

**The Menai Strait Fishery Order Management Association
("Company")**

Proposed Standing Orders

1. Management of the Menai Strait Fishery

- 1.1. In carrying out their duties and their role as the Board of Directors ("**Board**") and the members of the Company ("**Members**"), the Board and the Members shall adhere and shall procure that the Company adheres, to a management strategy that is compatible with the standard set for sustainable fishery management by the Marine Stewardship Council.
- 1.2. In particular, it is acknowledged by the Board and the Members that, in accordance with the objects of the Company set out in article 3 of the articles of association of the Company ("**Articles**"), the Company's aims are:
 - 1.2.1. to conduct the Menai Strait fishery ("**Fishery**") in such a manner that does not lead to over-fishing or depletion of the exploited populations and, for those populations that are depleted, the fishery must be conducted in a manner that demonstrably leads to their recovery;
 - 1.2.2. fishing operations within the Menai Strait allow for the maintenance of the structure, productivity, function and diversity of the ecosystem (including habitat and associated dependent and ecologically related species) on which the Fishery depends; and
 - 1.2.3. the Fishery is subject to an effective management system that respects local, national and international laws and standards and incorporates institutional and operational frameworks that require use of the resource to be responsible and sustainable.
 - 1.2.4. to adhere to the management policies set out in Appendix 1 of this document.

2. **Role of Chair of the Board and Members**

The Chair of the Board and Members has a dual role – both as the Chair and, simultaneously, as a member. These roles are more specifically set out below:

2.1. **Organisation Objectives**

- 2.1.1. Provide coherent leadership for the Company, including representing the organisation in the public domain.
- 2.1.2. Understanding the views of stakeholders, including the Welsh Assembly Government.
- 2.1.3. Providing guidance to the Board and the Members to ensure the Company acts within its objects set out in the Articles.

2.2. **Board Facilitation and Meetings**

- 2.2.1. Leadership of the Board, ensuring its effectiveness on all aspects of its role and setting its agenda.
- 2.2.2. Facilitate Board meetings.
- 2.2.3. Set Board meeting timetable.
- 2.2.4. Scrutinise Board papers.
- 2.2.5. In particular the Chair of the Board and Trustees:
 - 2.2.5.1. should make efficient use of Board time by ensuring Board agendas are focused on the objects of the Company set out in the Articles.
 - 2.2.5.2. is responsible for managing the business of the Board to ensure that sufficient time is allowed for discussion of complex or contentious issues and, where appropriate, arrange for informal meetings beforehand to enable thorough preparation for Board discussion.
- 2.2.6. Ensure an effective and fully informed decision making process is employed by the Board.
- 2.2.7. Encourage active engagement by all members of the Board.

- 2.2.8. Facilitate change and address conflict within the Board.
- 2.2.9. Take the lead in providing a properly constructed induction programme for new directors that is comprehensive, formal and tailored.

2.3. **Organisation Governance**

- 2.3.1. Liaise with committees of directors in order to assess and, if appropriate, approve their decisions.

2.4. **Communication**

- 2.4.1. Ensure the provision of accurate, timely and clear information to directors (to enable the Board to take sound decisions, monitor effectively and provide advice to promote the Company's objects).
- 2.4.2. Ensure effective communication with stakeholders, including the Welsh Assembly Government.
- 2.4.3. Where required, assist and initiate fundraising opportunities.

2.5. **Operation of Organisation**

- 2.5.1. Monitoring implementation of Board decisions.

2.6. **Required Skills**

- 2.6.1. In-depth knowledge of shellfisheries and their management, either in the Menai Strait or otherwise in the United Kingdom.
- 2.6.2. Independent from the Members and proposed members of the Company, as listed in article 21(1)(a) to (g) of the Articles.
- 2.6.3. Previous experience as chairperson of an organisation, preferably similar to the Company, is desirable.

3. **Role of Directors and Members**

3.1. **Organisation Objectives**

- 3.1.1. Safeguard the good name and values of the Company.
- 3.1.2. Contribute actively to the Board of directors in their role in giving firm management and strategic direction to the Company.
- 3.1.3. Be a spokesperson and ambassador for the Company, promoting the Company and its objects.

3.2. Board Facilitation and Meetings

- 3.2.1. Active participation and attendance of Board meetings and committee meetings where so appointed.

