Marine Mammal Observer Association (MMOA) Constitution

8th March 2024

Marine Mammal Observer Association
12 Old Bond Street, Mayfair, London, W15 4PW
Website: www.mmo-association.org
Email: info@mmo-association.org

1.0 NAME/TERMS

1.1 The name of the organisation shall be the **Marine Mammal Observer Association** (MMOA), hereafter referred to as "the Association"**.**

1.2 For the purposes of clarity any person working as a Marine Mammal Observer or Passive Acoustic Monitoring Operator shall hereafter be referred to as "MMO".

2.0 AIM AND OBJECTS

2.1 The overall aim of the Association is to provide offshore consultants working as MMOs with a professional affiliation that will seek to inform and represent their interests and raise working standards to improve the environmental protection of marine mammals.

2.2 In order to achieve the above overall aim, the Association will work to:

a) raise awareness of issues relating to the effects of offshore marine operations on marine mammals within industry, government and the general public;

b) raise awareness and promote the MMO role within industry and government regarding marine mammal mitigation, legal requirements and best practice;

c) identify and implement training and educational initiatives aimed at promoting best practice in relation to working procedures, new technologies, information and country specific guidelines;

d) develop and promote networking opportunities for members, in order to encourage the sharing of information and ideas and the development of skills within the sector;

e) represent the interests of the Association and its members to Government, public agencies, industry and other organisations;

f) Provide practical support to MMO/PSO/PAM operators in the field;

g) undertake any other work which is necessary to secure the above aim and objects.

3.0 POWERS

3.1 To further the above objects, the Association may: -

a) employ and pay any person or persons to supervise, organise and carry on the work of the Association;

b) bring together in conference and work in liaison with representatives of voluntary organisations, Government Departments, commercial companies and individuals;

c) take out membership of such organisations as are considered to be in the interests of and compatible with the objects of the Association;

d) promote and carry out or assist in promoting and carrying out research, surveys and investigations and where considered appropriate publish the results;

e) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;

f) collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects whether in this country or overseas;

g) cause to be prepared and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, pamphlets or other documents or films or recorded tapes as shall further the objects;

h) borrow or raise money for the objects and accept gifts on such terms and on such security as shall be deemed appropriate;

i) purchase, lease and dispose of any heritable subjects;

j) raise funds and invite and receive contributions from any person or persons by way of subscription or otherwise;

k) purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the objects and construct, maintain and alter any buildings considered appropriate for the work of the Association;

l) make regulations for the management of any property which may be so acquired;

m) sell, let, grant securities over, dispose of or turn to account all or any of the property or assets of the Association;

n) do all such lawful things as are incidental or conducive to the attainment of the objects.

4.0 MEMBERSHIP

4.1 **Full Subscribing Membership** of the Association is open to any individual working professionally as a Marine Mammal Observer (MMO), Protected Species Observer (PSO), or Passive Acoustic Monitoring (PAM). If an experienced MMO/PSO or PAM operator has not been offshore in the last 5 years but has continued to work in a role that is related to MMO/PSO/PAM issues then this person can be considered for full membership as their input is still current and valid. They will be required to provide details of this role for assessment.

To be accepted applicants must:

a) Show evidence of working commercially as a MMO, PSO or PAM operator;

b) Show evidence of experience, training and qualifications;

c) Be supportive of the aim and objects of the Association, and, in particular, committed to raising professional standards within the sector in ways which seek to strengthen and improve the effectiveness of marine mammal mitigation and adhere to the MMOA Professional Code of Conduct;

d) Show other criteria relating to professional experience.

4.2 Each Full Subscribing Member has the right to vote on motions and nominations at annual AGM.

4.3 Any individual who has a connection with or an interest in offshore activities relating to marine mammals or is a newly qualified MMO/PSO/ PAM Operator, who pays a membership subscription to the Association and whom the Association deems appropriate to appoint to membership shall be eligible to join as an **Associate Subscribing Member.** Associate Subscribing Members have no voting rights in the Association.

4.4 **Corporate Subscribing Membership** shall be open to any non-government organization, private commercial company, organization, government body or corporation that has relevant operations or mandate in those activities that relate to marine mammal mitigation. The Association Executive Committee shall vote on admittance of those that apply. Corporate Subscribing Members have no voting rights in the Association

4.5 It shall be in the absolute discretion of the Executive Committee whether or not to admit any organisation, body or individual to Full, Associate or Corporate Membership of the Association and in the instance of refusal the Executive Committee will make these reasons known in writing to the applicant.

4.6 It shall be in the absolute discretion of the Executive Committee to cancel the membership of any Full, Associate or Corporate Subscribing Member of the Association. Similarly, it shall be in the absolute discretion of the Executive Committee whether or not to renew the membership of any Full, Associate or Corporate Subscribing Membership when that membership falls due for renewal. In the instance of cancellation or non-renewal the Executive Committee will make these reasons known in writing to the applicant.

5.0 SUBSCRIPTIONS

5.1 All Full Subscribing Members (including Executive Committee Members), Associate Subscribing Members and Corporate Subscribing Members shall pay an annual subscription. Subscription rates will be as determined by the Executive Committee on an annual basis.

