



Trust Structure & Responsibilities

March 2011

The Trust is a Company Limited by Guarantee and a Registered Charity: it does not have a share capital. The operation of the Trust is governed by the Memorandum and the Articles of Association, copies of which are available for inspection by any fully paid up member.

The following is a summary of the principal provisions of the Articles and mode of operation.

Memorandum & Articles: Overview

1. The registered name of the Company is The Bedford & Milton Keynes Waterway Trust.
2. The **Objects of the Trust** are to promote and assist in the provision and maintenance of a new waterway (and associated facilities and structures) connecting the Grand Union Canal at Milton Keynes to the River Great Ouse at Bedford for the benefit of local inhabitants and visitors. Such waterway and its facilities are intended to benefit all for recreational, leisure and economic purposes in the interests of social welfare and improvement of the conditions of life and environment of the inhabitants and visitors and as part of a programme of regeneration and conservation of the area.
3. The Trust has **Powers** in furtherance of its objects: -
 - a. To raise funds and to borrow money
 - b. To acquire property
 - c. To employ and remunerate staff
 - d. To form subsidiary companies whose objects are not exclusively charitable or are formed to trade for profit to benefit the Trust's objects.
 - e. To co-operate and enter into arrangements with any authorities, national, local or otherwise.
 - f. To co-operate with other charitable or commercial organisations, whose objects and policies are not opposed to or incompatible with the Trust's objects, to promote public awareness and undertake research.
4. The **Board of Directors**
 - 4.1 The Directors of the Company are also Trustees of the Charity and shall number from three to ten appointed from its members; are responsible for the management of the Trust and may exercise all the powers of the Trust.
 - 4.2 The Directors may be appointed by a General Meeting or by existing Directors (but in the latter case such appointees must be confirmed by the next Annual or Extraordinary General Meeting). A third of the Directors must resign in rotation every three years, but may offer themselves for re-election.
 - 4.3 A representative of a member organisation may be appointed a Director as well as individual members.
 - 4.4 No Director/Trustee may be employed by or receive any remuneration for his/her services unless it is authorised by the provisions of clause 5 of the Company's Memorandum, or is reimbursement of reasonable expenses incurred when acting on behalf of the Trust.
 - 4.5 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment
 - 4.6 The Directors may make Honorary Appointments, such as President or Vice President(s). Honorary appointees shall not as such have voting rights.

5. The **Members**

5.1 Membership of the Trust is open to individuals aged 18 or over or organisations who:-

- a) Are interested in furthering the work of the Trust and undertake to support its objects
- b) Apply in the form required by and are approved the Directors
- c) Pay an annual subscription as laid down by the Directors from time to time

5.2 The Directors may establish classes of membership and keep a register of names and addresses of the members. Currently the following classes exist: Personal (Individual; Family – up to 2 voting adults); Partner Organisation; Clubs/Charities/Associated Voluntary Organisation and Honorary (Personal or Organisation – no voting rights)

5.3 Membership may be terminated (other than by resignation) for non-payment of subscription or any other sums due, failure to support the Trust's objects or work within its powers or for some other good and sufficient reason. Such termination may be resolved by the directors in a meeting provided the member has been given 21 days notice in writing of the meeting and allowed to make representations at that meeting.

5.4 Every paid up member, whether an individual or an organisation, shall have one vote at an Annual or Extraordinary General Meeting.

Mode of operation

The Trust Board directs activity. It has two key sub groups, for Communications and Projects. Other groups may be set up, as from time to time may be required for period of time. Trust activity is supported by the Trust Project Officer.

Board of Directors

The Board of Directors is responsible for the achievement of five goals:

1 Ensuring a strong Trust:

- Proper conduct of all Trust business.
- Directing Trust activity against a 3-year Business Plan.
- Maximising and applying Trust resources (members, volunteers, staff, funds, pro-bono donations of professional services and other resources) to best effect.
- Engaging members in the development and delivery of Trust aims through member events and the 'four As': Awareness, Access, Activity, Adoption.

2. Progressing the project through the Consortium - representing the Trust's views to the Consortium, supporting Consortium members in their actions and leading community involvement in Consortium activity, including community consultation.

3. Stakeholder liaison to ensure alignment of interests, including individual and group briefings.

4. Communications activities, managed through the volunteer Communications Group, to raise awareness and community engagement in the project, including the Annual Partnership Conference.

5. Undertaking defined set of projects, managed through the volunteer Projects Group, which enable community involvement, through heritage, water/land based activities, educational activities, environmental projects, adoptions and legacies.

Board meetings: bi-monthly in Bedford

Membership: 10 Directors, appointed at the AGM, with roles agreed and documented annually by the Board

Communications Group

Remit

To promote and raise awareness of the Bedford & Milton Keynes Waterway (B&MK) and to manage the development and delivery of communications to members, partners, supporters and the wider community. Priorities, overall strategies and budgets to be agreed with the Board.

Responsibilities

- Manage external relations via media and public relations, working closely with the Consortium communications teams.
- Newsletter for members, partners in the community and other supporters.
- Talks programme.
- Walks programme.
- VIP boat trips.
- Membership communications.
- Display Kit and Display Design.
- Representation and displays at events and relevant exhibitions.
- Trust website.
- Annual Partnership Conference.

Meetings: bi-monthly in Newport Pagnell

Chair: Director

Secretariat: Project Officer

Membership: Volunteer leads on each of the above activities plus supporting Directors

Projects Group

Remit

To manage an agreed set of Access, Activity and Adoption projects and sub-projects, which maximise community and partner involvement in the planning, build and use of the Waterway Parks. Priorities, overall strategies and budgets to be agreed with the Board.

Responsibilities

- Receive status reports from Trust Project Managers
- Review project progress and refine approaches and plans
- Ensure good communication and integration of effort between project teams
- Remove barriers to project success
- Receive updates from time to time on partner-led projects
- Encourage appropriate new projects (suitably supported) into existence
- Encourage members to join in on current and new projects

Meetings: bi-monthly at Box End

Chair: Director

Secretariat: Project Officer

Membership: Volunteer Project Managers for each live and potential project, or their nominated representative; Project Managers/Project team members from partner organisations; Project Management Adviser (tba); supporting Directors

Plus: Open invitation to Trust members and to members of partner organisations to attend, with opportunities for people to engage with what is going on.

Local and ad hoc groups

Local and other ad hoc informal groups may be formed as needed to assist in the delivery of Trust aims. Each group should have a clear remit and a direct reporting line to the Board through the Director/s most relevant to its work.

Project Officer

The role is to enable progress of the Waterway project by providing

- 'First point of contact' communications with project partners and the public
- Project Office support to Directors and Volunteers for ongoing activities, and events
- Secretariat for Trust Communications and Projects Groups

The Project Officer is accountable to the Chair, with workload prioritised and managed through regular meetings. On a day to day basis, the Project Officer works directly with identified lead Director/s for each activity stream and event.