



ARTICLES OF THE CONSTITUTION
Approved by the Board 17 February 2020

ARTICLE 1 - THE CONSTITUTION

1.1 Powers & Duties of the Harbour Board

The Harbour Board will exercise all its powers and duties in accordance with the law and this Constitution.

1.2 The Constitution

This Constitution is the Constitution of Littlehampton Harbour Board.

1.3 Purpose of the Constitution

The purpose of the Constitution is to:-

- (a) enable the Harbour Board to provide clear leadership for the operation of the Harbour and ensure that any decisions are sustainable for the efficient and effective operation of the harbour;
- (b) enable decisions to be taken efficiently and effectively;
- (c) create a powerful and effective means of holding decision-makers to stakeholder account;
- (d) ensure that those responsible for decision-making are clearly identifiable to stakeholders and that they explain the reasons for their decisions;
- (e) provide a means of improving the delivery of Harbour services to the stakeholders; and
- (f) provide clear rules for the internal governance of the Harbour Board and for the resolution of any disputes.

1.4 Interpretation of the Constitution

Where the Constitution permits the Harbour Board to choose between different courses of action, the Harbour Board will always choose that option which it considers is closest to the purposes stated above and in compliance with the Governing Acts, particularly the Littlehampton Harbour & Arun Drainage Outfall Act 1927 (LHADO Act 1927), Commissioners Clauses Act 1847 (CCA 1847) and the West Sussex Act 1972 (WSCC Act 1972) .

ARTICLE 2 - MEMBERS OF THE HARBOUR BOARD

2.1 Composition and Eligibility

Members shall in all respects comply with the requirements of the Governing Acts of the Harbour Board.

2.1.1 Composition (WSCC Act 1972 s6): The Harbour Board will comprise 11 Members, otherwise called Harbour Board Members. Members to be appointed as follows:-

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|----|--|------|
| a] | by the West Sussex County Council | four |
| | by the Arun District Council | four |
| | by the Environment Agency | one |
| b] | by the members appointed pursuant to the foregoing paragraph (a) | two |

One of the Members to be appointed pursuant to paragraph (b) above shall be a person appearing

to the Members by whom he is appointed to be representative of commercial interests in the harbour; and the other member so appointed shall be a person appearing to the Members by whom he is appointed to be representative of recreational interests in the harbour.

2.1.2 Eligibility (WSCC Act 1972 S.9)

- (a) Each Member of the Harbour Board appointed by a constituent authority shall be a member or an official of that constituent authority or be possessed of the requisite qualification to be such a member.
- (b) If any Member of the Harbour Board appointed by a constituent authority, who at the date of his appointment is a member or official of that constituent authority, cease to be a member or official of such authority or ceases to be possessed of the requisite qualification to be such a member, such member shall forthwith vacate his office as a member of the Harbour Board.
- (c) No person being a Member of the Harbour Board by appointment from any of the constituent authorities shall so long as he continues a member by virtue of such appointment be qualified to be also a Member of the Harbour Board by appointment from either of the other constituent authorities and any such subsequent appointment shall be void; and if the same person shall be appointed a Member of the Harbour Board by more than one of the constituent authorities at the same time, he shall choose under which appointment he will serve and the other appointment shall be deemed void.

