



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
COMMUNITY INTEREST COMPANY**

Company No. 8069602

The Registrar of Companies for England and Wales, hereby certifies that:

CANAL & RIVER TRADING CIC

is this day incorporated under the Companies Act 2006 as a Community Interest Company; is a private company, that the company is limited by shares; and the situation of the registered office is in England/Wales



N08069602I

Given at Companies House on **15th May 2012**.

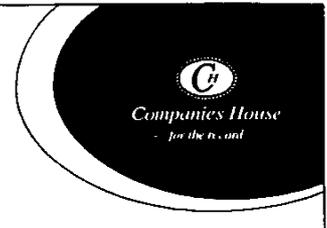


505393/37 505393/35

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company



A fee is payable with this form
Please see 'How to pay' on the last page

- What this form is for**
You may use this form to register a private or public company
- What this form is NOT for**
You cannot use this form to register a limited liability partnership. To do this, please use form LL IN01

THUR FRIDAY



A18Q7KC2
A03 11/05/2012 #71
COMPANIES HOUSE

A185QKLF
A03 03/05/2012 #273
COMPANIES HOUSE

Part 1 Company details

→ **Filing in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company name in full ①

Canal & River Trading CIC

For official use

--	--	--	--	--	--	--	--

① **Duplicate names**
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available at www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

- I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

② **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

- I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

- Public limited by shares
- Private limited by shares
- Private limited by guarantee
- Private unlimited with share capital
- Private unlimited without share capital

④ **Company type**
If you are unsure of your company's type, please go to our website www.companieshouse.gov.uk

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A5

Situation of registered office

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- England and Wales
- Wales
- Scotland
- Northern Ireland

Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address

Please give the registered office address of your company

Building name/number

64

Street

Clarendon Road

Post town

Watford

County/Region

Hertfordshire

Postcode

W D 1 7 1 D A

Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- Private limited by shares
- Private limited by guarantee
- Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- Private limited by shares
- Private limited by guarantee
- Public company

Option 3

I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles

Please tick the box below if the company's articles are restricted

Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1.

Secretary

B1	Secretary appointments	
	Please use this section to list all the secretary appointments taken on formation. For a corporate secretary, complete Sections C1-C5	Corporate appointments For corporate secretary appointments, please complete section C1-C5 instead of section B. Additional appointments If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page. Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
Title*		
Full forename(s)		
Surname		
Former name(s)		

B2	Secretary's service address	
Building name/number		Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office. If you provide your residential address here it will appear on the public record.
Street		
Post town		
County/Region		
Postcode		
Country		

B3	Signature	
	I consent to act as secretary of the proposed company named in Section A1	Signature The person named above consents to act as secretary of the proposed company.
Signature	Signature X	X

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments				
Please use this section to list all the corporate secretary appointments taken on formation				
Name of corporate body/firm				
Building name/number				
Street				
Post town				
County/Region				
Postcode				
Country				
Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page				
Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number				
C2 Location of the registry of the corporate body or firm				
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only				
C3 EEA companies				
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register				
Where the company/firm is registered				
Registration number				
EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk				
This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)				
C4 Non-EEA companies				
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register				
Legal form of the corporate body or firm				
Governing law				
If applicable, where the company/firm is registered				
Registration number				
Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register				
C5 Signature				
I consent to act as secretary of the proposed company named in Section A1				
Signature	<table border="1"><tr><td>Signature</td><td>X</td><td>X</td></tr></table>	Signature	X	X
Signature	X	X		
Signature The person named above consents to act as corporate secretary of the proposed company				

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Application to register a company

Director

D1 Director appointments												
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5												
Title*	MR											
Full forename(s)	ROBIN EDWARD											
Surname	EVANS											
Former name(s)												
Country/State of residence	UNITED KINGDOM											
Nationality	BRITISH											
Date of birth	<table border="1"><tr><td>d</td><td>2</td><td>4</td><td>m</td><td>0</td><td>3</td><td>y</td><td>1</td><td>9</td><td>5</td><td>4</td></tr></table>	d	2	4	m	0	3	y	1	9	5	4
d	2	4	m	0	3	y	1	9	5	4		
Business occupation (if any)	CHIEF EXECUTIVE											

1 Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

2 Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence
This is in respect of your usual residential address as stated in section D4.

