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CHENNAI PORT AUTHORITY

Draft Board of Major Port Authority for Chennai Port (Meetings of Board and Transaction of Business) Regulations, 2023.

[RRC/4516/2022/GA]

No. SRO C-18/2023.

In exercise of the powers conferred by Sections 13 and 14 read with clauses (a) and (b) of sub-section (2) of Section 72 of the Major Port Authorities Act (1 of 2021), the Central Government hereby approves with modification the Board of Major Port Authority for Chennai Port (Meetings of Board and Transactions of Business) Regulations, 2023 made by the Board of Major Port Authority for Chennai Port in exercise of the powers conferred by Sections 13 and 14 read with clauses (a) and (b) of sub-section (2) of section 72 published by it as required under sub-section (1) of Section 72 of the said Act, as set out in the Schedule annexed to this notification.

The said regulation shall come into force from the date of publication of this notification in the Official Gazette.

SCHEDULE

In exercise of the powers conferred by sections 13 and 14 read with clauses (a) and (b) of sub-section (2) of section 72 of the Major Port Authorities Act, 2021 (1 of 2021) and in supersession of the Major Port Trusts (Procedure at Board Meetings) Rules, 1981, except as respects things done or omitted to be done before such supersession, the Board of Major Port Authority for Chennai Port hereby makes the following regulation, namely: -

1. Short title and commencement.- (1) These regulations may be called the Board of Major Port Authority for Chennai Port (Meetings of Board and Transaction of Business) Regulations, 2023.

(2) They shall come into force on the date of their publication in the Official Gazette.

2. Definitions.- (1) In these regulations, unless the context otherwise requires,

(a) "Act" means the Major Port Authorities Act, 2021 (1 of 2021);

(b) "Committee" means every committee of the Members and any other person constituted by the Board under sub-section (1) of Section 14 of the Act;

(c) "Board" means the Board of Major Port Authority for Chennai port constituted under sub-section (1) of Section 3 of the Act.

(2) Words and expressions used and not defined in these regulations but defined in the Act, shall have the same meanings respectively assigned to them in the Act.

3. Frequency, date and venue of meetings.- (1) The Board shall meet at least four times in every financial year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.

(2) The Board shall determine, the date and time of its meetings:

Provided that where the Board is unable to do so for any reason, the Chairperson and in his absence the Deputy Chairperson or such other person authorised by the Central Government may do so, for reasons to be recorded in writing.

(3) The meetings of the Board Shall be held at their respective port premises, except where the Board in advance decide to hold any meeting at any other place for reasons to be recorded in writing.

(4) Circulation of agenda and manner of participation.- (1) The Board shall call a meeting by giving not less than three days' notice in writing to every Member along with the proposed agenda and all the relevant material for the meeting:

Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that the Member appointed under clause (e) of sub-section (1) of Section 3 of the Act shall be present at the meeting:

Provided further that in case of absence of Member appointed under clause (e) of sub section (1) of Section 3 of the Act from any meeting of the Board, the decisions taken in such meeting shall attain finality through the confirmation in the next meeting of the Board.

(2) A notice shall be served upon a member either personally or electronically including fax, e-mail or by post or courier addressed to such member or by any such means of communication as deemed fit.

(3) The notice of the meeting under sub-regulation (1) shall inform the Members regarding the option available to them to participate through video conferencing mode or other audio visual means, and shall provide all the necessary information to enable the Members to participate through video conferencing mode or other audio visual means.

5. Meetings of board through video conferencing or other audio visual means.-The Board shall comply with the following procedure for convening and conducting the Board meetings through video conferencing or other audio visual means.

(1) The Board shall make necessary arrangements to avoid failure of video or audio visual connection.

(2) The Board shall take due and reasonable care-

(a) to safeguard the integrity of the Board meeting by ensuring sufficient security and identification procedures;

(b) to ensure availability of proper and appropriate video conferencing or other audio visual equipment or facilities for providing transmission of the communications for effective participation of the Members and other authorised participants at the Board meeting;

(c) to store for safekeeping and marking the tape recording(s) or other electronic recording mechanism as part of the records of the Board at least before the time of completion of audit of that particular financial year;

(d) to ensure that no person other than the concerned Member are attending or have access to the proceedings of the Board meeting through video conferencing mode or other audio visual means; and

(e) to ensure that participants attending the Board meeting through audio visual means are able to hear and see the other participants clearly during the course of the meeting;

Provided that the persons, who are differently abled, may make request to the Chairperson and in his absence to the Deputy Chairperson to allow a person to accompany him.

(3) (a) A Member intending to participate through video conferencing or audio visual means shall communicate his intention to the Chairperson at least two days in advance so that the Board is able to make suitable arrangements in this behalf.

