

Revisions to Articles and Standing Orders

Background

This Association was established on 1st April 2010 for the sole purpose of acting as Grantee of the Menai Strait Oyster and Mussel Fishery Order area. Over the past 2 years, the Association has been invited to adopt a similar role for other shellfish production areas in North Wales, notably the Western Menai Strait and the Conwy Estuary.

These requests were considered in some detail at our February and July meetings. In July it was resolved that the remit of the Association should be broadened to encompass the Western Menai Strait.

This report provides an update on progress.

Recommendations

1. That the Association should review and comment on the proposed changes to the Articles of Association and Standing Orders appended to this report.
2. That action is taken to progress changes to the Articles of Association, after discussions at the meeting, through a Written Resolution made under the Companies Act.

1. Altering the Remit of the Association

- 1.1 When this Association was established in 2010, it was given a very specific remit to act as the Grantee for the Menai Strait Oyster and Mussel Fishery Order 1962. This remit forms part of the Articles of the Association.
- 1.2 At the July meeting of the Association it was resolved that lawyers should be instructed to review the current Articles of the Association, and also the Standing Orders, and to recommend the changes that would be required in order for the remit of the Association to be extended to include acting as Grantee for the proposed Menai Strait West Fishery Order.
- 1.3 A response on this matter has now been received from the Association's lawyers, and is described here.

2. Changes to Articles and Orders

- 2.1 The proposed new Articles of Association are enclosed at Annex A. The proposed new Standing Orders are enclosed at Annex B. All changes are marked up in the text so that it is clear what has been inserted and removed from the documents.
- 2.2 All of the changes are minor in nature. In summary, they:-

- a) Add the Menai Strait West Fishery Order and the area it covers to the remit of the Association.
- b) Allow for a representative of the lessees in the Menai Strait West Order to fully participate as a Director and Member of this Association.
- c) Adjust the number of Directors and Members and rules associated with administration of meetings in response to the additional membership of the Association.

2.3 There are no other significant changes to either document.

3. Procedure for adopting amendments

3.1 Members are advised that we must follow a formal procedure for amending the Articles of Association, and that a copy of the amended Articles must be sent to Companies House. There are essentially two procedures that can be followed: either a special resolution (agreed at a meeting) to make the appropriate changes; or a written resolution (agreed to and signed by the Directors of the Association) which can be made independent of the cycle of meetings.

3.2 In anticipation of reaching agreement at or shortly after this meeting, a Written Resolution has been drawn up by the lawyers and is attached at Annex C for Members' information.

3.3 Members' views are invited on the text included at Annexes A and B and C.

4. Consultation requirements

4.1 There is no statutory requirement to consult the Minister about these changes, but it would seem to be both appropriate and courteous to provide formal notification of these intended changes in advance.

4.2 There is no requirement for public consultation over these changes.

MSFOMA Secretariat
October 2012

Annex A: Proposed Revised Articles of Association

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

“**articles**” means the Company’s articles of association;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales and Northern Ireland which have an effect similar to that of bankruptcy;

“**chairperson**” has the meaning given in article 16;

“**chairperson of the meeting**” has the meaning given in article 31;

“**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;

“**director**” means a director of the Company, and includes any person occupying the position of director, by whatever name called;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Eligible Director**” means any Eligible Industry Director, any Eligible Local Authority Director or any Eligible Environmental Director (as the case may be);

“**Eligible Environmental Director**” means an Environmental Director who would be entitled to vote on the matter at a meeting of directors (but excluding any Environmental Director whose vote is not to be counted in respect of the particular matter);

“**Eligible Industry Director**” means an Industry Director who would be entitled to vote on the matter at a meeting of directors (but excluding any Industry Director whose vote is not to be counted in respect of the particular matter);

“**Eligible Local Authority Director**” means a Local Authority Director who would be entitled to vote on the matter at a meeting of directors (but excluding any Local Authority Director whose vote is not to be counted in respect of the particular matter);

“**Environmental Director**” means a director of the Company appointed by either the Countryside Council for Wales or the Environment Agency;

“**Environmental Member**” means either the Countryside Council for Wales or the Environment Agency;

“**Fishery Areas**” means the Menai Strait East and the Menai Strait West;

“**Fishery Orders**” means the Menai Strait East Order and the Menai Strait West Order;

“**Industry Director**” means a director of the Company appointed by a member representing either the lessees or the licence holders of the Menai Strait East Order or the Menai Strait West Order;

“**Industry Member**” means a member representing either the lessees or the licence holders of the Menai Strait East Order or the Menai Strait West Order;

“**Local Authority Director**” means a director of the Company appointed by either Ynys Mon County Council or Gwynedd County Council;

“**Local Authority Member**” means either Ynys Mon County Council or Gwynedd County Council;

“**member**” has the meaning given in section 112 of the Companies Act 2006;

“**Menai Strait East**” means that part of the foreshore and bed known as the Menai Strait more particularly described in section 3 of the Menai Strait Oyster and Mussel Fishery Order 1962;

“**Menai Strait East Order**” means the Menai Strait Oyster and Mussel Fishery Order 1962 as amended by any statutory modification or re-enactment thereof from time to time in force;

“**Menai Strait West**” means that part of the foreshore and bed known as the Menai Strait more particularly described in the Menai Strait West Fishery Order;

“**Menai Strait West Order**” means the statutory instrument, for which an application has been submitted to the Welsh Government but has not been enacted as at the date of adoption of these articles which empowers the Company to apply its objects (as contained in article 3) insofar as they relate to the Menai Strait West, as amended by any statutory modification or re-enactment thereof from time to time in force;

“**Minister**” means the Minister for Rural Affairs of the Welsh Government;

“**Observer**” means any person who can be sent to meetings pursuant to article 26(1)(c) and who has the rights set out in article 26(1)(d).

