

THE COMPANIES ACT (as amended)

COMPANY REGISTRATION NUMBER: 98126


SPECIAL RESOLUTION

NORWEGIAN-BRITISH CHAMBER OF COMMERCE (the "Chamber") Limited by Guarantee

At the Hundred and Third Annual General Meeting of the Chamber, duly convened and held at the Royal Norwegian Embassy, 25 Belgrave Square, London SW1X on the 13th day of May 2009, the following resolutions were passed:-

SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association with respect to its objects be and the same is hereby altered in accordance with the attached document (and for the purpose of identification marked with an "M").
2. THAT the regulations set forth in the attached document (and for the purposes of identification marked with an "A") be and the same are hereby approved and adopted as the Articles of Association of the Chamber in substitution for and to the exclusion of all existing Articles.


.....
Chairman of the Meeting



COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION OF
THE NORWEGIAN-BRITISH CHAMBER OF COMMERCE

Certificate number: 98126

Incorporated in 27 May 1908

Goodwille Limited
St. James House
13 Kensington Square
W8 5HD London

"M"

COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION OF
THE NORWEGIAN-BRITISH CHAMBER OF COMMERCE

1. The name of the Association is "THE NORWEGIAN-BRITISH CHAMBER OF COMMERCE" (the "Chamber").
2. The Registered Office of the Chamber is situated in England and Wales.
3. The objects of the Chamber are;
 - 3.1 To provide a professional and social environment for business people who wish to be introduced to, and become a part of, the Norwegian-British business and culture community.
 - 3.2 To provide relevant business networking opportunities and encouraging dialogue between members
 - 3.3 To seek to create a community of peers where actively participating individuals enabled by the Chamber are inspired and supported by the larger community.
 - 3.4 To create a forum for social and professional networking for the Members of the Chamber.
 - 3.5 To act as a channel between Members and the Norwegian and British authorities on particular topics of special interest to the Members.
 - 3.6 To participate in the debate regarding trade and policy issues which are of concern to the Members of the Chamber both in Britain and in Norway.
 - 3.7 To study all practical questions in connection with and to promote, develop and extend the commercial relations between Norway and the United Kingdom.
 - 3.8 To discuss questions concerning the commercial interests of Norway, and to publish or not as may be thought fit the resolutions or opinions which the Chamber may come to or entertain with reference to such questions.
 - 3.9 To issue reports of the proceedings of the Chamber, and statistics or other literature containing information of interest to persons having business relations with Norway.
 - 3.10 To borrow monies for the purposes of the Chamber on such terms with or without security as may be thought desirable.
4. The income and property of the Chamber whatsoever derived shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to the Members of the Chamber.

5. Provided that, subject to the provisions contained in Clause 4 hereof, nothing herein contained shall prevent the payment in good faith of remuneration to any officers or employees of the Chamber, or to any Member of the Chamber not being a Member of the Council of Management or Governing body or other persons in return for any services actually rendered to the Chamber.
6. If any Member of the Chamber pays or receives any dividend, bonus or other profit in contravention of Clause 4 his liability shall be unlimited. Provided further that no Member of the Council of Management or governing body of the Chamber shall be appointed to any salaried office of the Chamber, or any office of the Chamber paid by fees, and that no remuneration shall be given by the Chamber to any Member of such Council or governing body except repayment of out of pocket expenses and interest on money lent.
7. Every Member of the Chamber undertakes to contribute to the assets of the Chamber in the event of the same being wound up during the time that he is a member or within one year he ceases to be a Member for payment of the debts and liabilities of the Chamber contracted before the time at which ceases to be a member, and of the costs, charges, and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £2, or in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.
8. If upon the winding up or dissolution of the Chamber there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Chamber, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Chamber to be determined by the Members of the Chamber at or before the time of dissolution, and in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions of this clause then to some charitable object.

Subscribers to the Memorandum of Association (as at 21 May 1908):

Subscribers:

Jacob Thode Krog Fagelund
60 Fenchurch Street,
London E.C.

Shipbroker

Lars Severin Zachariasen
12 Daylesford Avenue, Putney
London S.W.

Civil Engineer

Karl Fredrik Knudsen
60 Fenchurch Street,
London E.C.

Shipbroker

Oluf Christian Wulfsberg
27 St. Mary Axe
London E.C.

Timber Merchant

Eyvind Roll
149 Fenchurch Street
London E.C.

Shipbroker

Georg Christian Aargaard
18 High Holborn
London W.C.

Merchant

Johan Jorgensen
26/27 Farringdon Street
London E.C.

Merchant

Witness to Signatures

Edmond Herford Taperell
49 Finsbury Pavement, E.C.

Clerk to Samuel Mark Simmons,
Solicitor

Edmond Herford Taperell

Edmond Herford Taperell

Edmond Herford Taperell

Edmond Herford Taperell

Edmond Herford Taperell

Edmond Herford Taperell

COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
THE NORWEGIAN-BRITISH CHAMBER OF COMMERCE

1. PRELIMINARY

In these articles

"The Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force and any provisions of the Companies Act 2006 for the time being in force.

