
The Sustainable Eel Group
(The Sustainable Eel Development Ltd)
Articles of Association



Sustainable
Eel Group

Version 2.0, 1 May 2016

Amendments

Version No.	Date	Description of Amendment
2.0	1 May 2016	Amendments to Board Construction. Approved at May 216 AGM



THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
THE SUSTAINABLE EEL DEVELOPMENT LIMITED
(Company Number 0715943)

Adopted by Resolution

On 15 May 2016

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1 PRELIMINARY

1.1 The regulations contained in Table A and Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2 DEFINITIONS AND INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

“Act” - the Companies Act 2006 (as amended from time to time)

“these Articles” - these Articles of Association, whether as originally adopted or as from time to time altered by special resolution

“Board” - the board of directors of the Company from time to time

“Company” - the company regulated by these Articles

“clear days” - in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

“directors” - the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company.

“electronic address” - any address or number used for the purposes of sending or receiving documents or information by electronic means

“electronic communication” - means the same as in the Electronic Communications Act 2000

“electronic form” and “electronic means” have the meaning given in section 1168 of the Act

“United Kingdom” - Great Britain and Northern Ireland.

2.2 any reference to “persons” includes natural persons, firms, partnerships, companies, corporations, limited liability partnerships, associations, organisations, governments, states, foundations and trusts (in each case whether or not having separate legal personality)

3 MEMBERS

3.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

3.2 It shall be open to any person of 18 years or over who are in sympathy with the Company’s objects to apply for membership of the Company.

3.3 Subject to Article 3.5, membership shall be granted to those individuals who submit an application in a form prescribed by the Board provided that applicants meet the membership criteria contained in Article 3.2 above and pay any subscriptions or payments required under Article 3.4 below.

3.4 All members shall pay an annual subscription at the rate decided from time to time by the Board.

3.5 The Board may:

3.5.1 reject an application for membership at its discretion; and

3.5.2 terminate a person's membership at its discretion on the grounds that the member is guilty of conduct detrimental to, or of acting in any way that may undermine, the objects of the Company, provided that the member is given written particulars of the charge alleged against him at least one month before the Board meeting at which his expulsion is to be considered, and that he is given an opportunity of being heard in his defence

provided that the Board's discretion is to be exercised reasonably and in accordance with any relevant regulations made by the Board in accordance with these Articles.

3.6 A list of members shall be kept by the Board, and entry in that list shall be conclusive evidence that any person is or is not a member.

3.7 Entry shall be made in the membership list once an application in the prescribed form has been made and the first subscription or other membership payment, if any, has been paid.

3.8 Subject to all moneys presently payable by him or her to the Company pursuant to any regulations made by the directors pursuant to these Articles or otherwise having been paid, a member may at any time resign from the Company by giving at least seven clear days' notice in writing to the Company provided that after such resignation the number of members remaining is not less than one.

3.9 Membership is not transferable and will terminate if:

3.9.1 The member fails without good reason to pay in full a subscription within three (3) calendar months after a request for its payment has been made;

3.9.2 The Board exercises its discretion to terminate the member's membership in accordance with Article 3.5 above;

3.9.3 The member resigns in accordance with Article 3.8 above;

3.9.4 The member dies or, if it is an organisation, ceases to exist; or

3.9.5 The member becomes bankrupt or, if it is an organisation, makes any arrangement or composition with his or her creditors generally, or is made subject to any form of insolvency administration.

4 GENERAL MEETINGS

4.1 The directors may call general meetings at any time, one of which shall be an annual general meeting to be held once in every calendar year.

4.2 If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

5 NOTICE OF GENERAL MEETINGS

5.1 A general meeting shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

5.2 Subject to the provisions of these Articles notice of general meetings shall be given to all members, to all directors and to the auditors.

5.3 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 307 of the Act.

5.4 Every notice concerning a general meeting shall be given in accordance with the Act that is, in hard copy, electronic form or by means of a website.

5.5 The Company may send a notice of a meeting by making it available on a website or sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Act.

5.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6 PROCEEDINGS AND BUSINESS AT GENERAL MEETINGS

6.1 No business shall be transacted at any general meeting unless a quorum of members is present. Ten (10) persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a corporation shall be a quorum save that, if and for so long as the Company has only one person as a member, one member present in person shall be a quorum.

6.2 If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore the member or members present in person or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

6.3 The Board Chairperson shall preside as chair at every general meeting of the Company, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present (and in the case of a director being a body corporate, its duly appointed representative) shall elect one of their number to be chairperson of the meeting.

6.4 If at any meeting the Board Chairperson is not present and no director is willing to act as chair or if no director is present within fifteen minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to chair the meeting.

6.5 The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

6.7 A declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.8 A resolution in writing executed in accordance with the relevant provisions of Chapters 1 and 2 of Part 13 of the Act (as they relate to the passing of ordinary and special resolutions) shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of the requisite number of members.

