



Project no. 018340

Project acronym: EDIT

Project title: Toward the European Distributed Institute of Taxonomy

Instrument: Network of Excellence

Thematic Priority: Sub-Priority 1.1.6.3: "Global Change and Ecosystems"

**M3.2.4 Stability and continuity in the performance of the European Taxonomic Information Services
Part 2: Data governance and provenance: SMEBD**

Due date of component: Month 45
Actual submission date: Month 46

Start date of project: 01/03/2006

Duration: 5 years

Organisation name of lead contractor for this component: 5 UvA

Revision 1

Project co-funded by the European Commission within the Sixth Framework Programme (2002-2006)		
Dissemination Level ("X" in the relevant box)		
PU	Public	
PP	Restricted to other programme participants (including the Commission Services)	
RE	Restricted to a group specified by the consortium (including the Commission Services)	X
CO	Confidential, only for members of the consortium (including the Commission Services)	

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What is the Society for the Management of Electronic Biodiversity Data (SMEBD)?

Introduction

SMEBD was established on 11th February 2000 to hold the copyright and Intellectual Property Rights of the European Register of Marine Species (ERMS)¹. ERMS is an online inventory of all marine species in Europe and was created by about 170 people and 22 organisations from 18 countries as part of a contract funded by the European Commission (Costello 2000). Subsequent similar projects included Fauna Europaea², Euro+Med PlantBase³, Register of Antarctic Marine Species⁴, and World Register of Marine Species (WoRMS)⁵. These projects have also vested their IPR in SMEBD. Thus, SMEBD owns the copyright of these databases content on behalf of the scientists that created it.

SMEBD was legally incorporated in Ireland and has been subject to the full audit procedures under Irish law. Because it is a public company, the independent annual audit includes a review of governance procedures and management as well as financial matters. SMEBD is a full partner in two recent contracts funded by the European Commission, namely EDIT (European Distributed Institute in Taxonomy) and PESI (Pan European Species directories Infrastructure). The SMEBD constitution, audit reports, and reports of its meetings are publicly available at its website www.smebd.eu.

SMEBD has a Memorandum of Understanding with the Consortium of European Taxonomic Facilities (CETAF)⁶, is an Associate Member of the Global Biodiversity Information Facility (GBIF)⁷, and has agreements with the Encyclopedia of Life (EoL)⁸ and Species 2000⁹ regarding their use of some of the SMEBD databases. SMEBD has a unique position in science in being a legally incorporated scientific society with individual membership and a special role in managing biodiversity databases. IT thus represents the interests of individual scientists who are involved in creating online biodiversity databases to the user community, including other websites.

Membership and Council

SMEBD membership is only open to individuals who have contributed to databases for which SMEBD is responsible. Members earn a lifetime membership (without membership fees) by contributing to one of the SMEBD databases. Members elect the Council and the Council establishes committees to manage its databases. These committees appoint the host institution for their database(s), invite new experts to contribute to the databases, and

1 <http://www.marbef.org/data/erms.php>

2 <http://www.faunaeur.org>

3 <http://www.emplantbase.org>

4 <http://www.scarmarbin.be>

5 <http://www.marinespecies.org>

6 <http://www.cetaf.org>

7 <http://www.gbif.org>

8 <http://www.eol.org>

9 <http://www.sp2000.org>

approve who may have access to copies of the database. There are almost 700 members, of whom over 500 are still actively involved in maintaining the content of the databases.

The main advantage of scientists joining SMEBD is that their peers take a collective responsibility for ensuring that their efforts in publishing an online database will be supported now and when they retire. There are also benefits in closer engagement with like-minded scientists and institutions so as to be aware of the development of the state-of-the-art, and taking advantage of technical and funding opportunities.

SMEBD members, and Council members in particular, are expected to

- Promote the use of SMEBD databases to potential users (scientists, students, etc.);
- Lead funding applications that aid development of SMEBD databases and wider aims;
- Include resources for developing SMEBD databases content and infrastructure in funding applications that others may lead;
- Identify and rescue databases that are in danger of being lost due to lack of institutional support or retirement of scientists (SMEBD has been successful in finding more suitable host institutions for several databases to date);
- Identifying gaps in biodiversity databases and how these can be filled;
- Increase accessibility to scientifically authoritative biodiversity data and information through open-access online databases through (a) their own personal efforts, and (b) by suggesting new members (database editors) who can contribute to existing SMEBD databases, or include existing databases under SMEBD stewardship;

The present Council members and their project affiliations are:

Chair: Mark J. Costello (ERMS, MarBEF, OBIS, PESI, EDIT)

Vice-chair: Wouter Los (Fauna Europaea, LifeWatch, GBIF)

Secretary: Ward Appeltans (MarBEF, OBIS, WoRMS, ERMS, PESI)

Treasurer: Yde de Jong (Fauna Europaea, PESI, EDIT, GBIF)

Members:

Thierry Bourgoïn (Fauna Europaea, PESI, Species 2000, CETAF)

Wieslaw Bogdanowicz (Fauna Europaea, PESI, EDIT)

Geoff Boxshall (MarBEF, ERMS)

Hendrik Segers (Fauna Europaea, ERMS, PESI, FADA, BioFresh)

Christos Arvanitidis (MedOBIS, MarBEF, ERMS, PESI)

Michael Guiry (ERMS, AlgaeBase, WoRMS, PESI)

Erik van Nieuwerkerken (Fauna Europaea, PESI)

Philippe Bouchet (ERMS, Fauna Europaea, WoRMS)

Walter Berendsohn (Euro+Med PlantBase, PESI, EDIT)

Thomas Pape (PESI, EDIT)

Paul Kirk (Index Fungorum, PESI)

More information on SMEBD organisation and activities is available at its website www.smebd.eu.

Reference

Costello, M.J. 2000. Developing species information systems: the European Register of Marine Species. *Oceanography* 13 (3), 48-55.

