

## SCHEDULE 2

Article 10

### INCIDENTAL PROVISIONS RELATING TO AUTHORITY

#### *Appointment of chair and vice-chair of Authority*

1. There shall be a chair of the Authority who shall be appointed by the members who are appointed under article 3(1)(a) or 8 from among their number.

2. The first chair appointed under article 4(2) shall, subject to paragraph 7, and unless he or she resigns his or her office as chair or ceases to be a member, continue in office as chair until his or her initial term of office as a member after the new constitution date has expired.

3. Subject to paragraph 7, every chair subsequently appointed under paragraph 1 shall, unless he or she resigns his or her office as chair or ceases to be a member, hold office for a period of three years.

4. There shall be a vice-chair of the Authority who shall be appointed by those of the members who are appointed under article 3(1)(a) or 8 from among their number.

5. The first vice-chair holding office after the new constitution date shall be appointed as soon as practicable after that date and, subject to paragraph 7, shall, unless he or she resigns his or her office as vice-chair or ceases to be a member, continue in office as vice-chair until his or her first term of office as a member after the new constitution date has expired.

6. Subject to paragraph 7, every vice-chair subsequently appointed under paragraph 4 shall, unless he or she resigns his or her office as vice-chair or ceases to be a member, hold office for a period of three years.

7. If those members who are appointed under article 3(1)(a) or 8 are satisfied that the chair or vice-chair should cease to hold his or her office as such, they may terminate his or her office as such and appoint another member to be the chair or vice-chair during the remainder of the term for which the former chair or vice-chair was appointed.

8.—(1) On a casual vacancy occurring in the office of chair or vice-chair of the Authority, the vacancy shall be filled by those members who are appointed under article 3(1)(a) or 8 at a meeting held as soon as practicable after the vacancy occurs.

(2) A member appointed under this paragraph to fill a casual vacancy in the office of chair or vice-chair shall, unless he or she resigns that office or ceases to be a member, hold that office during the remainder of the term for which the chair or vice-chair whom he or she replaces was appointed.

#### *Meetings of Authority*

9.—(1) The first meeting of the Authority after the new constitution date shall be convened as soon as practicable by the Chief Executive for such date as he or she may fix; and he or she shall make arrangements for notice of that meeting to be sent by post to each of the other members.

(2) Subject to subparagraph (1), the Authority shall meet at least six times in every year and may hold such further meetings or as the Authority thinks fit on such day and at such hour as it shall from time to time by resolution appoint.

10. The Authority may hold special meetings and the chair and the Chief Executive, or any three members, of the Authority may require the Chief Executive to call a special meeting, but a special meeting shall not be held unless one day's notice thereof is given.

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11. Any order made and any resolution adopted by the Authority at any of its meetings shall not be altered or revoked unless at some meeting called for that special purpose or unless notice of the intention to propose such alteration or revocation be—

- (a) given by a member of the Authority at some previous meeting; or
- (b) received by the Chief Executive from a member of the Authority in writing not less than seven days before the day on which the meeting is held;

and be intimated in the card, letter or circular calling the meeting at which it is intended to propose such alteration or revocation.

*Vacation of office by members*

12. A member (other than the Chief Executive) may resign his or her office at any time by notice in writing given to the chair of the Authority or, if that member is the chair, the vice-chair.

*Reappointment of members*

13.—(1) Subject to the provisions of this Schedule, a vacating member shall be eligible for reappointment as a member of the Authority unless he or she has been disqualified from office under article 9.

(2) A vacating appointed member shall not be eligible for reappointment as a member where, immediately before the date in question, he or she has held office for three consecutive terms unless he or she is the chair of the Authority.

(3) A chair of the Authority who is an appointed member shall not be eligible for reappointment as a member where, immediately before the date in question, he or she has held office as a member for four consecutive terms.

(4) For the purposes of this paragraph, “term” does not include—

- (a) a term referred to in article 4(3)(a) or (b);
- (b) the remainder of a term during which the member was appointed to fill a casual vacancy under article 8; or
- (c) any term served by the member prior to the new constitution date.

(5) In this paragraph “appointed member” means a member appointed under article 3(1)(a).

*Reappointment of chair*

14.—(1) A chair of the Authority shall not be eligible for reappointment as the chair where, immediately before the date in question, he or she has served as chair for three consecutive terms.

(2) For the purposes of this paragraph, “term” does not include—

- (a) a term served by the member as chair under paragraph 2 where that term is less than 3 years;
- (b) the remainder of a term during which the member was appointed to fill a casual vacancy in the office of chair under paragraph 8; or
- (c) any term served by the member as chair prior to the new constitution date.

### *Committees*

**15.** The Authority, consistently with its duties and subject to such conditions as it considers fit, may delegate any of its functions (other than the functions set out in subparagraphs (a) to (f) of paragraph 9B of Schedule 2 to the Harbours Act 1964)<sup>(1)</sup> to a committee of the Authority.

### *Proceedings of Authority and committees*

**16.** The acts and proceedings of the Authority, or of any committee of the Authority, shall not be invalidated by any vacancy in its number or by any defect in the appointment, or the qualification for appointment, of any person as a member, or as chair or vice-chair, of the Authority or committee.

**17.** The quorum required for a meeting of the Authority shall be three.

**18.—(1)** If a member has any interest, direct or indirect—

- (a) in any contract or proposed contract to which the Authority is 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 Authority is concerned,

he or she shall declare that interest.

(2) If a member is present at a meeting of the Authority or of any committee of the Authority at which a contract or other matter in which he or she has an interest is to be considered he or she shall—

- (a) as soon as is practicable after the commencement of that meeting disclose his or her interest;
- (b) not vote on any question with respect to that contract or matter; and
- (c) withdraw from the meeting—
  - (i) at any time if the members of the Authority present by resolution require him or her so to do; and
  - (ii) while a decision on that contract or matter is being made.

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

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

**19.** The person for the time being holding office as vice-chair shall have and may exercise in the absence or incapacity of the chair all the functions of the chair.

**20.** If at any meeting of the Authority neither the chair nor the vice-chair are present the members of the Authority present at the meeting shall choose one of their number to be the chair of the meeting.

**21.—(1)** Every question at a meeting of the Authority or of a committee of the Authority shall be decided by a majority vote of the members present and voting.

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(1) 1964 c. 40.

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(2) If at any meeting of the Authority or of a committee of the Authority there is an equality of votes on any question the chair of the meeting shall have a second or casting vote which he or she may exercise for or against the status quo.

*Authentication of seal and other documents*

**22.**—(1) The application of the seal of the Authority shall be authenticated by the signature of the chair of the Authority or some other member authorised by the Authority to authenticate the application of the seal, and of the Chief Executive of the Authority or some person authorised by the Authority to act in his or her place in that behalf.

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

(3) Any notice, licence or other document given or issued by the Authority shall, unless the contrary intention is expressed, be sufficiently authorised if signed by the Chief Executive of the Authority or a duly authorised officer of the Authority.

*Remuneration of members*

**23.** The Authority may pay to the chair and other members such salary, allowances and expenses as the Authority may from time to time determine.

*General*

**24.** Subject to the provisions of this Schedule, the procedure and business of the Authority and of any committee of the Authority shall be regulated in such manner as the Authority may from time to time determine.

**25.** The Authority shall appoint a Chief Executive and such other persons as from time to time it thinks necessary or desirable for and incidental to the performance of its functions and pay to them such remuneration as the Authority thinks fit.