

ARTICLES OF ASSOCIATION
for
NorLCA
C/O Danmarks Tekniske Universitet
Bygn. 424
2800 Lyngby

1 NAME

- 1.1 The Association will be known as "The Nordic Life Cycle Association", (acronym NorLCA).
- 1.2. The domicile of the Association is the Municipality of Lyngby-Taarbæ with the registered address: LCA-center, c/o Danmarks Tekniske Universitet, Bygn. 424, 2800 Lyngby.

2 PURPOSE

- 2.1. The purpose of NorLCA is to act as a non-profit multidisciplinary organization furthering use and, when needed development and improvement of the life cycle disciplines. In this context Life cycle disciplines comprise concepts and tools like life cycle thinking, life cycle design, life cycle costs, life cycle assessment, product oriented management, Integrated product policy etc. The overall and long-term goal is to support and push the life cycle disciplines on all levels into the authority, education and enterprise culture within the Nordic Countries and thus contribute to a sustainable development.

A main activity in the fulfilment of this purpose is an annual NorLCA symposium which is hosted alternately by the five Nordic countries. The programme for the symposium must be approved by the board.

NorLCA may furthermore endorse activities which may support the goal and purpose of the association.

3 MEMBERS

- 3.1. Any individual or organisation interested in or working with LCA, Integrated Product Policy (“IPP”), Sustainability and alike concepts may apply for membership. Generally, membership applications are handled through the NorLCA secretariat.
- 3.2. The elected board of the Association decides at its discretion on issues of membership.

4. NORLCA STRUCTURE and FINANCES

- 4.1. NorLCA is a non-profit multidisciplinary organisation. In this context multidisciplinary refers to all disciplines, individuals, institutions, public or private interested in the life cycle approach as a tool in striving towards sustainable development. The foundation of NorLCA is based on the members’ and the public’s interest in expanding the knowledge of life cycle thinking.
- 4.2. The necessary financial means for maintaining the running of NorLCA are procured through an annual membership fee. The tariff of such a membership fee shall be determined on a yearly basis by the board. The tariffs may be different for the different types of members. A standard fee and a major fee for organisations shall apply.
- 4.3. The chairman and one other member of the board may accept the donation of funds to the Association at their discretion.
- 4.4. The chairman and one other member of the board may procure means for special arrangements, i.e. meetings, courses and alike through application to public authorities, private or public institutions, foundations and companies.
- 4.5. The accounts of the Association follow the calendar year and thus run from January the 1st to December the 31st.
- 4.6. The chairman and one other member of the board will conclude the annual accounts at least four weeks before the annual general meeting. Members may request copies of the accounts or the accounts will be available to the public, published via NorLCA’s website. The elected auditor will examine the annual accounts. The Association’s assets will be held in a bank and/or giro account.
- 4.7. No Association funds may be loaned to members or others, nor may the Association issue guarantees backed by Association funds, unless such a funding or issue of guarantee serves the fulfilment of the purpose of NorLCA, and is endorsed by the board. Neither the Board nor any of the members can be held responsible for Association debts and no members have any claims in Association funds or claims for the repayment of fees paid.

- 4.8.** The board shall be responsible for appointing adequate inter-Nordic legal representation.
- 4.9.** The board is responsible for ensuring that these rules of Association are kept.
- 4.10** Provision to access Association funds are given to chair and one board member, conditioned by both two signatures. The board can authorize employed staff at the secretariat to sign by procurement.

5.0 THE BOARD

- 5.1** The board will consist of a five (5) - (9) members, including the Association's chairman and co-chair, elected for a period of two years on a revolving basis. There is no limit on re-election. However, the chair must alternate every two years between a person or a representative from the Nordic countries. The Board shall be elected as follows:

- (A)** Five (5) seats shall be reserved for members from or representing an organisation from each of the Nordic countries. In the event that a person/representative can not be provided by a Nordic country such seat shall be regarded as vacant until a person/representative for that seat has been provided.
- (B)** Four (4) seats are to be elected by the General Meeting, however a maximum representation of two (2) from each of the Nordic countries shall apply.

Serving on the board is an honorary duty. Board meetings are held twice a year.

- 5.2** All decisions by the board are made adopted by simple majority. Thus, the chair and co-chair are elected by the board members by simple majority. In case of equal distribution, the chair holds casting vote.
- 5.3** Should a board member from/representing one of the Nordic countries, cf. 5.1.(A) resign during the year, the board will choose a substitute from among the membership, preferably from/representing the same country.
- 5.4** The board will decide how responsibilities of the board should be apportioned among members of the board.
- 5.5** The board may cancel membership for individuals or organisations that have not paid their fees. The member will receive written notice of cancellation.

