

ARTICLES OF ASSOCIATION FOR VALDRES LANDBRUKSTJENESTER SA

§ 1 Organisation

Valdres Landbrukstjenester, org. no. 971 537 906, referred to below as the co-operative, is a co-operative based on the co-operative principle, with limited financial liability, and a variable capital and number of members. Members are only liable for the co-operative's debt with their share deposit. The co-operative's administration is located in Nord-Aurdal Municipality.

§ 2 Purpose

The co-operative's main task is to provide farm relief so that members get regular time off, help during busy periods, and relief during illness, etc. The co-operative may also administer/coordinate other forms of cooperative measures that can help improve members' operating results, work situation and welfare. It may also be natural to provide other services that strengthen agriculture or contribute to the development of the local community.

§ 3 Responsibility

The co-operative shall act as employer for the general manager, and may employ farm relief workers and other labour, with the associated employer responsibilities. The employer responsibility shall comply with the Working Environment Act and its associated regulations.

§ 4 Membership/shares

The co-operative shall be open to users who are entitled to subsidies for farm relief expenses and/or have received production supplements under the regulation on area and cultural landscape supplements. Each member (farm operation) subscribes to one share. Each share has a nominal value of NOK 100.00, which is paid by invoice. The share does not earn interest. The share follows the agricultural property. Upon change of owner/user, the share may be transferred to the new owner/user. In addition, the board may set an administration fee.

§ 5 Use of annual surplus

Decisions on the use of the annual surplus are made by the annual meeting based on a proposal from the board. A higher amount than proposed or accepted by the board cannot be decided, but the annual meeting may itself decide on the use within the following limits:

1. Crediting the enterprise's equity
2. Repayment (cf. Co-operatives Act § 27)
3. Allocation to a repayment fund (cf. Co-operatives Act § 28)

§ 6 Rights and obligations

Each member has the right to help in obtaining labour/farm relief best suited to their needs. Members must at all times comply with the laws and rules applicable to the welfare schemes. When the co-operative acts as employer for the workers and pays their wages, each member is obliged to pay their costs on time. The co-operative shall have available, and provide members with, information and guidance on applicable laws and regulations on health, safety and environment (HSE). The co-operative shall keep track of requirements that are particularly important for the business. Each member is responsible for ensuring that the working environment on the farm complies with applicable rules in the Working Environment Act, and is obliged to provide information and training to workers according to applicable requirements in the Working Environment Act and KSL (Quality System in Agriculture).

§ 7 Withdrawal/Exclusion

Membership is binding from the date of enrolment. The notice period for withdrawal is 3 months, calculated from the day the notice of withdrawal reached the co-operative. A member who violates the articles of association or provisions made under them, or otherwise fails to fulfil their obligations to the co-operative, may be excluded from the co-operative. The board can put forward such a claim. It may also claim compensation for any loss suffered by the co-operative. At the latest 8 days before the board deals with the matter, the member shall be notified in writing and given a reasonable deadline to state their case. The member may appeal the board's decision to the annual meeting. Upon withdrawal/exclusion, the share deposit reverts to the co-operative. Any paid administration fee will not be refunded. No claim can be made for a share of the co-operative's working capital either. A withdrawn/excluded member cannot hold a position of trust in the co-operative.

§ 8 Annual meeting

The annual meeting is the co-operative's highest authority and is held by the end of June each year. Notice is announced in the local newspaper Valdres with 3 weeks' notice. Matters a member wishes to have addressed at the annual meeting must be submitted in writing to the board no later than 14 days before the annual meeting is held. An extraordinary annual meeting shall be held when the board or 1/3 of the members require it. If the chair of the board resigns before the end of the term, the board shall also hold an extraordinary annual meeting to elect a new chair, no later than two weeks after the chair has given notice of resignation. Each member/farm operation has 1 vote. Members may be represented by written proxy, but no one may attend with more than one proxy. A valid resolution requires a simple majority. In the event of a tied vote, the chair of the meeting has the deciding vote, except in elections of persons, which are decided by drawing lots. Minutes shall be kept of the annual meeting. The minutes are signed by two members elected by the annual meeting. The following matters shall be dealt with at the annual meeting:

1. Approval of the notice and agenda.
2. Election of chair of the meeting and secretary.
3. Election of two members to sign the minutes.
4. The board's annual report.
5. Accounts and auditor's report.
6. Work plan for the coming year.
7. Budget for the coming year.
8. Remuneration for elected representatives.
9. Elections

- a. Election of chair of the board for 1 year.
- b. Election of board members for 2 years.
- c. Election of deputy board member(s) (numbered/personal) for 1 year.
- d. Election of auditor.
- e. Election of member and deputy member to the nomination committee.

