

**Minutes of the Thirty-first Annual General Meeting of the Central Dredging Association,
17:15 hrs, Tuesday, 5 November 2009, Ahoy Rotterdam Conference Centre, Rotterdam, the Netherlands, Belgium**

Present:

CEDA Board

Officers: Anders Jensen, President (Chair)
Ir. J. Claessens, Vice-President
Ir. Bert Kips, Vice-President
Cees van Rhee, Secretary Treasurer

Board members:

Ir. F. Aerts
Mr. M. Costaras
ir. P. Laboyrie
Mr. B. Verboomen (for Mr De Vlieger)

Apologies: Mr. M. Bachiri
ir. H. De Vlieger
Mr. C. Marconi

CEDA staff:

General Manager Ms. A. Csiti (Minutes)

Members and guests

1. OPENING

On behalf of the Board of CEDA the President, Anders Jensen, (Femern Baelt, Denmark) welcomed members of CEDA and guests to the thirty-first Annual General Meeting.

2. MINUTES OF THE PREVIOUS AGM (1 OCTOBER 2008, ANTWERP, BELGIUM)

These were accepted as true records of the meeting.

3. PRESIDENT'S REPORT ON 2008-2009

Ladies and Gentlemen, Members of CEDA, guests

It is a great honour for me to deliver my first report as CEDA President about a very busy and successful year of the Association. First of all I would like to welcome Rewert Wurpts, former CEDA President in the audience who left a strong and dynamic organization in my care.

Turning to this year, there is a lot to report. I am however going to recall only some of the highlights of our work, as early next year you are going to receive a magnificent, formal CEDA Annual Report - the first of its kind for our Association.

Building on the results of a workshop last December, in April this year the Board of CEDA adopted CEDA Strategy 2009. You can find it in your programme book for the Dredging Days on page 23. The new Strategy largely reaffirms CEDA's original aims while it reflects the changing world and the changing needs of our existing and prospective members. It increases CEDA's ability to continue to grow, to improve its services and to remain important to members.

Our list of events is impressive:

- I will start with the CEDA Dredging Days 2009, our trademark conference. I trust you agree that we have an excellent and interesting technical programme and great attendance. This is especially remarkable in view of the difficult economic times.
- We had two successful seminars – both under the auspices of the Environment Commission (CEC): one in May, organised together with WEDA, titled: Connecting the world through dredging". The seminar was sponsored and hosted by the Panama Canal Authority, ACP. The other seminar was two weeks ago in St. Petersburg, Russia, titled: "Eco-friendly dredging in the modern world". Our organising partners in St. Petersburg were two universities. The seminar resulted in several promising proposals for future co-operation. Both seminars were attended by some 100 delegates of which 75-80% were local experts. It is CEDA's aim to be more visible in the Baltics. We have made a very important first step towards that thanks to the CEC.
- At the end of September we organised our first stands alone technical visit to Storebaelt, Denmark which was reasonably well attended.

- The two-day CEDA-IADC training course "Environmental Aspects of Dredging" was held for the third time with success in Delft in co-operation with the Delft University of Technology.
- In St. Petersburg, in co-operation with the Russian State Hydrometeorological University we also organized a half-day workshop to present the book "Environmental aspects of dredging" to university professors and students.

The other items I would like to mention are related to our digital services.

- In 2008 we launched the cedaconferences website (www.cedaconferences.org) dedicated to publish information about our events. Most of the presentations made at CEDA seminars and conferences are available on the pages of this website: to participants and CEDA corporate members soon after the event, and to the general public some months later.
- At the end of 2008 the first issue of the CEDA digital Newsletter was circulated.
- In July we launched the revamped CEDA website. The redesigned website provides easier navigation and quicker access to information and member services.

Moving to the coming year I would like to mention some items from our plans.

- As an independent organization, CEDA has a well-deserved reputation for quality and integrity of information and we aim to maintain that as our work with regulatory bodies on international and national level develops. In addition to our work in the London Convention, OSPAR Commission and in the implementation of the Water Framework Directive, as a new activity, we are going to participate in the discussions relating to the implementation of the Marine Strategy Framework Directive. This Directive may have more impacts on our activities than many people may like to think at the moment. The Directive may influence sediment management, new constructions, sand mining and so on. CEDA is leading the Marine Navigation Task Group comprising a number of international organizations representing the port, navigation and dredging sector. The aim of MNTG is to ensure that the implementation of the MSFD can be realised in harmony with the array of existing Directives and Conventions that control activities in the seas.
- The Environment Commission of CEDA has been working on several Information Papers and Advancement notes this year and these will be published next year, some of them in the coming months already.
- We are going to organize the second stand alone technical visit next year again: we are going to see the port expansion works of Port of Gijon in Spain.

Due to lack of sufficient funds we have to delay the start of the following two projects:

- CEDA digital library. This is in line with our aim for the CEDA website to be the place to go for technical information about all aspects of dredging. We are planning to publish online all CEDA conference papers with free access to all members. This activity is high on our agenda nevertheless we have to take into account the realities of the day.
- CEDA online discussion forum.

