

STATUTES
for
THE RAINFOREST FOUNDATION NORWAY

Adopted on June 20, 2003.

Amended by the annual assembly in 2007, 2008, 2013, 2018, 2019 and 2021

§1. Name and location

The name of the organization is Regnskogfondet. The English name is Rainforest Foundation Norway (RFN). Rainforest Foundation Norway is based in Oslo.

§2. Objective

Rainforest Foundation Norway's objective is to pursue activities and projects that may contribute towards:

1. effective preservation of the world's tropical forests, and
2. effective protection of the rights of the inhabitants of these forests.

Rainforest Foundation Norway is a non-profit organization. Any surplus is reverted to the organization and used to achieve its objective.

§3. Legal entity

The organization is a self-owned and independent legal entity carrying impersonal and limited liability.

§4. Affiliation

Rainforest Foundation Norway is an autonomous Norwegian part of the international Rainforest Foundation network.

§5. Members

Organizations which endorse Rainforest Foundation Norway's objective, and whose objectives are compatible with those of RFN, may become members of Rainforest Foundation Norway. Member organizations or the board may propose new members. New members, withdrawals or exclusions are decided by the annual assembly in accordance with the rules governing other amendments to the statutes.

Members are:

- Norges Naturvernforbund (Norwegian Society for the Conservation of Nature / Friends of the Earth Norway)
- Utviklingsfondet (The Development Fund)
- Natur og Ungdom (Nature and Youth)
- Miljøagentene (The Eco Agents)
- Framtiden i våre hender (The Future in Our Hands)

§6. Annual Assembly

The Annual Assembly is the supreme body of Rainforest Foundation Norway. The Annual Assembly is convened once a year. The Assembly is announced at least 6 weeks prior to the meeting. The summons, proposed agenda and any proposals for amending the statutes shall be distributed at least 7 days before the meeting. Member organizations wishing to propose agenda items or amendments to the statutes must submit these at least 4 weeks prior to the meeting. The Annual Assembly has a quorum when legally summoned.

Entitled to vote at the Annual Assembly are: 2 representatives from each of the member organizations, 2 representatives from the Board of Directors, of which the chairperson or deputy chair shall be one, and 2

representatives of the employees. The member organizations have two votes at the annual meeting, provided that at least one representative of the organization is present. Otherwise, proxies or advance voting are not accepted. The Board of Directors' representatives do not have the right to vote when dealing with the Board's report, accounts, and elections.

§7. The Annual Assembly's tasks

The Annual Assembly treats:

- The Board's report
- The accounts
- Any amendments to the statutes
- Proposals received
- Election of Board of Directors, except staff-elected board members, Chairperson of the Board and Deputy Chairperson, Nomination Committee, and Auditor

§8. Extraordinary Annual Assembly

An extraordinary annual assembly is convened when the Board decides, or if at least two member organizations so require.

§9. Board of Directors and Executive Committee

Rainforest Foundation Norway is led by a board of 8-10 members, including two staff-elected board members. The Board of Directors shall consist of persons with special expertise in areas of strategic relevance for Rainforest Foundation Norway's objective and operations.

Board members are normally elected for two years. Two board members are elected by and from the staff. To secure good gender balance in the board, staff are encouraged to elect board members of different genders. The Board of Directors, with its chair and deputy chair, is elected by the annual assembly. Beyond this, the Board constitutes itself.

The Board's executive committee consists of the chair, the deputy chair and the secretary general. Instructions for the executive committee are adopted by the Board.

§10. The Board's Duties and Ways of Working

The Board of Directors is the organization's highest authority between annual meetings. The Board shall ensure that the organization is managed responsibly and efficiently in accordance with the statutes.

The Board makes decisions in meetings or in accordance with procedures adopted in a meeting. Quorum requires that more than half of the Board members are present. In the event of a tie, the chairperson's vote decides, or the deputy chair's if the chair should be absent.

The Board hires the Secretary General, adopts the organization's overall strategies and annual budgets, and deals with matters of significant importance to the organization's operations and development. The Board convenes the annual assembly, proposes matters to be dealt with, and implements the decisions taken by the annual assembly.

The Secretary General is employed on a five-year fixed-term contract which can be renewed for new five-year periods.

The Secretary General has the right and duty to attend the Board's meetings with the right to speak and present proposals.

Meetings of the Board are summoned with at least a 7 days' notice. The agenda and the relevant documents shall be enclosed with the notice. The member organizations can demand that matters be dealt with by the Board.

§11. Nomination Committee

The Nomination Committee shall propose Board members, Chairperson and Deputy Chairperson to the annual assembly. The committee consists of three members elected by the annual assembly on a proposal from the Board. In the event of a resignation, the Board may appoint a new member to supplement the committee. The Secretary General is the secretary of the Nomination Committee. The Nomination Committee presents its recommendation to the annual assembly.

§12. Commitment and Power of Attorney

Rainforest Foundation Norway is committed through the signature of 2 Board members, of which the Chairperson or Deputy Chairperson shall be one.

The Secretary General has power of attorney.

§13. Amendment of Statutes

Amendment of statutes requires a two-thirds majority at the annual assembly.

§14. Closure. Merger. Division.

Closure of Rainforest Foundation Norway requires a two-thirds majority at two consecutive annual assemblies. In case of closure, a liquidation board may be elected to manage the closure. The Board of Directors may be elected as liquidation board, and will be appointed as such if no election is undertaken.

Upon closure of the Rainforest Foundation Norway, the organization's assets go to Norges Naturvernforbund or an organization established by Norges Naturvernforbund to manage the assets. The assets shall in their entirety be used to achieve Rainforest Foundation Norway's objective.

Merger with other organizations or division are decided in accordance with the provisions for amendment of statutes, requiring a two-thirds majority at one annual assembly. Closure, merger, division, or other organizational modifications shall not allow any part of the organization's assets to accrue to individuals or in other ways enable undue economic gain for members, Board members, the management, or employees.