4 Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

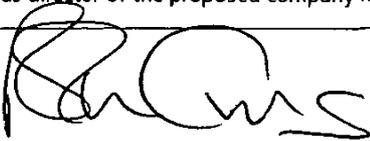
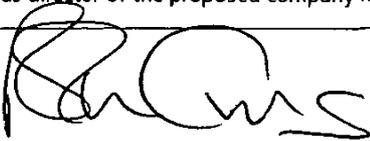
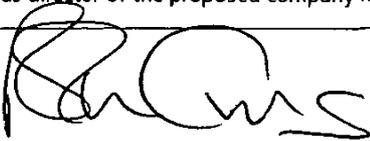
Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

5 Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature				
I consent to act as director of the proposed company named in Section A1				
Signature	<table border="1"><tr><td>Signature</td><td></td><td>X</td></tr></table>	Signature		X
Signature		X		

6 Signature
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1	Director appointments	<p>1 Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>2 Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>3 Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>4 Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>										
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.											
Title*	MR											
Full forename(s)	STUART CHRISTOPHER											
Surname	MILLS											
Former name(s)												
Country/State of residence	UNITED KINGDOM											
Nationality	BRITISH											
Date of birth	<table border="1"><tr><td>d</td><td>2</td><td>0</td><td>m</td><td>0</td><td>7</td><td>y</td><td>1</td><td>9</td><td>6</td><td>7</td></tr></table>	d	2	0	m	0	7	y	1	9	6	7
d	2	0	m	0	7	y	1	9	6	7		
Business occupation (if any)	PROPERTY DIRECTOR											

D2	Director's service address	<p>5 Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>								
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.									
Building name/number	THE COMPANY'S REGISTERED OFFICE									
Street										
Post town										
County/Region										
Postcode	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>									
Country										

D3	Signature	<p>6 Signature The person named above consents to act as director of the proposed company.</p>			
	I consent to act as director of the proposed company named in Section A1.				
Signature	<table border="1"><tr><td>Signature</td><td></td><td>X</td></tr></table>	Signature		X	X
Signature		X			

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Application to register a company

Director

D1	Director appointments	
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5		1 Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
Title*	MR	2 Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
Full forename(s)	PHILIP MARTIN	
Surname	RIDAL	
Former name(s)		
Country/State of residence	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	2 2 0 6 1 9 5 3	
Business occupation (if any)		3 Country/State of residence This is in respect of your usual residential address as stated in section D4.
		4 Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		5 Service address This is the address that will appear on the public record. This does not have to be your usual residential address.
Building name/number	THE COMPANY'S REGISTERED OFFICE	Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.
Street		
Post town		
County/Region		
Postcode		
Country		

D3	Signature	
I consent to act as director of the proposed company named in Section A1		6 Signature The person named above consents to act as director of the proposed company.
Signature	X	X

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Application to register a company

Director

D1	Director appointments ^⓪	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	MR	<p>⓪ Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>⓪ Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>⓪ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>⓪ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>
Full forename(s)	QUENTIN PATRICK	
Surname	PICKFORD	
Former name(s) ^⓪		
Country/State of residence ^⓪	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	^d 0 ^d 2 ^m 0 ^m 9 ^y 1 ^y 9 ^y 6 ^y 1	
Business occupation (if any) ^⓪	CHARTERED MANAGEMENT ACCOUNTANT	

D2	Director's service address ^⓪	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	<p>⓪ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Street		
Post town		
County/Region		
Postcode		
Country		

D3	Signature ^⓪	
	I consent to act as director of the proposed company named in Section A1	
Signature	<p>Signature</p> <p>X  X</p>	<p>⓪ Signature The person named above consents to act as director of the proposed company.</p>

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Application to register a company

Corporate director

E1 Corporate director appointments	
Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
E2 Location of the registry of the corporate body or firm	
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3 EEA companies	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered	
Registration number	
E4 Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered	
If applicable, the registration number	
E5 Signature	
I consent to act as director of the proposed company named in Section A1	
Signature	 Signature X X
Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC) Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register Signature The person named above consents to act as corporate director of the proposed company	

