



Constitution

Article 1 – Name

The name of the association shall be 'International Club Oslo Norway', also known as 'ICON'.

Article 2 – Objectives

The objectives of ICON are to expand upon the rich tapestry of nationalities and cultures of its members and in so doing promote cultural awareness, social networking, philanthropic endeavours, and to assist newcomers in their knowledge and understanding of Norway.

Article 3 – Membership

Membership is open to all – women and men, upon approval by the Board and payment of the Annual Membership Fee.

Non-members and guests will be allowed to attend only two meetings before membership payment is required.

The Annual Membership Fee will be set by the Board.

Membership entitles members to:

- a. Attend all meetings of ICON.
- b. Attend all functions arranged by ICON subject to the following conditions regarding all reservations: these are by prepayment only and members are financially responsible if they decide to cancel for any reason.
- c. Vote for Committee members nominated for election.
- d. Vote on all questions of policy within ICON, provided a quorum, consisting of 30% of the fully paid-up membership, is present.

Article 4 – Committee and Board

Day to day management will be undertaken by the Committee. The management and control of ICON shall be vested in a Board.

- a. All members of ICON are eligible for election.
- b. The Committee is elected by the membership at the Annual General Meeting (AGM) for a period of one year. A subset of the Committee will serve on the Board, also for a period of one year.
- c. The Committee shall include the President, Vice President, Treasurer, Secretary, Membership Secretary and other members which normally include the Blog Editor, Activities Coordinator, Hospitality Coordinator, PR/Marketing Liaison, Website Administrator, and Charity Liaison.
- d. The Board shall comprise five members including: the President, Treasurer, Secretary, and two other Committee members, usually the Vice President and Membership Secretary.

- e. A quorum for Board meetings is three Board members and for Committee meetings it is half the Committee (rounded to the next higher whole number if not already a whole number), including two Board members.
- f. Committee positions can be changed during the year, if needed, as long as quorum of the Committee is present, including the President and at least two other Board members.
- g. The Committee can appoint replacement Board and Committee members in the event of resignations during the year without needing to call an Extraordinary General Meeting (EGM) as long as quorum of the Committee is present, including the President and at least two other Board members.
- h. For administration purposes and bank related issues, the five Board members can act on behalf of ICON.

Article 5 – Policy

ICON shall be non-commercial and not for profit. The name of the association or of its Committee members in their official capacities shall not be used in any connection with a commercial concern for any purpose other than the regular work of ICON.

Article 6 – General Meetings

There will be an AGM held once a year where the Board will present its report to members. The report shall include an overview of the year's activities and a financial report.

Notice of the AGM will be given to members at least 14 days before the date of the AGM. The notice will include an agenda. Any additional business which a member would like discussed should be notified to the Secretary at least 7 days before the AGM.

During the AGM, members will vote to elect a new Committee. Only fully paid-up members may take part in ICON elections. Any members of ICON, in good standing, may stand for election as a Committee member if nominated and willing to do so.

EGMs can be called by a majority of the Board or 51% of the total membership. The Secretary will post notice of such a meeting, with an agenda, within a week of the receipt of a request for an EGM and the said meeting will then be held within 14 days from the date of posting, unless the stated business of any EGM requires members to have longer notice. The only business that can be discussed at any EGM is that shown on the Agenda.

With the exception of proposed changes to the Constitution provided for in article 9, voting at either AGMs or EGMS will be by either: a) a majority show of hands, in which case there may be provision for proxy voting, or b) online voting. The Board will decide on which method of voting will be used.

For the purposes of AGMs and EGMS, 'notice' or 'written notice' is deemed given if sent by email to the email address of each member set out in the latest Membership List. Members are responsible for notifying the Membership Secretary of any change in their email address.

Minutes of the AGM and/or EGM shall be published on the ICON website within seven days of the AGM and/or EGM. If no objections to the minutes have been received in writing by the Board within 14 days of publication, the minutes will be deemed to be approved.

Article 7 – Committee Meetings

The Committee shall schedule regular Committee meetings. Notices as to dates and times of these meetings, together with minutes of the prior meeting shall be available to Committee members at least a week prior to the Committee meeting. Minutes of these regular meetings will be approved at the next full meeting of the Committee.

Article 8 – Board Meetings

The Board shall schedule regular Board meetings. Notices as to dates and times of these meetings, together with minutes of the prior meeting shall be made available to Board members at least a week prior to the Board meeting. Minutes of these regular meetings will be approved at the next full meeting of the Board.

Article 9 – Amendments to the Constitution

Amendments to the Constitution can only be made at the AGM or at any EGM called for that purpose. Any changes in the Constitution must have the approval of 60% of fully paid-up members. Notice of proposed amendments to the Constitution must be on the agenda. Changes cannot be proposed under the item ‘Any Other Business’.

Any proposed amendments to the Constitution must be sent to members in writing at least 14 days before the AGM or EGM at which they will be voted on.

Article 10 – Dissolution

ICON may be dissolved by a majority of 75% of members who vote on such a motion at a general meeting. Notice of such a motion shall be given to all members not less than 21 days prior to the relevant general meeting.

Should ICON be dissolved, any assets or holdings will be distributed by the Board to benefit a charity. In the event ICON holds funds donated by a third party specifically for the benefit of ICON members, the Board will contact the donor for instructions on how these funds should be treated.

Article 11

Any matter not provided for in the Constitution shall be dealt with by the Board, whose decision shall be deemed final. The Board after taking advice from the Committee may promulgate separate rules for ICON.

This Constitution was approved the _____ day of _____, _____ by at least a two-thirds majority of paid-up ICON members.

ICON President’s Printed Name

ICON President’s Signature

Date