

CANAL & RIVER TRUST RULES
Rules proposed to and agreed by Council 23 September 2020
Effective from 23 September 2020

1. The Council

1.1 For the purposes of Article 29 of the Articles of Association of the Trust the Council shall comprise the “A Members” of the Trust who, subsequent to the initial appointment under Article 29.1, shall be:

1.1.1 those individuals who are nominated or elected in accordance with procedures determined from time to time by the Appointments Committee to reflect different stakeholder bodies or electorates interested in the Trust’s affairs, namely:

- (a) Private boating
- (b) Boating business
- (c) Volunteers registered with the Trust
- (d) Friends of the Trust
- (e) Supporters such as walkers, anglers, cyclists, neighbours
- (f) Employees
- (g) Inland Waterways Association
- (h) Historic environment
- (i) Natural environment
- (j) Bwrdd Glandŵr Cymru
- (k) Local government
- (l) Health and Wellbeing
- (m) Youth Engagement

1.1.2 the Chair of each Regional Advisory Board appointed pursuant to Rule 2, who shall be a Council member *ex officio*; and

1.1.3 those individuals appointed to serve on the Council by the Appointments Committee to provide skills, experience or outlook required by, or beneficial to, the Council or to reflect interests and activities that are otherwise absent on the Council, provided that the Council members appointed pursuant to this Rule 1.1.3 may not comprise more than 10% of the Council.

1.2 Detail of composition of Council

	Constituency	Elected	Nominated	Total
1.	Private boating#	4*	2	6
2.	Boating business	2		2
3.	Volunteers	2		2
4.	Friend of the Trust	1		1
6.	Employees	1		1

7.	Anglers	1		1
8.	Inland Waterways Association		1	1
9	Other supporters – walkers, anglers, freight cyclists, neighbours, etc#		4	4
10	Historic environment#		2	2
11.	Natural environment#		2	2
12	Local government#		2	2
13.	Wales			1 <i>ex-officio</i>
14.	Regional Advisory Board Chairs (6 Regions)			6 <i>ex-officio</i>
15.	Co-options (max 10% of members)			3
16.	Health & Wellbeing		1	1
17.	Youth Engagement		1	1
	TOTAL	11	16	36

The following organisations nominate members of the Council

	Constituency	No	Nominating Organisations
1	Private Boating	2	British Canoeing Association of Waterway Cruising Clubs
9	Other supporters – walkers, freight cyclists, neighbours, donors, etc	4	Cycling UK Ramblers Association Commercial Boat Operators Association Country Land & Business Association
10	Historic Environment	2	Institute of Historic Building Conservation Railway and Canal Historical Society
11	Natural Environment	2	Chartered Institution for Water and Environmental Management (CIWEM) The Wildlife Trusts
12	Local Government	2	2 members to represent local government drawn from riparian local authorities in consultation with Local Government Association and Society of Local Authority Chief Executives

16	Health & Wellbeing	1	Mind
17	Youth Engagement	1	Step up to Serve

1.3 Private Boating:

1.3.1 4 members to be elected from the Trust's database of holders of relevant consents as defined in the British Waterways Act 1995 ('licences') (including roving traders) on the basis of one vote per licence

1.3.2 *Provision for an additional elected member may be made if the Appointments Committee considers there has been a substantial growth in the number of licensed vessels

1.3.3 1 member representing boat users not individually licensed nominated by British Canoeing

1.3.4 1 member nominated by the Association of Waterway Cruising Clubs

1.4 Boating Business:

2 members to be elected from the Trust's database of businesses that are:

1.4.1 trust licensed commercial boat operators (excluding roving traders)

1.4.2 party to a marina connection agreement with the Trust; or

1.4.3 Property contract for a boatyard, hire boat base, mooring site or other boating business use

on the basis of one vote per business.

1.5 Volunteers:

Two members to be elected from the Trust's database of registered volunteers.

1.6 Friends:

One member to be elected from the Trust's database of Friends.

1.7 Fisheries/Anglers:

One member to be elected from the Trust's database of angling clubs and individuals with a legal agreement with the Trust.

1.8 Other Supporters:

One member each to be nominated by:

1.8.1 Country Land & Business Association

1.8.2 Cycling UK

1.8.3 Ramblers Association

1.8.4 Commercial Boat Operators Association

♦Appointment by election of any of the members representing supporters may be implemented once the Appointments Committee considers suitable database(s) are available for use as an electorate. Additional members representing additional categories of supporters may be provided for whenever the Appointments Committee considers appropriate, subject to the requirements of the Articles.

