

MBA Council Trustee

Positions available from December 2024
Further Details
How to apply

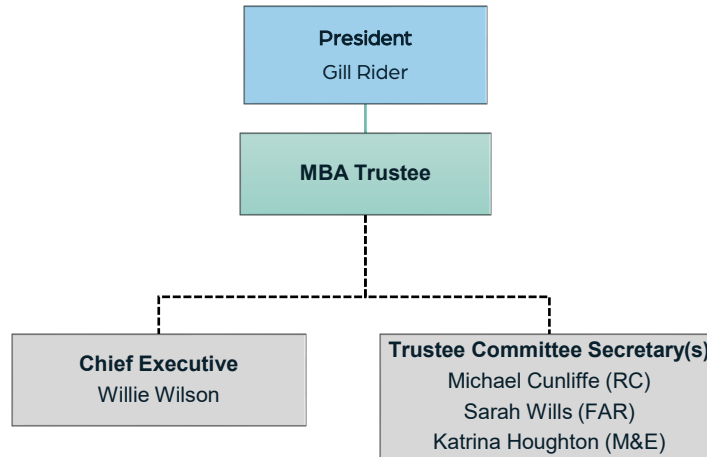
DATE: July 2024
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**Marine
Biological
Association**

Role Description: MBA Trustee

Accountable to: The President and Council (Board of Trustees) of the Marine Biological Association.



Responsible for: As a Trustee, to help oversee the delivery of the MBA's role as the representative body for marine biology and a deliverer of world-class ocean research. As member of one of MBA Council's Committees (Research – RC; Membership & Engagement – M&E; or Finance Audit & Risk – FAR), to provide an outward looking advisory role for MBA and have strategic oversight of the Committee Topics (as outlined in the Committee Terms of Reference).

Term of Office: The MBA Regulations state the term of a Trustee is limited to three years with the possibility of serving a further two terms not exceeding at total of nine years if the Council so decides.

Time Commitment: Up to 10-days per year:

- 1 x 3-day 'residential' meeting in Plymouth in April
- 1 x 1-day meeting in London in late October/early November
- 2 x 2hr interim Council meetings – via VC in February & July
- Up to 2 – 3 days to help with recruitment campaigns and/or strategic away-days
- Up to 6 x 2hr VC calls for *ad hoc* purposes for (e.g.) finance, legal, operational and/or strategic discussions with the Executive Team and/or Trustee Committee Secretaries

Remuneration: Trustees are not remunerated (consistent with The Charity Commission regulations), however all reasonable expenses incurred whilst undertaking business for the MBA will be reimbursed.

Background:

The MBA (www.mba.ac.uk) is a Learned Society of scientists and members in over 40 countries, across 5 continents. Its in-depth scientific research into the interconnected

marine environment is carried out from its prestigious laboratory HQ in Plymouth, UK. It has a Royal Patron and a Royal Charter that recognises its world-leading status in marine biology. Since 1884, the MBA has worked as a voice for the ocean and in the interests of the global marine biological community. The MBA's advanced knowledge has contributed to the work of 13 Nobel Laureates and over 170 Fellows of the Royal Society. Our research has had a profound impact on our understanding of the natural world. We have made positive impacts on both our planet and society's health and well-being. Our science covers all biological scales from the microscopic to the ocean-basin. However, our journey has only just begun as we set sail on our voyage to discover more about our ocean and all aspects of marine life.

Scope and Purpose:

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 Council'. Trustees are selected to provide specific expertise in a wide range of areas including 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.

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)** nominated by the founding bodies of the MBA: The Fishmongers' Company; The Royal Society; The University of Cambridge; The University of Oxford; The British Science Association; The Department for Environment, Food and Rural Affairs (Defra); The Physiological Society and the Zoological Society of London.

Trustees serve on different working Committees (see Committees Terms of Reference in Appendix). These currently include the three primary committees: *Finance Audit and Risk* Committee (FAR); *Research* Committee (RC); and *Membership and Engagement* (M&E) Committee. In addition, we have an *Executive* Committee (ExCo), which comprise Chairs of the three primary committees; and the MBA Executive Team (MET) Remuneration Committee (formed with the same Trustees as the ExCo). The MBA conducts an open and transparent recruitment process to attract the best candidates to hold Trustee positions (including the President and Committee Chairs).

As part of a recent MBA Governance review, one of the goals was to conduct strategic planning for the succession dynamics of our Trustees. This had the dual aim of reducing the number of Trustees to 12 (incl. Treasurer), plus the President; and ensuring a sensible turnover of Trustees over time; all in line with the Nolan Principles (<https://www.good-governance.org.uk/publications/insights/the-nolan-principles>) and Charity Governance Code (<https://www.charitygovernancecode.org/>). To help stagger our Trustee succession, we plan to recruit up to three new Trustees **from December 2024**, to replace recently retired and retiring Trustees over the next year.

Key Responsibilities:

Trustees' main responsibilities are to ensure that the MBA complies with its aims as outlined in its Royal Charter, Objects and Bylaws (see appendix) and to ensure that the MBA is meeting its legal obligations as specified in charity law, company law, and any other relevant legislation or regulations. Trustees must ensure that the MBA applies its resources

exclusively in pursuance of its stated Objects. We are looking for Trustees with relevant experience to sit on one of our three primary working Committees: *Finance, Audit and Risk* Committee (FAR); *Research* Committee (RC); and *Membership and Engagement* (M&E) Committee.

