to act as director of the company named on page 1	
Signed	<i>David Cassells</i> Date 30/01/09

<i>Cherith Langtry (Solicitor)</i>	
<i>MacCorkell Legal + Commercial</i>	
Signature of agent on behalf of all subscribers	Date 14/08/09

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Notes

1. If the spaces on Page 2 are insufficient the names and particulars can be entered on photocopies of page 2.

2. 'Director' includes any person who occupies the position of a director, by whatever name called.

3. For an individual, his present Christian name(s) and surname must be given, together with any previous Christian names) or surname(s).

'Christian name' includes a forename. In the case of a peer or person usually known by a title different from his surname, 'surname' means that title. In the case of a corporation, its corporate name must be given.

A previous Christian name or surname need not be given if:-

- (a) in the case of a married woman, it was a name by which she was known before her marriage; or
- (b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or
- (c) in the case of a peer or a person usually known by a British title different from this surname, it was a name by which he was known before he adopted the title or succeeded to it.

4. The names must be given of all bodies corporate incorporated in Northern Ireland of which the director is also a director, or has been a director at any time during the preceding five years.

However, a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, throughout that directorship, has been:-

- (a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such);
- (b) a body corporate of which the company making the return was a wholly-owned subsidiary;
- (c) a wholly-owned subsidiary of the company making the return; or
- (d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly-owned subsidiary.

5. Dates of birth must be given for all directors.

CONTINUATION SHEET FOR FORM 21, STATEMENT OF FIRST DIRECTORS

Company

Lagan Canal Trust

CD

Style/Title (voluntary)

Forenames

MICHAEL

Surname

BROWNE

Honours etc (voluntary)

Previous forenames

Previous surname

AD

Usual residential
Address

8 DEVENISH COURT

Post Town

BELFAST

County/Region

CO. ANTRIM

Postcode

BT13 2LS

Country

IRELAND

Date of Birth

DO *9/4/1962*

Nationality

NA

IRISH

Business Occupation

OC

BELFAST CITY COUNCILLOR

Other Directorships

OD

WEST BELFAST PARTNERSHIP

BELFAST VISITOR AND CONVENTION

BUREAU

BELFAST CITY CENTRE MANAGEMENT

I consent to act as director of the company named on the form 21

CONSENT SIGNATURE

M Browne

DATE

12/3/09

CONTINUATION SHEET FOR FORM 21, STATEMENT OF FIRST DIRECTORS

Company LAGAN CANAL RESTORATION TRUST LTD

CD

Style/Title (voluntary) RT Hon

Forenames JEFFREY

Surname DONALDSON

Honours etc (voluntary) _____

Previous forenames _____

Previous surname _____

AD

Usual residential
Address

42 DUBLIN HILL ROAD

DROMORE

Post Town _____

County/Region CO. DOWN

Postcode BT25 1SY

Country UK

Date of Birth

DO 7 / 12 / 62

Nationality BRITISH

Business Occupation

OC MEMBER OF PARLIAMENT

Other Directorships

OD NIL

I consent to act as director of the company named on the form 21

CONSENT SIGNATURE

Jeffrey Donaldson

DATE

14/2/09

CONTINUATION SHEET FOR FORM 21, STATEMENT OF FIRST DIRECTORS

Company THE LAGAN CANAL RESTORATION TRUST

CD

Style/Title (voluntary) COUNCILLOR

Forenames SARA GLADYS

Surname DUNCAN

Honours etc (voluntary) MSC

Previous forenames -

Previous surname CORBETT

AD

Usual residential Address 8 LENAGHAN PARK

BALLYLENAGHAN

Post Town BELFAST

County/Region _____

Postcode BT8 7JA Country N. IRELAND

Date of Birth DO 17 / 10 / 1944 Nationality NA BRITISH

Business Occupation OC CASTLEROCK COUNCILLOR

Other Directorships OD LAGAN VALLEY PARK

SHOEMOBILITY BELFAST

I consent to act as director of the company named on the form 21

CONSENT SIGNATURE S. Duncan DATE 14/08/09

CONTINUATION SHEET FOR FORM 21, STATEMENT OF FIRST DIRECTORS

Company LAVAN CANAL RESTORATION TRUST Ltd

CD

Style/Title (voluntary) _____

Forenames JAMES WINSON

Surname HENNING

Honours etc (voluntary) MBE.

Previous forenames _____

Previous surname _____

AD

Usual residential Address 8 TEMPLE ROAD
UPPER BALLINDERRY

Post Town LISBURN

County/Region CO ANTRIM

Postcode BT28 2PD Country N.I.

