

Tees & Hartlepool Port Users Association Constitution

1. Title

The name of the Association is "Tees & Hartlepool Port Users Association", hereinafter referred to as "the Association".

2. Object

The object of the Association shall be to develop and promote the economic, efficient and effective movement of goods through the Ports of Tees and Hartlepool in the best interests of the members.

This may be achieved by:-

- i) exchanging information and co-ordinating the activities of members with a direct involvement in shipping activities within the ports of Tees and Hartlepool;
- ii) consultation, co-operation and negotiation with the Port Authority, Local and National Authorities and any other public or private organisations on matters connected with shipping activities of the ports of Tees and Hartlepool;
- iii) any other means approved by members in a general meeting.

3. Membership

a. Membership of the Association shall be open to any person, company or corporate body

- i) owning or leasing a quay, wharf or jetty within the port area of the River Tees and Hartlepool operating the same for the discharging or loading of vessels or services ancillary thereto;
- ii) directly engaged in the movement of ships or goods or the provision of services within the ports of Tees and Hartlepool such as but not limited to:-

Ship owners
Ship Brokers
Shipping agents
Ship Surveyors
Ship Repairers
Ship Riggers
Cargo Surveyors

b. Application for membership shall be made in writing to the Secretary, and such applications shall be considered by the Management Committee of the Association, which shall have the power to accept or reject the application at its discretion.

- c. Any member may retire from the Association on giving notice in writing and upon payment of any liabilities due to the Association.
- d. A membership may be terminated in an ordinary meeting of members if its continuation is not in the best interests of the Association. Such a motion for termination of membership must be passed by a simple majority of those attending the meeting. The member concerned shall be given at least seven days clear notice (by post or fax) of the meeting at which the matter is to be discussed, and shall be afforded the opportunity at the meeting to give an explanation to the Association.
- e. Each member shall be entitled to nominate one representative and one alternate representative to the Association all of whom will receive notices of and may attend all meetings of the Association and will be entitled to cast votes on behalf of the Member whom they represent at any Annual General Meeting, Ordinary General Meeting or Extraordinary General Meeting of the Association.
- f. The Association may at any General meeting, by a majority vote of those present, appoint individuals as Honorary Members of the Association. Such Honorary Members will enjoy all privileges of membership of the Association but will not be liable for payment of a subscription nor possess any voting rights.

4. Subscriptions & Expenses

- a. Each member shall pay on joining, and thereafter in each subsequent year, a subscription as agreed at the Annual General Meeting, such subscription being based on the budget for the forthcoming year.
- b. Any extraordinary expenses of the Association shall be met by a levy on all members as agreed in a General Meeting.
- c. The Association will reimburse its representatives for any agreed reasonable expense incurred on its behalf.
- d. Subscriptions and levies will be due within 30 days of the issue of an invoice by the Treasurer.

5. Annual General Meeting

The Annual General Meeting of the Association will be held in December each year at the date, time and place to be fixed by the Management Committee.

6. Ordinary General Meetings

Other general meetings shall be called by the Management Committee or by a request from six members to the secretary.

7. Extraordinary General Meetings

The constitution may only be altered by a Special Resolution by a majority of those present at an Extraordinary General Meeting called for that purpose by the Management Committee or by a request to the Secretary from six members.

8. Notice of Meetings

Fourteen days notice of the Annual General Meeting, fourteen days notice of any Ordinary General Meeting and twenty one days notice of any Extraordinary General Meeting specifying the place, the date and the hour of the meeting and the business or purpose for which the meeting is to be held shall be given to each representative of members by post at the address last intimated by the member to the Secretary. The non-receipt of such notice by any member shall not invalidate the proceedings at any meeting.

9. Elections

a. The members of the Association shall at its first General Meeting and at every alternate Annual General Meeting elect a Chairman and a maximum of two Vice Chairmen for the next two years. The Chairman and Vice Chairmen so elected shall retire at the end of two years and shall not be eligible for election to the same post for a period of two years.

b. In a like manner the members shall elect a Secretary/Treasurer and Auditor(s) to hold office for one year without restriction on eligibility for the re-election.

The Auditor shall report to the members on the accounts to be presented to them at the Annual General Meeting each year.

c. Management Committee

i) The members of the Association shall at each Annual General Meeting elect members of the Management Committee as hereinafter provided from representatives of Members.

ii) The Association shall be managed by a Management Committee which shall exercise all powers necessary to achieve the object of the Association with the exception of such powers as are especially reserved to the members of the Association to be exercised in a General Meeting.

iii) The management committee shall consist of the Chairman, Vice Chairman and Secretary of the Association and not less than six or more than twelve representatives of Members.

iv) The first members of the Management Committee shall be elected at the first General Meeting of the Association. At the Annual General Meeting of the Association and at every subsequent Annual General Meeting one third of the members of the Management Committee for the time being or if their number is not a multiple of three then the number nearest to

one third shall retire from office and shall not be eligible for re-election until they have been out of office for one year.