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?
 → Yes Complete the sections below
 → No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	£1		1000	£ 1000
				£
				£
				£
Totals			X1000	£ 1000

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares **1000**
 Total aggregate nominal value ❹ **£1000**

❹ Total aggregate nominal value
 Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

❶ Including both the nominal value and any share premium
 ❷ Number of shares issued multiplied by nominal value of each share
 Continuation Pages
 Please use a Statement of Capital continuation page if necessary
 ❸ Total number of issued shares in this class

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Ordinary

Prescribed particulars

1

(a) Under sections 284 and 285 of the Companies Act 2006 (as amended) each share carries one vote on a written resolution, on a vote on a resolution on a show of hands at a meeting, each member present in person (and every proxy present who has been duly appointed) has one vote, on a vote on a resolution on a poll taken at a meeting, every member has one vote in respect of each share held by him (all or any of the voting rights of a member may be exercised by one or more duly appointed proxies but where a member appoints more than one proxy, this does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person)

(b) Any dividend paid would be payable to the sole member

(c) Any capital distribution made other than on winding up would be payable to the sole member, on a winding up each share in issue carries the right to a repayment of capital of up to £1 paid up capital and all remaining assets of the company, after paying the debts of the company and the costs of winding up, shall be paid to the sole member

(d) The shares are not redeemable

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share		
Prescribed particulars ①		<p>● Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital
 Please complete the details below for each subscriber
 The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings
 Please list the company's subscribers in alphabetical order
 Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name CANAL & RIVER TRUST Company Regn No. 07807276	ORDINARY	1,000	£ sterling	£1		£1,000
Address 64 Clarendon Road WATFORD WD17 1DA						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?
→ **Yes** Complete the sections below
→ **No** Go to **Part 5** (Statement of compliance)

G1 Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name
Please use capital letters

2 Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

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Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

- ① **Name**
Please use capital letters
 - ② **Address**
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.
 - ③ **Amount guaranteed**
Any valid currency is permitted.
- Continuation pages**
Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	STEPHANIE BIDEN
Building name/number	SCANDINAVIAN HOUSE
Street	2-6 CANNON STREET
Post town	LONDON
County/Region	
Postcode	E C 4 M G Y H
Country	

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Agent's signature	Signature X  X
-------------------	--

IN01

Application to register a company

 **Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name **STEPHANIE BLOW**

Company name **BATES WELLS + BRAITHWAITE**

Address **SCANDINAVIAN HOUSE
2-6 CANNON STREET**

Post town **LONDON**

County/Region

Postcode **E C 4 M G Y H**

Country

DX

Telephone **020 7551 7777**

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- At the registered office address (Given in Section A6)
- At the agents address (Given in Section H2)

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- You have used the correct appointment sections
- Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- The document has been signed, where indicated
- All relevant attachments have been included
- You have enclosed the Memorandum of Association
- You have enclosed the correct fee

 **Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

 **How to pay**

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

 **Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

 **Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

CIC 36

Declarations on Formation of a Community Interest Companyⁱ

Please complete in typescript, or in bold black capitals.

Company Name in full

Canal & River Trading CIC

SECTION A COMMUNITY INTEREST STATEMENT – beneficiaries

1. We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the communityⁱⁱ.

The company's activities will provide benefit to ...

The general public in the UK, in particular (but without limitation) those who visit or use inland waterways for navigation, leisure or recreation.

THL

COMPANY NAME .

Canal & River Trading CIC

SECTION B Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by)</i>
<p>The Company is a wholly owned subsidiary of Canal & River Trust (company number 7807276), a charitable company (charity registration number 1146792) established to take on the management of the inland waterways in England and Wales, which are currently operated by the British Waterways Board. The CIC will be a trading subsidiary to undertake commercial trading activities associated with the inland waterways including the holding of certain property development interests.</p>	<p>The company will donate its surpluses or profits to Canal & River Trust, which will use the revenues in support of its charitable purposes of maintaining and operating the inland waterway network and carrying out other charitable work relating to inland waterways, such as conservation and education work.</p>
<p>If the company makes any surplus it will be used for Any surplus generated by the Company will be either</p> <ul style="list-style-type: none"> a) donated to Canal & River Trust for use for the Trust's charitable purposes, or b) reinvested in its purposes to promote and further its activities 	

(Please continue on separate sheet if necessary.)