Configuration History			
Version No.	Date	Changes made	Author
0.9	21 December 2009	First draft for circulation within EDIT WP2 and PESI WP2	Mark Costello
1.0	12 January 2010	Submission of first version	Yde de Jong
1.1	26 January 2010	Minor revision including the addition of appendices	YdJ & MC

COMPANIES ACTS OF IRELAND, 1963 TO 1999

Company limited by guarantee and not having a share capital

MEMORANDUM OF ASSOCIATION of

Society for management of European biodiversity data limited

1. The name of the Company is **Society for management of European biodiversity data limited**.
2. The main objects for which the Company is established are:
 - (a) To act on behalf of its members to manage European biodiversity data, including the European Register of Marine Species.
 - (b) To provide a legal basis for the protection of the Members' contributed data.
 - (c) To facilitate communication and interaction between persons interested in biodiversity and its application to environmental management.
 - (d) To promote the publication and dissemination of information related to biodiversity.
 - (e) To facilitate access to specialist knowledge and scientific opinion on biodiversity.
 - (f) To raise funds to further the aims of the Society.
3. In furtherance of the above main objectives the Company may also have the following powers:
 - (a) To acquire and or carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which may seem calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
 - (b) To procure the company to be registered or recognised in any place outside Ireland.
 - (c) To do all such things as are incidental or conducive to the attainment of the above main objects.
 - (d) To take over from existing trustees and hold either alone or jointly, all or any existing charitable or benevolent funds, investments and burses established for or used in connection with these objects or objectives for the community or social services or allied undertakings.
 - (e) To pay or remunerate any person, firm or company for rendering services for and on behalf of this company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this company.
4. It is hereby declared that in the construction of this Clause the word "Company", except where used in reference to this company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

WINDING UP

5. If upon the winding up or dissolution of the company there remains, after the satisfaction of all 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 to some other charitable institution or institutions having main objects similar to the main objects of the company and which shall prohibit the distribution of its or their income and property among its or their members of any extent at least as great as is imposed on the company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

INCOME AND PROPERTY

6. The income and property of the company, whencesoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.
7. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant to the company, or to any member of the company, in return for any services actually rendered to the company, nor prevent the payment of interest at a rate not exceeding

five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the company; but so that no director of the company shall be appointed to any salaried office of the company or any office of the company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the company to any director, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company: provided that the provision last aforesaid shall not apply to any payment to any company of which a director may be a member, and in which such a member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits (s)he may receive in respect of any such payment.

ADDITIONS, ALTERATIONS OR AMENDMENTS

8. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
9. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
10. Provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if any object of the company would make it a Trade Union.
11. The liability of the members is limited.
12. Every member of the company undertakes to contribute to the assets of the company, in the event of the same being wound up while (s)he is a member or within one year after (s)he ceases being a member, for payment of the debts and liabilities of the company contracted before (s)he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding two Euro.

We, the persons whose names and addresses are subscribed wish to be formed into a Company pursuant of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

NAME	HOME ADDRESS	OCCUPATION	SIGNATURE
Mark J. Costello	41 Aranleigh Court, Dublin 14, Ireland	Environmental Scientist	
Chris Emblow	1 Cremore Apt., Temple Park, Richmond Avenue South, Dartry, Dublin 6, Ireland	Marine Ecologist	
Denise Bellan-Santini	Clio D, Parc Berger, Avenue Campagne Berger, 13009 Marseille, France	Director of Research	
Gérard Bellan	Clio D, Parc Berger, Avenue Campagne Berger, 13009 Marseille, France	Director of Research	
Frank Ainley Bisby	22 Branksome Court, Prospect Street, Reading, RG1 7XR, UK	University Professor	
Anno Faubel	Feldstr. 6, D-25421 Pinneberg	University Lecturer	
Philippe Bouchet	4 Rue de la Chartreuse, 91510 Lardy, France	Professor	
Richard White	1 Cottage Mews, Fordingbridge, Hampshire, SP6 1RJ, UK	University Lecturer	
Ioannis Karakassis	8 Mystra Str., Heraklion, Crete, 71305 Greece	Research Scientist	
David Connor	3 The Maltings, Godmanchester, Cambs, PE18 8JR, UK	Marine Ecologist	
Anastasios Legakis	65, Ethnikis Antistaseos Ave., GR-15231 Halandri, Athens, Greece	University Professor	
Jon-Arne Sneli	BRYNS VEI 6, N-7018 Trondheim, Norway	Associate Professor	
Marian Ramos	c/Lombia, 7, 28009-Madrid, Spain	Research Scientist	
Michael Turkey	Kohlseeweg 5, 63303 Dreieich, Germany	Research Scientist	
Eleanor Landy	Bogey 2, Queensboro, Baltray, Drogheda, Co. Louth, Ireland	Research Scientist	

Dated the day of 11 February 2000

WITNESS TO THE ABOVE: SIGNATURES:

.....

COMPANIES ACTS OF IRELAND, 1963 TO 1999

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION

of

Society for management of European biodiversity data limited

The regulations contained in or incorporated in table C in the First Schedule to the Companies Acts 1963 to 1999 (hereinafter called "Table C") shall apply to the Company and together with the Regulations hereinafter contained shall constitute the Regulations of the Company save in so far as they are hereby varied or excluded.

1. In these Articles
 - (a) The "Act", means the Companies Acts, 1963 to 1999.
 - (b) The "Directors" means the members of the Council of the Company by whatever name called.
 - (c) The "Secretary" means any person appointed to perform the duties of the secretary of the Company.
 - (d) The "Seal" means the Common Seal of the Company.
 - (e) The "Office" means the registered office for the time being of the Company.
 - (f) The "company" means the Society for management of European biodiversity data limited.
 - (g) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.
 - (h) Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. For the purpose of Registration the number of the members of the Company is declared unlimited.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company. Membership will be open to persons who have contributed to biodiversity data sets managed by the Society as approved by Council. Such members do not have to pay a membership fee. Payment of a financial subscription will be on a voluntary basis and open to members and other persons and organisations subject to approval by Council.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.
 - (a) Members shall be entitled to be notified of and granted access to all meetings of the Society, but only by the invitation of the Council to Council Meetings, or by the invitation of a Committee to Committee Meetings.
 - (b) Members shall be entitled to submit articles and letters for consideration for publication in any publications of the Society.
 - (c) Members shall be entitled to attend and vote at all meetings of the Society, other than Council and Committee Meetings.
 - (d) Membership will not entitle any person or organisation to receive any money from the Society.
 - (e) Members will be entitled to access to the society's data, and copies of the society's publications, at a reduced cost determined by the Council.
5. Membership of the company shall cease:
 - (a) On the member's death.
 - (b) If the member resigned by notice in writing to the Secretary at the Registered Office.
 - (c) If the Council resolves that he has ceased to be a member and notice in writing of such decision is given to him or sent to his last known address.

