

# Bylaws for the BCC Federation

*Adopted by the Constitutional Assembly on November 21, 2021. Revised 25 July 2022.*

## Article 1 – About the BCC Federation. About the bylaws.

The name of the organization is "the BCC Federation". The BCC Federation is a legal person incorporated pursuant to Norwegian association law, registered and resident in Norway. The BCC Federation is regulated by the "Constitution for The BCC Federation" (hereafter "the Constitution") and these bylaws.

These bylaws are subordinated to the Constitution. Definitions in the Constitution apply equally to these bylaws.

## Article 2 – The activities of the BCC Federation

The BCC Federation's objectives follow from the Constitution article 1.2.C.

By serving as the central organization for the members of the BCC Federation, the BCC Federation shall amongst others perform the following activities:

- facilitate the execution of the authority and the activities that pursuant to the Constitution or these bylaws are carried out by the Assembly of Representatives, the Elders, the Secretariat, the Nomination Committee and other committees, and
- take care of the interests of the federation within areas such as finance, compliance, communication, IT, and internal audit as well as other central organization services, and
- be the employer of the members of the Elders, the Secretariat and others who are employed by these or in other committees, and
- receive income and loans and manage the funds in line with the budget resolutions of the Assembly of Representatives, and
- represent the BCC Federation externally

## Article 3 – Membership application

The Secretariat determines requirements to applications for membership and to the applicant's bylaws and organization.

The applicant must submit to the Secretariat:

- a complete application with attachments
- a copy of the resolution by a relevant decision-making body that demonstrates that the applicant acknowledges the Constitution and wants to apply for membership

The Secretariat will present its assessment of the application and recommendation for decision to the Elders. The assessments and recommendations of the Elders and the Secretariat are then presented to the Assembly of Representatives.

The Secretariat or the Elders can ask follow-up questions or request additional documentation or information from the applicant to be able to assess the application.

## Article 4 – The Secretariat

### Article 4.1 About the Secretariat

The authority of the Secretariat is outlined in article 3.4 of the Constitution

The Secretariat is the board of the association.

The members of the Secretariat are elected by the Assembly of Representatives. The main responsibilities of the Secretariat are the Assembly of Representatives meetings, finance and strategy, communication, compliance and IT.

The Secretariat determines its internal organization and division of responsibilities unless otherwise stated in the Constitution, these bylaws, instructions or resolutions by the Assembly of Representatives.

### Article 4.2 The responsibilities of the Secretariat in relation to Assembly of Representatives meetings

4.2.1 The Secretariat shall ensure the execution of ordinary and extraordinary Assembly of Representatives meetings, including

- convening the meeting and circulating the agenda
- preparation and circulation of case documents
- registration of representatives
- meeting management, voting, and preparation of minutes
- communication and necessary follow-up of the execution of the resolutions of the Assembly of Representatives

4.2.2 The Secretariat shall ensure that all case documents presented for the Assembly of Representatives have a sound quality and elaborate on the necessary financial, legal and practical consequences of proposed resolutions.

4.2.3 The Secretariat shall ensure that statements from the Elders are collected and incorporated in the case documents that are presented for the Assembly of Representatives.

### Article 4.3 Finances and business plans

4.3.1. The Secretariat shall prepare a budget for the income of The BCC Federation to the BCC Federation and its joint initiatives.

4.3.2 The Secretariat shall prepare a budget for its own activities and other expenses related to the activities of the Assembly of Representatives as well as expenses related to income as mentioned in 4.3.1.

4.3.3 The Secretariat shall prepare plans for the BCC Federation's long-term finances and asset management.

4.3.4 The Secretariat determines the requirements for process, format and quality of budgets and activity plans that are presented for the Assembly of Representatives.

4.3.5 The Secretariat shall coordinate applications for grants and present a comprehensive proposal and recommendation to the Assembly of Representatives with respect to budgets and activity plans.

4.3.6 The Secretariat shall control the management of the finances by carrying out a sound finance and liquidity audit in the BCC Federation and the BCC Federation's Joint initiatives.

4.3.7 The Secretariat determines the requirements for process, format and quality on reporting on financial and non-financial results to the Assembly of Representatives, including performance evaluation.