Person Specification:

We are ideally looking for a Trustee that has a wide interest in marine biology and the ocean environment in general, but also has specific senior professional credentials in one of the three following areas (related to each of our primary working Committees):

Membership and Engagement (M&E):

- Learned Society and/or membership organisation management/leadership experience
- Evidence of ocean stakeholder engagement (national and international)
- Policy engagement/familiarity with translating science into policy
- Scientific outreach
- Public engagement
- Communication tools
- Philanthropy
- Marketing

Research

- Significant scientific management/leadership experience
- Expertise in scientific strategic planning
- Strong publication record
- Scientific fundraising (grant) expertise
- Scientific journal management (and/or editorships)
- Marine science areas to ideally include topics involving:
 - Molecular Ecology
 - Omics Tools
 - Cell Physiology
 - Microbiology/Plankton Ecology
- Data Management

Finance, Audit & Risk (FAR)

- Business development & finance management leadership experience
- Cybersecurity/IT infrastructure management
- Marketing
- Institutional risk management
- Legal expertise
- Corporate governance
- Charity law

For all Trustees, we expect a thorough understanding of Equality, Diversity and Inclusion principles with knowledge and/or expertise in the operational implementation of them. All Trustees should be Members of the MBA.

Equal Opportunities:

We are committed to equality of opportunity for all staff and applications from individuals are encouraged regardless of age, disability, sex, gender reassignment, sexual orientation, pregnancy and maternity, race, religion or belief and marriage and civil partnerships.

Application process:

- Informal enquiries can be made to Professor Willie Wilson (wilwil@mba.ac.uk) and/or MBA President, Dr Gill Rider, if desired. An application should comprise a short (2-side) CV plus a short cover letter outlining your previous and most relevant experience related to at least one of our three primary working committees, as well as your motivation to be considered as a Trustee of the MBA to be sent electronically **by 2300h on 28 August 2024** by email to recruitment@mba.ac.uk (quoting reference [0724TWW](#)).
- Shortlisted applicants will then have an informal discussion with both Dr Gill Rider and Professor Willie Wilson in early September (9th September 2024). Please indicate your availability for this date in your cover letter.
- Applicants will then have an interview with MBA Council ExCo mid to late September 2024 (date to be confirmed) to determine if the applicant has a full understanding of the expectations of the role. *Recommendation* from ExCo for appointment will be communicated to MBA Council who will make a final recommendation to Members.
- Outcome of the final recommendation from MBA Council will be communicated to the candidate following their meeting on 6th November 2024. A final decision will be communicated to the candidates following a vote by MBA Members at the MBA AGM on 3rd December 2024.

Appendices:

I) MBA EXECUTIVE COMMITTEE (EXCO) – TERMS OF REFERENCE September 2023

Note:

Trustees on the Executive Committee (ExCo) are still acting in their capacity as Trustees of the MBA and should therefore be aware of their primary duty to act in the best interests of the MBA. A committee of MBA Council is not a decision-making body but can make recommendations to full MBA Council.

Purpose:

The following TORs are intended to guide the Executive Committee (ExCo) in delivering its roles in support of the MBA.

Committee Aim:

To provide a mechanism for the MBA Chief Executive to be able to receive advice out with the meetings of whole MBA Council. MBA Council may also delegate issues to ExCo for further discussion or ask ExCo to oversee specific projects of MBA Council. ExCo may be delegated a degree of decision-making powers but are not a decision-making body.

Composition and Reporting

The MBA ExCo comprises the MBA President and Chairs of the three MBA Committees (Research; Finance, Audit & Risk – FAR; and Membership & Engagement – M&E). Other members of the MBA Council may be asked to attend on request.

The MBA Director will act as Secretary to ExCo with responsibility to; prepare the agenda in liaison with the ExCo Chair; take minutes; provide other support as required. The MBA Chief Executive will also report back at each meeting of MBA Council on ExCo activities.

Meetings

Meetings will be held on an *ad hoc* basis (e.g. to deal with specific issues) or as determined by MBA Council.

Main Roles

- To provide timely support and advice to the MBA Chief Executive on significant matters arising.
- To take forward and oversee specific projects or activities at the request of MBA Council.
- To act as the Remuneration Committee for the MBA Executive Team (MET)

ii) MBA FINANCE, AUDIT AND RISK (FAR) COMMITTEE – TERMS OF REFERENCE

June 2024

Note:

Trustees on the FAR Committee are still acting in their capacity as Trustees of the MBA and should therefore be aware of their primary duty to act in the best interests of the MBA. A committee of MBA Council is not a decision-making body but can make recommendations to full MBA Council.

Purpose of TORs:

The following TORs are intended to guide the Finance Audit and Risk Committee in its role to support the MBA.