(b) In the absence of any intimation under clause (a), it shall be assumed that the Member shall attend the meeting in person.

(4) The scheduled venue of the Board meeting as set forth in the notice convening the Board meeting shall be deemed to be the place of the said meeting and all recordings of the proceedings at the Board meeting shall be deemed to be made at such place.

Explanation. - For the purposes of this regulation, "video conferencing or other audio visual" means audio-visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.

6. Conduct of meetings. - (1) The meeting of the Board shall be presided by Chairperson and if he is unable to attend the meeting, the Deputy Chairperson and in the absence of such Deputy Chairperson any other Member chosen by the Members present among themselves at the meeting or any person authorised by the Central Government.

(2) The participation of Members in a meeting of the Board may be either in person or through video conferencing or other audio visual means, which are capable of recording and recognising the participation of the Members and of recording and storing the proceedings of such meetings along with date and time.

(3) At the commencement of the Board meeting, a roll call shall be taken by the chairperson or the person presiding the Board meeting when every Member participating through video conferencing or other audio visual means shall state, for the record, the following namely: -

(a) name;

(b) the location from where he is participating;

(c) that he has received the agenda and all the relevant material for the meeting; and

(d) that no one other than the concerned Member is attending or having access to the proceedings of the meeting at the location mentioned in clause (b).

(4) After the roll call, the Chairperson or the person presiding the Board meeting, as the case may be, shall inform the Board about the names of persons other than the Members who are present for the said meeting at the request or with the permission of the Chairperson or the person presiding the Board meeting and confirm that the required quorum is complete in accordance with the provisions of sub-regulation (1) of regulation 7.

(5) The Chairperson or the person presiding the Board meeting shall ensure that the required quorum is present throughout the meeting.

(6) The Members of the Board present in the meeting may, with the prior consent of the Chairperson or any other person presiding such meeting, consider and discuss additional items in the meeting which were not previously notified in the agenda circulated under sub-regulation (1) of regulation 4.

(7) The Board shall take due care -

(a) to record proceedings and prepare the minutes of the meeting;

(b) the notice of the Board meeting shall be served to all the Members in the manner specified in sub-regulation (2) of regulation 4.

(8) The statutory and other records which are required to be placed in the Board meeting as per the provisions of the Act shall be placed at the scheduled venue of the meeting and the same shall be deemed to have been accepted by the Members participating through electronic mode, if they have given their consent to this effect and it is so recorded in the minutes of the meeting.

(9) Every participant shall identify himself for the record before speaking on any item of business on the agenda.

(10) If a statement of a Member in the meeting through video conferencing or other audio visual means is interrupted or garbled, the Chairperson or the person presiding the Board meeting shall request for a repeat or reiteration by the Member.

(11) If a motion is objected to and there is a need to put the said agenda item to vote, the Chairperson or the person presiding the Board shall call the roll and note the vote of each Member who shall identify himself while casting his vote.

(12) From the commencement of the Board meeting and until the conclusion of such meeting, no person, other than the Chairperson or the person presiding the Board meeting, Members and any other person whose presence is required by the Board, shall be allowed access to the place where any Member is attending the meeting either physically or through video conferencing without the permission of the Board.

(13) At the end of discussion on each agenda item, the Chairperson or the person presiding the Board meeting shall announce the summary of the decision taken on such item along with names of the Members, if any, who dissented from the decision taken by majority.

(14) The Board shall observe secretarial standards save and except those contrary to these regulations with respect to the Board meetings specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries act, 1980 (56 of 1980) and approved as such by the Central Government.

7. Quorum for meetings. - (1) The quorum for any meeting of the Board shall be one-third of its total strength at the time of such meeting or four Members, whichever is higher and the participation of the Members by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-regulation, unless he is to be excluded for any items of business under any provisions of the Act.

Explanation. - For the purposes of this regulation, -

(i) any fraction of a number shall be rounded off as one;

(ii) "total strength" means the total number of members appointed as Members of the Board from time to time and shall not include Members whose places are vacant.

(2) The norm adopted by the Board for the purposes of quorum under sub-regulation (1) shall include -

(a) to allow participation of the Members in the Board meeting by video conferencing or by other audio visual means; and

(b) provision for automatic adjournment where a meeting of the Board could not be held for want of quorum, to such date as may be determined by the Members of the Board present and the notice of such adjournment shall be given to all Members and the business which was to have been brought before the original meeting, had there been a proper quorum, shall be brought before the adjourned meeting;

(c) where at the adjourned meeting also, if the required quorum is not present, then the Members present, shall constitute the quorum; and

(d) procedure for leave of absence of any Member from any particular Board meeting to be approved by the Chairperson or the presiding Member of the Board meeting.

