



# **BRITISH PORTS ASSOCIATION**

**CONSTITUTION**

**AND**

**RULES**

**LAST AMENDED 12 August 2020**

# BRITISH PORTS ASSOCIATION

## CONSTITUTION

### AND

### RULES

1. (1) In these Rules -
    - "annual general meeting" means the general meeting of the Association referred to in Rule 11(1);
    - "Association accounting year" means any period of one year beginning on 1st January;
    - "Association period" means the period beginning at the time of an annual general meeting and ending at the time of the next annual general meeting;
    - "Chief Executive" means the Chief Executive of the Association;
    - "Council" means the Council of the Association described in Rule 6(1)(a) and (b);
    - "Member" means a corporate body falling within Rule 4(1) which has applied for membership and has been accepted by the Council;
    - "Revenue", in relation to a Member or an associate member falling within Rule 4(3)(a), means the total revenue declared in that member's most recent audited accounts;
    - "the Secretary" means the Secretary of the Association;
    - "year" means a calendar year.
  - (2) In these Rules, unless the subject or context otherwise requires, any reference, however expressed, to the common interest of Members may be construed as a reference either –
    - (a) to the common interest of all Members; or
    - (b) to the common interest of Members who own or control ports or conservancies in Great Britain.
  - (3) In these Rules, unless the subject or context otherwise requires, words in the masculine include words in the feminine and vice versa and words in the singular include words in the plural and vice versa.
2. The name of the Association shall be British Ports Association.
  3. (1) The objects and purposes of the Association shall be -
    - (a) To promote, further and protect the general interests of port authorities and conservancy authorities.

- (b) To afford opportunities for the discussion and consideration of general questions affecting all Members or groups of Members; and to disseminate information on matters relating thereto.
  - (c) To take common action on any Bill, whether public general or local, or any proposed subordinate legislation or other matters that may in any way affect the common interest of Members.
  - (d) To take action with other bodies having similar objects and port authorities abroad on matters of common interest.
  - (e) Generally to consult and co-operate on all matters of common interest to Members.
  - (f) To assist Members in the exercise and performance of their functions in relation to ports and conservancies by the direct or indirect provision of services and advice for Members.
  - (g) The Association shall have power to guarantee the obligations of any other person firm or body corporate.
- (2) For these objects the Association may act alone, or, if deemed advisable, take action with any other body or bodies, and do all such things as are in the opinion of the Association incidental or conducive to these objects.
4. (1) Subject to these Rules and the approval of the Council any corporate body owning or controlling any port in, or any conservancy authority in, the United Kingdom of Great Britain and Northern Ireland, the Channel Islands or the Isle of Man, shall be eligible for membership of the Association.
- (2) Unless otherwise agreed by the Council a Member shall be a Member in respect of every port and conservancy in the United Kingdom of Great Britain and Northern Ireland, the Channel Islands or the Isle of Man which that Member for the time being owns or controls.
- (3) The Council may, if they think fit, elect as an associate member of the Association -
- (a) any corporate body owning or controlling any port or terminal, or any conservancy authority, not eligible for membership of the Association under paragraph (1) above; or
  - (b) any other corporate body which, or individual who, in the opinion of the Council has expertise in matters relating to the management or operation of a port or a conservancy or a port or conservancy related undertaking.
5. (1) The Association shall at an annual general meeting, where requisite, elect the following officers from representatives of Members for two consecutive Association periods:-
- (a) A Chairman of the Association;

- (b) A Deputy Chairman of the Association;**
- (c) An Honorary Treasurer of the Association.**

**Provided that, where the person to be elected as Chairman or, as the case may be, Deputy Chairman has served a period to fill a casual vacancy in that office under paragraph (3) which ends at the time of the annual general meeting he may, at the discretion of that meeting, be elected for one Association period or two Association periods.**

- (2) The Honorary Treasurer of the Association shall be eligible for re-election for one or more further consecutive Association period or periods.**
- (3) If before the expiry of an Association period a vacancy shall occur, through death, resignation or any other cause, in the office of –**
  - (a) Chairman of the Association, then the Deputy Chairman shall hold office as Chairman until the next annual general meeting;**
  - (b) Deputy Chairman of the Association, then the Council may appoint some other person to hold office as Deputy Chairman of the Association until the next annual general meeting;**
  - (c) Honorary Treasurer of the Association, then the Council may appoint some other person to hold office as Honorary Treasurer of the Association until the next annual general meeting.**
- (4) No person shall hold office as –**
  - (a) Chairman, or**
  - (b) Deputy Chairman for more than two consecutive Association periods:**

**Provided that where a person fills a casual vacancy in the office of Chairman or, as the case may be, Deputy Chairman under paragraph (3) above the time between filling that vacancy and the next annual general meeting shall not be taken into account for the purposes of this paragraph.**

