# STATUTES <br> FOR THE ASSOCIATION <br> THE NORWEGIAN RETAILERS' ENVIRONMENT FUND 

## 1 Name and legal status

1.1 The full name of the association is the Norwegian Retailers' Environment Fund.
1.2 The Norwegian Retailers' Environment Fund is an independent, stand-alone legal entity. None of the association's members or other third parties are responsible for the association's liabilities unless otherwise specifically agreed with the association's creditors. None of the members have rights to the association's assets.

## 2 Purposes

2.1 The purposes of the association is to:

- Contribute to ensuring that members at all times can comply with national and international regulatory requirements that aim to promote sustainable use of plastic carrier bags
- Fund measures that involve preventing and cleaning up plastic pollution
- Fund measures that contribute to reduced consumption of plastic and a circular plastics economy.

It is not the association's purpose to promote the financial interests of its members, nor is its purpose commercial.

## 3 The association's tasks

3.1 The association's task is to collect membership fees for plastic carrier bags from affiliated members and to achieve the association's purposes by managing the funds in accordance with these statutes.

## 4 Use of the association's funds

4.1 The association shall not disburse financial dividends to its members.
4.2 The association shall not allocate funds to individual members' activities in pursuit of the association's purposes, unless the result of the activity benefits all the other
members.
4.3 The association's funds shall be used to achieve the association's purposes. This also includes managing surplus liquidity to pursue the association's purposes, and to fund its operation.
4.4 The Chief Executive Officer is obliged to draw up and ensure compliance with guidelines for responsible use of the association's funds. The guidelines must ensure that independent experts are involved in assessing which measures the association should support in order to achieve its purposes.
4.5 The association shall at all times have sufficient equity to ensure that the association can be wound up in an orderly manner if all income ceases. In the event of the association being wound up in future, its funds must be sufficient to finance operations for at least one year to ensure that ongoing projects can be expediently followed up and concluded.

## 5 Membership

5.1 The association only has two categories of membership, as described in 5.2 and 5.3. The Chief Executive Officer decides outcomes of applications for membership, but cannot refuse membership except on reasonable grounds.
5.2 Members in the Trade Association category are organisations that organise retail companies that sell plastic carrier bags to end users in the Norwegian market.
5.3 Members in the Retail Companies category are companies that sell plastic carrier bags to end users in the Norwegian market. The subcategory Retail Companies Grocery ${ }^{1}$ comprises retail companies whose main activity is the sale of groceries. The subcategory Retail Company Service and Specialist comprises the remaining members.
5.4 By plastic carrier bag is meant carrier bags made from plastic more than 15 microns thick, with or without a handle, which are normally sold to consumers by retail companies, but also where another company is the end customer.

[^0]5.5 Where Retail Companies are organised in one or more chains, it is generally the company's parent company that can be a member on behalf of the chain(s) and the individual shops.
5.6 When joining, a Membership Agreement is signed that regulates the rights and obligations that apply between the Member and the association.

## 6 Membership fee

6.1 Members in the Retail Company Grocery category pay a membership fee based on the number of plastic carrier bags bought during a calendar year.
6.2 Members in the Retail Company Service and Specialist category pay a membership fee preferably based on the number of plastic carrier bags bought, or, alternatively, on the number of plastic carrier bags sold, during a calendar year.
6.3 The membership fee is decided by the annual general meeting. Proposals to change the membership fee may only be put forward by the Board, and decisions to change the membership fee require a two-thirds majority.
6.4 Where a parent company is a member of the association, the company is responsible for paying the fee for plastic carrier bags in all the participating company's chains and shops. The association shall nonetheless take steps to ensure that each individual chain or group company can report its purchases or sales of plastic carrier bags and be invoiced for their share of the member's fee.
6.5 Retail companies decide the market sales price of plastic carrier bags sold.
6.6 Members who have not paid the membership fee for the preceding year lose the right to vote and other membership rights, and their membership of the association may be revoked by decision of the Board. A member whose membership has been revoked cannot be accepted as a member again until outstanding membership fees have been paid.

## 7 Governing bodies

The association has the following governing bodies:

1. Annual general meeting
2. Nomination Committee
3. The Board
4. Chief Executive Officer

## 8 Annual general meeting

8.1 The annual general meeting is the association's supreme authority. Annual general meetings are held every year by the end of June, and notice of the meeting is sent by the Board with at least six weeks' notice.
8.2 The annual general meeting shall consider the following matters:

