

MEMORANDUM OF ASSOCIATION
OF
THE MARINE BIOLOGICAL ASSOCIATION OF INDIA

1. NAME:

The name of the Association shall be “**THE MARINE BIOLOGICAL ASSOCIATION OF INDIA**”

2. HEAD OFFICE:

The Head office of the Association shall be at Mandapam Regional Centre of CMFRI, Marine Fisheries P. O, Mandapam Camp, Tamil Nadu- 623 520.

3. OPERATIONAL LIMIT:

The operational limits of association shall be international.

4. WEBSITE:

The website of the association is www.mbai.org.in.

5. OBJECTS:

The Association shall be a voluntary, non-profit making, service oriented body of persons and an organization associated for the purpose of creating an active interest in the field of marine biological and allied sciences among the members:

- a) By organizing lectures, symposia, workshops, conferences, meetings and seminars on specific and general subjects for fulfillment of the object.
- b) By offering requisite information to researchers, scholars and students undergoing training in marine biological sciences.
- c) By publishing a journal, by name JOURNAL OF THE MARINE BIOLOGICAL ASSOCIATION OF INDIA.
- d) By issuing occasional memoirs and monographs.
- e) By instituting fellowships and studentships to researchers at various recognized institutions.

- f) By sponsoring and aiding marine expeditions.
- g) By instituting prizes to be awarded in recognition of outstanding contributions towards the advancement of marine biological sciences from the research workers as funds permit.
- h) By providing financial assistance/scholarships to economically backward students of marine biology.
- i) To maintain a website of the association which for the time being shall be www.mbai.org.in.
- j) To do such other and further acts or deeds as are necessary and / or incidental or conducive to the attainment or carrying out all or any of the above objects.
- k) To establish, run and maintain chapter or chapters at such place or places as it deems fit for the association.

6. INCOME AND ASSET UTILISATION:

- A) The income and/or the property of the association derived from whatever source shall always be applied towards promoting of the objects of the association as set forth above, and no portion thereof shall be paid or distributed among its members directly or indirectly as dividend, bonus or otherwise by way of distribution of profit.
- B) In the event of the association becoming dormant, defunct or being wound up, the assets of the association including landed property, buildings, bank balances and other receivables etc. shall merge with any other association or bodies with similar objects, duly registered, approved/recognized by the income tax department.

The Association is registered under the Tamil Nadu Societies Registration Act, 1975/Rules, 1978 on 12/02/1960 with registration number 1/1960. We the undersigned members of the executive committee have resolved in the annual general meeting held on 18th May 2017 to amend the constitution of the Association keeping with the recent requirements and rule changes.

BYE LAW
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6. MEMBERSHIP:

- a) Membership of the Association shall be open to any person who is associated with marine science and has completed the age of 18 years, and any institution involved in the field of marine science.
- b) Fees for membership: The membership will be as a life member on payment of Rs. 500/- towards entrance fee along with Rs.4,500/- for membership and students are eligible for membership on payment of Rs. 100/- towards entrance fees along with Rs. 2,400/- towards membership. Institutions are eligible for the annual membership on payment of Rs. 5,000/-. When a member ceases to be a student, he/she shall remit a sum of Rs. 2,500/- an amount which is equal to be a sum to that of any other person to continue to be a member within a period of one year of his ceasing to be a student.

- c) Overseas persons and institutions are eligible for membership on payment of such fees in US \$ or such other currency as calculated with reference to exchange rates and probable exchange fluctuations.
- d) Honorary members: Persons of eminence by their contribution to marine biological and allied sciences may be selected by the Executive Council as Honorary Members and they shall be exempted from entrance fee and other fees.
- e) Voting rights: All the members shall have equal voting rights. Institutional members may nominate one person to represent the institution in the general meetings.
- f) Privileges: All members are entitled to receive a copy of journal at such rate or free of cost. They are also entitled to receive other publications of the association at concessional rates as may be decided by the Executive Council from time-to-time.
- g) Register of members: A list of members shall be maintained with necessary details in the head office of the association in a register or in an electronic form. Any changes thereafter shall be noted from time to time after placing all the facts before the Executive Council.
- h) The association reserves the right to reject any application for membership without assigning any reasons. The Executive Council shall be at sole discretion to accept or reject an application for membership.