GENERAL MEETINGS

6. The company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it provided that every Annual General Meeting except the first shall be held not more than 15 months after the holding of the last preceding Annual General Meeting and that so long as the Company holds its first Annual General Meeting within 18 months of the date of incorporation, it need not hold it in the year of its incorporation.
7. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
8. The Council may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such

requisitionists as provided by section 132 of the Act. If at any time there are not sufficient members of the Council capable of acting to form a quorum any Council member or any three members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

9. In case of an extraordinary general meeting called in pursuance of a requisition no business other than that stated in the requisition as the object of the meeting shall be transacted.
10. Thirty days notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and 30 days notice in writing at least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day of which it is given). This notice will specify the place and the hour of the meeting, and in the case of special business, the general nature of that business. This shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the present articles or under the Act entitled to receive such Notices from the Company.
11. Accidental omission to give notice of a meeting to, or the non receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any Resolution passed, or proceeding adopted at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed to be special that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting shall also be deemed to be special, with the exception of the consideration of the Income and Expenditure Account and Balance Sheet, the Reports of the Council and the Auditors, the election of members of the Council and the appointment of, and the fixing of the remuneration of the Auditors.
13. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present shall constitute a quorum.
14. If, within half an hour from the time appointed for the holding of a general -meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall constitute a quorum.
15. The Chairperson, if any, of the Council shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, or if (s)he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Council members present shall elect one of their number to be Chairperson of the meeting. But if no Council member is willing to act as Chairperson or if no Council member is present within fifteen minutes after the time appointed for holding of the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
16. The Chairperson may, with the consent of any meeting at which a quorum is present and he 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 an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at the adjourned meeting.
17. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or on the declaration of the result of the show of hands demanded by:
 - (a) the Chairperson or
 - (b) by at least three members present in person or by proxy, or
 - (c) by a member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting.Unless a poll be so demanded, a declaration by the Chairperson at the meeting 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 Minute Book 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 that resolution. The demand for a poll may be withdrawn.
18. Subject to the provisions of "Article 21 " if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was deemed.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

- 20. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 21. A resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES OF MEMBERS

- 22. Subject as hereinafter provided, every member shall have one vote.
- 23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.
- 24. 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
- 25. Votes may be given either personally or by proxy.
- 26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
- 27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a naturally certified copy of that power or authority shall be deposited at the Registered Office, or, at such other place within the state as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default, the instrument of proxy shall not be treated as valid.
- 28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

Society for management of European biodiversity data limited

I.....ofbeing a member of the above named Company hereby appointsor failing her/himas my proxy to vote for me on my behalf at the (annual, or extraordinary, as the case maybe) general meeting of the company to be held on theday of [month] 20..... and at any adjournment thereof.
 As Witness my hand thisday of [month] 20.....

This form is used in favour of / against * the resolution. [* Strike out whichever is not desired]

Unless otherwise instructed, the proxy will vote as he thinks fit.

- 29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

- 30. Any body corporate which is a member of the Company may by resolution of its directors or other Body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the Body Corporate which (s)he represents as that Body Corporate could exercise if it were an individual member of the Company.

COUNCIL

- 31. The first Council shall be appointed by the Subscribers to the Memorandum of Association and they shall hold office until the first Annual General Meeting of the Company at which they shall retire but shall be eligible for re-election.
 - (a) The term of office of Council members shall be two years and members shall be eligible for immediate re-election. An officer of Council may not hold that position for more than two terms of office but may remain on Council.
 - (b) All nominations for election shall be in writing signed by two members of the Society with the written consent of the candidate to serve if elected. Nominations for election to the Council shall

- be given to the Secretary at or before the Annual General Meeting.
- (c) All appointments to Council will be on an individual basis. The representation of organisations, countries, sexes and other categories is the responsibility of the members to provide nominees and elect them.
32. The Council shall be made up of not less than five, including five officers, and not more than fifteen members. The officers of the company shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer (or Joint Treasurers) and Editor plus additional officers as the Council members shall decide upon. The members at the first Annual General Meeting and each subsequent Annual General Meeting shall elect members to the Council as vacancies arise.
- (a) The Council will be responsible for the management of the Society's data, materials and products. It will act with due care in the release of information with regard to any prior agreements with contributors of data and the types of use such information may be subject to.
- (b) The duties of the Chairperson shall be: (i) to chair meetings of the Council and all General Meetings; (ii) to lead new initiatives of, and to guide and promote the activities of, the Society; and (iii) to represent the Society.
- (c) The duties of the Vice-chairperson shall be those of the Chairperson in his or her absence, and to manage the regular affairs of the Society as agreed by the Chairperson.
- (d) The duties of the Secretary shall be to maintain minutes and other records of the Society, and to carry out other secretarial duties as requested by the Council.
- (e) The duties of the Treasurer shall be to manage the finances of the Society, and to keep membership records.
- (f) The duties of the Editor shall be to manage the publications of the Society as requested by Council.
33. The business of the Company shall be managed by the Council who may pay all expenses incurred in promoting and registering the, Company, and exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in a general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that direction had not been given.
34. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairperson shall have a further or casting vote. Two Council members may, and the Secretary shall, on the requisition of two Council members summon a meeting of the Council.
35. The Council may from time to time make, vary and repeal Bye Laws for the regulation of the affairs of the Company and the conduct of its officers, servants and members and such Bye Laws may prescribe the subscription to be paid by members and associates and the privileges to be enjoyed by any class of member provided that no Bye Law shall be made which is inconsistent with the provisions of the Companies Acts or the Memorandum & Articles of Association for the time being of the Association or which would amount to such an addition to or alteration of these articles as could legally only be made by Special Resolution passed and confirmed in accordance with the Companies Act 1963 to 1990.
36. The Council may delegate any of its powers to Committees consisting of such member or members of the Council as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any Regulations made by the Council.
37. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be four.
38. The continuing Council may act notwithstanding any vacancy in their body, but if and so long as their number is below the number fixed by the Regulations of the Association as the necessary quorum of the members of the Council the continuing members of the Council may act for the purpose of summoning a General Meeting of the Association but for no other purpose.
39. All acts done by any meeting of the Council or by any person acting as a member of the Council or any Sub-Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Council was disqualified, be as valid as if every such person had been duly appointed.
40. The Council may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretion's (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for

the protection and convenience of persons dealing with such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorises and discretion vested in him.

