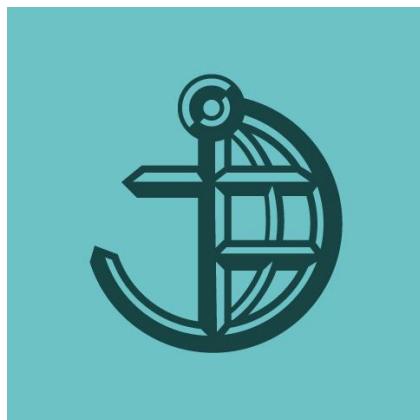


**IHMA**

**International Harbour Masters' Association**



# **CONSTITUTION**

**27 June 2018**

## FOREWORD

- 1 When, in 1996, the International Harbour Masters' Association (IHMA) was established, a wide-ranging review of the functions and duties performed by harbour masters and port captains was conducted. The IHMA definition of a Harbour Master refers to 'a person who, whatever may be their local title, holds a managerial position in marine operations'
- 2 In different countries and languages a Harbour Master may be called:

Harbour Master	Commandant du Port	Master Attendant
Capitaine du Port	Hafenkapitaen	Port Captain
Capitano di Porto	Havnefoged	Port Commander
Capitao do Porto	Maitre de Port	Port Master

Furthermore, the role normally associated with the title of Harbour Master, may be undertaken by those described variously as:

Assistant Harbour Master	Maritime Director	Port Operations Director
Chief Executive	Manager Marine & Port services	Port State Control Officer
Deputy Harbour Master	Manager Marine Operations	Principal Marine Officer
Director Nautical Affairs	Maritime Co-ordinator	Terminal Operator
Director of Operations	Marine Operations Manager	Traffic Manager
Head of Shipping Department	Pilot / Loading Master	VTS Manager
Head of Terminal	Port Operations Manager	

This is not necessarily an exhaustive list.

The IHMA seeks through its Constitution to bring together professionally those who manage (aspects of) marine operations within a port and / or its approaches. Members may thus include port operations managers and those occupying other roles as listed above.



Captain K Richardson  
President

# TABLE OF CONTENTS

Foreword	ii
Table of contents	iii
Record of Changes	iv
1 NAME	1
2 AIM	1
3 DEFINITIONS & ABBREVIATIONS	1
4 OBJECTIVES	2
5 FINANCE	3
6 FULL MEMBERSHIPS	3
7 OTHER MEMBERSHIPS	4
8 TERMINATION, EXPULSION OR SUSPENSION OF MEMBERSHIP	5
9 CONGRESS	6
10 PROCEEDINGS AT GENERAL MEETINGS	7
11 ELECTION OF OFFICERS - PROCEDURE	8
12 THE EXECUTIVE COMMITTEE	8
13 THE OFFICERS OF IHMA	10
14 COUNCIL	11
15 THE SECRETARY	13
16 SPECIAL INTEREST AND WORKING GROUPS	13
17 REGIONS	13
18 INSPECTION OF ACCOUNTS	14
19 ALTERATIONS TO THE CONSTITUTION	14
20 AMENDMENTS TO THE SCHEDULES OF THE CONSTITUTION	15
21 DISSOLUTION	15
22 JURISDICTION	15
SCHEDULE 1 - MEMBERSHIP	1
SCHEDULE 2 - REGIONS & REGIONAL COMMITTEES	3
SCHEDULE 3 - VOTING	6
SCHEDULE 4 - PROCEDURE AT GENERAL MEETINGS	8

## RECORD OF CHANGES

Version	Status	Date	Authorised by
1.0	Initial issue	21/6/96	OGM Reykjavik
2.0	Amendment 1	3/5/00	OGM Dubai
3.0	Revision	28/5/04	OGM Bremen
4.0	Revision	15/5/08	OGM St Petersburg
5.0	Revision	22/4/10	OGM Perth
6.0	Revision	17/5/12	OGM Cork
7.0	Revision	1/6/16	OGM Vancouver
8.0	Revision	27/6/18	OGM London

*Issued by*

The Secretary IHMA  
PO Box 3111  
LANCING  
West Sussex  
BN15 5 BQ  
UK

Telephone : +44 (0) 1903 218269

FAX : +44 (0) 1903 215604

e-mail : [secretary.ihma@harbourmaster.org](mailto:secretary.ihma@harbourmaster.org)

e-mail : [secretary.ihma@harbourmaster.org](mailto:secretary.ihma@harbourmaster.org)

# Constitution

## of the

## International Harbour Masters' Association

### **1 NAME**

- 1.1 The name of the Association is the International Harbour Masters' Association ("the Organisation" or "IHMA").

### **2 AIM**

- 2.1 The aim is to unite those responsible for the safe, secure, efficient and environmentally sound conduct of marine operations in port waters into one professional body to further the objectives of IHMA.

### **3 DEFINITIONS & ABBREVIATIONS**

- 3.1 Unless the context otherwise requires:

"**a Committee**" of IHMA is a formally established unit, to which individual members, including where relevant those from a defined region of the world, belong in addition to their membership of IHMA;

"the **Constitution**" means the Constitution of IHMA currently in force, and includes any appendix or schedule thereto;

"**Council**" means a committee consisting of the members of the Executive Committee and the elected Council Members;

"**Council Members**" are those members elected to exercise oversight of the government of IHMA by the Executive Committee between General Meetings;

The "**Executive Committee**" means the committee that acts as the chief executive body of IHMA and is comprised of the elected Officers and any member properly co-opted (12).

A "**Full Member**" is a person who holds a managerial position in marine operations or equivalent and meets one (or more) of the following criteria:

- a) Occupies a position of responsibility for the discharge of the duties of a harbour master whether in sole charge or shared responsibility; or
- b) Occupies a position of responsibility for the discharge of the duties of a harbour master as the deputy or assistant Harbourmaster; or
- c) In the course of their employment, exercises jurisdiction over the water frontage or water way of a port or port approach; or
- d) Holds a legal, regulatory and / or operational responsibility for the movement of vessels within a defined geographic area; or
- e) In undertaking their role they possess an authority conferred on them by law, regulations or rules; or
- f) Has significant involvement in and responsibility for ensuring that port or marine operations within the area of their jurisdiction are carried out safely, securely, efficiently and in an environmentally sound manner; or

- g) Anyone who is:
  - i employed by an authority, company or other port organisation with an operational responsibility for safe marine operations for sea-going vessels under way or alongside; and
  - ii has clearly declared their responsibilities and professional qualifications in a form determined by the Executive Committee and gained their acceptance; and
  - iii has some deck officer sea-going experience and a position and professional duties which are in harmony with the objectives of IHMA.

