

ARTICLES OF ASSOCIATION OF THE NORWEGIAN REFUGEE COUNCIL

Adopted by the Board of Directors April 10, 2014

§ 1

Stiftelsen Flyktningshjelpen is a foundation converted from the association called Det Norske Flyktningsråd, which was established by voluntary Norwegian aid organisations engaged in the work for refugees. The foundation changed its name to Stiftelsen Flyktningshjelpen in 2005. Flyktningshjelpen's official name in English, namely Norwegian Refugee Council (NRC), remained the same as before. The foundation shall continue the humanitarian traditions and the expert competence that the association and its members have represented. Stiftelsen Flyktningshjelpen is an operational organisation, implementing its own programmes wherever this is best practice.

§ 2 Object

NRC works 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 of Directors and an Election Committee.

A member of any decision-making body of the Foundation is prohibited from participating in the discussion or decision of any matter having such special importance for them or anyone close to them, who must be regarded as having a strong personal or financial interest in the matter. They are moreover prohibited if they hold a position or office in a private or public institution, organisation or enterprise having a financial or other strong interest in the matter or if they have, in such capacity, previously participated in the discussion of the matter.

§ 5 *The Board of Directors*

The Board shall consist of directors with special competences in areas of strategic importance to the object and operation of the Foundation.

The Board shall consist of **ten** directors, two of whom shall be elected by employees of the Foundation. Two deputies shall be elected for the employee representatives.

The Board is quorate when at least **six** directors are present. In the event of a tie, the chairman, or in the case of the chairman's absence the vice chairman, has the deciding vote.

The Board represents the Foundation in third-party dealings and is responsible for the satisfactory administration of the Foundation in accordance with the Object Statute, Foundation Act and other current laws and regulations.

The Board appoints the Secretary General.

§ 6 *Election of Directors*

The Board elects new directors and may re-elect retiring directors, subject to the restrictions contained in the Election Committee's mandate (§ 7).

The term of service of a director is three years.

A retiring director may be re-elected for up to two consecutive periods, so that their total term of service can be three periods. Should special considerations so warrant, a director may be elected for one more period.

The Board may only remove a sitting director in accordance with a recommendation to do so from the Election Committee.

Over a three-year period two external directors are up for election each year, and the two remaining external directors are not up for election the same year.

The employee representatives are elected at different times.

The Board elects its own chairman and vice chairman in accordance with recommendations from the Election Committee. The terms of service for the chairman and vice chairman are three years, which includes the possibility for re-election as long as the person is serving on the Board. The term of service for a sitting director newly elected as the chairman or vice-chairman is always extended so as to toll for three years from when the office is assumed.

§ 7 *The Election Committee*

The Norwegian Refugee Council Foundation shall have an Election Committee composed of three members, one of whom is elected by the employees and two by the Board of Directors. The Election Committee elects its own chairman. A director 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 retiring directors should be put forward for re-election.

All employees, directors and Election Committee members may freely propose names of candidates for directors to the Election Committee.

The Election Committee shall establish the specific competency criteria to use as a basis for electing new directors and for re-electing sitting directors.

The Election Committee may put forward a proposal for shortening the term of service of a director.

The Election Committee will assess the proposals and make a recommendation that will be presented to the Board for adoption. The Board cannot elect directors in contravention of the recommendations of the Election Committee.

§ 8 *The Secretary General*

The Secretary General conducts the everyday management of the activities. The Secretary General attends Board meetings with the right to speak and propose.

§ 9 *Authorisation*

The Board may authorize members of the Board or the General Manager to represent the Foundation externally, alone or jointly. The Board may grant power of procuration.

§ 10 *Amendments of these Statutes*

Any amendment to these Statutes, except this § 10, may be adopted by a unanimous Board of Directors decision. Proposed Statute amendments shall be sent in writing to the directors well in advance of the Board meeting, where consideration of the amendments has been proposed.

§ 11 *Dissolution of the Norwegian Refugee Council*

Any resolution to liquidate the Norwegian Refugee Council requires a unanimous Board decision with all directors attending at 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 of Directors.

Oslo, April 2014

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