



## **MEDCRUISE**

### **CONSTITUTION**

*(Approved in November 2004; Amended in October 2006; Amended in May 2008; Amended in June 2011; Amended in May 2014)*

#### **ARTICLE I. Name**

The name of this organisation shall be "MedCruise". It shall be a non profit-making organisation.

Its area shall include the Mediterranean Sea and adjacent areas in the Atlantic Ocean, Black Sea and Red Sea.

#### **ARTICLE II. Objectives**

1. To promote the Mediterranean area as a cruise destination and more specifically the MedCruise members.
2. To increase the efficiency of cruise member ports by exchanging information relative to cruise passenger traffic, new tourism developments in geographical areas where cruise ports are located, new techniques or technologies on cruise ports development, organisation, administration and management.
3. To promote the development of port facility security plans and the improvement of the level of security for ports and to participate in alerting mechanism for the rapid dissemination of security information critical to ships and/or ports.
4. To facilitate the formulation of common positions, policies or plans on questions of common interest and to present such positions at regional and international fora.
5. To develop and foster good relations and collaboration among all cruise ports of the world and the cruise industry.
6. To achieve a well balanced Association with ports of different sizes, from different regions, countries and cultures, belonging or not to the European Union.

#### **ARTICLE III. Undertakings**

This Association shall carry out the following undertakings:

1. The holding of the General Assembly of Members, which shall be convened at least once a year.
2. The holding of conferences.
3. The circulation of the minutes of the General Assembly and of conferences and the dissemination of other publications concerning cruise ports.
4. The establishment and strengthening of relations with international organisations, associations and agencies on matters of mutual interest and with the purpose of maintaining more effective communication with these bodies.
5. The establishment of a main centre for the collection, tabulation and distribution of information concerning cruise ports and the cruise industry from throughout the world for the benefit of members of this Association and other interested parties, where this is in the best interest of the Association.

6. The dissemination to cruise ports and governmental agencies and private operators thereof, of the accomplishments of this Association as expressed in resolutions, bills, reports and the published proceedings thereof.
7. The establishment of committees from among the membership of this Association relating to the organisation, administration, development, operation, management and promotion of cruise ports and other waterfront facilities.
8. The assumption of other undertakings necessary to achieve and realize the objectives of the Association.
9. The constitution of a Board of Directors as defined in article VI.

In carrying out said undertakings, this Association shall not endeavour to secure the adoption revocation or modification of the laws or governmental rules or regulations of any nation, state, territory or political subdivision by direct communication with legislators or governmental officials or by requesting others to communicate directly with legislators or governmental officials; but this shall not be construed to prevent this Association from studying laws, rules and regulations affecting commerce or from making public its views and conclusions as to the desirability or the adoption, revocation or modification thereof.

#### **ARTICLE IV. Membership and Classification of Members**

The membership of this Association shall be classified into four categories of members, each one with its definition, rights and duties, procedures to follow for application/election and approval.

##### **Categories:**

1. Regular member
2. Associate member
3. Cruise Line member
4. Honorary member

#### **IV.1 Regular member**

##### **IV.1.1 Definition**

Regular members of this Association shall consist of public and government departments, boards, commissions, agencies, authorities and organisations and other bodies, whether public or private and whether incorporated or unincorporated which, in the general interest, exercise powers, jurisdiction or authority or are charged with duties with respect to the planning, development and operation of ports, provided that such ports shall offer adequate facilities for the safe handling of passenger ships, in accordance with criteria established by the General Assembly.

In the above definition, the word "ports" refers to:

- a single port operating one or several cruise facilities, or
- a group of ports that is located at the same geographical area, is managed by the same operator and constitutes a single tourist destination, termed as a "port area".

##### **IV.1.2 Exclusivity of port representation**

There can be only one Regular member to represent a given port or a port area within MedCruise.

In order to contribute to MedCruise objectives (article II), the Regular member shall be as close as possible to the following criteria:

- A group, entity, association, port authority, chamber of commerce, cruise terminal operator whether public or private.
- Indifferently public or private.
- With a general interest dedicated, at least partially, to cruise activity.

- With a knowledge in port operations.

#### **IV.1.3 Multiple candidacy – challenged membership**

In the case that the same port or port area proposes two or more candidates as Regular members, or if a candidate challenges a Regular member for the same reason, or if a single candidate seems to be out of the mentioned criteria, the General Assembly will be requested by the Board of Directors, to make a decision for the selection of only one Regular member. The analysis will be based on the above criteria to be evaluated through the appropriate questionnaire, and any contribution by local public authorities in support of the applicants.