**"voting members"** means full members of IHMA.

**"non-voting members"** means honorary, senior, associate and commercial members of IHMA.

**"members"** means all members of IHMA of whatever category.

**"Officers"** means the Office-holder of IHMA including the President, the Vice Presidents and the Treasurer.

**"Secretary"** means the person appointed by the Executive Committee to administer IHMA, as directed by the Executive Committee and on behalf of the members.

**"Postal"**, when applied to voting, may include the use of e-mail, where this has been approved by the authority calling for the vote.

**"OGM"** is an approved abbreviation of Ordinary General Meeting.

**"SGM"** is an approved abbreviation of Special General Meeting.

**"Quorum"** at the OGM or SGM means at least 20 full members from at least 3 different countries.

3.2 Words denoting the singular number include the plural number and vice-versa.

3.3 Words that denote the masculine gender also include the feminine gender.

## 4 OBJECTIVES

4.1 The Objectives of IHMA shall be consistent with the Organisation's aims and include:

- a) Promotion of the safe, secure, efficient and environmentally sound conduct of marine operations, in their domestic jurisdictions;
- b) Developing collaboration, sharing of good practice and good relations among harbour masters world-wide;
- c) Representing the role of the harbour master internationally and domestically;
- d) Promotion of the professional standing and interests of harbour masters generally;

4.2 To further the aims of the Organisation, set out at clause 2, IHMA shall:

- a) maintain and exercise Non-Governmental Organization consultative status with the International Maritime Organization ("IMO");
- b) affiliate to, join, collaborate with or otherwise act in co-operation with any other association, organisation, agency or individual, whose aims and objectives are consistent with the Organisation;
- c) where appropriate, publically record the Organisation's views and recommendations;

- d) do all things that the Executive Committee considers necessary and/or appropriate to further the Organisation's aims and objectives;
- e) for the purposes of clarity, the Organisation shall not:
  - i take any action which identifies it with any political party or movement;
  - ii take any action which significantly discriminates against one port in favour of another or against the ports of one country in favour of the ports of another;
  - iii intervene between a member and an employer;
  - iv concern itself with the conditions of service applying to a member or members generally;
  - v provide any service to a member that would not be equally available to any other similar member.

## **5 FINANCE**

- 5.1 The Organisation is not for profit.
- 5.2 The Organisation financial year runs from 1 January to 31 December.
- 5.3 The funds of the Organisation are to be applied only toward the promotion of its objectives and related activities.
- 5.4 Any financial surpluses arising from activities undertaken by the Organisation shall be paid to the Organisation and applied to the furtherance of the Aims and Objectives of the Organisation.

## **6 FULL MEMBERSHIPS**

### *Application*

- 6.1 A person eligible to apply for a membership may submit an application to the Organisation to become a member.
- 6.2 Such application shall be in the form required by Schedule One of this Constitution, and submitted to Secretary.
- 6.3 Applications shall be considered by the Organisation in accordance with the requirements of Schedule One.

### *Group Membership*

- 6.4 A National Administration or organisation that operates multiple ports that provide personnel to fulfil the role of harbourmaster in some or all of its ports may apply for a group membership, entailing access to an agreed number of full memberships. The voting rights and number of full members able to be appointed by a national administration / organisation will be negotiated on a case-by-case basis by the Executive Committee.

### *Exemptions & restrictions*

- 6.5 Anyone eligible to be a commercial member may not be admitted as a full member.

- 6.6 Providing that a clear statement of willingness and ability to participate effectively in the work of IHMA is made, full members may, on application to ExCo, be permitted to remain in full membership on:
- retirement;
  - appointment to an ineligible post;
  - appointment outside the profession.

*Privileges of Full Membership*

- 6.7 Only full members shall be entitled to vote on the business of the Organisation.

## 7 OTHER MEMBERSHIPS

### 7.1 Honorary Members

- Honorary Membership will be reserved for persons who are not ordinarily eligible to become members of the Association and may be offered to anyone who has rendered meritorious service in the field of port, harbour or marine operations or to IHMA. This honour may be conferred upon them by a simple majority vote at a General Meeting.
- Honorary members are appointed for life and may not at the same time hold any category of membership.
- Submission of names for consideration for this honour should be made in writing to the Secretary, giving the names of at least three full members (the proposer and two seconders), from at least two different countries, no later than 3 months before the appropriate General Meeting.

### 7.2 Senior Members

- Anyone who has been a full member of IHMA for a minimum period of two years but no longer seeks full membership, or who has retired from full employment, is eligible, with or without a break in membership, to become a Senior member.
- Should a senior member of IHMA again become eligible for Full membership, senior membership shall be relinquished but full membership may be resumed.

### 7.3 Associate Members

- Except for any person eligible for a commercial membership, anyone interested in the work of IHMA and prepared to work towards its aim and objectives is eligible to become an associate member. At ExCo's discretion this may apply to the deputy or assistant of someone who is eligible to be a full member or someone who is recognised by the employer of a person fulfilling the role of harbour master as normally deputising for them in their absence.
- Associate membership is available to those who at ExCo's discretion can contribute specialist knowledge and expertise for the benefit of the Association's membership.
- Associate members who attain a position that makes them eligible to be a full member must relinquish their associate membership but may convert to full membership.

#### **7.4 Commercial Members**

- a) The director, employee, officer or other representative of a company, organisation, and any other body however constituted that provides goods or services for reward in ways that assist full members in the performance of their professional duties or wish to support IHMA in the attainment of its aim and objectives are eligible to become commercial members only.
- b) Commercial members shall have no right of access to policy drafting groups of the Organisation.

#### **7.5 Privilege of Honorary, Senior & Associate Memberships**

- a) Honorary, Senior and Associate members shall enjoy all benefits of the Association with the exception of voting rights.
- b) Commercial members shall enjoy the privileges of a Commercial Membership, which shall be published by the Organisation from time to time.
- c) For the sake of clarity, anyone eligible for "full" membership or "commercial" membership may not be admitted to associate membership.

