

Articles of Association of the British-Norwegian Chamber of Commerce

Adopted 23rd November 2016 (with amendments proposed and approved in the Extraordinary Annual General Meeting 3rd December 2014, and in the Annual General Meetings of 22nd May 2002, 22nd April 2004, 26th April 2005, 25th April 2007, 24th April 2012 and 21st May 2015). Entirely revised articles, adopted in the Annual General Meeting 21st April 2021 (with amendments proposed and approved in the Annual General Meeting 26th April 2023)

1. Official name

British-Norwegian Chamber of Commerce (BNCC) – org. no.: 995 145316

The Chairperson together with one Board member or those that the board gives Power of Attorney to are authorized to sign on behalf of the BNCC, cf. article 5.

2. Objective

- Strengthening the business relationship between UK and Norway
- To promote and protect trading, commercial, financial and manufacturing interests and relations between UK and Norway
- Maintain the necessary contacts relating to appropriate government or trade authorities and bodies
- To promote the interests of its members by providing a network of relationships through social and business activities

3. Members and membership

3.1 BNCC members

The BNCC has the following categories of membership:

- Premier Partner membership (by invitation of the Board only)
- Diamond Partner membership
- Partner membership
- Innovator/startups – for businesses of less than 3 years old and NOK 2m yearly revenue
- Honorary membership and other specially invitees by the Board

The Board decides on the membership benefits attributable to each membership category. BNCC membership is subject to application and is approved upon the Board's full discretion.

3.2 Membership

The membership runs from the Board's approval of membership application until cessation of membership, cf. 3.4.

BNCC members are entitled to attend BNCC events, unless a specified invitation is required.

BNCC member representatives are entitled to meet and vote at Annual General Meetings, Extraordinary General Meetings and to bring votes by proxy, unless membership fee is not paid at voting time. Each membership fee constitutes one vote.

3.3 Membership fees

Members of the BNCC shall be subject to the payment of an annual membership fee, determined in accordance with Article 7. Honorary members are exempted from paying membership fee. The Board decides and communicates the fee due dates.

3.4 Membership cessation

Membership can cease upon the following reasons:

- Member termination, or
- Failure to pay membership fee, or
- The conditions that justified the acceptance of the membership do not longer exist, or by the Board's consensus, provided that the disqualified member(s) shall be entitled to appeal to the General Assembly of the BNCC; or

Member's resignation: Members who wish to terminate their membership for the following year must notify the BNCC Board in writing by ordinary mail or by email at the latest 31 October each year.

Notification received by the Board after 31 October shall not exempt from payment of membership fee the following year.

3.5 Code of Conduct

The Board may resolve on a Code of Conduct which all members shall be obliged to follow. The Board may limit, suspend or terminate the membership without any refund of membership fees in case of material or repeated breach of the Code of Conduct by a member.

4. BNCC Financials

BNCC is a non-profit organization, mainly funded by membership fees and special events.

4.1 Accounts

The annual accounts of the BNCC should be examined by a member of the BNCC appointed as Treasurer of the Board. The Board may buy similar services from outside the Board, if decided by the Board.

The main aim of the Treasurer or the service provider is to verify that the annual accounts are a reasonable reflection of the BNCC's financial situation for the year. The Treasurer shall also work closely with the Chairperson for the Board's financial situation, planning and budgeting.

The accounts shall be presented to the Annual General Meeting for Approval.

5. BNCC Board

The Board shall act in the best interest of the BNCC in the name of the BNCC in the day-to-day operation. The Board shall determine the officials or Board member authorized to represent the BNCC.

5.1 Members

The Board shall consist of 7 to 10 members, including the Board Chairperson.

The Board members are appointed for a period of 2 years and can serve up to 3 consecutive terms within a 10-year period. Board members that have not attended Board meetings for one calendar year cannot be re-elected. The Board members shall act in their individual capacity.

A Board term runs from the first Board meeting following the AGM and until the AGM the following year.

5.2 Chairperson

The Chairperson shall be elected by the Annual General Meeting or an Extraordinary General Meeting and serves a period of 3 years. The Chairperson cannot serve for more than 2 terms within a 10-year period. The Chairperson cannot be elected as Board member after serving maximum time as Chairperson. In special circumstances, for instance if the majority of the Board retires, the Chairperson can be elected for one additional year to secure the continuity of the BNCC.

5.3 Board meetings

The Board shall meet at least four times a year. Board meetings may be held physically or by e-meeting with at least seven days' notice. The Board meeting invitation shall be followed by an agenda and supporting documents.

