



*At the Council Chamber, Whitehall*

THE 22nd DAY OF MARCH 2023

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved amendments to the Bylaws of The Marine Biological Association of the United Kingdom as set out in the Schedule to this Order.

*Richard Tilbrook, CVO*

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*SCHEDULE*

AMENDMENTS TO THE BYLAWS OF THE MARINE BIOLOGICAL  
ASSOCIATION OF THE UNITED KINGDOM

1. In "Definitions and Interpretation":
  - (i) **delete** the word "Elected Governor" and **substitute** "Trustee";
  - (ii) **delete** "Appointed Governor" and its definition;
  - (iii) in the definition of "Nominating Institution" **delete** "Governor" and **substitute** "Trustee";
  - (iv) **delete** "Institutional Governor" and its definition and **substitute** "Institutional Trustee - A Trustee nominated by the Institutional Members";
  - (v) **delete** "Words importing the masculine gender only shall include the feminine gender, and".
2. **Delete** Bylaw 2 and **substitute**:
  - "2. The Company shall consist of:
    - 2.1 an unlimited number of Fellows and Honorary Fellows
    - 2.2 an unlimited number of Institutional Members

2.3 an unlimited number of Individual Members

2.4 an unlimited number of Student Members.”.

3. **Delete** Bylaw 3 and **substitute**:

“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 Individual members who satisfy the requirements for admission to the individual category of ‘Professional Member’ are entitled to the use of the postnominal Mem.MBA while remaining in good standing as members.

3.3 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.

3.4 Fellows of the Association shall be senior practitioners in marine biology who shall satisfy the requirement for election to this category of voting membership. They shall be entitled to the use of the postnominal of FMBA.

3.5 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.

3.6 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.”.

4. In Bylaw 6, after “that may be required from members.” **insert** “The Council shall have the discretion to reduce or remit a member’s subscription for good reason.”.

5. **Delete** Bylaw 8 and **substitute**:

“8. The affairs of the Company shall be conducted and its Laboratories managed by the Council. The Council may comprise a maximum of thirteen Trustees. In addition the President and the Treasurer shall be ex officio members of the Council. All 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 Trustees 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 unless re-elected for a further term.

8.2 At meetings of the Council the quorum shall be five in person including electronic participation.

8.3 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. The Council shall ensure that there is an even rotation of retirements of Council members and, in this regard, shall have the right to extend the service of a Council member for one year if necessary to achieve such evenness.

8.4 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 Chair of the meeting shall have a second and casting vote.

8.5 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. Non-Council members of committees may both speak and vote on all matters discussed by the committees recognizing that all committee decisions shall be subject to Council approval.

6. In Bylaw 11:

- (i) *delete* "his Office" and *substitute* "their Office";
- (ii) *delete* "The Treasurer shall be elected annually and shall be eligible for re-election." and *substitute* "The Treasurer shall also be elected for a five year term of office and shall be eligible for re-election for one further term."

7. *Delete* Bylaw 12 and *substitute*:

"12. The Council shall appoint a chief executive, by whatever title, to be the Company Secretary and to superintend, direct and participate in the work of the Association and its laboratory. The chief executive shall not be a member of the Council."

8. In Bylaw 18:

- (i) *delete* "he has" and *substitute* "they have";

(ii) in 18.1 *delete* “his interest” and *substitute* “their interest”.

9. In Bylaws 21.3. and 23 *delete* “Chairman” and *substitute* “Chair”.

10. *Delete* Bylaw 22 and *substitute*:

“22. The Chair at any General Meeting of the Company shall be the President or, in their absence, a member of the Council selected by those Council members who are present.”.