

SCHEDULE 1

Article 11

INCIDENTAL PROVISIONS RELATING TO AUTHORITY

**Chair of the Authority**

1.—(1) At the first meeting of the Authority after the new constitution date the members shall appoint one of their number to be Chair and another to be Vice Chair of the Authority.

(2) The first Chair appointed in terms of paragraph 1(1) shall, unless they resign as Chair or a member, or are disqualified from being a member in terms of article 8, continue in office as Chair until their initial term of office as a member in terms of article 3(2) has expired.

(3) The first Vice Chair appointed in terms of paragraph 1(1), shall, unless they resign as Vice Chair or a member, or are disqualified from being a member in terms of article 8, continue in office as Vice Chair until their initial term of office as a member in terms of article 3(2) has expired.

(4) The Chair shall normally have served at least one term of office as a member prior to their appointment as Chair.

(5) On the expiry of the respective terms of office of the Chair or Vice Chair, the Authority shall at the first meeting of the Authority following the expiry of the said respective terms of office appoint one or two of their number to be Chair and/or Vice Chair as the case may be.

(6) Subject to paragraph 1(7), every Chair and Vice Chair appointed under paragraph 1(5) shall, unless they resign as Chair, Vice Chair, or a member, or are disqualified from being a member in terms of article 8, hold office for a period of three years.

(7) If those members who are appointed under articles 5, 9 or 10 are satisfied that the Chair or Vice-Chair should cease to hold their office as such, they may terminate their 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) On a casual vacancy occurring in the office of Chair or Vice Chair prior to the expiry of their respective terms of office, the Authority shall at the first meeting of the Authority following the occurrence of the vacancy appoint one of their number to fill the vacancy.

(9) A member appointed to fill a casual vacancy in terms of paragraph 1(7) shall, unless they resign that office or cease to be a member, hold that office during the remainder of the term for which the Chair or Vice Chair whom they replaced was appointed.

(10) If the Chair and Vice Chair are ever both absent from any meeting of the Authority, one of the other members shall be chosen to be chair of the meeting for the purposes of that meeting only. At all meetings, the presiding chair shall, in the case of equality of votes, have a deliberative as well as a casting vote.

**Reappointment of members**

2.—(1) A member shall be eligible for reappointment as a member of the Authority unless they are ineligible for appointment under article 6 or have been disqualified from office under article 8.

(2) A member shall not be eligible for reappointment as a member where, immediately before the date in question, they have held office for three consecutive terms unless they are the Chair of the Authority.

(3) A Chair of the Authority shall not be eligible for reappointment as a member where, immediately before the date in question, they have held office as a member for four consecutive terms.

(4) For the purposes of this paragraph, “term” does not include the remainder of a term during which the member was appointed to fill a casual vacancy under article 8.

### **Quorum**

3. At all meetings of the Authority five members shall be a quorum.

### **Time and place of meetings**

4.—(1) The first meeting of the Authority shall be convened within one month after the new constitution date.

(2) The Authority shall otherwise meet from time to time at such time and at such place as it thinks fit, and it shall meet at least four times in every year (excluding special meetings).

### **Special meetings**

5.—(1) A special meeting of the Authority shall be called by the Chief Executive upon receiving a written request signed by three or more members which states the object of the proposed meeting. The Chief Executive shall give members at least three days written notice of the meeting and its object unless the Authority in meeting resolve that the time shall be more or less than three days. No business shall be discussed or transacted at any special meeting except the business specified in the written notice.

(2) In the event that a situation arises which in the opinion of the Chair or, in their absence, the Vice Chair, or if the Chief Executive requires an emergency meeting of the Authority to be held, they shall be entitled to call such a meeting on such notice as they deem fit.

### **Committees**

6. The Authority may from time to time appoint committees from its members for such purposes as it may define and may delegate powers to any such committee taking into account any guidance issued by the Scottish Ministers from time to time. The Authority shall fix the quorum of any such committee, name the chair of the committee and may continue, alter or discontinue such committee. Every committee so appointed may meet from time to time and may adjourn from place to place as they think proper for carrying into effect the objects of this appointment. At all meetings of the committee the chair of the committee, or in their absence one of the members present to be appointed by that meeting, shall preside. All questions shall be determined by the majority of the votes of the members present and in the case of equality of votes the chair of the committee shall have a deliberative as well as a casting vote.

### **Declaration of interests**

7. No member shall take part in any debate or vote on any matter in which that member has a personal, financial or other significant involvement; and at the start of any proceedings on such a matter, such a member shall declare the interest and shall offer to withdraw from the debate or vote, whereupon the Chair and Chief Executive of the Authority will confirm if the member must withdraw.

### **Authentication of seal and other documents**

8.—(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) 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.

## **General**

9.—(1) No act or proceedings of the Authority, or of any committee of their number, shall be invalid or illegal in consequence only of there being any vacancy in the number of members at the time of such act or proceeding.

(2) All acts and proceedings of the Authority, or of any committee of their number, or of any person acting as a member, even if it is later found that there was some defect in the appointment of such member or persons acting as members, or that they or any of them had become disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a member.

(3) The Authority may at a meeting of the Authority require all members to provide details of all sources of income, business interests, securities held, interest in any land in the vicinity of the harbour or any other matter which may reasonably be conceived as having the potential to lead to a conflict of interest with the duties of a member. Knowledge of any such information provided shall be confined to the Chair, or in their absence the Vice Chair, and to the Chief Executive subject to the proviso that, where in the opinion of the Chair or Vice Chair after consultation with the Chief Executive there exists an actual or potential conflict of interest, they shall, after consultation with the member or members concerned, be entitled to provide the Authority with such information in relation to the said member or members as they may consider relevant.

(4) The Authority may pay to each member such reasonable remuneration, allowances and expenses as the Authority may from time to time determine.

(5) 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.

(6) Subject to the provisions of this Order the Authority shall have power to regulate its own procedure.