1. Approval of the notice of the meeting, the agenda and rules of procedure
2. Election of:
a. Chair of the meeting
b. Secretary to write minutes of the meeting
c. Two people to sign the minutes
d. Tellers
3. Registration of those eligible to vote
4. The Board's report
5. The association's accounts and auditor's report for the preceding financial year
6. Remuneration of the Board
7. Stipulation of the membership fee
8. Amendments to the statutes
9. Proposals submitted for consideration
10. Election of:
a. Chair of the Board
b. Board members and deputy members
c. Nomination committee consisting of three members
d. Auditor
8.3 Proposals for consideration by the annual general meeting must be sent to the Board at least four weeks before the meeting. The full agenda and case documents must be available to the members no later than two weeks prior to the meeting. The annual general meeting cannot consider matters that are not listed on the agenda.
8.4 One representative and one observer from each member of the Trade Association category and each member of the Retail Company category that has paid the membership fee are eligible to attend the annual general meeting. The Board also attends the meeting. The members have the right to vote, speak and put forward. proposals. Observers and Board members have the right to speak. The annual general meeting may approve other people and/or media being present.
8.5 The annual general meeting forms a quorum consisting of the number of members present who are eligible to vote. Voting can take place by proxy. A power of attorney
must be presented from the head of each member organisation. Members who represent other members and intend to vote must have power of attorney.
8.6 Extraordinary general meetings are held at the request of the Board, or if at least one-third of the members who are eligible to vote so request. Notice of extraordinary general meetings is given in the same way as for annual general meetings, but with at least 14 days' notice, and the agenda and case documents must be made available at least seven days before the date of the meeting. Extraordinary general meetings may only consider and decide matters announced in the notice of the meeting.

## 9 Voting at the annual general meeting

9.1 Unless otherwise specified in the statutes, to be valid, a resolution requires a simple majority of the votes cast. Blank votes are deemed not to have been cast. Twenty votes are distributed equally among the members of the Trade Association category. Each member of the Retail Company category is allocated a number of votes based on their share of purchased or sold plastic carrier bags multiplied by 80. A member's share is calculated by dividing the number of plastic carrier bags the member purchased or sold in the preceding calendar year by the total number of plastic carrier bags purchased or sold by all members during the same period.
9.2 Elections take place in writing if more than one person is proposed. Only proposed candidates can be included on the ballot paper. If more than one person is to be elected in the same vote, the ballot paper must include the number of different candidates to be elected in the vote in question. Blank ballot papers, or ballots that contain the names of candidates that have not been proposed, or a different number of candidates than are to be elected, do not count, and shall be deemed not to have been cast.
9.3 When an individual election is held, and a candidate does not receive more than half the votes cast, the person with the most votes is deemed to be elected.
9.4 When several candidates are to be elected in one vote, all the candidates must receive more than half the votes cast to be deemed to have been elected. This does not apply to the election of deputy representatives. If an insufficient number of candidates receive enough votes in the first round, those that receive more than half the votes are deemed to have been elected. In such cases, a second ballot will be held between the other candidates, and those with the most votes after this round are deemed to be elected. In the event of parity of votes in the second ballot, the election shall be decided by drawing lots.
9.5 Decisions on amendments to the statutes are made by the annual general meeting. A two-thirds majority of those present who are eligible to vote is required to adopt such amendments.

## 10 The Board

10.1 The association is led by a Board consisting of nine members, and nine personal deputy members. Deputy members are only eligible to attend meetings if the Board member in question is unable to attend or if the Board so decides.

- The three members of the Retail Company Grocery category that had the highest number of purchased plastic carrier bags in the preceding year appoint one Board member each.

The rest of the Board members are elected from among the following:

- three representatives from different members of the Trade Association category,
- one representative from the Retail Company Service and Specialist category,
- one representative from the environmental movement
- one representative of the waste management industry
10.2 The Board's elected representatives are elected by the annual general meeting on the recommendation of the nomination committee. Each member is elected for a period of two years, such that four or five Board members are up for election every year.
10.3 Only natural persons can be Board members.
10.4 The Board elects its deputy chair from among its members.
10.5 The Duties of the Board:

1. to ensure that the association's activities are in accordance with the law, the statutes and adopted resolutions.
2. to appoint the Chief Executive Officer
3. the Board shall keep up to date with the association's financial position and ensure that its activities, accounts and asset management are under control
4. to approve the association's strategies
5. to recommend representatives to the nomination committee
10.6 The Board shall hold meetings when the chair or a majority of the Board members so request. The Board can make decisions when a majority of the Board's members are present. Decisions are made by a majority of the votes cast, but nonetheless such
that all decisions must have the support of at least three of the Board members elected from the Retail Company category. In the event of an equal number of votes for two different decisions, the chair has the casting vote.
10.7 The chair of the Board and the Chief Executive Officer jointly sign for the association on business matters.
10.8 Board members who are also employees of a member of the association shall not typically receive remuneration for their offices. Board members who are not employed by a member of the association shall, as a rule, receive a reasonable fee for time spent and the risk involved. The fee is proposed by the Board and adopted by the annual general meeting.

