

# MBA Regulations and Rules

*Revised and Approved by MBA Council, November 2025*

**INTRODUCTION:** The MBA's *Regulations and Rules* represent the operational expression of its Royal Charter and Bylaws, providing the framework through which constitutional principles are applied in practice. In accordance with governance requirements, any amendments to these Regulations and Rules must be formally approved by the MBA Council. This revision incorporates updates to the Bylaws approved by the Privy Council in 2023 and reflect the modernisation of internal processes, particularly those relating to Membership management, to ensure they are fit for purpose and responsive to the MBA's evolving operational needs.

## General

1. These Regulations are produced in accordance with the rules set down in clause 13 of the Bylaws 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 Bylaws.*
2. The Regulations can only be changed by the decision of MBA Council.

## Membership

- 3.1 Bylaw 3 (including paragraphs 3.1 to 3.6) provides the power to elect Members in various categories and details of eligibility follow. Further details with application procedures details and costs are provided on the MBA website (<https://www.mba.ac.uk/our-membership/>).
- 3.2 The MBA 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 (though this an aspiration if and when we fully utilise our Powers in section 3, paragraph xxv of the Royal Charter thus: *To develop, organise and conduct examinations and award qualifications, certificates and diplomas, to apply for authorisations or recognition under relevant statutory regulatory schemes and to establish and maintain a register of chartered practitioners.*)

## Categories of voting membership (\*NB note **non-voting** exceptions)

4. *Individual Member (Bylaws 3.1 and 3.2; note also 3.6 for non-voting exceptions)*
  - a. **Professional Member:** a Member with at least a degree-level qualification in an appropriate discipline or equivalent professional standing. Professional Members must provide evidence of their status such as a formal degree certificate showing University, student name, study level, graduation date, CV/resume or written statement. There are two discounted (**\*non-voting**) sub-categories: Postgraduate students conducting a postgraduate qualification

(e.g. Masters/PhD), and newly qualified graduates (for a maximum of 3 years post graduation of an undergraduate degree). Postgraduate Members must provide digital evidence of their student name, study level, course subject and expected graduation date or academic entry year e.g. letter or email of acceptance from university. Professional Members shall be entitled to the use of the post nominal of **Mem.MBA**.

- b. **Associate Member:** any Member over the age of 18 not included in the professional, student, or Fellows category.

5. *Honorary Fellow (Bylaw 3.3)*

- a. **Honorary Fellow:** persons of distinction who have contributed to the Company or to its aims as recognised by MBA Council. A Trustee *Application and Nomination Committee*, chaired by a designated representative from the Trustee *Research Committee* will provide oversight and advice for the MBA in relation to the appointment of Honorary Fellows. Recommendations for any potential appointments will be presented by the *Application and Nomination Committee* for final decision by MBA Council. Honorary Fellows shall be entitled to the use of the post nominal of **Hon.FMBA**.

6. *MBA Fellow (Bylaw 3.4)*

- a. **MBA Fellow:** senior practitioners in marine biology as recognised by the MBA. A Trustee *Application and Nomination Committee*, chaired by a designated representative from the Trustee *Research Committee* will provide oversight and advice for the MBA in relation to the appointment of MBA Fellows. Recommendations for any potential appointments will be presented by the *Application and Nomination Committee* for final decision by MBA Council. Fellows shall be entitled to the use of the post nominal of **FMBA**.

7. *Institutional and Organisational Members (Bylaw 3.5)*

- a. **Institutional Member:** organisations interested in or associated with marine biology. Institution is entitled to exercise one vote.
- b. **Organisational Member:** organisations interested in or associated with marine biology where organisation staff are entitled to a free 'light version' **\*non-voting** Membership (no hard mail outs or hard copy magazine, no access to bursaries). Organisation is entitled to exercise one vote.

*Categories of non-voting Membership (also note paragraphs 4 and 7 of this document)*

8. *Student Members (Bylaw 3.6)*

- a. **Undergraduate Student Member:** those in higher education (full or part-time) studying for a degree-level qualification. NB postgraduate students and newly qualified graduates (for a maximum of 3 years post graduation of an undergraduate degree) are termed as non-voting Professional Members (see paragraph 4a).

- b. Young Marine Biologist.
- 9. *Staff from Organisational Members* (see paragraph 7).