"The Articles" means the Articles of the Chamber.

"The Chamber" means the above-named Association.

"The Council" means the Council of management of the Chamber.

"Communication" and "electronic communication" means the same as in the Electronic Communications Act 2000.

"The Seal" means the common seal of the Chamber.

2. MEMBERS

2.1 The Subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles, and none others, shall be Members of the Chamber. Membership applications in the form set by the Council must be approved by the Council or person(s) appointed by the Council to such role.

2.2 The Council may cancel a membership from time to time as it sees fit.

2.3 Annual subscriptions shall be fixed by the General Meeting and altered from time to time.

2.4 All Members except Honorary Members are subject to payment of annual subscriptions and the liability imposed on them by the Memorandum of Articles.

2.5 No Member retiring from or ceasing to be a Member of the Chamber shall have any claim in respect of monies paid by him/her to the Chamber for subscriptions or on any other account.

2.6 The rights of Members shall not be transferable.

2.7 Classes of Members

2.7.1 Sponsor Membership

The Council can on an annual basis decide how many and which companies should be given the status of Sponsor members. All sponsor members shall hold a corporate membership with the Chamber. Sponsor members shall enjoy additional privileges and benefits in return for their sponsorship, such as decided by the Council.

2.7.2 Corporate Membership

- (i) Companies incorporated in Norway with business or business interests in the United Kingdom and;
- (ii) Companies incorporated in the United Kingdom with business or business interests in Norway.

2.7.3 Sole Trader Membership

Norwegian sole traders with business or business interests in the United Kingdom and British sole traders with business or business interests in Norway.

2.7.4 Individual Membership

Norwegian nationals resident in the United Kingdom or individuals of any nationality having an interest in the Norwegian-British business community.

2.7.5 Young Professional Membership

Norwegian nationals under the age of 35 who are resident in the United Kingdom or individuals of any nationality under the age of 35 having an interest in the Norwegian-British business community.

2.7.6 Student Membership

Full-time students resident in the United Kingdom under the age of 35.

2.7.7 Pensioner Membership

Retired individual members having reached the age of 65.

2.7.8 Honorary Membership

- (i) One Diplomatic representative of the United Kingdom in Oslo and one Diplomatic representative of Norway in London and;
- (ii) Persons who have rendered eminent and signal service to the Chamber or otherwise eligible as honorary members.
- (iii) Notwithstanding article 2.1 all appointments for Honorary membership must be approved unanimously by the Council.

3. THE COUNCIL

- 3.1 Unless otherwise resolved in a General Meeting the minimum number of members of the Council is six but having no maximum.
- 3.2 The members of the Council must also be members of the Chamber.
- 3.3 There shall be one President and any number of Vice-Presidents of the Chamber elected by the Council from the Members of the Council in a General Meeting of the Chamber.
- 3.4 The President of the Chamber is elected for a two-year period (1st term), which the Council can extend for a further two-year period (2nd term) unless otherwise resolved in a General Meeting.
- 3.5 Notwithstanding article 3.8 a retired President can remain as a Member of the Council for a period of one year before retiring as a Member of the Council. He will then become eligible for re-election as a Member of the Council.
- 3.6 In the event of any casual vacancy occurring in the office of the President the Council may elect another of their body to serve until the next General Meeting.
- 3.7 The Council can appoint from time to time any person aged 18 or above to be a member of the Council to fill a casual vacancy or as an addition to existing members of the Council. All new members shall retire and stand for re-election in the next General Meeting following their appointment.
- 3.8 At each General Meeting one-third of the elected Members of the Council shall retire by rotation, or if their number is not a multiple of three, then the number nearest to, but not exceeding one-third shall retire. The Members of the Council counted towards the one-third to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment. The President or those Members appointed in accordance with article 3.7 shall not be counted towards the one-third retiring by rotation.
- 3.9 Any retiring Member shall be eligible for re-election.
- 3.10 Members of the Council may retire their office by sending in a resignation in writing to the Council, and any Member of the Council ceasing to be a Member of the Chamber shall ipso facto cease to be a Member of the Council.
- 3.11 Meetings
 - 3.11.1 Meetings of the Council shall be presided over by the President, or, if absent by one of the Vice-Presidents. If neither President or Vice-President are present, the Council shall select a Chairman for the purposes of the meeting. The presiding Member shall have a second or casting vote.
 - 3.11.2 The Council shall meet six times a year or as often as the business of the Chamber requires. The Council may from time to time make regulations for their meetings and proceedings, and alter, vary and rescind them.
- 3.12 Quorum