5.6 Should the board wish to exclude a member from the Association for other reasons; the exclusion must be reported to the next general meeting of members. The general meeting is the final arbiter in such cases.

5.7 The Board may employ staff for the Association secretariat. The secretariat is placed in connection with the LCA-center, DK, geographically based at the Technical University of Denmark. The secretariat will on behalf of the board, maintain website, membership database, accounts, undertake dissemination tasks and preparation of the Ordinary General Meeting. The LCA-center may charge a fee for its services to the Association. Such fees must be at a competitive level.

6.0 GENERAL MEETINGS

6.1 The General Meeting is the Association's ruling body. All members may participate. The General Meetings are not open to the general public. A quorum requires the presence of at least ten (10) per cent of paid-up members.

6.2 The Ordinary General Meeting shall be held once a year in connection with the annual symposium. At least (2) two months notice of the meeting must be given to members.

6.3 The host countries consist of: Denmark, Sweden, Norway, Finland and Iceland (The Nordic countries). Expanding the circle of host countries with other countries in the region, will require a simple majority decision at the Ordinary General Meeting, conditioned by the requirements stated in 6.1

6.4 Extraordinary General Meetings shall be convened after a decision made by the General Meeting or by the Board. A notice of at least one (1) month of an Extraordinary General Meeting must be given to members.

6.5 Only members who have paid their annual fees may vote. Voting may be conducted by electronic means at the boards' sole discretion, if the board feels that such a procedure is practical. Otherwise paid-up members must be present to vote. A member can act as proxy for five (5), but not more than five (5) members. A proxy must be executed in writing and on demand presented to the chair of the Board.

6.6 All resolutions discussed at the General Meetings are adopted by a simple majority unless otherwise stipulated below, cf. Art. 7.1 – 7.2. and 9.1. – 9.2.

6.7 A minute of meetings will be kept for which the board will be responsible, [such minutes shall be available to members, published via NorLCA 's website].

6.8 The Board appoints a moderator to direct the General Meeting

The agenda for the Ordinary General Meeting must include:

- The chairman's report of the past year and comments on the coming season.
- The board's submission of the accounts for approval.
- The election of board members. To ensure continuity in the board, two members from one country will not be on election the same year
- Election of an auditor. The auditor shall be a Chartered Public Accountant.
- Proposals from members, which have been submitted in writing to the board at least one month prior to the meeting.
- Any further business.

7.0. AMENDMENTS TO ARTICLES

7.1 A decision to change or amend these articles can only be adopted by a general meeting of members and on condition that proposed changes are clearly stated in the written agenda for the meeting. Changes or amendments require that at least two-third (2/3) of the votes of all members of the Association are present and further the assent of more than two-thirds (2/3) of the votes cast by the members present at the general meeting. In the event that the required majority of votes is obtained but the required quorum is not obtained an Extraordinary General Meeting may be held with one (1) months notice and on such a Extraordinary General Meeting only the majority requirements, i.e. no quorum requirements shall apply. Such an Extraordinary General Meeting may at the discretion of the Board be substituted by a general vote by electronic means to be conducted.

7.2 A decision to dissolve the Association can only be taken by a general meeting of the members, provided that a proposal to this effect has been included in the written agenda for the meeting. Dissolution requires that at least two-third (2/3) of the votes of all members of the Association are present and further the assent of nine-tenth (9/10) of the votes cast by the members present at the general meeting.

8.0 MISCELLANEOUS

8.1 The language of the Association is English.

9.0 TEMPORARY PROJECT GROUP – THE PROJECT PERIOD

- 9.1** The funding for the initiating the Association has been provided by The Nordic Council of Ministers and the funding has been subject to certain conditions and requirements that have been stipulated in a contract between The Nordic Council of Ministers and the Danish LCA Center at The Technical University of Denmark (the contract). If the event of the non-compliance with the stipulations of the contracts the funding provided may be subject to repayment. The timeframe for the contract is two (2) years (the project period) and the project period expires 2006. To ensure that the conditions and requirements in the contract are met during and at the end of the project period a temporary project Group (“TPG”) has been initiated. The TPG shall together with appointed representatives from the Nordic countries found NorLCA.. In order to ensure, sustain and maintain compliance with the conditions and requirements stipulated in the contract, the leader of the TPG during the project period shall chair the initial board of the association and have a right to veto any proposals or decisions by the board contravening in the opinion of the chair the mentioned stipulations.
- 9.2.** The temporary provisions mentioned in Art. 9.1. shall expire when the temporary project is finalised in 2006.

Thus adopted by the Founding Board on the _____ of November 2004.