### **8 TERMINATION, EXPULSION OR SUSPENSION OF MEMBERSHIP**

#### **8.1 Termination**

- a) Membership is terminated:
  - i on the death of the member; or,
  - ii in the case of a commercial member, if the commercial member ceases to trade or otherwise withdraws from relevant business activities; or
  - iii on the resignation of the member; or
  - iv on the receipt by the member of proper notice that membership has been terminated by the Organisation.

#### **8.2 Suspension**

- a) Where an incident has occurred that, in the Executive Committee's sole discretion, brings the Organisation into disrepute, an individual member's membership may be suspended for a period not exceeding six months.

#### **8.3 Expulsion**

- a) The Executive Committee may expel a member for bringing the Organisation into disrepute as a result of misconduct or similar serious failing, which may include but shall not be limited to:
  - i Serious misconduct, including any act or omission which brings discredit on or otherwise damages the Organisation;
  - ii dishonesty;
  - iii failure to comply with the requirements of the Constitution or any other rules, regulations or formal decisions of the Organisation;
  - iv failure to pay the membership subscription, following proper notice that payment was overdue;

#### **8.4 Notice of Termination, Suspension or Expulsion**

- a) Proper notice of the Termination, Suspension or Expulsion of membership must be served on a member and shall:
  - i be in writing; and
  - ii be given under the authority of the Executive Committee; and
  - iii be served on the member at least four weeks before it is due to take effect; and
  - iv state the basis on which termination is imposed; and
  - v shall be sent to the member's last known address.

#### **8.5 Appeals**

- a) The recipient has the right of appeal against Termination, Suspension or Expulsion of membership to Council within one month of the date on the notice required in 8.4(i).
- b) When considering an appeal Council may uphold the expulsion, or reinstate membership. The decision to reinstate a member requires a majority of those taking part in the Council Meeting:
- c) When a member subscription has already been paid it shall be retained by the Organisation in full, without refund to the former member.
- d) A member who has been expelled from membership may not reapply for membership until three years from the date of expulsion.
- e) The fact of the expulsion and the circumstances surrounding it will be considerations in determining whether or not to readmit a person to membership.
- f) The member has the right of appeal to Council within one month of the date on the notice of suspension. If the suspension is not appealed it takes immediate effect. However, should the suspension be appealed it is not implemented and the member retains all rights and privileges of membership until the outcome of the appeal has been determined by Council.
- g) When considering an appeal Council, after taking into account all relevant facts, may confirm the suspension. This decision requires a two-thirds majority of those taking part in the proceedings. Otherwise Council should allow the appeal and annul the suspension.
- h) If the need to terminate, suspend or expel an honorary member arises, the Executive Committee will offer the member the opportunity of immediate resignation before any decision by the Executive Committee is implemented.

### **9 CONGRESS**

- 9.1 A Congress shall be held in every even numbered year.
- 9.2 The Executive Committee is responsible for the organisation of Congress and may contract with a professional conference organiser to assist it for this purpose.

- 9.3 A bank account may be opened by IHMA's local representative for the organisation of the Congress, which is to be run such that:
- a) it is used exclusively for Congress associated business;
  - b) the Treasurer is a signatory to the account;
  - c) it is included in the annual accountant's inspection of IHMA accounts;
  - d) it is incapable of being overdrawn;
  - e) all expenditure requires dual authorisation.

## **10 PROCEEDINGS AT GENERAL MEETINGS**

- 10.1 An OGM will normally be held in conjunction with the Congress.
- 10.2 All Organisation members shall be entitled to attend the Organisation's Ordinary General Meeting ("OGM") and Special General Meeting ("SGM").
- 10.3 A Quorum is required for both an OGM and SGM.
- 10.4 The following applies to the OGM:
- a) The Organisation's General Meeting shall be held before 31 July of even numbered years, and in any event, not more than 30 months apart;
  - b) Not less than 20 business days' notice must be given by the Executive Committee to all Organisation members, stating the location, time and date of the Organisation's General Meeting together with the proposed agenda. Accompanying the notice shall be details of any proposed amendment of the Constitution, establishment of dissolution and a list of vacancies to be filled;
  - c) The financial statements from the previous financial year shall be presented at each Organisation's General Meeting.
- 10.5 The following shall apply to the Organisation's SGM:
- a) SGMs shall be commenced upon –
    - i The written request of the Executive Committee; or
    - ii The written request of not less than 50% of Council members; or
    - iii The written request of at least 20% of full members of the Organisation.
  - b) An SGM may not be called less than six weeks and not more than three calendar months after the date of an inquorate General Meeting.
  - c) The agenda for the SGM is to be dispatched at the same time as the notice of the meeting, together with any resolution necessary to transact the business of the SGM.
  - d) The accidental omission to give the notice of, or promulgate the agenda for, or the non-receipt of the notice or the agenda or any accompanying documentation by a member does not invalidate anything done at the SGM.
  - e) A postal vote may be used instead of convening an SGM.

## **11 ELECTION OF OFFICERS - PROCEDURE**

- 11.1 The list of vacancies referred to at clause 11.5 shall be filled at the Organisation's General Meeting.
- 11.2 Nominations for the listed vacancies shall be received by the Secretary by the advertised closing date.
- 11.3 Any full member may nominate any other full member eligible for election. All nominations must be supported in writing by not less than two other full members and must be forwarded, with the written consent of the nominated member, to the Secretary before the closing date.
- 11.4 The names received of eligible and properly nominated candidates for the Executive Committee and Council Members are to be placed on the list of candidates.
- 11.5 Nomination for one position does not preclude nomination for other positions; however members nominated for multiple posts will be required to accept the highest position to which they are elected. These rank, in descending order:
  - a) Other Officer;
  - a) Treasurer;
  - b) Council Member.
- 11.6 Candidates are unopposed when the total number of candidates does not exceed the number of listed vacancies.
- 11.7 Any region of IHMA which, on the date notice is given of the election, contains more than 50% of the total number of full members on IHMA's paid up membership list is entitled to provide up to 3 members of both the Executive Committee and Council. Other regions are to be represented proportionately. However, it is not mandatory that these allocations be taken up.
- 11.8 IHMA acts as a single electorate for all positions.