Date of Birth DO 12.01.1941 Nationality NA BRITISH

Business Occupation OC RETIRED

Other Directorships OD NONE

I consent to act as director of the company named on the form 21

CONSENT SIGNATURE

James W Henning

DATE

30.01.09

CONTINUATION SHEET FOR FORM 21, STATEMENT OF FIRST DIRECTORS

Company LACIAN CANAL RESTORATION TRUST Ltd.

CD

Style/Title (voluntary)

MR. (COUNCILLOR)

Forenames

WILLIAM

Surname

HUMPHREY

Honours etc (voluntary)

Previous forenames

Previous surname

AD

Usual residential
Address40 Member's Room, City Hall

Post Town

Belfast

County/Region

Co. Antrim

Postcode

BT1 5GS

Country

Northern Ireland

Date of Birth

DO 07 / 10 / 1967

Nationality

NA British

Business Occupation

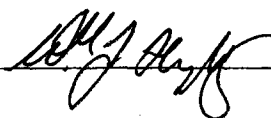
OC City Councillor - Belfast.

Other Directorships

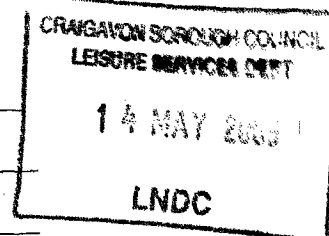
OD

I consent to act as director of the company named on the form 21

CONSENT SIGNATURE



DATE

12/05/09.

CONTINUATION SHEET FOR FORM 21, STATEMENT OF FIRST DIRECTORS

Company

LAGAN CANAL RESTORATION TRUST LTD.

CD

Style/Title (voluntary)

DR

Forenames

PHILIP ASHLEY

Surname

WEIR

Honours etc (voluntary)

—

Previous forenames

—

Previous surname

—

AD

Usual residential
Address

21 DRUMBEG MEWS

LISBURN

Post Town

County/Region

DOWN

Postcode

BT27 5XA

Country

U.K

Date of Birth

DO 22 / 04 / 1972

Nationality

NA

BRITISH

Business Occupation

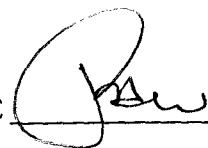
OC MEDICAL DOCTOR

Other Directorships

OD CRAIGAVEN INDUSTRIAL DEVELOPMENT ORGANISATION

I consent to act as director of the company named on the form 21

CONSENT SIGNATURE



DATE

30.1.09

Philip Weir

SMG



G

COMPANIES FORM No 23

CR 20

Statutory Declaration of compliance with requirements on application for registration of a company



23

Please do not write in this margin

Pursuant to Article 23(3) of the Companies (Northern Ireland) Order 1986.

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

For official use

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Name of company

* insert full name of company

* THE LAGAN CANAL RESTORATION TRUST

I IAN J MACCORKELL, SOLICITOR
of GARVEY STUDIOS, 8-10 LONGSTONE STREET, LISBURN

^ delete as appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]^ ~~[person named as director or secretary of the company in the statement delivered to the registrar under Article 21(2)]~~^ and that all the requirements of the above Order in respect of the registration of the above company and of matters precedent and incidental to it have been complied with. And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 24 Longstone Street
Lisburn Co. Antrim
the 24 day of August
Two thousand and nine
before me Deer Power

Declarant to sign below

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presentor's name, address and reference (if any):

IAN J MACCORKELL
SOLICITOR
GARVEY STUDIOS
8-10 LONGSTONE ST
LISBURN
92 669555

For official use

Public Office

New Companies Section





Companies (Northern Ireland) Orders 1986 to 1990
and the Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

The Lagan Canal Restoration Trust

INTERPRETATION

1. In these regulations:-

"the Order" means the Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

"the articles" means the articles of association of the Trust;

"the Board" means the Board of Directors from time to time of The Trust;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is to take effect;

"communication" means the same as in the Electronics Communications Act 2000;

"electronic communication" means the same as in the Electronic Communications Act 2000;

"executed" includes any mode of execution;

"member" means a person or body corporate or government department or local authority admitted to membership of The Trust in accordance with the articles;

"memorandum" means the Memorandum of Association of The Trust;

"office" means the registered office of the Trust;

"the seal" means the common seal of the Trust;

"secretary" means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary;

"the Trust" means the above named company;

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Order but excluding any statutory modification thereof not in force when these regulations become binding on the Trust.