- v) The members of the Management Committee who retire from office at any Annual General Meeting shall be such as have been the longest in office. If any questions shall arise between member as to who shall retire from among those who have been in office the same length of time the question shall be decided by drawing lots.
- vi) At an Annual General Meeting at which members of the Management Committee retire in the manner aforesaid the members of the Association shall fill the vacant offices by electing the same number of duly qualified persons, unless at such meeting it shall be determined to reduce or increase the number of members of the Management Committee.
- vii) If at any meetings at which an election of members of the Management Committee should take place no such election is made, the former members of the Management Committee may (unless it be determined to reduce the number) continue to act until the new members are appointed, which shall be done at the Annual General Meeting the following year.
- viii) The Management Committee may make an appointment to cover a casual vacancy in their number but any person so chosen shall only retain office until the next Annual General Meeting when he shall be eligible for re-election.
- ix) The Management Committee shall have the services of the retiring Chairman for a period of one year after his term of office. He will not then be eligible for re-election until a further year has expired.

10. Votes

At all General Meetings every question shall be determined by a simple majority of votes given by representatives of member of their alternates. One member one vote. This will be by a show of hands unless there is a request for a ballot. In the event of an equality of votes the Chairman of the meeting shall be entitled to a casting vote.

11. Proxies

Votes may be given either personally or by proxy, provided that the proxy shall be the representative of a member entitled to vote. The instrument appointing a proxy shall be in writing. The Chairman shall be the sole judge of the sufficiency of the instrument which shall be lodged with the Secretary prior to the commencement of the meeting to which it refers.

12. Adjournment

The Chairman of any meeting may, in his own discretion, adjourn such meetings from time to time and from place to place.

13. Quorum

No business shall be transacted at any general meeting unless a quorum of representatives of Members is present. The quorum shall be seven.

14. Management Committee Proceedings

- a) Meetings of the Management Committee shall be held upon such days and at such places as may from time to time be fixed by the Management Committee with at least one meeting per quarter.
- b) An Extraordinary Meeting of the Management Committee may be called at any time by the Chairman and he shall be bound to do so on receiving a requisition to that effect from any two members of the Management Committee.
- c) The Chairman of the Association shall act as Chairman at meetings of the Management Committee and in his absence a Vice Chairman shall so act. If neither the Chairman nor a Vice Chairman is present the members present shall choose a Chairman of the meeting. No business shall be transacted at any meeting of the Management Committee unless a quorum is present when the meeting proceeds to business. Five Management Committee Members shall be a quorum for all purposes.
- d) Each member of the Management Committee shall have one vote, which must be given personally.
- e) In case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote.
- f) The Chairman with the consent of any meeting of the Management Committee may adjourn the meeting from time to time and from place to place as the meeting may determine.
- g) Six days clear notice shall be given of all Management Committee meetings, specifying the hour and place. Any member of the Management Committee may forward to the Secretary any notice or notices of motion intended for insertion in the agenda of such meeting. The Secretary at least six days before each meeting shall issue to members an agenda containing all notices received and any official business which may be necessary. On agreement of at least two thirds of the Management Committee such period of notice may be waived.
- h) The Management Committee is empowered to set up sub-committees from among Association members for purposes it deems necessary. The Management Committee will nominate the Chairman and Secretary of sub-committees, which will take it's own minutes. Actions proposed or recommended by the sub-committees must be ratified in advance by the Management Committee.

Sub-committees may be for but not limited to the following purposes: Dock users, Port Services and Conservancy, Port Operations Liaison Panel, H.M. Customs and Excise and the Annual Dinner.

- i) Association Members may submit items for consideration by the Management Committee. They may, where such items affect their vital interests and with prior agreement of the Chairman, attend and speak at the Management Committee meetings concerned although without voting unless they are a member of the Management Committee.

15. Minutes

Minutes shall be made and kept of all proceedings of General Meetings and of meetings of the Management Committee by the Secretary or failing him by such a person as the Management Committee may appoint. Copies of the minutes shall be circulated to members nominated representatives.

16. Cessation of Activity

On cessation of activity for whatsoever reason the Chairman and the Secretary shall act as trustees of the Association and shall be responsible for the collection of its assets and the payments of its liabilities. Any surplus arising shall be distributed to the current members in equal shares. Any shortfall shall be due from the members in a like manner.

The Association shall be wound up if the membership is reduced to less than three members. It may also be wound up by a special resolution passed at an Extraordinary Meeting called for that purpose.