*Requirements and rights of admission*

- 10. MBA Council shall delegate authority to the MBA Engagement Team to admit suitable applicants to membership. MBA Council will receive a list of new Members (over 18s only), including demographic information (e.g. affiliation and country where capture during joining journey), at the biannual Council Meetings for information and comment.
- 11. All Member applications will be assessed for eligibility for individual categories by Membership Officers. Final adjudication on categories will be made by the Head of Engagement. Such said membership to begin on the date of acceptance (with the exception of MBA Fellows – FMBAs).
- 12. A Trustee *Application and Nomination Committee*, chaired by a designated representative from the Trustee *Research Committee* will provide oversight and advice for the MBA in relation to the appointment of MBA Fellows (FMBAs) and Honorary Fellows.
- 13. The Head of Engagement (with advice from MBA Executive Team if required) will assess applications for Professional membership, when the application is made on the basis of 'equivalent professional standing' rather than 'a degree in an appropriate discipline' and adjudication is required on what constitutes 'an appropriate discipline'.
- 14. The Trustee *Membership and Engagement (M&E) Committee* shall be responsible for reviewing the membership and individual category criteria.
- 15. Institutional Bodies and organisations may apply directly to the Senior Membership Officer who will refer all such applications for discussion and recommendation by the *M&E Committee* to be approval by MBA Council.
- 16. A Student Member shall provide evidence that they are in full- or part-time education.
- 17. Every Member having paid all sums due to the MBA shall be at liberty to withdraw therefrom upon giving notice in writing to the Senior Membership Officer.
- 18. If the conduct of any Member, in the opinion of the MBA Council, be detrimental or prejudicial to the interests of the MBA, the MBA Council may make rules to inquire into the conduct and take such action as it decides.
- 19. 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 MBA; 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.
- 20. A Member shall not be entitled to vote on any occasion until they have applied and

been accepted as a Member.

21. The MBA Council shall publish a list of elected Members of the Council (Trustees), including President and Treasurer, showing the years of their appointment and retirements on the year these happened in the statutory *Annual Report and Financial Statements*.
22. The MBA Council shall prepare lists of persons whom they appoint as (i) Honorary Fellows, and (ii) MBA Fellows (FMBAs); in addition, (iii) if the MBA Council so decides, it will prepare a list of names of Members of the MBA whom they wish to propose for election to fill vacancies of Trustees or Officers on the MBA Council. Copies of all such lists shall be displayed on the exclusive Member area online not later than 21 days before the date of the Annual General Meeting. Copies of all such lists shall be displayed on the exclusive Member area online not later than 21 days before the date of the Annual General Meeting. Copies of such lists shall also be sent to every Member of the MBA, not less than 21 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 proposed Trustee, Treasurer or President of the MBA Council or Vice-President, elected thereat.
23. If any ten Members wish to propose an eligible Member for election to fill vacancies in the Council, they shall give notice to the MBA Secretary (who is also Chief Executive), 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

24. 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 annual subscription to be determined by the MBA Council.
  - c. Individual and Student Members, shall pay an annual subscription to be determined by the Council.
  - d. Institutional and Organisational Members, such as a University or other Corporation or Society, approved by the MBA Council, shall pay an annual sum to be determined by the MBA Council.
  - e. Categories and sub-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 on the website and in the Annual Report to the Members.

### Council

25. Review of strategy, policy and delivery of the charitable objectives is the

responsibility of the Trustees who are formally elected by the Membership and referred to as the 'MBA Council'. Trustees are selected to provide specific expertise in a wide range of areas including (but not limited to) research, business, education, public engagement, communications, policy and operations and are drawn from UK and international academia, funding institutes, statutory agencies and the commercial sector.

26. Appointed Trustees are composed of a mixture of expertise from both: **a)** the wider community nominated by Members and/or current MBA staff & Trustees; and **b)** whichever is strategically required, nominated following an open competition within the founding (previously known as governing) bodies of the MBA: The Fishmongers' Company; The Royal Society; The University of Cambridge; The University of Oxford; The Department for Environment, Food and Rural Affairs (Defra) (or any successor body); the British Science Association; the Physiological Society; and the Zoological Society of London.
27. All new Trustees shall be Members at a category aligned to their status. All Trustees will have full voting rights, although they may be asked to abstain from voting where there might be conflict of interest.
28. New Trustees are introduced to the objectives and policies of the MBA and briefed on their legal obligations under Charity and Company Law. They are given an induction pack containing the Charter, Bylaws and Regulations of Association as well as its strategy and development document, the Annual Report and Accounts detailing recent financial performance, a list of current Council members, minutes of previous Council meetings and other leaflets and notes concerning the activities of the MBA. Formal Trustee training is provided through external training or online events and an induction visit to the Laboratory in Plymouth is arranged.
29. The MBA Bylaws were updated and ratified by Privy Council of the United Kingdom on 22 March 2023 to limit the term of a Trustee to three years with the possibility of serving further terms. MBA Council recommended that in accordance with good governance practices, a Trustee will serve a maximum of three terms (9 years) if the MBA Council so decides. There is an option to serve one additional year to ensure evenness of Trustee succession.
30. The President and Treasurer (who are Trustees) are Honorary Officers of the Company and are individually elected for a term of five years and are eligible for re-election for a further term, but so that the total period of their office does not exceed ten years. Furthermore, although MBA Bylaws allow us to have 15 Trustees in total, it is a permissive clause i.e. it does not contravene our intention to maintain Council at 13 Trustees (which includes the President and Treasurer).
31. The President, Vice Presidents and the Treasurer are nominated by the MBA Council from those Members with voting rights, as defined in the Bylaws and Regulations, and are proposed for election at the Annual General Meeting. The President and Treasurer are individually elected for a term of five years and are eligible for re-election for a further term, but so that the total period of their office

does not exceed ten years.