7. ANNUAL GENERAL MEETING:

- a) A general meeting of the members of the Association shall be held by giving three weeks notice to all members in advance, once in every year ordinarily before 30th of June, which will be called annual general meeting (AGM).
- b) One-fourth of members on the Members register can, in writing, apply to the President to convene a general meeting for any specific purpose. President shall sent notice to all members a minimum of seven days notice in advance referring the said purpose for which notice is received and convene a general meeting.
- c) All general meetings shall be held in Kochi. The date, time, place and agenda for the meeting shall be fixed by the Executive Council.

- d) The quorum of the general meeting shall be twenty one members or 1/10 of the total members of the association present in person whichever number is less.
- e) No travelling allowance or daily allowance shall be given to any of the members of the association for attending the general meetings.
- f) If an annual general meeting is duly convened, and there is no quorum; the President may adjourn the meeting to another date. If on the adjourned date also there is no quorum, the President may transact the business of the meeting as if there was a quorum and any resolution passed by such meeting shall be valid and binding on all the members of the association.
- g) The annual general meeting shall transact the following Business:-
 - (i). To receive annual report of the Executive Council and audited balance sheet, income & expenditure statements as on immediate preceding 31st March.
 - (ii). To discuss resolutions or matters of general interest to the association.
 - (iii). To elect the members of the Executive Council by voice vote or secret ballot system.
 - (iv). To appoint auditor for the ensuing year and to fix their remuneration.
 - (v). To confirm or dismiss the election of the honorary members by the Executive Council.
 - (vi). To approve proposals of the Executive Council incurring special items of expenditure exceeding Rs.1,00,000/- (Rupees One Lakh only) excluding the publication of the journal.
 - (vii). At any General Meeting, a resolution put to vote shall be decided by a poll. The majority decision shall be binding on the association. In the event of a tie in the result of voting, the President shall exercise his casting vote.
- h) Any member of the association shall be removed from the register of members of the association, if a resolution to that effect is passed in the general meeting by not less than 2/3 members present.

8. EXECUTIVE COUNCIL:

a) Management

- i. The affairs of the association shall be administered by governing body of 15 members which shall be called the “EXECUTIVE COUNCIL” consisting of President, two Vice- Presidents, a Secretary, a Treasurer, an Editor of the journal and five members besides an Associate Secretary, Associate Treasurer, and two Associate Editors.
- ii. The term of office of the Executive Council shall be three years from the date of assuming of charge of office.
- iii. Members of the Executive Council shall be those persons with reputation, knowledge in the field of marine science, willingness to work to achieve the objective of the association. Persons who are members of the association for more than three years shall only be eligible to be elected to the Executive Council.
- iv. Either the President or one of the Vice - Presidents, Secretary, Treasurer and at least five members to the Executive Council shall be residents of the association operational base.
- v. The Director of Central Marine Fisheries Research Institute shall be the President of the association ex-officio.
- vi. The Executive Council may be convened whenever necessary but shall meet at least once in three months.
- vii. The President or in his absence one of the Vice - Presidents shall preside over the meeting.
- viii. Any member of the Executive Council who is absent in three successive meetings without assigning convincing reason can be expelled from the Executive Council.
- ix. Interim vacancies in the Executive Council may be filled by the council. The persons so appointed shall hold office till the next election for Executive Council.
- x. The quorum of the Executive Council meeting shall be six members.

- xi. All decisions of the Executive Council shall be decided by the majority of the members present.
- xii. No travelling allowance or daily allowance shall be given to any of the office-bearers for attending the Executive Council meetings.

b) Powers and duties of the Executive Council

- (i). To take appropriate steps to carry out the objects of the Association.
- (ii). To select the honorary members.
- (iii). To purchase or otherwise acquire property/intellectual rights or privileges at such prices or such terms and conditions as the executive council think fit.
- (iv). To incur any expenditure including the publication of the journal from the general funds of the Association. On any special items of expenditure exceeding Rs.1,00,000/- (Rupees One Lakh only) excluding the publication of the journal, memoirs and monographs, the approval of the General meeting shall be obtained before such expenditure is incurred.
- (v). To convene the general meeting of members whenever necessary.
- (vi). To represent the Association in any legal proceedings.
- (vii). To open and operate bank account or accounts in the name of the association, deposit funds under term deposits.
- (viii). To file necessary applications, documents, returns and statements with the Department of Income Tax, local body corporate or with such statutory authorities as may be necessary in compliance of law.
- (ix). To appoint legal counsel, advocates or arbitrators to defend and protect the property and other assets of the association.
- (x). To purchase landed property and or construct buildings thereon and maintain the same, give on lease or rent to generate income or the purpose of achieving the objects of the association.

