

Articles of Association For Akrobaten Barnehage AS (Akrobaten Kindergarten)



Revised 03.04.17

Approved 05.04.17

Signature of board members and deputy board members (D):

Lene Nesse

Lene Nesse

Ole-Johannes Larsen

Ole-Johannes Larsen

Jens Kristian Ellingsen

Jens Kristian Ellingsen

Runar Sivertsen

Runar Sivertsen

Monica Solberg ~~(D)~~

Monica Solberg

Mariann S. Hillestad

Mariann S. Hillestad

Should any inconsistencies between the Norwegian document and the English translation occur,
the Norwegian original is prevalent.

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Changes in this revision:

3. Purpose – revised text in red

AKB is a privately owned **non-profit** kindergarten for children ages 0-6 years.

10. Internal Control

Previous text:

The kindergarten's internal control is owner's responsibility and shall be maintained through regular monitoring by owner in cooperation with General Manager in accordance with The Kindergarten Law's § 15. Changed to:

New text:

The kindergarten's internal control is owner's responsibility and shall be maintained through regular monitoring by owner in cooperation with General Manager in accordance with regulation: "Forskrift om systematisk helse-, miljø- og sikkerhetsarbeid i virksomheter" and "Forskrift om miljørettet helsevern i barnehager og skoler m.v".

1. General guidelines

Akrobaten Barnehage AS (hereafter called AKB) has its own by-laws for the limited company.

These by-laws are included in the papers sent to Brønnysundregistrene.

The by-laws for AKB AS are ranked ahead of the kindergarten regulations that are stated in this document. With regards to subsections "4.1-Shareholder's meeting" and "4.2-Shareholders committee's administrative tasks", they are a clarification/amplification of the limited company's by-laws and the stipulations in the Limited Liabilities Companies Act.

2. Ownership

AKB's ownership is:

A Limited Liability Company owning 100 shares with a nominal value of 1.000 NOK.

Owner/owner's representatives name and address are:

Akrobaten Barnehage AS

Sandslimarka 251

5254 Sandsli

AKrobaten is a welfare association for Aker Solution's employees in Bergen. The association is managed by an executive board which is elected at the Annual Meeting. The representative chosen at the Annual Meeting is designated to represent AKrobaten as owner in AKB. Unless otherwise formally adopted and recorded in Minutes of the Annual Meeting, AKB will relate to the selected chairperson in AKrobaten.

Notice:

The Kindergarten Act does not require a particular form of ownership. The Kindergarten Law's §§ 4 and 15 with regulations requires that the kindergarten has statutes and that it is organized with a Liaison Committee and a parent.

If the kindergarten does not have a personal ownership, the initiator must ascertain that the kindergarten is presented as an independent unit with limited liability, with its own rights and obligations, liability for debts etc. The most usual forms of organization are associations, trusts, cooperatives or limited companies.

The County Governor recommends distinguishing between owner by-laws and kindergarten by-laws and that these be prepared as two separate documents, thereby giving clarity as to the division of responsibility (ref. own laws for foundations and corporations).

The owner's financial responsibility for the kindergarten's operation, debt, etc. must be evident from the owner's Articles of Association and be included as information in subsection 1. e.g.:

"The Kindergarten Cooperative is a separate legal entity with limited and non-personal liability for debt. Each member is only responsible for his/her paid-up share capital."

"The association is a separate legal entity with limited and non-liability for debt."

Foundations and corporations follow statutory provisions.

Owner's Articles of Association should be available to parents.

3. Purpose

AKB is a privately owned non-profit kindergarten for children ages 0-6 years.

The establishment is to be conducted in accordance with the valid municipal laws, regulations, conditions and guidelines for kindergarten activities, the kindergartens' own by-laws, together with the established budget and annual plan for kindergarten educational activities.

The kindergarten is to facilitate the children with opportunities for companionship and play under the supervision and care of adults, as well as providing good development and activities possibilities in close collaboration with the children's home. The children are to be raised in keeping with basic Christian values.

Note:

If the enterprise has an idealistic (not economic) purpose this should be evident in the text.

If the owner wishes reservation from the last sentence or wants other provisions of faith, this must be explicitly stated – ref. The Kindergarten Act § 1.

4. Governing Bodies

Should the kindergarten by-laws of AKB be contrary to the provisions of the Private Limited Liabilities Act regarding the section "Governing Bodies", it will always be the Private Limited Liabilities Act which applies. By-laws must be revised as soon as this is discovered.

