

Regulations and Rules

as from 1st November 2017

General

1. These Regulations are produced in accordance with the rules set down in clause 13 of the Byelaws which states: *The Council may make from time to time such Regulations as it deems necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing conditions of membership including the procedure at General meetings and meetings of the Council and its Committees. Such Regulations shall not be inconsistent with the Charter of Incorporation and these Byelaws.*
2. The regulations can only be changed by the decision of MBA Council.

Membership

- 3.1 Byelaw 3 provides the power to elect members in various categories and details of eligibility follow. Further details with application procedures details and costs are provided separately .
- 3.2 The Association is a Learned Society primarily concerned with the subject of marine biology. It does not therefore hold out its members as having a defined level of competence and it does not regulate their professional competence.

Categories of voting membership

4. *Individual Member (Byelaw 3.1)*
 - a. Professional Member: a member with at least a degree level qualification in an appropriate discipline or equivalent professional standing. Professional Members shall be entitled to the use of the post nominal of Mem.MBA.
 - b. Associate Member: any member not included in the professional, student, or Fellows category.
5. *Honorary Fellow (Byelaw 3.2)*
 - a. Honorary Fellow: persons of distinction who have contributed to the Company or to its aims as recognised by Council and the Association. Honorary Fellows shall be entitled to the use of the post nominal of Hon.FMBA.
6. *MBA Fellow (Byelaw 3.3)*
 - a. MBA Fellow: senior practitioners in marine biology as recognised by the Association. Fellows shall be entitled to the use of the post nominal of FMBA.
7. *Institutional Member (Byelaw 3.4)*
 - a. Institutional member: organisations interested in or associated with marine biology.

Categories of non-voting membership

8. *Student Member (Byelaw 3.6)*

- a. Student member: those in higher education (full or part-time) studying for a degree level qualification or higher (e.g. MRes, PhD).
- b. Young Marine Biologist.

Requirements and rights of admission

9. An Applications Committee consisting of a chair (who is not already a chair of any of the other Council Committees) and members from Knowledge Exchange and Research Committee on an *ad hoc* basis will consider all applications save an except 10 *infra*.
10. Council shall delegate authority to the Applications Committee to admit suitable applicants to membership, such said membership to begin at the date of the Committee meeting.
11. The Applications Committee will assess applications for Professional membership, particularly when the application is made on the basis of 'equivalent professional standing' rather than 'a degree in an appropriate discipline'. The Committee may also be required to adjudicate in certain instances on what constitutes 'an appropriate discipline'.
12. The Applications Committee shall also be responsible for reviewing the membership criteria.
13. Institutional Bodies and organizations may apply directly to the Membership Secretary who will refer all such applications for approval by the Council. A Student Member shall provide evidence that they are in full-time education.
14. Members shall be elected by a majority vote of the Applications Committee, such election to be conducted as a poll unless the Council decides otherwise.
15. Every member having paid all sums due to the Association shall be at liberty to withdraw therefrom upon giving notice in writing to the Membership Secretary
16. If the conduct of any member, in the opinion of the Council, be detrimental or prejudicial to the interests of the Association, the Council may make rules to inquire into the conduct and take such action as it decides.
17. Members shall have the right to be present, to state their opinions, and (except for non-voting categories)-to vote at all General Meetings of the Association; to enjoy such other privileges as the Council may from time to time prescribe; and (except for non-voting categories) to propose candidates for admission as members.
18. A member shall not be entitled to vote on any occasion until they have paid their subscriptions for the preceding year.
19. The Council shall publish a list of the names of Governors for the year ensuing and of elected members of the Council showing the years of their retirements. The Council shall prepare lists of (i) persons whom they recommend for election as Honorary Fellows (ii) members of the Association recommended for election as Vice-Presidents for the year ensuing, (iii) Governors recommended for election from those nominated by Institutional Members for the year ensuing, and (iv) if the Council so decides, the names of Members of the Association whom they wish to propose for election to fill vacancies in the Council. Copies of all such Lists shall be displayed in the office of the Association and on the website not later than thirty days before the date of the Annual General Meeting. Copies of such lists shall also be sent to every Member of the Association, not

less than twenty-one days prior to the Annual General Meeting but the accidental omission to send any copy or the non-receipt of such a copy shall not invalidate the proceedings at any General Meeting or the election of any Member of the Council or Vice-President, elected thereat.

20. If any ten Members wish to propose an eligible member for election to fill vacancies in the Council, they shall give notice to the Secretary, specifying the name proposed and enclosing confirmation of willingness to serve, signed by the person nominated; such Notice to be given at least fourteen days before the date of the Annual General Meeting.

Subscriptions

21. The categories of membership and the payments to be made by the Members shall be as follows:
 - a. An Honorary Fellow shall be elected for life and shall not be called upon to make any payment.
 - b. A Fellow shall pay an initial application cost and annual subscription to be determined by the Council.
 - c. An Individual Member shall pay an annual subscription to be determined by the Council.
 - d. An-Institutional Member, such as a University or other Corporation or Society, approved by the Council, shall pay an annual sum to be determined by the Council.
 - e. Categories of membership may be created and varied from time to time by the Council which shall also specify and may vary, from time to time, the annual subscriptions to be made by such members.
 - f. An up-to-date list of the categories and terms of membership shall be published each year and included in the Annual Report to the Members.

