

Sworn translation from the Dutch into the English language

**DEED OF AMENDMENT OF THE ARTICLES OF A
FOUNDATION**

Stichting Raad voor Accreditatie
[Dutch Accreditation Council] (RvA)

On this day the eighth of November two thousand eleven, appears before me *mr.* Harriët van Zenderen, civil-law notary in Utrecht, The Netherlands:

Mr *mr.* Joost Maarten van der Meer, born on the ninth of March nineteen hundred eighty-one in De Bilt, The Netherlands, with his business address in 3581 CS Utrecht, at Maliebaan 48a, for this purpose acting with the written authorization from Mr Jan Carel van der Poel, born on the twenty-third of April nineteen hundred fifty-one in Sneek, The Netherlands, residing in 7316 BD Apeldoorn, The Netherlands, at Tutein Noltheniuslaan 7, married, holder of a passport with number NV477C7K9, who, when issuing his authorization, acted as independently competent board of the *foundation*: **Stichting Raad voor Accreditatie (RvA)**, with its registered seat in the Municipality of Utrecht and its business address in 3511 LK Utrecht, at Mariaplaats 21-D, registered in the Commercial Register of the Netherlands under dossier number 41187815, hereinafter: the "foundation".

./. Said authorization is evidenced by a private instrument to be appended to this deed.

The person appearing declares:

- ./. A. On the twenty-eighth of October two thousand eleven the board of the foundation decided to amend the articles of the foundation and to issue authorization to each member of the board of the foundation to cause the deed of amendment of the articles to be executed, which is evidenced by an excerpt from the minutes of the meeting of the board of the foundation to be appended to this deed.
- ./. B. The [Dutch] Minister of Economic Affairs, Agriculture and Innovation has decided, pursuant to article 10 sub-clause 1 of the articles of the foundation, to approve this amendment of the articles of the foundation as evidenced by a letter, a copy of which is to be appended to this deed.
- ./. C. On the twenty-sixth of October two thousand eleven, pursuant to article 10 sub-clause 1 in conjunction with article 5 sub-clause 4 sub e of the articles of the foundation, the supervisory board of the foundation decided to approve the resolution of the board of the foundation regarding this amendment of the articles of the foundation, which is evidenced by an extract from the minutes of the meeting of the supervisory board of the foundation, to be appended to this deed.
- D. The articles of the foundation were last amended by deed executed on the twenty-second of June two thousand seven before *mr.* Harriët van Zenderen, civil-law notary in Utrecht.

For the implementation of aforementioned decisions the articles of the foundation are amended to read in their entirety as from this day as follows:

ARTICLES.

Name and Seat.

Article 1

1. The name of the foundation is: Stichting Raad voor Accreditatie (RvA).
2. The foundation has its seat in the Municipality of Utrecht.

Purpose.

Article 2

1. The purpose of the foundation is:
 - a. creating and maintaining confidence in the infrastructure for conformity assessments and accreditation in the Netherlands in order to assist commerce, industry, health care and other sectors;
 - b. awarding and assuring accreditation of regulatory bodies organized under both public and private law that perform conformity assessments;
 - c. advancing or causing to advance the comparability and uniformity of conformity assessments, both nationally and internationally;
 - d. striving to assure the acceptance of foundation accreditations by sister organizations in other countries;
 - e. advancing or causing to advance or, as appropriate, ensuring the harmonization of assessment systems and regimes being applied by accredited organizations;
 - f. serving as national accreditation body within the meaning of article 2 sub-clause 1 of the *Wet aanwijzing nationale accreditatie-instantie* [Designation of National Accreditation Body (Implementation) Act];
 - g. being accountable and bearing the risk for all acts performed by the board, also where it acts as administrative body within the meaning of article 2 sub-clause 2 of the *Wet aanwijzing nationale accreditatie-instantie*, and where it receives as its own income the amounts paid in respect of duly charged rates;
 - h. performing investigation or assessment activities at conformity assessing organizations upon the request of public or private parties; and
 - i. performing all other acts in the broadest possible sense associated with or conducive to the above, and promoting the quality of services in general.
2. The foundation is a non-profit organization.

Capital.

Article 3

1. The capital of the foundation is made up of:
 - a. income received for the activities performed by the foundation at the rates referred to in article 7, *Wet aanwijzing nationale accreditatie-instantie*;
 - b. other financial contributions of organizations accredited and yet to be accredited;
 - c. contributions of the *Staat der Nederlanden* [Dutch Government];
 - d. other subsidies, gifts, legacies, property acquired by testamentary disposition;
 - e. other revenue.
2. Testamentary dispositions can only be accepted with the benefit of inventory.

Board: membership, appointment, retirement and suspension.

