

MAY 27th 2019

ARTICLES OF ASSOCIATION

for **NORDIC FINANCIAL CERT**
Organisation number: NO 919 221 852 MVA

ARTICLES OF ASSOCIATION

1. NAME AND REGISTERED OFFICE

- 1.1 The name of the association is Nordic Financial CERT (hereinafter called, the "**Association**").
- 1.2 The registered office of the Association is in the City of Oslo, Norway. The Association shall have a primary secretariat office in Oslo and may establish affiliate secretariat offices elsewhere in Norway and in Denmark, Sweden, Finland, Iceland, Greenland, and the Faroe Islands (the "**Nordic Countries**" and any of them, a "**Nordic Country**").

2. PURPOSE

- 2.1 The purpose of the Association is to enhance the ability of its members to respond to criminal or otherwise fraudulent attacks on, or conducted through, computer systems or involving payment systems occurring in or affecting the financial sector in the Nordic Countries by gathering, sharing and using knowledge.
- 2.2 The Association may do all lawful acts and things that are conducive to the furtherance of its purpose and that the board of directors of the Association may consider necessary or desirable.
- 2.3 The Association may cooperate with similar associations or entities in other countries and third parties (including, without limitation, service providers, vendors, data centres, police departments, central banks, financial supervisory authorities and bank associations).
- 2.4 The Association is a non-profit association formed and operating for the benefit of its members and for the public good.

3. MEMBERS

- 3.1 Entities that could be eligible to become a member of the Association
 - 3.1.1 Any entity that is a licensed financial institution or that is subject to the supervision of a financial supervisory authority of a Nordic Country is eligible to be a member of the Association.
 - 3.1.2 The board of Directors can grant membership to relevant organisations acting on Ministry of Finance direct mandate or any organisation that is a central bank in any of the Nordic countries.
- 3.2 The board of directors of the Association shall establish objective and relevant requirements for membership.
- 3.3 No entity shall be admitted as a member of the Association unless:
 - a) it satisfies all of the Association's requirements for membership;
 - b) it does not conduct or engage in activities which are inconsistent with the Association's purpose or which, if the applicant were admitted as a member, would bring the Association or any of its members into dispute; and
 - c) it is approved for membership by the board of directors of the Association by a simple majority decision.

4. APPLICATION FOR MEMBERSHIP

4.1 Applications for membership in the Association shall be made by completing and submitting the relevant application form and completing the on-boarding procedures from time to time prescribed by the board of directors of the Association.

4.2 Admission to the Association as a member shall be effective from the later of the date on which the board of directors approves the admission of an applicant and the date on which the admitted applicant pays the applicable membership fee.

5. MEMBERS' LIABILITY AND RIGHT TO THE CAPITAL ASSETS OF THE ASSOCIATION

5.1 The members shall not be liable for the obligations of the Association.

5.2 On retirement, the members shall have no claim against the Association's capital assets.

6. FEES

6.1 The annual membership fee will be based on objective size criteria such as number of employees, number of customers, and net assets, and such criteria and the amount of the annual membership fees shall be determined by the general meeting of the Association.

6.2 One or more members may provide additional funding to the Association earmarked to finance specific projects. Such funding shall not be counted as part of such members' membership fees.

6.3 If the Association has a surplus in any year, the surplus amount shall be carried over to the next year to be applied to cover the Association's costs and expenses.

6.4 Fees shall be denominated in NOK and once paid are non-refundable, including in case of retirement or exclusion from the Association.

7. GENERAL MEETING

7.1 The general meeting of the Association's members shall be the highest authority in all affairs of the Association.

7.2 The general meeting shall be convened by email to all members. The notice period shall be at least 30 days. The notice convening the meeting shall set out the agenda for the meeting.

7.3 The ordinary general meeting shall be held each year on or prior to 30 June in a Nordic Country at such time and place as the board of directors shall decide.

