

BYLAWS FOR THE WORLD ORGANISATION OF DREDGING ASSOCIATIONS, WODA.

ARTICLE I MEMBERS

Section 1. Membership

Membership is open to international Dredging Associations, without limit as to number, whose aims and objectives are compatible with those of WODA and who may be elected by a majority vote of the existing member associations.

Different categories of membership may be established by the Board of WODA.

Section 2. Termination of Membership.

Any member may voluntarily withdraw from membership of WODA after giving notice and stating reasons. Any member may be expelled by a majority vote of the other members, after notice and an opportunity for a hearing, if it behaves in any way which is not compatible with the aims of WODA as laid down in the Articles of Incorporation. Notice shall be given in writing and in the case of withdrawal **or** expulsion time shall be sufficient to allow receipt of communications before the termination is valid.

Section 3. Minimum Membership

There shall at all times be not less than two member associations.

Section 4. Meetings

Meetings of members may be held at such places and such times as may be determined by the Board of WODA. If possible there should be at least one meeting per annum.

Meetings shall always be called by the Chairman during each World Dredging Congress and at such other times as are deemed necessary for a special purpose. If possible, meetings should be arranged in conjunction with an international event which representatives of the member associations may be expected to attend; for example international events which are related to dredging.

Section 5. Notice of Meetings

Written notice stating the place, day and hour of the meeting and in the case of a special meeting the purposes for which the meeting is being called, shall be mailed to members not less than 30 days prior to the date of the meeting.

Section 6. Voting

Members shall be entitled to vote at meetings in accordance with their membership category.

Section 7. Quorum

A majority of the members of WODA, represented at the meeting, shall constitute a quorum at any meeting of the members.

Section 8. Adjournments

In the absence of a quorum at the beginning of meeting the meeting shall be adjourned until such time as a quorum is present.

Section 9. Chairman's Report

The Chairman shall present a report of the conduct of the WODA in the interval between each meeting.

These reports shall be filed in the records of the association and the secretariat of each member.

ARTICLE II DIRECTORS

Section 1. Number

The Board of Directors of WODA shall comprise two delegates from the Board of Directors of each of the members.

Section 2. Chairman of the Board of Directors

The Chairman of the Board of WODA shall be the Chairman or President of the member association which is organising the forthcoming World Dredging Congress for WODA. His term of office shall extend until the last day of the World Dredging Congress which his association is organising for WODA.

The Chairman shall, when present, preside at all meetings of the Board of WODA and shall be responsible for the management of the affairs of WODA.

The Vice-Chairman of WODA shall be the Chairman or President of the members association which is responsible for the succeeding World Dredging Congress.

In principle the Vice-Chairman of WODA will succeed the Chairman of WODA during the closing session of the current World Dredging Congress.

Section 3. Vacancies

In principle no vacancies will exist on the WODA Board as each member association will be responsible for the designation of two representative from their organisation to serve on the Board.

ARTICLE III OFFICERS

Section 1 Secretary or secretariat

The Secretary shall be from the same member association as the incumbent Chairman.

The secretary shall keep the minutes of the meetings of WODA and shall perform all other duties usual to that office.

Section 2 Treasurer

WODA has no funds, the expenses of running the secretariat being born by the member association of the Chairman. Therefore no treasurer is required.

Section 3. Legal representation

The legal representative of WODA shall be the Chairman, or in his absence the Vice-Chairman and one other member of the Board of Directors from the association of the Chairman.

ARTICLE IV WORLD DREDGING CONGRESSES

Section 1 Timing

The Board of WODA shall designate World Dredging Congresses at time intervals agreed by the Board of WODA.

Section 2. Location

The World Dredging Congresses shall be located in a region of the members in rotation.

Section 3. Organisation

The member in whose region the forthcoming congress is to be held will be delegated by WODA to organise the congress in question.

The member which has agreed to organise the World Dredging Congress will ensure the international character of the congress by issuing a call for papers and by forming an International Technical Paper Committee to assess the papers submitted, comprising committee members from each member association.

Section 4. Financial Aspects

The member association which has agreed to organise a World Dredging Congress is fully responsible for the financial arrangements. Neither WODA nor any other individual members bear any risks whatsoever nor will be held in any way responsible for any financial transactions in relation to the World Dredging Congress organised by that member.

If a member wishes to cooperate with another member in the organisation of World Dredging Congress, or any other event, and to share the financial consequences a specific contract must be drawn up defining the terms of the agreement between the members in question.

A member which has agreed to organise a World Dredging Congress may use the services of a professional congress organiser and must make the necessary contractual arrangements with this body to ensure that the financial risks are covered and neither nor other members can be held responsible for such organisation.

The members are constituted as non-profit associations, however, any surplus or deficit accruing from a specific congress or event is the property of the member which organised the event.

ARTICLE V AMENDMENTS

Section 1. Amendments

These Bylaws may be amended, altered or repealed at any meeting of members by vote of a majority of all members: or they may be amended altered or repealed by the written consent of all the members, without a meeting.