

Statutes for the SINTEF Foundation

Approved by SINTEF's Council of Representatives on December 3, 2008

These statutes replace the organisation's original statutes, which were approved by the Senate of the Norwegian Institute of Technology on January 20, 1950, revised by SINTEF's Council of Representatives on March 31, 1950, February 6, 1953, November 24, 1961, April 23, 1971, February 2, 1976, and by SINTEF's Council on December 10, 1980, December 9, 1992, April 28, 1993, December 18, 1995, April 20, 1999, January 26, 2000, and April 18, 2007.

The present wording was approved by the Board of the SINTEF Group on October 21, 2009.

In these statutes, the following terminology is utilised:

SINTEF: The SINTEF Foundation

NTNU: The Norwegian University of Science and Technology

NTH: The University of Trondheim, Norwegian Institute of Technology

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§ 1 Name, establishment and municipality of registration

The name of the Foundation is SINTEF. The Foundation was established by the Senate of the Norwegian Institute of Technology (NTH) on January 26, 1950, under the name of The Foundation for Scientific and Industrial Research at the Norwegian Institute of Technology.

SINTEF is the parent company in the SINTEF Group. The SINTEF Group comprises SINTEF and a number of companies in which SINTEF always holds a majority interest.

SINTEF's registered business address is in Trondheim.

§ 2 Objectives and basic capital

The SINTEF Foundation is a public utility research foundation. Its objective is to contribute to social progress by carrying out research in the natural sciences, technology (including building and construction), and the health and social sciences in collaboration with the Norwegian University of Science and Technology (hereinafter NTNU). This objective is realised by the development of SINTEF's own high-level expertise, close interaction with NTNU, and in collaboration with industry, the public sector and other research and educational institutions.

SINTEF is a not-for-profit organisation. The Foundation may participate in other not-for-profit research organisations and in companies that are based primarily on the research results of the SINTEF Group.

SINTEF has a basic capitalisation of NOK 69.3 million.

§ 3 SINTEF's governance bodies

The Board is SINTEF's highest governance body, and in its role as the Group Board, it protects the Foundation's interests as whole or part owner of its subsidiary companies. SINTEF also has a council ("The Council") and an election committee. The President of SINTEF is responsible for the day-to-day operations of the organisation.

§ 4 The Board: Composition and election

1. The Board has nine members.
2. Of the members of the Board, two, plus one deputy are to have their primary employment at NTNU, while four, plus two deputies, come from industry or the public sector. One of the latter group and her or his deputy will be appointed by the Research Council of Norway. The remaining members will be appointed by Council, which also appoints the chair and vice-chair of the Board.

All elections are for two years at a time, and members may be re-elected twice. In the case of the chair of the Board, this rule may be departed from to permit one further period of election.

3. Three of the members of the Board are to be tenured employees of the SINTEF Group, and they are elected in accordance with the provisions of the Foundations Act concerning employee representatives.

§ 5 The Board: Responsibilities and decision-making capacity

1. The Board will ensure that the management and organisation of the activities of SINTEF and the SINTEF Group are performed in a responsible manner.
2. The Board has a quorum when at least half of its members, including the chair or vice-chair, are present or participate in its deliberations. A decision requires a majority of the members of the Board who have participated in the discussion of a matter to have voted in favour. In the event of a tied vote, the decision will be in accordance with the vote cast by the chair.

§ 6 Council: Composition and election

1. Council has a membership of 28.

Of these, 25 are appointed by the Board of NTNU.

- Eleven members, one of whom will be the Rector of NTNU, and four deputy members, are to have their primary employment at NTNU. These places will be allocated in such a way that all faculties that have signed cooperative agreements with SINTEF are represented on Council.
- Two members and one deputy member are appointed on the recommendation of the Faculty of Mathematics and Natural Sciences of the University of Oslo.
- Three members and two deputies are appointed on the recommendation of the Confederation of Norwegian Business and Industry.
- Two members and one deputy are appointed on the recommendation of the Norwegian Federation of Trade Unions.
- Two members and one deputy are appointed on the recommendation of Tekna, The Norwegian Society of Chartered Technical and Scientific Professionals.
- Two members and one deputy are appointed on the recommendation of the Research Council of Norway.
- Three members and one deputy are appointed on the recommendation of the Board of SINTEF.