MEMBERS

2. The subscribers to the Memorandum of Association of the Trust and such other persons as are admitted to membership in accordance with the articles shall be members of the Trust. The Board must keep a register of names and addresses of the members. No person shall be admitted a member of the Trust unless he is approved by the Board. Every person who wishes to become a member shall deliver to the Trust an application for membership, in such form as the Board requires, executed by him, and shall be approved by the Board. Every member of The Trust shall, procure that its duly authorised representative shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
- 3.(i) The Board may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of The Trust to refuse the application.
- (ii) The Board must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

- (iii) The Board must consider any written representations the applicant may make about the decision. The Board's decision following any written representations must be notified to the applicant in writing but shall be final.

CLASSES OF MEMEBRSHIP

- 4(i) The Board may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (ii) The Board may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (iii) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

TERMINATION OF MEMBERSHIP

- 5 A person shall forthwith cease to be a member of The Trust (provided always that at least one member of The Trust remains on the register of members thereafter) if:
 - (i) The member dies or, if it is an organisation, ceases to exist;
 - (ii) The member resigns by written notice to The Trust, giving at least seven clear days notice to the Trust, unless, after the resignation, there would be less than two members;
 - (iii) Any sum due from the member to The Trust is not paid in full within six months of it falling due;
 - (iv) The member is removed from membership by a resolution of the Board on the grounds that it is in the best interests of The Trust that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

- (a) The member has been given at least twenty-one days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) The member or, at the option of the member, the member's representative (who need not be a member of The Trust) has been allowed to make representations to the meeting;
- (c) If he or she is considered by resolution passed by the majority of those present at a meeting of the Board to be unfit for membership provided that he shall have a right to attend and be heard at such meeting;
- (d) If the member is an authorised representative of a body corporate, a government department, a local authority or unincorporated association and the body corporate, government department, local authority or unincorporated association notify the Board that they wish the authorised representative to cease to be a member;
- (e) If he or she becomes bankrupt or makes any arrangement or composition with his creditors generally, or the member being a body corporate, an order is made or resolution is passed for its winding up or administration or distribution or it has a receiver appointed over all or some part of its assets; or
- (f) If he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.

6 Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

- 7. The Trust must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 8. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 9. All general meetings other than annual general meetings shall be called extraordinary

general meetings.

10. The Board may call general meetings at any time and, on the requisition of members pursuant to the provisions of the Order, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Order. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Trust may call a general meeting.

NOTICE OF GENERAL MEETINGS

11. General meetings shall be called by at least fourteen clear days' notice but a meeting may be called by shorter notice if it is so agreed-
 - (a) By a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members.

The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all the members and to the Board and auditors.

12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any meeting unless a quorum is present. Six persons entitled to vote upon the business to be transacted, each being a member or a proxy shall be a quorum.
14. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such day, time and place as the directors may determine, being not less than three nor more than twenty-eight days later.
15. The chairperson, if any, of the Board or in his absence some other director nominated by the directors shall preside as chairperson of the meeting, but if neither the chairperson nor such

other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairperson and, if there is only one director present and willing to act, he shall be chairperson.

16. If no director is present and willing to act as chairperson within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson. The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened (unless those details are specified in the resolution).
17. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting of the Trust. The chairperson may invite any person whom the chairperson considers is, by virtue of his or her knowledge and experience of The Trust's business, able to assist in the deliberations of the meeting to attend and speak at any general meeting of The Trust.
18. The chairperson may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given, specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
19. The Board may direct that persons wishing to attend any general meeting should submit to such searches or other security arrangements or restrictions as the Board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to, or to authorise some one or more persons who shall include a Director or the Secretary or the chairman of the meeting to, refuse entry to, or to reject from, such general meeting any person who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.
20. The chairperson shall take such action as he or she thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting and the chairperson's decision on matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his determination as to whether any matter is of such a nature.

21. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Order, a poll may be demanded -

- (a) by the chairperson; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by the duly authorised representative of a corporation entitled to vote; or
- (d) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

22. Unless a poll is duly demanded a declaration by the chairperson 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

23. The demand for the poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson 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.

24. A poll shall be taken as the chairperson directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

26. No notice need be given of a poll not taken forthwith if the 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 time and place at which the poll is to be

taken.

