



**EAST CCI OF NORWAY  
(ØSTHANDELSKAMMERET)**

**STATUTES**

**2023**

## **1. BACKGROUND**

The association East CCI of Norway (former Norwegian-Russian Chamber of Commerce) aims to stimulate increased business activities between countries in Northern, Central and Eastern Europe, the Baltics and South-Eastern Europe and other countries in the Former Soviet Union (FSU) (hereafter named "Partner countries") and Norway.

The Board of Directors can decide on possible realization of cluster activities in other market areas than abovementioned Partner countries as long as the cluster participants are members of the Chamber.

## **2. MAIN PRIORITIES**

The association East CCI of Norway (Østhandelskammeret) shall pursue the following activity directions:

- Be a partner in trade and industry, both in Norway and Partner countries.
- Create contact between companies in addition to providing and selling expertise and knowhow.
- Providing outstanding services when it comes to fulfilling market demand for performance, profit, and quality, which requires a close cooperation with the players in their respective markets.
- Through creativity and dedication ensure the chamber's identity and provide increased value for customers and members.
- Refrain from any political or ideological activities and do not have financial interests beyond the coverage of costs and expenses.

## **3. STATUTES**

### **I. Basic provisions:**

#### **§ 1 Name and location**

(1) The East CCI of Norway (Østhandelskammeret) is an association established under Norwegian law.

(2) The Association's name is "The East CCI of Norway" (In Norwegian "Østhandelskammeret") hereinafter named "East CCI" in this document.

(3) The chamber's office is in Oslo. Establishment of additional offices are possible.

#### **§ 2 Objectives and tasks**

(1) The East CCI's task is to develop the economic relations and trade between Norway and Partner countries and to promote members' business interests in these countries.

(2) The East CCI shall cooperate with other public institutions and business organizations together with other interest groups.

(3) The East CCI shall aim - either by itself or with the help of the partners - to provide the following services on a commercial basis:

- Networking, matchmaking, and communication between groups with economic interests in Partner countries and Norway.
- Sharing knowledge, creation, and development of business relationships between companies in Partner countries and Norway.
- Educating and counselling function - other studies, reports, and information about legal issues.
- Maintain economic interests of the involved parties in relation to Partner countries and Norwegian public institutions and authorities.
- Collect and distribute information about the economic situation in Partner countries and in Norway, about the state and development of economic and trade policies through publications (circulars, annual reports, special reports, and others).
- Arranging events such as meetings, information seminars, symposiums, discussions, and press conferences in addition to the East CCI's participation in such events as long it is compatible with its goal.
- Identifying opportunities for sales, purchasing and investments in Partner countries and Norway.
- Mediation in disputes between the parties involved in bilateral trade.
- Promoting members' interests.

(4) The East CCI shall prioritize its efforts and resources based on the potential for increased business activity between Partner countries and Norway.

(5) The East CCI refrains from any political or ideological activities and has no financial interests outwardly covering accrued costs and expenses. (ref. guidelines).

### **§ 3 Founding capital, financing, and liability**

(1) At the time of the establishment, the association's founding capital was NOK 200,000. The founding capital consists of cash deposits on a bank account. At least one tenth of the capital return must be added to the founding capital.

(2) To cover daily operations, the East CCI receives financial funds made up of:

- Membership fees
- Fees for services
- Voluntary grants
- Interests and return on the association's investments
- Other grants

(3) The association's assets are managed by the Board of Directors together with the Managing Director. If the East CCI receives funds on special terms, these funds can only be used within the framework of the terms. The individual members cannot claim the association's assets.

(4) Upon closure of the East CCI, assets that do not have a specific purpose must be transferred to an institution with identical or similar tasks, or to other institutions whose purpose is to promote

economic cooperation between the Partner countries and Norway. A decision on this must be taken on an Extraordinary General Assembly (cf. § 22, point 2).

(5) The financial year follows the calendar year.

(6) The East CCI is not liable beyond its assets. Personal responsibility and obligations of the association's Board representatives and members cannot be transferred. If the East CCI receives funds on special terms, a separate account must be created for these funds. Such funds must be on separate bank accounts.

## **II. Membership**

### **§ 4 Types of membership**

(1) Members of the East CCI of Norway are:

- Ordinary members
- Invited members
- Honorary members

(2) Ordinary members are private persons, public and private companies as well as organizations with main office or branches in the Partner countries or in Norway, and that are interested in business cooperation between Partner countries and Norway.

(3) Private members, organizations, and associations which appear to serve the association's purpose may be admitted as invited members.

(4) Persons who in addition to promoting the association's objectives through their work in the trade and industrial cooperation between the Partner countries and Norway, may be elected by the Board of Directors as honorary members.

### **§ 5 Admission of members**

(1) Membership is decided by the Board of Directors based on a written application. The decision is to be sent to the applicant in a writing form as well. Reasons for possible refusals do not need to be given.

(2) Membership begins when confirmation of admission has been received. No one is entitled to membership. Employees of the East CCI cannot become members.

### **§ 6 Termination of membership**

(1) Membership terminates in case of non-fulfilment of the member's duties according to § 8, death, termination of the company, exclusion, and significant changes in ownership.

