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## **ARTICLES OF ASSOCIATION**

The Companies Acts 2006

Company Limited by Guarantee and not having a Share Capital

### **ASSOCIATION OF PORT HEALTH AUTHORITIES LTD**

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#### **INTERPRETATION**

1. In these Articles:-

"the Act" means the Companies Act 2006 .

"Electronic Communications" mean the same as defined in the Electronic Communications Act 2000.

"Elected Representative" means an Elected Member of a Corporate Member, authorised to act on its behalf.

"Company Secretary" means any person, by whatever title, appointed to perform the duties of the secretary of the Association.

"the United Kingdom" means Great Britain, Northern Ireland and for the purposes of these articles includes the Crown Dependencies.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic communications and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

Assumption, that persons representing the Association, are classed as employees of APHA, whilst undertaking duties for APHA.

**NB:** These Articles should be read in conjunction with the Association's Operating Procedures.

#### **MEMBERSHIP**

2. There shall be five classes of membership, whose number shall be determined from time to time by the Executive Board.

3. The five classes of membership are:

(a) Corporate

(b) Associate

(c) Honorary

(d) PLaN

(e) International

4. Membership may be terminated by written notice of resignation to the Company Secretary.

5. **Corporate Membership**

a. The Executive Board may admit to Corporate Membership any UK Local Authority or Port Health Authority, which have responsibilities for public and/or animal health in connection with aeronautical, maritime and coastal activities, and international and intra-community trade and travel.

b. Corporate Members shall be entitled to attend, speak and vote at general meetings of the Association; they may also attend meetings of any Port Liaison Network in the UK.

c. Corporate Members shall be entitled to participate in all other activities of the Association and are eligible to serve on the Executive Board.

d. Corporate members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1st day of April or such other date as the Executive Board may from time to time designate

6. **Associate Membership**

a. The Executive Board may grant Associate Membership of the Association, on such conditions as it may determine, to other bodies or individuals who agree to contribute to the achievement of the purposes of the Association. A declaration of interest must be given with any application for Associate Membership.

b. Associate Members may attend, speak but not vote at general meetings of the Association.

c. Associate Members shall be entitled to participate in all other activities of the Association and they will be eligible to serve on the Executive Board.

d. Associate Members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1st day of April or such other date as the Executive Board may from time to time designate.

7. **Honorary membership**

a. The Executive Board may grant the title of Honorary Fellow or Honorary Associate of the Association to persons or bodies who have made a substantial and eminent contribution to the work or wellbeing of the Association.

b. An Honorary Fellow or an Honorary Associate shall continue as Honorary members at the pleasure of the Association.

c. Any member of the Executive Board or Director shall be eligible for nomination for Honorary Membership of the Association.

d. The holder of an Honorary title shall have the right to attend, speak but not vote at general meetings of the Association.

Honorary Members shall be entitled to participate in all other activities of the Association

and they will be eligible to serve on the Executive Board.

8. **PLaN Membersip**

a. Plan Membership is a lesser form of membership open to local authorities with port health responsibilities for small ports in the UK and Islands. The Executive Board may grant PLaN membership of the Association to any UK Local or Port Health Authority, which has responsibilities for public and/or animal health in connection with aeronautical, maritime and coastal activities. Membership of the network is available to all local Authorities and Port Health Authorities with responsibility for a seaport, airport or ETSF.

b. PLaN Members shall have the right to attend, speak but not vote at general meetings of the Association.

c. PLaN Members shall be entitled to participate in all other activities of the Association and will be eligible to serve on the Executive Board.

d. PLaN members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1<sup>st</sup> day of April or such other date as the Executive Board may from time to time designate.

9. **International Membership**

a. The Executive Board may grant International membership of the Association to any non-UK organisation or body having an interest in public and/or animal health in connection with international and intra-community trade and travel.

b. International Members may attend, speak but not vote at any meeting of the Association.

c. International members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1<sup>st</sup> day of April or such other date as the Executive Board may from time to time designate.

10. **Disqualification From Membership And Appeals**

a. If any member shall allow its subscriptions to fall substantially in arrears, the Company Secretary shall write to inform them of the fact. If they do not pay within two months thereof, they shall cease to be a member but their liability, in respect of such subscription, shall remain in force unless the Executive Board shall otherwise decide. Provided that, upon payment of all arrears of subscriptions or otherwise, the Executive Board may reinstate them to membership and their membership shall be deemed to date from their original election as a member.

b. Notwithstanding the foregoing, any member in arrears at the time of the Annual General Meeting shall not be entitled to a vote nor to nominate to or have any individual representing their authority accept any position.

c. The Executive Board may, by a two-thirds majority of those present and voting at any duly convened meeting of the Executive Board, remove from membership any member whose conduct it deems detrimental to the interests of the Association.

d. Where the matter(s) form(s) part of the Agenda of a regular meeting of the Executive Board it will be dealt with after the minutes of the previous meeting have been approved and immediately following any matters arising.

e. An Executive Board member from such a member organisation may not vote on their or any other member's removal that may be on the Agenda.