## **12 THE EXECUTIVE COMMITTEE**

- 12.1 Composition:
  - a) The Executive Committee consists of the Officers of the Organisation, namely President, five Vice-Presidents of equal standing, and the Treasurer. In addition not more than 5 members may be co-opted to serve in an advisory capacity. Co-opted appointments may be for such a period as the Executive Committee considers desirable. Co-opted members may be invited to serve for different periods of time.
  - b) Officers must be full members at the time of their election and must then remain either full members or senior members.
  - c) Members of the Executive Committee are required to make a declaration of any business or other interests relevant to the IHMA.
- 12.2 Term of office
  - a) Officers are elected at an Organisation's General Meeting and serve from the first Council meeting after the OGM.

- b) Officers, if remaining eligible and if re-elected, may serve for an unlimited number of terms.

#### 12.3 Vacancies

- a) A vacancy is declared in the event that an Officer:
  - i dies;
  - ii becomes incapacitated through illness such as to prevent the carrying out the duties of an Officer for a prolonged period;
  - iii resigns;
  - iv otherwise ceases to carry out the duties of an Officer;
  - v becomes ineligible to continue in the position;
  - vi is dismissed from the position by a majority vote at a General Meeting.

#### 12.4 Role

- a) The Executive Committee acts as the executive body of IHMA.
- b) In addition to the authority granted to it by this Constitution or otherwise expressly conferred on it by the membership, it may act as may be necessary to achieve the Organisation's aim and objectives.
- c) The Executive Committee shall have the ability to draft, or commission the drafting of policy, submission to international organisation, and any additional matter of influencing or lobbying which are consistent with the Organisation's Aims and Objectives.

#### 12.5 Conferring

- a) The members of the Executive Committee may confer formally, by which it is meant meet together or otherwise, over a pre-arranged period and to a defined agenda. They may consult with each other using any established means of communication.
- b) The Executive Committee is to confer formally at least twice in each calendar year.
- c) The quorum when the Executive Committee confer formally is four Officers.
- d) Decisions of the Executive Committee are made by simple majority and, in the event of an equal vote, the chair has a casting vote.
- e) Where meetings are inquorate, the minutes of the meeting, together with a summary of recommendations on which the Executive Committee is required to vote on shall be circulated to all members of the Executive Committee. Decisions on the required matters shall be communicated to the Secretary by the members of the Executive Committee thereafter. A nil return from members of the Executive Committee will be understood to indicate agreement with the circulated recommendations.
- f) Members co-opted to the Executive Committee shall not have voting rights and do not count towards establishing a quorum but, in all other respects, may take a full part in proceedings.
- g) Minutes are to be taken on every occasion on which the Executive Committee confers formally and are to be circulated, in unapproved form, within one month of the meeting. On the next occasion that the Executive Committee confers formally these minutes, subject to any agreed corrections, are to be approved by resolution and signed by an Officer who, unless it is the President, is to be

named in the resolution as the authorised signatory. The approved minutes are to be retained by the Secretary and posted on the IHMA website.

- h) The Secretary is to ensure that minutes are sent to Council Members within one month of their being approved.

#### 12.6 Authority

- a) In the event of a defect in the appointment of a member of the Executive Committee, actions taken and decisions made at any formal meeting of the Executive Committee, are valid, notwithstanding the defect.
- b) Agreements properly entered into and transactions properly conducted by the Executive Committee are binding.
- c) The Executive Committee may approve expenditure on unbudgeted items to a total of £5,000 (GBP) in any one financial year, provided the decision to do so is formally recorded in the minutes of its meeting.
- d) Approval of the Council is required for expenditure in excess of this figure.

#### 12.7 Reporting

- a) The Executive Committee is to present a report on the general affairs of IHMA to each Organisation General Meeting, covering all matters of importance since the previous report.

### 13 THE OFFICERS OF IHMA

#### 13.1 President

- a) The President is the head of IHMA and, when able to be present, is the chief representative of IHMA on all formal occasions.
- b) The President is chosen from amongst the Officers elected in accordance with clause 11, on the first occasion on which they confer formally after elections at an OGM, and will serve until the next such occasion.

#### 13.2 Vice-Presidents

- a) The five Officers of the Organisation remaining after the election of the President are Vice-Presidents of IHMA for their term of office.
- b) A Vice President is second only in standing to the President and are themselves of equal standing.
- c) They may represent IHMA at the President's request or when the President is not able to be present.

#### 13.3 Treasurer

- a) The Treasurer is responsible for the conduct of IHMA's financial affairs and is to:
  - i maintain true accounts of the receipts and expenditure of IHMA and the details relating to each receipt and each item of expenditure;
  - ii keep a true record of the assets, credits, and liabilities of IHMA;
  - iii ensure these accounts are inspected annually by independent accountants;
  - iv report the results of each annual inspection to the Council;
  - v lay before Council each year an Income and Expenditure account up to 31 December of the preceding year with a Balance Sheet as at that date;

- vi prepare a budget for the following year and ensure that it has received Executive Committee and Council approval before 1 January of the year it comes into force;
  - vii report quarterly progress of actual income and expenditure against the approved budget;
  - viii render a financial report to each OGM. This report is to include the outcome of any annual financial inspections since the previous OGM. The report, once approved, is to be made available to the full membership;
  - ix monitor IHMA's bank accounts, ensuring that none become overdrawn whilst funds remain in other accounts;
  - x generally issue cheques or authorises on-line payments on behalf of IHMA, ensuring that either the President or the Secretary countersigns cheques or authorises on-line payments;
  - xi the Secretary is to keep a chequebook for use if the Treasurer is absent or incapacitated;
  - xii any cheques issued by the Secretary must be countersigned by the President.
- b) Between meetings of the Executive Committee, the Treasurer may expend funds in accordance with the approved budget but no more than £500 (GBP) on unbudgeted items, without the Executive Committee's approval (12.12.6c).