It is the General Assembly in AKB, the Board of Owners and the General Manager who are the company's judicial authority. Other councils, such as the Liaison Committee and The Parent Committee (FAU) have only consultative rights. This does not include parent payments beyond the minimum, which the Kindergarten Act and associated statutory regulations state must be approved by the parent group.

4.1 General Assembly

AKB is to hold a General Assembly once a year. Rules for whom may attend, which issues are to be addressed, rules for notice of Annual General Meeting, etc. are regulated by the Private Limited Liabilities Act, Subsection 5.

Clarification with regards to how this is practiced in AKB is detailed in the following paragraphs.

General Assembly is to be held yearly within 6 months of the end of the accounting year.

The General Assembly meeting is attended by shareholder or a proxy who has been given written permission to attend as shareholder's representative. Each shareholder is, under the Companies Act, Section 5.2, entitled to bring an adviser who has the right to speak.

Note:

It is assumed from AKB that the welfare society AKroboten in its own by-laws has described how members of the welfare society may influence decisions taken at AKB's General Assembly Meeting and that the welfare society AKroboten as owner attends the General Assembly with one representative. This is to ensure that disagreements amongst the welfare society's members regarding the kindergarten's activities shall not be included at AKB's General Assembly meeting and that the Board of Owners shall not be in doubt regarding whom to deal with at AKB's General Assembly.

Notice of the convening of the General Assembly is sent out by the owners' Chairman with at least a 14 days' notice. The requirements of the Private Limited Liabilities Act must be followed. An extraordinary meeting may be convened if the requirements of the Private Limited Liabilities Act, section 5.6 are met.

The General Assembly processes states, amongst others:

- Financial result. Approval of the Annual Reports and Accounts
- Statutory changes
- Other matters, which by law must be considered by the General Assembly

- Selection of representatives to The Board of Owners.

Matters that are to be considered at the General Assembly are to be attached to the notice. Matters that arise during the General Assembly that are not flagged in the Notice of Meeting are to be treated at an extraordinary General Assembly. This is a requirement under the Private Limited Liabilities Act, as well as being desirable as a means to ensure that the members of the Welfare Society receive adequate participation.

The Chairman of the Board functions as the meeting leader.

The Chairman of the Board as well as the General Manager has compulsory attendance to the General Assembly. The other members of the administrative board have attendance right.

The General Manager and a chosen board member of AKB have the right to speak in the General Assembly.

4.1.1 Election of board members and replacement

The board of AKB is to consist of minimum 4 members and maximum 6 members. Board members are elected for a period of two years and must sit on the board until new representatives are elected.

In order to achieve overlap in the ownership board's work, a maximum of half of the boards members are to be replaced simultaneously.

The following duties on the board are assigned:

- Chairman
- Treasurer/Financial Manager
- HSE-manager

Financial manager and HSE-manager have a particular responsibility within their areas and will be persons that the General Manager may rely on within these areas. It must be pointed out, however, that all members of the Board of Owners have a total responsibility for the kindergarten's operations, including finance and HSE.

The nomination committee of AKrobaten welfare society is responsible for obtaining persons who can step in as members of the board when new board members are to be voted in.

4.1.2 Distribution of responsibility and work allocation between General Assembly and Board of Owners.

The administrative tasks of AKB are taken care of by an elected board (Board of Owners). The Board of Owners shall initially oversee the kindergarten's ongoing operations and, in this connection, have a particular responsibility that the kindergarten is managed with a healthy economy and according to the laws and rules that apply for the managing of a kindergarten. This implies that the kindergarten's Board of Owners can independently make decisions the board believes is best for the kindergarten, without AKrobaten as owner being able to directly affect this.

AKrobaten as owner has its influence through the Annual General Assembly, where constraints may be given that the Board of Owners must follow. The General Assembly also provides the opportunity to replace all or part of the ownership board.

If AKrobaten as owner believes that the work its ownership board does is insufficient, it may convene an extraordinary General Assembly, where issues are addressed in accordance with an agreed agenda.

AKB's ownership board is solely responsible to the person the annual meeting of AKrobaten Welfare Society has designated. Until such a representative is designated, it is assumed that the chairperson in AKrobaten is the person to attend the General Assembly in AKB.

