
The Sustainable *Eel* Group

Governance Summary



Sustainable
Eel Group

Version 1.2, 16 September 2016

Amendments

Version No	Date	Description of Amendment
1.1	10 June 2016	4.3.1 Quorum to be majority
1.2	16 September 2016	4.8 Definition of consensus 4.9 SEG Standard System official language is English

This document is the property of the Sustainable Eel Group. It has gone through a consultation process with all interested parties and has had the advice and approval from independent and respected eel scientists and conservationists, as a sub-group of the Sustainable Eel Group.

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The Sustainable Eel Group Governance Summary

1 Introduction

- 1.1 This document summarises key elements of the statutory documents that establish The Sustainable Eel Group (SEG) as a not for profit Private Ltd Company and define its governance. These documents are:
- 001 SEG Certificate of Incorporation
 - 002 SEG Memorandum of Association
 - 003 SEG Articles of Association
- 1.2 The summary is intended to provide a ready, practical reference, to aid the understanding and operation of the Sustainable Eel Group. However, for formal interpretation the original legal documentation must be consulted and is considered definitive.
- 1.3 In addition to the statutory requirements specified in these legal documents, SEG's Articles provide for the SEG Board of Directors to develop additional 'Regulations' for SEG's governance. This document presents SEG's current Regulations, as approved by the SEG Board of Directors.

2 Legal Status

2.1 The Sustainable Eel Group (SEG) Name and Legal Status

The Sustainable Eel Development Ltd was legally registered on 17th February 2010 as a Private Limited Company in England and Wales under the 2006 Companies Act, Company No. 07159843 (see 001 SEG Certificate of Incorporation).

The Sustainable Eel Development Ltd is a not for profit body as specified in its Memorandum of Association, Section 6. It is not a registered charity, but its Directors have the power to apply for charitable status in England and elsewhere (Memorandum of Association, para 4.1). If a decision is taken by the Board to wind up the company, any assets remaining after all commitments have been settled will be given or transferred to some other charitable body or bodies with similar aims and objectives to The Sustainable Eel Development Ltd.

The Sustainable Eel Development Ltd trades as The Sustainable Eel Group (SEG), and is referred to as such in this document.

2.2 Registered Office and Mailing Address

SEG's registered office is Fishmonger Hall, London Bridge, London EC4R 9ER, England. SEG's mailing address is: Sustainable Eel Group, Fishmonger Hall, London Bridge, London EC4R 9ER, England.

2.3 Objects

SEG's Company Objects (see 002 SEG Memorandum of Association) in all cases, both within the United Kingdom and internationally, are:

- To advance public awareness and knowledge of the conservations of eels of all species, in both the freshwater and marine environments;
- To advance and promote scientific education and research in relation eels and to disseminate the same to the public;
- To advance and promote by any legitimate means public education relating to eels;
- To advance and promote measures, by public and private organisations, including governmental and intergovernmental bodies, for the conservation of eels;
- To undertake, either alone or in partnership with other organisations, any practical projects to advance and promote eel conservation;

2.4 Powers

SEG has broad powers that it may exercise in furtherance of its Objects, as laid out in its Memorandum of Association, Sections 4 and 5.

3 Statutory Governance

3.1 Members

SEG's members are all those who are admitted to membership in accordance with SEG's Articles of Association, and in accordance with any regulations as determined by the Board. Members may be individuals or organisations.

The Articles specify that members must:

- be at least 18 years old
- be in sympathy with the Company's Objects
- pay an annual subscription as determined by the Directors

Membership is granted at the Board's discretion to applicants who submit a membership form as prescribed by the Board, and subject to payment of any required subscriptions or payments.

The Board may terminate a person's membership at its discretion if the member is guilty of misconduct detrimental to or in a way that may undermine the objects of the Company, subject to due process described in the Articles, Section 3.5.

Membership also ends if a person resigns, dies, becomes bankrupt or in the case of an organisational member if the organisation is subject to any form of insolvency administration.

The Board keeps a list of members, and entry on this list is deemed to be conclusive evidence of whether any person is or is not a member.

3.2 Directors

3.2.1 General

SEG's business is overseen by its Directors.