Any member removed from membership shall immediately leave the meeting.

f. A member shall not be so removed unless they have had, in writing, at least 28 days previous notice of the date of the meeting and the grounds upon which their removal is sought. The notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. It shall specify the place, the day and the hour of meeting. The members shall have the right to be heard and represented before the Executive Board.

g. Each member of the Executive Board shall be given, in writing, at least 7 days' notice that the business will include the proposed removal of a member or members. Such notice will not include the name(s) of the member(s) or any other means by which they may be identified.

h. Upon removal from membership, the member so removed shall forfeit its subscription and shall cease to have any claim to the Association.

i. Any member removed from membership in accordance with these Articles shall have a right of appeal. Any appeal shall be made, in writing, to the Association within 21 days of being informed of the decision and should state the grounds for the appeal. On receipt of such an appeal, an appeal panel shall be convened comprising three individuals representing 3 different member authorities that are not represented on the Executive Board, none of whom shall be from the member organisation(s) appealing. The appeal shall be heard within 28 days of its receipt and the appellant shall have the right to present their case. The appeal panel may either confirm the removal from membership, or reinstate the member on such conditions as it sees fit. The decision of the appeal panel shall be final. The appellant will remain disqualified from membership until the appeal panel has made its decision.

### **ANNUAL GENERAL MEETINGS**

11. The Association shall, in each year, hold a general meeting as its annual general meeting and it shall be specified as such in the notices calling it. No more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Executive Board shall appoint. At any annual general meeting of the Association each Corporate member authority or Associate member organisation shall have only one vote, no matter how many representatives from that authority or organisation attend.
12. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
13. The Executive Board may convene an extraordinary general meeting whenever it is considered necessary. Extraordinary general meetings shall also be convened as provided for by the Act.

### **NOTICE OF ANNUAL GENERAL MEETINGS & EXTRA ORDINARY GENERAL**

## **MEETINGS**

14. An annual general meeting shall require a minimum of twenty-one days' written notice whereas an extraordinary general meeting shall require a minimum of fourteen days notice. The notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. It shall specify the place, the day and the hour of the meeting and, in the case of "special business", the general nature of that business. Notice shall be given to such members and persons as are, under the Articles of the Association, entitled to receive such notices from the Association.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT ANNUAL GENERAL MEETINGS & EXTRAORDINARY GENERAL MEETINGS**

16. Normal business for an annual general meeting shall comprise the consideration of the accounts, balance sheets and the reports of the Executive Board and auditors, the election of the members of the Executive Board and the appointment of, and the fixing of the remuneration, if any, of the auditors. All other business is deemed "special". All business that is transacted at an extraordinary general meeting shall be deemed "special". If a member wishes to bring forward a motion for consideration by the annual general meeting, it shall be notified to the Company Secretary, in writing, at least fourteen days before the date of the meeting.  
  
Except by consent of the annual general meeting, no subject shall be considered at an annual general meeting unless such notice has been given.
17. No business shall be transacted at any annual general meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided, five eligible Corporate members represented shall constitute a quorum.
18. If a quorum is not present within half an hour from the time appointed for the meeting, the Corporate members present shall form a quorum.
19. The Chair, or the Vice Chair of the Executive Board, shall preside as chair at every general meeting of the Association. If neither is present within fifteen minutes after the time appointed for the holding of the meeting, the members of the Executive Board present shall elect a member of the Executive Board to chair proceedings.
20. If at any meeting, no member of Executive Board is willing to act as chair or if no member of Executive Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chair proceedings.
21. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. At any Annual general meeting a resolution put to the vote shall be decided on a show of cards, issued to those individuals representing the corporate and other eligible members, unless a poll is (before, or on the declaration of the result of the show of hands) demanded.

Unless a poll be so demanded, a declaration by the chair that a resolution has on a show of cards been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before a poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

23. Except as provided in Article 29, if a poll is demanded, it shall be taken at such time and place, and in such manner (including postal ballot), as the Chair of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.
25. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other motion shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may proceed, pending the taking of the poll.
26. Subject to the provisions of the Act, a resolution in writing signed by all the representatives duly authorised by the Corporate and other eligible members for the time being to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association, duly convened and held.

### **VOTES OF MEMBERS**

27. Notwithstanding Article 20, every Corporate member, Associate member and Honorary member shall have one vote at any Annual general meeting provided that all monies presently payable by them to the Association have been paid.

