

VISIT BERGEN – STATUTES – Annual General Meeting 25 April 2024

The 2024 statutes replace the 1982 statutes, which were updated in 1986, 1988, 2017, 2019 and 2020.

Article 1 Name

The name of the association is Visit Bergen.

Article 2 Registered address

The association's registered address is in Bergen.

Article 3 Purpose

The purpose of the association is to promote Bergen and the Bergen region as a sustainable destination. The association may engage in any activity that contributes to this purpose. The association's purpose is not commercial. Any profits shall go to realising the association's purpose. The association shall be politically neutral and shall not engage in matters relating to labour disputes in its member organisations.

Article 4 Membership

Members of Visit Bergen may include:

- a) Businesses
- b) Public agencies
- c) Organisations/clubs/associations
- d) Foundations
- e) Municipalities that have entered into a cooperation agreement established by Visit Bergen.

Members of Visit Bergen must undertake to operate in accordance with Norwegian laws and regulations, as well as the guidelines and agreements concluded between social partners.

Article 5 Resignation and exclusion

Members may only resign from the association in writing and no later than four months prior to the calendar year in which the resignation will apply. If a member requests that another member be excluded from the association, the member must request and justify it in writing to the board. If the board finds the request justified, the board has the authority to exclude the member. An excluded member may appeal the decision to the annual general meeting, which decides the matter by a simple majority. The same appeal procedure applies if the board proposes to exclude a member.

Article 6 Marketing contribution



Members are obliged to pay an annual marketing contribution to the association in accordance with the rates applicable at any given time, as determined annually by the association's annual general meeting.

Article 7 The board

The association is managed by a board consisting of nine members and five deputy members:

- six board members and two deputy members are elected from among Visit Bergen's member organisations at the annual general meeting
- two members with personal deputy members are appointed by the City of Bergen
- one member with a personal deputy member is appointed by the regional municipalities

The chair and deputy chair of the board are elected at the annual general meeting.

Publicly appointed board members and elected board members assume their positions on the board immediately after the association's annual general meeting.

Board members are elected for a two-year term.

The maximum consecutive term of office for a board member is four years, unless elected as chair/deputy chair. In that event, the maximum consecutive term of office is six years. A board member who has held the position for the maximum consecutive term of office may be re-elected after a period of two years without office.

The board forms a quorum when at least five members are present.

Article 8 Nomination committee

The annual general meeting elects a nomination committee consisting of three members. The nomination committee is elected for a term of two years. Members of the nomination committee cannot serve more than two years at a time. After a period of two years without office, a member may be re-elected.

Article 9 Annual general meeting

The ordinary annual general meeting is held each year before the end of April. The annual general meeting shall be convened by the board with at least 14 days' written notice to all member organisations with a known address. The annual general meeting is opened and chaired by the chair of the board, until the annual general meeting, if relevant, elects another person to chair the meeting. At the annual general meeting, each member organisation has one vote. Proposals for the annual general meeting may be submitted by any member and must be received by the board by 31 January.

The following items shall be considered at the annual general meeting.

1. Approval of the audited annual accounts and the board's annual report
2. Determination of the board's remuneration
3. Determination of marketing contributions for the next calendar year in accordance with Article 6 of the Statutes
4. Proposals received
5. Election of board members and the nomination committee
6. Election of the auditor
7. Any other business that, by law or pursuant to these statutes, is the business of the annual general meeting

Article 10 Extraordinary general meeting

Extraordinary general meetings are held when required by the board or at least one-third of Visit Bergen's members. Extraordinary general meetings may only consider the items for which the meeting was convened. Written notice of the meeting, with the agenda and necessary documents, shall be given in writing with at least two weeks' notice.

Article 11 Majority requirement

All decisions at the annual general meeting are made by simple majority. In the event of parity of votes, the chair has the casting vote. Any decisions to amend the association's statutes require the approval of at least two-thirds of the votes cast at the annual general meeting.

Article 12 Dissolution

A proposal for the dissolution of the association is to be discussed at two consecutive annual general meetings.

The annual general meeting decides how the association's assets are to be used.

Article 13 Matters not covered by the statutes

Unless otherwise specified in these statutes, the legislation in force at all times shall apply.