Unless otherwise determined by ordinary resolution there should be no more than fifteen (15) Directors.

Subject to the effect of transitional provisions referred to in the Articles which were intended to establish a regular rotation of four Directors every year, Directors are expected to serve a three year term, which is renewable once only.

The Directors are elected by the Members at the Annual General Meeting (AGM). Nominations should be made to the Chairperson and supported by at least five (5) Members, to be received by the Chairperson at least thirty (30) days in advance of the AGM.

The Directors may also nominate people for election who have not otherwise been nominated, with the aim of securing representation on the Board to include:

- Five (5) directors representing commercial interests;
- Five (5) directors representing conservation interests;
- Five (5) directors representing scientific interests;
- A balanced representation of geographical interests.

A balanced representation of geographical interests is interpreted to mean that the Board aims to ensure that no more than 49% of the Board members are from any one country.

Directors are not entitled to appoint alternate Directors.

3.2.2 Delegation to Committees

The Directors may delegate any of their powers to Committees, working groups, etc, that include at least one Director together with other non-Directors, as they see fit. Such Committees, etc, must follow the requirements of the Articles as they apply to the proceedings of the Directors, so far as possible.

3.2.3 Chairs of Committees, Working Groups, Etc

The Board appoints the Chairs of working groups.

Chairs of working groups may be proposed to the Board by any SEG member.

3.2.4 Management

The Directors may delegate the day-to-day management of SEG to any person as they see fit.

3.3 Meetings of the Directors

3.3.1 Occurrence

Any Director may call a meeting of the Directors. The Directors must meet at least four times per year, including meetings by conference call or by other similar means. Notice must be given to all Directors.

3.3.2 Quorum

The Articles specify that unless otherwise determined by the Directors the quorum for Directors' meetings is two. However, the Directors have subsequently determined that the quorum for Directors' meetings shall be six (6), including at least two (2) representatives of commercial interests, two (2) representatives of conservation interests and two (2) representatives of scientific interests (see 4.3.1, below).

3.3.3 Board Chairperson

A Board Chairperson, who is not him or herself a Director, is appointed by the Directors. The Board Chairperson chairs meetings of the Directors by default, but if the Board Chairperson is not present or is unwilling to chair a meeting then the Directors may appoint a Director to chair the meeting.

3.3.4 Observers and Advisers

The Directors may invite any member or third party to attend a Board meeting as an observer or adviser, provided that they do not take part in any vote or decision taken by the Directors.

3.3.5 Decision-making

Board decisions are taken by a majority of votes of those entitled to vote.

3.3.6 Officers

At the first Board meeting after the AGM the Directors must appoint:

- A finance director
- A company secretary, who may or may not be a Director

3.3.7 Minutes

The Directors must ensure that minutes are kept, which include records of:

- The names and addresses of all members;
- The appointments of Officers made by the Directors
- The proceedings, including the names of members and Directors present at Directors' meetings, and Directors' Committee meetings.

3.4 General Meetings

3.4.1 General

The Directors may call a general meeting at any time, one of which shall be the Annual General Meeting.

At least fourteen days notice must be given in writing to all Members and Directors and to the auditors for the General Meeting, including the time and place of the meeting, and the general nature of the business to be transacted.

3.4.2 Quorum

No business can be transacted at a General Meeting unless there is a quorum. Ten (10) persons entitled to vote upon the business is a quorum. If a quorum is not present within half an hour of the appointed time for the meeting the meeting will be adjourned. If a

quorum is not present within half an hour of the appointed time for the adjourned meeting then the persons present who are entitled to vote are deemed to be a quorum.

3.4.3 Chair

The Board Chairperson chairs every General Meeting by default, but if the Chairperson is not present or is unwilling to chair a meeting then the Directors present will appoint a Director to chair the meeting.

If no Director is present and willing to chair the meeting then the Members present will choose one of their own number to chair the meeting.

3.4.4 Decision-making

Decisions at General Meetings are taken by a show of hands on a resolution that is put to a vote. The Chairperson declares whether the resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority. An entry to that effect in the minutes of the meeting is considered to be conclusive evidence of the decision, without proof of the number or proportion of the votes recorded in favour or against the resolution.