2.2 Election Declaration and Term of Appointments and Election Declarations of Harbour Board Members

- (a) On or before 1 March every four years (commencing from 1 March 1973 “the Appointment Day”) the constituent authorities shall appoint the respective number of Members specified in 2.1.1. Each shall continue in office, subject to the provision of the Act (W.S.C.C. Act S.8 (1) – (2)), until 1 April four years later (initial period ended on 1 April 1977).
- (b) The Members of the Harbour Board appointed in accordance with above shall at the first meeting of the Harbour Board after the Appointed Day and at the first meeting of the Harbour Board after 1 April in each successive fourth year appoint the Members specified in paragraph (b) of 2.1.1 and each Member so appointed shall, subject to the provisions of this Part of this Act, hold office until 1 April in the fourth year after his appointment. (WSCC Act 1972 S.8 (3))
- (c) Every person elected or appointed a Board Member shall at the Harbour Board Meeting at which he first attends as a Board Member make and subscribe the required declaration and any commissioner, whether he himself has made such a declaration or not, may administer such declaration. (CC Act 1847 S.14). The Board Member shall also complete the Register of Interests and submit it to the Clerk.
- (d) All Harbour Board Members and officers shall complete and submit to the Clerk at the end of each financial year a “Related Partners Transaction Declaration” as provided by the Treasurer.

2.3 Roles and Functions of all Harbour Board Members

Key Roles: All Harbour Board Members will:-

- collectively be the ultimate policy-makers of the Board and where authorised to do so carry out a number of strategic and corporate functions.
- Collectively and individually ensure compliance, as the “Duty Holder”, with the requirements of the Port Marine Safety Code.
- contribute to the good governance of the harbour.
- participate in the governance and management of the Harbour Board and

- maintain the highest standards of conduct and ethics.

Rights and Duties:

- Harbour Board Members will have such rights of access to such documents, information, land and buildings of the Harbour Board as are necessary for the proper discharge of their functions & in accordance with the law.
- Harbour Board Members will not make public information which is confidential which they obtain in the course of their duties without the consent of the Harbour Board or divulge information given in confidence to anyone other than a Harbour Board Member or officer entitled to know it. No member of the Board shall use confidential information for personal advantage.
- For these purposes, “confidential” is defined in the Governance rules and procedures.

2.4 Conduct

Harbour Board Members will at all times observe the Board’s Code of Conduct and the Protocol on Member/Officer Relations.

ARTICLE 3 – STAKEHOLDERS AND THE HARBOUR BOARD

3.1 Stakeholders’ Rights

Stakeholders have the following rights. Their rights to information & to participate are explained in more detail in the Access to Information Procedure.

3.1.1 Information

Stakeholders have the right to:-

- see reports and background papers, and any records of decisions by the Harbour Board, except where confidential information is likely to be disclosed and
- inspect the Harbour Board’s accounts and make their views known to the External Auditor.

3.1.2 Complaints

The Board’s Complaints Procedure sets out how complaints are dealt with. In the first instance, concerns should be raised with the Harbour Master. Stakeholders have the right to complain to the Harbour Master.

3.1.3 Stakeholders’ Responsibilities

Stakeholders must not be violent, abusive or threatening to Harbour Board Members Officers or staff and must not wilfully harm property or belongings owned by the Harbour Board, Harbour Board Members, Officers or staff.

ARTICLE 4 – THE FULL HARBOUR BOARD

4.1 Meanings

4.1.1 The Policy Framework.

The policy framework means the following plans and strategies:-

- Port Marine Safety Code plans and monitoring
- Plans for the submission of a Harbour Revision Order

- Health & Safety Plans and Monitoring
- The Harbour Board's Business System and Business Plan
- The Capital Strategy
- Human Resources Strategy
- The Annual Report

4.1.2 **Budget**

The Budget includes the allocation of financial resources to different issues & projects, proposed contingency funds, setting the Harbour Board precept, decisions relating to the control of the Harbour Board's borrowing requirement, the control of its capital expenditure and the setting of virement limits.

4.2 **Functions of the Full Harbour Board**

Only the Harbour Board will exercise the following functions:-

- adopting and changing the Constitution.
- appointing the Chairman and Vice-Chairman of the Harbour Board;
- approving or adopting the Policy Framework, the Budget and any application to the Secretary of State in respect of any Harbour Revision Order;
- agreeing and/or amending the Terms of Reference for Committees, deciding on their composition and making appointments to them;
- appointing representatives to outside bodies.
- appointment of the posts forming the Harbour Senior Management Team (Harbour Master, Clerk and Treasurer) unless delegated to the Personnel Committee.
- making, amending, revoking, re-enacting or adopting Byelaws and promoting or opposing the making of local legislation or personal Bills;
- approval of the Annual Statement of Accounts, income and expenditure and balance sheet or record of receipts and payments;
- receiving the External Auditor's annual management letter and any other statutory reports from him; and
- all other matters which by law must be reserved to the Harbour Board.