6.9 The business conducted at all annual general meetings shall always include but shall not necessarily be limited to:

6.9.1 election of directors

6.9.2 approval and adoption of accounts

6.9.3 at the annual general meeting in 2014 and at every third such meeting thereafter, approval and adoption of review of governance

6.10 Nominations of any person for election at any general meeting to the office of director must be made to the Chairperson and supported by at least five (5) members

6.11 Such nominations must be received by the Chairperson at least thirty (30) days prior to the general meeting at which the election is to take place.

6.12 If not otherwise nominated, the Board may itself nominate persons for election as directors at a general meeting with the aim of securing the following representation on the Board:

- 6.12.1 five directors representing commercial interests;
- 6.12.2 five directors representing conservation interests;
- 6.12.3 five directors representing scientific interests.
- 6.12.4 a balanced representation of geographical interests

7 VOTES OF MEMBERS

7.1 On a show of hands every member (being an individual) present in person or (being a corporation) is present by a duly authorised representative shall have one vote.

7.2 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him or her to the Company pursuant to these Articles or any regulations made by the directors under these Articles or otherwise have been paid.

7.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

8 NUMBER OF DIRECTORS

8.1 Subject to the effect of any transitional provisions referred to in these Articles and unless otherwise determined by ordinary resolution, the number of directors shall not exceed fifteen (15).

9 NO ALTERNATE DIRECTORS

9.1 A director shall not be entitled to appoint an alternate director.

10 POWERS OF DIRECTORS

10.1 Subject to the provisions of the Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution, the business of the Company shall be overseen by the directors who may exercise all the powers of the Company, and who may delegate the day to day management of the Company to any other person, as they see fit (subject to any conditions the directors may impose). No alteration of the Memorandum of Association or of these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 10.1 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

10.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

10.3 The following provisions of this Article 10 apply subject always to:

10.3.1 the Company's Memorandum of Association in so far as it requires the income and property of the Institute to be applied solely towards the promotion of the objects of the Company, while nevertheless permitting certain reasonable and proper expenditure; and

10.3.2 the Companies Act 2006.

10.4 The Board may by resolution passed at a meeting attended by them all (or them all with the sole exception of the conflicted director) authorise any director to be, or to continue to be, in a situation in which the director has a direct or indirect interest that conflicts or may conflict with the interests of the Company.

10.5 A conflicted or potentially conflicted director must not vote on the resolution to authorise the director to be or continue in the relevant situation of conflict, and in relation to that resolution must not be counted in the quorum necessary for the transaction of business by the directors.

10.6 The Board may also by resolution passed in accordance with Article 10.4 authorise (either generally or only for specific meetings or in relation to specific matters) the conflicted or potentially conflicted director to be counted in the quorum for and to vote on any business at any meetings of the directors, except that the director may not vote or be authorised to vote either:

10.6.1 in relation to any proposed transaction or arrangement with the director;
or

10.6.2 on any resolution giving for the director an authority within Article 10.4.

10.7 A director's duty to avoid conflicts does not apply in relation to a proposed transaction or arrangement with the Company where the directors so decide and the proposed transaction or arrangement is not prohibited by the Company's Memorandum of Association.

10.8 Unless authorised by the Board in accordance with these Articles a director must not vote on or be counted in the quorum in relation to any resolution of the Board in which the particular director has a direct or indirect interest that conflicts or may conflict with the interests of the Company. A director who for any reason is not entitled to vote on or be counted in the quorum in relation to a resolution of the Board may nevertheless be present at the meeting while the resolution is under consideration.

10.9 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chair and his or her ruling shall be final and conclusive. If a question arises as to the right of the chair to vote, the question may be referred to the longest-serving member of the Board and his or her ruling in relation to the chair shall be final and conclusive.

11 DELEGATION OF DIRECTORS' POWERS

11.1 The directors may delegate any of their powers to any committee (by whatever name called), consisting of one or more directors, and/or such other persons (if any) not being directors, co-opted on to such committee as the directors think fit. Any such delegation may be made subject to any conditions the directors may impose and may be collateral to their own powers and may be revoked or altered. Any representatives appointed to any such committee may be delegated such powers the directors see fit in order to carry out their duties, whether by contract, power of attorney, or otherwise. Subject to any such conditions the proceedings of a committee of representatives with two or more members shall be governed by the Articles regulating the proceedings of directors (including obligations of disclosure) so far as they are capable of applying.

12 ELECTION AND RETIREMENT OF DIRECTORS

12.1 Subject to 12.2, all directors shall be elected for a fixed term of office of three years from the date of their election, after which they shall immediately be eligible for election to a further three year period. No director will be eligible for election having served two three year terms.

12.2 As at the date of adoption of these Articles there are fifteen (15) elected members of the Board ('the original directors'), whose retirement and replacement shall be conducted as follows:

12.2.1 five original directors chosen by the Board shall retire at the annual general meeting of the Company held in 2017

12.2.2 another five of the remaining original directors chosen by the Board shall retire at the annual general meeting of the Company held in 2018; and

12.2.3 the final remaining original directors shall retire at the annual general meeting of the Company held in 2019.

12.3 Any original director retiring under 12.2.1 to 12.2.3 may immediately be re-elected for a further period not to exceed three years.