Notice:

The Board of Owners in AKB has a duty to consider the ongoing input from the AKrobaten designated representative, but are free to make decisions that are contrary to AKrobaten's wishes if the Board of Owners deems this detrimental to the best of the kindergarten. It is only at the General Assembly that AKrobaten as owner can push through an adjustment policy, with the requirement that the board must resign as the most serious adjustment means.

4.2 Owners Board's responsibilities

The owner's board nominated at the General Assembly is responsible for overseeing that all laws and regulations are followed. Board members may be held liable for irregularity with regards to the company's operations.

The board has a quorum when half of the members are present, ref. section 6.4 in the Private Limited Liabilities Act. General rules for reconciliation are regulated by Private Limited Liabilities Act, sections 6.25 and 6.26.

The company's firm is jointly signed by the Board of Owners. This implies that all directors must sign for all investments over kr. 50.000,-.

The General Manager is obligated to attend all board meetings and shall, as soon as possible, inform the board about matters which are of such a nature that the owner's board must be informed.

The owner's board has an overall responsibility for the kindergarten's operation, and special mention is made of:

- Responsibility for finance within the established budget, as well as ensuring satisfactory accounts in accordance with the municipality stipulated conditions.
- Determining parental payment in consultation with Parents Committee.
- Admission of children (evt. after recommendation by General Manager).
- Appointment of General Manager
- Development and monitoring of kindergarten internal control system
- Convene and submit proposals for matters for the General Assembly

The annual accounts and the budget shall be prepared by the owner's board no later than within six months after the end of the fiscal year.

The owner's board shall meet at least one time per month, after the monthly financial statements are prepared. At these meetings the economy of the kindergarten and a review of the monthly financial statement are to be an item on the meeting's agenda. Reference is also made to the Private Limited Liabilities Act, chapter 6 regarding the owners boards and General Manager's duties and responsibilities.

4.3 Corporate Assembly

AKB shall not have a corporate assembly

4.4 Liaison committee

The kindergarten shall have a liaison committee (ref. The Kindergarten Act § 4 with regulations).

The Liaison Committee consists of four members, of which two members are elected by the Parent's Committee and two by the employees. Owner may decide if they wish to be in the Liaison committee. The Liaison committee constitutes itself.

Representatives for parents and staff are elected for one year at a time. The term of office for owner's representatives is determined by the owner.

Even if the General Manager of the kindergarten is not an elected member, the General Manager has meeting-, speech-, and suggestion rights in the Liaison committee.

Liaison committee meetings are held in accordance with the established plan and otherwise when the Liaison committees' chairperson deems it necessary. A minimum of two members of the Liaison committee are necessary to reach a quorum.

A protocol shall be written and signed by attending members.

The Liaison committee shall:

- Be advised and have the right to comment on issues that are of importance for kindergarten's content, activities, operations and relationship with parents, be it budget, operations changes, utilization of outdoor and indoor space, etc.
- Set the year plan for the kindergarten
- Provide comments on proposed changes in the by-laws and guidelines for the kindergarten (including payment and notice periods)
- Advise the owner and notify the municipality or county as the supervisory authority, if the kindergarten is not operating within the limits set by applicable laws, regulations, the kindergarten's by-laws and the kindergarten's budget.

Remarks:

According to comments to the regulations, there is to be equal representation from parents and employees. The usual procedure is that there are two representatives from each group. If a small kindergarten, the number is reduced to one representative from each group.

