

ARTICLES OF ASSOCIATION FOR THE STROMME FOUNDATION

Article 1. Name of the Foundation and head office

The name of the Foundation shall be “Strømmestiftelsen” in Norwegian, “Stromme Foundation” in English, “Fundación Stromme” in Spanish, and “Fondation Stromme” in French.

The Foundation’s head office shall be located in Kristiansand, Norway.

Article 2. The purpose of the Foundation

The purpose of the Foundation shall be:

- a) To continue Resident Chaplain Olav Kr. Strømme’s fundraising efforts in support of mission, development and relief projects, including actively informing the public about the projects in which the Foundation is engaged and about North-South issues in general;
- b) To manage raised funds and public funds and to provide assistance to various specific projects as stated in point (a). Assistance shall be aimed specifically at consolidating and strengthening beneficiaries’ human dignity and ability for self-help. This will be channelled through partner organizations, churches, mission organizations and other regional organizations;
- c) To base its further operations on Christian values and perspectives on humanity, and the consequent commitment to practical care for people in need, regardless of ethnicity, religion, nationality or political conviction;
- d) To help people out of poverty.

Article 3. Original capital for the Foundation

The original capital is NOK 3 326 092, which represents the funds that Res. Chaplain Olav Kr. Strømme had collected and on his death were not disposed of.

The original capital is immovable.

Article 4. The Board of Directors

When electing Board members, due emphasis must be placed on ensuring that the Board composed has relevant qualifications and experience, and a fair gender balance.

The Board of Directors shall be comprised of 7 members in total, and 3 deputy members.

The Board shall be elected as follows:

- The Council shall elect 6 members and 2 deputy members, of whom at least one member shall be elected from one of the countries in which Stromme Foundation operates.
- 1 member and 1 deputy member shall be elected from among Foundation staff.

The Council shall elect the Chairman of the Board from among the appointed Board members.

Board member elections shall be organized by an election committee, ref. Article 6.

All Board members and deputy members are appointed for a 2-year term.

The term of office follows the calendar year.

Of the Board members who are appointed by the Council, half shall be up for election each year. After the first year of the term of office, fifty percent of the seats shall be made available in a new election, and the seats in question shall be drawn by lots.

Board members and deputy members may be re-elected to the same function up to three times. The total service time on the Board should not exceed 8 years. At elections, the aim shall be to strike a fair balance between considerations for renewal and considerations for continuity.

The Board shall constitute a quorum whenever the Chairman or the Deputy Chairman and at least 3 members or deputy members are present. Decisions in the Board are reached by majority vote, however, please refer to Article 11. When votes are tied, the Chairman shall have the casting vote.

The Board shall appoint a Secretary General.

The Chairman of the Board shall call a Board meeting whenever necessary, or whenever a majority of the Board members so demand.

Article 5. The Council

The Foundation shall have a Council comprised of no less than 15 members.

The family of Resident Chaplain Olav Kr. Strømme shall appoint one member of the Council.

The remaining members of the Council shall be elected by the Council itself, for a term of 3 years. The term of office shall follow the calendar year.

The election shall take place such that up to one third of the Council member seats are up for election each year. Following each of the initial two years, lots shall be drawn to decide which third of member seats shall be up for election.

Council member elections shall be organized by a separately appointed *election committee*, ref. Article 6.

Council members may be re-elected to the same function twice – such that any one consecutive term of office may not exceed 9 years.

The Council Chairman and Deputy Chairman shall be elected for a term of three years by and from the Council members.

Council decisions are reached by majority vote, however, ref. Articles 10 and 11. If the vote is tied, the Chairman shall have the casting vote.

The Council shall constitute a quorum whenever at least 7 members are present.

The Council shall monitor the Foundation's activities and ensure that they are conducted in accordance with applicable laws and these Articles of Association. In particular, the Council shall supervise any dispositions made by the Board.

Furthermore, the Council shall have the following mandate/authority:

- To elect the Chairman of the Board, Board members, and Council members
- To draft a statement regarding the annual accounts and report of the Foundation.
- To comment, at the request of the Board, on the Foundation's strategy and long-term plans.
- To reach a decision regarding any proposed amendments to these Articles of Association (ref. Article 10).

- To reach a decision regarding any proposed dissolution of the Foundation (ref. Article 11).
- To advise the Board on matters brought before the Council, or on matters raised on the Council's own initiative.

The Council shall convene no less often than twice a year, and whenever the Chairman, a majority of Council members, or the Board deems it necessary.

Article 6. Election Committee

Any election of members to the Board and Council shall be organized by an Election Committee comprised of three members.

Members of the Election Committee shall be appointed as follows:

- One member shall be appointed by the Council from among Council members
- One member shall be appointed by the Council, but *not* from among Council members
- One member shall be appointed by the Board, but *not* from among Board members *or* deputy members.

Members of the Election Committee shall be appointed for 3 years at a time, and shall appoint a Committee Chair from among Committee members.

The responsibility of the Election Committee shall be to propose candidates to the Board and to the Council.

In its activities, the Election Committee shall consult with the Foundation's Council Chairman, Board Chairman, and business manager.

The Election Committee shall have found and presented potential candidates for the Council no later than 2 – two - weeks prior to the Council election meeting.

One should emphasize that all candidates are bound by the Foundation's purpose and core values, ref. Articles 2, 3, and 7.

Article 7. Regulations regarding terms of office

Representatives must comply with requirements pertaining to impartiality stipulated by the Norwegian Monitoring Agency for Fundraising Organizations (*Innsamlingskontrollen*).

Officers in the Foundation shall not receive remuneration for their services.

Officers are bound by the purpose and core values of the Foundation as described above, in Articles 2 and 3 of these Articles of Association.

Article 8. Accounting and Auditing

Foundation accounting and audits must comply with the statutory provisions of the [Norwegian] Foundations Act no. 11 of 23 May 1980, as defined at any given time.

The Foundation must engage a state authorized public accountant, proposed by the Board and approved by the Council.

The Foundation shall be a member of Norwegian Monitoring Agency for Fundraising Organizations (*Innsamlingskontrollen*).

Article 9. Foundation signature and power of attorney

The Chairman of the Board and the Secretary General may jointly sign on behalf of the Foundation. In their absence, two members of the Board may jointly sign.

The Secretary General may grant power of attorney.

Article 10. Amendments to these Articles of Association

Amendments are subject to a two thirds majority decision by the Council, as defined by the total number of elected Council members at any given time.

Proposed amendments must be presented to the Board for comments prior to the Council passing any resolutions.

Proposed amendments must be sent to all Council members no less than four weeks prior to the Council convening to address the issue.

If the proposed amendments apply to provisions in these Articles of Association that directly concern the purpose of the Foundation, or provisions on which significant emphasis was placed at the time the Foundation was established, the Council's authority to adopt amendments shall be limited to circumstances specified in Section 35, Subsection 1 of the [Norwegian] Foundations Act.

Article 11. Dissolution

Dissolution of the Foundation may take place following a Board resolution to that effect with no less than 5 votes in two consecutive Board meetings, and following a subsequent approval of the dissolution by a two thirds majority in the Council, as defined by the total number of elected Council members at any given time.

The remaining Foundation funds at the time of dissolution shall be distributed as such that they benefit one or more projects previously supported by the Foundation in accordance to its objectives and values.

The Articles of Association were approved by the County Governor on 20 January 2003.

The Articles of Association were previously amended on 31 Oct 1983, 17 Jun 1986, 9 Jun 1989, 31 Mar 1990, 6 Feb 1995 and 18 Feb 2019.

Translated by Noricom Språktjenester AS
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Kristiansand, 28 March 2019.