41. 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, by such person or persons and in such manner as the Council shall from time to time by resolution determine.
42. The Council may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.
43. The Council shall cause proper Minutes to be kept of all appointments of officers made by the Council, and of the proceedings of all meetings of the company, and of the Council and of Committees of the Council and all business transacted at such meetings. Any such Minutes of any meetings if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.
44. A resolution in writing signed by all the members for the time being of the Council or any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.
45. The Council may at any time appoint any person to be a member of the Council but only to fill a casual vacancy and provided that the prescribed maximum is not thereby exceeded. Any member so appointed shall retain his office only until the next Annual general Meeting but shall be eligible for re-election.
46. Any person, whether a member of the company or not shall be eligible to hold office as a member of the Council or as Secretary of the company.

DISQUALIFICATION OF MEMBERS OF COUNCIL

47. The office of a member of the Council shall be vacated if such member:
 - (a) Holds any office or place of profit under the Company;
 - (b) Is adjudged a bankrupt or make any arrangement or composition with his creditors generally or;
 - (c) becomes prohibited from being a member of the Council by reason of any order made under section 184 of the Act or;
 - (d) becomes of unsound mind or;
 - (e) resigned his office, by notice in writing to the Company or;
 - (f) Is convicted of an indictable offence unless the members of the Council otherwise determine.

THE SECRETARY

48. The Secretary shall be appointed by the Council of the Company.

THE SEAL

49. The seal of the Company shall not be affixed to any instrument except by the Authority of a resolution of the Council and in the presence of a member of the Council and the Secretary, or in the absence of the Secretary by such other person as shall be appointed for the purpose by the Council. The said members and the Secretary or other person as aforesaid shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of the purchaser or person bona fide dealing with the Company. Such signatures shall be conclusive evidence of the fact the Seal has been properly affixed.

AUDIT

50. Auditors shall be appointed and their duties regulated in accordance with Section 160 and 163 of the Act; members of the Council being treated as the Directors mentioned in those Sections; the members of the Company being treated as the shareholders mentioned therein.

NOTICES

51. A Notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter, addressed to such a member at his address as appearing in the Register of Members.
52. Any member described in the Register of Members by an address not within the Republic of Ireland who shall from time to time give the Company an address within the Republic of Ireland at which Notices may be served upon him, shall be entitled to have Notices served upon him at such address.
53. Any Notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such services, it shall be sufficient to prove that the - letter containing the Notice was properly addressed and put into the Post Office as a prepaid letter.

DISSOLUTION

54. Clause 9 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

NAME	HOME ADDRESS	OCCUPATION	SIGNATURE
Mark J. Costello	41 Aranleigh Court, Dublin 14, Ireland	Environmental Scientist	
Chris Emblow	1 Cremore Apt., Temple Park, Richmond Avenue South, Dartry, Dublin 6, Ireland	Marine Ecologist	
Denise Bellan-Santini	Clio D, Parc Berger, Avenue Campagne Berger, 13009 Marseille, France	Director of Research	
G�rard Bellan	Clio D, Parc Berger, Avenue Campagne Berger, 13009 Marseille, France	Director of Research	
Frank Ainley Bisby	22 Branksome Court, Prospect Street, Reading, RG1 7XR, UK	University Professor	
Anno Faubel	Feldstr. 6, D-25421 Pinneberg	University Lecturer	
Philippe Bouchet	4 Rue de la Chartreuse, 91510 Lardy, France	Professor	
Richard White	1 Cottage Mews, Fordingbridge, Hampshire, SP6 1RJ, UK	University Lecturer	
Ioannis Karakassis	8 Mystra Str., Heraklion, Crete, 71305 Greece	Research Scientist	
David Connor	3 The Maltings, Godmanchester, Cambs, PE18 8JR, UK.	Marine Ecologist	
Anastasios Legakis	65, Ethnikis Antistaseos Ave., GR-15231 Halandri, Athens, Greece	University Professor	
Jon-Arne Sneli	BRYNS VEI 6, N-7018 Trondheim, Norway	Associate Professor	
Marian Ramos	c/Lombia, 7, 28009-Madrid, Spain	Research Scientist	
Michael Turkey	Kohlseeweg 5, 63303 Dreieich, Germany	Research Scientist	
Eleanor Landy	Bogey 2, Queensboro, Baltray, Drogheda, Co. Louth, Ireland	Research Scientist	

Dated the day of 11 February 2000

WITNESS TO THE ABOVE: SIGNATURES:

Society for the Management of Electronic Biodiversity Data

STANDARD AGREEMENT WITH A CONTRIBUTOR

AGREEMENT WITH:

This document establishes the basis on which data and/or intellectual property is provided to databases for which the Society for the Management of Electronic Biodiversity Data (SMEBD) takes responsibility. Such databases may be defined geographically, taxonomically, or by other themes. By contributing to such databases you will be benefiting the scientific community in general by assisting the production of good quality information of use to scientists, regulators, students and society. All contributors to the databases are life-members of SMEBD (www.smebd.eu)*. SMEBD owns, and authorises dissemination and revisions of its databases, and nominates the database host institutions. It is legally incorporated in Ireland as a limited company with no shareholders. Should SMEBD be wound up members financial liability is limited to €2 Signatories to these Agreements with Contributors become members of SMEBD and thus have a say in the management of the databases by electing its Council. The Council establishes committees for the management of the databases.

The contributor hereby

1. agrees to voluntarily provide data, information, opinion, or other expert assistance to the database,
2. retains the right to use and publish any data and intellectual property created by the contributor,
3. authorises the project to store, compile, modify, and disseminate data provided and derived by any means (e.g. electronic, World Wide Web, book),
4. recognises that products of the database are the copyright of SMEBD.

SMEBD hereby agrees to

1. make the database publicly accessible online,
2. acknowledge the contribution of the contributor in such publication and derivatives of it,
3. provide the contributor with a copy of such publications,
4. record that the contributor is a member of the SMEBD and as such involve them in the affairs of the SMEBD, including the right to elect individuals to the SMEBD governing Council.

The agreement shall remain in force until either party notifies the other in writing that it wishes to discontinue it. Such notification would not be retrospective. This agreement will come into force when the contributor has provided data or other documented expertise or assistance to the database.

