

Norwegian Polish Chamber of Commerce

ARTICLES OF ASSOCIATION

Article 1 – Objective and nature

The Norwegian Polish Chamber of Commerce (“**NPCC**”), with its seat in Oslo, Norway, is a non-profit association established under Norwegian law. The objective of NPCC is to promote and develop commercial relationships between Poland and Norway through activities that NPCC deems appropriate.

NPCC is funded by membership fees, events, subsidies, and donations.

Article 2 – Members and membership categories

NPCC has the following categories of members:

- a) Youth membership (up to 30 years old) - including students and startup-entrepreneurs. Membership is approved on a case-by-case basis by the Board. The Board may refuse an application if, acting reasonably and properly, it considers that refusal is in the best interests of NPCC. The Board must inform the applicant in writing of the reasons for refusal within fourteen (14) days of the decision and must consider any written representations the applicant may make. The Board’s decision following consideration of any such representations shall be final and shall be notified in writing to the applicant.
- b) Ordinary members - companies registered in Norway or Poland, paying an annual membership fee determined in accordance to their turnover.
- c) Board members - ordinarily elected from among NPCC members in good standing, or from institutions/organizations that, although not NPCC members, may proactively support and strengthen NPCC activities.
- d) Honorary Board members - appointed by the Board.
- e) Strategic co-operation or endorsement partners - including NGOs, associations, other public or private organizations, and local governments.

The Board may at any time: appoint and revoke honorary members, approve and revoke strategic partners, and make changes in membership categories and fees.

Article 3 – Membership obligations

Active members of NPCC are required to pay an annual membership fee, determined in accordance with Article 7 of these Articles of Association. A member is considered “active” upon admission and when all membership fees due have been paid.

Members are obliged to notify NPCC in writing of any changes to their invoicing address.

All decisions regarding membership fees shall remain at the discretion of the Board.

Article 4 – Admission of members

Any membership application shall be submitted in writing, via www.npcc.no “become a member”, and is subject to Board approval.

Article 5 – Termination of membership by the Board

The Board may terminate an existing membership if:

- a) The member fails to pay the annual membership fee;
- b) The member materially breaches these Articles of Association; or
- c) The member conducts themselves in a manner contrary to NPCC’s objectives or engages in behavior deemed morally or ethically unacceptable.

A resolution by the Board under this Article may be appealed by the member. Such appeal shall be submitted in writing to the Chair within four (4) weeks of the Board’s resolution. The Chair’s decision shall be final.

Article 6 – Withdrawal of membership

Members who wish to withdraw from NPCC must submit written notice to the Board. To be exempt from paying the annual membership fee for the following year, such notice must be received by the Board no later than three (3) months before the next annual membership fee due date stated on NPCC’s invoice. Notice received after this deadline shall not exempt the withdrawing member from paying the membership fee for the following year.

Article 7 – Annual membership fee

The annual membership fee shall be reviewed and approved by the Board at the Annual General Meeting.

Article 8 – Administration and Board composition

NPCC shall be administered by a Board consisting of at least five (5) Board members. The Board shall include a Chair and a Treasurer appointed by the Board.

Article 9 – Board term of office, removal, internal regulations and amendments

- a) Board members are appointed for a period of two (2) years. The Chair of the Board is appointed for a period of four (4) years. The term of office runs from the close of the General Meeting at which the person is elected until the close of the General Meeting at which a successor is elected. Re-election is permitted.
- b) Between General Meetings, the Chair may propose removal of a Board member from the Board due to non-engagement, lack of contribution, or inconsistency with NPCC objectives and/or agreed tasks. [Any such proposal shall be submitted to the next General Meeting for decision.] Removal from the Board does not in itself terminate the company’s membership in NPCC.
- c) The Board may adopt and revise internal regulations and procedures, provided they do not conflict with these Articles of Association. Board members who have not attended any Board meetings during a term (i.e., the period between two ordinary General Meetings) shall not be eligible for re-election.