4.3 **Committees**

4.3.1 The Full Harbour Board may appoint any such Committee, as it so determines for the purpose of carrying out its functions; the number of members on such Committees to be determined by the Harbour Board. (C.C. Act 1847 S.49).

4.3.2 The Terms of Reference of each Committee, including its Membership and Chairman, will be reviewed and agreed annually by the Board. Committees do have the power to co-opt Members.

4.4 **Harbour Board Meetings**

There are different types of Harbour Board meeting (C.C. Act 1847 S40, 42 and 45):-

- The Annual Meeting
- Ordinary Meetings
- Annual General Stakeholder Meeting
- Special Meetings

and they will be conducted in accordance with the Harbour Board Governance procedures.

4.5 Responsibility for Functions

Each of the Harbour Board's functions are clearly allocated to a specific part of the Harbour Board, being:

The Full Harbour Board

A Committee of the Full Harbour Board

An officer of the Harbour Board

Functions reserved for the full harbour board are set out at 4.2, functions of committees are set out within their Terms of Reference and decisions delegated to Officers are set out in the Board's Scheme of Delegation.

ARTICLE 5 – ATTENDANCE & RESPONSIBILITIES OF HARBOUR BOARD MEMBERS

5.1 Role and Functions of the Chairman

5.1.1 The Chairman (C.C. Act 1847 S.37) and Vice-Chairman of the Harbour Board will be elected annually by the Harbour Board at the Annual Meeting on receiving the nominations from the Board Members. Every nomination to be valid should be seconded by another Board Member. If there is more than one properly nominated and seconded candidate a vote shall be taken. The Clerk shall record the votes given to each candidate by Board Members and notify the Chairman of the meeting the results. The candidate receiving the most votes in favour of their nomination shall be duly elected as either the Chairman or Vice-Chairman of the Harbour Board for the ensuing year.

5.1.2 The Chairman, and in his absence the Vice-Chairman, has the following functions:-

- (a) to uphold and promote the purposes of the Constitution;
- (b) to preside over meetings of the Harbour Board so that its business can be carried out efficiently and with regard to the rights of Harbour Board Members and the interests of its stakeholders;
- (c) to promote public involvement in the Harbour Board's activities and to attend such civic and ceremonial functions as the Harbour Board and he determines appropriate.
- (d) to authorise such actions as set out in the Constitution as delegated by the Board.

5.2 Non-Attendance/Resignation

5.2.1 If a Member of the Harbour Board fails throughout a period of six consecutive months to attend any meeting of the Harbour Board then, unless the failure was due to some reason approved by the Harbour Board, she or he shall cease to be a Member of the Harbour Board. (W.S.C.C. Act 1972 S.10(1)).

5.2.2 Any Member of the Harbour Board may at any time resign his office as such Member by notice in writing signed by him and delivered to the Clerk of the Harbour Board and his resignation shall take effect upon the receipt of the notice by the Clerk. (W.S.C.C. Act 1972 (s.11))

5.2.3 Every commissioner who for the space of six months after his appointment neglects to make and subscribe the declaration hereinbefore required, or who for six months in succession is absent from all meetings of the Members, and to act in the execution of this and the special Act, shall be deemed to have refused to act, and shall cease to be a commissioner. (C.C. Act 1847 S.16)

ARTICLE 6 – COMMITTEES

6.1 Terms of Reference

The Harbour Board appoints Committees set out below to discharge the functions conferred within the agreed terms of reference.