Votes shall be cast by a show of cards issued to those individuals representing the eligible member.

28. On a poll, votes may be given by proxy. The instrument appointing a proxy shall be either under seal or under the hand of any officer or notary duly authorised by the Corporate member.

Proxy votes may not be used in any election to particular posts.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll,

not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

In the case of a meeting that is adjourned, for whatever reason, all proxies will be deemed to have expired and new proxies will be required to be submitted in accordance with this paragraph for the adjourned meeting.

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
32. Where a postal vote is required, by these Articles, votes shall be received at the registered office by close of business on the twenty first day from the date of dispatch of the ballot forms, except for those under Article 51 when the AGM may specify such lesser period as it deems expedient.

### **THE DIRECTORS OF APHA**

33.
  - a. The Directors of the Association shall be, the Chair, Vice Chair & Company Secretary. Other Directors may be appointed following the procedure detailed in the APHA Operating Arrangements.
  - b. The details of the Directors shall be recorded under the Association's entry at Companies House. Any changes are to be notified to Companies House without delay.
  - c. The Directors shall have the right to speak at all meetings of the Association.
  - d. The Directors shall cease to be Directors if so required by resolution of the Executive Board

### 34. **ATTENDANCE AT THE AGM**

Representatives from member authorities, are expected to attend the AGM of APHA.

With permission from the Chairman and Company Secretary, members of the public may be admitted. Unless agreed by the Chairman, they will not be allowed to speak or to take part in the AGM.

The members present may refuse admittance to the AGM or eject anyone thought to be acting against the best interests of the Association.

### **PATRONS AND HONORARY PRESIDENT**

35. The Executive Board may invite a distinguished person to become a Patron and/or Honorary President of the Association. They will hold that position for a period of 12 months, or until they resign their office or be removed by Resolution of the Executive Board.

### **THE EXECUTIVE BOARD – ELECTION, POWERS AND DUTIES**

36. Subject to Article 63, the Executive Board shall comprise a single representative from the regional Port Liaison Network (PLaN) Groups as follows:
  - a. Wales (1)

- b. N Ireland (1)
  - c. Scotland (1)
  - d. N England (1)
  - e. S England & Islands(1)
  - f. E England (1)
37. The Chair and Vice Chair of the Executive Board will be appointed at the first meeting of the Board following the AGM following the process detailed in the APHA Operating Arrangements. Anyone serving on the Executive Board is eligible to be appointed as Chair with the exception of the Company Secretary, if appointed, and the Executive Officer
38. The business of the Association shall be managed by the Executive Board who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in Annual general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Board which would have been valid if that regulation had not been made.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Board shall determine from time to time by resolution.

#### **BORROWING POWERS**

40. The Executive Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

#### **DISQUALIFICATION OF DIRECTORS AND OTHER ELECTED PERSONS**

41. A member of the Executive Board or Committee Chair shall be disqualified if that person:-
- (a) ceases to be an elected member of his nominating authority, or ceases to be employed by his authority/ organisation; or
  - (b) their nominating authority or organisation ceases to be a member of the Association, or their honorary fellowship has ceased, or
  - (c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (d) becomes prohibited from acting as a director by reason of any Disqualification Order or Undertaking made under The Company Directors Disqualifications Act 1986; or
  - (e) resigns his office by notice in writing to the Association; or



(f) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by the Act.

(g) is judged by a simple majority of the Executive Board to have acted against or failed to act for the best interests of the Association, after due consideration of any mitigating factors.

42. The Executive Board may disqualify any Director or member of the Executive Board whose conduct is deemed to be seriously detrimental to the interests of the Association.
43. Any Director or other elected person disqualified shall have a right of appeal. An appeal shall be made in writing to the Association within 21 days of the decision to remove, stating the grounds of the appeal. The notice of the Board's decision to remove a member shall be exclusive of the day on which it is served, or deemed to be served, and shall specify the place, the day and the hour of meeting. Any member removed from membership in accordance with these Articles shall have a right of appeal which shall be made in writing to the Association within 21 days of the meeting of the decision to remove, stating the grounds of the appeal. The member shall have the right to be heard and represented before the Executive Board.

On receipt of such an appeal, the Executive Officer shall convene a meeting of an appeal panel consisting of three representatives of members (not being members of the Executive Board who participated in the disqualification). The appeal shall be heard within 28 days of its receipt and the appellant shall have the right to attend and present their case. The appeal panel may either confirm the disqualification or reinstate the Director or other elected person on such conditions as it sees fit. The decision of the appeal panel shall be final. A Director or other elected person shall remain disqualified until the appeal panel has made its decision.