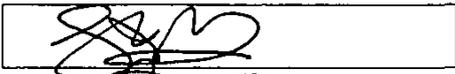
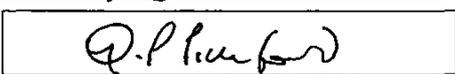
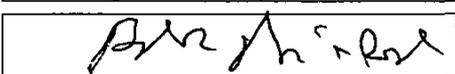
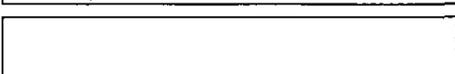
COMPANY NAME

Canal & River Trading CIC

SECTION C:

1. We/I, the undersigned, declare that the company in respect of which this application is made will not be:

- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation."

Signed		Date	27 April 2012
Signed		Date	27 April 2012
Signed		Date	27 April 2012
Signed		Date	30/4/12
Signed		Date	
Signed		Date	

CHECKLIST

This form must be accompanied by the following documents:

- (a) Memorandum of Association
- (b) Articles of Association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (c) Form IN01- you need to indicate that the proposed company is adopting bespoke articles.
- (d) Any completed continuation sheets
- (e) A cheque for £35 made payable to Companies House

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Bates Wells & Braithwaite
2-6 Cannon Street
London EC4M 6YH
Tel 020 7551 7777
DX Number 42609
DX Exchange Cheapside 1

When you have completed and signed the form, please send it to the Registrar of Companies at:

For companies registered in England and Wales: Companies House, Crown Way, Cardiff, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland: Companies House, 4th Floor, Edinburgh Quay 2, 139
Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall, 32-38
Linenhall Street, Belfast, BT2 8BG

NOTES

ⁱ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

ⁱⁱ The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

ⁱⁱⁱ A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.

The Companies Act 2006

Community Interest Company Limited by Shares

Memorandum of Association

of

Canal & River Trading CIC

THURSDAY



A185QKJN

A03

03/05/2012

#265

COMPANIES HOUSE

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company and to take at least one share.

Name of each subscriber

Authentication by each subscriber

Canal & River Trust

Signed by

Registered company number 07807276

Canal & River Trust

Acting by

Nigel I Johnson
Company Secretary on behalf of
Canal & River Trust

Date 30 April 2012

Dated

The Companies Act 2006

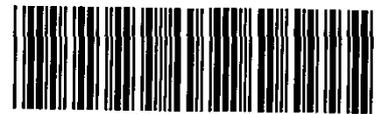
Community Interest Company Limited by Shares

Memorandum of Association
of
Canal & River Trading CIC

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwblp.com
207425/0002/000995473

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FRIDAY



A03 *A18Q7KKB* 11/05/2012 #108
COMPANIES HOUSE

The Companies Act 2006

Community Interest Company Limited by Shares

Articles of Association
of
Canal & River Trading CIC

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwblp.com
207425/0002/000995473

The Companies Act 2006

Community Interest Company Limited by Shares

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The Companies Act 2006

Articles of Association

of

Canal & River Trading CIC

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule to the Articles.

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company shall be a community interest company

3. Asset Lock

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to

3.2.1 the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body, and

3.2.2 the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

3.4 If

3.4.1 the Company is wound up under the Insolvency Act 1986; and

3.4.2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3.5 below.

3.5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3.2 and 3.4

Name: Canal & River Trust

Company Registration Number: 07807276

Registered Office 64 Clarendon Road, Watford, WD17 1DA

4. Not for profit

The Company is not established or conducted for private gain: any profits or assets are used principally for the benefit of the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

The objects of the Company are to benefit the community by carrying on business as a general commercial company in order to procure profits for the purpose of paying them to Canal & River Trust (registered company number 7807276) or any other charitable body which succeeds to its charitable purposes, including (but without limitation) the carrying out or participation in property development and trading and also any general trading activities connected or associated with inland waterways.