3.3. Organisation Governance

- 3.3.1. Ensure that the Company complies with its governing document, company law, the Menai Strait Oyster and Mussel Fishery Order 1962, the Sea Fishery (Shellfish) Act 1967, the Marine and Coastal Access Act 2009, the Wildlife & Countryside Act 1981, the Habitats Directive (Directive 92/43/EEC on the conservation of natural habitats and of wild fauna and flora) as applied in the United Kingdom by the conservation (Natural Habitats Etc) Regulations 1994, and any other applicable Welsh, UK or EU wildlife or conservation legislation.
- 3.3.2. Ensure that the Company pursues its objects as defined in its governing document.

3.4. Communication

- 3.4.1. Represent the Company at functions and meetings when required.

3.5. Operation of Organisation

- 3.5.1. Ensure the efficient and efficient management and administration of the Company.
- 3.5.2. Ensure the financial stability of the Company.
- 3.5.3. Protect and manage the property of the Company and to ensure the proper investment of the Company's funds.

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4. Election of Chairperson

- 4.1. The Chairperson of the Board and Members shall be elected [annually] by the procedure set out in article 16 of the Articles.
- 4.2. The Chairperson shall, unless he resigns or becomes disqualified, continue in office until his successor becomes entitled to act as chairperson.
- 4.3. The election of the Chairperson shall be the first business transacted at the annual meeting of the Company.

5. Annual General Meeting

- 5.1. The Company will hold one annual meeting in each year for the transaction of general business in addition to any special or adjourned meetings.

6. Calling a meeting

- 6.1. A meeting of the Board or the Members may only be called by the directors pursuant to article 13(3) of the Articles or pursuant to section 303 of the Companies Act 2006 respectively if:
 - 6.1.1. in respect of a meeting of the Board:
 - 6.1.1.1. the directors calling such meeting include in the notice to be issued pursuant to article 13(3) of the Articles Good Reason for calling such meeting; and
 - 6.1.1.2. the requirements for calling such meeting set out in articles 13(4) to 13(7) of the Articles have been fulfilled; or
 - 6.1.2. in respect of a meeting of the Members:
 - 6.1.2.1. the Member(s) who have requested the directors to call such meeting include in their request for a meeting issued pursuant to section 303 of the Companies Act 2006 Good Reason for calling such meeting; and

- 6.1.2.2. the requirements for calling such meeting set out in section 303 of the Companies Act 2006 have been fulfilled.
- 6.2. For the purposes of Standing Order Nos. 6.1.1 and 6.1.2 “**Good Reason**” shall mean:
- 6.2.1. [a matter directly related to, or furtherance of, the objects of the Company as set out in article 3 of the Articles; or
- 6.2.2. consideration of the corporate governance of the Company; or
- 6.2.3. consideration of legislation or regulations applicable to the Company; or
- 6.2.4. a requirement imposed on the Company by the Welsh Assembly Government or any other governing statutory body; or
- 6.2.5. [anything else?]
– such as legitimate reasons for calling a meeting]
- 6.3. The Chairperson shall determine in his absolute discretion whether the requirements of Standing Order No. 6.1.1.1 or 6.2.1.1, as applicable, have been fulfilled. If the Chairperson determines that no Good Reason has been given as required, the meeting called pursuant to Standing Order No. 6.1 will not be held.

7. **Order of Business**

Except as otherwise provided by Standing Order No. 7, the order of business at every meeting of the Board and Members shall be:-

- 7.1. To choose a Member to preside if the Chairperson be absent.
- 7.2. Chairperson's Announcements.
- 7.3. To approve as a correct record and sign the minutes of the last meeting.
- 7.4. To deal with any business expressly required by statute to be done.
- 7.5. To dispose of business (if any) remaining from the last meeting.

- 7.6. To receive and consider reports of any experts attending the meeting pursuant to Standing Order No. 9.
- 7.7. To receive and consider reports, minutes and recommendations of any committees of the Board.
- 7.8. To answer questions in respect of reports, minutes or recommendations of any committees of the Board.

