

## **The Association of Port Health Authorities (APHA) - Summary of Articles**

The purpose of this document is to outline and summarise the requirements of the Articles and is not a replacement for them. In areas of dispute, the Articles are the legally binding document under which the Association operates and will always take precedent.

The summary refers to the "Operating Arrangements" throughout and should be consulted, where indicated, for more information.

**APHA** is a Private Limited Company by guarantee without share capital use of 'Limited' exemption. It is registered at Companies House and required to file annual confirmation and financial statements.

### **Membership**

1. The five classes of membership are:
  - (a) **Corporate.** Open to any Local Authority with port health responsibilities in the UK. They may attend, vote and speak, at general meetings and participate in all activities of the Association.
  - (b) **Associate:** Open to other organisations or bodies that have an interest in port health. They may attend, speak but not vote at general meetings. They may participate in all other activities of the Association.
  - (c) **Honorary and Fellow:** Granted by the Executive Board to individuals (or bodies) who have made a substantial contribution to the work of the Association. They may attend and speak at general meetings but not vote. They may participate in all other activities of the Association.
  - (d) **PLaN:** Is a lesser form of membership open to local authorities with port health responsibilities for small ports in the UK and Islands. It is granted by the Executive Board. They may attend but not vote at general meetings, attend PLaN meetings and serve on the Executive Board.
  - (e) **International:** Open to any non-UK organisation with an interest in public and/or animal health. They may attend but not vote at general meetings, attend PLaN meetings but not serve on the Executive Board.
2. Subscription fees are payable for all classes of membership except for Honorary & Fellow
3. **Disqualification:** Membership may be removed should a member authority or organisation fall substantially in arrears or whose conduct is deemed by a 2/3rds majority of the Executive Board, to be to the detriment of the interests of the Association.

### **Directors:**

4. The Directors of the Association are the Chair and Vice Chair of the Executive Board and the Company Secretary (if appointed); details to be filed at Companies House. Other Directors may be appointed by following the procedure detailed in the Operating Arrangements. Directors will have the right to speak at all meetings of the Associations and can be removed by resolution of the Executive Board or should their term of office end.

### **Annual General Meeting (AGM)**

6. The Association will hold an AGM every calendar year within 15 months of the previous. It should be held so that the Financial Statement can be agreed and filed to Companies House by the due date i.e. 31<sup>st</sup> December.
7. A minimum of 21 days written notice of the AGM is required.

8. The business to be conducted is specified in the Operating Arrangements but will include consideration of the Financial Statement.
9. Any motions for consideration must be submitted in writing 14 days in advance of the meeting.
10. The quorum for the AGM will be representation from 5 Corporate member authorities.
11. The Chair or, in his absence, Vice Chair of the Executive Board will chair proceedings. If neither present, the Executive Board members present may elect a Board member to Chair. If not, the members present shall choose one of their number.
12. Meetings may be adjourned to a later date but no additional business may be added to the agenda.
13. Voting members will have only one vote no matter how many representatives from a particular authority or organisation attend.
14. Voting is done by either a show of hands or, if demanded, a show of polling cards that will be issued to Corporate and other eligible members.
15. In the event of equality of votes, the Chair has a second or casting vote.
16. Proxy votes are permitted provided that the proxy is appointed and notified to the Association, in writing, not less than 24 hours before the meeting.

### **Executive Board**

17. The Executive Board is the strategic decision making body of the Association. The roles and responsibilities including TORs are set out in Section 2 of the Operating Arrangements together with the administrative arrangements for meetings.
18. The Executive Board shall comprise a representative, either elected or appointed, from each of the PLaN Groups. They are appointed/reappointed annually and may serve for as long as they retain the confidence of the PLaN Group and wish to be the Group's representative, that is unless removed under para 20 below.
19. The Chair and Vice Chair will be elected at the first meeting following the AGM. The procedure is detailed in the APHA Operating Arrangements. They will serve up to and including the first meeting following the next AGM whereupon they may be re-elected.
20. The Executive Board may appoint additional, properly qualified, members to the Board. They may also remove, by special resolution, any member of the Board.
21. The Executive Board will meet a minimum of 4 times a year according to a schedule published in advance.
22. The quorum for a meeting of the Executive Board shall be three members. A member may be added to the quorate number of those present if they attend by video or teleconferencing.
23. In the absence of the Chair and Vice Chair, the other members of Executive Board present may choose one of their number to Chair the meeting.
24. The Chair or in his absence, the Vice-Chair may call an extraordinary meeting if required. Alternatively, at the written request of 4 members of the Executive Board, the Executive Officer can call an extraordinary meeting.