#### **Rights / Duties**

##### **IV.1.4 Rights**

All rights are subject to the payment of membership fees.

Each Regular member shall have the privilege of attending the General Assembly and conferences by means of:

1. Delegate: A person appointed by the Regular member who:
  - Is a full-time employee.
  - Or if is not a full-time employee, must represent this Regular member at least during two General Assemblies. This person cannot represent more than one port.

He/she shall represent that Regular member as its delegate at a General Assembly or to a conference of this Association and shall have the privilege of the floor in considering all matters that may be brought before a General Assembly or a conference and shall have the right to exercise the vote that Regular member is entitled to, without regard to the number of representatives attending the General Assembly or the conference.

2. Representatives: The Regular member can have a maximum of two representatives. They can accompany the appointed delegate at a General Assembly or conference of this Association at any time and they shall be aware of the matters of the Association. The representatives shall have the privilege of the floor in considering all matters that may be brought before a General Assembly or a conference, including the privilege of participating in any debate and being appointed to any General Assembly, conference, International or Technical Committee, but not the privilege of seconding nominations or of voting. They shall have the right to vote only in case of absence of the delegate. In this case, the delegate shall inform the Secretary General prior to the General Assembly.

Each Regular member is entitled to one vote, subject to payment of all membership fees prior to the General Assembly.

Each Regular member has the right to have all the information issued by the Association.

Each Regular member has the right to receive details of the full proceedings of the Board of Directors.

Each Regular member may submit proposals for the good of this Association to the Board of Directors or to the General Assembly.

Each Regular member may host a General Assembly. Interested members shall apply by submitting a letter of intention signed by the Director or high-ranking official of the member to the MedCruise Secretary General. The Board of Directors will bring the application for discussion to the General Assembly, which will make the final decision. For the sake of efficient preparation, each General Assembly will decide on the location of the General Assembly one year ahead.

##### **IV.1.5 Duties**

#### **Fees**

1. Admission Fee:
  - Any candidate Regular member must pay a deposit to the Association of half the Admission Fee prior to the General Assembly at which its membership is to be voted.
  - The full Admission Fee is due as soon as the Regular member has been accepted by the General Assembly and must be paid within one month after the date of the General Assembly.

No Regular member whose membership has been terminated shall have the right in or claim to any portion of the assets of this Association.

2. Annual fee:

- The annual fee is due before 1st April of the calendar year.
- In case of becoming a Regular member during the current year, the new member shall pay the proportional part decided by the Board of Directors as soon as it has been accepted by the General Assembly.
- No Regular member whose membership has been terminated shall have the right in or claim to any portion of the Annual Fee.

3. In case of not paying:

- Regular members who have not paid their membership fees shall not be privileged to exercise their vote. As long as the annual fee has not been paid the Regular member will not be entitled to be included in the promotional activities.
- The Board of Directors can decide to revoke the membership of Regular members that have not paid their membership fees for more than two years.

#### **IV.1.6 Participation**

All members have the obligation to actively participate in the activities and reports of the Association.

- Statistics report (to provide the statistical data in the required deadline for the complete cruise activity: traffic, investments of the ports).
- Promotional activities (to respond diligently to any request regarding promotion: newsletter, destinations, yearbook, etc...).
- Security status (to provide the status of member's cruise port facilities related to the ISPS code).
- Updating information (to inform the Secretary General about any change in the organization and to provide updated information for the website).

#### **Application / Termination**

##### **IV.1.7 Application**

The procedure to become a Regular member shall be as follows:

- Applications for membership shall be submitted to the Secretary General.
- The Secretary General shall study if the applicant meets the requirements and shall do a report to be presented to the Board of Directors.
- Any such election to membership shall be considered and subsequently approved or otherwise by the Board of Directors.
- The General Assembly shall make the final decision about the membership.
- After this approval, the applicant shall become a Regular member from the date when the Association receives payment of the Regular member's fees.

##### **IV.1.8 Termination**

The membership of a Regular member is subject to termination if and when:

- Upon the voluntary resignation of the Regular member. In this case, a communication shall be sent to the Secretary General.
- The General Assembly can decide to revoke the membership of a Regular member at any time due to faults like non-ethical behaviour, lack of participation/attendance, non-payment of fees, or other reasons

to be evaluated and recommended by the Board of Directors.