8. **Variation of Business**

Business falling under items 6.1 to 6.4 of Standing Order No. 6 shall not be displaced, but subject thereto the foregoing order of business may be varied:

- 8.1. By the Chairperson at his discretion [provided that at least 7 days' written notice has been given to each director or Member, as the case may be, of such variation]; or
- 8.2. [By a resolution passed on a motion (which need not be in writing) duly moved and seconded, which shall be moved and put without discussion. – *suggest we delete so that the agenda of that meeting (and, therefore, decisions) cannot be changed at a meeting without the knowledge of a Member or director who isn't in attendance at a meeting*]

9. **Expert Attendance at Meetings**

- 9.1. The Chairperson, [in his absolute discretion or] pursuant to a resolution passed at a meeting of the Board by a majority of the directors, may invite persons to attend meetings of the Board or the Members to provide information or opinions on any matter related to shellfisheries in the Menai Strait, the legislation specified in Standing Order No. 3.3.1 or any other matter related to the objects of the Company as set out article 3 of the articles.
- 9.2. Any persons invited by the Chairperson to attend meetings of the Board or Members pursuant to Standing Order No. 9.1 shall be entitled to speak at such meetings for the purposes of making presentations, reporting to the Board or the Members, as the case may be, and answer any questions raised by the Board or the Members, as applicable.

9.3. *[Do you want to put any qualification/"expert in their field" requirements on the invitees?]*

10. **Rescission of Resolutions**

10.1. No motion to rescind any resolution passed within the preceding 6 months, and no motion or amendment to the same effect as one which has been rejected within the preceding 6 months, shall be proposed unless the notice thereof given in pursuance of article 13(3) of the Articles or pursuant to section 303 of the Companies Act 2006 in accordance with Standing Order No. 6.1 is given by at least [one-third] of the directors or the Members, as the case may be and it shall not be open to any director or Member to propose a similar motion within a further period of 6 months. *[Alternative is to state that notice is given in accordance with No.6.1 and resolution passed at the meeting by at least [one-third]]*

11. **Review of Standing Orders**

- 11.1. The Standing Orders of the Company shall be reviewed by the [Board/sub-committee of the Board] on a [n annual/bi-annual/every 3 years?] basis.
- 11.2. Any proposed resolutions to amend the Standing Orders of the Company resulting from their review pursuant to Standing Order 11.1 must be included in the notice given pursuant to section 302 or 303 of the Companies Act 2006 in accordance with Standing Order No. 6.1.2 and such resolutions can only be passed by at least [one-half] of the Members.

12. **Suspension of Standing Orders**

- 12.1. Subject to Standing Order No. 12.2, any of the preceding Standing Orders may be suspended so far as regards any business at the meeting where a resolution is passed approving such suspension.
- 12.2. A motion to suspend Standing Orders shall only be proposed if the notice thereof given in pursuance of article 13(3) of the Articles or pursuant to

section 303 of the Companies Act 2006 in accordance with Standing Order No. 6.1 is given by at least [one-half] of the directors or the Members, as the case may be. *[Alternative is to state that notice is given in accordance with No.6.1 and resolution passed at the meeting by at least [one-half]]*

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Appendix 1: Fishery Management Policy

1. Preface

The Association recognises the increasing importance of carrying out fishing activities sustainably. The Menai Strait mussel fishery operates within a natural environment that has national and international importance. The future of the fishery will depend on our ongoing sustainable husbandry of these natural resources.

The industry has been working closely with the Countryside Council for Wales, Natural England, the North Western & North Wales SFC, and researchers at the School of Ocean Sciences in Bangor for many years. This work has improved our understanding of the Menai Strait and the seed mussel resources at Caernarfon and in Morecambe Bay.

With the formation of this Association it is appropriate to clearly set out the policies that will ensure that this fishery continues to develop sustainably.

2. Policy context

The policies set out here operate in the context set by the relevant fisheries and environmental legislation governing the fishery. The policies are intended to complement the statutory management measures applying to the fishery, which includes but is not limited to the relevant provisions of:-

- The Sea Fisheries (Shellfish) Act 1967
- The Sea Fisheries (Conservation) Act 1967
- The Sea Fisheries (Regulation) Act 1966
- The Wildlife & Countryside Act 1981
- The Conservation (Natural Habitats &c.) Regulations 1994
- The Food Safety (Fishery Products and Live Shellfish) (Hygiene) Regulations 1998
- The Countryside & Rights of Way Act 2000
- The Water Environment (Water Framework Directive) (England and Wales) Regulations 2003
- The Natural Environment and Rural Communities Act 2006
- The Marine and Coastal Access Act 2009
- Relevant EC Directives that have been transposed into UK and Welsh legislation (notably the EC Birds Directive, Habitats Directive, and shellfish hygiene Directive).

