

BY-LAWS OF THE CENTRAL DREDGING ASSOCIATION

Adopted by the Annual General Meeting in Rotterdam on 10.November 2011 in accordance with Article 15.4 of the Articles of Association of the Central Dredging Association (hereinafter referred to as "**the Association**") and having for their object to define and expand the rules laid down by the Articles of Association.

THE BOARD OF THE ASSOCIATION

Article 1:

The Board shall be instrumental in carrying out the policy of the Association as laid down in its Articles of Association (hereinafter referred to as "**the Articles of Association**") and shall deal finally with all administrative and financial matters.

The Board may appoint permanent commissions and ad hoc committees as and when necessary for the business of the Association. The chairpersons of these committees shall report to the Board at least twice a year about their plans and progress.

Article 2:

The President shall have been a member of the Board for at least one full term of office.

Article 3:

Members of the Board shall meet as often as is deemed necessary for the efficient conduct of the affairs of the Association, but not less than once a year.

Article 4:

The Board may invite members of the Association to attend Board meetings for particular purposes or meetings.

Article 5:

Before accepting nomination as a Board member each candidate will have been informed by the Secretary/Treasurer that only in exceptional cases will financial compensation given for costs resulting from attending Board meetings.

Article 6:

Members of the Association are entitled to submit, in writing, the names of prospective Board members to the Secretary. Such letters must be signed by at least two members and arrive at the secretariat at least eight weeks before the relevant Annual General Meeting.

ANNUAL GENERAL MEETING

Article 7:

The Annual General Meeting shall be held at a time and location determined by the Board, with a view to ensuring a maximum attendance of members of the Association.

CONFERENCES, SEMINARS, COURSES ETC.

Article 8:

In furtherance of the aims of the Association and subject to the approval of the Board, Conferences, Seminars, Symposia and like events may be organised by the Association and by the Association in cooperation with organisations whose aims and objects are not in conflict with the aims of the Association. All such events should be financially self supporting.

EXPENSES AND FEES

Article 9:

The Association or local organising committee in a country in which a congress, seminar or other event is held may charge a registration fee to those attending the event in order to defray all or part of the expense incurred in connection with the meeting and connected functions. The local organising committee shall determine the fee in consultation with the Board.

PUBLICATIONS

Article 10:

No member may publish any material on behalf of or relating to the Association, which has not been submitted to the secretariat for approval by the Board.

MEMBERS

Article 11:

Ordinary members, including Student members, are entitled to:

- take part in and vote at the Annual General Meeting.
- receive a subscription to the magazine "Dredging and Port Construction" in which news of the Association is published.

Article 12:

Corporate members of the Association have the same rights as Ordinary members except that they may:

- appoint one delegate who may take part in and vote at the Annual General Meeting. The vote of this delegate counts double.
- receive one subscription or, if they express the wish, two subscriptions to the magazine "Dredging and Port Construction".

CONTRIBUTIONS

Article 13:

Contributions shall be determined by the Board and shall be subject to annual review. They shall be adjusted when this is deemed necessary.

Article 14:

Contributions are due as soon as a member is admitted and thereafter in January of each successive year and are to be paid directly to the secretariat.

INTERNATIONAL TECHNICAL PAPER COMMITTEE (ITPC)

Article 15:

The Board shall appoint two members of the Association, who are sufficiently experienced, to serve on the International Technical Paper Committee of the World Organisation of Dredging Associations. In addition, when the World Dredging Congress is being organised by the Association a third member will be appointed to serve as chairman. Further members may be appointed by the Board at their discretion. ITPC members will receive no financial compensation for the expenses incurred in relation to their duties as ITPC members. Members of the ITPC shall retire after each World Dredging Congress.

REGIONAL SECTIONS OF THE CENTRAL DREDGING ASSOCIATION

Article 16:

Regional Sections may be established in a region or country if members in that region or country so desire. Prior approval must be obtained from the Board before such a Section is established. All members who reside in a particular region shall be deemed members of the Regional Section. Regional Sections are informal associations which shall not be formally registered as an independent legal entity unless required by local law and subject to the approval of the Board.

16.1: The executive direction of a Regional Section shall reside in a Committee for that Regional Section, consisting of at least five members, according to the rules and procedures which shall not be contrary to or in violation of the law or of the Articles of Association.

The Committee of a Regional Section shall appoint a chairman who will be responsible for maintaining contact with the Board and secretariat of the Association. This chairman or one of the members of such Regional Committee shall be elected as a member of the Board of the Association.

16.2: A Regional Section may operate under by-laws composed by the Committee of that section, which shall not be contrary to or in violation of the law or of the Articles of Association of the Association. Prior to their adoption such bylaws must be approved by

- the Board of the Association.
- 16.3: Regional Sections are entitled to organise local meetings or local symposia pursuant to the aims and purposes of the Association as set forth in the Articles of Association. The Board may support the activities of a Regional Section at its discretion.
- 16.4: Regional sections shall not be responsible for the collection of membership fees. All membership fees are due to the Association. Membership fees may be paid into a local account owned and operated by the Association. If local regulations do not allow such an arrangement, at the request of the Board of the Association, Regional Sections may open and own a local account on behalf of the Association.
- 16.5 Regional Sections are responsible for transferring the full amount of membership fees from their local account to the secretariat of the Association. This can be done in two steps: at least 50% of the membership fees should reach the secretariat of the Association by 1st May; the balance of membership fees by 31st December each year. Transfer costs are at the expense of the Association. If the transfers do not reach the secretariat of the Association by the mentioned dates twice in a row, dispatch of the magazine DPC and the Association's information will be suspended to all members residing in the region or country in question after a notification sent to them to this effect by the secretariat of the Association.
- 16.6 The Board is entitled to terminate a Regional Section and withdraw the right of using the Association's name and logo should the Section fail to operate as set out in the Articles of Association and the Bylaws of the Association.
- 16.7: Regional Sections shall have access to the funds or accounts of the Association only with prior written approval of the Board. They may hold their own bank accounts.
- 16.8: The regional sections shall submit annually all financial and other relevant data to the Board of the Association, including but not limited to a budget estimate for the forthcoming year for the approval by the Board.
- 16.9: The Association will meet the expenses of the National Sections in so far as these have appeared on a budget estimate for the Section approved by the Board.

THE SECRETARIAT

Article 17:

The Board shall appoint a manager and the staff needed to run the secretariat. Contrary to the members of the Board, the staff of the secretariat will be paid an appropriate salary.

Article 18:

The secretariat will report to the Board. All day to day affairs of the Association shall be delegated to the secretariat.

Article 19:

The secretariat is located in the Netherlands.