- The Board of Directors can decide to revoke the membership of a Regular member if it has failed to pay its membership fees for more than two years.

## **IV.2 Associate Member**

### **IV.2.1 Definition**

Associate Members of this Association shall consist of an entity, public or private, which does not meet the criteria to be a Regular member and whose activities are: tourism boards, port agents, receptive agents and cruise industry related associations. Every Associate Member must be linked to a Regular member (or a member of the Board of Directors, regarding cruise industry related associations). The Associate Member must be presented and seconded by the corresponding Regular member of that port/port area, (or a member of the Board of Directors, regarding cruise industry related associations).

If a port authority is the Regular member of a given port or port area, an entity that administers the cruise passenger terminal may be an Associate Member linked to the port authority. Likewise, if the entity that administers the cruise passenger terminal is the Regular member of a given port or port area, the port authority may be an Associate Member linked to the cruise passenger terminal.

### **IV.2.2 Conflict**

In case a conflict arises within the same port community around the question of who should be the Regular member, it shall be determined by the Board of Directors following the provisions of Art IV, 1.3 Regular Member, "Multiple candidacy – challenged membership". Pursuant to Art IV, 1.2 "Exclusivity of port representation", there can be only one Regular Member to represent a given port or a port area within this Association.

## **Rights / Duties**

### **IV.2.3 Rights**

The Associate Members have the following rights:

Each Associate Member has the right to have all the information issued by the Association.

Each Associate Member has the right to receive details of the full proceedings of the Board of Directors.

Each Associate Member has the privilege of attending the General Assembly and conferences.

Each Associate Member has the right to be included in the promotional activities at a rate decided by the Board of Directors and approved by the General Assembly.

The Associate Member does not have the right to vote.

### **IV.2.4 Duties**

#### **Fees**

#### **1. Admission Fee:**

- No Admission Fee.

#### **2. Annual fee:**

- The Annual fee, which shall be decided by the Board of Directors and approved by the General Assembly, is due as soon as the Associate Member is accepted by the General Assembly.
- In case of becoming an Associate Member during the current year, the new member shall pay the proportional part decided by the Board of Directors.
- No Associate Member whose membership has been terminated shall have the right in or claim to any portion of the Annual Fee.

#### **3. In case of not paying:**

- Associate Members who have not paid their membership fees for more than one year shall not be included in the promotional activities of this Association.

- The Board of Directors can revoke the membership of Associate Members that have not paid their membership fees for more than two years.

#### **IV.2.5 Participation**

All Associate Members have the obligation to actively participate in the activities of the Association.

- Promotional activities (to respond diligently to any request regarding promotion: newsletter, destinations, yearbook, etc...)
- Updating information (to inform the Secretary General about any change in the organization and to provide updated information for the website).

#### **Application/ Termination**

##### **IV.2.6 Application**

The procedure to become an Associate Member shall be as follows:

- Applications for membership shall be submitted to the Secretary General with a letter of the corresponding Regular member seconding the membership.
- The Secretary General will study if the applicant meets the requirements and shall do a report to be presented to the Board of Directors.
- Any such election to membership shall be considered and subsequently approved or otherwise by the Board of Directors.
- The General Assembly shall make the final decision about the membership.
- After this approval, the applicant shall become an Associate Member from the date when the Association receives payment of the Associate Member's fees.

##### **IV.2.7 Termination**

The membership shall be subject to termination if and when:

- An Associate Member's membership shall terminate upon the voluntary resignation of the Associate Member. In this case, a communication shall be sent to the Secretary General.
- The General Assembly can decide to revoke the membership of an Associate Member at any time due to faults like non-ethical behaviour, non-payment of fees, or other reasons to be evaluated and recommended by the Board of Directors.
- The Board of Directors can decide to revoke the membership of an Associate Member if it has failed to pay its membership fees for more than two years.
- The Regular member who had seconded this Associate Member is not a member of the Association any longer.

#### **IV.3 Cruise Line Member**

##### **IV.3.1 Definition**

A Cruise Line Member shall consist of a cruise line, group of cruise lines or a cruise ship tour operator, excluding their local sub delegates like port agents.