- (5) The Chairman of the Association or, in his absence, the Deputy Chairman of the Association shall preside at any general meeting of the Association. If at any general meeting both the Chairman and the Deputy Chairman of the Association are absent, the Members' representatives present at the meeting shall elect one of their number present to act as chairman of the meeting.**
- 6. (1) There shall be a Council of the Association consisting of –**
- (a) the Chairman, Deputy Chairman and Honorary Treasurer of the Association (ex officio);**
  - (b) not more than 18 nor less than 9 other members (not more than 12 nor less than 6 of whom shall be elected from Members' representatives whose individual turnover exceeds the relevant**

amount for the accounting year of the port in question ending nearest to the beginning of the two consecutive Association periods for which the Council member is elected and not more than 6 nor less than 3 of whom shall be elected from Members' representatives whose turnover is or is less than the relevant amount for the accounting year of the port in question ending nearest to the beginning of the two consecutive Association periods for which the Council member is elected); and,

the term of office of an elected member shall be two consecutive Association periods.

- (1A) If the term of office of a Chairman of the Association ends at the time of an annual general meeting at which elections for members of the Council do not fall to be held, the outgoing Chairman shall remain as an ex officio member of the Council for the Association period beginning at the time of that annual general meeting.
- (2) The Council in addition to having the functions conferred on them by other provisions of these Rules –
  - (a) may give the Chief Executive directions as to the general policies within which the Association is to operate;
  - (b) shall consider and decide such matters of major policy as they may consider appropriate:

Provided that if in the Council's opinion any such matter affects the common interests of Members they may if they see fit, refer it to a general meeting of the Association.

- (3) The Council shall meet at least once in every quarter in each year.
  - (4) For the purposes of paragraph (1)(b) above, the relevant amount for any year shall be £1m or such other amount as the Council may determine in accordance with paragraph (5) below.
  - (5) The Council may at a meeting held not more than six nor less than three months before the beginning of any year adjust the figure of £1m referred to in paragraph (4) above by such amount as, in their opinion, is appropriate to compensate for any change in the value of money or other relevant circumstances since November 1992; and any such adjustment shall take effect as from the beginning of the year next following the meeting.
7. (1) Subject to Rule 6 the Council in addition to having the functions conferred on them by other provisions of these Rules, shall be responsible for the general direction of the activities of the Association in conformity with these Rules.

- (2) The Council shall prepare a report and accounts for each Association accounting year and, after making any amendments in that report and those accounts which appear to them to be appropriate and after they have been audited by the auditors appointed under Rule 11(2)(d), shall submit the same to the annual general meeting of the Association in accordance with Rule 11(2).**
- (2A) The Council may appoint a standing committee or committees consisting of three or more members of the Council to which they may delegate responsibility for such of their financial functions as they think fit including, in particular, overseeing the audit of accounts and matters relating to the remuneration of the officers and employees of the Association.**
- (3) In addition to the standing committee or committees mentioned in paragraph (2A) the Council may appoint one or more standing committees of the Association consisting of such persons being representatives of Members and with such terms of reference as they think fit.**
- (4) Subject to these Rules and to any direction made by the Members at a general meeting, the Council may delegate to a standing committee appointed under paragraph (3) above responsibility for considering and advising the Council or taking action on such matters or classes of matters as the Council may from time to time decide; and the standing committee shall appoint a chairman from among themselves.**

**Provided that, subject to paragraph (2A), the Council shall not delegate to a standing committee responsibility for taking action on a matter which the Council consider to be one affecting the common interest of Members or of major policy.**

- 8. (1) The Chairman of the Association shall be the Chairman of the Council and, in his absence, the Deputy Chairman of the Association shall preside at any meeting of the Council. If at any meeting of the Council, both the Chairman and Deputy Chairman of the Association are absent the Council members present at the meeting shall appoint one of their number to act as Chairman of the meeting.**
- (2) If a member of the Council, other than the Chairman, Deputy Chairman or Honorary Treasurer of the Association, is unable to attend a meeting of the Council, he may be represented at the meeting by a representative of another Member whose subscription level is the same as that of the part of the absent Council member and that other representative shall at that meeting have the full status of a member of the Council.**
- (3) The quorum for a meeting of the Council shall be six:**

**Provided that there shall not be a quorum for a meeting of the Council unless there be present at least two members from each of the class of members referred to in Rule 6(1)(b).**