The Association also recognises the importance of non-statutory instruments relating to fishing and shellfish farming activities, notably:-

- The UN Food and Agriculture Organisation's Code of Conduct for Responsible Fisheries;
- The Seafish Industry Authority's Responsible Fishing Scheme;
- The Marine Stewardship Council's Principles and Criteria of Sustainable Fisheries.

After considering the wide range of legislative and policy drivers that are relevant to the sustainable management of the fishery, the Association has decided to adopt a series of policies which follow the sequence of Performance Indicators set out in the Marine Stewardship Council's Fishery Assessment Methodology. We consider that this list addresses all of the key policy areas associated with the Menai Strait Mussel Fishery.

4 Policies

The policies set out here set out how the Association will work to optimise the sustainable development of both the shellfish cultivation industry in the Menai Strait and seed mussel harvesting from wild resources.

4.1 Seed mussel stocks

The Menai Strait fishery relies on wild beds of ephemeral "seed" mussels to provide the juvenile stock that is cultivated in the Menai Strait.

The Association will work with partners to:-

- Ensure that seed mussel fishing activities are compatible with stock status at a regional and local level;
- Ensure that levels of exploitation take account of the ecological role of the stock;
- Provide information at the level of detail and frequency of monitoring required to inform the seed mussel harvest strategy;
- Assist with annual stock assessments in the seed mussel fishery prior to any harvesting taking place.

4.2 Retained species

The seed mussel fishery is very "clean", made up entirely of mussels. Within the Menai Strait, a fishery for green crabs (*Carcinus maenas*) is carried out as part of the cultivation process, and these crabs are retained and sold.

The Association will work with others to:-

- Monitor levels of retention of non-target species in the fishery;
- Develop new management measures, where necessary, to ensure that the fishery does not pose a risk of serious or irreversible harm to any retained non-target species;
- Investigate the effectiveness of any new management measures introduced to minimise the retention of non-target species.

4.3 Discarded species

The seed mussel fishery is very "clean", made up entirely of mussels. There is no discarding from this fishery. Within the Menai Strait, there can occasionally be significant catches of starfish (*Asterias rubens*), which are a pest. These starfish are discarded.

The Association will work with others to:-

- Monitor levels of discarding of non-target species in the fishery;
- Develop new management measures, where necessary, to ensure that the fishery does not pose a risk of serious or irreversible harm to any discarded non-target species;
- Investigate the effectiveness of any new management measures introduced to minimise the discarding of non-target species.

4.4 Endangered, Threatened & Protected species

The fishery operates in areas where some Endangered, Threatened & Protected (ETP) species are known to occur. These are, in the main, bird species such as eider ducks (*Somateria mollissima*) in Morecambe Bay; and wading birds such as oystercatchers (*Haematopus ostralegus*) in the Menai Strait. These and other bird species are protected by domestic and international legislation in all areas where the fishery operates, and a wide range of other marine habitats and species are also protected in the Menai Strait and Morecambe Bay areas.

These wildlife conservation measures have been in place for over 15 years, and the Menai Strait fishery has developed in harmony with them thanks to collaboration between the industry, fishery regulators and the nature conservation agencies. It will be important for the Association to continue working with nature conservation agencies to ensure that the fishery does not cause serious or irreversible harm to ETP species.

The Association will continue to:-

- Ensure that fishery does not pose a risk of serious or irreversible harm to ETP species;
- Work with fishery regulators and nature conservation agencies to implement the formal management strategy designed to deliver precautionary management of ETP species;
- Encourage and support research and monitoring work to determine the status of ETP species in our area of operations where possible;
- Collaborate with partners to investigate the relationship between the fishery and ETP species where possible.

4.5 Habitats

The fishery has the capacity to alter marine habitats. Seed mussel harvesting is carried out with light dredges, which if used inappropriately could effect seabed habitats. The relaying and cultivation of mussels in the Menai Strait alters natural habitats, replacing them with mussel-dominated communities for the duration of cultivation activity.

The industry has collaborated with fishery regulators, nature conservation agencies and scientific partners to investigate these habitat effects. This research confirms that the fishery will not have significant or irreversible harm on habitats in the area.

The Association will continue to:-

- Ensure that fishery does not pose a risk of serious or irreversible harm to marine habitats;
- Work with fishery regulators and nature conservation agencies to implement the formal management strategy designed to deliver precautionary management of marine habitats;
- Encourage and support research and monitoring work to determine the status of marine habitats in our area of operations where possible;
- Collaborate with partners to investigate the relationship between the fishery and marine habitats species where possible.