4.5 Parent's committee (PTA)

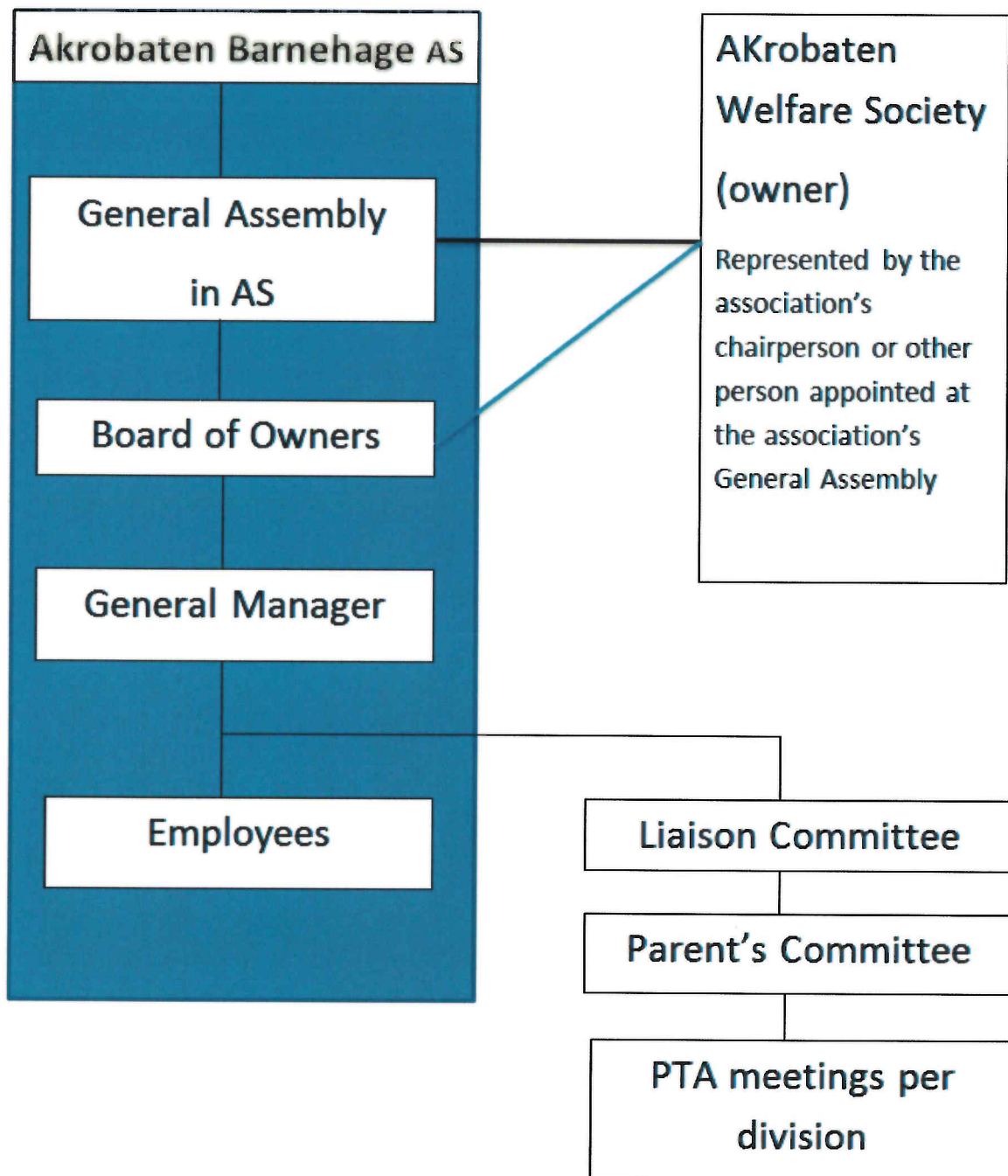
The Parent's committee is created pursuant to the Law for Kindergartens, § 4 and regulations section 1. Two parents from each department are elected. The election is made in each department in a joint PTA meeting.

The Parent's committee shall:

- Promote parent's common interests.
- Contribute to a good partnership between home and kindergarten.
- Participate and secure, as well as promote, cooperation between home and kindergarten.
- Be submitted issues that are of importance for the parent's relationship to the kindergarten.
- In consultation with the Board of Owners, determine parental payment.

The Parent's committee constitutes itself.

4.6 Organization Chart



5. Admission of Children

5.1 Admission criteria

Admission is made by the Board of Owners (upon recommendation by the kindergarten's General Manager) using the following criteria:

- Children of full-time employees of AKB. In order to ensure staff stability, children of full-time employees of AKB have priority.
- Children of full-time employees of Aker Solutions, Bergen
- Grandchildren, nieces and nephews of full-time employees of Aker Solutions, Bergen
- Children belonging to Fana and Ytrebygda districts
- Children belonging to the Greater Bergen district

For groups 1), 2), and 3 the applicants are specified on a numbered list (a list for each group) according to the registration date on coordinated registration, Bergen Municipality, and admission is done continuously according to vacancy.

For groups 4) and 5) children are prioritized consecutively according to Bergen Municipality's current admission rules.

Sibling priority applies to all admission groups. It is possible for full-time employees to seek a one-year deference start-up on allocation of kindergarten.

The child should be 6 months old before the application is processed with regards to main admission or supplementary admissions, and 10 months old (effective 01.08.09) by any other admission.

In cases where AKB must ensure key personnel, AKB is given the opportunity to prioritize admission of children to the kindergarten.