- d) These Articles of Association may be amended pursuant to a proposal by any Board member. Minor changes may be made by the Board with a simple majority voting at the Extraordinary Board meeting, called by the Chair or any Board member. Any major amendment must be approved by simple majority cast at a General Meeting of NPCC.

Article 10 – Vacancies and co-option

Should any Board seats become vacant during the year, or should there arise a need to supplement management with specific competencies, the Board may appoint, by simple majority, new Board members to serve for the time remaining until the next General Meeting. Any such appointments shall be presented at the next General Meeting.

Article 11 – Board meetings and decisions

The Board shall meet when convened by its Chair. Board meetings may be held physically or online.

Unless otherwise agreed by the Board, a quorum shall consist of at least half plus one of the total Board members attending at a board meeting. Decisions shall be made by simple majority of those participating; in the event of a tie, the Chair shall have the casting vote.

The Board may adopt resolutions without convening a meeting, by way of written procedure, including by email or other electronic means, provided that all Board members are given the opportunity to participate in the decision-making. A resolution adopted in this manner shall be valid if approved by the required majority of Board members and shall have the same effect as a resolution adopted at a duly convened Board meeting. Such resolutions shall be properly recorded and included in the minutes of the Board.

Article 12 – Treasurer function and accounting

The Treasurer function appointed by the Board shall oversee NPCC's finances under the supervision of, and in accordance with, the instructions of the Board. The main responsibility of the Treasurer is to ensure that the annual accounts reasonably reflect NPCC's financial situation for the year. The accounting function includes, but is not limited to, the following tasks:

- a) Invoicing and processing of NPCC membership fees.
- b) Payment of NPCC operational expenses and bills.
- c) Reimbursement to any Board member for agreed operational expenses, including costs related to business meetings, conferences, and networking events that enhance the position of NPCC and its members and support the development of NPCC.

If none of the current Board members is able to carry out the accounting tasks, the Chair may outsource the accounting services [to an external provider].

Article 13 – Power of signature

The Board's power of signature shall be exercised by the Chair of the Board or in case of longer-term absence by the Treasurer plus one other board member approved by the Board by case-to case purpose. No documents signed on behalf of NPCC without properly exercised power of signature shall be valid.

Article 14 – Representation

NPCC shall be represented by the Chair of the Board, or by a person authorized by the Board for a specified purpose.

Article 15 – Annual General Meeting (AGM)

The ordinary AGM of NPCC shall be held once a year and shall normally take place within the first half of the calendar year.

The AGM may be held physically or online. The AGM shall be quorate [when at least a simple majority of the Board members entitled to vote are present, either physically or online].

Members shall be informed of the time, venue (or access details if held online) of the AGM at least fourteen (14) days prior to the AGM. The notice shall be published on the NPCC website (www.npcc.no).

Members of NPCC wishing to attend a physical AGM in person must inform the Board at least seven (7) days prior to the AGM.

Any proposals from paid-up members shall be transmitted to the Board in writing at least seven days prior to the AGM.

An extraordinary General Meeting may be convened by the Board when deemed necessary.

The Board at the AGM shall:

- a) Elect, re-elect or replace Board members as required to fill Board positions in the best interest of NPCC.
- b) Consider and vote upon any other matters listed on the agenda.

Matters not listed above may be decided by the Board by way of a written resolution in accordance with Article 11.

Voting rights at the AGM are held by Board members only.

Unless otherwise stated in these Articles of Association, a simple majority of votes cast shall decide any resolution. In the event of a tie, the Chair of the General Meeting shall have the casting vote.

Article 16 – Dissolution

NPCC may only be dissolved by a resolution adopted by two-thirds (2/3) of the full Board at a General Meeting.

Assets available upon dissolution shall be distributed in accordance with the resolution of two-thirds (2/3) of the full Board at the Annual or Extraordinary General Meeting.