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**participate**”, in relation to a directors’ meeting, has the meaning given in article 10;

“**proxy notice**” has the meaning given in article 37;

“**Shellfish Act**” means the Sea Fisheries (Shellfish) Act 1967 as amended by any statutory modification or re-enactment thereof from time to time in force;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006; and

“**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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

2. Exclusion of Constitutional Regulations

No constitutional regulations set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute concerning companies shall apply as the regulations or articles of the Company except in so far as they are repeated or contained in these articles.

3. Objects of the Company

The objects of the Company shall be limited to the following:

- (1) To protect, preserve and improve the shellfisheries of the **Fishery Areas**;
- (2) To apply for and implement the powers granted by the **Fishery Orders** and the Shellfish Act;

(3) To meet all statutory obligations of a grantee (as defined in the **Fishery Orders**) in exercising its duties and responsibilities arising out of the **Fishery Orders** and the Shellfish Act including, but not limited to:

- (a) Establishing, improving, maintaining and regulating the shellfisheries in the **Fishery Areas**;
- (b) Leasing areas within the **Fishery Areas** for use as shellfish lays as appropriate;
- (c) Issuing licences for shellfish gathering within the **Fishery Areas**;
- (d) Consulting with the appropriate statutory bodies as required by legislation in force from time to time in respect of the objects set out in articles 3(3)(a) and 3(3)(b) above;
- (e) Submitting an annual report of activity of shellfishery in the **Fishery Areas** and statement of accounts for each of the **Fishery Areas** to the Minister;

(4) To charge such tolls and fees for the leases and licences referred to in articles 3(3)(b) and 3(3)(c) as is reasonable and to gather such tolls and fees in order to meet the costs of meeting the Company's objects as set out in this article 3 and associated administration;

(5) To ensure that the shellfisheries in the **Fishery Areas** are managed in accordance with the provisions of the Fishery Orders, the Shellfish Act, 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 and that due regard is had to doing so in all its actions;

(6) For the purposes aforesaid (and not otherwise) the Company shall be able:

- (a) To act in a consultative capacity to assist others in achieving objective similar to those of the Company;
- (b) To promote and organise co-operation in the achievement of the above objects by bringing together of persons, societies, institutions, local authorities, companies and other organisations and any person, firm or corporation interests in the object of the Company;
- (c) To enter into partnership or into any arrangement for joint, shared or mutual promotion, investment or development, union of interests, reciprocal concession or co-operation with any person, partnership or company, carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business capable of being conducted so as to directly or indirectly further the objects of the Company, and to take or otherwise acquire and hold shares or stock in or securities of, and to make grants to or otherwise assist any person, partnership

or company and to sell, hold, re-issue with or without guarantee, or otherwise deal with such shares, stocks or securities;

- (d) To purchase, take on, lease or otherwise acquire and hold, sell exchange, feu, lease, mortgage, charge, hire or otherwise deal with or dispose of any lands, houses, buildings, equipment, goods and other property, heritable or moveable, real or personal and any rights or privileges necessary or convenient for the purposes of the Company, to erect, construct, lay down, enlarge, alter and maintain and from time to time renew any buildings and other works necessary or convenient for the objects of the Company;
- (e) To make personal or written appeals or hold public meetings or otherwise for the purpose of procuring contribution to the funds of the Company and to receive and accept by way of gifts, donations, legacies, bequests, grants, subscriptions or otherwise money and property, both heritable and moveable, for the purpose of furthering the objects of the Company;
- (f) To provide or arrange for the provision of information or advisory, technical, financial, estate and business management and other services and facilities to commerce and industry and other organisations and institutions;
- (g) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, cheques, warrants, debentures and other negotiable or transferable instruments;
- (h) To carry on any other activity which may seem to the Company of being capable of being conveniently carried on in connection with any activity which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's properties or rights, in each case for the purpose of furthering the objects of the Company;
- (i) To print, publish, buy or sell books, magazines and other publications relating to or for the objects of the Company;
- (j) To raise money for the purpose of the Company by borrowing on such terms and on such security as may be thought fit and by guarantees, gifts or donations in response to public appeals or otherwise and in relation to such guarantees, gifts or donations to accept the same either unconditionally or subject to such conditions as may be agreed so, however, that no conditions shall be inconsistent with the objects of the Company;
- (k) To lend or grant money to any company, institution, society, foundation or association having objects altogether or in part similar to those of the Company, or to individuals or unincorporated bodies for any purpose similar to

the object of the Company and that on such terms as to security or otherwise as the Company thinks fit and subject to any conditions and consents required by law and to the other provisions of these articles;

- (l) To sell or otherwise dispose of any parts of the undertaking or assets the Company to such persons and on such terms and conditions as the directors see fit, provided that in doing so it is furthering the objects of the Company;
- (m) To invest and reinvest the funds and assets of the Company not immediately required in such securities, shares, stocks, debentures, loan stock or other investments, property, whether heritable or moveable, real or personal as the Company shall think fit, subject to any limitations and conditions attaching thereto under the terms of acquisition or holding thereof;
- (n) To remunerate any person, association, firm or partnership under such terms and conditions as the Company may deem fit and employ or secure the services of any employees or staff and allocate their services to any person, partnership, firm or other organisation on such terms as the directors shall think fit;
- (o) To grant, pay or provide or procure the grant, payment or provision of donations, pensions or emoluments to and procure the establishment and maintenance or participate in or contribute to any non-contributory or contributory pensions or superannuation fund or arrangement or health plan or life assurance scheme or arrangement to the benefit of any persons who are and shall have been at any time in the employment or service of the Company, or of any charitable company which is a subsidiary of the Company or associated with or allied to the Company or the wives, widows, families or dependents of such persons; to establish, subsidise, subscribe to or support or procure the establishment or subsidy of or subscription to or support to any charitable institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid; to make payments for or towards the insurance of any such persons as aforesaid, in respect of the performance of their duties to the Company and, only in furtherance of the objects of the Company, to subscribe or guarantee money for the charitable objects or for public exhibition; and to do or procure to be done any of the matters aforesaid by the Company either alone or in conjunction with any other company or person;
- (p) To amalgamate with any one or more companies, institutions, societies, foundations or associations having objects altogether or in part similar to those of the Company and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of article 4; power to purchase or

otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, foundations or associations with which the Company is authorised to amalgamate; and power to transfer all or part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies, foundations or associations or to any charitable trust or company which it is authorised to establish, promote and otherwise assist;