1.9 Employees:

One member to be elected from paid employees of the Trust, excluding Executive Directors who may not vote or stand for election.

1.10 Historic and Natural Environment:

One member nominated by each of the following organisations:

1.10.1 Institute of Historic Building Conservation

1.10.2 Railway & Canal Historical Society

1.10.3 Chartered Institution of Water and Environmental Management (CIWEM)

1.10.4 The Wildlife Trusts

1.11 Local Government:

Two members to be nominated by local authorities adjoining waterways in consultation with the Local Government Association and the Society of Local Government Chief Executives

1.12 Bwrdd Glandŵr Cymru:

Chair of Bwrdd Glandŵr Cymru to be appointed ex-officio.

In the event that the Bwrdd Glandŵr Cymru is chaired by a Trustee, the Chair will not be permitted to become a member of Council. In these circumstances, one member nominated from the membership of Bwrdd Glandŵr Cymru – excluding the Chair - shall be eligible for nomination.

1.13 Inland Waterways Association:

One member to be nominated by the Inland Waterways Association.

1.14 Health and Wellbeing:

One member to be nominated by Mind.

- 1.15 Youth Engagement:
One member to be nominated by Step-Up-To-Serve.
- 1.16 Composition and methods of appointment to the Council shall be reviewed at least every seven years.
- 1.17 Election of elected Council members shall be by proportional representation (rather than by simple majority) whenever the number of candidates for any one or more elected positions to be chosen by votes from within the same electorate exceeds the number of positions to be filled by three. The electoral method to achieve proportional representation shall be Single Transferable Vote or such other method as the Appointments Committee considers is fair and proportionate. The Appointments Committee may prescribe detailed regulations for the conduct of any election of Council members, or such elections generally, provided such regulations are not inconsistent with company law, the Trust's Articles or these Rules.
- 1.18 Elections for the existing constituencies from which Council members are to be elected shall be held every four years.
- 1.19 Any organisation (meaning a company, partnership, unincorporated association or other collection of two or more people) which is eligible to stand for election sponsor candidates and/or vote in any of the elections of Council members must nominate a person to exercise that organisation's rights and must notify the Trust in writing of that nomination no later than the date specified for nominations for the election to close in any regulations made pursuant to Rule 1.14 for the conduct of the election in question
- 1.20 Any organisation (having the same meaning as in Rule 1.19 above) which is elected as a member of the Council must nominate a person to represent that organisation at Council meetings, and must notify the Trust in writing of that nomination not less than 5 working days before the first Council meeting following the organisation being elected. If the organisation subsequently wishes to nominate a different person to represent it at a Council meeting, then the organisation must notify the Trust in writing of that nomination not less than one working day before the Council meeting in question.
- 1.21 In accordance with Article 29.8 Council members shall serve for a term of four years. Eligibility for reappointment shall be as provided in that Article.
- 1.22 For the purposes of Article 29.7.6 of the Trust, where
- 1.22.1 a Council member fails to attend three meetings of Council in succession;
or
- 1.22.2 a Council member is persistently disruptive to Council business; or
- 1.22.3 for any other substantial cause the continued membership of the Council of that person is significantly detrimental to the reputation of, or the proper conduct of the business of, or the achievement of the purposes of, the Trust then on application by the Trustees to the Appointments

Committee that Committee may terminate the membership of that person. If the person so removed objects to that removal, he or she may require the Council at its next meeting after the removal (which shall be constituted as a general meeting of the Trust) to reconsider the decision of the Appointments Committee. The Council may reverse the decision of the Appointments Committee if 75% or more of the members of the Council voting at that meeting (or any adjournment of that meeting) vote in favour of reversing the decision of the Appointments Committee.

- 1.23 Any Council member may resign from the Council by giving written notice to the Secretary of the Trust and, where nominated, to the body or organisation that nominated that member. A Council member holding office *ex officio* shall cease to be a member on ceasing to hold the office from which the appointment to the Council arises and the provisions of Rule 1.22 shall not apply to any cessation of membership of the Council for that cause.
- 1.24 The Appointments Committee may (but is not obliged to) appoint individuals to fill any vacancies which arise in respect of nominated positions on the Council from time to time after consultation with the nominating body. Any vacancy in any elected position on Council shall be filled at the discretion of the Appointments Committee either by co-option by the Appointments Committee under Rule 1.1.3, provided that the Council members appointed pursuant to this Rule 1.1.3 may not comprise more than 10% of the Council, or by the holding of a by-election within the relevant constituency as soon as reasonably practicable.
- 1.25 The decisions of the Council shall not be invalidated by any vacancies which may have arisen on the Council and Article 54 (Irregularities) shall apply to the Council and its decisions.
- 1.26 The Council shall meet at least twice each year. One meeting shall be the Annual General Meeting. Other meetings of the Council need not be formally constituted general meetings convened in accordance with the Companies Act and the Articles, unless the business to be transacted at the meeting is required by company law, the Articles or these Rules to be conducted at the Annual General Meeting or at a general meeting of the company. If a meeting of the Council is not a formally constituted general meeting, the requirements of the Articles relating to proxies shall not apply.