- 3.12.1 The quorum of the Council is four or one quarter of the total number of Council Members in office from time to time which ever is greater.
- 3.13 Termination of appointment.
- 3.13.1 The office of a Member of the Council shall be vacated if he becomes prohibited or disqualified from acting as a Council Member by law; or
- 3.13.2 He becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 3.13.3 He is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 3.13.4 He resigns his office by notice to the Chamber; or
- 3.13.5 He shall have been absent from meetings of the Council for a period of six months without sufficient cause recognised by the Council may, if the other Members of the Council so determine, be considered as having retired.
- 3.14 The Council shall appoint a paid Secretary and Treasurer and such other clerks as may be deemed necessary for the business of the Chamber, take premises for the use of the Chamber, retain and pay for the services of professional persons and others, and generally manage the business of the Chamber and existing funds. They may execute all the powers of the Chamber not hereby expressly conferred on General Meetings of the Chamber, and which are not by Statute required to be exercised by the Chamber in General Meeting.
- 3.15 Committees
- 3.15.1 The Council may appoint temporary or permanent Committees and/or Boards for advisory or arbitration purposes or to deal with special questions falling within the sphere of any particular trade or business. If considered desirable, a Member or Members of the Chamber may be added to such Committees with powers to vote thereon.
- 3.15.2 Should the Council appoint an advisory board it's role shall be to act as a consultative body the Council. The Council may appoint and remove its members and to determine its terms from time to time.
- 3.15.3 The Council may establish local district committees consisting of Members of the Chamber in any area in which they consider the number of Members warrants such a district committee, and they may adopt, alter or cancel by-laws or standing orders for the regulation of local district committees.
- 3.15.4 The Council shall have power to discontinue or dissolve any local district committee. While recognised by the Council, The Chamber shall be liable for the expenses or debts incurred by any local district committee, but shall be entitled to be indemnified in respect of any such expenses or debts by the Members of the local district committee incurring the same, unless the same shall have been expressly sanctioned by the Council.

4. RESERVED COUNCIL MATTERS

- 4.1 The Chamber's general business aims and strategy and the preparation and approval of detailed business plans.
- 4.2 Any material change in the nature of the Chamber's current business or the commencement of any new business not incidental to the Chamber's current business.
- 4.3 The Chamber's annual budgets.
- 4.4 Any resolution to be put to the Chamber in general meeting other than normal business to be transacted at the Chamber's General Meeting.
- 4.5 Any change of the auditors (or reporting accountants) of the Chamber for a casual vacancy.
- 4.6 The entering into by the Chamber of any material contract outside the ordinary course of its business which includes any contract of any kind between the Chamber and any of its Members.
- 4.7 Any capital or revenue arrangement or commitment in excess of 5 % of the annual budget or under which the Chamber is obliged to spend or entitled to receive more than 5 % of the annual budget or otherwise outside the terms of the Chamber's annual budgets.
- 4.8 The terms of service for any Council Member, consultant or senior employee of the Chamber and any variation in such terms and any appointment or dismissal of any such person.
- 4.9 The borrowing or giving security, including any guarantee or indemnity for amounts exceeding 5 % of the annual budget.
- 4.10 The commencement of any legal or arbitration proceedings (other than routine debt collection) or assignment or factoring books of debts.
- 4.11 The making of any loan or any extension of credit other than credit granted in the normal course of the Chamber's business or change of bankers or the terms of its mandate(s).
- 4.12 The delegation by the Council Members of any of their powers to any committee of Council Members or other duly attained representation.

5. ALTERNATE COUNCIL MEMBERS

- 5.1 A Council Member or any individual approved by the Council may act as an alternate to represent more than one Council Member, and an alternate Council Member shall be entitled at any meeting of the Council or of any committee of the Council to one vote for every Council Member whom he represents in addition to his own vote (if any) as a Council Member, but he shall count as only one for the purpose of determining whether a quorum is present.

5.2 Unless otherwise determined by the Chamber in general meeting an alternate Council member shall not be entitled as such to receive any remuneration from the Chamber, save that he may be paid by the Chamber such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Chamber from time to time direct.

6. GENERAL MEETINGS

6.1 All business shall be deemed special that is transacted at a general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council Members and auditors, the election of Council Members in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors

6.2 Nine members entitled to attend and vote at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. No business shall be transacted at any Meeting unless a quorum is present.

6.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council Members may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore such adjourned general meeting shall be dissolved.

6.4 Proxies

6.4.1 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:

6.4.2 In the case of an instrument in writing be deposited at the office or at such other place in the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or

6.4.3 In the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

(i) In the notice convening the meeting, or

(ii) In any instrument of proxy sent out by the Chamber in relation to the meeting, or

(iii) In any invitation contained in an electronic communication to appoint a proxy issued by the Chamber in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- 6.4.4 In the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 6.4.5 Where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Member of the Council or;
- 6.4.6 An appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this Article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

6.5 Notices

- 6.5.1 Subject to the provisions of The Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by their representative) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.
- 6.5.2 The accidental omission to give notice of a meeting to, or the non/receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

7. COMMON SEAL

- 7.1 If the Chamber has a seal it shall only be used with the authority of the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council Member and by the secretary or second Council Member.
- 7.2 The Chamber may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Council.

8. AUDITORS

- 8.1 An Auditor or Auditors shall be appointed by the Chamber at each General Meeting to hold office until the next General Meeting, and their remuneration (if any) shall at the same time be fixed.

9. INDEMNITY

- 9.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled, every member of the Council or other officer or Auditor of the Chamber shall be indemnified out of the assets of the Chamber against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Chamber.