- (q) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) and to obtain from any such government or authority any grants of money, rights, concession and privileges that may seem conducive to the Company's objects or any of them;
- (r) To pay all or any expenses incurred in connection with the promotion, formation, incorporate, conduct and winding up of the Company;
- (s) To promote any charitable trust or company or trusts or companies for the purpose of its or their acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to pay all the expenses of or incidental to such promotions, to act as a holding company for any subsidiary company;
- (t) To make such charge for any of its services as the Company thinks fit, including without prejudice to the foregoing generality, interests, charges or loans made by the Company; and
- (u) To do all other lawful things as may be incidental or conducive to the attainment of the objects of the Company.

4. Income and Property of the Company

The income and property of the Company however derived shall be applied solely towards the promotion of its objects as set forth in these articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by profit, to members of the Company and no director of the Company shall be appointed to any office of the Company paid by salary or receive any remuneration or other benefit in money or money's worth from the Company. Provided that nothing herein shall prevent the payment in good faith by the Company:

- (1) of reasonable and proper remuneration to any member, officer or servant of the Company for any service rendered to the Company;
- (2) of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises let by any member of the Company or its directors;

(3) to any director of the Company of out-of-pocket expenses, incurred by him in or about the performance of his duties as a director of the Company; or

(4) of reasonable and proper remuneration to a member of the Company or its directors for any goods and services supplied.

5. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

(1) Payment of the Company's debts and liabilities contracted before he ceases to be a member;

(2) Payment of the costs, charges and expenses of winding up; and

(3) Adjustment of the rights of the contributories among themselves.

6. Distribution on Winding Up

If upon winding up or dissolution of the Company there remains after the satisfaction of all of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred together with any rights to, in or over land which may be vested in the Company to some or other body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of article 4 hereof, and if and so far as effect cannot be given to such provision, then the property and assets of the Company shall be given or transferred to some charitable body.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. 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.

8. Members' reserve power

(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

9. Directors may delegate

(1) Subject to the articles and, in particular article 9(4), the directors, may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors that authorised such delegation so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) Subject to article 9(4), the directors may revoke any delegation in whole or part, or alter its terms and conditions.

(4) Any delegation made pursuant to article 9(1) or revocation of such delegation made pursuant to article 9(3) can only be made by the directors in attendance at a valid meeting of the directors acting unanimously or by all the directors by written resolution.

10. Committees

(1) Subject to article 10(2), committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) Any decision made or resolution passed by a committee to which the directors delegate any of their powers must be approved in writing by the chairperson of the directors as appointed pursuant to article 16 prior to any action being taken by the Company to give effect to such decision or resolution.

(3) A committee of the directors must include at least one Industry Director, one Local Authority Director and one Environmental Director. For the avoidance of doubt, the provisions of article 15 shall apply equally to meetings of any committee of the directors as to meetings of the directors.

(4) The directors may make further rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

11. Directors to take decisions collectively

(1) Unless otherwise provided in these articles, the general rule about decision-making by directors is that any decision of the directors must be either a unanimous decision under article 12 or a majority decision of Eligible Directors at a meeting.

(2) If—

(a) the Company only has one director, and

(b) no provision of the articles requires it to have more than one director (either generally or for the purposes of taking decisions other than majority decisions), the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

(3) Subject to the articles, decisions of the directors must be taken—

(a) at a directors' meeting, or

(b) in the form of a directors' written resolution.

12. Unanimous decisions

(1) The directors take a unanimous decision when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

(2) A unanimous decision may 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.

13. Calling a directors' meeting

(1) Meetings of the directors shall take place at least two times each year with the following objectives:

(a) One such meeting should consider and approve the annual report to be issued to the Minister and agree the number of licences to be issued in the current financial year of the Company; and

(b) One such meeting to approve the accounts of the Company and agree the budgets and forecasts for the next financial year.

(2) The meetings to be held pursuant to article 13(1) shall be called by the chairperson of the directors as appointed pursuant to article 16.

(3) Other than as provided in article 13(1), any two directors acting together may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.

(4) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) 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.

(5) Notice of any directors' meeting must be accompanied by an agenda specifying in reasonable detail the matters to be raised at the meeting and copies of any papers to be discussed at the meeting must be forwarded to all directors not less than 5 days before the date of the meeting.

(6) Matters not on the agenda, or business conducted in relation to those matters, may not be raised at a meeting of directors unless all the directors agree in writing.

(7) At least 15 days' notice of a directors' meeting must be given to each director, but such notice need not be in writing.

(8) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

14. Participation in directors' meetings

(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate with the other directors by telephone, television or some other audio visual medium any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is located at the time of the meeting provided that the provisions of article 14(1) are met.

(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 located at the time of the meeting.

(4) If a director is unable to attend a directors' meeting, he will be entitled to make written submissions to such meeting by providing a copy of such meeting to the Company secretary not less than 48 hours before the time scheduled for such meeting. If any such written submissions are made, the chairperson shall read out the written submissions to those persons present at the directors' meeting.

15. Quorum for directors' meetings

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

(2) Subject to article 25(3), the quorum for directors' meetings shall be three.

16. Chairing of directors' meetings

(1) Subject to article 16(2), the directors may appoint a director to chair their meetings. Any such appointment is required to be approved by the Minister in writing. If no communication is received from the Minister within 30 days of the date of a written request for approval of such appointment made by the directors, the Minister is deemed to have given his/her approval.

(2) If it so elects by notice in writing to the directors, the Welsh Government shall be entitled to appoint the chair of directors' meetings.

(3) The person so appointed for the time being is known as the chairperson.

(4) If the chairperson is not participating in a directors' meeting within fifteen minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

17. No casting vote

The chairperson or other director chairing the meeting shall not have a casting vote.