6.0 AGM

6.0 Once a year the Executive Committee shall facilitate an online AGM to which all

members will be given 31 days' notice. Any Full Member has the right to submit a motion or nomination at least 21 days prior to AGM. Issues for voting can include amendment of constitution, appointment of office bearers. Other items may be included on the AGM agenda if notified to the Association's Secretary at least 21 days prior to the AGM. All Members will receive an annual report on the work of the Association and a financial statement.

6.1 The chairman may at any time call a special general meeting of the Association. The secretary shall call a special general meeting within 21 days of receiving a request to do so, giving a minimum of 14 days' notice.

6.2 Each Full Subscribing Member has one vote at an AGM or special general meeting. If there is a tied vote, the Chairman shall have a second (casting) vote. Full Members may vote within 30 days of an expired membership. This is to allow those that have been offshore and unable to renew memberships to vote. This is on the understanding the Full Member will renew and wishes to guide the MMOA towards its mission and aims.

7.0 EXECUTIVE COMMITTEE

7.1 The Executive Committee shall consist of a maximum of eleven members. Nominations for vacant positions on the Committee are invited from full members and voted on at the Annual General Meeting. The Executive Committee should consist of at least 5 Committee Members. Should a Member need to resign from the Committee, and this would result in the Committee having less than the required minimum number, the Secretary shall seek nominations for a suitable replacement within 3 months of the resignation. If the minimum number is not achieved within this 3 month time frame a special meeting may be called involving all members to discuss the Association's position.

Elected Committee Members are to be appointed from the Full Subscribing Membership on an annual basis. Committee Members will retire each year but can be re-elected based on the input and commitment to the Committee in the year already served.

It shall be in the absolute discretion of the Committee to remove a Committee Member from their position should they breach the "Executive Committee Member Code of Professional Conduct". This will be determined by majority vote of the Committee. In this instance the Committee will make these reasons known in writing to the Committee Member.

7.2 The Executive Committee shall have the power to co-opt other representatives from allied organisations as ex-officio members as and when necessary. Casual vacancies on the Executive Committee may be filled by the Full Membership and any other person appointed to fill such a casual vacancy shall hold office until the next AGM of the Association and shall be eligible for election at that meeting.

7.3 The Executive Committee shall appoint and fix the remuneration of a secretary (where an honorary secretary is not elected) and the remuneration of all such staff as may in their opinion be appropriate. Paid staff, including the secretary where so employed, shall not be members of the Executive Committee.8.0 OFFICE BEARERS

8.1 The office bearers of the Executive Committee shall be Chairperson, Vice Chairperson,

Secretary and Treasurer. They shall be appointed at the AGM and shall hold office for one year, and shall be eligible for re-election. There shall be no upper limit on the number of consecutive years in which an office-bearer may be appointed to serve in the same post. It shall be the responsibility of the office-bearers to ensure that proper minutes of the meetings are kept and appropriate financial control exercised.

9.0 EXECUTIVE COMMITTEE MEETINGS

9.1 Discussion and formal decision making of the Executive Committee shall be conducted online via the Committee forum blog site to bring about the efficient discharge of the business of the Committee.

9.2 Any Executive Committee member can raise and put forward a motion. Any votes, absentations or vetoes from Executive Committee members must be received within two weeks on motion being posted.

9.3 Motions are passed by majority unless it is vetoed by any member of the Executive Committee.

10.0 FINANCE

10.1 All monies raised by or on behalf of the Association will be used for the furtherance of the objects and for no other purpose. The preceding provision shall not, however, prevent the payment of reasonable and proper remuneration to any employee of the Association and expenses to an Association member acting on behalf of the Association with the Executive Committee's consent.

10.2 The Treasurer shall keep proper accounts and pay all monies not immediately required into a bank, post office or building society account in the name of the Association. The Committee shall authorise any of the Chairman, Vice Chair, Secretary or Treasurer of the Committee or any other nominated member of the Association to sign cheques on behalf of the Association. The account shall be operated on the dual signatures of any two of these signatories.

10.3 All members (on written request) have the right of access to all the Association's financial statements. The Association shall have the power to obtain, collect and receive money and funds by means of contributions, donations, subscriptions, deeds of covenant, legacies, grants or any other lawful method.

11.0 DISSOLUTION

11.1 If the Executive Committee decides by majority that, on the grounds of expense or otherwise, it is necessary to discontinue the Association, a meeting shall be called of all members, being given not less than 21 days' clear notice and detailing the proposal.

11.2 If confirmed, the Executive Committee shall have the power to dispose of any assets held after the settlement of any debts or liabilities to a charitable organisation or organisation with aims similar to those of the Association.

12.0 ALTERATIONS TO THE CONSTITUTION

12.1 Every member of the Association has a right to receive a copy of the constitution.

12.2 This constitution shall not be altered (unless for minor administrative amendments such as an address change) or rescinded except at a General Meeting of the Association, and then only with the majority consent of at least two-thirds of the members present entitled to vote. Amendments should be in the hands of the Secretary at least 21 days before the meeting at which the change is to be discussed.

This was adopted as the Constitution of the Marine Mammal Observer Association (MMOA) by the Executive Committee on the **8th March 2024**

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