



Norwegian-Polish Chamber of Commerce

ARTICLES OF ASSOCIATION

STATUTE

Article 1:

The objective of the Norwegian-Polish Chamber of Commerce (hereinafter referred to as "NPCC"), located in Oslo, is to promote the development of commercial relationships between Poland and Norway, in such forms as the NPCC deems opportune.

Members and membership

Article 2:

NPCC shall have the following categories of members:

- a) Honorary Board members and honorary members without voting right
- b) Active members who pay an annual membership fee.
- c) NGO's, Associations and other public/private organizations as co-operation/strategic/endorsement partners without voting right

Article 3:

The Board can appoint honorary members and board members of NPCC and decide upon choosing strategic co-operation/endorsement partners.

The honorary Board members, the honorary members and strategic co-operation partners shall be entitled to participate in NPCC meetings without voting right.

Article 4:

Physical and legal persons shall be eligible as members of NPCC, subject to the approval of the Board.

Active members of NPCC shall be subject to the payment of an annual membership fee, determined in accordance with article 8 of the Articles of Association.

Article 5:

Only active members, who paid their annual fee, shall have voting right at NPCC's general meeting.

Article 6:

The Board, due to the following reasons, may withdraw membership:

1. Failure to pay the annual membership fee
3. Conditions that justified the acceptance of a person/organization as member of NPCC do not longer exist.

Article 7:

Members who wish to withdraw must address a written notification to the Board within 3 months ahead of next payment date, if they wish to be exempted from the payment of the annual membership fee for the following year.

Notifications sent to the Board after this deadline, shall not exempt the withdrawing member from the payment of the membership fee for the following year.

Annual membership fee

Article 8:

The annual membership fee is proposed by the Board, and approved by the general meeting.

Members are obliged to notify in writing, NPCC treasurer, about any changes in address invoicing.

Administration

Article 9:

A Board of no less than 5 active members, proposed by the Election Committee, and approved at the general meeting shall administer NPCC.

Article 10:

Board members are appointed for 2 years. However, based on the positive evaluation of her/his contribution the board member may be re-elected by the Chair of the Board.

Chair of the Board may consider disqualification of board members who: has not attended board meetings without prior apologies or/and justified reason, are not aligning with NPCC mission and objective.

Article 11:

Should any seats become vacant during the year, the Board may appoint, by simple voting majority, new members for the time remaining until next NPCC general meeting.

Article 12:

To assure the continuity, implementation of NPCC long-term strategy and building of NPCC brand, the Chair of the Board is appointed at the GA for a period of 4 years. The Chair can be re-elected.

Conditions that justified the acceptance of a person, as Chair of NPCC, does not longer exist may, at any time, terminate the term of the Chair by a resolution adopted by 2/3 of active NPCC members.

Article 13:

The Board shall meet when convened by its Chair, to discuss matters of general interest for NPCC.

Article 14:

Any resolution put to the vote of the Board shall be decided by simple majority.

Article 15:

The treasurer shall keep NPCC's accounts, with supervision of external authorized accountant, and under the supervision of and in accordance with the instructions of the Board.

Article 16:

Power of signature for the Board is exercised by the Chair of the Board alone or jointly by 2 Board members.

None documents signed on behalf of NPCC, without correctly exercised power of signature shall be proved valid.

Article 17:

NPCC shall be represented by the Chair of the Board or by a member designated by the Chair for the given purpose on a case-by-case base.

General meeting

Article 18:

The ordinary general meeting of NPCC shall be held once a year within the 1st half of the year. The general meeting shall: Approve the account of NPCC for the past year

- every year elect any replacements required to fill positions vacated during the past term in the Board
- consider and decide upon any other issues which have been requested in writing to be placed on the agenda by the members of NPCC at least 14 days prior to the meeting
- discuss any other business of relevance to the functions of NPCC.

Article 19:

Simple majority shall decide any resolution put to the vote of the GA meeting.

Article 20:

Written notice of the ordinary or extraordinary general meeting shall be sent to each member, together with the agenda for the meeting, at least 7 days before the date of the meeting.

Amendments

Article 21:

The Articles of Association can be amended pursuant to a proposal of the Board or to a proposal addressed to the Board even by one active NPCC member. The proposal/ single member proposition shall be included in the agenda for the next general meeting.

Any amendment to the Articles of Association must be approved by no less than 2/3 of those present at NPCC general meeting.

Termination

Article 22:

NPCC can only be terminated by a resolution adopted by 2/3 of the active members.

The assets available upon termination shall be disposed of in accordance with the resolutions of the general meeting. Positive assets should preferably be donated to a charity project.