8. Passing of resolution by circulation. - (1) No resolution shall be deemed to have been duly passed by the Board by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Members of the Board at the addresses provided by such Member by hand delivery or by post or by courier, or by electronic means and has been approved by a majority of the Members, who are entitled to vote on the resolution:

Provided that where not less than half of the total number of Members of the Board for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson or in his absence the Deputy Chairperson of the Board or any other Member chosen by Members present among themselves at the meeting or such other person authorised by the Central Government shall put the resolution to be decided at a meeting of the Board.

(2) For the purpose of sub-regulation (1), every Member shall be required to give his vote of affirmation or denial to the resolution circulated in writing within ten days of receipt.

(3) Failure by any Member to submit his vote shall be presumed as denial to the resolution circulated.

(4) A resolution passed under sub-regulation (1) shall be confirmed at a subsequent meeting of the Board and made part of the minutes of such meeting.

9. Honorarium for attending Board meetings. - The Chairperson, Deputy Chairperson and Members appointed under clause (c), (e) and (f) of sub-section (1) of Section 3 of the Act shall not be entitled to any sitting fees or honorarium for attending meetings of the Board.

10. Disclosure by a Member of his interest. - (1) Every Member of the Board who becomes concerned or interested, whether financially or otherwise, which concern or interest is likely to affect prejudicially his functions as such Member, shall disclose his concern or interest to the Board forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested and resign forthwith.

(2) Where a Member is subject to an inquiry under sub-section (2) of Section 5 of the Act or has resigned due to any conflict of interest or has made a disclosure of any such interest in respect of any agenda to be taken up in the Board meeting, such Member shall abstain from participating and voting in the Board Meeting until the resignation stands accepted by the Central Government in accordance with section 8 of the Act or the conclusion of the inquiry under sub-section (2) of section 5 of the Act.

11. Minutes of proceedings of meeting. - (1) The Board shall cause minutes of the proceedings of every meeting of the Board, to be prepared, signed and kept at its principal office within thirty days of the conclusion of every such meeting.

(2) The minutes of proceedings of the meetings of the Board may also be kept by way of micro films or any other authentic modern means or electronic form of safe storing and retrieval of records or printed material produced by a computer, if the same is recognized under any law and subject to the conditions, restrictions or safeguards mentioned in such law.

(3) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(4) The minutes shall disclose the particulars of the Members who attended the meeting through video conferencing or other audio-visual means.

(5) The minutes shall also contain -

(a) the names of the Members present at the meeting; and

(b) in the case of each decision passed at the meeting, the names of the Members, if any, dissenting from, or not concurring with the decision.

(6) Any matter which, in the opinion of the Chairperson or the person presiding the Board meeting-

(a) is or could reasonably be regarded as defamatory of any person;

(b) is irrelevant or immaterial to the proceedings;

(c) is detrimental to the interests of the Board, shall not be included in the minutes

(7) The Chairperson or the person presiding the Board meeting shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in sub-regulation (6).

(8) The Board shall circulate draft minutes of the Board meeting among all the Members within fifteen days of the meeting either in writing or in electronic mode for the comments by the Members.

(9) Every Member shall confirm or give his comments in writing about the proceedings of that particular meeting in the draft minutes, within ten days, after receipt of the draft minutes failing which his approval shall be presumed.

(10) The minutes kept in accordance with the provisions of this regulation shall be evidence of the proceedings recorded therein and shall be duly authenticated with signatures of the Chairperson.

(11) Where the minutes have been kept in accordance with sub-regulation (1) then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place, and the decisions to have been duly passed.

(12) Only the matters required by this regulation are to be contained in the minutes of the proceedings of a meeting.

(13) If the Board has agreed to cause the record of any meeting to be reported circulated or advertised, then the reporting, circulation or advertisement shall be done at the expense of the Board.

12. Invitees at meeting. - Any person, whose presence at a Board meeting is desired for his advice or consultation, may be invited to attend the meeting by the Chairperson or the person presiding the Board meeting.

13. Miscellaneous.- (1) The provisions of these regulations shall apply mutatis mutandis to meetings of Committees of Members save and except the provisions of the quorum.

(2) The Board shall stipulate the quorum requirements for meetings of each committee at the time of appointing the particular committee.

(3) The Chairperson or in his absence the Deputy Chairperson of the Board may attend any Committee meeting as ex officio Member and whenever the Chairperson or Deputy Chairperson attends any Committee meeting, he shall preside over that meeting.

(4) No Member, other than the Chairperson or a person specifically authorised by him, shall give information to the press or any other public media on matters related to the working of Major Port Authority for Chennai Port and decision taken at the Board or Committee meetings.

No.1 Rajaji Salai,
Chennai-600 001
Dated : 04.07.2023.

INDRANIL HAZRA,
Secretary,
Chennai Port Authority.