18. Conflicts of interest

(1) For the purposes of section 175 of the Companies Act 2006, the members (and not the directors) shall have the power to authorise, by resolution and in accordance with the provisions of these articles, any matter or situation proposed to them by a director which would, if not so authorised, involve a breach of duty by a director under section 175 of the Companies Act 2006 to avoid conflicts of interest (a "**Conflict**"). Any authorisation of a matter or situation under this Article may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised.

(2) The relevant director seeking authorisation of the Conflict (the "**Interested Director**") must provide the members with such details as are necessary for the members

to decide whether or not to authorise the Conflict, together with such additional information as may be requested by the members.

(3) Any authorisation by the members of a Conflict may (whether at the time of giving the authorisation or subsequently):

- (a) provide that the Interested Director be excluded from the receipt of documents and information, the participation in discussions and/or the making of decisions (whether at meetings of the directors or otherwise) related to the Conflict;
- (b) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the members think fit;
- (c) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- (d) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

(4) The Interested Director will be obliged to conduct himself in accordance with any terms imposed by the members in relation to the Conflict.

(5) The members may revoke or vary such authorisation at any time but this will not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.

(6) A director, notwithstanding his office, may be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in, the member who appointed him as a director of the Company, or any subsidiary, holding company or subsidiary of a holding company of such member, and no authorisation under section 175 of the 2006 Act or article 20.3 shall be necessary in respect of any such interest.

(7) Any Environmental Director, Industry Director or Local Authority Director shall be entitled from time to time to disclose to the relevant member who appointed him such information concerning the business and affairs of the Company as he shall at his discretion see fit.

(8) A director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the 2006 Act.

(9) A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the 2006 Act, unless the interest has already been declared under article 18(8).

(10) Subject, where applicable, to the disclosures required under article 18(8) and 18(9), and to any terms and conditions imposed by the members in accordance with article 18(3), a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.

(11) A director need not declare an interest article 18(8) or article 18(9), as the case may be:

- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- (b) of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;
- (c) if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware; or
- (d) if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a meeting of the directors.

(12) For the purposes of articles 18(8) and 18(9) a general notice given to the directors by a director, that he has an interest of a specified nature and extent in any transaction or arrangement in which a specified person or class of person is interested will be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified.

(13) Subject to article 18(14), if a question arises at a meeting of directors or of a committee as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting whose ruling in relation to any director other than the chairperson is to be final and conclusive.

(14) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson of the meeting, the question shall be decided by a decision of the directors at that meeting, for which purpose the chairperson of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

19. Records of decisions to be kept

The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

20. Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

21. Number and Appointment of Directors

(1) The number of directors shall not be less than one. The maximum number of directors shall be **nine**. In addition to the appointment of the chairperson pursuant to article 16, each of the following proposed members of the Company shall be entitled to appoint one director of the Company and to remove from office any such director appointed and to appoint another person in his place:

- (a) The Environment Agency;
- (b) Countryside Council for Wales;
- (c) Ynys Mon County Council;
- (d) Gwynedd County Council;
- (e) A representative of the lessees granted a lease under the Menai Strait East Order;
- (f) **A representative of the lessees granted a lease under the Menai Strait West Order;**
- (g) A representative of the licence holders granted a licence under the Menai Strait East Order; and
- (h) School of Ocean Sciences.

(2) Any appointment or removal of a director pursuant to this article shall be in writing and signed by or on behalf of the proposed member and served on each of the other member and the Company at its registered office, marked for the attention of the Company secretary or delivered to a duly constituted meeting of the directors of the Company. Any such appointment or removal shall take effect when received by the Company or at such later time as shall be specified in such notice.

22. Termination of director's appointment

A person ceases to be a director as soon as—

- (a) 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;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- (f) notification is received by the Company from the director that the director is resigning or retiring from office, and such resignation or retirement has taken effect in accordance with its terms.

23. Directors' remuneration

Directors are not entitled to any remuneration for services provided to the Company.

24. Directors' expenses

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

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) 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.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25. Number of Members

(1) The subscribers to the memorandum of association of the Company and such other persons as are admitted to the membership in accordance with these articles shall be members of the Company.

(2) For so long as the membership of the Company is less than **eight**, the member(s) and director(s) of the Company shall be entitled to carry out the business of the Company provided that:

(a) the member(s) use all reasonable endeavours to secure as soon as possible the application of those persons listed in article 21(1)(a) to (h) who are not yet members to become members ; and

(b) the member(s) have offered to those persons listed in article 21(1)(a) to 21(1)(h) who are not yet members of the Company the right to be an Observer at all meetings of directors and members.

(3) For so long as the membership of the Company is less than three, the quorum for any meeting of the directors or the members shall be all of the directors as may be appointed from time to time and all of the members respectively and the quorum requirements as set out in articles 15 and 30 shall not apply.

(4) The maximum number of members shall be **eight**, made up of those persons listed in article 21(1)(a) to 21(1)(h).

OBSERVERS

26. Appointment of Observers

(1) For as long as those persons listed in article 21(1)(a) to 21(1)(h) are not yet members of the Company, provided that they have issued written confirmation to the Company that they wish to be an Observer, they shall be entitled to:

(a) receive not less than 14 days' notice of meetings of the directors (including committees of the directors) and members of the Company;

(b) receive all papers issued to directors and members pursuant to these articles and the Companies Acts in respect of such meetings;

(c) send an observer to all such meetings ("Observer"); and

(d) at such meetings any such Observer shall be entitled to speak at such meetings and the directors or the members, as the case may be, for the time being of the Company shall give due consideration to any information, views or opinions duly raised by such Observer.

(2) The Minister shall be entitled to send one representative to attend all meetings of the directors (including committees of the directors) and members of the Company. Such representative shall have the same rights as any Observers as set out in articles 26(1)(a), (b) and (d). Such representative may at any time disclose any information relating to the business or affairs of the Company to the Minister as he may think fit.