##### **Rights / Duties**

##### **IV.3.2 Rights**

The Cruise Line Members have the following rights:

Each Cruise Line Member has the right to have all the information issued by the Association.

Each Cruise Line Member has the right to receive details of the full proceedings of the Board of Directors.

Each Cruise Line Member has the privilege of attending the General Assembly and conferences.

Each Cruise Line Member has the right to be included in the promotional activities at a rate decided by the Board of Directors and approved by the General Assembly.

The Cruise Line Member does not have the right to vote.

#### **IV.3.3 Duties**

##### **Fees**

1. Admission Fee:

- No Admission Fee.

2. Annual fee:

- The Annual fee, which shall be decided by the Board of Directors and approved by the General Assembly, is due as soon as the Cruise Line Member is accepted by the General Assembly.
- In case of becoming a Cruise Line Member during the current year, the new member shall pay the proportional part decided by the Board of Directors.
- No member whose membership has been terminated shall have the right in or claim to any portion of the Annual Fee.

3. In case of not paying:

- Cruise Line Members who have not paid their membership fees for more than one year shall not be included in the promotional activities of this Association.
- The Board of Directors can revoke the membership of Cruise Line Members that have not paid their membership fees for more than two years.

#### **IV.3.4 Participation**

All Cruise Line Members have the obligation to actively participate in the activities of the Association.

- Promotional activities (to respond diligently to any request regarding promotion: newsletter, destinations, yearbook, etc...)
- Updating information (to inform the Secretary General about any change in the organization and to provide updated information for the website).

#### **Application/ Termination**

##### **IV.3.5 Application**

The procedure to become a Cruise Line Member shall be as follows:

- Applications for membership shall be submitted to the Secretary General.
- The Secretary General will study if the applicant meets the requirements and will do a report to be presented to the Board of Directors.
- Any such election to membership shall be considered and subsequently approved or otherwise by the Board of Directors.
- The General Assembly shall make the final decision about the membership.

After this approval the applicant shall become a Cruise Line Member from the date when the Association receives payment of the Cruise Line Member's fees.

##### **IV.3.6 Termination**

The membership shall be subject to termination if and when:

- A Cruise Line Member's membership shall terminate upon the voluntary resignation of the Cruise Line Member. In this case, a communication shall be sent to the Secretary General.
- The General Assembly can decide to revoke a Cruise Line Member at any time due to faults like non-ethical behaviour, non-payment of fees, or other reasons to be evaluated and recommended by the Board of Directors.
- The Board of Directors can decide to revoke the membership of a Cruise Line Member if it has failed to pay its membership fees for more than two years.

#### **IV.4 Honorary member**

##### **IV.4.1 Definition**

Honorary members of this Association shall consist of individuals who have rendered meritorious services in the field of cruise port operation or development, or to this Association and who are selected by this Association as being entitled to this honour.

All past Presidents of the Association have an ex-officio office post on the Board of Directors as an Honorary member. The Honorary Presidents will receive the Board of Directors documents and meeting agendas, and have the right to participate at the meetings of the Board of Directors. The Honorary Presidents are not eligible to vote.

##### **IV.4.2 Rights**

All Honorary members shall have the following rights:

- Attendance at all activities of the Association.
- To have the privilege of the floor in considering all matters that may be brought before a General Assembly or conference, including the privilege of participating in any debate and being appointed to any General Assembly, conference, and International or Technical committee.
- To access the information issued in the different activities of the Association.

They shall not have the right to vote or second a proposal.

The Honorary Presidents have the right to participate at the Board of Director meetings unless there is a perceived conflict of interest.

##### **IV.4.3 Duties**

###### **Fees**

- No member fees required.

###### **Participation**

To assist the Association in whatever it might need.

###### **Election / Termination**

##### **IV.4.6 Election**

The Honorary member shall be suggested by the Board of Directors and approved by a resolution adopted by the General Assembly.

##### **IV.4.7 Termination**

The Honorary member can present his/her resignation voluntarily at any time by communication to the Secretary General.

The General Assembly can decide to revoke the membership of an Honorary member at any time due to faults like non-ethical behaviour or other reasons to be evaluated and recommended by the Board of Directors.



## **ARTICLE V. Officers and Head Office**

### **V.1 Officers**

The officers of the Association shall be the President, the Senior Vice President, the Vice President and the Secretary General.

The Secretary General shall exercise the duties as usually pertain to the Treasurer of legislative and administrative organisations.