Audit Committee

Personnel Committee

Statutory and Governance Committee

ARTICLE 7 – OFFICERS

7.1 Management Structure

7.1.1 Harbour Master, Clerk and Treasurer

The Full Harbour Board appoints persons for the following posts, who will be designated Harbour Master, Clerk and Treasurer and will together form the Harbour Board's Senior Management Team. Their responsibilities are as set out in job descriptions.

7.2 Functions of the Harbour Master

The Harbour Master as the Head of Service, will report to the Board on the manner in which the discharge of the Board's functions is co-ordinated, the number and grade of Officers required for the discharge of the functions, the organisation of Officers and the proper management of the Board's staff and other resources.

7.3 Function of the Clerk

- (a) **Maintaining the Constitution** - The Clerk will maintain an up-to-date version of the Constitution and will ensure that it is widely available for Harbour Board Members, staff and stakeholders.
- (b) **Advising Upon Lawfulness and Fairness of Decision Making** -After consulting with the Harbour Master or Treasurer, the Clerk will report to the Harbour Board in relation to any function if he considers that any proposal, decision or omission would give rise to a contravention of any enactment or Rule of Law.
- (c) **Advising Whether Decisions are within the Budget and Policy Framework** -The Clerk and/or Treasurer will advise whether decisions are in accordance with the Budget and Policy Framework of the Harbour Board.
- (d) **Providing Advice** - The Clerk will provide advice on the scope of powers & authority to take decisions, maladministration, financial impropriety, probity and Budget and Policy Framework issues to all Harbour Board Members and will support and advise Harbour Board Members and Officers on their respective roles.

In the absence of the Clerk these functions will be dealt with by the Treasurer in consultation with the Harbour Master.

7.4 Functions of the Treasurer

- (a) **Advising Upon Lawfulness and Financial Prudence of Decision-Making** - After consulting with the Harbour Master and the Clerk, the Treasurer will report to the Harbour Board in relation to any function and the Harbour Board's External Auditor if he considers that any proposal, decision or course of action will involve incurring unlawful expenditure, or is unlawful and is likely to cause a loss or deficiency or if the Harbour Board is about to enter

an item of account unlawfully.

- (b) **Administration of Financial Affairs** -The Treasurer will have responsibility for the administration of the financial affairs of the Harbour Board. The Board's Financial Regulations shall apply.
- (c) **Providing Advice** - The Treasurer will provide advice on the scope of powers and authority to take decisions, maladministration, financial impropriety, probity and Budget and Policy Framework issues to all Harbour Board Members and will support and advise Harbour Board Members and Officers in their respective roles.
- (d) **Financial Information** - The Treasurer will meet statutory requirements to provide financial information to the media, Government departments and agencies and stakeholders.
- (e) **Safeguarding Assets** – The Treasurer will safeguard the assets through insurance and appropriate risk assessments.

7.5 Conduct

Officers will comply with the Officers' Code of Conduct and the Protocol on Member/Officer Relations.

7.6 Employment

The recruitment, selection and dismissal of Officers will comply with the Officer Employment Rules and Disciplinary Process.

ARTICLE 8 - DECISION MAKING

8.1 Principles of Decision Making

All Decisions of the Harbour Board will be made in accordance with the following principles:-

- (a) There should be clarity of aims and desired outcomes,
- (b) Proper regard should be paid to professional advice from Officers,
- (c) Proper regard should be paid to internal and external consultation according to the decision in question,
- (d) There should be respect for human rights,
- (e) There should be a presumption in favour of openness,
- (f) There should be proportionality (i.e. the action must be proportionate to the desired outcome),
- (g) There should be an explanation of the alternative options considered and
- (h) There should be proper reasons for the decision which are documented.

8.2 Records of Decisions and Advice Received

A written record must be kept of all Decisions made by the Board together with the professional advice from Officers which preceded it.

