



Statutes of Virke - The Enterprise Federation of Norway

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§ 1 PURPOSE

Virke - The Enterprise Federation of Norway, is an enterprise and employers' federation working for all types of enterprises in Norway, including organisations and non-profit enterprises/ organisations. Virke shall contribute to

- enterprises achieving working conditions and development opportunities that make them competitive and profitable, so they can fulfil their social responsibilities and ensure economic growth and prosperity within a sustainable framework
- strengthening the members' professional skills
- creating good and orderly relations between the members and their employees

§ 2 MEMBERS

§ 2-1 Members and membership

Eligible members are enterprises operating in Norway. Membership applies to the enterprise as a whole. When there are group relations between several enterprises within Virke's area, the membership will include the parent company as well as subsidiaries located in Norway. There is a group relation when one company (the parent company) due to an agreement, or as the owner of shares or partnership interest, has a controlling influence over another company (the subsidiary).

Members have an obligation to comply with the Statutes of Virke, and legal decisions made by the governing bodies.

Membership becomes valid and shall be counted from the date the enterprise is approved as a member. Cf. § 2-8

§ 2-2 Affiliation of associations, etc.

Nationwide trade organisations and local associations may be affiliated pursuant to rules established by the Executive Board.

By such organisations and associations, we mean, for instance, local trade associations, community groups, industry associations, trade organisations and the like. With "affiliation", we mean being a member of Virke. As members, the organisations and associations are entitled to the same assistance as other members for their own employees and business legal matters. The organisations' and associations' own members' needs for such counselling is not covered by the membership.

§ 2-3 Requirements for assistance

Members may require assistance from Virke in local disputes related to labour law and collective agreements between the enterprise and its employees.

§ 2-4 Information

Members have an obligation to inform Virke of the number of workers they employ, salaries and other taxable benefits from the previous year. The information must be provided in a separate form and sent to Virke each year within a deadline set by the Central Board. Virke may collect statistical data as the basis for preparation of sector statistics, sick leave statistics, etc.

Virke may also obtain other information from the members, which is required to safeguard the members' interests. Virke has an obligation to process the information the organisation receives under this provision in a safe manner. They shall also be stored in such a manner that there is no risk of third parties gaining knowledge of the information.

§ 2-5 Information on collective agreements

The members of Virke are upon entry obliged to inform the organisation of collective agreements to which they are a party, and to let Virke represent the members in the negotiation of collective agreements. The members also have an obligation to give Virke information required in connection with employer activities.

The members of Virke cannot opt out of the right Virke has under the system of agreements to put a collective agreement into force in whole or in part for the enterprise.

§ 2-6 Fees

The membership fees are determined by the Executive Board prior to the year in which the fees shall be applicable. The basis for the membership fee for enterprises is the amount that has been reported as salaries and other excisable payments according to the annual statements regarding employers' national insurance contributions, including the general manager and owner(s), for the calendar year prior to the membership fee year. For companies with liability, a salary is set for the liable participant(s) equalling the highest paid salaries. A minimum fee shall be established.

For new members the Administration may establish discretionary fees as a transitional arrangement.

The Central Board may issue guidelines for the determination.

The Executive Board determines the annual membership fees for affiliated trade organisations and local associations. Cf. § 2-2

Members who owe fees for more than one year have no voting right or other rights, and may be excluded as a member of the organisation. If a member is excluded, it cannot be included again until the outstanding fees have been paid.

§ 2-7 Withdrawal and termination of membership

1. A member may not resign from Virke until the membership has lasted two years. Notice of withdrawal must be given in writing.

2. Withdrawal in the first half-year will not have effect until 1 January the following year. Withdrawal in the second half-year will not have effect until 1 July the following year. For members who are bound by collective agreements, the membership will run until the end of the collective agreement period.

The Administration may in special cases waive the provisions of Items 1 and 2.

§ 2-8 Right to refuse enrolment

An enterprise that is a party to an ongoing dispute with an existing member of Virke, and where the existing member is receiving legal assistance from Virke, cannot be included as a member of Virke until after the dispute is finally settled, unless the enterprise accepts that Virke continues giving advice to the member after the enrolment. The enterprise has an obligation to inform Virke of the existence of such a dispute.

Inclusion in Virke may also be refused if there are special reasons for this.

Industry regulations, cf. § 3-6, may contain specific, specified provisions in this regard. Such provisions may also be special industry-specific enrolment criteria.

The Central Board is the appeals body for enterprises that have an application for enrolment rejected.