4.6 Ecosystems

The fishery has the capacity to affect marine ecosystems. Mussels are a prey item for a wide range of predators (including fish, birds and marine invertebrates), and play a role in linking pelagic and benthic ecosystems in coastal areas.

The movement of seed mussels from place to place creates a potential risk of introducing alien (non-native) species. Certain non-native species have been associated with shellfish production and can drastically alter coastal ecosystems (such as the slipper limpet, *Crepidula fornicata*).

The industry has played an active role in improving understanding of ecosystem effects of the fishery and tackling the risk of introducing non-native species¹.

By continuing to work with partner organisations the Association will:-

- Ensure that the fishery does not pose a risk of serious or irreversible harm to ecosystem structure and function;
- Encourage research to improve understanding of the interaction between the fishery and key elements of relevant ecosystems;
- Encourage the introduction of new management measures, where necessary.

4.7 Genetics

Aquaculture activities, particularly those based on hatchery-reared stock, can have adverse effects on the genetic structure of wild populations of fish and shellfish.

The Menai Strait mussel cultivation operation is based upon wild stocks from a relatively limited area. These seed mussel sources are not considered to be genetically isolated from one another or from the wild stocks found near to the Menai Strait. The risk of adverse effects on the genetics of the natural mussel stocks in either seed mussel areas or in the cultivation area in the Menai Strait therefore seem to be very limited.

The main risk of changes to the genetic structure of the mussel population in the Menai Strait could be the introduction of the congeneric species *M. galloprovincialis* and *M. trossulus*. Both species have been recorded elsewhere in the UK, and *M.*

¹ See Appendix 1 - the BMPA Code of Good Practice for mussel seed movements.

galloprovincialis is becoming more widespread. The presence of these species can only be confirmed by genetic testing, and the industry has recently agreed a procedure for testing a representative sample of seed mussels prior to their introduction in the Menai Strait.

The Association is committed to:-

- Ensure that any seed mussels introduced to the Menai Strait that are gathered from wild stocks are likely to be compatible with the genetic structure of the local wild population;
- Work with partners to confirm that current practices are compatible with the genetic status of the mussel population in the fishery area;
- Introduce new management measures, where necessary, to maintain the genetic structure of the population.

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4.8 Management

The fishery is closely managed, both within the Menai Strait and at the seed mussel harvesting locations. The key fishery regulator is the North Western & North Wales Sea Fisheries Committee. On 1st April 2010 the role of the NW&NWSFC will be taken on by two successor bodies: a new Sea Fisheries Committee in England; and the Welsh Assembly Government.

The proposed changes to the management regime will result in a change to the “grantee” of the Menai Strait Oyster and Mussel Fishery Order 1962. WAG have proposed that the new “grantee” should be a composite management group embracing fisheries and wildlife interests. The transition to this new arrangement will also take place on April 1st 2010.

Two nature conservation agencies (the Countryside Council for Wales and Natural England) play an active role in the management of the fishery. These agencies work hand-in-hand with the fishery regulators to ensure that the effect of the fishery on marine wildlife is assessed before any activities are permitted to take place.

The Members of the BMP work closely with these and other statutory bodies. The BMP is committed to:-

- Support moves to modernise and update the fisheries management regime in Wales and England;
- Observe all statutory requirements arising from fisheries and environmental legislation to ensure a high level of compliance with regulations;
- Support and encourage research into the fishery that will inform and develop the management of the fishery.

4.9 Research Strategy

The BMP and its Members have worked with scientists and regulators to support, facilitate, and participate in research into seed mussel harvesting and mussel cultivation to address the information needs associated with managing the fishery.

This research has focussed on a number of key areas: the interaction between the fishery and bird populations; the effects of mussel farming on seabed habitats; and the fishery for shore crabs in the Menai Strait area. The results of this research have been published in peer reviewed journals and as reports to help guide management of the fishery.

With the upcoming changes in the management of the Fishery Order in the Menai Strait, it will be appropriate for the BMP to take a more proactive role in research planning for the fishery.

It will be appropriate to develop a research strategy that identifies and prioritises research requirements for the fishery. Issues that could be addressed in this strategy could include:-

- Seed mussel harvesting – interactions between seed mussels and other species (especially birds);
- Non-native species risk analysis – investigating the relative risks arising from and faced by the mussel industry from non-native species (particularly the colonial ascidian *Didemnum vexillum*)
- Dissemination of information – making the results of research available to interested parties.

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