VOTES OF MEMBERS

27. On a show of hands every member present in person or by proxy shall have one vote. On a poll every member present in person or by proxy shall have one vote.
28. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his controller, receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such controller, receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
29. No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Trust.
30. 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 chairperson whose decision shall be final and conclusive.
31. Any organisation including Councils, local authorities, statutory bodies and unincorporated associations that is a member of The Trust may nominate any person to act as its representative at any meeting of The Trust. The organisation must give written notice to The Trust of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by The Trust. The nominee may continue to represent the organisation until written notice to the contrary is received by The Trust. Any notice given to The Trust will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Trust shall not be required to consider whether the nominee has been properly appointed by the organisation.
32. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

PROXIES

33. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it, and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve) -

"The Lagan Canal Restoration Trust Limited

I/We, _____, of _____, being a member/members of the above-named company, hereby appoint

_____ of

_____, or failing him,

of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on _____ 20_____, and at any adjournment thereof.

Signed on _____ 20_____. "

34. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)-

"The Lagan Canal Restoration Trust Limited

I/We, _____, of _____,

_____, being a member/members of the above-named company,

hereby appoint

_____ of

_____, or failing him,

of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual extraordinary general meeting of the Company, to be held on _____ 20_____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for* against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20 ."

35. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may-

(a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

- i. in the notice convening the meeting, or
- ii. in any instrument of proxy sent out by the Trust in relation to the meeting, or
- iii. in any invitation contained in an electronic communication to appoint a proxy issued by the Trust in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(b) in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the secretary or to any director;

and an instrument of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this provision, and the next, "address" in relation to electronic communications, includes any number or address used for the purposes of such communication.

36. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll or the previous death or insanity of the member who appointed the proxy, unless notice in writing of the determination, death or insanity was received by the Trust at the office or such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
37. When two or more valid but differing instruments of proxy are delivered in respect of the same Member for use at the same meeting, the one which is last delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that member. If The Trust is unable to determine which was last delivered, none of them shall be treated as valid in respect of that member. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
38. No instrument appointing a proxy shall be valid after twelve months have elapsed from the date named in it as the date of its execution.

APPOINTMENT OF DIRECTORS

39. Unless otherwise determined by ordinary resolution, the Board shall consist only of non-executive Directors and there shall be a minimum of eight and a maximum of eighteen Directors. Eight of the Directors shall be nominated by the Councils whose boundaries include The Lagan Navigation. In all matters of appointment, rotation and retirement the Trust shall operate a nomination system so as to only allow appointment or re-appointment in accordance with this clause.
40. (i) The following persons shall be appointed as Directors of The Trust:
 - Two Directors being Councillors nominated by Belfast City Council
 - Two Directors being Councillors nominated by Castlereagh Borough Council
 - Two Directors being Councillors nominated by Lisburn City Council
 - Two Directors being Councillors nominated by Craigavon Borough Council
 - One Observer/ Director nominated by the Countryside Activities and Access Network
 - One Director nominated by the Inland Waterway Association of Ireland – Lagan Branch
 - One Director nominated by the Inland Waterway Association of Ireland

One Director nominated by the Ulster Waterways Group

One Observer/Director nominated by the Department for Culture Arts and Leisure

One Observer/Director nominated by the Northern Ireland Environment Agency

A maximum of four Directors may be nominated by the public in accordance with procedure from time to time determined by the Board.

- (ii) A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Board.

41. No person shall be appointed or reappointed a director at any general meeting unless-

- (a) he is recommended by the Board; or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Trust of the intention to propose that person for appointment or reappointment, stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Trust's register of directors together with notice executed by that person of willingness to be appointed or reappointed.

42. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for reappointment as a director at the meeting or in respect of whom notice has been duly given to the Trust of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Trust's register of directors.

43. The Trust may by ordinary resolution appoint a person who is willing to act to be a director either to fill vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.

44. The Board may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.

POWERS OF DIRECTORS

45. Subject to the provisions of the Order, the memorandum and the articles and to any directions given by special resolution, the business of the Trust shall be managed by the Board who may exercise all the powers of the Trust. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board by the articles and any meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

DELEGATION OF DIRECTORS' POWERS

46. The directors may delegate any of their powers to any committee consisting of two or more directors but the terms of such delegation must be recorded in the minute book. All acts and proceedings shall be reported back to the Board as soon as possible. Any such delegation may be made subject to any conditions the directors may impose, including the conditions that the relevant powers are to be exercised exclusively by the committee to whom they delegate and that no expenditure may be incurred on behalf of the Trust except in accordance with a budget previously agreed with the Board, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

47. No person shall be disqualified from being appointed a Director, and no Director shall be required to vacate that office, by reason only of the fact that he has attained the age of seventy years or any other age, nor shall it be necessary by reason of his age to give special notice under the Companies Orders of any resolution.
48. The office of a director (which shall include the office of chairperson) shall be vacated if-
- (a) he ceases to be a director by virtue of any provision of the Order or he becomes prohibited by law from being a director; or

- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either-
 - (i) he is detained for treatment within the meaning of Article 12(5) of the Mental Health (Northern Ireland) Order 1986; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a controller, receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) he resigns his office by notice in writing delivered to the Office or tendered at a meeting of the Board; or
 - (e) he shall for more than six consecutive months have been absent without the permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated;
 - (f) his actions are deemed to be irresponsible and not acting in the best interests of the Trust; or
 - (g) he ceases to be an elected Councillor of a Council which he represents as Director on the Board of the Trust; or
 - (h) he ceases to be an employee of an organisation which he represents as Director on the Board of the Trust.
49. If the office of a Director is vacated for any reason he or she shall cease to be a member of any committee or sub-committee of the Board.

DIRECTORS' EXPENSES

50. The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

51. Subject to the provisions of the Order, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a director notwithstanding his office:
- a) may be a party to, or otherwise interested in, any transaction or arrangement with the Trust or in which the Trust is otherwise interested;
 - b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Trust or in which the Trust is otherwise interested; and
 - c) shall not, by reason of his office, be accountable to the Trust for any benefit which he derives from any such notice or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
52. For the purposes of clause 51-
- a. a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - b. an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

53. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. Any director may, and the secretary at the request of the director shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
54. No decision may be made at a meeting of the Board unless a quorum is present. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be six or the number nearest to one third of the total number of directors, whichever is the greater.

55. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
56. The directors may appoint one of their number to be the chairperson of the Board and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office or if the director holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting. The chairperson shall have no functions or powers except those conferred by these articles or delegated to him or her by the Board.
57. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
58. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
59. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Trust unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
 - (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Trust or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security indemnity in respect of an obligation of the Trust or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Trust or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures, by the Company or any of its subsidiaries, for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes;

For the purposes of this regulation, an interest of a person who is, for any purpose of the Order (excluding any statutory modification thereof not in force when this regulation becomes binding on the Trust), connected with a director shall be treated as an interest of the director.

- 60. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 61. The Trust may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 62. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

- 63. Subject to the provisions of the Order, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

- 64. The Board shall cause minutes to be made in books kept for the purpose-
 - (a) of all appointments of officers made by the Board; and

- (b) of all proceedings at meetings of the Trust, and of the directors and of committees of directors, including the names of the directors present at each such meeting, the decisions made at the meeting and where appropriate the reasons for the decisions.

SEAL

- 65. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS

- 66. The Board must prepare for each financial year accounts as required by the Order. The accounts must be prepared to show a true and fair view and must follow accounting standards.
- 67. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Trust except as conferred by statute or authorised by the directors or by ordinary resolution of the Trust.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 68. The Board must comply with the requirements of the Charities Act (Northern Ireland) 1967 with regard to:
 - (a) the transmission of the statements of account to The Trust;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.

The Board must notify the Commission promptly of any changes to the Charity's entry on the central register for charities.

NOTICES

69. Any notice to be given to or by any person pursuant to the articles other than a notice calling a meeting of the Board shall be in writing or must be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
70. The Trust may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to the member's address. A member whose registered address is not within the United Kingdom and who gives to the Trust an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communications 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 Trust.
71. A member present, either in person or by proxy, at a meeting of the Trust shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
72. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
73. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted, or in the case of an electronic communication 48 hours after it was sent.

INDEMNITY

74. Subject to the provisions of the Order, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

RULES

- 75 (i) The Board may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of The Trust.
- (ii) The bye laws may regulate the following matters but are not restricted to them:
- (a) The admission of members of The Trust (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) The conduct of members of The Trust in relation to one another, and to The Trust's employees and volunteers;
 - (c) The setting aside of the whole or any part or parts of The Trust's premises at any particular time or times or for any particular purpose or purposes;
 - (d) The procedure at general meetings and meetings of the Board in so far as such procedure is not regulated by the Order or by these articles;
 - (e) Generally, all such matters as are commonly the subject matter of company rules.
- (iii) The Trust in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (iv) The rules or bye laws shall be binding on all members of The Trust. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

NAME AND ADDRESS OF SUBSCRIBER

Am Whitlock

Director of Environmental Services.

COLIN JAMES McCLINTOCK

LISBURN CITY COUNCIL

LAGAN VALLEY ISLAND

LISBURN BT27 4RL

Dated this 8 day of JUNE 2009

Witness to the above signature:-

Slutton Witness

SLUTTON Full Name

46 ISLAND CIVIC CENTRE Address

LISBURN

NAME AND ADDRESS OF SUBSCRIBER

Dated this day of 2009

Witness to the above signature:-

..... Witness

..... Full Name

..... Address

.....