- (xi). To determine the manner in which bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents shall be signed or executed by or on behalf of the association.
- (xii). To appoint sub-committee for any specific purpose.
- (xiii). To take such other steps as may be necessary for the exercise of any of its powers or for the discharge of any duties for fulfillment of the objects of the association.

9. FUNCTIONS OF THE OFFICE BEARERS:

a) President and Vice- Presidents

- (i). The President shall have the general control over the affairs of the Association.
- (ii). He can direct the Secretary/Associate Secretary to convene the meeting of Executive Council and members.
- (iii). He can appoint in consultation with the Secretary /and with the approval of the Executive Council such person/(s) as they think fit to perform the functions of the association for a special purpose.
- (iv). The President on recommendation of the Executive Council shall invite such distinguished persons as stated in to become Patrons.
- (v). He along with one of the Vice Presidents or Secretary shall execute all documents on behalf of the Association.
- (vi). He shall jointly with the Secretary/Associate Secretary appoint officers, clerks, servants of the Association or any other persons that may be necessary for the Association and to remove, demote, dispense with or dismiss them or vary or alter the conditions of service from time to time in such manner as they think fit.
- (vii). He shall generally perform such duties as or pertains to the office of the President.
- (viii). In the absence of the President, anyone of the Vice–Presidents authorized by President shall perform the duties of the President.

b) Secretary/Associate Secretary

The Secretary shall be the administrative executive of the Executive Council. His duties are as follows:-

- (i). To receive all applications for membership in the Association and to place it before the Office bearers for their consideration and disposal and he shall keep a register of Members of the Association.
- (ii). To take appropriate steps to carry out the objects of the Association.
- (iii). To convene the meeting of the Executive Council and members in consultation with the President.
- (iv). He shall prepare the agenda for the meeting of the Executive Council and members.
- (v). To maintain a page numbered minutes book or in electronic form to record the proceedings of the meeting of the Executive Council.
- (vi). To place before the Executive Council all important correspondences up to the date of meeting.
- (vii). To give effect to the directions or decisions of the Executive Council.
- (viii). He shall be the custodian of all the documents and records of the Association.
- (ix). He shall represent the Executive Council in all the legal proceedings.
- (x). He shall make arrangements for the conduct of such functions of the Association and shall have general control over the office.
- (xi). To maintain such records of financial transactions as are necessary for the purpose of records, legal and compliances of any provisions of income tax, Grant, subsidy, research funds of the State or Central Government or of such government department, endowments, contributions received etc. as the case may be.
- (xii). The Secretary jointly with the Treasurer shall open and operate account or accounts with banks and such other financial institutions for effecting transactions of the Association and for this purpose sign cheques, endorse bills and other instruments or documents on behalf of the

Association. The Executive Council may appoint such other member of the association, of a number of not less than two to open and operate a bank account at such other place or places as may deem fit.

- (xiii). To take all such measures and do all such things, as may be, required to carry on the work to fulfill the aims and objects of the Association.
- (xiv). In the absence of the Secretary, the Associate Secretary authorised by Executive Council shall perform the duties of the Secretary.

c) Treasurer

The Treasurer shall be, unless such other person is authorised, the sole custodian of all the funds and accounts of the Association and shall perform following duties:-

- (i). To receive all donations, contributions from various sources, subscription from the members and other moneys receivable by the Association which shall be constituted into a general fund of the Association and to use the fund for the cause of the Association.
- (ii). The Treasurer jointly with the Secretary shall cause to keep regular and correct books of accounts, relating to the receipts, payments, expenses with supporting vouchers, and to present before the executive committee meetings.
- (iii). To get annual accounts audited by an Auditor and shall remedy defects or irregularities, if any, pointed out by the Auditor. The Financial year of the Association shall be 1st April to 31st March of every year.
- (iv). The Treasurer jointly with the Secretary, as mentioned elsewhere in this bye-law, shall operate bank account or accounts and such other financial transactions of the Association and for this purpose, sign cheques, endorse bills and such other instruments or documents on behalf of the Association.
- (v). To give effect to all the directions and decisions of the meetings of the Executive Council and the general meetings.
- (vi). To look after and safeguard the financial interest of the Association to the best of his/her ability.