### **V.2 Head Office**

Unless a resolution adopted at a General Assembly provides otherwise, the Head Office shall be located where the President Office is located. Such Head Office shall be where the Association's Secretariat shall develop its tasks.

## **ARTICLE VI. Board of Directors**

### **VI.1 Tasks**

This Association shall have a Board of Directors to act for the Members in all matters affecting the pursuance of the objectives of the Association. The Board of Directors shall be the policy-making body of the Association, as well as being responsible for general supervision over all Association proceedings during General Assemblies and Conferences.

The Board of Directors shall be composed of an odd number of members.

The Board members will be either an officer or a full-time employee of a Regular member.

The President shall be the legal representative of the Association, and shall be the Chairman of the Board of Directors and of the General Assembly.

Among its powers, the Board of Directors shall have the following capacities:

- To propose the membership fees and any registration fee for the approval of the General Assembly.
- To determine the Agenda for the General Assembly.
- To propose the names of meritorious individuals to the Honorary Membership Committee at a General Assembly for election as Honorary members of this Association.
- To appoint and dismiss the Secretary General.
- To promulgate rules and regulations for the execution and enforcement of the provisions of the Constitution of this Association.
- To assign specific tasks to Board members under written terms of reference.
- To propose each year to the members the date and place for the next General Assemblies.

### **VI.2 Directors' duties**

- To attend the Board of Directors meetings. In case of three consecutive absences, the Board of Directors can propose to the General Assembly the substitution as a member of the Board of Directors of that member (in respect of the principles of representation below mentioned).
- To reach the objectives of the assigned task.
- To inform the General Assembly about the status of his/her work.

### **Election / Termination**

### **VI.3 Election**

The Board of Directors shall be elected by all Regular members at the appropriate General Assembly in respect of the following principles:

- Six Board members representing the large ports (one of them will be the Senior Vice President).
- Six Board members representing the small ports (one of them will be the Vice President).
- This Association will follow the criteria of uniform representation of geographic areas of the Mediterranean region and related areas. The specific areas will be decided by the General Assembly.
- The President, the Senior Vice President and the Vice President shall be elected “ad personam”.

Members may vote by direct participation at the election during the General Assembly or by written delegation, which must be by letter, fax or e-mail, and received by the Secretary General five days prior to the day of the election.

Each member may not represent more than two other members.

#### **VI.4 Office terms**

The terms of office shall be as follows:

- The Board members shall serve for a term of three years and may be eligible for a maximum of two other consecutive terms of three years.
- The President, unless a resolution adopted by the General Assembly provides otherwise, shall stay in office for a maximum of one term.

#### **VI.5 Vacancy of President, Senior Vice President or Vice President**

In case of vacancies in the Board of Directors during the current term the procedures to follow shall be:

1. If the Senior Vice President or the Vice President cease to be officer and/or full-employee of the Regular member, this member can stay in the Board represented by another appointed person but losing the officer post.
2. Vacancies for the posts of Senior Vice President and Vice President shall be filled by the large/small port in the Board who had more votes in the preceding elections.
3. Vacancy for the post of President shall be filled by the large port in the Board who had more votes in the preceding elections.

#### **VI.6 Revocation of a Board Member**

The Board of Directors can submit to the General Assembly a recommendation for the revocation of any Board Member in case he does not carry out his/her duties as Board member or as a Regular member. It will be for the General Assembly to decide whether to revoke the appointment.

#### **VI.7 Replacement of a Board Member**

If a Board member ceases to be an officer or a full-time employee of a Regular member, this person automatically shall cease to be a Board member. The Regular member shall appoint a new person to represent such member on the Board.

In case of the resignation of a Board member, or the absence of a Board member for three consecutive Board meetings, the Board of Directors shall announce to the membership a vacancy and can invite the members to volunteer new candidates.

In case in the previous elections the Board member to be replaced was elected as a representative of a specific geographic area and as a small or large port, the Board shall accept candidacies from the ports of the same area and same dimension.

In case no candidacy from the same area is received, the vacancy shall be opened to all member ports of the same dimension as the vacant seat.

The Secretary General shall distribute this announcement to all members 30 days prior to a General Assembly. The Secretary General shall send the full list of candidates to the membership 10 days prior to a General Assembly. The General Assembly shall elect the replacement to fill the vacancy on the Board.

The term of the Board member elected shall expire when the Board's term expires.