Complaints regarding kindergarten admissions are processed by Bergen Municipality.

Applications are to be sent to: Bergen Kommune, Byrådsavdeling for oppvekst, Samordnet opptak.

Kindergarten place is retained until notice of cancelation is received from parents. Notice of cancelation of kindergarten place must be given, also when the child leaves to start school.

Kindergarten place is not time-limited, meaning that when a child has been allocated place, regardless of the priority groups above, the child will retain the place until notice of cancelation is received from parents. This applies unless there are special reasons for cancelation such as non-payment or other breaches of contract.

Children's guardians must give written acceptance of AKB's by-laws when allocated kindergarten place.

Notice:

- *The Law of Kindergartens § 13 states that children with disabilities shall have admission priority.*
- *Admission priority may result in founders/parent committee's children, children who already have a place or staff's children being given priority after disabled children.*
- *The kindergarten's owner determines if children residing within a specified area in the municipality are to be prioritized for admission.*
- *The by-laws must state who will handle complaints regarding admissions.*
- *With admission to a family kindergarten, parents must be advised of limitations in the individual host home with regards to, for example, animal husbandry and the like.*

5.2 Background for admission

The main admission occurs in August (some children start school and release place in kindergarten). Places will only be allocated to those who use the places in the course of the fall and latest 31.12 the same year. It is assumed that allocated places are paid for from allocation regardless of the place being taken in use or not. Similarly, if place is allocated outside the main allocation period the place must be taken in use in the course of the current half-year and payment must be made from the time of allocation.

6. Parental Fees/Cancelation

6.1 Parental Fees

- The Parental fee is following the resolution made about this by the Norwegian government.
- Actual utilization of kindergarten place between the 1st and 15th in a month means full parental fees while admissions after the 15th means half-fees from parents.
- Allocation of kindergarten place requires a two months advance payment of parental fees.
- Payment is made in advance before the 1st of each month.
- Payment is incurred for unused place.
- Fees are for 11 months.
- Sibling price reduction is given in accordance with rules issued by Bergen Municipality
- **If siblings have place in separate kindergartens ordinary fees apply. Sibling price reduction will then be refunded arrears spring and fall.**

6.2 Cancellation

In the case of non-payment, the kindergarten place may be terminated in writing with a 14 days deadline.

Cancellation of a child's kindergartens place shall be given in writing to AKB.

There is a 2 months mutual cancellation notice dated from the 1st of the month that cancellation notice is given.

Parents pay for kindergarten place up until the child stops attending kindergarten. The accountant will check the status regarding fee payment and refund the rest of the prepaid amount.

Should cancellation from children or staff make further operation impossible, the same cancellation period is applicable from the owner to the parents.

The same is true if the kindergarten is discontinued/closed.

Remarks:

It shall be stated in the by-laws who determines the parental fees.

The by-laws may contain provisions for parental fees for children of parents living outside Bergen Municipality.

If instituting rules regarding a deposit of parental fees, this must be stated in the by-laws. Deposits are placed in an escrow account and held outside the regular operating budget and refunded to the parents at the cancellation of kindergarten place, and if necessary, offset against unpaid parental fees.

Provisions regarding repayment of the deposit and paid-up shares when a child quits the kindergarten must be clearly stated in the by-laws.

7. Sickness

The General Manager in the kindergarten determines whether a child, with a temporary illness of up to one week, may not attend kindergarten in consideration to the interests of the child and/or the other children. Children, who due to illness cannot be outside in the course of the kindergarten day, must be kept at home. In the case of accidents, illness and suspected epidemics the General Manager determines whether a doctor shall be contacted immediately and the parents are to be notified.

8. Opening hours/holidays/planning days

8.1 Opening hours

1. Kindergartens opening hours are: weekdays from 07:00 hours to 17:00 hours

Note:

In July opening hours are from 08:00 - 16:00.

The days between Christmas and New Year opening hours are from 08:00 - 16:00

Easter (Monday –Tuesday) opening hours are from 08:00 - 16:00 (for Wednesday see point 6).

NB! New opening hours in connection with public holidays and the month of July are valid from July 2009.

2. The kindergarten will be closed if planning attendance during holidays and constricted days shows that there will be less than 12 units (equivalent to 12 children over 3 years or 6 children under 3 years) present in the kindergarten.

3. The kindergarten starts a new year: August 1.

The kindergarten year runs until: July 31.

