

ARTICLES OF ASSOCIATION OF THE CENTRAL DREDGING ASSOCIATION

CHAPTER 1: GENERAL AND OBJECT

Article 1 Name, seat, duration and official language

- 1.1 The Association shall be known as the **CENTRAL DREDGING ASSOCIATION**, also abbreviated to **CEDA**.
- 1.2 The seat of the Association is Delft, The Netherlands.
- 1.3 The Association has been formed for an unlimited period.
- 1.4 The official language of the Association is the English language.
- 1.5 The Association year corresponds with the calendar year.

Article 2 Object and means

- 2.1 The object of the Association is to provide a forum for persons and organisations engaged or interested in dredging by promoting and exchanging science and knowledge in the dredging field.
- 2.2 The interests of the Association span all aspects of dredging including but not limited to research, planning, design, equipment, management, operation, environment and all disciplines including but not limited to biology, economics, engineering, hydraulics, hydrology, mining, naval architecture, physics, science of law, soil science.
- 2.3 The Association seeks to accomplish its object by:
 - 2.3.1 - organising conferences, congresses, seminars, courses, working groups etc.;
 - 2.3.2 - stimulating publications;
 - 2.3.3 - assembling information and disseminating such information among its members;
 - 2.3.4 - cooperating with other organisations operating in the same and related fields;
 - 2.3.5 - generally undertaking, within the law, all measures conducive to the realisation of the object of the Association.

CHAPTER 2: MEMBERSHIP

Article 3 Qualifications

- 3.1 There shall be:
 - 3.1.1 - Ordinary members;
 - 3.1.2 - Corporate members;
 - 3.1.3 - Honorary members.
- 3.2 Ordinary membership may be granted by the Board to individuals (natural persons) either engaged or interested in dredging and resident in countries within the region in which the Association is active, according to a decision made by the General Meeting.
- 3.3 Corporate membership shall be open to organisations (legal persons) domiciled in countries as stipulated in the preceding paragraph and engaged either in dredging or in related disciplines.
- 3.4 Honorary membership may be awarded at a General Meeting to an Ordinary Member in recognition of meritorious service to the Association. Honorary Membership may be awarded by unanimous resolution.

Article 4 Application for membership

- 4.1 Application for Ordinary and Corporate membership shall be made to the secretariat in writing.
- 4.2 The decision on an application for membership shall be made by the Board.
- 4.3 If an application for membership is not accepted the applicant concerned may lodge an appeal against the decision of the Board at the next General Meeting.

Article 5 Termination of membership

- 5.1 Membership expires:
 - 5.1.1 - by resignation in writing forwarded to the Secretary at least four weeks before the end of the year. The Secretary shall acknowledge receipt of the resignation within two weeks;
 - 5.1.2 - on the death of an Ordinary or Honorary member;
 - 5.1.3 - on the liquidation of a Corporate Member.
 - 5.1.4 - by expulsion by the Board if a member either act in contravention of the Articles of Association, Bylaws or Resolutions of the Association or is deemed to have acted in any way in a manner detrimental to its objects in the opinion of the Board.
 - 5.1.5 - If subscriptions or any other sums due by the Member to the Association remain unpaid after a period of 6 months following the issue of a first written reminder.

- 5.2 Before taking the decision whether membership shall be terminated under clause 5.1.4 the Board shall inform the Member of the contemplated action in writing sent to the member's last known address, clearly stating the proposed reason for termination of membership.
- 5.3 Within a month after the letter required under the preceding paragraph the member concerned may inform the Board by registered letter of his point of view on the contemplated action.
- 5.4 Within one month after the member concerned has received the notification of termination of membership or expulsion he may lodge a written appeal to the General Meeting against the decision of the Board.
- 5.5 The membership shall end at the date of the decision of the Board unless appeal has been lodged in time, in which case the member concerned will be suspended during the term of appeal and pending the appeal. In case of confirmation of the Board's decision by a General Meeting the membership will terminate on the date the General Meeting has adopted a resolution to that end.
- 5.6 A member who has not paid his membership fee for the current year, having left the last address known to the Association and whose present whereabouts are unknown can be expelled without further notification.

CHAPTER 3 FINANCE

Article 6 Revenue

- 6.1 The financial resources of the Association shall consist of:
 - 6.1.1 - Membership fees;
 - 6.1.2 - Incidental revenue;
 - 6.1.3 - Other contributions;
- 6.2 The annual membership fees due for every Association year shall be determined by the Board.
- 6.3 If a membership terminates in the course of the Association year the full annual membership fee shall remain due.
- 6.4 With regard to the payment of fees the Board may distinguish between categories of membership.
- 6.5 The unit of currency shall be Euro.

Article 7 Audit Committee

- 7.1 The Annual General Meeting shall elect annually from amongst the members in attendance, three members for the audit committee; these members shall be elected by a clear majority for a term of one year and are immediately eligible for re-election.
- 7.2 The Audit Committee is charged with the examination of the accounts and the presentation to the Annual General Meeting of a report on the financial state of the Association.

