

By-laws
for
AMS – Aluminiumindustriens Miljøsekretariat

1. COMPOSITION

Aluminiumindustriens Miljøsekretariat, below named AMS, is a mutual organisation for the aluminium plants in Norway, Sweden and Iceland.

AMS is manned with a stationary secretariat with a substantial experience in environmental and occupational health and safety related topics and has a basic knowledge of the aluminium industry.

2. FUNCTION/TASKS

AMS is a joint partnership between management and employees that shall work to acquire, adapt and exchange knowledge and experience. To improve HSE in and around the aluminium plants in the Nordic countries to the benefit of the plants, the employees and the surroundings.

The tasks are specified as i.a.:

- Future HSE-standards
- Environmental challenges
- Safety challenges
- Health challenges

AMS shall accomplish its objectives and activities through projects. The AMS' secretariat functions as project coordinator.

A common project management system is used in the execution of the projects. The projects are manned by skilled personnel from the member companies and consultative partners.

The competence of the skilled personnel is covered through the participation in projects.

AMS compiles statistics in the field of external environment and safety. When the basis for the statistics is given to AMS, this is considered as official figures that AMS may use in statistical publications and publish among other things at its website. This applies also in the cases where the company/plant no longer is a member of AMS.

AMS shall make strategic plans for 5-years periods. They are examined annually and are rolling plans.

3. ORGANISATION/MEETINGS

3.1 General Assembly

The General Assembly constitutes the highest level of AMS. Members:

- 1 managing director from each plant (voting right).
- 1 employee representative from each plant (voting right).
- 1 HSE manager from each plant.
- Representatives from top management (Hydro Aluminium, Alcoa Norway and one from Industri Energi(voting right)).

The members of the Board join the General Assembly.

The representatives from management and employee representatives to the Board are elected at the General Assembly. With the intend to have as wide participation as possible for the member plants on the board.

Persons can be called upon if needed to the General Assembly.

The General Assembly meets annually in the spring at a member plant location. The sitting board can move the timing of the General Assembly due to critical external circumstances to a later date. The General Assembly elects a chairman for one year alternating between employer and employees.

The General Assembly decides:

- Strategic documents
- Projects
- Annual report
- Financial statement

3.2 The Board

The Board has nine members:

- 4 representatives from the management
(1 from Hydro Aluminium, 1 from Alcoa Norway, 1 from the Icelandic plants and 1 from Sweden)
- 4 representatives from the employees
(2 from Hydro Aluminium, 1 from Alcoa Norway and 1 from the Icelandic plants)
- 1 HSE professional

Board members shall point their substituted, with the exception of the chairman. Board member will notify AMS and their substituted if not able to attend the meeting.

The chairman of the General Assembly shall be a Board member and function as the chairman of the Board for one year alternating between employer and employees.

The Board shall follow up projects and financial matters. The Board shall be the steering committee of any project. The Board can, within the approved budget, endorse special projects and can also start new projects if there are special reasons.

The Board shall hold at least 4 meetings per year.

4. PROJECTS/ACTION PLANS

AMS shall put forward proposals for projects/action plans at least 14 days ahead of the General Assembly. Projects and plans shall in advance have been discussed in the board, and then proposed by the board to the General Assembly for approval.

5. BUDGET

AMS shall put forward a budget proposal for the coming year at least 14 days ahead of the first meeting of the new board. The Board approves the budget for the coming year for the secretariat. Project budgets are approved on the General Assembly.

6. FINANCIAL STATEMENT

The Accountant is approved by the board and all transactions are approved by the general manager. The financial statement is finished by the 31st January and is then sent to the member of the General Assembly two weeks before the Assembly.

7. REPORTING

AMS shall put forward a report from the preceding year at least 14 days before the General Assembly. The status of the projects is reported according to each project schedule.

8. MEMBERSHIP FEE

AMS' expenses are paid by the participating companies proportional to the nominal, primary electrolysis production i.e. production in the preceding year is the basis for calculating the fees in the invoicing year. At the end of each year the production figures are reported to AMS.

The fee for each company and plant is put forward with the budget proposal (Item 5) and is quoted in % (with two decimals) and in NOK. The approved expenses are invoiced quarterly by AMS.

Expenses for projects that are not covered by the ordinary membership fee, are invoiced to the participating companies/plants with the same deadlines as mentioned above. Companies/plants that want to join special projects at a later stage to get the results/products, pay a proportionate part of the total project costs by use of the same keys as for the membership fee.