Article 4

1. The board of the foundation consists of members whose number is to be decided by the supervisory board, and shall comprise at least one natural person. If the board comprises one person then this person shall serve as chairman of the board.
2. The composition of the board shall be such that serving board members satisfy a profile prepared by the supervisory board.
3. Board members are appointed by the supervisory board. A resolution of the supervisory board to appoint a board member requires the prior approval of the Minister of Economic Affairs, Agriculture and Innovation. In the event of a contemplated appointment of a board member, the supervisory board will afford the Minister of Economic Affairs, Agriculture and Innovation the opportunity to approve such appointment on a timely basis and in writing. If the board consists of more members, the supervisory board appoints the chairman of the board.
4. Board members are appointed for a maximum period of four years.
5. Board members resign as per a resignation schedule to be established by the supervisory board. A board member resigning as per said schedule may forthwith be reappointed without restrictions. The provisions in these articles for appointing board members apply *mutatis mutandis* to the reappointment of board members.
6. A board member retires:
 - a. through his retirement as per the schedule within the meaning of sub-clause 5;
 - b. following his death, through being declared bankrupt or following his filing for a suspension of payments;
 - c. through being placed under guardianship, and through a court order whereby, due to his physical or mental state, one or more of his assets is/are put under administration;
 - d. through his discharge, granted by the courts as prescribed by law;
 - e. through his discharge, granted by the supervisory board; a decision of the supervisory board to discharge a board member requires the prior approval of the Minister of Economic Affairs, Agriculture and Innovation;
 - f. through his appointment as a member of the supervisory board;
 - g. following his acceptance of the position of member of the chairmen objections committee.
7. The supervisory board is at all times competent to suspend a board member.
8. If the supervisory board has suspended a board member, the supervisory board must decide within three months upon suspension date to either discharge the board member or maintain the suspension; failing this, the suspension will lapse. A decision to maintain the suspension can be made only once whereby such suspension can be maintained for a maximum period of three months starting on the date upon which the supervisory board makes the decision to uphold the suspension. If the supervisory board has not decided to discharge the board member or lift his suspension within the period established for maintaining it, then the suspension lapses. A suspended board member is afforded the opportunity to account for his actions at the meeting of the supervisory

board while assisted by legal counsel.

9. If for whatever reason one or more board members are absent, then the remaining board members or the sole remaining board member will constitute a competent board, without prejudice to the supervisory board's obligation to fill the vacant position as soon as possible.

In the event of the absence or inability to act of all board members, the supervisory board will forthwith and with the prior approval of the Minister of Economic Affairs, Agriculture and Innovation appoint at least one board member, whether or not on a temporary basis, to ensure that the board of the foundation can perform its duties as an administrative body without undue delay. Until such appointment each member of the supervisory board, duly designated by this Council, is competent to represent the foundation.

10. The supervisory board resolves on the duties and terms of employment of each of the board members.
11. The supervisory board may confer upon the chairman of the board the title: 'Managing Director'.

Board: role and competences.

Article 5

1. The board is charged with managing the foundation.
2. The board of the foundation is designated as the administrative body that performs the competences as the Regulation and the *Wet aanwijzing nationale accreditatie-instantie* assign to the national accreditation body.
3. The board is competent to adopt internal bye-laws and one or more other bye-laws.
4. The board is competent to adopt decisions to enter into agreements for acquiring, selling and encumbering property subject to registration, as well as agreements whereby the foundation commits itself as surety or several co-debtor, warrants the performance of a third party, or pledges security for a debt of a third party, and to represent the foundation in respect of these acts.
5. Without prejudice to what is otherwise provided in these articles, the board requires the approval of the supervisory board in respect of:
 - a. adopting the internal bye-laws;
 - b. entering into agreements within the meaning of sub-clause 4;
 - c. adopting major general policy decisions for a year or for a series of years;
 - d. entering into a sustained, direct or indirect, partnership with other artificial personalities, and breaking off such a partnership if this partnership has significant impact;
 - e. decisions to amend the articles, to merge, to demerge and to dissolve;
 - f. adopting the annual or long-term budget, the rates, the annual accounts and the annual report;
 - g. the appointment of the external accountant;
 - h. issues clearly described in a decision duly adopted by the supervisory board.
 Absence of the approval of the supervisory board of a decision within the meaning of

this sub-clause will not impair the board's or the board members' competence to represent the foundation.

6. The board is competent to have certain elements of its role, with the exception of the adoption of decisions within the meaning of de *Algemene wet bestuursrecht* [Dutch General Administrative Law Act], performed by one or more of the foundation's organizational units without legal personality, whose scope of activities and number shall be resolved upon by the board.
7. Without prejudice to what is provided in article 7 regarding the accreditations committee(s), the board is obligated to seek the advice of one or more other committees, hereinafter: "advisory panels". The advisory panels' role is to enable interested parties to participate in developing and maintaining accreditation-related principles and general policies. The board ensures that participation of afore-referenced interested parties will be balanced, without one of the afore-referenced parties being allowed to dominate.

The foundation will in any event have an advisory panel by the name of: "Users Council".

The members of an advisory panel are appointed by the board, which also sets forth the role and competences of an advisory panel. Detailed provisions regarding advisory panels are set forth in the appropriate bye-laws.

8. The board provides the supervisory board on a timely basis with the information that the latter requires for the performance of its role.
9. The board decides in all situations not covered by the law, these articles or foundation bye-laws.