## **14 COUNCIL**

- 14.1 Council is a committee consisting of the members of the Executive Committee and the six elected Council Members.
- 14.2 The President is the chair of Council but, if unable to take part in the consultation, the other Officers of IHMA present are to elect one of their number to take the chair.
- 14.3 Council has the following specific functions in which it does have a decision-making role. Council is to:
  - a) receive the annual accounts of the Organisation promptly, and, if it finds them to be correct, approve them;
  - b) accept and ratify the proposed membership fees and discounts for the Organisation annually or as requested by the Executive Committee;
  - c) return decisions on matters communicated to Council by the Secretary. A nil return from members of Council will be understood to indicate agreement with the circulated recommendations;
  - d) take action to fill any vacancies that arise amongst the Officers of the Organisation and the Council Members between Organisation General Meetings;
  - e) consider appeals by members against suspension or expulsion from membership of IHMA; receive copies of the minutes of the meetings of the Executive Committee within one (1) month of their being approved.
- 14.4 Council Members shall provide oversight of the Executive Committee, and assist the Executive Committee by acting as a wider consultative forum on policy matters, in particular:
  - a) If a majority of Council Members consider that the Executive Committee has acted unconstitutionally or that there is some other important irregularity in the conduct of IHMA's affairs or finances, they are to give notice of the provision that

- may not have been complied with, in writing, to both the President and the Secretary;
- b) If after one calendar month from the serving of such notice the matter of concern has not been rectified or explained to their satisfaction then a majority of Council Members, acting together, shall have the absolute right to either:
- i call a Special General Meeting and shall circulate not less than one week before the meeting, that meeting's agenda;
  - ii put their concerns in the form of a resolution that would provide a remedy.
- 14.5 The Secretary must respond to such a request for a Special General Meeting, and make the appropriate arrangements, including putting the resolution to Members to be voted on under the vote procedure. Such a resolution is to be accompanied by a written statement of the Council Members' concerns and any response from the Executive Committee.
- 14.6 In discharging these functions Council may discuss any aspect of IHMA's affairs but has no decision making role whatsoever.
- 14.7 Election of Council Members
- a) Council Members are elected at each OGM to serve until the first Council meeting after the next OGM.
  - b) Council Members are to be full members or senior members of IHMA. If they are senior members of IHMA they must at the time of their election have been in active employment as a harbour master within the previous three years.
  - c) The election procedure outlined at clause 11 above shall apply to the election of Council Members.
  - d) Council Members, if remaining eligible, may serve for an unlimited number of terms of office.
  - e) Council Members must make a declaration of any business or other interests relevant to the IHMA.
- 14.8 Council Vacancies
- a) A vacancy will be declared in the event that a Council Member:
    - i dies;
    - ii becomes incapacitated through illness such as to prevent him from carrying out the duties of Council Member for a prolonged period;
    - iii resigns;
    - iv otherwise ceases to carry out the duties of Council Member;
    - v becomes ineligible to continue in the position;
    - vi is dismissed from the position by a majority vote of IHMA;
    - vii When a vacancy occurs for any reason amongst the officers of IHMA or amongst Council Members, Council is empowered to fill it. Council may nominate any eligible member to a vacancy.
- 14.9 Conferring
- a) Council shall confer formally at the request of the Executive Committee or a majority of Council Members.

- b) Notice of such an event is to be circulated by the Secretary at least one month beforehand.
- c) The quorum when Council confer formally is seven, consisting of not less than three members of the Executive Council, and (in addition) at least three members of the Council.
- d) Resolution of decisions by Council is by a simple majority with, if necessary, the chair having a casting vote. Co-opted members of the Executive Committee, unless themselves Council Members, may participate in the consultation but have no vote and do not count towards establishing a quorum.
- e) When conferring formally minutes of the proceedings are to be taken and recorded by the Secretary. Minutes of the meeting shall be approved, and subsequently circulated by the Secretary.

#### **14.10 Authority**

- a) Despite that it may afterwards be discovered that there was some defect in the appointment of any members of the Executive Committee and/or Council Members, all actions taken and all decisions made by Council, are as valid as if every such member had been properly appointed.

### **15 THE SECRETARY**

- a) The Secretary of the Organisation is appointed by the Executive Committee, on terms and conditions that the Executive Committee deems suitable.
- b) The Secretary's responsibilities shall be prescribed by the Executive Committee, and reviewed not less than biennially.
- c) The Secretary's responsibilities shall be as set out in Schedule 5.
- d) The Executive Committee shall ensure that performance by the Secretary of the prescribed duties is a fundamental term of the employment agreement or contractor agreement, and that non-performance of the duties may result in the termination of the agreement.

### **16 SPECIAL INTEREST AND WORKING GROUPS**

- 16.1 The Executive Committee may appoint or authorise special interest and/or working groups as necessary.
  - a) Such committees may include any member of the Organisation, but may only act in a technical / advisory role, providing recommendations to the Organisation only. For the sake of clarity, no such group shall have any ability to vote on, or create, policy of the Organisation.
  - b) Reports of special interest and/or working group meetings are to be forwarded to the Secretary for retention and posting on the website.

### **17 REGIONS**

- 17.1 A Regional Committee may be formed only with the approval of both the Executive Committee and Council. Such approval may be given at an OGM, but shall be recorded in writing.
- 17.2 Any such Regional Committee shall be formed, administered and operated in accordance with the Organisation's policy on Regional Committees.

- 17.3 Where a Regional Committee is formed without approval required in 17.1, or operated in a manner inconsistent with the relevant policy, the Executive Committee shall have the authority to dissolve such a committee immediately.

## **18 INSPECTION OF ACCOUNTS**

- 18.1 The Executive Committee is to appoint accountants, on such terms and conditions as it deems appropriate, who have the requisite skills and qualifications to verify IHMA's accounts annually, and to ensure that any legal requirement of registration is met.
- 18.2 The Executive Committee shall advise members at each OGM of the name of the accountant that has been appointed.
- 18.3 The accountant shall not be a member of the Organisation.
- 18.4 The accountants are to be remunerated as agreed by the Executive Committee, endorsed by Council and appointed by members at each OGM.
- 18.5 It is the duty of all members of the Executive Committee and the Secretary to give every assistance to the accountants.