3.4.5 Votes of Members

On a show of hands, every individual Member present in person and every duly represented corporation has one vote.

Only those Members who have paid all applicable fees, subscriptions, etc are entitled to vote.

Any objections to the qualification of votes must be made at the time, and will be decided on by the Chairperson. Any vote not disallowed at the meeting will be deemed to have been valid.

3.5 Annual General Meeting

An Annual General Meeting must be held once in every calendar year.

The business conducted at all Annual General Meetings must include but is not necessarily limited to:

- The election of Directors
- The approval and adoption of accounts

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

3.6 Regulations

The Directors have the power to define Regulations as they deem appropriate for SEG's management, so long as these are not inconsistent with SEG's Articles of Association. Regulations may include:

- The determination of different classes, conditions and/or fees for membership;
- The conditions for the appointment of Directors by General Meetings;

- The procedures at General Meetings and at Committees, consistent with SEG's Articles of Association;
- All such matters as are commonly the subject of such rules.

Regulations agreed by the Directors to date are documented in the following section of this document.

4 Regulations

4.1 SEG Chair

SEG's day-to-day operations are led by SEG's Board Chairperson.

4.2 Composition of the SEG Board of Directors

A 'balanced representation of geographical interests' (see Articles para 6.12.4) is interpreted to mean that the Board aims to ensure that no more than 49% of the Board members shall be from any one country.

The current list of the SEG Board of Directors is specified in Document 006 SEG Membership List.

4.3 Board Governance

4.3.1 Quorum

No business can be transacted by the Directors unless there is a quorum. The Articles specify a default quorum of two (2) Directors (see Articles para 15.3), but the Board has subsequently specified that a quorum shall consist of a majority of the total number of Directors and that in order to demonstrate balance in its decision-making at least two (2) of the Directors participating shall be from each of SEG's three membership categories (science, conservation, commercial).

4.3.2 Decision-making

The Board shall always strive to achieve consensus in its decisions, defined as general agreement and the absence of sustained opposition. However if consensus cannot be achieved then in accordance with the Articles decisions may be taken by a majority of votes of those Directors entitled to vote.

4.4 SEG Committees, Working Groups, Etc

4.4.1 Committee Governance

SEG Committees, working groups, etc shall strive to take decisions by consensus, but if consensus cannot be achieved may take decisions as are supported by at least two thirds of the members of the committee.

4.4.2 SEG Leadership Group

The SEG Board of Directors shall establish a SEG Leadership Group to consist of:

- The SEG Chairperson
- The Leader of each of SEG's three membership categories (science, conservation, commercial)
- The Chair of the SEG Standards Panel
- The Chair of the SEG Assurance Panel

The SEG Leadership Group shall be responsible for:

- Advising the SEG Board on issues of relevance to SEG

The current membership of the SEG Leadership Group is specified in Document 006 SEG Membership List.

4.4.3 SEG Standards Panel

The SEG Board of Directors shall establish a SEG Standards Panel, to consist of at least three SEG members, of which at least one shall be from each of the three SEG Membership Categories, and up to seven (7) additional experts, at the Board's discretion.

The SEG Board shall aim to ensure that the SEG Standards Panel's membership includes members with experience and expertise in:

- Science: eel ecology, eel population studies, water quality, etc
- Conservation: wetland management, eel conservation, etc
- Commercial and Recreational Use: commercial fishing of juvenile and adult eels, recreational angling, eel ranching and/or aquaculture, trade in eel products, etc.

The SEG Board of Directors shall aim to ensure that the SEG Standards Panel's membership includes members from a broad range of countries affected by the implementation of the SEG Standard.

The SEG Standards Panel is responsible for:

- Overseeing the implementation of SEG standards development procedures;
- Drafting the SEG Standard under the direction of the SEG Chairperson and in accordance with the approved SEG Standard development procedure;
- Providing formal guidance on the interpretation of the SEG Standard as required, on an ongoing basis, in order to facilitate its implementation.

The current membership of the SEG Standards Panel is specified in Document 006 SEG Membership List.