44. A member of the Executive Board shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so vote his vote shall not be counted.

#### **APPOINTMENT ARRANGEMENTS**

45. PLaN representatives on the Executive Board are appointed/re-appointed annually. They may serve for as long as they retain the confidence of the PLaN Group and wish to be the Group's representative.
46. The Association may from time to time by special resolution increase or reduce the number of members of Executive Board.
47. The Executive Board shall have power at any time to appoint any properly qualified person to be a member of the Executive Board as an additional member. Any such member so appointed shall hold office for as long as required by the rest of the Board.
48. The Association may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any member of the Executive before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Association and such member of the Executive Board.
49. The Association may by ordinary resolution appoint another person in place of a member of the Executive Board removed from office under the immediately preceding Article. Without prejudice to the powers of the Executive Board under Article 64, the

Association in general meeting may appoint any person to be a member of the Executive Board as an additional member.

### **PROCEEDINGS OF THE EXECUTIVE BOARD**

50. The Executive Board shall meet as specified in the Operating Arrangements.
51. Seven clear days' notice of every meeting of the Executive Board shall be given. It should specify the place, date and time of the meeting.
52. The Chair of the Executive Board, or in his absence the Vice Chair of the Executive Board shall chair the meetings.
53. The Executive Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. The Chair of the Executive Board or, in his absence, the person presiding over the meeting, shall have a second or casting vote in the event of equality of votes.
54. The Chair of the Executive Board may call an Extraordinary Meeting of the Board should circumstances require it. The Executive Officer shall also, at the request of four members of Executive Board, call an Extraordinary Meeting.
55. The quorum necessary for the transaction of the business of the Executive Board shall be three.

With the introduction of teleconferencing, it can be deemed that a member of the Executive Board can be added to the quorate number of those present, on identification of that person on the telephone.

56. The Executive Board may act, notwithstanding any vacancy in their body which reduces its number fixed by or pursuant to the Articles of the Association below the necessary quorum of the Executive Board, for the purpose of increasing the number of the Executive Board to that number, or of summoning a general meeting of the Association, or of ensuring the day to day running of the Association but for no other purpose.
57. In the absence of the Directors, the members of Executive Board present may choose one of their number to Chair the meeting.
58. A member of the Executive Board may vote at a meeting of the Executive Board either personally or by another member of Executive Board holding a written proxy for him, provided that no member of Executive Board shall cast more than two votes.
59. The Executive Board may delegate any of their powers to committees consisting of such member or members of their body, or persons, as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Board. The Executive Board may not delegate its responsibilities, duties or liabilities to any other.
60. A resolution in writing, signed by all the members of Executive Board for the time being entitled to receive notice of a meeting of the Executive Board, shall be as valid and effectual as if it had been passed at a meeting of the Executive Board duly convened and held.

### **PROCEEDINGS OF MEETINGS**

61. If at any meeting the Chair is not present within five minutes after the time appointed

for holding the same, the members present may choose one of their number to chair the meeting until such time as the Chair arrives.

62. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
63. All acts done by any meeting of the Executive Board or of a committee of the Executive Board, or by any person acting as a member of the Executive Board, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Executive Board or person acting as aforesaid of that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of Executive Board.

#### **COMPANY SECRETARY AND UNDER SECRETARIES**

64. The Company Secretary shall maintain an 'Operating Arrangements' document that details the organisational structure, roles and responsibilities of Directors and the Executive Board together with constitution and term of reference of Committees.
65. Subject to the Act, a Company Secretary and any Under Secretaries may be appointed by the Executive Board for such term, at such remuneration and upon such conditions as they may think fit; and any Company Secretary or Under Secretaries so appointed may be removed by them.

#### **ACCOUNTS**

66. The Executive Board shall cause accounting records to be kept in accordance with the Act.
67. The accounting records shall be kept at the registered office of the Association, or, subject to the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Association and members on application.
68. The Executive Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of Executive Board, and no member shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Board or by the Association in general meeting.
69. The Directors shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, and reports as are referred to in those Sections.
70. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditor's report (if there is one), and Directors' report (if required by the Act), shall not less than twenty-one days before the date of the meeting be sent to every member of the Association.

#### **NOTICES**

71. A notice shall be given by the Association to a member either personally, or by sending by post to the address supplied by the member, or by giving it using electronic

communications to an address or number for the time being notified to the Association by the member.

72. Service of a notice shall be deemed to be effected by properly addressing, prepaying by means of first class postage, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. In the case of a notice contained in an electronic communication, notice shall be deemed to be given at the expiration of 48 hours after the time that it was sent.
73. Notice of every general meeting shall be given to every member for the time being of the Association.