

**ARTICLES OF ASSOCIATION OF THE
NORWEGIAN REFUGEE COUNCIL (NRC) –
STIFTELSEN FLYKTNINGHJELPEN**

Adopted by the Board on 6 December 2021*

§ 1

Norwegian Refugee Council (NRC) - Stiftelsen Flyktninghjelpen is a foundation converted from the association Det Norske Flyktningeråd, which was established by voluntary Norwegian aid organisations engaged in refugee work. The foundation changed its Norwegian name from Stiftelsen Flyktningrådet to Stiftelsen Flyktninghjelpen in 2005. The foundation's official name in English, the Norwegian Refugee Council (NRC), remained the same. The foundation shall continue the humanitarian traditions and the expert competence that the association and its members have represented. Stiftelsen Flyktninghjelpen is an operational organisation, which is implementing its own programmes as far as this is expedient.

§ 2 *Objective*

The objective of the Norwegian Refugee Council is to work to protect the rights of displaced and vulnerable persons during crisis.

Through our programmes we provide assistance to meet immediate humanitarian needs, prevent further displacement and contribute to durable solutions. Through our advocacy we strive for rights to be upheld and for lasting solutions to be achieved. Through our stand-by rosters we provide expertise as a strategic partner to the UN, as well as to national and international actors.

We take action during situations of armed conflict and engage in other contexts where our competencies will add value. We are a rights-based organisation and are committed to the principles of humanity, neutrality, independence, and impartiality.

§ 3 *Financing*

The activities of the Norwegian Refugee Council are financed by collection, paid assignments, direct contributions and income from our own work. This work may be conducted by the foundation or by companies we own. In addition, the foundation should seek to mobilise voluntary efforts.

The foundation has a basic capital of NOK 1,000,000.

§ 4 *Decision-making bodies of the foundation*

The foundation shall have a Board and an Election Committee.

A member of any decision-making body of the foundation is disqualified from participating in proceedings or decisions concerning matters that are of such great importance to them or anyone close to them, that they must be regarded as having a prominent personal or financial interest in the matter. They are moreover disqualified if they hold a position or office in a private or public institution, organisation or enterprise having a financial or other prominent interest in the matter or if they have, in such capacity, previously participated in the processing of the matter.

§ 5 *The Board*

The Board shall consist of members with special competences in areas of strategic importance to the foundation's objectives and operations.

The Board shall consist of **nine to twelve members**, of which **minimum two** shall be elected staff representatives. The number of staff representatives may be increased if required under applicable Norwegian legislation for staff representation in foundations.

The Board is quorate when at least **six** members are present. The Board seeks to make decisions on the basis of unanimity, but in cases of disagreement, by a majority vote. In the event of a tie, the chairperson or, in the case of the chairperson's absence the vice chairperson has the deciding vote.

The Board represents the foundation outwards and is responsible for the satisfactory administration of the foundation in accordance with the foundation's objective (§ 2), the Foundations Act and other current laws and regulations.

The Board appoints the Secretary General, who fulfils the role of a general manager or managing director (the *daglig leder* or *administrerende direktør* in Norwegian).

§ 6 *Election of Members*

The Board elects new members and may re-elect retiring members. The term of service of a member is one year. Elections take place annually in the 3rd quarter.

A retiring member may be re-elected for up to eight consecutive periods, so that their total term of service can be nine periods. Should special considerations so warrant, a member may be elected for three more periods. The Election Committee recommends members to the Board. The Board elects, reappoints and removes members.

The Board elects its own chairperson and vice chairperson in accordance with recommendations from the Election Committee. The term of service for the chairperson and vice chairperson is one year, with the possibility for re-election as long as the person is serving on the Board.

The administration organises the elections and determines the terms of service for staff representatives to the Board, in cooperation with representatives of staff organisations, independently of the Election Committee and the Board.

§ 7 *The Election Committee*

The Norwegian Refugee Council shall have an Election Committee composed of three members, one of whom is elected by the employees and two by the Board. The Election Committee elects its own

chairman. A Board member may not be elected to the Election Committee. The term of service for a member of the Election Committee is three years. Retiring Election Committee members may be re-elected for up to two consecutive periods.

Mandate of the Election Committee

The Election Committee is responsible for putting forward new candidates for the Board as well as for assessing whether sitting Board members should be put forward for re-election. All employees, Board members and Election Committee members may freely propose names of candidates for Board membership to the Election Committee. The Board shall establish the specific competency criteria to use as a basis for electing newmembers and for re-electing sitting members.

§ 8 *The Secretary General*

The Secretary General conducts the everyday management of the foundation's activities. The Secretary General attends Board meetings with the right to speak and make proposals.

§ 9 *Authorisation*

The Board may authorize members of the Board or the Secretary General to represent the foundation externally, alone or jointly. The Board may grant power of procuration (the ability to delegate authority) to the Secretary General and the Secretary General may provide power of attorney to other managers in the foundation to act on his behalf.

§ 10 *Amendments of these Articles*

Any amendment to these Articles, except this § 10, may be adopted by a unanimous Board decision. Proposed article amendments shall be sent in writing to the Board members well in advance of the Board meeting in which the amendments are to be considered.

§ 11 *Dissolution of the Norwegian Refugee Council*

Any resolution to liquidate the Norwegian Refugee Council requires a unanimous Board decision with all members attending two consecutive Board meetings. If the Norwegian Refugee Council is liquidated, its available funds shall pass to a humanitarian purpose related to the refugee cause as further decided by the Board.

Original document – Norwegian Refugee Council's Articles of Association

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Jan Egeland
Secretary General
Norwegian Refugee Council

*Approved by the Norwegian Gaming and Foundation Authority 02 June 2022