



THE FEDERATION OF DREDGING CONTRACTORS

RULES



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1. The name of the Federation is "THE FEDERATION OF DREDGING CONTRACTORS".
2. The office of the Federation shall be Imperial House, 15 Kingsway, 8 Kean Street, London, WC2B 6AS or such other place as the Members may from time to time determine. Notice of any change shall be given to the Members.

PURPOSE AND OBJECTIVES

3. The purpose and objectives of the Federation are:-
 - a) To actively promote and protect the interests of the Federation, its Members and the UK dredging industry as a whole. This includes dialogue with Clients, Consultants and Authorities alike on issues where communication is required to serve the interests of all stakeholders and the environment;
 - b) To represent the Members on issues (including projects) of general importance with unions, regulatory bodies, trade organisations and authorities;
 - c) To actively provide input to institutes dealing with forms of contract, legislation, dispute resolution and standards to ascertain that the specific aspects of our dredging work are recognised and appreciated;
 - d) To cooperate with other similar organisations, federations or associations to harmonize mutual interest and exchange views on how to improve relations with Clients;
 - e) To represent the Members at events, conferences, meetings and seminars where dredging interests have to be supported;
 - f) To actively promote our industry and work to (young) people who are interested in dredging by visiting universities, polytechnics and other venues where employment opportunities are offered; and
 - g) To investigate and approach potential new Members to cover the whole range of dredging contractors in the UK.

QUALIFICATION OF MEMBERS

4. Any corporation, firm or individual resident in the United Kingdom of Great Britain and Northern Ireland who carrying out business as dredging contractors and are capable of undertaking large marine dredging and reclamation works in any part of the world shall be eligible to apply for membership in the manner hereinafter provided.



ADMISSION OF MEMBERS

5. Any corporation, firm or individual, if qualified in accordance with Rule 4, desiring to become a Member of the Federation shall lodge a written application for admission with the Secretary. The application must be considered by the Members in general meeting and the new Member shall be admitted on payment of an entrance fee of such an amount as shall be fixed by a majority of the Members from time to time. A corporation, firm or individual, if admitted as a Member of the Federation, shall observe the Rules of the Federation.

6. Membership shall cease:-
 - a) Forthwith if a Member being an individual dies.
 - b) On the expiration of not less than 14 days notice in writing to the Member if:-
 - (i) in the case of a firm or individual the Member is adjudicated bankrupt or makes any arrangement with its creditors for the liquidation of its debts by composition or otherwise.
 - (ii) in the case of a corporation enters into liquidation (other than voluntary liquidation for purposes of amalgamation or reconstruction)
 - (iii) the Member would no longer be qualified to apply for membership in accordance with Rule 4.
 - (iv) if the Member being an individual becomes incapable by reason of mental disorder (as defined by the Mental Health Act 2007) of managing and administering his affairs.
 - c) If the Member resigns. A Member may resign by giving notice in writing to the Secretary and his resignation shall take effect at the end of 28 days from the receipt of such a notice by the Secretary. Any subscription due or to become due from such Member shall be paid by him prior to the expiration of the notice to resign.
 - d) If any subscription due from a Member remains unpaid at the end of the financial year for which it is due and the Member fails to pay the sum on the expiration of not less than one calendar month's notice requiring him to pay given by the Secretary of the Federation.

No Corporation, firm or individual, having ceased to be a Member of the Federation, shall have any interest in or claim on the funds of the Federation.

SUBSCRIPTION

7. The Members shall on admission and thereafter each year in advance within 21 days after the first day of September in every year whilst they remain Members pay an annual subscription of £300 or such greater or lesser amount as the Members in general meeting shall from time to time resolve, The Members in general meeting



may also from time to time determine to impose an additional levy which shall be borne equally by all Members.

OFFICERS

8.