Authorised signature on behalf
of SMEBD

Authorised signature on behalf
of the Contributor named above



* Formerly known as the Society for the Management of European Biodiversity Data



CETAF
Consortium of European Taxonomic Facilities
MUSEO NACIONAL DE CIENCIAS NATURALES
CONSEJO SUPERIOR DE INVESTIGACIONES
CIENTÍFICAS (CSIC)
C/ José Gutierrez Abascal, 2
28006 – MADRID
SPAIN

CETAF expresses its support for European Directories of Species Names.

The Consortium of European Taxonomic Facilities (CETAF) made in its meeting of 23 May 2004 in Warsaw the following decision.

Considering that:

- the European taxonomic databases (or the successors of) ERMS, Euro+Med PlantBase and Fauna Europaea, are expected to take care of maintaining and updating the authoritative databases of European species names,
- these database services depend on the efforts of qualified taxonomic specialists,
- many of these taxonomic specialists are employed in the member institutes of CETAF,
- the taxonomic community, and as such also CETAF, feels a strong responsibility for the specialist input in these database services.

Concluding that:

- CETAF is supportive to the objectives of the cooperating European taxonomic databases,
- taxonomic specialist contributions to these European taxonomic databases should be considered as institutional tasks,
- CETAF is willing to provide guidance to the operations and further development of EuroSpecies.

Strongly recommends that:

1. the employees in its member institutes, if they are invited to act as selected taxonomic specialists for European taxonomic databases, are allowed to perform this scientific work as part of their institutional tasks on the basis of
 - a. the normal project decision structure of the institute,
 - b. a policy to give proper credit and citation of the taxonomic specialist contributions (as established in the procedures of the database services).
2. representatives of CETAF are willing and prepared to serve in committees or other collaborative bodies that will oversee the further development of European taxonomic database services.

CETAF (<http://www.cetaf.org/>) was established in 1996 by the directors of the Naturhistorisches Museum, Vienna; Institut Royal des Sciences Naturelles de Belgique, Brussels; National Botanic garden, Meise; Royal Museum for Central Africa, Tervuren; National Museum for Natural History, Prague; Natural History Museum of Denmark, Copenhagen; Musée National d'Histoire Naturelle, Paris; Botanischer Garten und Botanischer Museum, Berlin-Dahlem; Forschungsinstitut Senckenberg, Frankfurt; Museum für Naturkunde, Berlin; Staatliches Museum für Naturkunde, Stuttgart; Staatliche Naturwissenschaftliche Sammlungen Bayerns, München; Hungarian Natural History Museum, Budapest; Museo Civico di Storia Naturale, Milan; Centraalbureau voor Schimmelcultures, Utrecht; National Museum of Natural History Naturalis, Leiden; National Herbarium Netherlands, Leiden; Zoological Museum Amsterdam; Museum and Institute for Zoology PAN, Warsaw; Museo Nacional de Ciencias Naturales, Madrid; Real Jardín Botánico, Madrid; Naturhistoriska Riksmuseet, Stockholm; Royal Botanic Gardens, Edinburgh; Royal Botanic Gardens, Kew; The Natural History Museum, London.

Background information

Present status of the three taxonomic checklist projects

The European Commission has subsidized three related projects with the objective to build digital checklists.

- The European Register of Marine Species (FP4) ended in 2000
- Euro+Med PlantBase (FP5) ended in 2003
- Fauna Europaea (FP5) will finish in 2004.

The scope of the projects is not similar, as result of different histories and species numbers.

Comparison of EU funded projects			
	<u>Fauna Europaea</u>	<u>ERMS</u>	<u>Euro+Med PlantBase</u>
Taxa or name based	name based	name based	taxon based
Species names	•	•	•
Actual number of species	119044	31810	36898
Estimated number of species	130322	32000	36898
Number of names	± 300000	65724	64932
Intraspecific taxa	subspecies	subspecies	subspecies, varieties, forms
Synonyms	•	•	•
Systematic position (family)	•	•	•
References	•	-	•
Distribution (level)	•	◦	•
Level	country	Atlantic-Mediterranean	country & GIS
Occurrence details	-	-	•
Karyology	-	-	•
Conservation status	-	-	•
Growth form	-	-	◦
Ecology	-	-	◦
Phenology	-	-	◦
Common names	-	-	-
Collection information	-	-	-
Identification bibliography	-	•	•
Experts	•	•	•

The projects have in common that they all strive to deliver authoritative lists for a variety of different users groups. As such, much effort was invested in working together with recognized specialists. This authority status of the databases is also the real asset of the projects.

Relation with Species-2000 and GBIF

The three projects are partner in the EuroCAT (Species-2000 Europe) project. This project started in January 2004, and one of its objective is to build a so-called EuroHub to allow for an integrated access to the three interlinked databases. The three database organisations are becoming members of the Species-2000 organisation.

GBIF entered into an agreement with the Consortium Catalogue of Life (consisting of Species-2000, ITIS and other cooperating initiatives) in order to offer GBIF integrated access to a validated names service.

Summarizing, the respective roles are as follows.

- The ERMS, Euro+Med PlantBase and Fauna Europaea projects take care of maintaining and updating the authoritative databased authoritative indices of European species names (= contents).
- The “EuroHub” provides integrated access to the ERMS, Euro+Med PlantBase and Fauna Europaea databases.
- The Consortium Catalogue of Life offers combined access to the Global Species Databases, and Regional Species Databases (including the EuroHub)
- GBIF applies the service of the Consortium in its information architecture, together with other information categories such as specimen data.

ENBI, the European Network for Biodiversity Information, is a network of European projects in biodiversity information and of GBIF-nodes in Europe.

The role of CETAF

Continued involvement of the contributing taxonomic specialist.

The start of ERMS, Euro+Med PlantBase and Fauna Europaea required data collation and data entry in a relatively short period for almost all described European species. After this initial effort, the maintenance and updating of the data sets has to be continued. The status of these databases as authoritative directories depends strongly on the professional involvement of the specialists. This will be facilitated if the institutions, in which the contributing specialists are based, would agree with the activities of these specialists to continue with updating and expansion of the species databases. Since quite a number of these specialists are employed in the member institutes of CETAF, this consortium wants to express its responsibility for the maintenance and updating of the three European taxonomic databases with the recommendation that employees in its member organisations, acting as selected specialists for these database services, should be allowed to perform scientific checklist work in institutional time. Other institutes are suggested to also follow this recommendation.

Involvement of CETAF in the operations of the database organisations.

Three major categories of stakeholders should be involved in decision making about the further development and integration of the European database services.