Committee Aims:

The FAR Committee is accountable to the MBA Council for the following tasks:

- Provide assurance that adequate records of the assets, liabilities, receipts and disbursements are being maintained.
- Review Incoming/Outgoing Resources and Reserves (Unrestricted and Restricted).
- Scrutinise the annual budget and recommend its acceptance to MBA Council.
- Monitor quarterly management accounts for variance against budget and Cash flow forecast.
- Monitor the effectiveness and objectivity of external Auditors on behalf of the MBA Council.
- Scrutinise the statutory accounts and make recommendations to MBA Council.
- Assist MBA Council in its oversight of risk management.
- Review the performance of MBA's Investment funds, as reported by the Investment Managers, and, as necessary and desirable and in accordance with the prescribed objectives, to make recommendations to the MBA Council regarding any changes to the benchmarks, asset mixes, risk characteristics, management objectives, investment consultant, etc.
- Provide assurance to MBA Council that statutory requirements are compliant for external reporting, as applied by the Charity Commission and Companies House and internally with governing document.
- Provide assurance to MBA Council that H.M. Revenue & Customs V.A.T. requirements are compliant.
- To review the effectiveness of internal and external controls/audits of the following areas, legal, risk, financial, investments and insurance.
- Maintain an overview of MBA's Policies.
- Review and monitor MBA's Pension Schemes.
- Seek to maintain and improve the financial health of the MBA.
- Liaise with other MBA Council Committees with regard to income generation and expenditure.
- Advise the MBA Council on such other matters, as it deems appropriate.
- To investigate on behalf of the MBA Council any financial, administrative or other matter that might put the MBA or its charitable status at risk.

Composition and Reporting

The MBA FAR Committee will have a minimum of four members drawn from the MBA Council and will ideally have a diverse financial, legal, operational, business development, governance, risk management, strategic expertise that reflects the MBA business and operational responsibilities. To enhance diversity of members, additional individuals/experts can be co-opted as required (no term limit) and with the agreement of full MBA Council. One member will be designated by the MBA President as Chair of the Committee (who will provide leadership to the meeting and appropriate reporting to the Council) and will report back to the MBA Council. One member will be the Treasurer (who will not be Chair).

The Chair of the Committee is responsible for ensuring that brief notes (minutes) are made of: the attendees at; the decisions to be recommended to MBA Council for approval made by; and the significant conclusions and action points arising from; the meetings and activities of the Committee. The minutes are circulated to the other members of the Committee as soon as practicable, and subsequently presented to the MBA Council at the next main Council meeting.

Meetings:

Meetings of the FAR Committee are arranged by the Chair (with the help of the Committee Secretary). Unless otherwise agreed by the Committee, notice of each meeting confirming:

- the time and date;
- the venue or electronic access arrangements;
- the agenda of the main items to be discussed; and the supporting papers are forwarded to each member of the Committee, and to any other person attending, at least 2 working days before the date of the meeting.

The Director of Finance will act as Secretary to the Committee with responsibility to; prepare the agenda in liaison with the Committee Chair; take minutes; provide other support as required. The Secretary will also be responsible for ensuring liaison with the MBA Chief Executive and other MBA staff in preparing for the meetings and feeding back from the meeting.

On occasions the Committee may, as it feels necessary, seek advice from experts or members of Council, who in such instances would attend the appropriate part or whole of the meeting. Officers of the MBA may also attend if requested by the committee.

The quorum for any meeting will be two MBA Trustees including the Chair. The Chair will report back on the number and makeup of the Committee meeting to full MBA Council to facilitate transparency around decision making. The Committee will meet at least twice a year, ideally to dovetail with an MBA Council meeting (this can be held a few weeks prior to the MBA Council meeting as convenient), plus one added meeting in the final quarter to review the budget for the next financial year. Other meetings will be convened as required (e.g. during a recruitment campaign).

III) MBA RESEARCH COMMITTEE – TERMS OF REFERENCE September 2023

Note:

Trustees on the Research Committee are still acting in their capacity as Trustees of the MBA and should therefore be aware of their primary duty to act in the best interests of the MBA. A committee of MBA Council is not a decision-making body but can make recommendations to full MBA Council.

Purpose of TORs:

The following TORs are intended to guide the Research Committee in its role to support the MBA.

Committee Aims:

To provide an outward looking advisory role for MBA scientists and make recommendations to the MBA Council in respect of the following:

- To provide advice on development and implementation of the MBA Science Strategy
 - Provide advice and support to the Director of Science, Chief Executive and MBA Council in the development of the MBA Science Strategy
 - Monitor the MBA's achievements against the Science Strategy
 - Review the MBA Science Strategy regularly and recommend additions/amendments as circumstances change
 - Review research facilities and recommend ideas for new investment
- To make strategic funding recommendations to enhance the science programme
 - Suggest, where appropriate, ideas for projects, grant proposals and external collaborations
 - Assist the Director of Science in the vetting of demand management grant proposals
- To assist in the appointment of strategic research positions
- To ensure a clear feedback mechanism to MBA Scientists and Associate Fellows from Research Committee
 - Provide mentorship, where required, for MBA Research Fellows
 - Review annual reports from Assistant Fellows (AF) and make recommendations for new AFs or renewal of current AFs
- To assist in refereeing MBA-specific research awards (e.g. Ray Lankester Investigatorship; Peter Baker Fellowship; Brian Morton Scholarship)
- To oversee and provide reports on the following sub-committees:
 - MBA Journals Management Board
 - FMBA Applications Committee

Composition and Reporting:

The MBA Research Committee will have a minimum of four members drawn from the MBA Council and will ideally have a diverse scientific expertise that reflects the MBA research programme and/or representatives from research funding organisations. To enhance diversity of members, additional individuals/experts can be co-opted as required (no term limit) and with the agreement of full MBA Council. One member will be designated by the

MBA President as Chair of the Committee (who will provide leadership to the meeting and appropriate reporting to the Council) and will report back to the MBA Council.