- a) The Federation shall have a Chairman and Vice-Chairman and Secretary and Treasurer who shall be appointed in general meeting.
- b) Any Member or the authorised representative of a Member appointed under Rule 11 shall be eligible for appointment to the office of Chairman or Vice-Chairman. The Secretary and Treasurer may but need not be Members of the Federation or their authorised representatives
- c) Nominations for candidates for the office of Chairman and Vice-Chairman shall be made by Members at the Annual General Meeting of the Members.
- d) The Chairman and Vice-Chairman shall (subject to sub-paragraph h) hereof) hold office until the next Annual General Meeting following appointment. Other than in the case of filling a casual vacancy a retiring Chairman or Vice-Chairman shall be eligible for re-election at intervals of not less than 3 years from the date on which they last vacated office. The Secretary and the Treasurer shall (subject to sub-paragraph h) hereof) hold office until removed by a resolution passed by a majority of Members in general meeting.
- e) A casual vacancy in the office of Chairman shall be filled by the Vice-Chairman until the next Annual General Meeting. The resulting vacancy in the office of Vice-Chairman shall be filled by a person appointed by the majority vote of the Members in general meeting who shall hold office until the next Annual General Meeting. The duties of the Chairman and Vice-Chairman shall include presiding at general meetings of Members in accordance with the Rules.
- f) The duties of the Secretary shall include the convening of all meetings both of Members and committees, the keeping of minutes of all such meetings and generally attending to all administrative matters on behalf of the Federation.
- g) The duties of the Treasurer shall include the keeping of all financial and accountancy records in respect of the affairs of the Federation and the preparation of the accountancy records for audits.
- h) The office of Chairman and Vice-Chairman, Secretary or Treasurer shall be vacated if the relevant officer:-
 - (i) is adjudicated bankrupt or makes an arrangement or composition with his creditors generally, or
 - (ii) becomes incapable of managing and administering his affairs by reason of mental disorder (as defined by the Mental Health Act 2007 and any subsequent enactments thereof), or
 - (iii) resigns his office by notice in writing to the Federation, or
 - (iv) dies



COMMITTEES

9. The Members may constitute Committees (not necessarily confined to Members of the Federation) for such objects or purposes, and with such powers and duties, as they may deem expedient.

MEETINGS OF THE FEDERATION

10. The Annual General Meeting of the Federation shall be held at such time and place as the Members shall decide, and twenty-one days' notice shall be given to each Member.
11. Every Member of the Federation shall be entitled from time to time to nominate in writing a person or a maximum of two persons as his authorised representative or representatives who solely shall be entitled to represent the Member making the appointment at any meetings. Any nomination must be approved by the Members who may withdraw their approval at any time on giving the Member appointing the representative due notice in writing.
12. The business of the Annual General Meeting shall be the election of the Chairman and Vice-Chairman of the Federation (each of whom shall be a Member or a partner or director of a firm or company which is a Member of the Federation) and Auditors, receiving accounts of the past year with the Auditors' certification and also the report of the Chairman on the past year's transactions and accounts. A casual vacancy in the office of Chairman shall be filled by the Vice-Chairman until the next Annual General Meeting.
13. Other General Meetings (to be called Extraordinary General Meetings) may be summoned by any Member through the Secretary at such time and place and for the discussion of such subjects and the transaction of such business or such other purposes as the Members may determine, on giving each Member seven days' notice or such shorter notice as the Members may agree.
14. The quorum for a General Meeting shall be 50% of Members represented thereat, personally or through their representative or representatives, and entitled to vote thereat. If within half an hour from the last time appointed for the meeting a quorum be not present, the meeting shall stand adjourned to the same day in the next week (unless that shall be a public holiday, when it shall stand adjourned to the next working day after such public holiday) at the same time and place; and if at such adjourned meeting a quorum be not present, those Members who are present shall be deemed to be a quorum, and may do all business which a full quorum might have done.
15. The Chairman, or failing him, the Vice-Chairman, shall preside as Chairman of the meeting at every General Meeting of the Federation. If within fifteen minutes after the time appointed for holding any such meeting neither the Chairman nor the Vice-Chairman be present, the Member of the Federation present shall choose one of the Members present to be Chairman of the Meeting. The Chairman of the meeting shall not be entitled to a casting vote.



16. The Chairman of the meeting may with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place; but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
17. At any General Meeting every question shall be decided in the first instance by a show of hands, unless a poll be (on or before the declaration of the result of the show of hands) demanded by any Member represented at the meeting, or directed by the Chairman of the meeting, in which case a poll shall then be taken. The procedure for the taking of the poll shall be laid down by the Chairman of the meeting. A declaration by the Chairman of the meeting that a resolution has been carried or not carried, or carried or not carried by a particular majority, an entry to that effect in the Minutes shall be conclusive evidence of the facts, without proof of the number of proportion of the votes recorded in favour of or against such resolution.
18. Any Member shall be entitled at any meeting to request that any business shall be dealt with as special business, and, with the consent of the Chairman, it shall be so dealt with. Any special business shall require to be passed by a unanimous vote of the Members present and entitled to vote.
Any other business shall be passed by a simple majority of those Members present and voting.