27. Applications for membership

No person shall become a member of the Company unless—

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

28. Termination of membership

(1) A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

29. Attendance and speaking at general meetings

(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

30. Quorum for general meetings

(1) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(2) Subject to article 25(3), the quorum at any general meeting of the Company, or adjourned general meeting, shall be **four** persons present in person or by proxy.

31. Chairing general meetings

(1) If a chairperson has been appointed pursuant to article 16, such person shall chair general meetings if present and willing to do so.

(2) If a chairperson has not been appointed pursuant to article 16, or if the chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairperson of the meeting”.

32. Attendance and speaking by directors and non-members

(1) Although he may not be a member, the chairperson may attend and speak at general meetings.

(2) The chairperson of the meeting may permit other persons who are not—

(a) members of the Company, or

(b) otherwise entitled to exercise the rights of members in relation to general meetings,

to attend and speak at a general meeting.

33. Adjournment

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson of the meeting must adjourn it.

(2) The chairperson of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairperson of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

34. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

35. Errors and disputes

(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairperson of the meeting whose decision is final.

36. Poll votes

(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

- (a) the chairperson of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairperson of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

37. Content of proxy notices

(1) Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

38. Delivery of proxy notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

39. Amendments to resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

40. Means of communication to be used

(1) Subject to the articles, anything sent or supplied by or to the Company under the articles 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.

(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.

(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 a specified time of their being sent, and for the specified time to be less than 48 hours.

41. Company seals

(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the Company;

(b) the Company secretary (if any); or

- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

42.No right to inspect accounts and other records

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 member.

43. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DIRECTORS’ INDEMNITY AND INSURANCE

44. Indemnity

(1) Subject to paragraph (2), but without prejudice to any indemnity to which a relevant officer is otherwise entitled, a relevant officer may be indemnified out of the Company’s assets against—

- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- (b) any liability incurred by that officer 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),
- (c) any other liability incurred by that officer as an officer of the Company or an associated company.

(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.

(3) In this article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a “**relevant officer**” means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by

section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

45. Insurance

(1) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

(2) In this article—

- (a) a “**relevant officer**” means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor), and
- (b) a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer’s duties or powers in relation to the Company, any associated company (within the meaning of article 44(3)(a)) or any pension fund or employees’ share scheme of the Company.

PART 5

RULES OR STANDING ORDERS

46. Rules or Standing Orders

(1) The directors may from time to time make such rules or standing orders as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or standing orders regulate:

- (a) The conduct of members of the Company in relation to one another and to the Company’s employees, agents and contractors;
- (b) The procedure at general meetings and meetings of the directors and committees of the Company in so far as such procedure is not regulated by these articles;
- (c) The role of the chairperson and each director so far as such role is not regulated by these articles; and

(d) Generally, all such matters as are commonly the subject matter of company rules.

(2) The Company in general meeting shall have the power to alter or repeal the rules or standing orders and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of the members of the Company all such rules or standing orders, which so long as they shall be in force, shall be binding on all members of the Company provided that no rule or standing order shall be inconsistent with, or shall affect or repeal anything contained in these articles.

Annex B: Proposed Revised Standing Orders

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

Proposed Standing Orders

1. Management of the Fishery Order Areas

- 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 shellfisheries within the areas ("**Fishery Order Areas**") specified in the Menai Strait Oyster and Mussel Fishery Order 1962 (the "**Menai Strait East Order**") and the statutory instrument, for which an application has been submitted to the Welsh Government but has not been enacted as at the date of adoption of these standing orders which empowers the Company to act as grantee in relation to the area of the foreshore and seabed known as the Menai Strait West ("**Menai Strait West Order**") 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. to ensure that fishing operations within the Fishery Order Areas 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. to ensure that the Fishery Order Areas are 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 for the Fishery Order Areas set out in the relevant Appendices 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 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 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 (h) 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 East Order and the Menai Strait West Order**, 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 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.

4. Election of Chairperson

- 4.1. The Chairperson of the Board and Members shall be elected biennially 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. **Additional meetings**

6.1. A meeting of the Board shall be held in the sixth month after the Annual General Meeting.

6.2. Additional meetings of the Board or the Members may 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:

6.2.1. in respect of a meeting of the Board:

6.2.1.1. 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

6.2.1.2. the requirements for calling such meeting set out in articles 13(4) to 13(7) of the Articles have been fulfilled; or

6.2.2. in respect of a meeting of the Members:

6.2.2.1. 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

6.2.2.2. the requirements for calling such meeting set out in section 303 of the Companies Act 2006 have been fulfilled.

6.3. For the purposes of Standing Order Nos. 6.1.1 and 6.1.2 “**Good Reason**” shall mean:

6.3.1. a matter directly related to, or furtherance of, the objects of the Company as set out in article 3 of the Articles; or

6.3.2. consideration of the corporate governance of the Company; or

- 6.3.3. consideration of legislation or regulations applicable to the Company; or
 - 6.3.4. a requirement imposed on the Company by the Welsh Government or any other governing statutory body; or
 - 6.3.5. any other reason that two or more of the Directors or Board Members consider to require a meeting to be held.
- 6.4. 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

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.

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.

11. Review of Standing Orders

- 11.1. The Standing Orders of the Company shall be reviewed by the Board on a triennial 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.

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;
- Respond to requests for information required to inform the seed mussel harvest strategy;

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:-

- Require the collection of information about 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;
- Review 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 almost entirely of mussels. There is no significant discarding from this fishery. Within the Menai Strait, there can occasionally be catches of predatory animals such as starfish (*Asterias rubens*) and green crab (*Carcinus maenas*). These animals are returned to the sea.

The Association will work with others to:-

- Require the collection of information about 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;
- Review 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 (*Heamatopus 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 is not likely to have a significant effect on 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 affect 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 is not likely to have a significant effect on 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 is not likely to have a significant effect on 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. 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.

¹ See Appendix 2 - the BMPA Code of Good Practice for mussel seed movements.

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.

