

## FUTURE THA CHANGES

The Tobermory Harbour Association is changing. The THA is stepping up and applying to become a Harbour Authority. The THA will remain constituted as a Company Limited by Guarantee. The name will be changed to Tobermory Harbour Authority with the powers granted by a Harbour Empowerment Order (HEO) following an application to Transport Scotland in early 2016.

At the same time the Articles of the Association are being modified to meet the need to manage the future requirements of a growing Community Company and the new powers to be vested by the empowerment order. The revised Article of Association now incorporates best practice of Corporate Governance and best practice from the Scottish Government Trust Port guidance.

### TIME LINE FOR CHANGES

#### **16th October**

Revised Articles of Association made public on the [THA website](#)

#### **29th October**

EGM meeting in the Aros Hall at 7.30pm (19.30) to present the revisions and put to the vote to adopt the [Articles of Association](#) by the Members.

#### **16th November**

Last date for applications from Members to stand for election to become a Director of the THA at the AGM. The application to include a short 1 page skills CV. Applications to [<mary.macgregor@tobermoryharbour.co.uk>](mailto:mary.macgregor@tobermoryharbour.co.uk).

#### **26th November**

AGM and election of new Directors to the Board of the Tobermory Harbour Association.

### MAJOR CHANGES TO THE ARTICLES OF ASSOCIATION

*This is a short version of the Articles, with headings in bold, changes in yellow and the relevant words below.*

#### **Aims of the Company**

*The aims of the company remain virtually the same with the Community at the centre of the company*

The company's objects are to promote, maintain, manage, improve and develop the Harbour and its environs for the benefit of the company, all of the Harbour's stakeholders (including the local community) and the general public.

#### **Scope of Membership**

*Wider than before*

Any individual over the age of 17 whose main home is on the Isle of Mull, incorporated bodies with a business on Mull and unincorporated associations with an interest in the Mull community.

## **Application for membership**

*Counter signature required from incorporated body or unincorporated association*

Application Form to be counter signed by an authorised officer of the incorporated or unincorporated body nominating him/her as the representative.

## **Membership subscription**

*As before*

No membership subscription.

## **Membership Liability**

*As before*

£1 max.

## **AGM - Quorum is 10 members of the Company**

*Minor changes*

Once a year and 15 months max between AGM's to include:-

- A report by the Chair;
- Presentation of the company accounts;
- Election of Directors where a vacancy exists or to replace Directors standing down on rotation.

## **Categories of Directors**

*Change to introduce Executive Directors to manage the Company and Stakeholder Directors to set the strategy and policy. Major change for the first AGM in 2015.*

- Stakeholder Directors
- Executive Directors

## **Composition of the board**

*Change with The Board of the THA reduced from 17 to 12 with less Stakeholder categories*

The maximum number of directors shall be 12. A maximum of 10 directors shall be Stakeholder Directors;

A maximum of 2 directors shall be Executive Directors.

*Except in the case of the Executive Directors, an individual shall not be eligible for election/appointment as a director if he/she is an employee of the company.*

The company seeks to promote stakeholder participation from the following:-

**Adjacent Businesses & Landowners**

**Commercial Users of the Harbour**

**Leisure Users of the Harbour**

**Transport Operators**

**Harbour lease holders & Moorings Holders**

and also seek to include one director nominated by the following organisations:

**Fishermen's Association**

**Community Council**

**Caledonian Maritime Assets Limited**

*The Board to be responsible for the Policy of the Company and meet at least 6 times per year*

## **Appointment of Executive Directors**

*Change with the addition of an Executive to Manage the business of the Company*

This will be done at the first Board meeting following the AGM, to appoint as a minimum

**Harbour Master (if in post)**

**General Manager (if in post)**

**Director responsible for Finance**

## **Delegation to Executive Committee**

*Change with the addition of an Executive Committee to Manage the business of the Company*

The directors may delegate such powers in relation to the day-to-day operations of the company as they may consider appropriate from time to time to a committee (referred to in these articles as “the Executive Committee”) formed for that purpose.

The members of the Executive Committee shall comprise:

**Executive Directors nominated by the directors**

**Management staff**

**Appointees** – individuals appointed by the Stakeholder Directors having the skills and experience required by the Company

*The Executive Committee is responsible for the Day to Day management of the Company and meets 12 times a years or as and when needed.*

## **Quorum**

*Change a quorum now reduce to 5*

The quorum for the transaction of the business of the directors shall be five.

## **Vacating Office**

*New rolling program of Directors retiring from Office*

If any Stakeholder Director has held office as a director for three three-year terms (as determined in accordance with article 87) as at a given annual general meeting, he/she will not be eligible for re-election or re-appointment as a Stakeholder Director until the annual general meeting which next follows.

*The rolling program of Directors retiring from Office will commence at the AGM in October / November 2016. At this time Directors who were elected to the new 2015 Board from the ‘Old’ 2014 Board will stand down. Directors standing down will then have the opportunity to apply to be re-elected to the Board for a 3 year term.*

## **Categories of Directors for subsequent AGM’s**

*Change to bring required skills to the Board*

The skills required to replace the retiring Directors to be advertised on the Notice of the AGM

## **Application to stand as a Director**

*Change to ensure continuity as all Directors used to stand down every year*

Directors must stand down after 3 years and may stand again.

Members may apply 7 days before the AGM stating Skills and Experience.

Members attending the AGM will be made aware of the skills and experience of those standing for election prior to a vote to elect.

Board may appoint 2 individuals (non voting) with special skills to attend Board Meetings

### **Remuneration Committee**

*Change to give the Remuneration Committee the opportunity to pay a remuneration to the Chair and Stakeholder Directors appointed to the Executive Committee*

The directors shall appoint a remuneration committee to whom the directors shall delegate responsibility for setting the remuneration levels of the Chair and of the Executive Directors; as part of its duties, the remuneration committee shall consider the compensation commitments that would be entailed in the event of early termination of appointments.

The members of the remuneration committee (which shall comprise no more than three individuals) shall be appointed by the directors.

### **Winding-up**

*Change to give the Community the opportunity to resurrect a new company*

If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be paid or transferred to some charity or charities operating for the benefit of the local community, as determined (prior to the winding up) by the members of the company.