#### **VI.8 Board of Directors meetings**

The Board of Directors meetings shall be called either during the previous meeting or shall be called by the President in writing at least one month before the meeting day (or, in case of urgency, at least one week before) and the proceedings must be minuted.

The Board of Directors shall meet at least four times a year and shall hold meetings prior to and/or after each General Assembly.

The Board of Directors, based on the agenda of each meeting, might invite past Board of Directors members, or members from countries not represented in the Board of Directors to participate in discussions at a meeting of the Board of Directors without being entitled to vote.

The Board of Directors' decisions will be valid if at least half of the Board members are present and if at least the majority of the Board members present at the meeting vote in favour of the decision.

Fifteen days maximum after the meeting, the Secretary General shall send the corresponding minutes. If there has not been any request for amendments by the Board members in fifteen days from the date on which the Secretary General circulates the minutes, the decisions taken in the Board will be executed.

### **ARTICLE VII. Secretary General**

#### **VII.1 Definition**

The Secretary General will direct the Head Office under the supervision of the Board of Directors. He/she shall be independent from each Member port as long as he/she is acting in that capacity.

#### **VII.2 Duties**

Exercise such duties as usually pertain to the office of secretary of legislative and administrative organisations, and as such shall:

1. Act as Secretary at all conferences and to the Board of Directors, and at all meetings thereof including, where practicable, Committee meetings; and
2. Shall act as Corresponding Secretary for all meetings by correspondence of the members of this Association and of the Board of Directors.
3. Have the official custody and care of the minutes, books, records, documents and correspondence of this Association and of the Board of Directors.
4. Have charge of the collection and receipt of membership dues, contributions and fees, and receive, care for and disburse funds of this Association, and exercise such duties as usually pertain to the office of Treasurer of legislative and administrative organisations.
5. Prepare statements of accounts and approve the payment of bills, within and in accordance with the budget.
6. Make recommendations from time to time to the Board of Directors with respect to the financial affairs of the Association, budgetary matters, proposed agenda of the General Assembly or Conference, proposed committee work assignments and similar matters.
7. Execute the orders given by the Board of Directors within his/her working requirements.

#### **VII.3 Appointment/ Dismissal**

The Secretary General will be appointed for a renewable fixed term, and shall be subject to dismissal before the end of the term by a resolution of the Board of Directors.

## **ARTICLE VIII. Voting**

Each Regular member is entitled to one vote.

The members of this Association who have the right to vote may exercise such right, with respect to any matter proper to be acted upon their votes at a General Assembly or Conference of this Association duly held.

Voting requires a majority of fifty per cent (50%) of the members eligible to vote who are attending the meeting plus one.

Voting concerning amendments to this Constitution and/or the Bye-laws of this Association requires a presence of at least fifty per cent (50%) of the members eligible to vote and a majority of at least two/third (2/3) of the members eligible to vote attending the meeting.

Voting concerning the election of President and Board of Directors shall be in writing, and will be secret. The member may vote by direct participation at the election during the General Assembly or by proxy. In the case of voting by proxy, a written communication shall be sent to the Secretary General specifying the delegated person and received by the Secretary General as a letter or a fax five days prior to the day of the election. Each member may represent no more than two other members.

# **BYE-LAWS of MEDCRUISE**

*(Amended in May 2008, in May 2011 and in May 2014)*

## **1. Language**

The official language of the Association shall be English. All official correspondence and reports etc. will be submitted in English.

## **2. Fees**

### **2.1 Registration Fee.**

The initial registration fee shall be €10.000 applicable to all Regular members.

**2.2 Annual Membership Fees** shall be proposed by the elected Board of Directors, subject to the approval of the General Assembly. The annual membership fees shall be paid by 1<sup>st</sup> April each year.

Regular member annual membership fees, stand at €6.000. A General Assembly resolution can alter the annual membership fees

Associate Member annual membership fees, stand at €2.500. A General Assembly resolution can alter the annual membership fees

## **3. Procedures for Elections**

### **3.1 General organisation and principles**

The election is organised in two separate steps:

1. First, the election of the new President,
2. Second, the election of the other members of the Board of Directors.

The entire election process shall remain under the responsibility of the President and Board of Directors whose terms finish, until the new President and members of the Board of Directors are clearly designated.

