

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 taking office after the new constitution date shall be appointed at the first meeting of the Trustees referred to in paragraph 6 and, subject to paragraph 7, shall, unless that person resigns as chair or ceases to be a Trustee, continue in office as chair until the initial term of office as a Trustee has expired.

3. Subject to paragraph 4, 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. If the Trustees are satisfied that the chair should cease to hold office as such, they may terminate that appointment and appoint another member to be chair during the remainder of the term for which the former chair was appointed.

5.—(1) On a casual vacancy occurring in the office of 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 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 whom that person replaces was appointed.

Meetings of Trustees

6.—(1) The first meeting of the Trustees after the new constitution date shall be convened as soon as practicable by the Clerk to the Trustees for such date as the Clerk may fix. The Clerk shall make arrangements for notice of that meeting to be sent by post to each of the Trustees.

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

Vacation of office by Trustees

7. A Trustee 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 Clerk.

Reappointment of Trustees

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

(2) Subject to paragraph (4) a vacating appointed Trustee shall not be eligible for reappointment as a Trustee where, immediately before appointment, that person has held office for four consecutive terms unless that person is the chair of the Trustees.

(3) Subject to paragraph (4) a chair of the Trustees who is an appointed Trustee shall not be eligible for reappointment as a Trustee where, immediately before appointment, that person has held office as a Trustee for five consecutive terms.

(4) Notwithstanding the terms of paragraphs (2) and (3), a vacating appointed Trustee and a chair of the Trustees who is an appointed Trustee shall be eligible for re-appointment as a Trustee for a further term or further terms after the completion of the consecutive terms referred to in

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those paragraphs if in the reasonable opinion of the Trustees there is no other suitable applicant for appointment as a Trustee.

- (5) For the purposes of this paragraph, “term” does not include:—
- (a) a term referred to in article 5(a) or (b); or
 - (b) the remainder of a term during which the Trustee was appointed to fill a casual vacancy under article 8.
- (6) In this paragraph “appointed Trustee” means a Trustee appointed under article 4(1).

Reappointment of chair

9.—(1) Subject to paragraph (2) a chair of the Trustees shall not be eligible for reappointment as the chair where, immediately before appointment, that person has served as a chair for three consecutive terms.

(2) Notwithstanding paragraph (1), a chair of the Trustees shall be eligible for reappointment for a further term or terms after the completion of the three consecutive terms referred to in paragraph (1) if in the reasonable opinion of the Trustees there is no other suitable person for appointment as the chair of the Trustees.

- (3) For the purposes of this paragraph “term” does not include:—
- (a) a term served by the Trustee as a chair under paragraph 2 where that term is less than three years; 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 5.

Committees and Co-optees

10. 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 the usual professional remuneration.

Proceedings of Trustees and Committees

11.—(1) Notwithstanding the generality of paragraph 10 the Trustees may establish short or fixed term consultation groups, which, if established, the Trustees shall consult on matters affecting the remit of the group on its conception.

(2) The Trustees shall make arrangements for such consultation group to meet not less than twice a year.

(3) The Trustees shall take into consideration any matter, recommendation or representation which may from time to time be referred or made to them by the consultation group whether or not the consultation group has been consulted by the Trustees on the matter, recommendation or representation so referred or so made.

(4) Appointments to the consultation groups established under this paragraph shall be made by the Trustees and thereafter any properly constituted organisation that can demonstrate they represent a grouping of stakeholders or other material stakeholder interest in the harbour not already represented may apply to the consultation group for membership. Membership will not unreasonably be refused to such an organisation.

(5) The consultation group may determine its own quorum and procedure and shall appoint a chair to progress the remit of the group.

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(6) An individual member of such consultation group, may on giving notice in writing to the chair of the consultation group, send a substitute to any meeting of the body.

(7) A member of the consultation group may hold office for a period of three years from the date of appointment and at the end of that period shall be eligible for re-appointment, up to a maximum of three terms should the remit of the consultation group extend to that period of time.

(8) A member of the consultation group may resign office at any time by notice in writing to the chair of the Trustees.

12. 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 of the Trustees or committee.

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

14. If a Trustee is in any way directly or indirectly interested in any contract or proposed contract to which the Trustees are, or would be, a party and is present at a meeting of the Trustees or of any committee of the Trustees at which that contract is the subject of consideration, that person shall as soon as practicable after the commencement of the meeting disclose that fact at the meeting and shall not take part in any deliberation or decision of the Trustees or committee with respect to that contract.

15. If at any meeting of the Trustees the chair is not present the Trustees shall choose one of their number to be the chair of the meeting.

16.—(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.

Authentication of seal and other documents

17. The application of the seal of the Trustees shall be authenticated by the signature of the chair of the Trustees or some other Trustee authorised by the Trustees to authenticate the application of the seal, and of the Clerk or some person authorised by the Trustees to act in that behalf.

18. The Trustees may authorise a person to act instead of the Clerk under paragraph 17 whether or not the Clerk is absent or incapable of acting.

19. Any notice, licence or other document given or issued by the Trustee shall, unless the contrary intention is expressed, be sufficiently authorised if signed by the Clerk or a Trustee appointed for that purpose by the Trustees.

Remuneration of Trustees

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

General

21. 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.