4.8 Management

The cultivation area in the Menai Strait is managed by the Menai Strait Fishery Order Management Association (MSFOMA). Seed mussel production areas are located in Cumbria (managed by the North West Inshore Fisheries and Conservation Authority); and at Caernarfon Bar (managed by the Welsh Government).

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 Association needs to work closely with these and other statutory bodies. It will:-

- Observe all statutory requirements arising from fisheries and environmental legislation to ensure a high level of compliance with regulations;
- Share information with other management organisations to facilitate integrated management of seed mussel resources and cultivation areas;
- Support and encourage research that will inform and develop the management of the fishery.

4.9 Research Strategy

The Menai Strait mussel industry has 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 focused 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.

It will be appropriate for the Association to encourage 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.

Appendix 2: Bangor Mussel Producers' Association Code of Good Practice for Seed Mussel Movement

To be attached.

Appendix 3: Wildlife conservation: Assessment of Likely Significant Effect of Mussel Cultivation in the Menai Strait (East) Fishery Order Area

To be attached.

Appendix 4: Wildlife conservation: Assessment of Likely Significant Effect of Mussel Cultivation in the Menai Strait (West) Fishery Order Area.

To be attached.

Annex C: Draft Special Resolution

Company number 07163689

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

THE MENAI STRAIT FISHERY ORDER MANAGEMENT ASSOCIATION

(the “Company”)

CIRCULATION DATE

2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we the members of the Company hereby pass the following resolution as a special resolution (the “**Special Resolution**”).

SPECIAL RESOLUTION

THAT the regulations contained in the draft Articles of Association (for the purpose of identification marked ‘A’) be adopted as the Articles of Association in substitution for and to the exclusion of the existing Articles of Association of the Company.

We the undersigned, persons entitled to vote on the Special Resolution on _____ the
Circulation Date, hereby irrevocably agree to the Special Resolution:

Signed

Dated

Alan Winstone
for and on behalf of
Environment Agency Wales

Signed

Dated

**Rowland Sharp
for and on behalf of
Countryside Council for Wales**

Signed

Dated

**for and on behalf of
Ynys Môn County Council**

Signed

Dated

**for and on behalf of
Gwynedd County Council**

Signed

Dated

**Lewis le Vay
for and on behalf of
School of Ocean Sciences**

Signed

Dated

James Wilson

Signed

Dated

Keith Andrews

Signed

Dated

Sue Utting

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** Delivering the signed copy to the Company’s registered office.
- **Post:** Returning the signed copy by post to the Company’s registered office address.
- **Fax:** Faxing the signed copy to the Company “For the attention of the Company Secretary”.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Mussel Fishing Licences 2012-13

Background

The Menai Strait Fishery Order allows both for the cultivation of mussels, and also for them to be gathered by hand by a small number of licensed fishermen. There are currently two fishermen licensed to gather mussels within the Fishery Order outside the areas leased for mussel cultivation. This report considers a number of issues associated with the management of this activity.

Recommendations

1. That the Association considers the management issues associated with the fishing licences issue for the Menai Strait Fishery Order that are set out below.

1. Licensing requirements & procedure

- 1.1 The Menai Strait Oyster and Mussel Fishery Order 1962 (the "1962 Order") requires any person wishing to gather mussels from within the 1962 Order area outside of the leased shellfish lays to obtain a licence from the Grantee of the Order. A limited number of licences are issued annually to allow this.
- 1.2 In July 2010 this Association adopted the approach to issuing licences that had been utilised by its predecessor organisation, the North Western & North Wales Sea Fisheries Committee. This approach is set out in Annex A.
- 1.3 There are currently two licences issued for mussel fishing in the Order. At the last meeting of the Association it was agreed that consideration should be given to issuing more licences, subject to a favourable stock survey and assessment by the Countryside Council for Wales.
- 1.4 A verbal report about the stock status and any environmental issues will be presented to the Association to enable further discussion of whether it would be appropriate to issue any further licences for hand gathering in the Menai Strait Fishery Order area.

2. Boundaries of hand-gathering areas

- 2.1 There has recently been some discussion between hand gatherers and mussel farmers about the precise boundaries of the leased areas and hand-gathering areas.
- 2.2 There was some concern about the precise boundaries of cultivation areas about 10 years ago, when GPS navigation equipment and GIS mapping technology became sufficiently accurate to reveal that the "definitive boundaries" of leased mussel lays that were designated in the 1960s actually overlapped in some areas. In 2002 the staff of the NW&NWSFC surveyed the area and produced the definitive maps of the leased areas in the Order. The areas outside these leased areas form part of the Regulated fishery, in which hand gathering can take place.
- 2.3 A map showing the location of the leased areas in the Menai Strait Fishery Order Area is attached for information at Annex B of this report.

- 2.4 It may be appropriate to discuss areas where there may now be some uncertainty about the boundary between leased and hand gathering areas in order to avoid any disputes about this issue.

3. Future management

- 3.1 In view of the consistently low number of licensed operators in the Strait, and the relatively low output from the hand-gathered fishery areas, it may be appropriate for the Association to consider the optimal management strategy for the areas that are currently not leased for cultivation.
- 3.2 Options for future management might include encouraging greater uptake of hand gathering licences or alternatively the creation of more cultivation areas.
- 3.3 The Association is invited to consider its future management strategy for the Regulated fishery in the Menai Strait.