#### Article 4.4 The common interests of the Federation

4.4.1. The Secretariat shall in cooperation with the Elders prepare strategies and goals for the BCC Federation.

4.4.2 The Secretariat shall ensure necessary coordination of the BCC Federation's joint initiatives and committees.

4.4.3 The Secretariat may determine minimum requirements for the BCC Federation's joint initiatives and committees on subjects such as compliance and ethical guidelines, finance, IT and communication, provided that this is necessary for the federation's common interests or risk management.

4.4.4 The Secretariat may control whether member organisations and bodies comply with applicable laws and their obligations towards the BCC Federation.

4.4.5 The Secretariat shall take a non-biased and elaborative role, as well as be responsible for the case documents, for reorganization projects within the BCC Federation that affect several entities, and which cannot in a reassuring way be handled by the affected entities alone.

4.4.6 The Secretariat shall ensure that drives and joint efforts within the BCC Federation have a satisfactory basis, organization, coordination, and ownership. "Drives and joint efforts" include collections, projects or focus areas that affect the whole or large parts of the activities of the BCC Federation and its members.

### Article 5 – The Nomination Committee

#### Article 5.1 - Mandate

5.1.1 The Nomination Committee proposes candidates for positions, who are then elected by the Assembly of Representatives pursuant to the Constitution, these bylaws or other instructions or resolutions by the Assembly of Representatives.

5.1.2 The Nomination Committee's proposals are advisory. The Assembly of Representatives may freely elect other candidates.

5.1.3 The Nomination Committee consists of 3 to 5 members who are elected for a tenure of two years at a time, but so that not all members' tenures expire simultaneously. The committee members may be re-elected. The Assembly of Representatives elect the members of the Nomination Committee, as well as the leader for the Nomination Committee, on the basis of the Nomination Committee's proposals.

5.1.4 The Nomination Committee adopts resolutions through a simple majority. In case of an equal number of votes, the vote of the leader counts as two votes.

#### Article 5.2 - Instructions for the Nomination Committee

The Assembly of Representatives determines detailed guidelines for the Nomination Committee through instructions.

## Article 6 – Finances and accounting

### Article 6.1 - The assets of the BCC Federation

The assets of the BCC Federation shall be kept separate from other assets and cannot be used by anyone without authority from the Assembly of Representatives or the Secretariat.

### Article 6.2 - Donations and volunteer work

Monetary donations and other services to the BCC Federation, including unpaid and volunteer work, do not give any rights to the assets of the BCC Federation or other claims for reciprocal benefits. Any services or donations to the BCC Federation are considered final at the moment of the transfer and cannot be taken back without legal basis.

The Secretariat may determine to reject a monetary donation or other benefit or service if there are conditions attached that the Secretariat do not find justifiable or financially sound to accept.

### Article 6.3 -Accounts and auditing

The BCC Federation shall prepare accounts in English and Norwegian pursuant to the Norwegian Accounting Standards Board's (NASB) General Accounting Principles for non-profits, as applicable.

The accounts shall follow the calendar year and be completed within three months from year-end. The accounts shall be archived for the period of time required by law.

The BCC Federation's accounts shall be audited by a certified public auditor.

## Article 7 – Conflict of interest

A person with a position in a body in the BCC Federation, or an employee of the BCC Federation, is disqualified to prepare the basis for a resolution or partake in the decision making:

1. when that person is a party in the case, or
2. when that person is related to or related by marriage to a person being party in the case, in a straight ascending or descending line or horizontally as close as siblings, or
3. when that person is or has been married to or engaged to a person being a party in the case.

Equally, a person is disqualified when other circumstances exist which may weaken confidence in the impartiality of that person; amongst others, it should be considered if the resolution in the case can provide a special benefit, loss or disadvantage to that person or someone that person has personal relations with.

## Article 8 – Amendments to these bylaws

The Assembly of Representatives may amend these bylaws if the resolution is supported by at least 2/3 of the votes. If a proposal gets less support than 2/3 of the votes, but is supported by a majority of the votes, the same proposal shall be voted on in the next Assembly of Representatives meeting in the next representative term, and the decision shall be valid provided that the proposal gets support by a majority of the votes in that meeting.