§ 3 VIRKE'S BODIES

§ 3-1 The bodies

Virke's bodies are the General Meeting, the Executive Board, the Central Board, the Nomination Committee, as well as the Committees for industry groups / members groups.

§ 3-2 The General Meeting

The ordinary General Meeting is held once every two years by the end of June and summoned by the Executive Board with at least two months' notice.

An extraordinary General Meeting is held when the Executive Board or at least one tenth of the voting members so require.

The summons are carried out in the same way as for the ordinary General Meeting with at least 14 days' written notice.

The ordinary General Meeting shall consider:

- Annual Accounts and Reports for the past two years that have been approved by the Executive Board

- election of
 - President
 - Vice President
 - 7 representatives to the Central Board
 - 24 representatives to the Executive Board
 - Nomination Committee - Chairperson and 6 members
 - Accountant

- appoint the Chairpersons for the industry groups / member groups as Executive Board members
- determination of remuneration to employee representatives
- approval of remuneration to the Accountant
- issues the Executive Board has submitted
- issues members have submitted pursuant to the fifth paragraph
- election of two persons to sign the General Meeting Minutes

The General Meeting elects a chairperson and adopts the rules of procedure.

Proposals for the agenda of the General Meeting must have been submitted to the Executive Board by 15 March. The complete agenda must be available to members at least one week before the meeting.

At the General Meeting, proposals that are not included in the agenda cannot be considered. All members may attend the General Meeting. The General Meeting forms a quorum with the number of members in attendance.

All members have one vote. The number of additional votes is calculated on the basis of the fees paid for the respective year pursuant to the following model:

Over 10 times M and up to 25 x M - 1 additional vote Over 25 times M and up to 50 x M - 2 additional votes Over 50 times M and up to 100 x M - 3 additional votes and further 1 additional vote for each commenced 50 times minimum fee - a maximum of 9 additional votes.

M = minimum fee

Unless otherwise has been decided, a decision, in order to be valid, must be adopted by a simple majority of the votes cast.

Blank votes are considered as not cast.

One cannot vote by proxy. This provision does not apply to votes cast by the parent company on behalf of subsidiaries in group relations.

§ 3-3 The Executive Board

The Executive Board consists of the Central Board members, the Chairpersons of the Committees for industry groups and member groups, and 24 representatives elected by the General Meeting. The Executive Board is headed by the President or in his/her absence the Vice President. The Executive Board makes decisions on important matters of principle that according to the Statutes do not rest with the General Meeting. Members of the Executive Board who are not bound by a collective agreement have no right to vote in collective agreement matters in the Executive Board.

The Executive Board shall:

- approve the organisation's Annual Accounts and Annual Reports
- adopt strategies and the appurtenant annual budgets
- establish the fees for the members of Virke
- establish guidelines for the Committees for industry groups and member groups
- present proposals to the General Meeting for the election of members to the Nomination Committee
- adopt the agenda of the General Meeting
- make any by-elections. By-elections of Chairpersons for the industry groups / member groups as members of the Executive Board may be delegated to the Central Board.

§ 3-4 The Central Board

The Central Board is the highest elected body between the Executive Board meetings, and makes the final decisions on matters that pursuant to the Statutes do not pertain to the Executive Board or the General Meeting. Members of the Central Board who represent an enterprise that is not bound by a collective agreement have no right to vote in collective agreement matters.

The Central Board consists of the President, Vice President and seven representatives elected by the General Meeting.

The Central Board is headed by the President or in his/her absence the Vice President.

The Central Board meets when the President or at least 5 of the Central Board's representatives considers it required.

§ 3-5 The Nomination Committee

The Nomination Committee prepares and submits proposals for the election of President, Vice President and representatives to the Executive Board and the Central Board.

The Nomination Committee shall base its work on the assumption that Virke's bodies reflect the membership structure as regards the members' distribution in districts, sectors, sizes, enterprises with and without collective agreements, as well as having an as even as possible gender distribution.

For elections to the Central Board, one shall seek a balance between members bound by collective agreements and members that are not bound by collective agreements. The President and Vice President must always be elected from enterprises bound by collective agreements.

The industry groups / member groups established pursuant to § 3-6 shall, by 15 April of the year the General Meeting is held, submit to the Nomination Committee their recommendation of Chairperson of the Committee in the relevant industry group / member group. The Nomination Committee shall present the recommendation to the General Meeting with their recommendation of Executive Board and Central Board.

The Nomination Committee shall be elected for two years and consist of a Chairperson and six members elected by the General Meeting.