- (vii). In the absence of the Treasurer, the Associate Treasurer authorised by Executive Council shall perform the duties of the Treasurer.
- (viii). Treasurer or in his absence, Associate Treasurer shall present the Audited statement of accounts to the members at the Annual General Meeting.

10. EDITOR:

- a) The Editor shall be responsible for the publishing of the Journal of the Marine Biological Association of India on periodical and timely basis.
- b) The Editor with the approval of the executive council shall form an Editorial Committee of himself and with two Associate Editors for the publishing of the journal.
- c) In the case of long and continued absence of any of the Editor/ Associate Editors, the Executive Council shall nominate persons to act in the respective offices until the return of the regular incumbents or the next general elections, whichever is earlier.

11. FORMATION OF LOCAL CHAPTER:

- a) Twelve or more members resident of any region or city in India can unite together to establish a local chapter of the association at their area. They may jointly apply to the executive council expressing their desire with detailed proposal. If the Executive Council feels that the proposed chapter will assist in promoting objectives of the association, it may grant approval.
- b) Only one chapter is permitted in each location and no chapter shall be permitted to act in a way against the declared objects or the dignity of the Association.
- c) The members of the chapter shall select a committee of five members including a Chairman, Secretary and a Treasurer from the members of the chapter to administer the affairs of the chapter.
- d) The local chapter may raise funds either by donation or by grant from such authority or department, or by any local activity. Such fund shall belong to that chapter and shall be managed by the office- bearers of that chapter in accordance with the objectives and provisions as laid down in this bye-law. The chapter shall have the right to retain balance funds, raised by such chapter, if any.

- e) The final accounts as approved by a local chapter relating to the funds raised and balance, if any, retained by them shall be incorporated in the annual accounts of the association, and such balance funds, if any, need not be reflected as dues from the chapter in the annual accounts of the association.
- f) The chapter committee shall meet at least once in two months, and the secretary of the chapter shall send a report on the meetings along with a statement of income and expenses as presented in the meeting, and other details in the format which will be prescribed by the Executive Council. Such report shall be sent to the head office within fifteen days of the succeeding month.
- g) Every local chapter, within a period of one month from the end of the financial year, shall get their Annual Income and Expenditure Account duly audited, and shall send the same to the Treasurer of the Association, for incorporation of the same in the accounts of the association.

12. ALTERATION:

- a) The Executive Council may or on the request of ten or more members, decide to amend any provisions of the memorandum of association or bye law and shall circulate the proposed amendment with explanatory notes and reasons thereon by way of a notice printed or electronic, to convene a general meeting. The general meeting may approve such amendment with or without modification by majority decision. A copy of such amendment shall be filed with the registrar within 14 days of the meeting approving the amendment.

13. UTILISATION OF FUNDS:

The funds of the association shall be invested in the modes specified under the provisions of section 11 (5) of the Income Tax Act, 1961 as amended from time to time.

For all items of expenditure exceeding Rs.1,00,000/- (Rupees One Lakh only) excluding the publication of the journal, memoirs and monographs, the approval of the General shall be obtained before such expenditure is incurred.

WINDING UP:

In the event of the association becoming dormant, defunct or being wound up, there remains any assets of the association including landed property, buildings, bank balances and other receivables etc. shall be transferred or merge with any other association, society, company, institution, body corporate or bodies with similar objects of this association, duly registered, approved/recognized by the Commissioner of Income Tax or by the Department of Income Tax.

GENERAL

- a) All the provisions of the Tamil Nadu Societies Registration Act, 1975/Rules, 1978 will be applicable to this association.**