(2) Written notice of withdrawal must be submitted no later than 3 months before the end of the year. Cancellation becomes effective at the end of the year.

(3) The Board of Directors may waive the 3-month deadline when special considerations make this necessary.

(4) The Board of Directors may waive the 3-month deadline when special considerations make this necessary.

- (5) The Board of Directors can terminate a membership in the East CCI with a two-thirds majority when weighty reasons dictate this. Particularly serious offenses against the association's interests or serious infringement apply as weighty reasons.
- (6) Terminations give no right to a refund of the membership fee for the current year or a claim on the association's assets.

#### **§ 7 Rights of members**

- (1) All members have right to participate in the General Assembly, give proposals and use right their right to vote under the conditions below.
- (2) Every ordinary member who has paid its membership fee has one vote at the General Assembly. Companies and organizations exercise its right to vote by their legal representatives.
- (3) Voting rights can be transferred by written power of attorney. Such powers of attorney must be presented to the Board of Directors before the General Assembly is held. No representative can have more than 10% of total votes.
- (4) If it is properly based on the association's financial framework, members can receive advice and assistance in all matters that are covered by the association's tasks and expertise, cf. § 2. As part of the membership fee, several services will be included, including access to knowledge, seminars, breakfast meetings and other various information services. Members will be charged for outlays caused by special assignments. The association's costs in connection with exhibition representations will always be charged to the members.

#### **§ 8 Duties of members**

- (1) The members should support the East CCI to achieve its goal and fulfill its tasks. The members promise to undertake to follow the statutes and the decisions made by the association's bodies.
- (2) The members commit to pay the annual membership fee determined by the Board of Directors. For businesses, an annual fee must be determined based on turnover from the last year. For private individuals and organizations, the Board of Directors determines the annual fees. The fee must be paid at the beginning of the year. Honorary members are not paying membership fee.

### **III. General Assembly**

#### **§ 9 Scope of the General Assembly**

- (1) The General Assembly constitutes by the members of the association. The General Assembly has such authority as described by §§ 10 and 11 below.

#### **§ 10 Ordinary General Assembly**

- (1) The ordinary General Assembly shall be held during the first half of the year.
- (2) In addition to any statutory functions, the ordinary General Assembly shall have the following duties:

- a. Make a statement on the annual accounts and the annual report. Submit a statement to the Board of Directors or other bodies in the association.
- b. Election of members to the Board of Directors and Chair of the BoD.
- c. Approval of the auditor.
- d. Process received proposals.
- e. Propose honorary members.
- f. Decide on transformation of the association proposed by the Board, including changes of the statutes.

### **§ 11 Extraordinary General Assembly**

- (1) An extraordinary General Assembly is summoned based on a Board of Directors resolution. It must be held within 6 weeks when at least one fifth of the ordinary members give the Board of Directors a written and reasoned demand for this.

In addition to tasks based on the Statutes, an Extraordinary General Assembly can decide on dissolution of the Chamber (paragraph 22) and deal with other submitted proposals.

### **§ 12 Procedure**

- (1) The General Assembly is summoned by the Board of Directors. An invitation is sent electronically. The invitation shall contain an agenda and shall be sent at least 2 weeks before an ordinary General Assembly, and at least 1 week before an extraordinary General Assembly.
- (2) Members entitled to vote may forward additional proposals to the agenda. These must be submitted to the Board of Directors at least 2 weeks before the General Assembly.
- (3) The General Assembly is chaired by the Chair of the Board of Directors or, if he/she is prevented from chairing, by the Deputy Chair. If both are prevented, the General Assembly must be chaired by another member of the Board of Directors.
- (4) The General Assembly has decision-making capacity if decision making is in accordance with the statutes.
- (5) Decisions are made by a majority of the voting members that are present and/or represented if nothing else is clarified according to the statutes. In case of an equal number of votes, the Chair has a double vote.
- (6) The General Assembly may decide that voting shall be in secret. In case of equality of votes, voting shall be repeated. In case of repeated equality of votes, the proposal is to be considered by point c) as mentioned above not accepted. Elections are conducted secretly unless otherwise decided.
- (7) The meeting leader ensures that minutes are written. Minutes must contain all decisions and election results. The meeting leader shall sign the minutes.

## **IV. Council**

### **§ 13 Establishment, composition, and tasks**

- (1) The Board of Directors can decide that a Council shall be established.
- (2) The Council shall consist of leaders within business network in Partner countries. The Council shall promote the association's interests and shall provide necessary assistance and protection.
- (3) The Council and the Board of Directors shall meet once a year.
- (4) The Council shall have a leader ("Chair of the Council") appointed by the Board of the Directors. The term of position is three years and can be extended. Council members are elected for three years and can be re-elected.