Council

22. The Appointed Governors shall include one person from each of; the Department for Environment, Food and Rural Affairs (or any successor body), the Royal Society, the University of Cambridge, the University of Oxford, the British Science Association, the Physiological Society, and the Zoological Society of London. Council may vary the institutions from which governors are drawn as appropriate. Up to two persons may be drawn from the Institutional Corporate Membership, with a maximum of one nomination from each Corporate Institutional Member”.
23. The maximum term of an Appointed Governor will be five years with the possibility of serving a further three years if the council so decides. Institutional Governors will serve the same term (three years) as Elected Governors as described in bylaw 8.2. This clause applies to all Appointed Governors from November 2017 with Appointed Governors serving in that period to retire according to the schedule agreed by Council.
24. When executive functions are exercised by Committees, the Council Members shall constitute a majority of the Committee and the quorum which the Council has set down. The minutes of any such Committee shall be reported regularly to the Council and for that purpose every Committee shall appoint a secretary. All delegations under this clause shall be revocable at any time. The Council may make such rules and impose such terms and give such mandates to any such Committee as it may from time to time think fit. For the avoidance of doubt, the Council may delegate all financial matters to any Committee provided always that no Committee shall incur expenditure on behalf of the Association except in accordance with the budget which has been approved by the Council.

25. It shall be the duty of the Treasurer, or such other person as the Council shall from time to time approve, to receive all sums of money due to the Association and to disburse all sums payable by the Association out of funds of the Association. The Council shall authorise two members of Council to act as authorised signatories in respect of amounts paid by cheque which exceed £25,000 which are not salary payments. The Council shall also nominate four authorised sole signatories (who need not be Council Members) for amounts below this limit. The Council may authorise payments in respect of all sums up to £200,000 to be paid by electronic means PROVIDED that they carry the necessary authorisations. The Council has the power to deposit or invest funds either in the UK or overseas in order to maximise and safeguard the funds of the association. The Council has a duty to take advice and invest in a range of different investments. It is empowered to employ and remunerate professional advisors as it sees fit. Investment income shall be used for the furtherance of the Objects of the Association.
26. It shall be the duty of the Treasurer, or a suitable individual delegated by the Treasurer, to report to the Council and to the Association in General Meeting on the Association's finances.
27. It shall be the duty of the Secretary to ensure a list is kept of all the Members of the Association, together with their addresses, to summon meetings of the Association and the Council, to conduct all correspondence, to arrange for the taking of minutes of the proceedings of meetings of the Association and the Council, and generally to act under the direction of the Council in all matters connected with the affairs of the Association.
28. It shall be the duty of the Director to superintend, direct and participate in the administrative and scientific work of the laboratory; to promote, encourage and assist the carrying out of research by scientists visiting the laboratories of the Association; and, with the aid of such delegation as is acceptable to the Council, maintain the laboratories, library, ships, seawater systems and other assets of the Association in a state of efficiency; and to oversee the preparation and editing of the publications of the Association in liaison with the Editorial Board.
29. All appointments of the Association shall be made by the Council.
30. If the number of persons nominated for election to fill vacant places in the Council is equal to or less than the number of vacancies, the members named in the List prepared by the Council shall be the Council, Officers, and Vice-Presidents for the ensuing year.
31. If the number of persons nominated for election to fill vacancies on the Council is greater than the number of vacancies, the election shall be by a poll at the Annual General Meeting and the Chairman shall appoint two or more Scrutineers from the members present, not being members of the Council, to superintend the poll and to report the result to the Meeting. The Scrutineers shall reject any member's return containing votes for a greater number of names than the number of vacancies in the Council. Candidates for election shall be excluded from voting by show of hands or poll.

32. The President may attend any meeting of the committees of Council on an *ex officio* basis.
33. The President shall preside at the meetings of the Council, and shall regulate the discussions and proceedings thereat. In the absence of the President, the Members of the Council present shall appoint to be Chairman such member of the Council as they think fit.
34. MBA members may be co-opted onto Council and/or Committees for such purposes and such periods as determined by Council. The co-opted member is not entitled to a vote and will only be required to attend Council and/or Committee meetings at the invitation of Council. A co-opted member shall have their position reviewed on annual basis.
35. MBA employees can attend Council or Committees if invited by the President (for Council) and Committee Chairs (for Committees). They attend as MBA staff members, not Council members, and therefore do not have a vote.
36. Subject to the agreement of Council, individuals can be invited to be Editors-in-Chief (EiC) for the MBA Journals. The appointment will be for an indefinite period, subject to an annual review by the Knowledge Exchange Committee on behalf of Council. The EiC will be responsible for the strategy of the Journal but have no authority in matters related to the financial or contractual arrangements for the Journal, which lies with Council. An Honorarium can be offered if thought appropriate by Council. Attendance at Council or Committees is not required but an invitation can be offered by Council/Committees on an *ad hoc* basis.
37. The MBA Executive Committee (Exco) consists of the President and Chairs of the Council Committees and will meet at such times as requested by the Council. MBA employees will attend on an *ad hoc* basis as agreed by the Committee. The Committee is not a decision making body but can act with such powers as are delegated by Council.

General Meetings

38. In case of an equality of votes at any Meeting of the Association or of the Council, the Member presiding shall have a second and casting vote.