2. Regional Advisory Boards

- 2.1 There shall be 6 Regional Advisory Boards, whose boundaries may be determined by the Trustees from time to time.
- 2.2 The number of Regional Advisory Boards and the overall territories or functions to which they relate may be changed from time to time by the Trustees with the agreement of the Appointments Committee.
- 2.3 Regional Advisory Boards shall be advisory groups established to utilise local knowledge, ideas and capacity to build new relationships, translate national priorities into local initiatives, inform the Trust's strategic planning and thinking, help the Trust remain relevant by proactively gathering and feeding back on local 'outside world' priorities, opportunities and risks. Regional Advisory Boards will identify, engage with

and enable access to relevant local and regional decision-makers and policy formers.

- 2.4 The first Regional Advisory Board Chairs shall be the individuals appointed to such office by the Transitional Appointments Committee prior to the adoption of the first Rules by the Trust on 20 March 2013.
- 2.5 Thereafter, Regional Advisory Boards shall, through open competition including advertisement in relevant media, be appointed by the Appointments Committee for a term normally of 3 years but may be of a longer (not exceeding 4 years) or shorter term as the Appointments Committee with the agreement of the Trustees decides. Regional Advisory Board Chairs shall take office immediately on appointment, or on such later date as the Appointments Committee may specify when making the appointment. If at the end of the first appointed term of a Regional Advisory Board Chair, the Appointments Committee is satisfied with the annual appraisals of that Regional Advisory Board Chair, the Appointments Committee may, with the agreement of the Trustees, appoint that Regional Advisory Board Chair for a further term normally of 3 years but may be of a longer (not exceeding 4 years) or shorter term as the Appointments Committee with the agreement of the Trustees decide.
- 2.6 The Regional Advisory Board will consist of a Regional Advisory Board Chair, and between 4 and 11 other Regional Advisory Board Members. Additional members may be appointed if there are special circumstances. The minimum and maximum number of members for each Regional Advisory Board will be determined by the Appointments Committee at the same time as deciding the geographical boundaries of each Regional Advisory Board. The Appointments Committee can fix a specific number, or may set a minimum and maximum number of members (with the exact number being then determined by the Regional Advisory Board Chair).
- 2.7 Regional Advisory Board members shall be appointed by the relevant Regional Advisory Board Chair and a representative of Trust senior management but shall not take up office until their appointment is ratified by the Trustees. Appointment of Regional Advisory Board members shall be undertaken with the aim that the Regional Advisory Board has a fair and broad representation from a range of interests relevant to the Regional Advisory Board in question, without any one dominating interest group. Such appointments may be for such term (not exceeding 4 years) as may be approved by the Trustees and any person shall be eligible for re-appointment.
- 2.8 Regional Advisory Board members and Chairs may be removed before the expiry of his or her term of appointment by the Trustees or, in the case of Regional Advisory Board Chairs, by the Appointments Committee, where the Trustees or the Appointments Committee (as the case may be) consider it is in the interests of the effective achievement of the purposes of the Trust that such Regional Advisory Board member or Chair be removed. A Regional Advisory Board member or Chair whose removal is being considered by either the Trustees or the Appointments Committee (as the case may be) shall be afforded the opportunity to make representations to the body considering the removal before a final decision is made. The provisions of the last two sentences of Rule 1.22 shall apply to any removal of a Regional Advisory Board Chair by the Appointments Committee.

3. Appointments Committee

- 3.1 Council, following a recommendation from the Trustees, can determine the number

of Appointments Committee members provided that Article 27.1 is adhered to, namely that “there shall be an Appointments Committee which shall be a joint committee of the Board and the Council comprising an equal number of Trustees and A Members (being no fewer than two of each)”.

- 3.2 The Chair of the Board of Trustees shall determine which Trustees shall serve on the Committee. All Council members are equally eligible to serve on the Committee to fill any vacancies arising. If the number of Council members wishing to serve on the Committee exceeds the number of vacancies, there shall be a “first past the post” ballot with all Council members being eligible to vote.
- 3.3 The appointment to the Appointments Committee is for the duration of the Committee member’s current term of office.

September 2020