MSFOMA Secretariat
October 2012

Annex A: Criteria for issuing Fishing Licences

MENAI STRAIT OYSTER & MUSSEL FISHERY ORDER 1962:

CRITERIA FOR ISSUE OF LICENCES

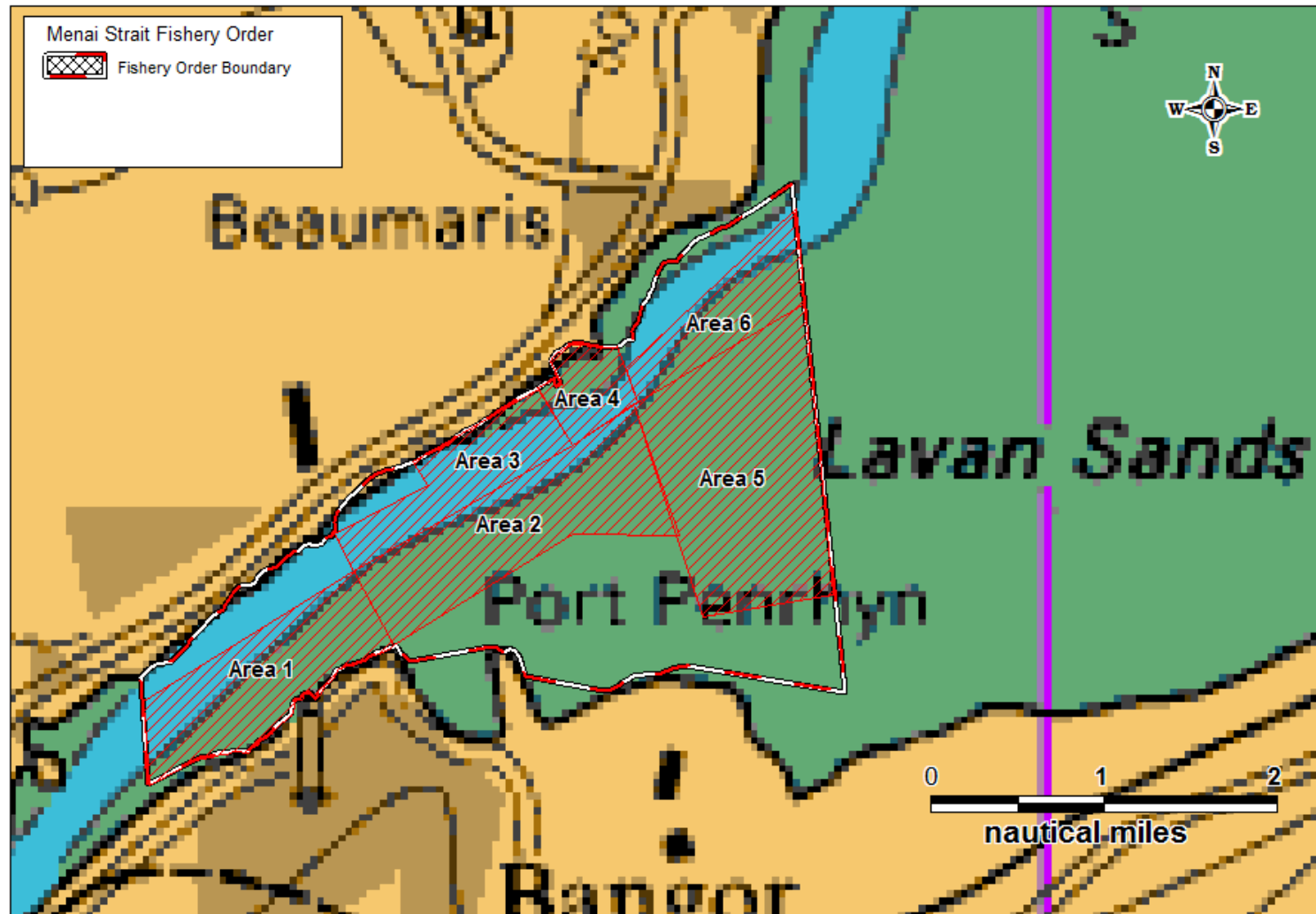
1. Background

- 1.1 The Menai Strait Oyster and Mussel Fishery Order 1962 requires that any person wishing to fish for mussels in that part of the Fishery Order area known as Ballast Bank obtains a licence. This document sets out criteria, ~~agreed by the Scientific & Byelaws Sub-Committee~~, to use in determining the issue of licences.

2. Criteria

- (a) Licences should be re-issued only to those fishermen who have fished for mussels at Ballast Bank during the previous year and who have complied with all of the licence conditions and regulations applying to the fishery.
- (b) Additional licences shall only be issued if the ~~Committee~~ Association agrees that the increased fishing effort is sustainable in terms of the mussel stocks at Ballast Bank, the quality of the environment, and the economic viability of mussel fishing in the Fishery Order.
- (c) If additional licences are to be issued, the ~~Committee~~ Association shall determine the number that shall be issued, having regard to the sustainable management of the fishery (as described in (c) above).
- (d) Additional licences shall be issued to fishermen who have written in asking to be placed on the waiting list. They shall be issued in chronological order, such that the fisherman who has been waiting longest is the first to be offered a licence.
- (e) Licences shall not be issued to any fisherman who is in debt to the Order, having failed to pay fully for a licence issued in any previous year.
- (f) The ~~Committee~~ Association shall not be informed of the personal details of any licence holder or fisherman on the waiting list, to ensure that the decisions taken are objective and are not prejudiced in any way.

Annex B: Map of the Menai Strait Fishery Order and Leased Areas 1-6



Moorings in the Menai Strait

Background

This report provides an update on the ongoing discussion between the Association and Lt. Col. Burkham (Retd.) concerning recreational yachting in the Menai Strait.

Recommendations

1. That the Association should consider an appropriate response to the enquiry from Lt. Col. Burkham (Retd.) about the possible creation of a marina to the north of Gallows Point near Beaumaris.

1. Update

- 1.1 The last meeting of this Association considered a number of issues concerning the relationship between yacht moorings and mussel cultivation areas in the Menai Strait. Following the discussion at the meeting, letters were sent to Lt. Col. Burkham (Retd.) and the Royal Anglesey Yacht Club.
- 1.2 Shortly after these responses were sent, a further letter was received from Lt. Col. Burkham (Retd.). This letter is attached at Annex A and is considered below.

