



*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:-

<b>Words</b>	<b>Meanings</b>
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.