

SCHEDULE 2

Article 11

INCIDENTAL PROVISIONS RELATING TO THE AUTHORITY

Appointment of chairman and vice-chairman of the Authority

1. There shall be a chairman of the Authority who shall be appointed by the Members from among their number.

2. The first chairman taking office after the new constitution date shall be appointed at the first meeting of the Authority referred to in paragraph 9 below and shall, subject to paragraph 7 below, and unless having resigned office as chairman or having ceased to be a Member, continue in office as chairman until that chairman's initial term of office as a Member has expired.

3. Subject to paragraph 7 below, every chairman subsequently appointed under paragraph 1 above, shall, unless having resigned office as chairman or having ceased to be a Member hold office for a period of three years.

4. There shall be a vice chairman of the Authority who shall be appointed by the Members from among their number.

5. The first vice chairman holding office after the new constitution date shall be appointed as soon as practicable after that date and, subject to paragraph 7 below shall, unless having resigned office as vice chairman or having ceased to be a Member, continue in that office until that vice chairman's initial term of office as a Member has expired.

6. Subject to paragraph 7 below, every vice chairman subsequently appointed under paragraph 4 above shall, unless having resigned office as vice chairman or having ceased to be a Member, hold office for a period of three years.

7. If the Members are satisfied that the chairman or vice chairman should cease to hold office as such, they may terminate that Member's office as such and appoint another Member 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 of the Authority, the vacancy shall be filled by the Members 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 chairman or vice chairman shall, unless having resigned that office or having ceased to be a Member, hold that office during the remainder of the term for which the chairman or vice chairman whom is being replaced was appointed.

Meetings of Members

9.—(1) The first meeting of the Authority after the new constitution date shall be convened as soon as practicable by the Harbour Master for such date as the Harbour Master may fix and the Harbour Master shall make arrangements for notice of that meeting to be sent by post to each of the other Members.

(2) The Authority shall meet on at least a minimum of six times during the year in accordance with an agreed schedule of meetings which shall endeavour to evenly space these meetings throughout the year.

Vacation of office by Members

10. A Member (other than an ex-officio Member referred to in article 3(3) above) may resign office at any time by notice in writing given to the chairman of the Authority or, if that Member is the chairman, the vice chairman.

Re-appointment of Members

11.—(1) Subject to the provisions of this Schedule, a vacating Member shall be eligible for re appointment as a Member unless that Member has been disqualified from office under article 9 of the Wick Harbour Revision (Constitution) Order 2005.

(2) A vacating Member shall not be eligible for re appointment as a Member where, immediately before the date in question, that Member has held office for three consecutive terms unless that Member is chairman of the Authority.

(3) A chairman of the Authority shall not be eligible for re-appointment as a Member where immediately before the date in question, that chairman 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 5(a) or (b) of the Wick Harbour Revision (Constitution) Order 2005;
- (b) the remainder of a term during which the Member was appointed to fill a casual vacancy under article 8 above; or
- (c) any term served by the Member prior to the new constitution date.

Re-appointment of Chairman

12.—(1) A chairman of the Authority shall not be eligible for re appointment as the chairman where, immediately before the date in question, that chairman has served as a chairman for three consecutive terms.

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

- (a) the remainder of a term during which the Member was appointed to fill a casual vacancy in the office of chairman under paragraph 8 above, or
- (b) any term served by the Member as a chairman prior to the new constitution date.

Committees

13. The Members may, consistent with their duties and subject to such conditions as they think fit, delegate any of their functions to a committee of the Authority.

14. The acts and proceedings of the Authority, or of any committee of the Authority, 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 Member, or as a chairman or vice chairman, of the Authority or committee.

15. The quorum required for a meeting of the Authority shall be five.

16.—(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;
that Member 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 that Member has an interest is to be considered that Member shall—

- (a) as soon as is practicable disclose that 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 present by resolution require that Member 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 standard harbour dues;
- (b) which arises in respect of the provision of harbour services or facilities affecting the trading and leisure communities 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 that Member possesses more than five per cent of the issued share capital of that company; or
- (d) which the Members present at the meeting by resolution declare to be too remote.

17. The person for the time being holding office as vice chairman shall have and may exercise in the absence or incapacity of the chairman all powers of the chairman.

18. If at any meeting of the Authority neither the chairman nor the vice chairman are present the Members present at the meeting shall choose one of their number to be the chairman of the meeting.

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

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

Authentication of documents

20. Deeds and documents requiring to be executed on behalf of the Members shall be executed in accordance with the Requirements of Writing (Scotland) Act 1995, Schedule 2, paragraph 5.

Remuneration of Members

21. The Authority may pay to the chairman and other Members such salary, allowances and expenses as the Members from time to time determine.

General

22. 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 Members may from time to time determine.