NAME AND ADDRESS OF SUBSCRIBER



Dated this 22 day of June 2009

Witness to the above signature:-

 Witness

JAMES EDGAR Full Name

4-10 Linenhall St. Address

Belfast BT2 8BP

NAME AND ADDRESS OF SUBSCRIBER

Dated this day of 2009

Witness to the above signature:-

..... Witness

..... Full Name

..... Address

.....

NAMES AND ADDRESSES OF SUBSCRIBERS

NAME AND ADDRESS OF SUBSCRIBER

Dated this 4th day of August 2009

Witness to the above signature:-

..... Witness

JAN JAMES McCORMACK Full Name

GARVEY STUDDIOS 8-10 Address

LONGSTONE STREET, LISBURN, BT28 1TP

Philip Lucas

PHILIP LUCAS

DIRECTOR OF LEISURE
SERVICES (INTERIM)

BELFAST CITY COUNCIL

NAME AND ADDRESS OF SUBSCRIBER

Dated this 4th day of August 2009

Witness to the above signature:-

..... Witness

..... Full Name

..... Address

.....

Edward Patterson

EDWARD PATTERSON

DIRECTOR OF FINANCE

CASTLEREAGH BOROUGH COUNCIL



THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

The Lagan Canal Restoration Trust



1. The Trust's name is "The Lagan Canal Restoration Trust"
2. The Trust's registered office is to be situated in Northern Ireland.
3. The object of the Trust shall be the promotion of the Lagan Navigation (which extends from Stranmillis Weir, Belfast to Ellis' Gut at Lough Neagh, Aghagallon and passes through areas within the responsibility of Belfast City Council, Castlereagh Borough Council, Lisburn City Council and Craigavon Borough Council respectively) for the public benefit and social good of both local communities and Ireland as a whole by all or any of the following means:-
 - i. To achieve the restoration to good and navigable order and to revitalise the Lagan Navigation and its corridor (from Belfast to Lough Neagh, hereinafter called "The Waterway"), in ways which conserve and enhance the built and natural heritage of The Waterway. The Waterway shall include other waterways, buildings, structures and works associated with The Waterway;
 - ii. The advancement of public education by safeguarding, enhancing and promoting greater awareness and appreciation of scenic, natural, built and cultural heritage values of The Waterway and its corridor; and by promoting and facilitating the awareness, support and involvement of 'riparian owners', local communities, businesses and developers, in programmes and activities relating to the restoration, use and enjoyment of The Waterway and its towpath;
 - iii. The relief of unemployment and advancement of education by maximising the recreational and visitor potential of The Waterway and its towpath; thereby contributing to the well-being and economy of both local communities and Ireland as a whole;

- iv. The advancement of community development by encouraging principal public and voluntary sector organisations to work together in providing commitment, funding and other support to the Trust;

Provided that these primary objects shall be carried out and the powers hereinafter conferred upon The Trust shall be exercised exclusively in a matter beneficial to the public and recognised by the law of Northern Ireland as charitable.

4. POWERS

In furtherance of the said objects, but not further or otherwise, the Trust shall have power to:

- A. Establish and sustain an effective organisational structure and staff capability to achieve the above objects of The Trust;
- B. Make all reasonable, proper and necessary provision for the welfare of employees or ex-employees of the Trust and their dependents by grants of money, pensions, superannuations or otherwise;
- C. Develop the identity and brand of the Trust;
- D. Provide or arrange the provision of information as may be required for the furtherance of the objects of the Trust;
- E. Advise government departments, agencies and local authorities on the discharge of their duties as they relate to The Waterway, ensuring The Waterway is secured and relevant policies/programmes are included in statutory and other plans;
- F. Promote or obtain the introduction of legislation for the furtherance of any of the objects of The Trust, and support or oppose, when otherwise introduced, legislation before the Northern Ireland Assembly which may affect the interests of the Trust;
- F. Comment on planning issues as they relate to the potential impact on The Waterway;
- G. Undertake business, financial and programme planning and management in furtherance to the restoration of The Waterway;
- H. Commission / prepare surveys and relevant technical studies necessary for restoration;
- I. Seek commitment, funding or other support from principal public and voluntary sector

organisations;

J. Obtain and receive funds by way of contributions, donations, legacies, grants or other similar lawful means, providing that in raising funds The Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

K. Set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

L. Invest and deal with the moneys of The Trust (or any subsidiary undertaking of The Trust) not immediately required in such manner as may from time to time be thought fit and to hold or otherwise deal with any investments made, 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;

M. Issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of The Trust and (subject to such consents as may be by law required) to sell, lease or otherwise;

N. Draw, make, accept, endorse, discount, execute and issue, promissory notes, bills, cheques and other instruments and to operate bank accounts;

O. Assist financially or otherwise appropriate bodies (official or voluntary) concerned with or interested in the objects of the Trust and to advance, lend or deposit money or give credit to or with any company, firm, person, fund or trust on such terms as may be thought fit and with or without security;

P. Subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein;

Q. Draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, letters of credit, promissory notes, and other forms of credit, negotiable or transferable instruments or securities;

R. Purchase, apply for and take out or otherwise acquire any estate or interest in any property (real or personal) or assets or any concessions, licences, grants, patents, patent rights, inventions, secret processes, designs, trade marks, service marks, copyrights, know-how or other exclusive or non-exclusive rights of any kind or any secret or other information as to any invention or secret process of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit;

S. Purchase or otherwise acquire, erect, maintain, reconstruct and adapt, improve, manage and develop any buildings, works and erections necessary or convenient for the purposes of the Trust;

T. Sell, lease, grant licenses, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of The Trust or any subsidiary undertaking of The Trust or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up;

U. Borrow or raise money for the objects of the Trust in such manner and upon such terms as may be determined, and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property and assets of the Trust;

V. Own shares in a trading company or companies to undertake trading activities on behalf of The Trust with transfer of such trading company profits through covenanting or gift aid to the Trust in support of the Trust's objectives;

W. Establish and support, or assist in the establishment and support of, branches of the Trust and of any other associations formed for all or any of the objects of the Trust, and to delegate to any such branches of the Trust such of the powers of the Trust as, in the opinion of the Board, it may be expedient to delegate;

X. Amalgamate or seek affiliation with any company, institution, society or association which shall be charitable in law with objects altogether or mainly similar to those of The Trust and which prohibits the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of The Trust by this Memorandum of Association;

Y. Co-operate with other charities, voluntary bodies and statutory authorities having similar objects and to exchange information and advice with them;

Z. Employ and pay any person or persons to manage, supervise, organise, carry on the work of and advise The Trust;

AA. Insure and arrange insurance cover for and to indemnify its officers, members of the Board, servants, agents 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 The Trust shall think fit, provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard as to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal

prosecution brought against the directors in their capacity as directors of the company;

BB. To pay out of the funds of The Trust the cost, charges and expenses of and incidental to the formation and registration of The Trust;

CC. To do all such other lawful things as shall further the attainment of the above objects or any of them which may lawfully be done by a body established for charitable purposes only;

Powers in relation to the acquisition of The Waterway by the Trust and the potential for DCAL to lease lands to the Trust during restoration works

DD. Acquire, reconstitute, maintain and improve for the purposes of the Trust The Waterway "whether such navigation or any tributary thereof shall have been abandoned or be derelict or not";

EE. For the purposes of the Trust to acquire, maintain, reconstitute and improve The Waterway (whether in whole or in part) and either alone or jointly with any other persons, corporations, bodies, or public or local authorities and with and subject to all such consents, statutory enactments or orders and acts in the law as may be applicable to a navigation and in particular to The Lagan Navigation or necessary for the carrying out of the above objectives;

FF. Subject to all such consents, statutory enactments or orders and acts in the law as may be required and for the purpose of carrying out the immediately preceding objects to acquire all or any of the rights and assets and to assume all or any of the duties, obligations and liabilities relating to the Lagan Navigation or other local authority, company, body or persons in whom the Lagan Navigation may be vested, and to take over and operate for the purposes of the Trust all that the undertaking which relates to the Lagan Navigation and for the purposes aforesaid to promote such Bills in Parliament to take such proceedings in the Courts to appear at public enquiries and before Parliamentary Committees and make such applications to the Charity Commissioners or otherwise as may be necessary for effectually vesting the Lagan Navigation and the undertaking now or formerly responsible for the maintenance of the navigation thereof in the Trust;

GG. Assist financially or otherwise the appropriate River Authority (which term may refer to the Rivers Agency within the Department of Agriculture and Rural Development or to the Department of Culture Arts and Leisure) or other body concerned with The Waterway and restoring the navigation thereof;

Powers concerning management post restoration:

HH. To endeavour to cleanse, scour, keep and preserve The Waterway as much as is practically

reasonable;