CHAPTER 4: THE BOARD

Article 8 Composition and election

- 8.1 The Association shall be governed by a Board consisting of at least six members who are resident in at least three different countries.
- 8.2 Each member of the Board may appoint an alternate member, who is also a member of CEDA, to represent him at Board meetings. Alternates for Board members holding offices will serve as ordinary Board members.
- 8.3 The Board shall appoint from amongst its members, a President, two Vice-Presidents, a Secretary and a Treasurer; the offices of Secretary and Treasurer may be filled by one member. The appointment of officers shall take place at the first Board meeting after the Annual General Meeting at which an election has taken place.
- 8.4 The members of the Board shall be elected by the General Meeting for a term of four years. Every two years, half of the Board shall retire from the Board according to a rota drawn up by the Board. Board members are eligible for immediate re-election. No Board member may hold the same office for more than three terms in succession. For every vacancy the Board shall make a binding nomination of one or more candidates, endeavouring as far as possible to obtain a well-balanced representation of the members from principals, consultants, dredging contractors, designers and builders of dredging equipment and scientific institutions as well as endeavouring as far as possible to obtain a well balanced spread of representatives from countries where individual members are living and or corporate members are domiciled.
- 8.5 The binding character of a nomination as referred to in the preceding paragraph can be nullified by a majority of at least three fourths of those present and voting at a General Meeting.

- 8.6 Any Board member wanting to retire from office before expiry of the normal term of office shall forward his resignation in writing to the Secretary at least one month prior to the date of contemplated retirement.
- 8.7 The Board shall meet at least once a year and is entitled to make conclusive decisions provided that not less than five members are present at the meeting, including at least one of the officers.
- 8.8 The general management of the Association shall be vested in the Board which is entitled to delegate functions to the Secretariat.

Article 9 Suspension and dismissal of Board members

- 9.1 A member of the Board can be dismissed or suspended at all times by the General Meeting: a resolution to that end requires a majority of at least two thirds of those present and voting.
- 9.2 A decision on dismissal or suspension under para. 9.1 of this article can only be made after a hearing before the General Meeting or at least after a proper invitation to appear to the member concerned.
- 9.3 A decision on the suspension of a Board member shall be made by the General Meeting for a period up to a maximum of one year; before expiration of such a period a General Meeting shall be convened at which a decision on either the termination of the suspension or the dismissal of the member concerned shall be made. The suspension shall terminate after the aforementioned period if no decision with respect to the matter in question has been made.
- 9.4 All those matters applicable to members shall be equally applicable to alternates.

Article 10 Powers of the Board

- 10.1 The Board is responsible for the management of the Association.
- 10.2 The Board is permitted to conclude agreements;
 - 10.2.1 - to acquire, alienate, mortgage or as otherwise encumber real property (publicly registered goods);
 - 10.2.2 - in consequence of which the Association either binds itself as a surety of a several co-debtor, or answers for a third party or accepts responsibility for a debt of a third party.
- 10.3 For decisions on agreements outside the scope of authority conferred on the Board by the General Meeting the previous approval of the General Meeting shall be required.

Article 11 Representation

- 11.1 The Association shall be represented in legal proceedings and towards third parties in the widest sense by a minimum of two members of the Board having different nationalities, or by their authorised representatives acting jointly.
- 11.2 Notwithstanding the provisions of article 11.1 the Association may also be represented in legal proceedings and towards third parties in the widest sense by the Board member holding the office of Secretary/Treasurer, acting individually.

CHAPTER 5: GENERAL MEETING

Article 12 Calling of a General Meeting

- 12.1 Save as provided in article 13 hereof a General Meeting may be convened;
 - 12.1.1 - by the Board whenever it thinks proper while duly observing a notice of at least one month;
 - 12.1.2 - on written request to the Board of a number of members entitled to at least one tenth of the total vote while stating the subjects to be considered; such a meeting shall be called by the Board within four weeks.
- 12.2 If the Board does not comply with the request under para 12.1.2 hereof within two weeks, the members requesting such an action will be entitled to convene a General Meeting.
- 12.3 All members will be invited to attend a General Meeting by means of a written notice containing place, date and time of the meeting and the agenda of the subjects to be considered.
- 12.4 Introduction of proposals on a subject not entered on the agenda may only be permitted if the General Meeting decides by a majority of at least two thirds of those present and voting to place the subject in question on the agenda.

Article 13 Annual General Meeting

- 13.1 An Annual General Meeting shall be held in every year not later than six months after the

- expiry of an Association year.
- 13.2 The agenda of the Annual General Meeting shall include amongst others the following items:
- 13.2.1 - annual report of the Board on the status of affairs of the Association and on its management of affairs in the preceding Association year;
- 13.2.2 - financial statement of the Board on the accounts of receipts and expenses and the balance sheet of the past Association year;
- 13.2.3 - report of the Audit Committee on the financial management of the past Association year;
- 13.2.4 - election of members of the Audit Committee under Article 7.1 hereof.
- 13.3 Approval of the annual report and the financial statement of the Board will discharge the Board of responsibility in this connection.