The Chair of the Committee is responsible for ensuring that brief notes (minutes) are made of: the attendees at; the decisions to be recommended to MBA Council for approval made by; and the significant conclusions and action points arising from; the meetings and activities of the Committee. The minutes are circulated to the other members of the Committee as soon as practicable, and subsequently presented to the MBA Council at the next main Council meeting.

Meetings:

Meetings of the Research Committee are arranged by the Chair (with the help of the Committee Secretary). Unless otherwise agreed by the Committee, notice of each meeting confirming:

- the time and date;
- the venue or electronic access arrangements
- the agenda of the main items to be discussed; and the supporting papers are forwarded to each member of the Committee, and to any other person attending, at least 2 working days before the date of the meeting.

The Director of Science will act as Secretary to the Committee with responsibility to; prepare the agenda in liaison with the Committee Chair; take minutes; provide other support as required. The Secretary will also be responsible for ensuring liaison with the MBA Chief Executive and other MBA staff in preparing for the meetings and feeding back from the meeting.

On occasions the Committee may, as it feels necessary, seek advice from experts or members of Council, who in such instances would attend the appropriate part or whole of the meeting. Officers of the MBA may also attend if requested by the committee.

The quorum for any meeting will be two MBA Trustees including the Chair. The Chair will report back on the number and makeup of the Committee meeting to full MBA Council to facilitate transparency around decision making. The Committee will meet at least twice a year, ideally to dovetail with an MBA Council meeting (this can be held a few weeks prior to the MBA Council meeting as convenient) and/or other meetings will be convened as required (e.g. during a recruitment campaign). A separate CPR Survey Science Advisory Board meeting should be held, ideally in conjunction with one of the MBA Council meetings (or Research Committee meetings) as required; any recommendations from these should be fed into Research Committee.

IV) MBA MEMBERSHIP AND ENGAGEMENT (M&E) COMMITTEE – TERMS OF REFERENCE June 2024

Note:

Trustees on committee are still acting in their capacity as Trustees of the MBA and should therefore be aware of their primary duty to act in the best interests of the Marine Biological Association. A committee of MBA Council is not a decision-making body but can make recommendations to full MBA Council.

Purpose of TORS:

The following TORs are intended to guide the Membership and Engagement Committee in delivering its duties in support of the MBA.

Committee Aims:

To provide oversight and advice for the MBA in meeting its commitment as the representative body for marine biology and *the* 'voice of the marine biological community'.

Key tasks include:

- Advising and steering MBA Council to help ensure the MBA continues to build its reputation as *the* Learned Society for marine biologists nationally and internationally.
- To advise and steer the MBA to ensure that the Learned Society is diverse and inclusive
- To advise and steer the MBA on how to grow and develop the MBA Engagement programme through its membership
- To monitor progress of the wider MBA Engagement programme (membership, stakeholder engagement – including policy, communications, philanthropy and fundraising, annual meeting, chartered status through CPD and accreditation)
- To provide feedback to staff when advice is required.
- To provide comment to Council on financial matters, income and investment in relation to the MBA's activity in support of the MBA Engagement programme
- To ensure the MBA's management structures and activity are appropriate for delivery of the Learned Society's objectives as outlined in the Royal Charter.

Composition and Reporting

The MBA Membership and Engagement Committee will have a minimum of four members drawn from the MBA Council. Additional individuals can be co-opted as required and with the agreement of full MBA Council. One member will be designated by the MBA President as Chair (who will provide leadership to the meeting and appropriate reporting to the Council) of the Committee and will report back to the MBA Council.

The Chair of the Committee is responsible for ensuring that brief notes (minutes) are made of: the attendees at; the decisions to be recommended to MBA Council for approval made by; and the significant conclusions and action points arising from; the meetings and activities of the Committee. The minutes are circulated to the other members of the Committee as soon as practicable, and subsequently presented to the MBA Council at the next main Council meeting.

Meetings:

Meetings of the Committee are arranged by the Chair. Unless otherwise agreed by the Committee, notice of each meeting confirming:

- the time and date
- the venue or electronic access arrangements
- the agenda of the main items to be discussed; and the supporting papers are forwarded to each member of the Committee, and to any other person attending, at least 2 working days before the date of the meeting.

The Director of Engagement (or interim position as appointed by the MBA Chief Executive) will act as Secretary to the Committee with responsibility to; prepare the agenda in liaison with the committee chair; take minutes; provide other support as required. The secretary will also be responsible for ensuring liaison with the MBA Chief Executive and other MBA staff in preparing for the meetings and feeding back from the meeting.

On occasions the Committee may, as it feels necessary, seek advice from experts or members of Council, who in such instances would attend the appropriate part or whole of the meeting. Officers of the MBA may also attend if requested by the committee.