1. The taxonomic specialists.

As a spin-off of the ERMS project has been established the “Society for the Management of European Biodiversity Data”. This society organises the contributing specialists and represents their intellectual property rights. Fauna Europaea started to negotiate a position for its contributing specialists in this Society.

2. The institutional basis

The majority of specialists contributing to the European taxonomic databases is employed in academic institutions (including museums and herbariums), or have a guest status in these institutes. CETAF covers with its member organisations the institutional basis of a large part of the contributing specialists. As such, CETAF has expressed before its interest in the continuity of the European taxonomic databases.

3. The financing body of the database services.

Continuity of the database services also depends on the (European) agency or agencies with an interest to financially maintain these services.

It may be considered that the “Society for the Management of European Biodiversity Data” (organising the specialists involvement), and CETAF (the only existing European organisation organising the larger taxonomic facilities), together assist in funding negotiations, by

- representation of the ‘resources’ with respect to the taxonomic specialists (united in the ‘Society), and the institutional basis (strongly constituted by CETAF).
- definition of the conditions for the selection and functions of the hosting institute(s) of the database services (if present hosting institutes cannot continue to do so).
- serving as the advisory body for the hosting institute(s).
- establishment of supporting advisory bodies, amongst which on
 - taxonomy
 - end-users
 - editorial committee

CETAF did express its willingness to serve in such committees or other collaborative bodies.

CETAF (Consortium of European Taxonomic Facilities)
Euro+Med Plantbase
ENBI (European Network for Biodiversity Information)
ERMS (European Register of Marine Species)
Fauna Europaea
GBIF (Global Biodiversity Information Facility)
Species-2000 Europe

<http://www.cetaf.org/>
<http://www.euromed.org.uk/>
<http://www.enbi.info/>
<http://erms.biol.soton.ac.uk/>
<http://www.faunaeur.org>
<http://www.gbif.org> and <http://www.gbif.net>
<http://sp2000europa.org>



**SOCIETY FOR MANAGEMENT OF
ELECTRONIC BIODIVERSITY DATA LIMITED**

(A Company Limited by Guarantee)

FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2009

Certified to be a true copy of the original

Secretary _____

Director _____

Dated :

SOCIETY FOR MANAGEMENT OF ELECTRONIC BIODIVERSITY DATA LIMITED

FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 2009



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**SOCIETY FOR MANAGEMENT OF ELECTRONIC BIODIVERSITY DATA
LIMITED**



Council Members and Other Information

CHAIRPERSON : Dr. Mark J. Costello

VICE-CHAIRPERSON : Dr. Wouter Los

SECRETARY : Mr. Ward Appeltans

TREASURER : Dr. Yde de Jong

COUNCIL MEMBERS : Dr. Thierry Bourgoïn
Dr. Wieslaw Bogdanowicz
Dr. Geoff Boxshall
Dr. Hendrik Segers
Dr. Christos Arvantidis
Dr. Michael Guiry
Dr. Erik van Nieukerken
Dr. Philippe Bouchet
Dr. Walter Berendsohn
Dr. Thomas Pape
Dr. Paul Kirk

HEAD OFFICE: Apex House
Greenmount Industrial Estate
Harold's Cross Road
Dublin 12.

REGISTERED OFFICE: 25 Suffolk Street
Dublin 2.

REGISTERED AUDITORS: FFA
Chartered Accountants
25 Suffolk Street
Dublin 2.

COMPANY REGISTERED NUMBER: 330989

(A company incorporated in the Republic of Ireland as a company limited by guarantee and not having a share capital)

**SOCIETY FOR MANAGEMENT OF ELECTRONIC BIODIVERSITY DATA
LIMITED**

Report of the Council



The Council members submit herewith their report together with the audited financial statements for the year ended 30th June 2009.

PRINCIPAL ACTIVITIES, REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENT

The Company is a company limited by guarantee and not having a share capital.

The Company is incorporated in the Republic of Ireland.

The Company changed its name to Society for Management of Electronic Biodiversity Data Limited on the 15th October 2008.

The main objects for which the Company is established are:-

- (a) To act on behalf of its members to manage European biodiversity data, including the European Register of Marine Species.
- (b) To provide a legal basis for the protection of the Members' contributed data.
- (c) To facilitate communication and interaction between persons interested in biodiversity and its application to environmental management.
- (d) To promote the publication and dissemination of information related to biodiversity.
- (e) To facilitate access to specialist knowledge and scientific opinion on biodiversity.
- (f) To raise funds to further the aims of the Society.
- (g) To archive electronic biodiversity data and facilitate 'added value' by being combined and linked with other data.

The company secured a significant contract from the EU on 1st May 2008. This contract will run for 3 years.

Membership will be open to persons who have contributed to biodiversity data sets managed by the Society as approved by Council. Such members do not have to pay a membership fee. Payment of a financial subscription will be on a voluntary basis and open to members and other persons and organisations subject to approval by Council.

RESULTS FOR THE YEAR ENDED 30TH JUNE 2009

The statement of financial activities and balance sheet for the year ended 30th June 2009 are set out on pages 8 and 9.

PRINCIPAL RISKS AND UNCERTAINTIES

The key risks and uncertainties facing the future development of the company include the ability of the company to continue to achieve its objectives and to develop its membership. The Council has developed a range of strategies to address these and other risks faced by the company.

EVENTS SINCE THE BALANCE SHEET DATE.

There have been no significant events affecting the Company since the Balance Sheet date.

POLITICAL DONATIONS

The company did not make any political donations during the year.



Report of the Council

BOOKS OF ACCOUNT

The measures which the Council have taken to ensure that proper books of account are kept are the adoption of suitable policies for recording transactions, assets and liabilities, in particular for distinguishing between unrestricted and restricted funds, use of appropriately qualified persons and the use of computer and documentary systems. The company's books of account are maintained at Apex House, Greenmount Industrial Estate, Harold's Cross Road, Dublin 12.

COUNCIL MEMBERS.