## **19 ALTERATIONS TO THE CONSTITUTION**

- 19.1 Alterations to the Constitution may be proposed by:
- a) The Executive Committee;
  - a) a majority of Council Members acting together;
  - b) individual members, with the support of 10% of the voting membership.
- 19.2 Proposals are to take the form of a resolution proposing the alteration of the wording of the Constitution and are to be provided to the Secretary at least four months before the relevant General Meeting and circulated with the notice of meeting.
- 19.3 The Executive Committee may approve the submission of a resolution to revise the complete text of the Constitution, when this would be more efficient.
- 19.4 A proposal by an individual member is to be accompanied by the names of the 10% of the voting membership that supports it.
- 19.5 Anyone eligible to submit a proposal to change the Constitution may submit an amendment to a proposal circulated with the calling notice for the General Meeting. Such an amendment is to take the form of an amending resolution that only alters the wording of the initial resolution and has no other effect on the Constitution. The amending resolution must be submitted to the Secretary not later than nine weeks before the General Meeting.
- 19.6 When considering the Constitutional change, the chair of the General Meeting shall provide an opportunity for members present to debate the proposals.
- 19.7 The proposed amendment is then to be put to a vote of those present. Any amending resolution is to be voted on first at the General Meeting. If an amending resolution is not approved, the meeting votes on the substantive resolution.
- 19.8 If any amendment receives more than two-thirds of the votes cast in relation to the amendment that amendment is approved, and shall be adopted by the Organisation immediately. However, if that resolution fails the Constitution remains unaltered.

## **20 AMENDMENTS TO THE SCHEDULES OF THE CONSTITUTION**

20.1 Alterations to the Schedules may be proposed by the Executive Committee and approved by a majority of Council Members acting together.

## **21 DISSOLUTION**

21.1 A proposal to dissolve the Organisation may be made by:

- a) the Executive Committee; or
- b) a majority of Council Members, acting together; or
- c) individual members, with the support of 10% of the voting membership.

21.2 Proposals are to take the form of a resolution for a General Meeting. A proposal by an individual member is to be accompanied by the names of the 10% of the voting membership that supports it.

21.3 The resolution will be carried if supported by more than two thirds of the votes cast:

- a) Either at a General Meeting;
- b) Or in a postal vote.

21.4 The resolution proposing dissolution should, if possible, also propose what should be done with any remaining assets of the Organisation, having regard to the Aims and Objectives of the Organisation.

21.5 If on dissolution of the Organisation and after the realisation of its assets and the satisfaction of its debts and liabilities any property remains it is not to be paid to or distributed among the members but may be divided amongst any autonomous harbour masters' associations established as agreed by the members at or before the time of dissolution.

21.6 If circumstances permit, a resolution dissolving IHMA is to allow 90 days for a region or regions of IHMA, or any other group or groups of members, to seek to establish autonomous associations of harbour masters.

21.7 In default of such a determination or should it be incapable of execution, any property that remains is to be transferred to some other trust or association having objectives similar to those of IHMA, as agreed by the members at or before the time of dissolution. If no such choice has been made then it should be made by any person who may have or may acquire proper jurisdiction in the matter.

## **22 JURISDICTION**

22.1 The Organisation shall be governed by and administered in accordance with the laws of the United Kingdom.

22.2 The Officers of the Organisation shall ensure that any contract or agreement entered into with a third party requires both parties to submit to the jurisdiction of the United Kingdom.

22.3 In the event that it is not possible to require a third party to submit to the jurisdiction of the United Kingdom, the Executive Committee shall consider the risks and benefits to the Organisation of such a proposed arrangement, and if the Executive Committee determines that entering such an arrangement is in the best interests of the Organisation, may do so.

## **SCHEDULE 1 - MEMBERSHIP**

### *General requirements of membership*

- 1 All initial membership of the Organisation requires the forwarding of a completed application form, to the Secretary.
- 2 The Secretary may request further information from the applicant to verify their eligibility and determine the application but in case of difficulty refer it to the Executive Committee for decision.
- 3 Membership of the Organisation shall be confirmed on receipt of payment for the first membership subscription invoice.
- 4 The Membership year runs from 1 January to 31 December.
- 5 Applicants notified that they have not been accepted for membership may, within three months of the date of notification, appeal to Council stating the grounds on which they appeal. Council after consultation and taking into account all relevant facts has final and absolute discretion as to whether or not to allow appeals and approve applications.
- 6 Rejected applicants may not reapply unless they can show that circumstances have changed in a way that materially affects the grounds on which they were previously rejected.

### *Subscriptions*

- 1 All members are to pay an annual membership subscription, as required by the Organisation, in accordance with their category of membership.
- 2 The validity of a membership of the Organisation requires that their subscription is paid up to date. Terms of full payment within 30 days of the invoice date.
- 3 The first subscription is due and payable on admission to membership. The sum payable shall be calculated on a pro-rata basis for the remaining complete months of the year where members join after 1 January. Thereafter renewal membership subscriptions are issued in January each year.
- 4 The Executive Committee may defer, reduce or waive a membership subscription if it is satisfied that special circumstances exist.
- 5 The Organisation may, in its sole discretion, grant discounts to particular groups of members on a case by case basis.

### *Membership Rights*

- 1 All members are entitled to describe themselves as members of the Organisation and in doing so they should state their category of membership.
- 2 Commercial members may display the official logo of the Organisation on their stationery.

### *Changes in Status*

- 1 It is the responsibility of members to notify the Secretary of a change in their circumstances that may affect their eligibility to remain in a particular membership category.

- 2 Where a member voluntarily declares such a change for which a higher annual rate of membership subscription applies the transfer will be allowed on payment of the difference between the two subscription rates.

*Resignation*

- 1 It is the responsibility of any member to notify the Secretary of changes in circumstances that may affect eligibility to remain in membership of IHMA.
- 2 A member wishing to resign from IHMA is to inform the Secretary, in writing, at least four weeks before the end of the calendar year.
- 3 Immediate resignation from IHMA is possible in the following circumstances:
  - a) it can be shown to the satisfaction of the Executive Committee that there are good and proper reasons why the member cannot continue in membership;
  - b) if the member does so within one month of being aware of some substantial change in the conditions or privileges of membership which have an adverse effect on that member. However, this does not apply if that change relates only to the financial obligations or financial benefits of membership;
  - c) the member does so within one month of being aware of a decision being taken that substantially changes the legal status of IHMA.
- 4 Exceptionally, in these circumstances, a member will be entitled to a refund of the balance of any membership subscription paid in advance, in respect of the whole months of membership outstanding.
- 5 A member who does not resign within the one month period referred to in this section remains in membership until the end of the calendar year that follows compliance with the requirements to give notice.
- 6 A member who resigns may not reapply for membership unless the circumstances which led to the resignation have changed, such that the person is again eligible for membership.