The quorum for any meeting will be two MBA Trustees including the Chair. The Chair will report back on the number and makeup of the committee meeting to full MBA Council to facilitate transparency around decision making. The committee will meet at least twice a year. Other meetings may be convened as required.

v) MBA EXECUTIVE TEAM (MET) REMUNERATION COMMITTEE – TERMS OF REFERENCE

JUNE 2024

Purpose

The Remuneration Policy intends to manage MBA Executive Team (MET) remuneration to ensure that any such changes can be justified in terms of comparative benchmark data, individual performance, the MBA's ability to pay and internal consistency.

The principles for determination of salaries and other remuneration apply to the MET.

Aims

To successfully implement and execute the MBA's strategy and safeguard its long-term interests, the MBA must be able to recruit, develop and retain senior executives with relevant experience, expertise and leadership skills to sit on MET. Remuneration must be reasonable based on individual's respective competence, responsibility and performance. It is fundamental that remuneration ensures financial sustainability.

The following principles apply for MET remuneration:

- remuneration will be applied to ensure that it is discrimination free, and based on job scale and complexity;
- remuneration will be proportionate with due regard for financial sustainability and value for money;
- base salaries for members of MET, performing well, will be competitive in the market-place for comparable institutions with reference to the Universities and Colleges Employers' Association (UCEA);
- overall remuneration levels and personal development will be set to attract and retain good quality leaders with reward based on performance, assessed against objectives consistent with organisational performance and pay policy;
- any reward review is subject to Policy 50 Pay Structure and Reward and the Trustee Remuneration Committee.

Committee Duties

The Council delegates authority to the Trustee Remuneration Committee to;

- oversee the process of performance reviews of MET;
- determine remuneration as set out through the principles above;
- determine each MET member's pay, any performance bonus and personal development, based on recommendations from the Chief Executive (for their direct reports) and the President (for the Chief Executive);
- have a particular role to play in ensuring application of this policy is discrimination-free and promotes an equal pay agenda;
- ensure that all conditions of service comply with the requirements of employment law, including equal opportunity legislation;
- pre-approve recruitment, retention and severance arrangements for members of the MET or, as appropriate, to endorse "after the fact" any such arrangements which the President and Chief Executive have agreed between meetings to avoid unreasonable delay;
- ensure that all arrangements are unambiguous and diligently recorded.

Composition and Reporting

The Trustee Remuneration Committee is a sub-committee of the Council. It is comprised of the President and Chairs of MBA Committees (Research Committee, Membership & Engagement Committee, Finance, Audit & Risk Committee) – aka *ExCo*. The Committee has the discretion to invite others to attend part or all the meeting as it considers appropriate. In attendance will be the Chief Executive. The meeting shall be quorate when three Committee members are present. The Committee shall normally meet at least once per year to carry out the annual review of MET salaries; a special meeting will be convened, if required, arising from the recruitment, resignation or retirement of one of the members of MET.

The Chief Executive will be invited to present their recommendations to the Remuneration Committee on their direct reports.

The President will present their recommendation on the Chief Executive.

No individual shall be present when their own remuneration is being discussed.

No individual shall be involved in any decision relating to their own remuneration.

Discussion and decisions will be recorded.

The minutes of meetings of the Remuneration Committee will remain confidential but will be available on request to Auditors.

The Chief Executive will take forward appropriate onward action with HR and Finance as required.



At the Court at Buckingham Palace

THE 15th DAY OF MAY 2013

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Report of a Committee of the Privy Council dated 7th May 2013 was today considered:—

“YOUR MAJESTY was pleased, by Your Order of 12th February 2013, to refer to this Committee a Petition on behalf of The Marine Biological Association, praying for the grant of a Charter of Incorporation:

“THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Charter may be granted in terms of the annexed Draft.”

HER MAJESTY, having taken the Report and the Draft Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the annexed Draft.

Richard Tilbrook

ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the incorporated organisation commonly known as The Marine Biological Association of the United Kingdom (hereinafter referred to as “the former Company”) petitioned Us for a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Royal Prerogative in that behalf and of all others powers enabling Us so to do of Our Especial grace, certain knowledge, and mere motion do hereby for Us Our Heirs and Successors will grant, direct, appoint and declare as follows:

The Marine Biological Association of the United Kingdom

- 1 The persons now members of the former Company and all such persons who may hereafter become members of the body corporate hereby constituted and their successors shall forever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one body corporate by the name of The Marine Biological Association of the United Kingdom (hereinafter referred to as ‘the Company’) and by the same name shall and may sue and be sued in all Our Courts of law, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a body corporate.

OBJECTS

- 2 The objects for which the Company is hereby constituted are to promote the investigation, and to disseminate knowledge, of the seas and marine life, including the use of marine and other organisms for basic biosciences for the benefit of the public (where biosciences means marine biology in its widest sense).

POWERS

- 3 And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
 - (i) To encourage the maintenance of scholarship and scientific integrity in all matters of interest to the Association.
 - (ii) To arrange or assist others in arranging for meetings, educational courses, lectures, and other occasions for the interest of the members of the Company and for the general public.
 - (iii) To establish, manage, publish, promote, organise, finance and encourage the study, writing, production and distribution gratuitously or otherwise of books, periodicals and other publications, or other documents, educational courses and lectures or materials reproduced in print or electronic form.