The highlight of the dredging professionals' calendar next year of course will be WODCON XIX in Beijing, China. Work is well in progress. The Papers Committee received a good number of papers from our region, although I have to say, the geographical distribution could be broader.

Finally I would like to thank all those CEDA members who have dedicated their time and expertise as volunteers and worked with enthusiasm on various committees, task groups or representatives of our association. I also would like to thank to their employers for making this possible. Special thanks are due to our corporate members. Their support both financial and in kind is indispensable for achieving our ambitions vision.

4. SECRETARY/TREASURER'S REPORT ON THE YEAR 2008

Prof. Dr. ir. Cees van Rhee (Delft University of Technology, the Netherlands) reported.

Ladies and Gentlemen,

I will start my report with membership information.

Membership

At the end of 2008, CEDA had 568 individual members including 6 students, 12 starters, 44 senior members and 15 lecturers. Compared to the previous year when we had 555 individual members, this number shows an increase of 2%. The proportion of student members and young professionals has decreased within the membership. Hopefully the activities of "Young CEDA" (formerly known as Development Committee) will bring a positive change to that in the coming years.

As to Corporate Members: At the end of the year 2008 we had exactly the same number of corporate members as the year before, i.e. 126.

Finances: Results of 2008, budget for 2010

Moving on to finances, I should like to remind you that, as required by the statutes, a statement giving the result for 2008 was circulated to members of CEDA along with the invitation to the AGM. You may have noticed that the reporting format changed: the version you received is a "transition format" between the old and the new version which you will receive next year.

Results of 2008

In 2007 our total income from membership fees and from the incidental sales of publications was € 184,991. With a total expenditure of € 232,215 the result for 2008 is a deficit of € 45,130 against the budgeted negative result of € 40,450.

Before going into details about the year 2008, I would like to point out one important feature of CEDA's finances in the last 5 years. Many of you will recall that WODCON XII in 2004 in Hamburg was extremely successful also in financial terms. In two successive years we realized good positive results. It allowed CEDA to engage in and fund projects without having to increase the membership fees. In the years 2006-2008 we used up the surplus generated by WODCON and our reserves are close to the pre-WODCON level (approx. 85% of the annual operating cost). In these years we expanded our activities resulting in increased visibility and better services to the members. Our real challenge now is to be able to keep up the same level of activities in a cost neutral way.

Returning to the year 2008: Regarding the income from membership fees – while we almost met the target – you may wonder about the "jump" in the year 2007. This peak was due to late payments collected by the African Section and accounted for in 2007.

There are three items that stand out regarding the expenses when compared to the budget or previous years:

1. Board: Overspending is largely due to the cost of an extraordinary activity not budgeted for 2008 but approved by the Board in the course of the year: the organization of the professionally mediated CEDA Strategy Workshop that was held on 8 December 2008.
2. The under-spending on "Printed matter" compared to the budgeted amount (€ 1,517 and € 6,000) is compensated by the overspending on the item "Publicity to CEDA and Corporate Members" (€ 12,332 and € 6,000) respectively. This is simply due to the fact that certain items were labelled differently in the budget than in the ledger one year later. This is also part of the ongoing effort to re-structure CEDA's book-keeping and financial reporting system so that it will better serve our needs. Overall we spent more on these two items than budgeted (by € 1,850). This is due to the production of the new CEDA brochure and matching publicity material.
3. The other item I would like to mention is "Post, Telephone, E-mail and websites". The difference between the budgeted and the actual expenses is due to the following web-based developments:
 - Development fee of the dedicated website www.cedaconferences.org, the related Content Management System that allows an efficient way of adding new information to the site considerably reducing CEDA staff time required. The annual hosting fee of the site is also included. Conferences such as the Qatar conference or CEDA Dredging Days 2009 "pay" for the use of the site hence contribute to its funding.
 - Development and hosting the "Online Discussion Forum".
 - Work carried out in 2008 in relation to the online mailing system and CEDA Newsletter.

Budget 2010

Income

Last year the Board of CEDA decided to discontinue the triennial revision scheme for the membership fees and amend the fees annually in the future.

In line with this decision the fees – for both individual and corporate members will be increased by 1.5 %. As part of the implementation of CEDA Strategy 2009, the Board agreed to occasionally raise extra funds through sponsorship for certain activities that fall within the remits of CEDA but for which no sufficient funds are available. We should only go ahead with these activities if support within the membership is demonstrated by corporate member companies / organizations pledging the required funds.

Expenses

In order to keep our reserves close to the annual operation cost wherever possible we have cut expenses.

5. REPORT OF THE AUDIT COMMITTEE

Members of the Audit Committee for the year 2008 were:

- Mr. G. Schouten – Blue Pelican
- Ms. Signe Invaridsen, Danish Coast Authority, Denmark
- Mr. R. Heureux, Jan De Nul, Belgium

Mr G. Schouten presented the main points of the findings of the Audit Committee. The full written report is appended to these minutes. On behalf of the Audit Committee Mr Schouten proposed to the meeting that the Board of CEDA be discharged of the financial responsibility for 2008. This was agreed unanimously. The Chair Mr thanked the members of the Committee for the excellent work that they had done on behalf of the members. The Audit Committee for the year 2008 was discharged.