The Chairperson administers the meeting invitations and shall also call for Board meetings within one calendar month when requested by at least 2 other Board members. The Vice Chairperson or the Treasurer in the said priority leads the Board meeting in the absence of the Chairperson. If the Chairperson, The Vice Chairperson and the Treasurer is absent, the Board shall elect a temporary meeting leader, decided by simple majority.

5.4 Quorum

The Board is constituting a presence of a quorum when at least half of the Board members are attending the Board meeting. Board members that are entitled to vote may vote by proxy.

Ordinary Board decisions are made by simple majority, unless specifically otherwise by these Articles.

In case of equal vote, the Chairperson's vote counts as 2 votes.

5.5 Board constitution

The Board elects the Vice Chairperson and a Treasurer among its Board members at the first Board meeting following the Annual General Meeting or the Extraordinary General Meeting. If a Treasurer is not elected, the Vice Chairperson holds the function as a Treasurer.

6. Board member eligibility and election process

Persons representing/employed by BNCC members set out in 3.1 are eligible for nominations to the Board.

6.1 Nominations committee

The Board shall at each Annual General Meeting propose 2 current or former Members of the BNCC to serve as members of a Nominations Committee to deal with nominations for the following year for the positions of Board Member and Chairman. These members of the Nominations Committee may be approved by an Annual or other General Meeting of the BNCC.

The Nominations committee finds suitable Board candidates and shall internally agree on suitable Board candidates. The Nominations committee can also receive suggestion for Board candidates from the Board and Board members set out in 3.1. The Nominations committee shall evaluate all suggested candidates. In case the Board candidates exceed 10 individuals, the Nominations committee shall together with the Board reduce the number of Board candidates to a number of candidates up to twice of necessary Board candidates needed.

6.2 Nomination process

The Chairperson informs the Nominations committee and Board representatives on retiring Board members and the need for any additional Board members. Such information shall be provided at the latest 31 January. The Board may set a due date of at least 14 calendar days for receiving Board member candidates from its members.

7. Annual General Meeting (AGM) and Extraordinary General Meeting (EGM)

The AGM shall be held within end of June each year. A General Meeting is validly constituted when summoned according to the BNCC Articles.

Each member shall receive notice of a General Meeting together with the agenda for the meeting at least 14 days before the meeting date. Members as set out in item 3.1 can propose suggestions to the Board on the agenda. A notice is validly given by email.

General Meeting decisions are made by simple majority, unless specified. General Meeting voting shall preferably be given by physical presence or proxy. E-meeting can be held as an alternative to physical meeting. In such case, the Board shall provide clear instructions on process for voting together with the meeting notice in order to secure a fair and transparent voting process.

7.1. AGM process and agenda

The AGM shall

1. Approve the Annual Report of the Board
2. Approve the accounts of the BNCC for the preceding year
3. Elect at the any time necessary Board members, Chairperson and members of Nominations Committee
4. Determine any proposed amendments to the membership fees for the next year upon proposal from the Board

5. Vote on other decisions as required as set out in the agenda
6. Discuss any other business of relevance to the functions of the BNCC

7.2 Special provisions

Extraordinary General Assemblies can be convened by the Board or upon written request of a minimum of 1/3 of the members of the BNCC.

Decisions on high importance for the BNCC requires qualified majority (at least ¾). A decision of high importance is for instance cessation of BNCC.

8. Article interpretation and revisions

8.1 Article language prevailing

The official BNCC articles are set out in English language, with a translated version in Norwegian. In the event of discrepancy in meaning between the English and the Norwegian articles, the wording of the English articles shall prevail.

8.2 Article interpretation

Any question upon the interpretation of these Articles, the Board shall decide the point and their decision shall be final.

8.3 Article revisions

These Articles may be amended at any General Meeting of the BNCC. Any such proposed amendments shall be notified to the Chairperson at least 1 calendar month prior to the General Meeting where the proposed amendments are to be put forward. Members shall be notified of the proposed amendments in line with the provisions for notice of General Meetings, cf. art. 7.

Simple amendments shall be adopted with simple majority of the voting eligible.

9. Net balance in case of BNCC liquidation

The net balance of the BNCC at the time of decision on formal liquidation shall be donated as charity. The receiving charity organization(s) is chosen by the General Assembly. At least three different alternatives for charity organizations should be proposed in the meeting notice, following the provisions set out in art. 7.