- (iv) To establish, manage, promote, organise, finance, equip and maintain libraries and laboratories.
 - (v) To promote, commission, foster, undertake and publish research into any area of the objects and to disseminate and exchange the results of any such research.
 - (vi) To promote the formation of organisations, whether charitable or not, and whether jointly or singly, for the purpose of any of the objects of the Company and to assist such organisations as necessary in the fulfilment of their objects.
 - (vii) To make provision for lectureships, bursaries, prizes and grants.
 - (viii) To give or lend money for the furtherance of the objects of the Company.
 - (ix) To create, and undertake the management of, any trusts or endowments and any scholarships and exhibitions for the furtherance of the objects of the Company.
 - (x) To support, including affiliation with, any institutions or persons having objects, charitable or otherwise, similar to those of the Company and to acquire or merge with any other charity.
 - (xi) To make suitable arrangements for undertaking the work of the Company and for organising meetings of the Company.
 - (xii) To employ such staff, who shall not be members of the Council of the Company, as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of salaries, pensions and any other benefits to them.
 - (xiii) To raise funds and to invite or receive contributions from any person whatsoever by way of subscription, donation, and otherwise than through permanent trading unless undertaken through a subsidiary incorporated company.
 - (xiv) To invest the monies of the Company, not immediately required, in or upon such investments or other property or other assets as the Council may think fit.
 - (xv) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal estate.
 - (xvi) To erect, maintain, improve, or alter any buildings in which the company for the time being has an interest.
 - (xvii) To sell, let, mortgage, dispose of or turn to account all or any of the assets of the Company.
 - (xviii) To borrow or raise money on such terms and on such security as may be thought fit.
 - (xix) To create such Bylaws subject to the approval of the Privy Council as the Council of the Company may consider necessary for the good administration of the Company. The first such Bylaws are attached to this Charter as the Schedule.
 - (xx) To make grants or loans of money, to give guarantees and become, or give, security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations.
 - (xxi) To arrange insurance cover of every kind in respect of the company, its property and assets, its employees, officers, volunteers or members as required and to provide indemnity insurance for the members of the council and staff acting in good faith in accordance with and subject to the current legislation.
 - (xxii) To enter into contracts to provide services to or on behalf of other bodies.
 - (xxiii) To act as trustee of any trust.
 - (xxiv) To petition Her Majesty's Government or other public persons or bodies in respect of any matter affecting the objects of the company.
 - (xxv) 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.
 - (xxvi) To do all such other lawful things as are incidental to the attainment or furtherance of the said objects.
- Provided that:
- (a) the Company's objects shall not extend to the representation of the interests of members with regard to their conditions of employment, and

- (b) nothing herein shall prevent any payment in good faith by the Company:-
 - (i) of reasonable and proper remuneration to any member, officer or employee of the Company (not being a member of its Council) for any agreed services rendered to the Company other than service as a member of Council;
 - (ii) to any member, officer, employer or trustee of reasonable out-of-pocket expenses;
- (c) the Company shall exercise its powers and influence always with regard to safeguarding the environment.

MATTERS RELATED TO PROPERTY

- 4 (i) The Company, or any person on its behalf, may acquire for the purposes of the Company any lands tenements or hereditaments or any interest therein; and hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) grant demise alienate or otherwise dispose of the same or any part thereof.
- (ii) Any person and any body corporate may assure in perpetuity, or otherwise, or demise or devise to, or for the benefit of, the Company any lands, tenements, or hereditaments whatsoever, or any interest therein, within Our United Kingdom of Great Britain and Northern Ireland.
- (iii) The Company may also accept the transfer of the assets, rights and liabilities of the former Company (including any contractual rights and liabilities, property and monies held on behalf of, or in trust for, the former Company by any person or body corporate or unincorporate) and on such terms as the Company and the Former Company may agree.
- (iv) In the investment of monies belonging to, or held by, the Company, the Company shall seek such advice as it may see fit and shall take into account any law relating to charitable or other investment applicable at the time of such investment. Subject as aforesaid no liability shall attach to any officer, employee or member of the Company in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of the Company.
- (v) In case the Company shall take or hold any property which may be subject

to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (vi) The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Our Charter 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 members of the Company and no member of its Council shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or in kind from the Company.

CHARTER CHANGES

- 5 The members may, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting, revoke, amend or add to the provisions of this Our Charter; but no such revocation, amendment or addition shall, until approved by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

BYLAW CHANGES

- 6 The members may, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting, revoke, amend or add to the Bylaws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence.