## **V. Board**

### **§ 14 Tasks**

- (1) The Board of Directors is the association's highest body. The Board of Directors shall support the association's administration in its work, ensure that the objectives are achieved, decide on guidelines for business operations and look after the interests of the members. The Board of Directors must attach significant importance to decisions and statements from the General Assembly. The members of the BoD and Council shall contribute with positive promotion of the association to potential new members. Each BoD member is encouraged - alone or in collaboration with the administration – annually to recruit at least one new company.
- (2) In addition to duties based on the statutes, the Board of Directors shall have the following responsibilities:

- Electing the Deputy Chair
- Appoint Council members and Chair of the Council
- Hire a Managing Director
- Prepare an Annual report for the General Assembly
- Determine the size of fees for services suggested by the Managing Director
- Determine membership fees, cf. § 8
- Carry out possible exclusions of members
- Decide on budgets and settlements
- Promote membership in the association externally where this is natural (website, social media, and meeting venues)

- (3) Otherwise, the Board of Directors is responsible for all questions that are not expressly reserved for the General Assembly or other bodies.

### **§ 15 Composition and election**

- (1) The Board of Directors consists of members, including the Chair and Deputy Chair. The Chair and Deputy Chair can externally use the titles "President" and "Vice President", in the contexts where it is appropriate. The Board of Directors shall be composed in a way that

reflects personnel who have commercial activities with and in the East CCI's Partner Countries.

- (2) The BoD members, including the Chair, are elected for a 3-year term, and can be re-elected. The election of BoD members and Chair is personal. The BoD can accept the appointment of personal deputy representatives. To ensure continuity in the BoD new elections must be held every year.
- (3) At least half of the BoD members shall be residents in Norway.
- (4) BoD work is an unpaid position of trust.
- (5) The BoD and any ordinary member of the EO with voting rights, may give written proposals on candidates to the Board of Directors (cf. § 7, point 2). The proposals shall be sent to all EO members in connection with an invitation to the General Assembly.
- (6) If a BoD member resigns before the end of her/his term, the General Assembly shall appoint a new Board member.

#### **§ 16 Meetings, conclusions, protocols**

- (1) BoD meetings is summoned and chaired by the Chair and, if is prevented, by the Deputy Chair or, where applicable, whoever the BoD may appoint. BoD meetings shall take place regularly and at least twice a year. Invitations to meetings should be sent together with an agenda at least 7 days prior to the BoD meeting. In emergency cases, invitations may can take place orally and with a shorter deadline.
- (2) After election of a new Board, a Board meeting shall be held be right after the ordinary General Assembly.
- (3) The BoD has decision-making capacity when at least half of the BoD's members are present. Decisions are made based on a simple majority, unless otherwise written on the statutes of the association. In case of an equal number of votes, the Chair's vote counts twice and, if he/she is not present, by the Deputy Chair or whoever the Board od Directors may appoint as Chair.
- (4) Minutes of the Board meetings must be written. The minutes must be sent to the Board members, they must approve and sign those.

#### **§ 17 Working groups/Committees**

- (1) If necessary, the Board of Directors can set up groups to support its work, with responsibility for specific matters as described by the BoD. Working Groups have only an advisory function and are convened by the Chair of the WG. The Working group chooses its own leader, who reports to the Board of Directors.
- (2) For examining extraordinary questions, the BoD may appoint Extraordinary Working groups consisting of the association's members. The Chair of the Working Group is appointed by the BoD and reports to the Managing Director.

#### **§ 18 Signature**

- (1) The East CCI of Norway prokura by the Chair or Deputy Chair together with a BoD member, or two BoD members together.



## **VI. Managing Director**

### **§ 19**

- (1) The Bod can decide to employ a Managing Director. Otherwise, the tasks mentioned in this chapter belong to the obligations of the BoD.
- (2) The Managing Director is responsible for all ongoing business within the framework of the statutes of the association.
- (3) All employees of the East CCI are employed by the Managing Director. The Managing Director can, in consultation with the BoD, appoint an employee as his deputy.
- (4) The Managing Director or her/his deputy participates in member meetings, BoD meetings, Council meetings and Working Groups.
- (5) The Managing Director and all employees of the East CCI do their duties objectively, impartially, and confidentially.

## **VII. Amendments to the statutes**

### **§ 20**

- (1) Following a proposal from the BoD or a written inquiry from at least a quarter of the ordinary members, the statutes can be amended by the BoD and as a following decision by the General Assembly. A proposal to amend the statutes must be sent in writing form to the members in advance. The General Assembly's decision to amend the statutes of the association requires a two-thirds majority of the votes present or represented.

## **VIII. Liquidation of the East Office**

### **§ 21**

- (1) Liquidation of the East CCI can only take place after a decision at the General Assembly. Proposals for liquidation can be given by the BoD or to the BoD by at least one third of the ordinary members. Proposals for liquidation must be submitted in writing to the BoD. If a proposal for liquidation has been received, the BoD must summon an extraordinary General Assembly within four weeks.
- (2) The invitation shall clearly state the purpose of the meeting.
- (3) An extraordinary General Assembly is competent when at least half of all members entitled to vote are present or represented. Liquidation can only be made with a two-thirds majority of the votes present or represented in the extraordinary General Assembly.
- (4) The use of the the association's statutes (cf. § 3, point 3) is decided by the General Assembly with a simple majority.