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PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

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

"**Administrative Director**" has the meaning given in article 17A;

"**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 of the directors appointed in accordance with section 21 of these articles who would be entitled to vote on the matter at a

meeting of directors (but excluding any such director whose vote is not to be counted in respect of the particular matter);

“**Environmental Director**” means a director of the Company appointed by the Environmental Member;

“**Environmental Member**” means Natural Resources Wales;

“**Fishery Areas**” means the areas enclosed in any Fishery Orders;

“**Fishery Orders**” means the Menai Strait East Order and the Menai Strait West Order (as defined below);

“**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 (as defined below);

“**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 (as defined below);

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

“**Local Authority Member**” means either Ynys Mon County Council, Gwynedd County Council, Bangor City Council or Beaumaris Town 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 made under Shellfish Act (defined below), 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 Environment, Energy and 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).

"Orders" means the Menai Strait West Order and the Menai Strait East Order;

"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 14;

"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 as appropriate;
 - (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 two directors, one of whom shall be either the Chairperson or the Administrative Director.

(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 two, one of whom shall be either the Chairperson or the Administrative Director

16. Chairing of directors' meetings

(1) In accordance with article 21(1)(c)(i), and subject to article 16(2), the directors may appoint a person as 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 shall be 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.

17A. Appointment of Administrative Director

(1) The directors may appoint a director to work with the Chairperson to administer the Fishery Orders. 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) The person so appointed pursuant to article 17A (1) shall be known as the Administrative Director;

(3) If it so elects by notice in writing to the directors, the Welsh Government shall be entitled to appoint the Administrative Director.

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 18.3 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 pursuant to 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 ten. 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 director(s) of the Company and to remove from office any such director(s) appointed and to appoint another person in his place as specified below:

(a) One director from:-

- (i) Natural Resources Wales;
- (ii) Ynys Mon County Council;
- (iii) Gwynedd County Council;
- (iv) Bangor City Council;
- (v) Beaumaris Town Council;
- (vi) Bangor University Marine Centre Wales.

(b) One or two directors from each of (with not more than one director being appointed from any one relevant lessee):-

- (i) The lessees granted a lease under the Menai Strait East Order
- (ii) The lessees granted a lease under the Menai Strait West Order; and
- (iii) The licence holders granted a licence under the Menai Strait East Order.
- (c) Directors of the Company appointed by the directors in accordance with articles 16 and 17A:-
 - (i) the Chairperson
 - (ii) Administrative Director

(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 members 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.

(3) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution, or
- (4) (b) by a decision of the directors.

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) 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;
- (g) notification is received by the Company that the member who appointed the director has ceased to be a member of the Company.

23. Directors' remuneration

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

24. Directors' expenses

(1) 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.

(2) In the case of the Administrative Director the Company may enter into an agreement to make such payments as are necessary to allow that director to carry out activities necessary for the administration of the Orders.

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 (c) 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)(c) 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 five, the quorum for any meeting of the directors or the members shall be two of the directors as may be appointed from time to time and three 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)(c).

OBSERVERS

26. Appointment of Observers

(1) For as long as those persons listed in article 21(1)(a) to 21(1)(c) 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 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: Standing Orders

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

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 (c) 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. 6.2.1.1 or 6.2.2.1, 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. 6.2 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 provided that at least 7 days' written notice has been given to each director or Member, as the case may be, of such variation; or

8.2. By the Chairperson, pursuant to a resolution passed at a meeting of the Board by a majority of the directors or in accordance with Article 12 of the Articles.

9. **Expert Attendance at Meetings**

9.1. The Chairperson, pursuant to a resolution passed at a meeting of the Board by a majority of the directors or in accordance with Article 12 of the Articles, 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. 6.2.1 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.

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

THE MENAI STRAIT FISHERY ORDER MANAGEMENT ASSOCIATION

(the “Company”)

CIRCULATION DATE

2019

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

**Rowland Sharp
for and on behalf of
Natural Resources 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
Centre for Applied Marine Sciences**

Signed

Dated

James Wilson

Signed

Dated

Keith Andrews

Signed

Dated

Alan Winstone
Chair, MSFOMA

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.
- **Email:** sending a signed copy to the company at [INSERT EMAIL ADDRESS] with the subject header "Written resolution of MSFOMA".
- **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.

Company number 07163689

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

THE MENAI STRAIT FISHERY ORDER MANAGEMENT ASSOCIATION

(the "Company")

CIRCULATION DATE 14th December 2019

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

N/A

Dated

N/A

Rowland Sharp
for and on behalf of
Natural Resources Wales

Signed

Iwan Huws.

IWAN HUWS.

for and on behalf of
Ynys Môn County Council

Dated

4-12-19.

Signed

Donna.

for and on behalf of
Gwynedd County Council

Dated

12-12-19.

Signed

Lewis le Vay

Lewis le Vay
for and on behalf of
Centre for Applied Marine Sciences
BANGOR UNIVERSITY

Dated

12-12-19

Signed

James Wilson

James Wilson

Dated

4/12/19.

Signed

Keith Andrews

Keith Andrews

Dated

4-12-19

Signed

A. J. Winstone

Alan Winstone
Chair, MSFOMA

Dated

4 . 12 . 2019

NOTES

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