§ 9 The board

The co-operative is led by a board of 3-7 members elected at the annual meeting. One of the board members shall be an employee appointed by and among the co-operative's employees. This representative cannot be elected as chair. The co-operative shall not have a deputy chair. Board members are elected for 2 years at a time. The board meets as often as the chair finds necessary, or when at least half of the board members require it. The board has a quorum when at least half of the board members are present. If a board member is unable to attend, this must be reported to the co-operative in good time, so that a deputy member can be called in. In the event of a tied vote, the chair has the deciding vote.

§ 9.1 The board's tasks

The board shall lead the association's tasks in accordance with the bylaws and the decisions made by the annual meeting, and shall follow the instructions given by public authorities. The board shall map out, organise and administer all hiring out/mediation of labour so that the members get suitable solutions. The board is responsible for ensuring that the entire activity of the association is carried out in a proper manner.

9.2 Criteria for sitting on the board.

To be elected to the board, a person must be an active user of the association and have had someone paid out at least once during the last 12 months. Furthermore, the board shall, among other things:

- I. Be responsible for ensuring that the association's finances are satisfactory and, if necessary, set an administration fee. Manage the association's funds and put forward proposals for the use of available funds.
- II. Prepare and give recommendations in all matters to be presented to the annual meeting. Excepted are the election committee's tasks.
- III. Ensure that the accounts are properly kept and audited according to current rules.
- IV. Be responsible for the association's annual report.
- V. Prepare a budget and work plan for the coming year.
- VI. Hire and dismiss staff and set pay and terms of employment.
- VII. Be responsible for ensuring that the office has satisfactory staffing and that knowledge levels at all times are in line with

the tasks at hand. Furthermore, that working conditions and work environment are such that they create a basis for efficiency and well-being.

VIII. Work actively to develop the association further so that members at all times get the services they need. IX. Cooperate with other bodies within the industry to make the best use of resources and to strengthen agriculture in the local community.

X. The board shall establish working committees in accordance with current regulations. XI. The board may adopt guidelines for the safety representative and may, by its own board resolution, authorise the safety representative on behalf of the association to visit individual members.

The association is bound by the signatures of the association's board leader and one board member. The board may grant power of procuration. Minutes shall be kept of board meetings.

§ 10 Election committee

The association shall have an election committee of (3) members. The election is for 3 years. Each year (1) member steps down, the first time by drawing lots. Each year (1) alternate member shall be elected to the election committee. The one who has served the longest acts as leader. The election committee shall propose candidates for all elections to be held at the annual meeting, except for the auditor. The auditor shall be elected based on a recommendation from the board. The election committee shall recommend compensation for the elected representatives. The annual meeting may set instructions for the election committee.

§ 11 Disputes

Disputes between the association and one or more of the association's members that are not resolved amicably shall be settled by arbitration. The arbitration tribunal consists of 3 members. Each of the parties selects one member, and the district judge appoints the leader. If one or both parties, within a deadline set by the board, have not appointed their member, that person will be appointed by the district judge. A claim for arbitration must have reached the board within 3 months after the member became aware of the circumstance justifying the claim. The arbitration tribunal also decides on legal costs.

§ 12 Amendment of the bylaws

Amendment of the association's bylaws can only be made by the annual meeting. The notice of the annual meeting must state what the amendment concerns. As a main rule, a valid resolution requires a 2/3 majority of the votes cast. In special cases, a 4/5 majority is required.

§ 13 Dissolution - Merger

Decisions on dissolution or merger are made by the annual meeting. A valid decision on dissolution requires a 3/4 majority of the meeting participants. In such cases, those entitled to vote are those who are members of the association and have paid the membership fee. The annual meeting that decides on dissolution elects a winding-up board. For decisions on merger, the same voting rules apply as for dissolution, except for the election of a winding-up board. If sufficient majority is not achieved at the annual meeting, a new annual meeting can be called with 14 days' notice. A valid decision then requires a 2/3 majority among the members present. Any remaining funds, after covering debts, shall be held for five -5- years in case an enterprise with the same purpose is formed, the funds will then be transferred to the new enterprise. The annual meeting shall decide on a charitable purpose to receive the funds if no new enterprise has been formed within five years.

§ 14 Board remuneration

The daily manager signs the attendance list for the board, the board leader signs for the daily manager. The board remuneration is paid out collectively in December each year. Payments can only be made for board meetings for which minutes exist. The accounting office can only make payment of board remuneration with approval from the daily manager and the board leader.

The bylaws were approved by the annual meeting: 10.04.2025

The bylaws apply from 10.04.2025