## 11 Chief Executive Officer (CEO)

11.1 The CEO is responsible for the day-to-day management of the association's activities, and shall represent the association externally and comply with the guidelines and instructions issued by the Board.
11.2 Day-to-day management does not include matters that, taking the association's situation into consideration, are of an extraordinary nature or of great significance.
11.3 In other respects, the CEO may, with the Board's authorisation, make decisions in matters on a case-by-case basis or if it is not possible to await the decision of the Board without causing significant inconvenience to the association. The Board must be informed of such decisions as soon as possible.
11.4 The CEO is subordinate to the Board and must comply with the guidelines and instructions issued by the Board.
11.5 The CEO shall ensure that the association's accounts comply with laws and regulations, and that its asset management is adequately organised.

## 12 Nomination Committee

12.1 The nomination committee shall recommend candidates for Board offices to be elected at the annual general meeting. The nomination committee consists of a chair and two members elected by the annual general meeting on the recommendation of
the Board.
Decisions are made by a simple majority of the nomination committee.
12.2 The nomination committee's members serve for a period of three years, such that one member is up for election every year. The nomination committee is chaired by the longest-serving member.
12.3 If up to two members resign from the nomination committee, the Board can supplement the nomination committee by up to two members. If more members resign, the Board must convene an extraordinary general meeting to elect a new nomination committee.
12.4 The nomination committee's recommendation is made known at the same time as the notice of the annual general meeting.

## 13 Code of conduct, impartiality and competition law

13.1 The association shall adopt a code of conduct for the association's governing bodies, employees and others acting on behalf of the association
13.2 The association shall adopt rules concerning impartiality for the association's governing bodies, employees and others acting on behalf of the association.
13.3 The association shall have a set of guidelines that seek to ensure that all activities carried out by the Norwegian Retailers' Environment Fund comply with the competition legislation in force at all times.

## 14 Withdrawal

14.1 Member organisations in the Trade Association category can terminate their membership of the association by giving six (6) months' notice.
14.2 Member organisations in the Retail Company category can terminate their membership of the association by giving six (6) months' notice.
14.3 In the event of significant changes in the prerequisites on which the Membership agreement is based, the Member may terminate the agreement so that it expires when these changes enter into force. This is contingent on the association receiving notice of termination within 14 days at the latest of the Member being informed of such a change.
14.4 Termination of membership pursuant to this statute 14 takes effect from the end of the last calendar month in the period of notice.
14.5 Notice of termination must be given in writing.
14.6 Withdrawal from the association does not normally confer a right to repayment of the fee, with the exception of the conditions set out in the membership agreement.

## 15 Exclusion

15.1 Member organisations that do not comply with the guidelines adopted by the Board or that fail to pay the membership fee may, by decision of the Board, forfeit their membership. Such decisions can be appealed to the annual general meeting.
15.2 Decisions on exclusion may only be made by the Board with a two-thirds majority of the members present. The member it is proposed to exclude must be given an opportunity, with reasonable notice, to comment on the matter before a decision is made. The affected member can, within 14 days, appeal the Board's decision to the annual general meeting.
15.3 In the event of an appeal against the Board's decision, the member will be deemed to be suspended until the annual general meeting has considered the matter and made a decision. The suspended member is entitled to make a statement and respond to arguments before the annual general meeting makes its decision.

## 16 Dissolution, merger and division

16.1 Dissolution of the association can only be considered by the annual general meeting.

If a decision to dissolve the association is adopted with at least a two-thirds majority, an extraordinary general meeting will be convened three months later. Dissolution can only take place if the decision is confirmed by the extraordinary general meeting with a two-thirds majority. The Board shall submit a plan at this general meeting for the administration of the association's assets in accordance with statute 16.3. Such a plan is deemed to have been adopted if the annual general meeting passes a resolution on the dissolution of the association.
16.2 A dissolution committee shall be elected to carry out the dissolution. The ordinary Board may be elected as the dissolution committee or serve as a dissolution committee if an election is not held.
16.3 After dissolution and the settlement of debts, the association's assets shall pass onto the association's purposes. None of the members has any claim on the association's funds or any part thereof. The dissolution committee shall ensure that the association's assets are managed in accordance with the adopted plan.
16.4 A merger with other associations or division of the association is not deemed to constitute dissolution. Decisions on merging/division of the association and the amendments to the statutes required in that connection are made in accordance with the provisions on amendments to the statutes, cf. statute 9.5. The Board shall in that regard prepare a plan for the merger/division on which the annual general meeting will vote. The consent of the association's creditors must be obtained in the event of a merger or division.


[^0]:    ${ }^{1}$ The subcategory 'Retail Companies Grocery' comprises companies where the main activity of the member and underlying entities falls under NACE-code 47.111.

