

**BYLAWS
FOR****THE NORWEGIAN PROFESSIONAL COUNCIL FOR EDUCATION AND CERTIFICATION OF
INSPECTORS OF SURFACE TREATMENT (FROSIO)**

(Supersedes revision: 06/2013)

§ 1

FROSIO is a Professional Council with aim to elevating the quality level within all aspects of the surface treatment and industrial insulation trades.

FROSIO acts through formulation of quality requirements and development of education programs for inspectors within all aspects of surface treatment and industrial insulation.

FROSIO certifies inspectors for surface treatment are in accordance with the latest revision of NS 476. Certification of inspectors for industrial insulation are in accordance to FROSIO Scheme for insulation.

FROSIO may participate in and initiate working out standards, norms and specifications concerning all aspects of surface treatment and industrial insulation.

FROSIO shall be registered and localised in Norway.

FROSIO does not have trade as object.

§ 2

Members of FROSIO can be any company and organization concerned with and engaged in quality assurance of surface treatment and insulation, like:

Oil companies, energy producers, industrial companies, mechanical workshops, ship-owners, paint and coating manufacturers, contractors, engineering and consultant companies, insurance companies, inspection companies, research and development companies, education institutions, governmental bodies and companies, unions and associations.

Each member (company/body/union/association) may appoint one individual contact person as a representative to the FROSIO Annual Meeting.

§ 3

The members pay an annual fee for the management of FROSIO. The Annual Meeting sets the fee, which will differ according to the number of employees in the member company.

The FROSIO memberships are divided into categories. The Annual Meeting determines the criteria for each membership category.

§ 4

The Annual Meeting is the upper Body of FROSIO. The Annual Meeting shall be held, at latest, by the end of April.

Summons to the Annual Meeting shall be in writing with at least 6 weeks' notice.

Proposal for matters to be discussed at the Annual Meeting must be in writing and received by the Board minimum 4 weeks prior to the Annual Meeting.

All members have the right to speak and to vote at the Annual Meeting. The number of votes shall be in accordance with the membership category (see table below).

Members may be represented at the Annual Meeting by sending a written proxy to another member. One member can only vote for one proxy in addition to its own vote.

The following vote(s) per Member category applies:

| | |
|---|--------------|
| Member category A: Associations | 6 vote each |
| Member category B: Companies >200 employees | 3 votes each |
| Member category C: Companies 50< employees >200 | 2 votes each |
| Member category D: Companies 10< employees >50 | 1 vote each |
| Member category E: Companies 1< employees >10 | 1 vote each |

The following topics shall be considered at the Annual Meeting:

- Annual report
- Account
- Authorised accountant report
- Proposals
- Work program
- Budget
- Elections of: Governing Board, Board Chairman, Auditor and Election Committee

Agenda with relevant documents and the nominations from the Election Committee shall be sent to the members at least two weeks prior to the Annual Meeting.

The Annual Meeting can pass resolutions when at least 20% of the members either are present or represented through proxy. Matters are decided by a simple majority.

Changes to the Bylaws require consensus by at least 2/3 of the attendees to the Annual Meeting or an extraordinary Annual Meeting.

The Board or 1/3 of the members may call for an extraordinary Annual Meeting with 14 days' notice.

The Election Committee shall consist of three persons.

Minutes of meeting from the Annual Meeting shall be made, presented, printed and signed by two appointed persons before the Annual Meeting is closed.

§ 5

The Governing Board shall consist of one Chairman, 6 Board members and 2 Deputies.

The Chairman, the Board members and the Deputies are elected for a period of 2 years.

A Deputy replaces a Board member who is leaving the Board prior to term of office.

One of the Board members shall be elected Deputy Chairman when a Board is established.

The Board shall preferably be comprehensively composed and the members shall be from different trade groups.

Only representatives from FROSIO members can be nominated as candidates to the Board.

FROSIO shall be managed by the Secretariat who shall work in accordance with instructions given by the Board and the directives given in the FROSIO Quality Manual.

Members of FROSIO Board may normally not have direct commercial interest in or profit by the activities of FROSIO. The Annual Meeting must approve exceptions from this regulation.

The Board may decide on matters when at least four members of the Board are present. In case of equality of votes, the Chairman's has casting vote.

§ 6

The Board appoints FROSIO Examiners. The Examiners shall work in accordance with instructions given by the Board and after directives given in the FROSIO Quality Manual.

The Examiners shall not be members of the FROSIO Board.

§ 7

Proposals for liquidation of FROSIO can only be made at an ordinary Annual Meeting. The proposal shall be dealt with as any other proposal, however, the decision to liquidate needs 3/4 of the votes.

If the necessary number of members are not present at the Annual Meeting, the proposal shall be sent for ballot. In case of a ballot, the proposal to liquidate is considered as approved when at least 2/3 of the members vote in favour.

In case of liquidation, the assets of the council will be passed in full to Den Norske Kreftforening (Norwegian Cancer Society). The Annual Meeting decides conditions governing the use of the assets.