6. APPOINTMENT OF A NEW AUDIT COMMITTEE

Ms. Signe Invaridsen accepted nomination to serve on the committee one more year. The President invited further nominations from the floor. Ms Kathleen De Wit, IMDC, Belgium and Robin Morelissen, Deltares, the Netherlands, volunteered and was appointed by general acclamation.

7. ELECTION OF BOARD OF DIRECTORS

The President reminded that CEDA Board elections are being held every two years. In order to have the elections at the time of the CEDA Dredging Days in Rotterdam the Board of CEDA decided to break with this routine and bring forward the election that would be due only next year.

The President said that according to the rota drawn up by the Board, the following Directors were due to retire:

- Mr Mohammed Bachiri, *Drapor, SA, Morocco*
- Mr Michael Costaras, *HR Wallingford, UK*
- Ir. Hugo De Vlieger, *Dredging International, Belgium*
- Ir. Bert Kips, *IHC Beaver Dredgers, the Netherlands*
- Ir. Carlo Marconi, *Societa Italiana Draggagi S.P.A., Italy*

Only Michael Costaras was available for nomination for a further term of office.

I would like to express our great appreciation to the retiring Board members for their dedicated service and their hard work and wish them well in the future said Mr Jensen. In particular I would like to mention Mr Kips who has been Vice-President of CEDA and Mr Bachiri who has been the driving force behind establishing the African Section in 2002 and has been Chairman of the Section since. Although work on the CEDA Board often requires private time, Board members would not be able to do this work without the support of their employers. A word of thanks is due also to their companies.

New nominations by the Board to fill the above mentioned vacancies and those from earlier years are as follows:

- Ir. Andrew Birchenough, *CEFAS, UK*
- Ms Claudia Flecken, *Hamburg Port Authority, Germany*
- Mr. Tarik Jakhoukh, *Drapor, Morocco*
- Ir Johan Pennekamp, *Deltares, The Netherlands*
- Mr Jan Vandenbroeck, *SDI France, France*
- Ir. Loek Verheijen, *IHC Dredgers BV, The Netherlands*
- Ir. Bart Verboomen, *Baggerwerken Decloedt & Zoon, Belgium*

No further nominations have been received. There being no nominations from the floor either, the proposal was seconded and passed by a voice vote. The President thanked the newly elected Board Members for standing for election and their commitment to work towards achieving CEDA's vision.

8. ANY OTHER BUSINESS

None.

9. CLOSING

The President thanked those present and invited all members and guests to the CEDA-NL Reception. He wished a pleasant evening and a good CEDA Dredging Days 2009 to everyone. The meeting closed at 18:00 hrs.

Annex:

Annex 1: Report of the CEDA Audit Committee for the year 2009.

REPORT OF THE CEDA AUDIT COMMITTEE ON THE YEAR 2008

General

On the second of September 2009 the audit committee, consisting of Signe Marie Ingvarsen, Randi L'Heureux and undersigned, was invited for the annual audit on the Annual Report 2008. During the audit the committee has interviewed both Yvonne Duiveman and Anna Csiti on the following documents:

- Final draft of the Annual report 2008 prepared by the Accountant, Stielstra and partners
- Consolidated balance sheet with the result for 2008
- Ledger
- Overview of balance sheet items and account numbers in ledger

Annual report

The formal annual report was not yet final. There are two remaining items were discussed, corrected by the Accountant's office:

1. On page 13 the 2008 Costs of the British Section are reported € 4115.00. It is not clear what exchange rate was used by the Accountant as the payment made was £ 4006.00
2. On page 23 the amount € 5 920.00 is incorrectly labelled as "EAD". It should be "Various activities"

Many of the items were cross checked and it has to be said again, like last year, that all references were transparent and in an orderly manner. The remark by the accountant on whether or not there could be material misstatements was checked during the audit.

Consolidated balance sheet with the results

Checks were made to various items that varied substantially from the budgeted amounts or previous results. There has been an increase of the item '6. Post, telephone, office' which item also includes costs relating to the online activities. The difference between the budgeted and realised cost is due to the development of the dedicated website "cedaconferences" and proportional advance payment for the development of the so called "Content Management System" for the CEDA website and the development of the Mailing system (these last two projects have been completed in 2009). These are all one-time costs resulting in later savings on CEDA staff time for these items. Furthermore an overspending has been made for new folders and promotional material, that creates an overall increase on items 5, 6 and 8. Although savings have been made on printed matter it is the opinion of the committee that more savings on promotional materials could be achieved. The overall result on expenditure is relative in line with the budgeted amounts for 2008.

Ledgers and cross references with bank account statements

The team has performed numerous checks to verify if all amounts could be verified and to see if there were no other expenses that were not in the reporting. No such inconsistencies have been remarked by ourselves and we therefore have to conclude that the basis for the annual reporting has been done in an orderly and professional manner.

On behalf of the CEDA audit team 2008,

Gaby Schouten