SURRENDER OF CHARTER

- 7 The members may, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting, determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit, and wind up or otherwise deal with the affairs of the Company in such manner as shall be determined by such resolution or, in default of such direction, as Our Courts of law shall think expedient having due regard to the liabilities of the Company for the time being, and if, on the winding up or dissolution of the Company, there shall remain, after the satisfaction of all its debts and liabilities, any property

whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some association having objects similar to the objects of the Company which shall prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Company by this Our Charter, such association to be determined by the members at or before the time of dissolution.

same and shall be taken construed and adjudged in all Our Courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Company any mis-recital, non-recital, omission, defect, imperfection, matter, or thing whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

CONCLUSION

8 And We do hereby for Us Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the

WITNESS Ourselves at Westminster the _____ day of _____ in the _____ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

BYLAWS OF THE MARINE BIOLOGICAL ASSOCIATION OF THE UNITED KINGDOM

Definitions and Interpretation

1. In the Charter and these Bylaws the words standing in the first column of the Table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Words	Meanings
The Company	The Marine Biological Association of the United Kingdom
The Council	The governing body and Board of Trustees of the Company
Elected Governor	A member of the Council
Appointed Governor	A member of the Council nominated by a Nominating Institution or other organisation at the invitation of Council
Nominating Institution	An institution with the power to nominate a Governor at the invitation of the Council as may be amended from time to time in accordance with the Bylaws [and specified in the Regulations]
Individual Member	A natural person accepted to be an Individual Member of the Company
Institutional Member	An organisation accepted to be an Institutional Member of the Company

Institutional Governor A governor (nominated) by the Institutional Members

Month Calendarmonth

In writing Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form

Regulations Subsidiary rules

General meetings Meetings of the Company to which members have a right of access and in some cases a right to vote

Special resolution Resolutions to be passed by a majority of two thirds of those present and voting

In person Present personally or by electronic means

Words importing the singular number only shall include the plural number, and vice versa, and

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Membership

2. The Company shall consist of:

2.1 not more than twelve Appointed Governors

2.2 an unlimited number of Fellows and Honorary Fellows

2.3 not more than twenty Honorary Members

2.4 an unlimited number of Institutional Members

2.5 an unlimited number of Individual Members

2.6 not more than twenty Vice-Presidents

2.7 an unlimited number of Student Members.

3. Members are those who apply, and are accepted by the Council, for admission to the Membership Register of the Company in one of the following categories of membership. Council may create sub-categories of specialised membership from time to time as it may decide. The requirements for admission shall be determined by the Council from time to time and shall be published in the Regulations:-

3.1 Individual members shall be elected to such categories and have such rights as the Council may determine from time to time as published in the Regulations including the right to vote on all matters arising at General Meetings.

3.2 Persons of distinction who have contributed to the Company or to its aims shall be eligible for election as Honorary Fellows at an appropriate general meeting on the nomination of the Council. Honorary Fellows shall be voting members. They shall be entitled to the use of the postnominal of Hon FMBA.

3.3 Fellows of the Association shall be senior practitioners in marine biology who shall satisfy the requirements for election to this

category of voting membership. They shall be entitled to the use of the postnominal of FMBA.

- 3.4 Institutional Members shall be organisations interested in or associated with marine biology who have been admitted to the Register of Members and who shall exercise the rights and duties of membership through a nominated representative. The Institutional Members shall be voting members entitled to exercise one vote each on all matters coming before a general meeting.
- 3.5 The Company shall also recognise two categories of closed membership of the Company both of which are entitled to vote at General Meetings but who do not pay subscriptions:
 - 3.5.1 Life members, who are Individual Members granted life membership by the former Company; and
 - 3.5.2 Honorary Members, who are persons granted honorary membership by the former Company.
- 3.6 Student Members shall not be entitled to a vote and shall not be eligible for election to the Council or as Officers of the Company. There may be other categories of non-voting member as decided by Council and published in the regulations.
- 3.7 Vice-Presidents, who are voting members nominated annually by the Council for their distinguished contributions to Marine

Biology or to the work of the Association and do not pay an annual subscription.

4. Every application for membership shall be in such form as shall be required by the Council.
5. Resignation of members shall be signified in writing to the Company, but the person so resigning shall be liable for payment of the annual subscription (if any) for the current year, together with any arrears to the date of such resignation. However, the Council, in its discretion, may expel a member for conduct unbecoming. Non-payment of subscription or death shall also terminate membership.

Subscriptions

6. The Council shall from time to time determine the annual subscription to be paid by each member in each category of membership and any other payments that may be required from members.
7. The subscriptions for any subscription year shall become due on such dates as Council shall determine.

Council

8. The affairs of the Company shall be conducted and its Laboratories managed by the Council. The Council may comprise a maximum of:
 - twelve Appointed Governors;
 - two Institutional Governors;
 - fifteen Elected Governors;
 - the President; and
 - the Treasurer.

All of whom shall be members of the Company, and the Council shall, by Regulation, set rules as to the composition of the Council from time to time in accordance with the Bylaws.

- 8.1 The Appointed Governors shall be nominated by the Nominating Institutions in accordance with the Regulations and the Council may vary the Nominating Institutions and the manner in which Appointed Governors are nominated at its discretion.
- 8.2 The Elected Governors shall be elected by the members of the Company in general meeting and shall retire from the Council at the conclusion of the third Annual General Meeting following the Annual General Meeting at which they were last elected and shall not be eligible for re-election until the next succeeding Annual General Meeting.
- 8.3 The Institutional Governors may be nominated (annually) from the Institutional Members in a manner to be prescribed in the Regulations and shall be appointed by the Council in accordance with such Regulations.
- 8.4 The Appointed Governors and the Institutional Governors (if any) shall serve for such periods as are agreed between the Council and, in the case of the Appointed Governors, the Nominating Institutions, and, in the case of the Institutional Governors, the Institutions.
- 8.5 At meetings of the Council the quorum shall be five in person including electronic participation.