4. Five daytime planning days will be introduced in the kindergarten from the Kindergarten year 2014 - 2015. The planning day will basically follow Bergen Municipality's school schedule and parents will be notified in sufficient time. This is to ensure good quality with regards to the pedagogical work in the kindergarten. The kindergarten is closed on planning days.

5. The kindergarten is closed on Christmas Eve, New Years' Eve and after 12: 00 noon on the Wednesday before Maundy Thursday.

Note 1. The children are not to have longer days than 9 hours.

Notice:

The by-laws may contain more specified information regarding opening hours, such as the day before a public holiday, etc.

If the kindergarten follows school holidays, this should be stated in the by-laws.

If the kindergarten is closed on planning days, this should be stated.

8.2 Holidays/Summer holidays

The children must have a total of 4 weeks holiday in the course of the kindergarten year, with July being a payment free month in the kindergarten. The children must have a 3 weeks continuous holiday within the school's summer holidays between weeks 25-33.

Children leaving AKB to start school, have their final day in kindergarten July 31. They must have had a total of 4 weeks holiday before this date, with three of these weeks being a continuous holiday within school's summer holidays.

9. Play and living areas

The kindergarten's net approved play and living area is 303.9 m². Area average per child is fixed to 4 m² for children over 3 years and 5.3 m² for children under 3 years.

Notice:

The kindergarten's play and living areas are determined by the municipality. Owner determines area norm per child.

A net play- and living area norm is not determined for family-kindergartens. Information may be given regarding the number of homes in a family-kindergarten and also the number of children in each home.

10. Internal Control

The kindergarten's internal control is owner's responsibility and shall be maintained through regular monitoring by owner in cooperation with General Manager in accordance with regulation: "Forskrift om systematisk helse-, miljø- og sikkerhetsarbeid i virksomheter" and "Forskrift om miljørettet helsevern i barnehager og skoler m.v". The kindergarten's internal control system is to be available in the kindergarten.

Notice:

The Kindergarten Law stipulates that the by-laws shall refer to or reproduce the documentation the kindergarten has for the kindergarten's internal control system.

11. Substitute Arrangement

The kindergarten accrues a substitute list and also uses an employment agency.

Notice:

It is practical that the kindergarten's substitute arrangement be evident in the by-laws and also if parents are to be substitute helpers.

12. Voluntary work

It is a condition that parents with children in the kindergarten participate in voluntary work. This is determined by FAU (parent/teacher association). The minimum requirement for voluntary work is 5 hours per kindergarten year.

There will be a minimum of 2 voluntary work sessions per kindergarten year (1 in spring and 1 in fall). Failure to attend one of these, in order to fulfill the minimum requirement of 5 hours, will result in a fee of NOK 1000,- being charged as settlement for voluntary work. Should the voluntary work not be attended to or the fee not paid, will this be considered as breach of contract in accordance with the kindergarten's by-laws and may, in the most extreme consequence, result in loss of kindergarten place.

Board participation in the ownership Board is considered a part of volunteer duty.

13. Police Reference

All employee of the kindergarten must produce a satisfactory police reference. The reference must be no older than 3 months at the time of employment.

Notice:

This stipulation also encompasses owner working or attending the kindergarten on a regular basis, ref. regulation for police reference. Reference for owner must be presented to the municipality when the kindergarten is approved.

14. Confidentiality

The Board of Owners, Liaison Committee members and kindergarten staff have confidentiality obligations under the Administrations Law (ref. Kindergarten Law §§ 21 – 23).

15. Insurance

The kindergarten children and employees are insured through PBL (Private Barnehagers Association). This is in force during the kindergarten's opening hours and on the direct road between home and kindergarten.

The employees are insured during working hours by employer according to Law of Worker's Compensation.

16. By-law Amendments

Kindergarten by-laws may be amended by the Board of Owners in AKB. The Liaison Committee should be notified of changes in these by-laws at least one month before the Board of Owners institutes changes in the kindergarten by-laws. Parental representatives in the Liaison Committee are responsible for informing the rest of the parent group and especially informing the parent/teacher committee (FAU). This is to allow the parent group sufficient time to comment.

The by-laws are to be sent to the municipality as information.

17. Cancellation and Liquidation

Upon cancelation of AKB the kindergarten's debt must be covered. Should there be surplus funds, these will accrue the Aker Solutions, Bergen, employees' welfare fund.

Notice:

This by-law must be approved by Bergen Municipality if the kindergarten receives municipal support, see section 18.