For the sake of representation, the Board of Directors shall be elected and composed in such a way that its members should represent at the same time:

- The diversity of membership regarding the volume of cruise passenger traffic, with equivalent shares between large ports and small ports, as defined below.
- The diversity of regional distribution throughout the Mediterranean and its adjacent areas.

Port sizes, represented by the "large port" and "small port" expressions, shall be distinguished in such a way that the two groups have an approximately equivalent number of Regular members (+/-1). Ports shall be ranked by passenger traffic (transit + homeport In + homeport Out), with the highest traffic group representing large ports, and the smallest traffic group representing small ports. In the case that there is an odd number of member ports there shall be one additional member port classified as a large port.

Classification of member ports as large or small ports shall be based on the most accurate and consistent statistics available. As of 2013, there are 36 "large ports" and 35 "small ports" (see Annex 1 to Bye-laws).

The Senior Vice President shall be the representative of the most voted port among large ports.

The Vice President shall be the representative of the most voted port among small ports.

Candidacies for the President or Board of Directors' posts shall be presented at least four weeks before the General Assembly at which voting takes place, and the list of candidates shall be sent to the members at least two weeks before the same General Assembly. In case of an insufficient number of candidates, the Board of Directors may approve last minute candidates.

All member ports having the right to vote shall be eligible to participate in the election.

### 3.2 Presidential Election

The President issues a note calling for nominations. The President whose term is expiring might propose up to three candidates from the current Board of Directors for the post of President. Every port that has been a member for at least two successive terms can put forward a candidate with experience in the port sector. Unless a resolution by the General Assembly at which the election is to happen decides otherwise, the President that has served one term might be among the candidates for serving a second term.

Presidential candidates have to submit their proposal for their term in office to the Secretary General at least one week before the election.

Each candidate shall be allowed to make a presentation lasting a few minutes to the General Assembly. The election shall immediately follow the final presentation. The counting of votes shall be conducted immediately and recorded in the "minutes of the election".

The candidate receiving most votes shall be the new President of the Association. In the event that there are more than two candidates for the election for President of the Association, and no candidate receives 40%+1 of the votes during the first round, the two candidates who secured the most number of votes will stand against each other for a final vote to be decided by a simple majority.

### 3.3 Board of Directors Election

#### a) Composition:

The Board of Directors shall be composed of twelve members + the President.

Six members will represent large ports and six members will represent small ports.

Board of Directors members shall represent all the geographic areas of the Mediterranean region and the connected areas (i.e. Black Sea, Red Sea, near Atlantic), as indicated in the following procedure:

#### b) Election candidatures:

- Ports shall present their own candidatures.
- Every nomination for candidature shall be seconded by another Regular member.
- Ports shall be entitled to one nomination for each vacancy.

All Regular members in good standing with the Association can qualify as candidates. Candidates should be able to work in English and have the support to commit time to his or her task and to travel to several Board of Directors meetings a year.

#### c) Election procedures:

The Board of Directors election shall be organised in one single vote, with the exception that if two candidates have exactly the same number of votes, and provided no other rule can make the selection, then a specific re-vote between those candidates shall be organized.

Every port shall express the vote for a maximum of six large ports and a maximum of six small ports. If more names are on the ballot, only the top six listed by category shall be taken into account.

As a principle, for reasons of continuity and liability of the Board of Directors, the studies undertaken by any consultant or third party must be completed within the term of the Board of Directors.

#### c.1) Regional seats

Ten of the 12 seats shall be elected by region as follows:

Region	Number of Members			Seats			Members per Seat		
	Total	Large	Small	Total	Large	Small	Total	Large	Small
<b>Atlantic/West Med</b>	36	24	12	5	3	2	7,2	8	<b>6</b>
<b>Adriatic</b>	14	6	8	2	1	1	7	6	<b>8</b>
<b>Eastern Med</b>	15	6	9	2	1	1	7,5	6	<b>9</b>
<b>Black Sea</b>	6	0	6	1	0	1	6	-	<b>6</b>
<b>Total</b>	<b>71</b>	<b>36</b>	<b>35</b>	<b>10</b>	<b>5</b>	<b>5</b>	-	-	-

In the case that in any given region there are not sufficient candidates to fill the number of regional seats assigned to that region, the vacant seat(s) assigned to that region will be elected at-large, with no regards to either country or region. However, the large/small port parity rule must always apply.