The company shall pay such profits and gains at such times and after making such retention for the purposes of the company's continuing trade and development as the directors think fit

6. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

7. Liability of shareholders

The liability of the Trust as sole shareholder is limited to the amount, if any, unpaid on the shares held by it

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

9. Shareholder's reserve power

9.1 The Trust as sole shareholder may, by special resolution of the Company, direct the Directors to take, or refrain from taking, specific action.

9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

10. Chair

The Trust may appoint one of the Directors to be the chair of the Directors for such term of office as it may determine and may at any time remove the chair of Directors from office. In the absence of an appointment by the Trust the Directors may appoint one of their number as chair of the directors.

11. Directors may delegate

11.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company

11.1.1 to such person or committee,

11.1.2 by such means (including by power of attorney);

11.1.3 to such an extent;

11.1.4 in relation to such matters or territories; and

11.1.5 on such terms and conditions;

as they think fit

11.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

11.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

DECISION-MAKING BY DIRECTORS

12. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 18

13. Calling a Directors' meeting

13.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting

13.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

13.2.1 all the Directors agree; or

13.2.2 urgent circumstances require shorter notice.

13.3 Notice of Directors' meetings must be given to each Director

13.4 Every notice calling a Directors' meeting must specify

13.4 1 the place, day and time of the meeting, and

13.4 2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

13.5 Notice of Directors' meetings need not be in Writing

13 6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

14. Participation in Directors' meetings

14 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

14.1 1 the meeting has been called and takes place in accordance with the Articles; and

14.1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

14.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

14.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

15. Quorum for Directors' meetings

15 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

15 2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Directors, whichever is the greater

15.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

15.3 1 to appoint further Directors; or

15 3 2 to call a general meeting so as to enable the shareholders to appoint further Directors

16. Chairing of Directors' meetings

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting

17. Decision making at meetings

17.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.

17.2 In all proceedings of Directors each Director must not have more than one vote

18. Decisions without a meeting

18.1 The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

19. Conflicts of interest

19.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

19.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors

19.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 18 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 20, he or she must

19.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,

19.3.2 not be counted in the quorum for that part of the meeting; and

19.3.3 withdraw during the vote and have no vote on the matter.

19.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

20. Directors' power to authorise a conflict of interest

20.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

20.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 19;

20.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum; and

20.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation

20.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20 1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed

20.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20 1 (subject to any limits or conditions to which such approval was subject).

21. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

APPOINTMENT AND RETIREMENT OF DIRECTORS

22. Methods of appointing Directors

22 1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors

22 2 Directors shall be appointed and may be removed by the Trust.

23. Termination of Director's appointment

23 1 A person ceases to be a Director as soon as:

23.1.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law;

23.1.2 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

23 1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts,

23.1.4 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,

23 1 5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect), or

23 1.6 the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason, or

23.1.7 the Trust serves notice in writing on the Company that the Director be removed from office

24. Directors' remuneration

24 1 Directors may undertake any services for the Company that the Directors decide

24 2 Directors are entitled to such remuneration as the Directors (with the consent of the Trust) determine

24 2.1 for their services to the Company as Directors, and

24 2.2 for any other service which they undertake for the Company

24 3 Subject to the Articles, a Director's remuneration may

24 3.1 take any form; and

24.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.

24 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

24 5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

25. Directors' expenses

25.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

25 1 1 meetings of Directors or committees of Directors,

25.1.2 general meetings, or

25 1.3 separate meetings of the holders of any class of shares or of debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

SHARES

26. Issue of shares

26.1 Subject to the provisions of the Companies Acts any share may be issued with such rights or restrictions as the company may by ordinary resolution determine. The Directors are prohibited from exercising any power to allot shares, grant rights to subscribe for or to convert any security into shares.

27. Share transfers

27.1 No share shall be transferred except with the consent of the Trust who may in its absolute discretion and without giving any reason decline to register any transfer of any share.

27.2 The Directors may refuse to register the transfer of a share to a person of whom they do not approve.

27.3 They may also refuse to register the transfer unless it is lodged at the registered office of the Company or at such other place as the Directors may appoint and is accompanied by such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and by such other information, as they may reasonably require.