Unless otherwise indicated the following served as members of the Council for the entire year:

- Dr. Mark J. Costello
- Christopher Emblow (resigned on the 05/02/09)
- Anne O'Leary (resigned on the 05/02/09)
- Dr. Wouter Los (appointed on the 05/02/09 as vice chairperson)
- Mr. Ward Appeltans (appointed on the 05/02/09 as secretary)
- Dr. Yde de Jong (appointed on the 05/02/09 as treasurer)
- Dr. Thierry Bourgoïn (appointed on the 05/02/09 as council member)
- Dr. Wieslaw Bogdanowicz (appointed on the 05/02/09 as council member)
- Dr. Geoff Boxshall (appointed on the 05/02/09 as council member)
- Dr. Hendrik Segers (appointed on the 05/02/09 as council member)
- Dr. Christos Arvantidis (appointed on the 05/02/09 as council member)
- Dr. Michael Guiry (appointed on the 05/02/09 as council member)
- Dr. Erik van Nieuwerkerken (appointed on the 05/02/09 as council member)
- Dr. Philippe Bouchet (appointed on the 05/02/09 as council member)
- Dr. Walter Berendsohn (appointed on the 05/02/09 as council member)
- Dr. Thomas Pape (appointed on the 05/02/09 as council member)
- Dr. Paul Kirk (appointed on the 05/02/09 as council member)

In accordance with the Articles of Association a members of Council must retire after 2 years and being eligible may offer themselves for re-election. An officer of Council may not hold that position for more than two terms of office but may remain on Council.

AUDITORS.

The auditors, FFA Chartered Accountants, have confirmed their willingness to continue in office in accordance with Section 160 (2) of the Companies Act, 1963.

ON BEHALF OF THE COUNCIL

Dr. Mark J. Costello

Dr. Yde de Jong

Date



**STATEMENT OF COUNCIL MEMBER'S RESPONSIBILITIES IN RESPECT OF THE COUNCIL
REPORT AND THE FINANCIAL STATEMENTS**

The Council are responsible for preparing the annual report and the financial statements in accordance with applicable Irish Law and Generally Accepted Accounting Practice in Ireland and including the accounting standards issued by the Accounting Standards Board in Ireland.

Irish Company Law requires the Council to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the result of the company for that year. In preparing the financial statements, the Council are required to;

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Council confirm that they have complied with the above requirements in preparing the financial statements.

The Council are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the company and to ensure that the financial statements are prepared in accordance with Generally Accepted Accounting Practice in Ireland, and with Irish Statute, comprising applicable law and the accounting standards issued by the Accounting Standards Board and promulgated by the Institute of Chartered Accountants in Ireland. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

ON BEHALF OF THE COUNCIL

Dr. Mark J. Costello

Dr. Yde de Jong

Date



SOCIETY FOR MANAGEMENT OF ELECTRONIC BIODIVERSITY DATA LIMITED

We have audited the financial statements of Society for Management of Electronic Biodiversity Data Limited which comprise the Statement of Financial Activities, Balance Sheet, Cash Flow Statement and the related notes. These Financial Statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 193 of the Companies Act, 1990. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Council's member Responsibilities the Council are responsible for the preparation of the financial statements in accordance with applicable law and the accounting standards issued by the Accounting Standards Board and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland).

Our responsibility is to audit the Financial Statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland) .

We report to you our opinion as to whether the Financial Statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, and are properly prepared in accordance with the Companies Acts, 1963 to 2009. We also report to you whether in our opinion proper books of account have been kept by the Company and whether the information given in the Council's Report is consistent with the Financial Statements.

In addition, we state whether we have obtained all the information and explanations necessary for the purpose of our audit and whether the company's Balance Sheet and its Statement of Financial Activities are in agreement with the books of account and returns.

We also report to you if, in our opinion, any information specified by law regarding Council member remuneration and transactions is not disclosed, and where practicable, include such information in our report.

We read the Report of the Council and consider the implications for our report if we become aware of any apparent misstatement within it.

We have undertaken the audit in accordance with the requirements of APB Ethical Standards including APB Ethical Standard - Provisions Available for Small Entities, in the circumstances set out in note 8 to the Financial Statements.

Basis of Opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the Financial Statements. It also includes an assessment of the significant estimates and judgements made by the Council in the preparation of the Financial Statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.



SOCIETY FOR MANAGEMENT OF ELECTRONIC BIODIVERSITY DATA LIMITED

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the Financial Statements.

Opinion

In our opinion the financial statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of the Company's affairs as at 30th June 2009 and of its result and cash flows for the year then ended and have been properly prepared in accordance with the requirements of the Companies Acts, 1963 to 2009 and all regulations to be construed as one with those Acts.

We have obtained all the information and explanations we consider necessary for the purposes of our audit. In our opinion, proper books of account have been kept by the Company. The financial statements are in agreement with the books of account.

In our opinion, the information given in the Council report is consistent with the financial statements.

The Company does not have a share capital and accordingly there is no requirement to report under Section 40 of the Companies (Amendment) Act 1983.

Emphasis of matter - Going Concern.

In forming our opinion, which is not qualified, we have considered the adequacy of the disclosures made in note 1 to the Financial Statements concerning the company's ability to continue as a going concern. The company has sustained a deficit from operations in 2009 of €1,862 and has an accumulated deficit at 30th June 2009 of €4,494. This deficiency along with the other matters explained in note 1 to the Financial Statements, indicates the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The Financial Statements have been prepared on a going concern basis and do not include any adjustments that would result if the company was unable to continue as a going concern.

**FFA
CHARTERED ACCOUNTANTS &
REGISTERED AUDITORS**

Date



STATEMENT OF ACCOUNTING POLICIES

The significant accounting policies adopted by the Company are:

1. Accounting Convention

The financial statements are prepared under the historical cost convention. The financial statements are stated in Euro (€)

2. Basis of Preparation

The financial statements have been prepared in accordance with accounting standards generally accepted in Ireland and Irish statute comprising the Companies Acts 1963 to 2009. Accounting standards generally accepted in Ireland in preparing financial statements giving a true and fair view are those published by the Institute of Chartered Accountants in Ireland and issued by the Accounting Standards Board.

3. Income and Expenditure

All receipts and expenditure arising in the course of normal business is taken into account in arriving at the operating results for the year.

4. Taxation

As the company does not carry on any activities for gain there is no liability to corporation tax.



Statement of Financial Activities for the Year Ended 30th June 2009

	2009	2008
	€	€
INCOMING RESOURCES	5,702	1,077
	<hr/>	<hr/>
TOTAL INCOMING RESOURCES	5,702	1,077
RESOURCES EXPENDED		
Administrative and Project Expenses	7,564	3,384
	<hr/>	<hr/>
NET OUTGOING RESOURCES FOR THE YEAR	1,862	2,307
	<hr/> <hr/>	<hr/> <hr/>

There were no acquisitions or discontinued operations during the current or preceding year. There were no recognised gains or losses for 2009 or 2008 other than those included in the Statement of Financial Activities.