*National Point of Contact (NPC)*

- 1 An NPC must be a full or senior member of IHMA.
- 2 An NPC may be appointed by a country's national administration or the country's national harbour masters' organisation and may be the chair or a senior member of the national harbour masters' organisation.
- 3 An NPC may support the IHMA Secretary/Executive Committee by advising on recruitment of new members, membership applications and any country specific questions.
- 4 An NPC may, as agreed with the Treasurer, collect the annual membership subscriptions from every individual member in the country and remit them to IHMA, noting the deadline for claiming a discount.

## SCHEDULE 2 - REGIONS & REGIONAL COMMITTEES

### *Establishment of a region*

- 1 A region of IHMA may be formed in an area of the world, the boundary of which is defined by named countries.
- 2 Formation of a region may be proposed by members who reside there and is authorised by a resolution that obtains a simple majority in favour, either at a General Meeting or through the postal vote procedure.
- 3 Following authorisation at a General Meeting, a region is considered to have been successfully established when over 50% of its full members have indicated their support for it.
- 4 Where there are more than ten members present in two or more neighbouring countries, the members may express interest in formation of a Regional Committee, comprising all members of the region, in accordance with the Organisation's policy for establishment and operation of a region.

### *Proposal process*

- 1 Before a resolution to form a region is put to a General Meeting the following procedure shall be followed:
  - a) at least five full members from at least two countries in the proposed region, acting as promoters, submit a signed proposal to the Executive Committee, through the Secretary, seeking authority to attempt to establish a region of IHMA. The proposal is to state the:
    - i boundaries of the intended region;
    - ii purpose for which it is to be established;
    - iii number of full members in the proposed region supporting formation;
    - iv initial chair of the regional committee;
- within four months of receipt, the Executive Committee will either endorse the proposal and issue advice as to how it may be achieved or state its objection(s), giving its reasons.
- 2 The Executive Committee's decision to reject a proposal to form a region may be appealed to Council, which may confirm the rejection. This decision requires a two-thirds majority of those taking part in the proceedings. Otherwise Council should allow the appeal.
- 3 A proposal to form a region that has been rejected may be resubmitted, amended to meet the objection(s) to it.
- 4 A proposal to form a region that fails because it is not approved at a General Meeting may be resubmitted. This may be either in its original form or in an amended form, provided that the procedure detailed in a) above is followed.

### *Dissolution*

- 5 A region may be dissolved upon the following:
  - a) a request by more than two-thirds of the full members in the region;
  - b) the passing of a resolution at a General Meeting of the Organisation ; the resolution is to be accompanied by a factual statement about why dissolution is being sought;

- c) the passing of a vote by Council approving immediate dissolution. any such vote shall require a two-thirds majority.
- d) A region may not be dissolved until after any regional board has been disbanded.

#### *Board formation*

- 6 Full members in approved regions are to elect a Regional Board, which is to consist of a minimum of 5 individual members from at least 2 countries.
- 7 There may be only one Board in a Region.

#### *Committee Chair*

- 1 A Regional Committee is to be chaired by a full member of IHMA.
- 2 As part of the proposal to form a Region, a full member is nominated as the chair of the Regional Committee. This member will co-ordinate the subsequent appointment of board members. Once formed, the board will then appoint its chair, bearing in mind that where:
  - a) one or more other members comes from the region being proposed, one of them shall act as chair of that regional committee.
  - b) the person appointed by the regional committee to be its chair may become a co-opted member of the IHMA Executive Committee.

#### *Committee Role & Authority*

- 1 The aim of a Regional Committee is to further the specific interests of IHMA's individual members in that region.
- 2 A Regional Committee may have its own name, subject to that name being used in the context of it being a regional Committee within the IHMA.
- 3 A Regional Committee should seek to cover its costs but should not aim to make a profit.
- 4 Any funds of Regional Committees of IHMA are to be applied for the benefit of its membership, toward the promotion of the Regional Committee's aims, objectives or toward related activities. The funds of Regional Committees of IHMA shall, at all times, remain the property of IHMA.
- 5 Any payment is to be endorsed by the Regional Committee chair and made by cheque or on-line payment by the IHMA Treasurer.
- 6 A Regional Committee may apply to IHMA's Executive Committee for allocation of funds for a specific task / project.
- 7 A Regional Committee may enter into contractual arrangements with other regional organisations with the prior approval of the Executive Committee, in order to contribute professionally:
  - a) in furtherance of this it may seek to be recompensed for all reasonable expenses;
  - b) such monies should be made payable to IHMA, which will be held in a separate regional account administered by the Treasurer;
  - c) the funds of Regional Committees of IHMA are to be accounted for to the IHMA Treasurer.
- 8 A Regional Committee may organise activities such as participating in research projects or holding events of interest to regional members, whilst complying with the

contractual obligations of IHMA in relation to event organisation. Such events should be held on a non-profit making basis.

- 9 A Regional committee may speak on behalf of regional members and represent them at regional events, where they are so authorised by the regions' members.
- 10 A Regional Committee must:
  - a) restrict membership to individual members of IHMA, maintaining a majority of full members;
  - b) hold a Board meeting at least once per year;
  - c) Report their activities bi-annually, in writing, to the Executive Committee.
  - d) prepare an annual budget and submit this for review and approval by the Executive Committee.
- 11 A Regional Committee must not:
  - a) charge additional subscriptions on members within its defined area;
  - b) represent views that are counter to the general trend of IHMA policy.
- 12 A Regional Committee may voluntarily terminate its operations.
- 13 Should an established regional Committee not behave in accordance with the Constitution or bring IHMA into disrepute, the Executive Committee may recommend its dissolution to the full Membership.

## **SCHEDULE 3 - VOTING**

### *Individual Voting Rights*

- 1 Individual voting rights apply to any full member.