- (4) On all questions arising at a meeting of the Council each member shall have one vote. If there is an equality of votes on any question the Chairman of the meeting shall have a second or casting vote.**
  - (5) A decision by the Council on a matter of major policy including any matter referred to the Council for decision (other than a decision to refer that matter to a general meeting of the Association) shall not have effect unless at least two-thirds of the members who are present at the meeting in question vote in favour of that decision.**
- 9. (1) Each Member shall be entitled to appoint a representative to be a candidate for election as a member of the Council to be elected under Rule 6(1)(b) before the beginning of any relevant Association period and each member so elected shall come into office at the beginning of the Association period in question and, unless he earlier dies or resigns or becomes disqualified in accordance with paragraph (3) of this Rule, shall hold office for the next following two consecutive Association periods.**
- (2) Any casual vacancy among the members of the Council referred to in paragraph (1) of this Rule shall be filled by the appointment of a successor as soon as practicable by the Member who appointed his predecessor and the person so appointed shall come into office upon his appointment and, unless he earlier dies or resigns or becomes disqualified in accordance with paragraph (3) of this Rule, shall remain in office for so long as the person in whose place he was appointed would have done so.**
- (3) A member of the Council shall be disqualified if –**
- (a) in the opinion of the members who appointed him he is by reason of physical or mental illness no longer able to act as such member; or**
  - (b) he ceases to be a representative of a Member,**
- and in either case the members who appointed him shall notify the Secretary in writing accordingly.**
- 10. The Council may appoint a Chief Executive of the Association and a Secretary of the Association (who may be the same person as the Chief Executive) and the Council may appoint such other officers and such employees as they may from time to time think fit.**
- 11. (1) An annual general meeting of the Association shall be held each year at such place, on such day and at such time as the Council may decide.**

- (2) At any annual general meeting, apart from any other business, the following business shall, where requisite, be transacted –
- (a) The election of the Chairman, Deputy Chairman and Honorary Treasurer of the Association as specified in Rule 5;
  - (b) The adoption of the report of the Council for the Association accounting year ending on 31st December last preceding the date of the meeting;
  - (c) The adoption of the accounts for the Association accounting year ending on 31st December last preceding the date of the meeting;
  - (d) The appointment of auditors for the forthcoming Association accounting year.
12. A general meeting of the Association (in addition to the annual general meeting) shall be convened by the Secretary if –
- (a) the Council desire to obtain the views of a general meeting on any matter affecting the common interest of the Members and the Council for reasons of time or otherwise, do not wish to refer the matter to the annual general meeting; or
  - (b) the Secretary receives a requisition in writing from not less than ten Members requiring a general meeting to be convened and stating the business proposed to be brought before the meeting.
13. (1) Not less than twenty-one days' notice in writing of a general meeting shall be given to each Member:
- Provided that on a matter of urgency the Secretary at the request of the Chairman of the Association may give not less than seven days' notice of a general meeting other than the annual general meeting.
- (2) The notice convening a general meeting shall state the time and place at which the meeting is to be held and the business proposed to be transacted thereat.
14. (1) Each Member shall have one vote at a general meeting and a motion put to the vote shall be decided on a show of hands by a majority of the Members' representatives present at the meeting unless before, or immediately after the declaration of the result of the show of hands, a poll is demanded by a representative of a Member present, and a declaration by the chairman of the general meeting that a motion has been carried or lost shall be conclusive and an entry to that effect in the minutes shall be sufficient evidence without proof of the number or proportion of the votes recorded in favour of or against the motion.
- (2) If a poll is demanded in the manner described in paragraph (1) of this Rule, it shall be taken (at the discretion of the chairman of the general meeting) either thereupon or at such time and place, and in any case in such manner



as he shall direct and, at the close of the poll, he shall declare the result thereof and his declaration shall be conclusive and the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded.

15. A decision duly made at a general meeting shall be binding on the Council and on any standing or other committee of the Association.
16. The expenses of the Association shall be borne by the Members by annual payment in accordance with the following provisions of this Rule -
  - (1) Before the beginning of each Association accounting year the Council shall decide what amount should be raised by subscriptions from Members in that period in order to meet the expenses of the Association and the Council shall decide the amount of subscription to be paid by each Member.
  - (2) For the purpose of paragraph (1) of this Rule, subscription amounts will be set in relation to the turnover shown in each Member's most recent audited annual accounts.
  - (3) A Member of the Association shall supply the Association in confidence with such information as the Council may reasonably require to enable them to ascertain or confirm the amount of turnover of that member (including all revenue generated from pilotage services) for the purpose of calculating that member's subscription for any Association accounting year.
  - (4) The minimum subscription payable by a Member shall be such annual sum not being less than £600 as the Council may from time to time determine.
  - (5) The subscription of each associate member of the Association shall be
    - (a) in the case of an associate member falling within Rule 4(3)(a), one half of the amount which would be payable if the associate member were a Member; or
    - (b) in the case of an associate member falling within Rule 4(3)(b), such amount as the Council shall determine.
  - (6) The Council shall have power in special circumstances or to meet special conditions to reduce the subscription due from a Member or to agree to the payment of a fixed annual sum by a Member in lieu of a subscription calculated in accordance with the other provisions of this Rule.
  - (7) In paragraphs (1), (2), (3), (4) and (6) of this Rule references to a Member include references to an associate member of the Association falling within Rule 4(3)(a); and in paragraph (6) of this Rule those references also include references to an associate member of the Association falling within Rule 4(3)(b).