13 DISQUALIFICATION AND REMOVAL OF DIRECTORS

13.1 The office of a director shall be vacated if:

13.1.1 he or she becomes prohibited by law from being a director; or

13.1.2 he or she becomes bankrupt, insolvent, or makes any arrangement or composition with his or her creditors generally; or

13.1.3 he or she is, or may be, suffering from mental disorder and either:

13.1.3.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

13.1.3.2 an order is made by a court having jurisdiction (whether in the United

Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or

13.1.4 he or she resigns his or her office by notice to the Company;

13.1.5 he or she is removed by the members of the Company in accordance with the provisions of the Act; or

13.1.6 he or she dies.

14 DIRECTORS' REMUNERATION

14.1 The directors shall not be paid any remuneration unless it is authorised by the Memorandum.

15 PROCEEDINGS OF THE DIRECTORS

15.1 Subject to the provisions of Article 15.1.1, the directors may regulate their meetings as they think fit. A director may call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes of those directors entitled to vote. Notice of every meeting of the directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.

15.1.1 The directors shall meet at least four times per year.

15.2 Any director may participate in a meeting of the directors or a committee constituted pursuant to Article 11 of which he or she is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.

15.3 The quorum for the transaction of the business of the directors may be fixed by the directors, and unless so fixed at any other number, shall be two.

15.4 A Board Chairperson shall be appointed by the directors of the Company. Unless he or she is unwilling to do so, the person so appointed shall preside at every meeting of the directors at which he or she is present. But, if there is no person holding that office, or if the person holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair the meeting.

15.5 At the first Board meeting after the annual general meeting, the directors shall appoint

15.5.1 a director to the position of finance director; and

15.5.2 a person to the position of company secretary, who may or may not be a director.

15.6 All acts done by any meeting of the directors or of a committee constituted pursuant to Article 11, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

15.7 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to Article 11 shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more directors or members of the committee (as the case may be).

15.8 The directors may invite any member or third party to attend a meeting of the Board as an observer or adviser, provided that the observer or adviser shall take no part in any vote or decision taken by the directors.

16 MINUTES

16.1 The directors shall cause minutes to be made in books kept for the purposes:

16.1.1 of recording the names and addresses of all members; and

16.1.2 of all appointments of officers made by the directors; and

16.1.3 of all proceedings at meetings of the Company and of the directors and of committees constituted pursuant to Article 11 including the names of directors and members (as appropriate) present at each such meeting.

17 ACCOUNTS AND ANNUAL REPORT

17.1 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

17.2 The directors must prepare accounts and keep accounting records as required by the Act.

18 DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

18.1 Where the Act permits the Company to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Company complies with the requirements of the Act.

18.2 Subject to any requirement of the Act, documents and notices may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents and notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.

19 NOTICES

19.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

19.2 The Company may give notice to a member either personally or by sending it by first class post in a pre- paid envelope addressed to the member at his or her registered address or by leaving it at that address, or (if he or she has no registered address within the United Kingdom) to or at the address, if any, within the United Kingdom supplied by him or her to the Company for the giving of notices to him or her, but otherwise, no such member shall be entitled to receive any notice from the Company.

19.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.

19.4 Where a notice is sent by making it available on a website, the notice shall be deemed to have been given either when it was first made available on the website or when the member received or was deemed to have received notice of the fact that the notice was available on the website.

19.5 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

20 WINDING UP

20.1 Any provisions of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

21 INDEMNITY

21.1 Subject to the provisions of, and so far as may be permitted by the Act but without prejudice to any indemnity to which the person concerned may be otherwise entitled, every director, or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his or her duties or the exercise of his or her powers or otherwise in relation to or in connection with his or her duties, powers or office, providing that any such indemnity in relation to a director shall only be valid in respect of any negligence, default, breach of duty or a breach of trust of which the director may be guilty in relation to the Company to the extent that it constitutes a qualifying third party indemnity provision as defined in Section 234 of the Act. The Company may also, subject to the Act, provide funds to any director or other officer (excluding the auditors) or do anything to

enable a director or other officer to avoid incurring expenditure of the nature described in Section 205 of the Act.

22 REGULATIONS

22.1 The directors may from time to time make such regulations as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such regulations determine:

22.1.1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which such members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by such members;

22.1.2 the conduct of members of the Company in relation to one another, and to the Company's officers, employees and agents;

22.1.3 the conduct of any elections for appointment of directors by general meeting of the Company in accordance with these Articles;

22.1.4 the setting aside of the whole or any part or parts of any Company premises at any particular time or times or for any particular purpose or purposes;

22.1.5 the procedure at general meetings and meetings of the directors and committees constituted pursuant to Article 11 in so far as such procedure is not regulated by these Articles;

22.1.6 and, generally, all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles.

22.2 The directors shall have power to alter or repeal the regulations referred to in Article 22.1 and to make additions thereto. The directors shall adopt such means as they deem sufficient to bring to the notice of members all such regulations made pursuant to this Article 22 which, so long as they shall be in force, shall be binding on all members.

23 INTERPRETATION

23.1 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

Signed (Andrew Kerr)

Dated 15 May 2016