II. Make, erect, preserve, maintain, repair, alter, extend, discontinue, re-make, and re-erect such towpaths, banks, bridges, ferries and ways for the towing of vessels (with horses or otherwise) and generally, and such locks, sluices, winches, spikes, dams, flood-gates, engines, lock-houses, watch-houses, bores, wells, and reservoirs for the use of The Waterway;

JJ. Obtain and take the benefit of and assume duties under any statutory enactment, ministerial order or warrant of the Department of the Environment or statutory instrument as may be consistent with the primary objects of the Trust and not prejudicial to its status as a charitable corporation;

KK. Make and enforce regulations and so far as may be permitted by the Statutes governing navigation and the Statute Law and orders and statutory instruments made thereunder which affect inland waterways generally, fix and collect charges for the use of a navigation and the locks and other works thereon by commercial, or pleasure vessels of any description, or for bathing, fishing, the use or supply of water and the use of the tow-paths or lands or any other purposes conducive to the public benefit and the prime objects of the Trust;

LL. Promote by meetings, publications, exhibitions, the delivery of lectures and addresses, the maintenance of a library and of a museum or museums, the display of pictures, cinematograph films, and models and by any other like means, the collection and dissemination of knowledge about canals and especially the Lagan Navigation at home or abroad, its history and future prospects;

Provided that:

- i. in case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- ii. in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for Northern Ireland, England and Wales the Trust shall not diminish or impair any control or authority exercisable by the relevant government department, the Charity Commissioners over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated;
- iii. the objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5.1 The income and property of the Trust must be applied solely towards the promotion of its objects as set out in this Memorandum of Association.

5.2 No income or property of the Trust may be paid or transferred, directly or indirectly by way of

dividend, bonus or otherwise by way of profit, to any member.

5.3 Nothing in this clause 5 of this Memorandum of Association prevents the payment in good faith of:

- (a) reasonable and proper remuneration to any officer or employee of the Trust for services actually rendered to the Trust;
- (b) reasonable and proper rent for premises demised or let by any member of the Trust or director;
- (c) fees, remuneration or other benefit in money or money's worth to a company of which a member holds not more than 1/100th part of the capital of that company;
- (d) interest on money lent by any member or director at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by a clearing bank selected by the Board of Directors or 3%, whichever is the greater;
- (e) to any member of its Board of Directors reasonable and proper out of pocket expenses;
- (f) any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company, provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.

6. The liability of the members is limited.

7. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while it is a member, or within one year after it ceases to be a member, for payment of the debts and liabilities of the Trust contracted before it 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, such amount as may be required not exceeding one pound (£1.00).

8. If upon the winding-up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Trust under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Trust 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.
9. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust, and, subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, and such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum.

NAME AND ADDRESS OF SUBSCRIBER



Dated this 22 day of June 2009

Witness to the above signature:-

Jim Edgar Witness

JAMES EDGAR Full Name

4-10 Linenhall St. Address

Belfast BT2 8BP...

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum.

NAME AND ADDRESS OF SUBSCRIBER

Dated this 4th day of August 2009

Witness to the above signature:-

..... Witness
 JAM. JAMES Mac CORKILL Full Name
 c/o GARVEY STUDIOS, 8-10... Address
 LONGSTONE STREET, LISBURN, BT28 1TP

NAME AND ADDRESS OF SUBSCRIBER

Dated this 4th day of August 2009

Witness to the above signature:-

..... Witness
 Full Name
 Address

Philip Lucas

PHILIP LUCAS

DIRECTOR OF LEISURE
 SERVICES (INTERIM)

BERFAST CITY COUNCIL

Edward Patterson

EDWARD PATTERSON

DIRECTOR OF FINANCE

CASTLEREAGH BOROUGH COUNCIL

NAME AND ADDRESS OF SUBSCRIBER

COLIN JAMES McCLINTOCK
 DIRECTOR OF ENVIRONMENTAL SERVICES
 LISBURN CITY COUNCIL
 ISLAND CIVIC CENTRE
 LISBURN BT27 4RL
Colin J. McClintock

Dated this 27th day of July 2009

Witness to the above signature:-

Suzanne Lutton Witness
 SUZANNE LUTTON Full Name
 % LISBURN CITY COUNCIL Address
 ISLAND CIVIC CENTRE, LISBURN
 BT27 4RL



NI073608

I HEREBY CERTIFY that

Lagan Canal Restoration Trust - The

is this day incorporated under the Companies (Northern Ireland)
Order 1986; and that the Company is limited

Given under my hand at Belfast, this the TWENTY-FIFTH day of
AUGUST two-thousand and NINE

Geraldine Gaugh

for Registrar of
Companies for Northern Ireland