APPROVED BY THE COUNCIL ON

ON BEHALF OF THE COUNCIL

Dr. Mark J. Costello

Dr. Yde de Jong

The attached notes form part of these Financial Statements

**SOCIETY FOR MANAGEMENT OF ELECTRONIC BIODIVERSITY DATA
LIMITED**



Balance Sheet as at 30th June 2009

	Notes	2009 €	2008 €
CURRENT ASSETS			
Bank Balance		53,992	953
		_____	_____
		53,992	953
		_____	_____
CURRENT LIABILITIES (Due within one year)	4	58,486	3,585
		_____	_____
NET CURRENT LIABILITIES		4,494	2,632
		_____	_____
TOTAL ASSETS LESS CURRENT LIABILITIES		(4,494)	(2,632)
		=====	=====
ACCUMULATED FUNDS			
General Income Funds			
Accumulated Deficiency at beginning of year		(2,632)	(325)
Net Incoming Resources for the year		(1,862)	(2,307)
		_____	_____
Accumulated Deficiency at end of year		(4,494)	(2,632)
		=====	=====

APPROVED BY THE COUNCIL ON

ON BEHALF OF THE COUNCIL

Dr. Mark J. Costello

Dr. Yde de Jong

The attached notes form part of the Financial Statements



Cash flow Statement for the year ended 30th June 2009

Reconciliation of operating surplus/deficit to net cash outflow from operating activities

	2009	2008
	€	€
Deficit on ordinary activities	1,862	2,307
	-----	-----
Total Operating deficit	1,862	2,307
Increase in creditors	54,901	1,641
	-----	-----
Net Cash inflow/(outflow) from operating activities	53,039	(666)

CASH FLOW STATEMENT

Net Cash inflow/(outflow) from operating activities	53,039	(666)
	-----	-----
Net Cash inflow/(outflow)	53,039	(666)
	-----	-----

Reconciliation of net cash inflow/(outflow) to movement in net debt

Increase/(Decrease) in cash in the period	53,039	(666)
	-----	-----
Change in net Debt	53,039	(666)
Opening net funds	953	1,619
	-----	-----
Closing net funds	53,992	953
	=====	=====

The attached notes form part of the Financial Statements



Notes to the Financial Statements for the Year ended 30th June 2009

1 GOING CONCERN.

The Council, after making enquiries, have a reasonable expectation that the Company can secure adequate resources to continue for the foreseeable future. For this reason, the going concern basis continues to be adopted in preparing the financial statements.

The Company does not have a source of income. The Company can recover some of its operating expenses, under the terms of EU funded projects on which it is a partner. The Company has sustained a deficit from operations in 2009 of €1,862 and has an accumulated deficit at 30th June 2009 of €4,494. The Council believe that the Company can continue in operational existence for the foreseeable future and in particular that it will not be necessary to curtail its overall scale of operations. The Council also believe that the company will continue to enjoy the continued financial support of its related company, Ecoserve and that if necessary appropriate financial resources will be made available to the Company.

In these circumstances the financial statements are prepared on a going concern basis.

2 PRINCIPAL ACTIVITIES

The main objects for which the Company is established are:-

- (a) To act on behalf of its members to manage European biodiversity data, including the European Register of Marine Species.
- (b) To provide a legal basis for the protection of the Members' contributed data.
- (c) To facilitate communication and interaction between persons interested in biodiversity and its application to environmental management.
- (d) To promote the publication and dissemination of information related to biodiversity.
- (e) To facilitate access to specialist knowledge and scientific opinion on biodiversity.
- (f) To raise funds to further the aims of the Society.
- (g) To archive electronic biodiversity data and facilitate 'added value' by being combined and linked with other data.

3 NET INCOMING RESOURCES

	2009	2008
	€	€
The Net Incoming Resources are stated after charging:		
Auditors Remuneration	2,107	1,302
	<u> </u>	<u> </u>



Notes to the Financial Statements for the Year ended 30th June 2009

4 CREDITORS (Amounts falling due within one year)	2009	2008
	€	€
Accruals	6,723	1,234
Related Company Loan (Note 4a)	-	2,351
Deferred Income (Note 4b)	51,763	-
	<u>58,486</u>	<u>3,585</u>

(a) The Related Company Loan is unsecured, interest free and without specific repayment terms.

(b) The Deferred Income relates to the net amount of the advance received for the EU Project PESI, to meet future eligible expenditure on that project

5 ANALYSIS OF CHANGES IN NET DEBT	At 31st December 2009	Cash flows	At 31st December 2008
	€	€	€
Cash in hand, or bank	53,992	53,039	953
	<u>53,992</u>	<u>53,039</u>	<u>953</u>

6 MEMBERSHIP

The Company is incorporated as a company limited by guarantee and not having a share capital. Every member is liable for the debts and liabilities of the company in the event of a winding-up, for such amount as may be required but not exceeding €2 each. The Company has 749 members made up of WORMS & ERMS editors, Fauna Europaea and Euro-MED Plantbase editors.

7 RELATED PARTY TRANSACTIONS

The company's related parties, as defined by Financial Reporting Standard No. 8, the nature of the relationship and the extent of transactions with that company are summarised below:

Ecological Consultancy Services Limited a privately owed Irish company engaged in the provision of technical environmental services of which Dr. Mark Costello is a director and majority shareholder.

	2009	2008
	€	€
Services Provided by Ecological Consultancy Services Limited.	3,739	-
	<u>3,739</u>	<u>-</u>



Notes to the Financial Statements for the Year ended 30th June 2009

RELATED PARTY TRANSACTIONS - Cont.

Due to Ecological Consultancy Services Ltd (note 4) at 31st December.	-	2,351
	=====	=====
Services Provided by Dr. Mark Costello.	1,591	-
	=====	=====
Expenses Reimbursed to Dr. Mark Costello.	-	1,675
	=====	=====

8 APB ETHICAL STANDARD - PROVISIONS AVAILABLE FOR SMALLER ENTITIES

In common with many other organisations of our size and nature our auditors undertake other work and assignments on our behalf. Our auditors provide company secretarial services.

Our auditors also provide accounting and taxation services to Ecological Consultancy Services Limited, a related party.

9 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Council on