In each region, there shall be no majority of seats for one country. The maximum number of seats in each region shall not exceed one large and one small port per country. In case two total seats are available in the region, only one seat shall be attributed to one country (one large OR one small port).

- Portugal, Gibraltar, Spain, France, Monaco, Tunisia, Malta and Italy (not Adriatic ports) are located in the Atlantic/Western Med region.
- Italy (only Adriatic ports), Slovenia, Croatia and Montenegro are located in the Adriatic region.
- Cypriot ports, Greece, Turkey (not Black Sea ports), Syria and Egypt are located in the Eastern Med region.
- Romania, Russia, Ukraine and Turkey (only Black Sea ports) are located in the Black Sea region.

#### c.2) At-large seats

The two remaining seats shall be attributed at-large, with no regards to either country or region. However, the large/small port parity rule must apply.

c.3) Among the 12 elected Board members (not including the President), there shall be no more than three members from one country.

#### c.4) Ballot and election process

The ballot and election process shall be conducted in the following manner:

Each Regular member shall be given one ballot. Each ballot shall be anonymous and identical. The Regular member's name shall be called from the Presidential table and a representative of the Regular member shall pick up the ballot. Afterwards, each candidate shall briefly present his or her candidature to the General Assembly.

Following the brief speeches, the General Assembly shall select two scrutineers from the Regular membership present. The Regular members shall write the names of the selected candidates (maximum 6 large and 6 small) on the ballots. Then, the Secretary General shall collect the ballots with a ballot box and the scrutineers shall tally the results aloud.

The attribution of Board membership shall be made public following the rules above, downward from higher number of votes to lower number.

The number of votes for each member port and the attribution of Board membership shall be recorded by the Secretary General in the minutes of the election and signed immediately by the past President, the new President and the Secretary General.

The newly elected members shall then join the new President to form the new Board of Directors.

#### **4. Presentation of President's Working Plan**

After being duly elected, the President shall present to the General Assembly immediately following the General Assembly at which the elections took place, his or her working plan, secretarial expectations and the location of the Head Office.



**ANNEX 1**  
(MedCruise Ports as of June 2014)

No	Large MedCruise Ports	Pax. 2013	No	Small MedCruise Ports	Pax. 2013
1	Barcelona	2.599.232	1	Cartagena	134.225
2	Civitavecchia	2.538.259	2	Souda/Chania	124.205
3	Venice	1.815.823	3	Ravenna	97.041
4	Balearic Islands	1.541.376	4	Odessa	91.949
5	Piraeus	1.302.581	5	Azores	87.437
6	Marseille	1.188.031	6	Trieste	70.244
7	Naples	1.175.018	7	Koper	65.434
8	Dubrovnik/Korcula	1.136.503	8	Alanya	57.454
9	Genoa	1.050.085	9	Constantza	54.614
10	Savona	939.038	10	Alicante	41.860
11	Tenerife Ports	794.151	11	Sevastopol	35.000
12	Kusadasi/Bodrum/Antalya	780.804	12	Zadar	34.575
13	Corfu	744.651	13	Sibenik	29.784
14	Livorno	736.516	14	Palamós	29.775
15	Istanbul	683.598	15	Sochi	21.384
16	French Riviera Ports	613.218	16	Volos	20.227
17	Bari	604.781	17	Portimao	20.141
18	Lisbon	558.040	18	Portoferraio	16.828
19	Tunisian Ports	511.065	19	Motril-Granada	16.809
20	Messina	501.316	20	Thessaloniki	14.591
21	Madeira Ports	482.112	21	Sete	11.084
22	Valletta	477.759	22	Trabzon	9.032
23	Valencia	473.114	23	Rijeka	7.809
24	Palermo	410.999	24	Kavala	6.995
25	Malaga	397.416	25	Sinop	6.331
26	Toulon-Var Provence	385.971	26	Igoumenitsa	4.650
27	Kotor	317.746	27	Brindisi	4.628
28	Gibraltar	278.139	28	Ceuta	4.605
29	Cyprus Ports	271.673	29	Mersin	1.697
30	Heraklion	270.020	30	Castellon	1.514
31	Monaco	249.806	31	Tarragona	1.421
32	La Spezia	213.858	32	Patras	1.264
33	North Sardinian Ports	206.140	33	Taranto	446
34	Split	189.107	34	Huelva	296
35	Cagliari	146.003	35	Lattakia	n.a.
36	Egyptian Ports	n.a.			