A further three members and their personal deputies are elected by and from among the employees of the SINTEF Group.

2. The period of individual membership of Council is four years. Members may be re-appointed or re-elected, but are limited to a period of continuous membership of eight years. The regulation regarding the maximum period of membership does not apply where the Rector has been a member of Council by virtue of other election or recommendation.

3. The Board of NTNU appoints Council's chair and vice-chair from among its members.

§ 7 Council: Responsibilities and decision-making capacity

1. Council will ensure that the objectives of the Foundation are implemented in accordance with these Statutes and Council's own decisions, and it will provide the Board with advice.

Council will hold at least two meetings a year. Meetings of Council can also be called when the chair finds this necessary, or when at least five members demand that this be done. Meetings should normally be called with at least 14 days notice.

Meetings of Council are led by the chair or by the vice-chair in the absence of the former. Council has a quorum when at least half of its members, including the chair or vice-chair, are present. Unless otherwise explicitly stated in these Statutes a decision requires a majority vote of the members who have taken part in the discussion of the matter concerned. In the event of a tied vote, the decision will be in accordance with the vote cast by the chair. In matters for which these Statutes require a two-thirds majority, the majority is calculated on the basis of the members who have participated in the discussion of the matter concerned, unless otherwise explicitly required.

2. Council has the following tasks:

- To elect the chair, vice-chair and other members and deputy members of the Board as set out in § 4. Council may, with a two-thirds majority vote, discharge a member of the Board when the provisions of the second paragraph of § 29 of the Foundations Act have been fulfilled. A new member of the Board must thereafter be elected in accordance with the provisions of § 4.2 of these Statutes.
- To advise the Board in matters concerning major expansions, contractions or reorganisations of the activities of SINTEF, particularly those that concern large numbers of personnel, require major investments or are expected to involve a high degree of financial risk.
- To advise the Board in questions regarding strategy and development plans.
- To have submitted, for its information, the operating plans of the Board for the forthcoming planning period and if appropriate, to express its opinion of such plans to the Board.
- To have submitted, for its information, the annual accounts for the Foundation and the Group.
- To set the fees to be paid to the members of the Board.
- To decide on restructuring of the Foundation with regard to the proposals of the Board.
- To elect members of the election committee.
- To decide on restructuring of the Foundation with regard to the proposals of the Board.

§ 8 The election committee

The election committee prepares the election of the members of the Board who will be proposed by the Council in accordance with §4 no. 2. The election committee's proposals will accompany the documents concerning the election to the meeting of the Council.

The election committee consists of three members of the Council. The chairman of the Council is also the chair of the election committee. Its members are elected by the Council for a period of two years, though they may serve only as long as they are members of the Council. Members may be re-elected twice.

The Council may draw up more detailed instructions concerning the work of the election committee.

§ 9 General manager

SINTEF will have a general manager, with the responsibility and authority that are specified by the provisions of the Foundations Act and the guidelines and requirements set out by the Board. The general manager participates in meetings of the Board and Council. The general manager is the President of the SINTEF Group.

§ 10 Changes in the Statutes

Any decision to modify these Statutes must be taken by Council following a proposal from the Board with a two-thirds majority. The Board must obtain the opinion of NTNU.

Any changes in these Statutes must be approved by the Norwegian Gaming and Foundation Authority.

§ 11 Dissolution

1. Council may resolve to dissolve the Foundation only when at least two-thirds of its members vote in favour, and when there is a recommendation from the Board to dissolve it. The Board must obtain an advance expression of opinion from NTNU and those bodies that, according to current legislation or agreements, are entitled to express their opinions. A decision to dissolve the Foundation must be approved by the Norwegian Gaming and Foundation Authority.
2. In the event of its dissolution, SINTEF's assets – once its obligations have been met – will be distributed among institutions that form part of, or are unrelated to, NTNU, and that are capable of continuing to carry out applied research and development in accordance with the intentions that have formed the basis of SINTEF's activity. It is a condition that assets be transferred to not-for-profit institutions. As far as possible, efforts must be made to ensure that activities that are organised with particular reference to their long-term obligations to the outside world should be continued.