7.4 The agenda for the ordinary general meeting shall include the following items:

1. Election of chair of the meeting
2. Confirmation of whether the meeting has been duly convened
3. Report of the chair of the board of directors
4. Submission of the annual accounts
5. Presentation of budget
6. Determination of membership fee for the following calendar year

7. Election of members of the board of directors
8. Election of chair and vice-chair of the board of directors of the Association
9. Election of auditor
10. Members proposals

- 7.5 Members of the Association may submit proposals to be discussed at the ordinary general meeting no later than twenty-one (21) days prior to the meeting date. The board of directors shall make information regarding any such proposals available to the members prior to the ordinary general meeting.
- 7.6 Members attending a general meeting must be represented by one or more of their employees having relevant expertise, appropriate seniority, and the power to cast the members' votes at the meeting.
- 7.7 Extraordinary general meetings shall be held (i) when deemed expedient by the board of directors, or (ii) at the written request of at least one third (1/3) of the members of the board of directors, or (iii) at the written request of members representing at least one tenth (1/10) of the votes that members would be entitled to cast at such extraordinary general meeting. Written requests for convening an extraordinary general meeting shall be submitted to the chair of the board of directors and shall contain the proposals to be made at the extraordinary general meeting and the reasons therefor. The board of directors shall convene the extraordinary general meeting within thirty (30) days after receipt of the written request by at least fourteen (14) days and not more than thirty (30) days prior written notice to members containing the agenda for the meeting and setting out the proposals.
- 7.8 Each member shall have one vote for each NOK 100,000 (or part thereof) membership fee paid by it in respect of the year preceding the year in which the general meeting is held (e.g. a member who has paid NOK 100,000 or less in membership fee will have 1 vote, a member who has paid more than NOK 100,000 but NOK 200,000 or less in membership fee will have 2 votes etc.).
- 7.9 There shall be no quorum requirement for valid ordinary or extraordinary general meetings. Decisions shall be made by simple majority vote. In case of parity of votes, the proposal voted on shall lapse.
- 7.10 Election committee
- The Election Committee that will prepare elections, is elected at the General Meeting. The chair and deputy chair of the election committee are chosen separately.
- The Election Committee shall consist of up to seven members and three deputy members. The members shall be elected from Association member organizations. In the event of a vote, each member has a vote of equal weight. In cases of tied votes, the vote of the chair makes the decision.
- The election committee should be representative of the Association's member base.
- The Election Committee makes its recommendations to the General Meeting regarding all election of members' representatives to the Board of Directors and members of the Election Committee.

8. THE BOARD OF DIRECTORS

- 8.1 From and following the second annual general meeting of the association, the board of directors of the Association shall consist of seven (7) directors, three (3) of whom shall be elected by large bank members, three (3) of whom shall be elected by small bank members, and one (1) of whom shall be elected by other members. Directors shall be elected for terms of two (2) years and may be re-elected. Large bank members shall be

those that have more than EUR 10 billion (or the equivalent in another currency) in total assets and small bank members shall be those that have EUR 10 billion (or the equivalent in another currency) or less in total assets, in each case as shown on their most recent audited annual balance sheet. If a director ceases to be employed by the member by which he/she was employed when elected to the board of directors, that director shall resign from the board of directors.

- 8.2 If there is a vacancy on the board of directors, the member that employed the director who has vacated their office, by written notice to the Chair of the board of directors, may specify a qualified candidate employed by it and request the Chair to conduct an e-mail vote of the Association's members to approve the election of such candidate to the board of directors for a term expiring at the next ordinary general meeting. Upon receipt of such request the Chair shall conduct such vote as soon as practicable. Failing receipt of such request and if the proposed replacement director is not approved by the members, the vacated position on the board of directors shall remain vacant until the next following annual general meeting.
- 8.3 No member of the Association may have more than one (1) member of the board of directors that is affiliated with it. Members of the board of directors must be persons who are employed by a Member.
- 8.4 Members shall cast all of their votes for one candidate. If more candidates than the number of vacant seats on the board of directors have been nominated for election to the board of directors, the candidates obtaining the most votes shall be elected to the board (simple relative majority vote) and in case of parity of votes lots shall be drawn.
- 8.5 The chair and vice-chair of the board of directors shall be elected by the ordinary general meeting. No member of the board of directors may hold the office of chair for more than three (3) consecutive years. In the absence of the chair, the vice-chair shall act as chair.
- 8.6 Candidates for election to the board of directors must have relevant expertise and appropriate seniority to be able to actively participate in the business of the board of directors.
- 8.7 Directors shall not receive any remuneration, but shall be reimbursed for expenses incurred in connection with the performance of their tasks in accordance with rules laid down by the board of directors.
- 8.8 The first election of the board of directors shall occur at the second annual general meeting of the association. Until the second annual general meeting of the Association, the board of directors shall be comprised of up to nine members appointed by the founders.