2. Enquiry about a marina proposal at Gallows Point

- 2.1 The letter attached at Annex A enquires about the likely response of the Association to the creation of a yacht marina to the north of Gallows Point near Beaumaris.
- 2.2 Members of the Association will be aware that the mussel industry fought against the proposal to create a yacht marine to the south of Gallows Point over a period of several years, and this ultimately resulted in rulings in the mussel industry's favour at the High Court and Court of Appeal.
- 2.3 Lt. Col. Burkham (Retd.) suggests that the creation of a marina to the north of Gallows Point would result in little or no intrusion into the Fishery Order area, which was the main cause of concern with the more southerly location. He also states that throughout the Court Case "*...all parties said there would be no objection to a marina on the Northern, Beaumaris side.*"
- 2.4 The letter enquires whether this Association would object to the revised marina proposal. Members are invited to consider an appropriate response to this enquiry.

Annex A: Letter from Lt. Col. Burkham (Retd.)

Lt Col (retd) M. I Burkham MBE

**Alma House
4, Alma Street
Beaumaris, Anglesey, LL58 8BW**

Telephone & Fax 01248-810673

3 August 2012

Dr Sue Utting
Chair
Menai Strait Fishery Order Management Association
Port Penrhyn, Bangor LL57 4 HN

Dear Dr Utting,

Let me, first, apologise for not having addressed you as Dr in my last letter. It was only when I delivered your letter to the Royal Anglesey that I received a copy of their minutes and saw your title.

As I wrote in my acknowledgement of your letter, that meeting was the business of the RAYC and I was involved only as a Club member who has been concerned in the matter of moorings.

May I, please, raise with you now a personal enquiry, that of the possibility of a marina for Beaumaris?

I used to be the Secretary of the Beaumaris Chamber of Trade & Tourism and know how greatly a marina would be welcomed so that closed shops may be reopened and the spread of charity shops, not benefiting the Town, reduced.

The conversion of Henllys hotel to a Holiday Property Bond centre has had a beneficial effect and attracting many more well-heeled people to Beaumaris is what the Town's economy needs urgently.

As a sailor, I am aware of the problems yachtsmen have in getting back to Degnawy on the tide and that a more accessible haven in Beaumaris would be most welcome and be likely to be heavily used, bringing both direct employment in boat-related skills and associated employment in shops, restaurants and hotels serving the sailors.

I understand that the original proposal for a marina was that it should be on the Beaumaris side of Gallows Point, but that there was some local objection. I am told that such objections have now been waived,

I recall that, during the Court Case over the alternative site for the marina on the South side of the Point, all parties said that there would be no objection to a marina on the Northern, Beaumaris side.

Most of a marina in this place would be outside the East Menai Fishery, whose boundary, as you know, is at mean low water at this point, but I imagine it would intrude into the Fishery both for its outward sea wall and for the channel from it to permanent deep water

Given the generous attitude of your letter following the RAYC meeting and the Association's statement that it is keen to maintain and develop good relations with the boating community, can you please let me know if there would be any possibility of the Association objecting to a marina on the Beaumaris side of Gallows Point?

I know that the area of the Fishery that would be involved is very small and that it is not used for the cultivation of mussels now and cannot easily be so used, because of the pre-1962 moorings there that are protected by law. I hope that the Association could agree to a marina there.

I ask for your opinion on this because I know that ABC Marine has been granted a very long lease of Gallows Point and think that, if the Association were to indicate that would not object, Dafydd Sam might be persuaded to interest himself again in the creation of a marina and consequent acceptance of the considerable costs of the preliminary studies before work could begin.

If you think that such a development is possible I will call on Dafydd Sam and ask him if he would please re-examine the possibility of a marina on the Beaumaris side of Gallows Point for the good of the boating community and the economy of this very deprived town.

Please let me know what you think.

Yours sincerely,

Michael Burkham

North West IFCA Activity

Background

The North West Inshore Fisheries and Conservation Authority (NW-IFCA) is responsible for the management of inshore fisheries between the Dee and the Solway in north-west England.

The NW-IFCA has been developing new management proposals for their District that could affect the future of the Menai Strait fishery. This report provides a review and an update on these proposals.

Recommendations

1. That this update is accepted, and the Association is kept informed of progress with the work of the NW-IFCA.

1. Morecambe Bay Fishery Order Proposal

- 1.1 The NW-IFCA received a report on progress with this Fishery Order proposal at its meeting on September 28th 2012. That report indicates that the Defra legal team are drafting the Statutory Instrument for the Order, and that once this has been returned to them a formal consultation of one month will begin.
- 1.2 It is anticipated that this Association will be consulted as part of this formal process.
- 1.3 Providing that the proposed Order and the management plan have taken account of the earlier comments submitted by this Association, it is anticipated that they should have no adverse effect on shellfish cultivation in the Menai Strait.

2. Vessel size restrictions

- 2.1 The NW-IFCA formally “made” a new Byelaw 2 at its meeting in September 2011. This byelaw would introduce new vessel size restrictions, and has the potential to adversely affect the activity of mussel dredgers operating in the NW-IFCA District. The Byelaw was discussed at the meeting of this Association in October 2011 and again in February 2012.
- 2.2 This byelaw has not yet come into force. There is no evidence of further progress being made with it through the Committees of the NW-IFCA or through public consultation at present.
- 2.3 The last update from Officers of the NW-IFCA provided reassurance that this Association would be consulted over any future changes to the vessel size restrictions in force in the NW-IFCA District.

3. Byelaw 3 - Shellfish Gathering

- 3.1 This Byelaw was “made” by the IFCA in June 2012 and came into force on 23rd August 2012.

- 3.2 The NW-IFCA had intended that this should be a Byelaw to replace and strengthen an older Byelaw that regulated the gathering of cockles and mussels by hand. However, since the new Byelaw came into force it has become apparent that it is rather ambiguous in its wording and it could be interpreted as having an effect on fishing for mussels by vessels using dredges.
- 3.3 The Chair of the Association has raised this issue with the Chief Executive of the IFCA and has been assured that this ambiguity will be taken into consideration during a possible review of the Byelaw during 2013.

MSFOMA Secretariat
October 2012