17. (1) Any Member wishing to retire as a Member shall give to the Secretary of the Association at least six months' previous notice in writing of the date upon which the Member intends so to retire and such retirement shall be effective as from that date but a Member so retiring shall not be entitled to reclaim any part of the moneys which that Member may at any time have paid and, notwithstanding any such retirement or notice thereof, that Member shall be and remain bound to discharge all financial obligations imposed and incumbent upon it as a Member until the date upon which that Member's retirement takes effect or until the last day of the current Association accounting year in which the notice is given, whichever is the later.
- (2) In paragraph (1) of this Rule references to a Member include references to an associate member of the Association falling within Rule 4(3)(a) or (b).
18. (1) The Association may appoint a Trustee or Trustees of the Association not exceeding three in number.
- (2) A Trustee shall be appointed by the Members and unless he shall die while holding office as Trustee or shall resign, shall hold office during the pleasure of the Members.
- (3) The Trustees shall act under the direction of the Council.
- (4) The property and the funds of the Association so far as not required for immediate use or to meet accruing liabilities, may be vested in one or more of the Trustees who shall hold them subject to the instruction of the Council for and on behalf of the Association. A Trustee vacating office shall when required, do all things necessary to transfer and assign such property and funds to any new Trustees.
- (5) With the consent of the Council, the Trustees may take on lease any offices and assign or sub-let the same, and no lessor, assignee or tenant shall be bound to inquire as to the authority for any assignment or sub-letting by the Trustees.
- (6) The receipt of the Trustees or any two of them shall be a good discharge for all moneys arising from or in connection with any matters entrusted to the Trustees as aforesaid.
- 18A. (1) Every member of the Council, the Trustees, the Chief Executive, the Secretary and every other officer or employee of the Association shall be indemnified by the Association in accordance with the provisions of this Rule.
- (2) The Council shall, out of the funds of the Association, pay or arrange for the payment of all costs of, or occasioned by, legal proceedings or the threat of legal proceedings or any other losses or expenses which any such person may

**incur by reason of any deed or contract entered into, or act, or thing done by him in his above mentioned capacity or in any way in the discharge of his duties in that capacity.**

- (3) None of the above mentioned persons shall be liable for the acts, omissions, neglects or defaults of any other such person or for joining in any receipt or other act of conformity or for any expense incurred or loss occasioned by any error of judgement or oversight, omission or default on his part, or for any other expense, loss, damage or misfortune whatever which may happen in the bona fide execution of the duties of his office or in relation thereto.**
- 18B. Without prejudice to Rule 18A any person firm or body corporate instructed or requested by the Council to execute a guarantee, binding the Association, of the obligations of any other person firm or body corporate, in accordance with Rule 3(1)(g), shall be fully indemnified by the Association in accordance with the provisions of Rule 18A.**
- 18C. The acts and proceedings of the Association, the Council, any committee of the Association or any Trustee shall not be invalidated even if it is later discovered that there was some vacancy in their number or a defect in the appointment, or the qualification, of any person or body as a member, officer, trustee or employee of the Association.**
- 19. Nothing in these Rules shall prevent or restrict a Member from taking independent action in regard to any matter.**
- 20. These Rules shall not be varied otherwise than by a resolution of a general meeting of which not less than twenty-one days' notice in writing has been given:**

**Provided that if at a general meeting where a resolution for this purpose is moved, a poll is demanded on the question, the resolution shall not have effect unless it is supported by at least two-thirds of the votes cast in accordance with Rule 14.**

**AGREED AT THE INAUGURAL MEETING OF THE  
ASSOCIATION HELD ON THE 25TH NOVEMBER 1992**

**JOHN WATSON**

**CHAIRMAN**

**and including amendments agreed by Members at Annual  
General Meetings held on:**

**29 March 1995 (Association Secretary Mrs E Redmond)**

**20 March 1996 (Association Secretary Mrs E Redmond)**

**29 March 2000 (Association Secretary Mrs E Redmond)**

**5 April 2011 (Association Secretary Mr R Ballantyne)**

**27 March 2012 (Association Secretary Mr R Ballantyne)**

**3 April 2014 (Association Secretary Mr R Ballantyne)**

**30 April 2019 (Association Secretary Mr M Simmonds)**

**12 August 2020 (Association Secretary Miss S Walsh)**