- 8.6 In the event of any vacancy occurring in the Council, the Council may fill such vacancy at its discretion and the person so appointed shall serve until the end of the term of office of the person causing the vacancy.
- 8.7 Subject to the provisions of these Bylaws, the Council may regulate its proceedings as it thinks fit. Questions arising at a meeting of the Council shall be decided by a majority of votes and in the case of an equality of votes the chairman of the meeting shall have a second and casting vote.
- 8.8 The Council shall have power to appoint from time to time such committees as the Council may deem expedient composed of Council members and non Council members as appropriate, and may delegate to such Committees such of the powers of the Council as the Council may determine.
9. The first Council members after incorporation by Royal Charter shall be those who have been elected to serve on the Council for the period during which incorporation shall take place. They shall hold office as such until their retirement and the election and coming into office of their successors.
10. The Honorary Officers of the Company shall consist of:
- 10.1 the President, and
- 10.2 the Treasurer
11. The President and Treasurer shall be nominated by the Council from among the members of the Company and proposed for election at the

Annual General Meeting. The President shall be elected for a term of five years and shall be eligible for re-election for a further term, but the total period of his Office shall not exceed ten years (except in special circumstances when Council may invite the incumbent President to extend the term of Office on an annual basis, subject to ratification by the Annual General Meeting). The Treasurer shall be elected annually and shall be eligible for re-election.

12. The Council shall appoint a chief executive, by whatever title, to be the Company Secretary and 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 Company, 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 Company in a state of efficiency, and oversee the publications of the Company. The chief executive shall not be a member of the Council.
13. 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.
14. The Council may open and control such bank accounts as it may consider necessary and shall

authorise from time to time the procedures for withdrawing money from such accounts.

15. The Council may form committees consisting of members of the Company and such other persons as it thinks fit and may delegate any of its powers to such committees and any such committee so formed shall conform in the exercise of the powers so delegated, to rules imposed on it by the Council.
16. The Council may appoint one or more Patrons to serve for such periods and with such duties as it may decide.
17. No member of the Council or of any of its committees shall incur personal liability in respect of any loss or damage done in good faith for the benefit of the Company. The Company shall indemnify every Council and committee member, officer and employee of the Company against any loss or expense incurred through any act or omission done or committed by them in the course of the performance in good faith of their authorised duties on behalf of the Company.

Conflicts Of Interest

18. A member of the Council shall avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company.
- 18.1 A member of the Council in such a situation shall declare his interest or possible interest at a relevant meeting of the Council or by notice in writing to all the other members of the Council.
- 18.2 The Council shall decide how this conflict shall be managed.

- 18.3 it can decide that the conflicted person may remain at the meeting, participate in the discussion, and even vote on the matter concerned, or
- 18.4 it can allow the conflicted person to remain but not vote and/or speak, or
- 18.5 it can require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

The Calling and Conduct of General Meetings

19. The Company shall hold each year a general meeting as its Annual General Meeting in addition to any other general meetings in that year and shall specify it as such in the notices calling it.
20. The Annual General Meeting shall be held each year not normally more than fifteen months after its predecessor, for election of Officers, of Vice Presidents, and to any vacancies in Council membership for the coming year, for receipt of the Annual Report and Accounts and for the conduct of any other business for which notice has been duly given. There may be other general meetings during each year which shall be called by the Secretary on the instruction of the Council or at the request in writing of fifty members.
21. Notice of any general meeting shall be published at least twenty one days before the date of the meeting and shall also be sent to the Auditors or Examiners. Such notice shall give the date and place of the meeting, and the purpose for which it is called shall be explicitly stated.

21.1 The 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 had, at any meeting.

21.2 The quorum for meetings called by the Council shall be ten members in person and for meetings called by members, the quorum shall be fifty members. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall be dissolved.

21.3 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a 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 an adjourned meeting.

22. The Chairman at any general meeting of the Company shall be the President or, in his absence, a Vice President or in the absence of a Vice-President a member of Council selected by those Council members who are present.

23. At any general meeting a motion put to the vote shall be decided by a show of hands unless a poll is demanded by any one member. The Chairman shall decide how that poll shall be conducted.

Accounts

24. The Council shall cause accounting records to be kept at such place as the Council shall think fit, which shall always be open to the inspection of the Council members.
25. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be opened to the inspection of members not being Council members.
26. At the Annual General Meeting the Council shall lay before the Company an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and of the Auditors or Examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than twenty-one clear days before the date of the meeting to the Auditors or Examiners and to all other persons entitled to receive notices of general meetings in the manner in which notices are herein directed to be served.

Audit or Examination

27. Once at least in every year the accounts of the Company shall be audited or examined as the case may be and the correctness of the income and expenditure account and balance sheet ascertained by one or more Auditors or Examiners.
28. Auditors or examiners shall be appointed and their duties regulated in accordance with the provisions of the law. The Auditors or Examiners (who shall be qualified under the law) shall be appointed and their remuneration determined by the Council.

Notices

29. A notice may be served by the Company upon any member, personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the list of members, or by electronic means as agreed by the member.



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