ARTICLE 9 - FINANCE, CONTRACTS AND LEGAL MATTERS

9.1 Financial Management

The management of the Harbour Board's financial affairs will be conducted in accordance with the Board's Financial Regulations.

9.2 Contracts

Every contract made by the Harbour Board will comply with the Contracts Procedure Rules set out

within the Financial Regulations.

9.3 Legal Proceedings

9.3.1 The Clerk to the Harbour Board is authorised to institute, defend or participate in any legal proceedings in any case where such action is necessary to give effect to Decisions of the Harbour Board or in any case where he considers that such action is necessary to protect the Harbour Board's interests, after consultation with:

- the Harbour Master and the Treasurer, and
- the Chairman or the Full Board.

9.3.2 The Clerk to the Harbour Board, the Harbour Master and the Treasurer are authorised to institute or defend proceedings for the recovery of debts owing to or by the Harbour Board.

9.3.3 The Harbour Master, Treasurer and Clerk to the Board are authorised to institute proceedings in the County Court for recovery of possession of Harbour Board property and rent relating to Harbour Board dwellings.

9.3.4 Further officer powers are set out in the Officer Scheme of Delegation.

9.4 Authentication of Documents

9.4.1 Where any document is necessary to any legal procedure or proceedings on behalf of the Harbour Board, it will be signed by the Clerk to the Harbour Board or other person authorised by him/her, unless any enactment otherwise authorises or requires, or the Harbour Board has given requisite authority to some other person.

9.4.2 All the contracts entered into on behalf of the Harbour Board shall be made in writing. Such contracts must also be conducted in accordance with the Contracts Procedure Rules set out in the Financial Regulations.

9.5 Common Seal of the Harbour Board

The Common Seal of the Harbour Board will be kept in a safe place in the custody of the Clerk to the Harbour Board. A Decision of the Harbour Board, or of any part of it, will be sufficient authority for sealing any document necessary to give effect to the Decision. The Common Seal will be affixed to those documents which in the opinion of the Clerk to the Harbour Board should be sealed. The affixing of the Common Seal will be attested by the Clerk to the Harbour Board or some other person authorised by them. Further detail is available within the Financial Regulations.

ARTICLE 10 - REVIEW AND REVISION OF THE CONSTITUTION

10.1 Duty to Monitor and Review the Constitution

The full Harbour Board will monitor and review the operation of the Constitution to ensure that the aims and principles of the Constitution are given full effect.

10.2 Changes to the Constitution

This Constitution shall be reviewed every three years, as a minimum, and any proposed changes shall be considered by the Harbour Board.

ARTICLE 11 - SUSPENSION, INTERPRETATION AND PUBLICATION OF THE CONSTITUTION

11.1 Suspension of the Constitution

11.1.1 Limit to Suspension

The Articles of this Constitution may not be suspended. The Rules may be suspended in part by the Full Harbour Board or Committees to the extent permitted within those Rules and the law.

11.1.2 Procedure to Suspend

A motion to suspend any Rules will not be moved without notice unless at least one half of the whole number of Harbour Board Members are present. The extent and duration of suspension will be proportionate to the result to be achieved, taking account of the purposes of the Constitution set out at 1.3.

11.2 Interpretation

The ruling of the Chairman of the Harbour Board, in consultation with the Clerk to Littlehampton Harbour Board, as to the construction or application of this Constitution or as to any proceedings of the Harbour Board shall not be challenged at any meeting of the Harbour Board. Such interpretation will have regard to the purposes of this Constitution contained at section 1.3.

11.3 Publication

11.3.1 The Clerk to the Harbour Board will give a printed copy of this Constitution to each Member of the Harbour Board upon delivery of that individual's Declaration of Acceptance of Office on the Member first being elected to the Harbour Board.

11.3.2 The Clerk will ensure that copies are available for inspection at Harbour Board Offices and can be purchased by members of the local press and the public on payment of a reasonable fee.