

SCHEDULE 2

Article 9

FURTHER PROVISIONS RELATING TO TRUSTEES

Appointment of a Chairman and Vice-Chairman of the Trustees

1. The Trustees must appoint a Chairman of the Trustees from among the trustees appointed under articles 3(1)(a) to (d) or 5.

2. The first Chairman holding office after the new constitution date must be appointed at the first meeting of the Trustees after that date and, subject to paragraph 7, shall, unless he resigns his office of Chairman or ceases to be a trustee, continue in office as Chairman until his initial term of office as a trustee has expired.

3. Subject to paragraph 7, every Chairman subsequently appointed under paragraph 1 shall, unless he resigns his office of Chairman or ceases to be a trustee, hold office for a term of three years.

4. The Trustees must appoint a Vice-Chairman of the Trustees from among the trustees appointed under articles 3(1)(a) to (d) or 5.

5. The first Vice-Chairman holding office after the new constitution date must be appointed at the first meeting of the Trustees after that date and, subject to paragraph 7, shall, unless he resigns his office of Vice-Chairman or ceases to be a trustee, continue in office as Vice-Chairman until his initial term of office as a trustee has expired.

6. Subject to paragraph 7, every Vice-Chairman subsequently appointed under paragraph 4 shall, unless he resigns his office of Vice-Chairman or ceases to be a trustee, hold office for a term of three years.

7. If the Trustees are satisfied that the person who is Chairman or Vice-Chairman should cease to hold office as such, they may terminate his office as such and appoint another trustee to be the Chairman or Vice-Chairman during the remainder of the term for which the former Chairman or Vice-Chairman was appointed.

8.—(1) On a casual vacancy occurring in the office of Chairman or Vice-Chairman, the vacancy must be filled by the Trustees from among the trustees appointed under articles 3(1)(a) to (d) or 5 at a meeting held as soon as possible after the vacancy occurs.

(2) Subject to paragraph 7, a trustee appointed under this paragraph to fill a casual vacancy in the office of Chairman or Vice-Chairman shall, unless he resigns his office or ceases to be a trustee, hold that office during the remainder of the term for which the former Chairman or Vice-Chairman was appointed.

Meetings of the Trustees

9.—(1) The Trustees must meet at least six times in each year, each meeting to be convened by the Harbour Master on the date fixed by him.

(2) The Harbour Master must make arrangements for notice of each meeting to be given to each of the other trustees.

(3) The Harbour Master must convene the first meeting of the Trustees after the new constitution date as soon as practicable.

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Vacation of office by Trustees

10. A trustee (other than the Harbour Master) may resign his office at any time by notice in writing to the Chairman of the Trustees or if that trustee is the Chairman, to the Vice-Chairman.

Reappointment of Trustees

11.—(1) Subject to the provisions of this paragraph, a vacating trustee is eligible for reappointment as a trustee unless disqualified from office under article 8.

(2) A vacating trustee who is not the Chairman but who has held office for three consecutive terms immediately before the date in question, is not eligible for reappointment as a trustee.

(3) A vacating trustee who is the Chairman but who has held office as a trustee for four consecutive terms immediately before the date in question is not eligible for reappointment as a trustee.

(4) In this paragraph “term” does not include—

- (a) a term referred to in article 4(2)(a) or (b),
- (b) the remainder of a term during which the trustee was appointed to fill a casual vacancy under article 5,
- (c) the term of a trustee co-opted under article 6, or
- (d) any term served by the trustee prior to the new constitution date.

Reappointment of a Chairman

12.—(1) A Chairman is not eligible for reappointment as the Chairman of the Trustees where, immediately before the date in question, he has served as Chairman for three consecutive terms.

(2) In this paragraph “term” does not include—

- (a) a term served by a trustee as Chairman under paragraph 2 where that term is shorter than three years;
- (b) the remainder of a term during which the trustee was appointed to fill a casual vacancy in the office of Chairman under paragraph 8; or
- (c) any term served by the trustee as Chairman prior to the new constitution date.

Committees

13. The Trustees may, consistently with their duties and subject to such conditions as they think fit, delegate any of their functions other than the functions set out in paragraph 9B(a) to (f) of Schedule 2 to the Harbours Act 1964(1) to a committee of the Trustees.

Proceedings of the Trustees and Committees and Declaration of Interests

14. The acts and proceedings of the Trustees, or of any committee of the Trustees, are not invalidated by any defect in the appointment, or the qualification for appointment, of any person as a trustee, or as Chairman or Vice-Chairman of the Trustees or as a member of a committee of the Trustees.

15. The quorum required for a meeting of the Trustees is five.

(1) Paragraph 9B was inserted by the Transport and Works Act 1992 (c.42), Schedule 3, paragraph 9.

16.—(1) If a trustee has any financial or other interest, direct or indirect—

- (a) in any contract or proposed contract to which the Trustees are or would be a party or is a director of a company or body with which the contract or proposed contract is made or proposed to be made, or
- (b) in any other matter with which the Trustees are concerned,

that trustee must declare such interest.

(2) A trustee who is present at a meeting of the Trustees or of any committee of the Trustees at which a contract, proposed contract or other matter in which he has such an interest is to be considered must—

- (a) as soon as is practicable after the commencement of that meeting disclose that interest;
- (b) not vote on any question with respect to that contract, proposed contract or matter; and
- (c) withdraw from the meeting—
 - (i) while a decision on that contract, proposed contract or matter is being made, and
 - (ii) at any other time if required by a resolution of the Trustees.

(3) This paragraph does not apply to any interest—

- (a) which a trustee has in respect of the payment to the Trust of harbour dues; or
- (b) which arises in respect of the provision of harbour services or facilities affecting the trading community in general; or
- (c) which a trustee has as an employee of a public utility undertaking or as a shareholder, not being a director, of a company, unless that trustee possesses more than five per cent of the issued share capital of that company; or
- (d) which the Trustees present at the meeting by resolution declare to be too remote.

17. In the absence or incapacity of the Chairman the person for the time being holding office as the Vice-Chairman of the Trustees has and may exercise all the functions of the Chairman.

18. If at any meeting of the Trustees neither the Chairman nor the Vice-Chairman are present the trustees present at that meeting must choose one of their number to chair the meeting.

19.—(1) Subject to article 12 of the 1989 Order, every question at a meeting of the Trustees or of a committee of the Trustees shall be decided by a majority vote of the trustees present and voting.

(2) At any meeting of the Trustees or of a committee of the Trustees where there is an equality of votes on any question the chairman of that meeting has a second or casting vote.

Authentication of the Seal and other Documents

20.—(1) The application of the seal of the Trustees must be authenticated by the signature of—

- (a) the Chairman of the Trustees or another trustee authorised by the Trustees to authenticate the application of the seal; and
- (b) the Harbour Master or a person authorised by the Trustees to act instead of the Harbour Master for that purpose.

(2) The Trustees may authorise a person to act instead of the Harbour Master under this paragraph whether or not the Harbour Master is absent or incapable of acting.

(3) Any notice, licence or other document given or issued by the Trustees is, unless the contrary intention is expressed, sufficiently authorised if signed by the Harbour Master or a duly authorised officer of the Trustees.

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Remuneration of Trustees

21. The Trustees may pay to the Chairman and other trustees such salary, allowances and expenses as the Trustees from time to time determine.

General

22. Subject to the provisions of this Order and the 1989 Order, the Trustees may regulate their procedure and business in such manner as they determine.