

Translation from Norwegian



## STATUTES OF THE HUMAN RIGHTS HOUSE FOUNDATION

Adopted on 11 May 1992, with amendments of 6 May 1996, 1 September 1998, 8 May 2000, 13 March 2013, 21 April 2015 and 23 January 2017.

### § 1

#### NAME

The name of the organisation is Human Rights House Foundation.

### § 2

#### PURPOSE

The purpose of Human Rights House Foundation is to protect, empower and support human rights organisations and defenders locally, and unite them in an international network of human rights houses.

### § 3

#### BASIC CAPITAL

The basic capital of the foundation amounts to NOK 140,000, and shall remain fixed. Each year, funds shall be allocated from the foundation's revenues and contributions to basic capital in an amount sufficient to offset depreciation due to inflation.

### § 4

#### APPOINTMENT AND COMPOSITION OF THE BOARD

The board holds an annual meeting once per year. The board is elected by the annual meeting based on the recommendation of the election committee. The board shall consist of 5 to 7 members. The chairperson is elected for one year at a time, and has the casting vote in the event of a tie vote.

Members of the board are elected for two years. One member is elected by and from among the employees. All employees are eligible for election with the exception of the director and middle managers. The board has a quorum when at least half the members are present. Resolutions are made by straight majority, with the exception of amendments to these statutes, which requires a three-quarters majority.

### § 5

#### DUTIES OF THE BOARD AND ADMINISTRATIVE PROCEDURES

The board is the highest authority in the foundation and represents the organisation externally. The chairperson, or two board members jointly, sign for the firm.

The duties of the board include:

1. Ensure optimal management of the foundation's capital, including providing for a sound professional assessment of the projects that will receive support.
2. Allocate the return on basic capital in accordance with the foundation's purpose.
3. Hire and determine remuneration for the director and members of the board.
4. Ensure that accounts are kept and audited.



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5. Hold annual meetings.
6. Select auditor and approve its remuneration.
7. Amend the foundation's statutes, with the exception of the purpose.

Moreover, the general provisions of the (Norwegian) Foundations Act regarding the position and status of board members, the duties of the board and administrative procedures shall apply.

§ 6

ELECTION COMMITTEE

The annual meeting elects an election committee consisting of three persons, at least two of which should be previous or current board members. The board draws up the mandate for the election committee.

§ 7

COUNCIL

The board should appoint a council composed of up to 8 people who, on an annual basis, provide advice and input regarding HRHF's strategies and priorities. The council does not have the authority to make decisions regarding HRHF's dispositions. The council must include at least two representatives from human rights houses outside Norway, and at least two international experts on human rights that are affiliated with the network. Council meetings are chaired by the chairperson. The board determines the mandate of the council.

§ 8

DIRECTOR

The board can hire a director and draw up instructions for the director's work. The director will prepare issues to be considered by the board and will attend board meetings when requested. The director must follow the guidelines and rules dictated by the board. Moreover, the general provisions of the Foundations Act as regards the business manager shall apply for the director.

§ 9

DISSOLUTION OF THE FOUNDATION

If the purpose of the foundation

- can no longer be fulfilled, including if the foundation's capital is insufficient to reasonably promote its purpose
- has clearly become void
- has clearly come into conflict with the intentions of the founders, or
- has become clearly unfortunate or clearly unreasonable,

the board can resolve to dissolve the foundation with a three-quarters majority.

In the event of a decision to dissolve the foundation, the foundation's capital shall accrue to one or more organisations that work to promote the same objectives, pursuant to the decision of the board.