27.4 If the Directors refuse to register such a transfer, they shall, within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

27.5 The provisions of this Article apply in addition to any restrictions on the transfer of a share which maybe set out elsewhere in the Memorandum or Articles of the Company.

DECISION-MAKING BY SHAREHOLDERS

28. Meetings

28.1 The Directors may call a general meeting at any time.

28.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Act.

28.3 A person who is not a shareholder of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

28.4 The Trust may as the sole shareholder pass resolutions of the Company in writing as written resolutions or otherwise in accordance with the Companies Act 2006.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

29. Means of communication to be used

29.1 Subject to the Articles

29.1.1 anything sent or supplied by or to the Company under the Articles; and

29.1 2 anything sent or supplied by the Company under the Companies Acts,

may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company (as the case may be).

29.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being .

29.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

30. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it

31. Minutes

31.1 The Directors must cause minutes to be made in books kept for the purpose:

31.1.1 of all appointments of officers made by the Directors;

31.1.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

31.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any shareholder or Director of the Company, be sufficient evidence of the proceedings

31.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

32. Records and accounts

32.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a shareholders' register, keeping financial records, the audit or

examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of

32 1.1 annual reports;

32 1.2 annual returns, and

32 1 3 annual statements of account.

32.2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a shareholder

33. Indemnity

33 1 Subject to Article 33 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

33 1 1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

33 1.2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and

33 1 3 any other liability incurred by that Director as an officer of the Company or an associated company

33 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

33 3 In this Article.

33 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

33 3.2 a "relevant Director" means any Director or former Director of the Company or an associated company.

34. Insurance

34 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

34.2 In this Article

34 2 1 a "relevant Director" means any Director or former Director of the Company or an associated company;

34 2 2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company, and

34 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

35 **Exclusion of model articles**

The relevant model articles for a company limited by shares are hereby expressly excluded

SCHEDULE

INTERPRETATION

Defined terms

1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings

	Term	Meaning
1.1	“Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2	“Articles”	means the Company’s articles of association,
1.3	“asset-locked body”	means (i) a community interest company or a charity or a Permitted Industrial and Provident Society, or (ii) a body established outside the United Kingdom that is equivalent to any of those,
1.4	“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.5	“Chair”	has the meaning given in Article 10,
1.6	“Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
1.7	“community”	is to be construed in accordance with section 35(5) of the Companies (Audit, Investigations and Community Enterprise) Act 2004;
1.8	“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company,
1.9	“Company”	Canal & River Trading CIC;
1.10	“Conflict of Interest”	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts or might conflict with the interests of the Company,
1.11	“Director”	means a director of the Company, and includes any person occupying the position of director, by

		whatever name called,
1.12	“Document”	includes, unless otherwise indicated, any document sent or supplied in Electronic Form,
1.13	“Electronic Form and Electronic Means”	have the meanings respectively given to them in section 1168 of the Companies Act 2006,
1.14	“Hard Copy Form”	has the meaning given in section 1168 of the Companies Act 2006;
1.15	“holder”	in relation to shares means the person whose name is entered in the register of shareholders as the holder of the shares;
1.16	“Memorandum”	the Company’s memorandum of association;
1.17	“paid”	means paid or credited as paid,
1.18	“participate”	in relation to a Directors’ meeting, has the meaning given in Article 14,
1.19	“Permitted Industrial and Provident Society”	means an industrial and provident society which has a restriction on the use of its assets in accordance with regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006,
1.20	“the Regulator”	means the Regulator of Community Interest Companies;
1.21	“the Regulations”	means the Community Interest Company Regulations 2005 (as amended);
1.22	“Secretary”	the secretary of the Company (if any),
1.23	“shareholder”	means a person who is the holder of a share;
1.24	“shares”	means shares in the Company;
1.25	“specified”	means specified in the Memorandum or Articles of association of the Company for the purposes of this paragraph,
1.26	“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
1.27	“transfer”	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right

over, any property;

1.28 “Trust”

means the sole shareholder of the Company, namely Canal & River Trust registered company number 07807273, whose registered office is at 64 Clarendon Road, Watford, WD17 1DA,

1.29 “Writing”

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company