

SCHEDULES

SCHEDULE 2

Article 11

INCIDENTAL PROVISIONS RELATING TO TRUSTEES

Appointment of Chair of Trustees

1. There shall be a chair of the Trustees who shall be appointed by the Trustees from among their number.

2. The first chair appointed under article 5(2) shall, subject to paragraph 7 and unless that person resigns as chair or ceases to be a Trustee, continue in office as chair until their initial term of office as a Trustee has expired.

3. Subject to paragraph 7, every chair subsequently appointed under paragraph 1 shall, unless that person resigns office as chair or ceases to be a Trustee, hold office for a period of three years.

4. There shall be a vice-chair of the Trustees who shall be appointed by the Trustees from among their number.

5. The first vice-chair appointed under article 5(3) shall, subject to paragraph 7 and unless that person resigns as vice-chair or ceases to be a Trustee, continue in office as vice-chair until their initial term of office as a Trustee has expired.

6. Subject to paragraph 7, every vice-chair subsequently appointed under paragraph 4 shall, unless that person resigns office as vice-chair or ceases to be a Trustee, hold office for a period of one year.

7. If the Trustees are satisfied that the chair or vice-chair should cease to hold office as such, they may terminate that appointment and appoint another member to be 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 Trustees the vacancy shall be filled by the Trustees at a meeting held as soon as practicable after the vacancy occurs.

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

Meetings of Trustees

9.—(1) The first meeting of the Trustees after the new constitution date shall be convened as soon as practicable by the Chief Executive of the Trustees on such date as the Chief Executive may fix; and that meeting may be on the new constitution date. The Chief Executive shall make arrangements for notice of that meeting and subsequent meetings to be sent by post or by email to each of the Trustees.

(2) The Trustees shall meet at least nine times in every year.

(3) Any two or more of the Trustees may require the Chief Executive to call a special meeting at any time.

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Vacation of office by Trustees

10. A Trustee (other than the Chief Executive) may resign office at any time by notice in writing given to the chair of the Trustees or, if that Trustee is the chair, the vice-chair.

Reappointment of Trustees

11.—(1) Subject to the provisions of this Schedule, a vacating Trustee shall be eligible for reappointment as a Trustee unless that person has been disqualified from office under article 9.

(2) A vacating Trustee shall not be eligible for reappointment as a Trustee where, immediately before appointment, that person has held office for three consecutive terms unless that person is the chair of the Trustees.

(3) A chair of the Trustees shall not be eligible for reappointment as a Trustee where, immediately before appointment, that person has held office as a Trustee for four consecutive terms.

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

- (a) a term referred to in article 5(3) or (4)(a) or (b),
- (b) the remainder of a term during which the Trustee was appointed to fill a casual vacancy under article 8, or
- (c) any term served before the new constitution date.

Reappointment of chair

12.—(1) A chair of the Trustees shall not be eligible for reappointment as the chair where, immediately before appointment, that person 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 Trustee as chair before the new constitution date, or
- (b) the remainder of a term during which the Trustee was appointed to fill a casual vacancy in the office of chair under paragraph 8.

Committees and Co-optees

13.—(1) Subject to subparagraph (3), The Trustees may, consistently with their duties and subject to such conditions as they think fit, delegate any of their functions to a committee of the Trustees and may from time to time co-opt a person or persons to assist them in the fulfilment of their duties as Trustees and, if appropriate, pay to that person reasonable professional remuneration.

(2) The chair shall be an ex-officio member of any committee of the Trustees unless the chair expressly requests to be excluded.

(3) There shall be excluded from the delegation to any committee of the Trustees the following—

- (a) the functions set out in subparagraphs (a) to (f) of paragraph 9B of Schedule 2 to the 1964 Act,
- (b) the appointment or dismissal of the Chief Executive of the Trustees,
- (c) the appointment or dismissal of a solicitor to the Trustees.

Proceedings of Trustees and Committees

14. The acts and proceedings of the Trustees, or of any committee of the Trustees, shall not be invalidated by any vacancy in their number or by any defect in the appointment, or the qualification for appointment, of any person as a Trustee or as chair or vice-chair of the Trustees or committee.

15. The quorum required for a meeting of the Trustees shall be three.

16.—(1) If a Trustee has any 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,

the Trustee shall declare that interest.

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

- (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 or matter, and
- (c) withdraw from the meeting during the consideration and decision on the matter unless Trustees present require the Trustee not to do so.

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

- (a) which a Trustee has in respect of the payment to the Trustees 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 Trustee has as an employee of a public utility undertaking or as a shareholder, not being a director of a company, unless the Trustee possesses more than five per cent of the issued share capacity of that company, or
- (d) which the Trustees present at the meeting by resolution declare to be too remote.

17. 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.

18. If at any meeting of the Trustees neither the chair or vice-chair is present the Trustees shall choose one of their number to be the chair of the meeting.

19.—(1) 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) If at any meeting of the Trustees or of a committee of the Trustees there is an equality of votes on any question, the chair of the meeting shall have a second or casting vote which that person may exercise for or against the status quo.

Execution of documents

20.—(1) Deeds and other documents to which the Trustees are parties shall be executed in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995.

(2) Any notice, licence or other document given or issued by the Trustees shall, unless the contrary intention is expressed, be sufficiently evidenced if signed by the Chief Executive of the Trustees or by a Trustee, or other officer of the Trustees, authorised for that purpose by the Trustees.

Remuneration of Trustees

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

General

22.—(1) Subject to the provisions of this Schedule, the procedure and business of the Trustees and of any committee of the Trustees shall be regulated in such manner as the Trustees may from time to time determine.

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(2) The Trustees shall appoint a Chief Executive and may appoint a secretary and such other persons as from time to time they think necessary or desirable for or incidental to the performance of their functions and pay to them such remuneration as they think fit.

(3) The Business Manager of the Trustees shall after the coming into force of this Order be known as the Chief Executive of the Trustees and any reference to the Clerk, secretary or the business manager of the Trustees in any local enactment or in any document applicable to the Trustees shall be construed accordingly.