The Nomination Committee shall prepare the elections of employee representatives at the General Meeting considering that half of them should be up for election every two years.

§ 3-6 The Committees for industry groups / member groups

The Committees for industry groups / member groups shall be appointed and act in accordance with guidelines adopted by the Executive Board, cf. § 3-3.

If there is a need for separate statutes and/or separate fees for industry groups / member groups, the statutes/fees shall be considered by the industry Committee and approved by the Managing Director. The contents of such separate statutes cannot be contrary to the Statutes of Virke as one organisation.

§ 3-7 Quorum

The Executive Board and the Central Board form a quorum when at least half of the representatives are present.

In collective agreement matters, the Executive Board and the Central Board form a quorum even when the number of directors representing enterprises bound by collective agreements alone do not fulfil the requirement in the first paragraph, provided that at least half of the directors representing enterprises bound by collective agreements participate in the processing.

Each representative has one vote. In case of equality of votes, the chairperson's vote will be decisive.

§ 3-8 Terms of office

The term of office of elected employee representatives is four years. The President and Vice President shall be elected for two years. Chairpersons of the Committees for industry groups / member groups shall be elected for two years.

No one can continuously have an office in the Executive Board and/or the Central Board for more than 8 years.

No one can hold an office without being active in a member enterprise, or after the enterprise has terminated its membership.

§ 3-9 Confidentiality

Persons who hold an office in Virke have a duty of confidentiality towards third parties as regards information they obtain through their office on the members' matters.

The duty of confidentiality also applies after the office is terminated, and breach of this may result in liability.

Upon retirement from the office, the person shall have an obligation to return all sensitive material that has been received.

§ 3-10 Managing Director

The Managing Director is responsible for the daily management of Virke's activities, and the implementation of the negotiations of collective agreements. The Managing Director has a right to appear and submit proposals to Virke's governing and advisory bodies. The Managing Director is the secretary of the Nomination Committee.

The Managing Director is appointed by the Central Board, which establishes the instructions for the position.

§ 3-11 External representation

The Central Board represents Virke externally, cf. the prevailing rules for limited companies, which shall apply when appropriate.

The Managing Director represents the organisation externally in matters that constitute a part of the daily management.

§ 4 SPECIAL PROVISIONS FOR MEMBERS BOUND BY COLLECTIVE AGREEMENTS

§ 4-1 Decision-making authority

The Central Board has the authority to adopt or reject negotiation and mediation proposals concerning the signing and revision of collective agreements, as well as resolve the termination of such agreements. The Central Board may decide to submit the proposals to a vote among those members who are directly involved in the relevant collective agreement. If a case is submitted to a vote among affected members, the voting results from at least half of the voting members shall be binding for the Central Board. A member has in such cases the same number of votes as at the General Meeting. The authority of the Central Board under this provision may be delegated.

The Managing Director is responsible for the preparation and implementation of wage settlements, including the appointment of negotiating committees. Members of such a committee must represent enterprises that are bound by a collective agreement.

§ 4-2 Conflict

Before the Executive Board makes a final decision on the implementation of lockout or other industrial action, the members that are affected should be heard. For a valid decision to be made, at least 2/3 of the members of the Executive Board must participate in the discussion, and the decision must be made with at least a 3/4 majority of the voting participants. The Central Board may nevertheless decide to initiate a lockout or other industrial action as a counter action if the worker opponent in a collective agreement signed with Virke has implemented collective walkout. In connection with proposals regarding the use of lockout or other industrial action, a majority of members who speak out may authorise the Central Board to decide all issues related to the implementation of industrial action. If the Central Board decides to use industrial action as a counter action, the Central Board shall be automatically authorised to decide the same questions. The authority of the Central Board under this provision may be delegated.

§ 4-3 Compensation fund

There shall be a separate Compensation fund for members who are inflicted economic losses, for instance due to employees being on strike as part of a labour conflict with Virke, improper conduct by an employee or employee organisation as part of an ongoing conflict or lockout.

Other enterprises may likewise be entitled to compensation if they, as part of an ongoing conflict following decisions by Virke are given a special responsibility.

The Executive Board may impose a special premium for the Compensation fund. The Executive Board shall, upon the recommendation of the Central Board, establish regulations for contributions from the Compensation fund. The Central Board shall distribute funding from the fund on the basis of the regulations.

§ 4-4 Duties

Members who are bound by a collective agreement are obliged to follow the provisions relating to the relations between the employer and the workers.