### *The Postal Vote Procedure*

- 1 A postal vote of IHMA, in which individual voting rights are exercised, may be held on the authority of the Executive Committee, Council or Council Members acting independently of the Executive Committee.
- 2 Those authorising a vote may allow the use of e-mail as an alternative means of casting votes to sending them by post. However, voting members retain the right to post their votes if they prefer.
- 3 Those authorising a postal vote are to appoint two scrutineers to oversee the process. A scrutineer may not be anyone authorising the vote but is to be a member eligible to vote or the Secretary.
- 4 The authority calling the postal vote may also include explanations of the reason for the vote and of the resolution itself and its implications but any such explanation must be in strictly factual terms and must not seek either support for or rejection of the resolution.
- 5 Notice of a postal vote is to be sent to every full member, as appropriate, not less than two weeks before the date of the vote. With the notice is to be sent:
  - a) the resolution in the exact wording on which full members are required to vote;
  - b) a ballot paper;
  - c) instructions about the conduct of the vote.
  - d) any factual information prepared to explain the reason for the vote.
- 6 An authority that intends to call a postal vote should publicise it in advance by all reasonable means including the use of IHMA's website.
- 7 Eligible members, if they wish to vote, should record their vote on the ballot paper and return it, if in written form, otherwise unmarked in a sealed envelope conspicuously marked on the outside "Ballot Paper" and signed by the voter. If returning a vote by e-mail the member should forward the vote to the Secretary
- 8 The Secretary is to provide a list of e-mail ballot papers received and totals of how votes were cast.
- 9 The two scrutineers are to open the envelopes containing the ballot papers in the presence of the authority that called the postal vote. They are also to take note of the details of any votes cast by e-mail:
  - a) one scrutineer is to record how the votes have been cast;
  - b) the other scrutineer is to record the names of the full members that have voted.However, the two lists are not to be reconciled.
- 10 If irregularity is detected the scrutineers must decide whether the error is trivial and the votes can be allowed or whether the error is significant and the votes must be discounted. Where discounted votes could affect the outcome of a postal vote, the authority calling the vote will, in consultation with Council, decide whether a new vote should be called.
- 11 The result of the ballot will be posted on IHMA's website as soon as possible after it is declared.

- 12 Any eligible member, on request to the Secretary, is to be provided with:
  - a) the nominal list of individual voters;
  - b) the number of votes cast;
  - c) the number of votes discounted by the scrutineers;
  - d) A brief statement about why votes were discounted.
- 13 The accidental failure to give notice to or provide a ballot paper to any person entitled to vote either, at all or by the date of the vote, or the non-receipt by the authority that called a postal vote of any completed ballot paper, either at all or by the date on which the votes were counted, shall not invalidate either the vote itself or any resolution decided as a result of that vote.
- 14 An entry in the minutes of a subsequent General Meeting to the effect that the final declaration by the authority that called a postal vote, endorsed by the scrutineers, that
  - a) resolution has been carried or carried by a specified majority;
  - b) resolution has been lost or lost through failure to meet the requirements of 10 by a specified number of votes;
  - c) shall be conclusive evidence of the fact, without proof of the number or relative proportion of the votes recorded.

## **SCHEDULE 4 - PROCEDURE AT GENERAL MEETINGS**

- 1 If within half an hour of the time appointed for the meeting a quorum is not achieved the meeting is to be stood down and the business of the meeting deferred or abandoned. In this event ExCo may call an SGM to consider the same agenda. If at a reconvened meeting a quorum is not achieved the members who are present may transact the business for which the meeting was called. The decisions of that meeting are as binding on IHMA as decisions taken by a meeting at which a quorum is present. All postal voting forms for an inquorate meeting remain valid for any subsequent SGM convened to consider the same agenda.
- 2 The business of a General Meeting is that which was promulgated on the agenda. At the discretion of the chair, additional business of an urgent nature may be taken provided that:
  - a) notice of the additional business was given to the chair by a full member present at the meeting before the meeting began;
  - b) the business does not conflict with any requirement of the Constitution;
  - c) there remains time to conduct the additional business when the business on the agenda has been concluded;
  - d) any additional business that calls for a decision by resolution of the General Meeting will not be binding on IHMA until confirmed either at a subsequent General Meeting or, at the discretion of ExCo, by means of a postal vote.
- 3 Except as provided below votes may be cast by a show of hands, taking account of any postal votes. However the election of Officers and Council Members is always to be by individual ballot, which includes any votes cast by post. The chair has discretion to require that any other issue be voted on by individual ballot and must do so if it is requested by a total of at least ten full members, either present or as postal voters.
- 4 A resolution is normally carried if it obtains more than half the votes cast. However, in the case of an alteration to the Constitution it is only carried if it obtains more than two-thirds of the votes cast.
- 5 In a case where precisely half or, when required, precisely two thirds of the votes are cast in favour of a resolution there is no provision for the chair to have a casting vote and the resolution, therefore, fails.
- 6 Elections are decided by the number of votes cast for each candidate. In the case where an election yields an indecisive result a second vote is to be taken and if the second vote remains undecided the choice between the candidates is to be made by Council.
- 7 A vote cast in accordance with the procedure detailed in this Article is considered to properly reflect the wishes of the individual voter.
- 8 Challenges to the result of a vote must be made as soon after the declaration of the result as possible. Results may be challenged on the grounds of:
  - a) failure to adhere to the procedure;
  - b) that the vote includes that of an ineligible person;
  - c) that the votes have been miscounted.
- 9 If an error is found to have been made, which affects the vote, the count is to be corrected and a new declaration of the result made.

- 10 At any meeting, an entry in the minutes of the meeting to the effect that the final declaration by the chair that a:
  - a) candidate has been elected or elected by a specified majority;
  - b) resolution has been carried or carried by a specified majority;
  - c) resolution has been lost or lost through failure to meet the requirements of paragraph 4 of this section by a specified number of votes,
  - d) shall be conclusive evidence of the fact, without proof of the number or relative proportion of the votes recorded.
- 11 The chair may, with the consent of the meeting, adjourn it.

## SCHEDULE 5

### *Role of the Secretary*

- 1 The Secretary, appointed in accordance with Clause 15 of the Constitution shall have the following duties and responsibilities:
  - a) keeping the records and papers of IHMA;
  - b) preparing and keeping records of the General Meetings of IHMA;
  - c) preparing and keeping records of the meetings of the Executive Committee and Council, when either confer formally;
  - d) conducting the correspondence of IHMA, and maintaining the membership records;
  - e) maintaining the list of members of IHMA and communications with members;
  - f) executing the decisions taken by the Executive Committee, Council and General Meetings;
  - g) Representing IHMA at IMO;
  - h) Preparing proposals and guidelines, and co-ordination of activities by project leaders and project groups;
  - i) holding the master copy of the Constitution and advising the Executive Committee and the membership on its correct interpretation;
  - j) overseeing the administration of IHMA's website;
  - k) carrying out such other duties as may be required by the Executive Committee in connection with the conduct of events organised by or on behalf of IHMA, the provision of services to the membership and otherwise in accordance with IHMA's aim and objectives.