32. Vice Presidents are non-Trustee members of Council (typically composed of Trustee and Director/Chief Executive Alumni) and can advise the MBA Executive Team (MET) but not vote on Council matters. To note there is no provision for the role of Vice President in the updated Charter or Bylaws, Vice President, however, it is accepted as a 'grandfathered' term where they can maintain an advisory non-voting role, but will phase out over time with no new Vice Presidents being voted in. Current Vice Presidents should be voted in by Members annually at the AGM.
33. Trustees serve on a number of Committees which are subject to change following recommendation by MBA Council. These currently comprise Executive Committee (ExCo) (the President, plus Chairs of the three other committees); Finance, Audit & Risk (FAR) Committee; Research Committee (RC); Membership & Engagement (M&E) Committee; and MBA Executive Team (MET) Remuneration Committee (with the same membership as the Executive Committee). Each Committee has a Terms of Reference that is reviewed at least once every 5 years by said Committee and approved by MBA Council.
34. 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 MBA except in accordance with the budget which has been approved by the Council.
35. It shall be the duty of the Council to review and approve the revenue and capital budgets prepared by the MBA Executive Team for the upcoming fiscal year on an annual basis. Authority to initiate and complete transactions within the scope of these overall budgets may be delegated by Council to the MBA Executive Team or to such persons as are deemed appropriate in the current MBA Financial Regulations. The Council has a duty to ensure that any investments are made for the benefit of the MBA, are ethical in nature and are in line with the risk appetite of the MBA. To this end, 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 MBA.
36. It shall be the duty of the Treasurer, or a suitable individual delegated by the Treasurer, to report to the Council and to the MBA in General Meeting on the MBA's finances.
37. It shall be the duty of the MBA Secretary to ensure a list is kept of all the Members of the MBA, together with their addresses, to summon meetings of the MBA and the Council, to conduct all correspondence, to arrange for the taking of minutes of

the proceedings of meetings of the MBA and the Council, and generally to act under the direction of the Council in all matters connected with the affairs of the MBA.

38. Management of the MBA is devolved from the Council to the Chief Executive of the MBA based at its HQ at the Citadel Hill Laboratory in Plymouth. The Chief Executive also acts as Secretary to the Council. The Chief Executive is assisted by an MBA Executive Team with responsibilities for research, finance, HR, policy, engagement (which includes Membership and communications), health & safety, library, data, estates and operations, and the CPR Survey.
39. The Chief Executive and the MBA Executive Team (MET) (who can all attend MBA Council meetings as required and provide advice, which may be robust, to Trustees) shall not exercise a vote on any matter at any General Meeting in order that a conflict of interest does not arise when they seek to implement the decisions of the meeting.
40. MBA staff can become Members of the MBA but they may, at the request of the meeting Chair, be asked to refrain from voting at General Meetings on certain matters so that a conflict of interest does not arise.
41. Appointments of the MBA Chief Executive shall be made by the Council.
42. 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.
43. 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 Chair 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.
44. The President may attend any meeting of the committees of Council on an *ex officio* basis.
45. 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 Chair such member of the Council as they think fit.
46. MBA Members and/or recognised experts that could be helpful may be co-opted onto Council and/or Committees for such purposes and such periods as determined by Council. The co-opted Member and/or recognised expert 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 and/or recognised

expert shall have their position reviewed on annual basis.

47. 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.
48. Subject to the agreement of Council, individuals can be invited to be Editors-in-Chief (EiC) for the MBA Journal (JMBA). The appointment will be for an indefinite period, subject to an annual review by the *Research 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 (co-ordinated by the MBA Executive Team). A Journal Management Board comprised of Members of the 3 main Trustee Committees, MBA Executive Team and the Publisher will have oversight of the Journal and advise on strategy and review Journal performance to report to Council. An Honorarium can be offered if thought appropriate by Council. EiC attendance at Council or Committees is not required but an invitation can be offered by Council/Committees on an *ad hoc* basis.
49. 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.

#### **Patron**

50. The Council may appoint one or more Patrons to serve for such periods and with such duties as the Council determines (as outlined in Bylaw 16). Since its establishment in 1884, MBA has been honoured by the appointment of five Royal Patrons, as conferred by the Royal Household. It is the expectation of the MBA that this tradition will continue.

#### **General Meetings**

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