VOTES OF MEMBERS

19. Each Member of the Federation present, or represented, shall have one vote only on a show of hands or on a poll.

ACCOUNTS

20. The Members shall cause proper accounting records to be kept of the sums of money received and expended by the Federation, and the manner in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Federation. Once at least in every year the accounts of the Federation, made up to date to be determined by the Members, shall be examined and the correctness of the balance sheet ascertained by the Auditor or Auditors.
21. At the Annual General Meeting in every year an audited statement of account (with a balance sheet) shall be laid before the Federation showing the receipts and expenditure of the Federation for the period since the preceding account with a report upon the general state of the Federation.



AUDIT

22. The Auditor or Auditors shall be appointed by the Members and shall continue in office till the next Annual General Meeting following this appointment when he or they shall retire and be eligible for re-appointment, unless he or they shall be previously removed by a resolution of the Members. In case any Auditor shall die or retire or be removed as aforesaid prior to the next Annual General Meeting the Members shall appoint a person to fill up the vacancy for the interim period. The remuneration of the Auditor shall be fixed by the Members in General Meeting.

NOTICES

23. A notice may be served by the Federation upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member. Each Member shall register for this purpose with the Secretary an address within the United Kingdom.
24. The Notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted by first class post; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into a post office or post box controlled by the Royal Mail.

ALTERATION OF RULES

25. No alteration in or addition to these Rules shall be made unless the resolution for the same be carried by a majority of not less than three-fourths of the votes of those voting at a special General Meeting called for that purpose. Twenty-one days' notice shall be given of any special General Meeting called for this purpose. A proposed alteration involving an amendment of or the abrogation of the Rule relating to Special Business may be made Special Business in accordance with the provisions of that Rule.

EXPENSES OF MEMBERS

26. Members shall be entitled to repayment from the funds of the Federation of such travelling expenses or other actual outlay incurred by them or any of them on behalf of the Federation as the Members may from time to time decide. Members shall not be entitled to reimbursement of their expenses in attending meetings of the Federation.
27. The Members and all officers and servants of the Federation shall at all times be indemnified out of the funds of the Federation against all actions, proceedings, costs, charges, expenses, claims, demands and other liabilities whatsoever which they respectively may incur or pay by reason or in consequence of any act, matter or thing done or permitted by them in or about the bona fide execution of the affairs of the



Federation or the duties of their respective offices; to the extent that if the funds of the Federation shall be insufficient for the above purpose all such liabilities as aforesaid shall (if suffered or incurred by a Member) be shared equally by all those (including such Member) who were Members when the same were suffered or incurred and (if suffered or incurred by an officer or servant of the Federation) were suffered or incurred; payments due from Members under this Rule shall be ascertained and settled by the Members in General Meeting and certified by a resolution passed thereat; the terms of such resolution shall be final and binding on each Member who shall thereupon become liable to pay to the other Member or Members (or otherwise as the resolution may direct) the sum certified to be due for such Member. If any Member or Members shall default under this Rule then (without prejudice to the personal liability of such Member or Members) the amount due from the defaulting Member or Members shall be treated as a liability of the Federation and borne equally by the remaining Members.

28. No Member shall be liable for joining in any receipt or other act for conformity, or for any loss or expense happening to the Federation through the insufficiency or deficiency of any security in or upon which any of the funds of the Federation shall be invested, or for any loss or damage arising from the bankruptcy or insolvency or wrongful act of any person with whom any moneys, securities or effects shall be deposited, or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of this office or in relation thereto, unless the same shall happen through his own fraud, wilful neglect or default.



THE SEAL

29. The Seal of the Federation shall be kept in the custody of the Secretary and shall only be used by the authority of the Members in General Meeting or of a committee duly authorised by the Members in that behalf and every instrument to which the Seal shall be affixed shall be signed by the Chairman or Vice-Chairman and countersigned by the Secretary or other person authorised by the Members for the purpose.

At a meeting held on Tuesday 27 January 2009 at the office of the Federation at Imperial House, 15 Kingsway, London, WC2B 6UN.

IT WAS RESOLVED that the above Rules be adopted.

IN WITNESS WHEREOF this Copy of the Rules was subscribed by duly authorised representatives of the undermentioned Companies, being all the Members of the Federation:-

For and on behalf of:

Jean-Baptiste De Cuyper
Dredging International (UK) Ltd

Michael Fitzsimons
Jan de Nul (UK) Ltd

James Maclean
Land & Water Group Ltd

Rienk Hessels
Rohde Nielsen A/S

Mr M den Broeder
Van Oord UK Ltd

Mr P Datson
Westminster Dredging Co. Ltd