9. TASKS OF THE BOARD OF DIRECTORS

- 9.1 The board of directors shall be in charge of the overall management of the Association and shall ensure that the activities of the Association are properly organised. The board of directors shall take all action to be taken by it as set out elsewhere in these Articles and shall consider all matters submitted to it. The board of directors may also take up matters for consideration on its own initiative.
- 9.2 Board meetings shall be convened whenever deemed necessary by the chair or the vice-chair and upon the request of any two directors.
- 9.3 Meetings of the board of directors may be held in person or by video or telephone conference. Decisions of the board of directors may also be taken by way of e-mail correspondence.

9.4 Each director shall have one vote. Decisions shall be taken by simple majority vote unless otherwise stated in these Articles of Association. In case of parity of votes, the chair or the acting chair shall have the casting vote.

9.5 The board of directors shall appoint a general manager of the Association and set out the tasks and responsibilities of the general manager.

9.6 The board of directors shall make the final decision in all matters unless otherwise stated in these Articles of Association.

10. GENERAL MANAGER

10.1 The board of directors shall appoint a general manager to be in charge of the day-to-day management, including the administration and handling of the ordinary course of business affairs of the Association. The salary and terms of employment of the general manager shall be decided by the board of directors.

10.2 Unless otherwise decided by the board of directors, administrative matters, including matters relating to staff, shall be the responsibility of the general manager.

11. POWER TO BIND THE ASSOCIATION

11.1 The Association shall be bound by the joint signatures of the chair or vice-chair of the board of directors and the general manager. With respect to matters that are within the scope of the authority of the general manager, the Association shall be bound by the signature of the general manager alone.

11.2 The board of directors may grant specific powers of attorney.

12. ACCOUNTS AND AUDITING

12.1 The financial year of the Association shall be the calendar year. The first financial year shall commence on the date of the formation of the Association and end on 31 December 2017.

12.2 The accounts of the Association shall be approved by the board of directors and the ordinary general meeting.

12.3 The accounts of the Association shall be audited by one auditor appointed by the general meeting.

13. TERMINATION OF MEMBERSHIP

13.1 Members may retire from the Association by not less than seven (7) days prior written notice to the board of directors.

13.2 Members which cease to satisfy the membership requirements of the Association or fail, upon demand, to pay their membership fee when due shall be excluded from the Association immediately.

13.3 Members which act in a manner that is disloyal to the Association may be excluded from the Association by way of a board of directors decision approved by at least two thirds (2/3) of the directors. The excluded member may request that its exclusion be submitted for review at the next ordinary general meeting. Such request shall be delivered in writing to the board of directors not later than fourteen (14) days after the member has been notified of the board of directors' decision to exclude it from membership. The board of directors' decision to exclude a member shall be upheld if at least two thirds (2/3) of the votes cast at the ordinary general

meeting are in favour of exclusion. Otherwise, the board of directors' decision to exclude a member shall lapse.

14. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION

14.1 These Articles of Association may be amended by a general meeting in accordance with a proposal submitted on the agenda if at least two thirds (2/3) of the votes cast at the general meeting are in favour of the proposal.

14.2 A decision to dissolve the Association may be adopted at a general meeting convened for this purpose, if at least two thirds (2/3) of the votes cast are in favour of the proposal.

14.3 In the event of the dissolution of the Association, the general meeting shall make a decision as to the application of the Association's assets which shall be applied for a purpose in furtherance of the public good.