4.4.4 SEG Assurance Panel

The SEG Board of Directors shall establish a SEG Assurance Panel, to consist of at least three SEG members, of which at least one shall be from each of the three SEG Membership Categories, and up to two (2) additional experts, at the Board's discretion.

The SEG Board shall aim to ensure that the SEG Assurance Panel's membership includes members with experience and expertise in:

- Assurance systems, procedures and standards

The SEG Assurance Panel shall be responsible for:

- Overseeing the design and implementation of SEG's assurance system.

The current membership of the SEG Assurance Panel is specified in Document 006 SEG Membership List.

4.5 SEG Membership

4.5.1 General

In accordance with SEG's Articles of Association, SEG members are required to be 'in sympathy with the Company's Objects'.

The SEG Board of Directors interprets this to mean that SEG members must subscribe to SEG's Vision of Healthy wild eel populations distributed throughout their natural range fulfilling their role in the aquatic environment and supporting sustainable use for the benefit of communities, local economies and traditions, and must support SEG's work to achieve this Vision according to their own capacity and potential.

The SEG Board of Directors may develop further guidance as to its expectations in relation to the ways that SEG members may demonstrate their support for SEG's Vision and work, and shall take this guidance into account in determining whether an individual or organisation may become or continue to be a SEG member.

The SEG Board of Directors shall appoint a Membership Secretary, responsible for overseeing the administration of the SEG membership programme.

The Membership Secretary shall be responsible for:

- Establishing a membership application process and associated application form, to include a requirement to present evidence of sympathy for the Company's Objects;
- Making recommendations to the SEG Board of Directors as to whether applicants or existing members meet SEG's membership requirements, and assigning members to a membership category (science, conservation or commercial) and country;
- Maintaining SEG's official list of members, including the assignation of each member to a membership category and country.

Membership is approved at the Board's discretion. In case of doubt as to whether an applicant or current SEG member meets SEG's membership requirements or as to their correct assignation to a SEG membership category or country the SEG Board of Directors shall make a final determination.

At present SEG does not charge a membership fee, but reserves the right to introduce such a fee in future, if the SEG Board of Directors so decides.

The current list of SEG Members, with their SEG membership category, stakeholder grouping and country affiliation, is given in Document 006 SEG Membership List.

4.5.2 SEG Membership for SEG Certificate Holders

Organisations wishing to apply for SEG certification may apply to become SEG members, but access to the SEG certification process shall not be conditional upon SEG membership, and whether an applicant is a SEG member or not shall have no bearing on the SEG certification process or decision.

4.5.3 Roles of the SEG Membership

SEG Members:

- Shall be invited to attend and participate in relevant SEG meetings;
- Shall be consulted on the development of SEG Standards, Policies, etc;
- Shall have a right to attend and participate in SEG General Meetings, including the Annual General Meeting;
- Shall have a right to propose and vote on resolutions at the SEG Annual General Meeting.

4.6 Observers

The Board may invite individuals and representatives of organisations that are not SEG members, including representatives Government Departments and Government Agencies, to participate in SEG meetings as observers. Such observers may be invited to speak at the meeting, at the discretion of the SEG Board of Directors, but shall not have any right to vote or otherwise take part in SEG decision-making.

Observers shall not be considered to be bound by any policy or position statement adopted by SEG unless they opt to do so, and their presence at SEG meetings shall not be understood to represent support from their institution for any SEG policy or position statement.

Observers may choose to apply for SEG membership if they wish to do so.

Persons who are members of Government Departments and Government Agencies may apply to become individual members of SEG in their personal capacity, and as individual members may participate fully, including voting and taking part in SEG decision-making.

4.7 SEG Country Representatives

SEG may identify individuals to represent SEG in a range of initiatives taking place at a country level in Europe. The SEG Board shall develop terms of reference to define the nature of such representation, and associated roles and responsibilities.

4.8 Consensus

The SEG Board, SEG Committees and SEG Working Groups shall strive for consensus in their decision-making, defined as general agreement and the absence of sustained opposition. Where consensus cannot be achieved alternative decision making procedures may be implemented as defined for the relevant body.

4.9 Official Language

The official language of SEG's Standard System shall be English