Article 14 Notice of calling an Annual General Meeting

- 14.1 Written notice of an Annual General Meeting shall be given to the members by the Board at least one month in advance.
- 14.2 Besides the place, date and time of the meeting the notice shall contain the agenda of the subjects to be considered; copies of the financial statement under para. 13.2.2 hereof shall be attached to the agenda.

Article 15 Meeting

- 15.1 The President, or if he is absent or prevented one of the Vice-Presidents will preside over the General Meeting; in the event of the President and both Vice-Presidents being absent or prevented the Board shall select a chairman from amongst its members.
- 15.2 If no member of the Board is present at the meeting the General Meeting shall appoint a chairman itself.
- 15.3 All members of the Association who have not been suspended are qualified to attend a General Meeting either in person in case of ordinary and honorary members or by means of representatives in case of corporate members.
- 15.4 The General Meeting may draw up Bylaws which shall not be in violation of these Articles of Association and the law.
- 15.5 The minutes of the proceedings at the General Meeting shall be kept by the Secretary or by another member present at the meeting appointed by the Chairman.

CHAPTER 6: VOTING AND RESOLUTIONS

Article 16 Voting Power

- 16.1 The ordinary members shall have one vote and corporate members two votes.
- 16.2 Any member is entitled to send a representative to a General Meeting, with a written proxy. No person may cast more than three votes.

Article 17 Voting

- 17.1 Save as otherwise provided in these Articles of Association or by the law all, subjects submitted to a meeting shall be determined by a clear majority.
- 17.2 The vote upon all subjects, except elections and personal matters may be obtained by call or by ballot.
- 17.3 Election and subjects of personal matters shall be determined by ballot unless only one nomination has been proposed for an open office in which case he can be elected by acclamation.
- 17.4 In case more than one nominee has been proposed for an open office the following election procedure will be followed.
- 17.4.1 - at the first ballot the nominee obtaining a clear majority will be elected;
- 17.4.2 - if at the first ballot no nominee will obtain a clear majority, a second ballot will be carried out provided that;
- 17.4.2.1 - the ballot shall be continued between the two nominees polling the most votes at the first ballot;
- 17.4.2.2 - in case of equality of votes the election will be decided by lot.
- 17.5 In case of a resolution or decision requiring a clear majority abstentions shall be deemed not to be cast; however, in case of a resolution or a decision requiring a majority of two thirds or three fourths of those present and voting abstentions shall be considered as negative votes.
- 17.6 Spoiled votes shall be deemed not cast.
- 17.7 In case of an equality of votes a proposal shall be deemed rejected.

CHAPTER 7: ALTERATION OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION

Article 18 Alteration of the Articles of Association

- 18.1 A decision on an alteration of the Articles of Association shall be made at a General Meeting by a majority of at least two thirds of those present and voting.
- 18.2 The agenda under article 13.2 hereof forwarded to the members one month before the General Meeting containing a proposal to alter the Articles of Association shall include the text of the proposal.
- 18.3 At least five days before the meeting a copy of the proposal containing the wording of the proposed alteration shall be kept for the members inspection at a place announced by the notice of convening the meeting.

Article 19 Dissolution

- 19.1 The Association shall be dissolved;
 - 19.1.1 - as a consequence of a resolution to dissolve the Association has been voted and passed by a majority of two thirds of those present and voting at a General Meeting.
- 19.2 A Resolution to dissolve the Association shall be notified to the members at least six months in advance of the General Meeting dealing with such a proposal.

Article 20 Liquidation

- 20.1 Unless otherwise provided by the General Meeting which has adopted a resolution to dissolve the Association the liquidation of the Association shall be carried out by the Board.
- 20.2 After the dissolution the Association shall continue to exist for as long as necessary to complete the liquidation; during the liquidation period the term 'in liquidation' shall be added to the Association's name in the heading of all papers and documents sent out.
- 20.3 During liquidation these articles of Association remain in force as far as possible.
- 20.4 Any surplus left after liquidation shall be applied for purposes to be determined by the General Meeting as far as possible in accordance with the objet of the Association.
- 20.5 After completion of the liquidation the books and records of the dissolved Association shall be kept for a period of thirty years in the custody of a person to be appointed by the General Meeting.

Article 21 Register of Associations

- 21.1 The Board of the Association shall have the Association registered in the Register of Associations kept at the Chamber of Commerce and Industry within the jurisdiction of the Registered Office of the Association and shall deposit a authenticated copy of the Deed or an extract of the Deed containing the Article with the aforementioned registrar.
- 21.2 The Board shall file with the aforesaid Registrar of Associations documents stating; name(s), given name(s) and residence of the Members of the Board.
- 21.3 The Board shall also deposit with the aforementioned Registrar of Associations a certified copy of the Altered Articles of Association after any alteration.

CHAPTER: 8 FINAL PROVISION

Article 22 Any cases not provided for by law or by these Articles of Association shall be decided by the General Meeting.

Date: 12 June 1978. Public Notary: H.J. Nipperus, Amsterdam

Revisions:

20 February 1994. Public Notary: H. van Engen, Delft

2 July 2012. Public Notary: A. W. Buisman, Delft