Board: representation and decision-making process.

Article 6

1. The foundation is represented by the board.
The competence of representation of the foundation attaches in part to the chairman of the board individually as well as, if the board consists of more than two board members, to two board members acting jointly.
2. The board may issue authorization to one or more board members, and to third parties, to represent the foundation within the restrictions of that authorization.
3. In all situations where the foundation has a conflicting interest with one or more board members, sub-clause 1 of this article shall remain in full force. A board decision to perform a legal act that constitutes an interest conflicting with the interests of one or more board members in their private capacities is subject to the approval of the supervisory board, however the absence of such approval does not impair the board's or the board members' competence to represent the foundation.
4. Provisions regarding the decision-making process of the board are set forth in the internal bye-laws.

Supervisory board: role, membership, appointment, chairman, retirement and decision-making process.

Article 7

1. The supervision of the policies of the board and the general affairs of the foundation is conducted by the supervisory board. The supervisory board assists the board by providing advice. In fulfilling their role the members of the supervisory board act in the best interests of the foundation taking into account the social interest served by the foundation.

The role of the supervisory board includes appointing the members of the accreditations committee(s), which committee(s) give(s) the board advice on granting, suspending or revoking accreditations; the accreditations committee(s) reports/report once a year to the supervisory board on the activities conducted over the past year. Detailed provisions regarding the accreditations committee(s) are set forth in specific bye-laws.

2. The supervisory board consists of natural persons in a number to be decided by the supervisory board of no fewer than three and no more than eight, with the understanding that the supervisory board has the competence to temporarily increase this number. The members of the supervisory board are appointed by the supervisory board whereby they act in a personal capacity, independently and not bound by any instructions.
3. The composition of the supervisory board must be such that the serving members of the supervisory board satisfy a profile prepared by the supervisory board.
4. The factors that the supervisory board holds to be pertinent to preparing this profile include diversity in policy-related areas of expertise, with supervisory board membership preferably possessing knowhow and experience, related to the following disciplines:
 - private sector;
 - quality;
 - public sector;
 - research/technology;
 - food and commodities;
 - care/medical.

The supervisory board discusses the profile and changes therein with the board.

5. Members of the supervisory board are appointed by the supervisory board. When appointment of a member of the supervisory board is being contemplated, such not to include the chairman of the supervisory board, then at the discretion of the supervisory board representative groups and organizations with a direct or indirect interest in accreditation may be invited by the supervisory board to make a recommendation for the nomination.

The independent chairman of the supervisory board is appointed in that position by the supervisory board.

Vacancies are filled as soon as possible.

6. Members of the supervisory board are appointed for a maximum period of three years.
7. Members of the supervisory board retire as per a retirement schedule to be established by the supervisory board. A member of the supervisory board resigning as per said schedule may forthwith be reappointed, however at most twice enabling him to serve in

- that position for a maximum period of nine years.
8. A member of the supervisory board retires:
 - a. through his retirement as per the schedule referenced in sub-clause 7;
 - b. following his death, through being declared bankrupt or his filing for suspension of payment;
 - c. through being placed under guardianship, and through a court order whereby due to his physical or mental state one or more of his assets is/are put under administration;
 - d. through his discharge granted by the supervisory board; a decision of the supervisory board to discharge a board member requires a unanimous vote cast by all other serving members of the supervisory board in a meeting where all other serving members of the supervisory board are present or represented;
 - e. through his appointment as a board member.
 9. If, for whatever reason, one or more members of the supervisory board are absent then the remaining members or the sole remaining member of the supervisory board will constitute a competent board.
 10. The meetings of the supervisory board are attended by the board, unless the supervisory board provides otherwise. Board members have an advisory role in the meetings of the supervisory board. The supervisory board meets without board members attending at least once a year.
 11. Insofar as the articles do not provide otherwise, decisions of the supervisory board are adopted by an absolute majority of votes cast in a meeting where at least half the number of serving members of the supervisory board is present or represented. A member of the supervisory board may have himself represented in meetings by another member of the supervisory board on the basis of a written authorization to be presented to the chairman of the supervisory board. The requirement of the authorization's written form will be satisfied if the authorization is set forth via electronic means. Detailed provisions regarding the meetings and the decision-making process of the supervisory board are set forth in the internal bye-laws.

Board of chairmen of the objections committee.

Article 8

1. The foundation has a board of chairmen of the objections committee. For each objection submitted, the board designates a member of the board of chairmen of the objections committee to form an advisory committee within the meaning of article 7:13 of the *Algemene wet bestuursrecht*.
2. The board of chairmen of the objections committee consists of no fewer than one and no more than five members. The members of the board of chairmen of the objections committee are independent, which means in any event that they do not serve on the board and that they do not work under the responsibility of the board. The members of the board of chairmen of the objections committee are appointed by the supervisory board for a period of no more than three years. Members of the board of chairmen of the objections committee resign as per a

retirement schedule to be resolved upon by the supervisory board. A board member resigning as per said schedule may forthwith be reappointed without restrictions. All members of the board of chairmen of the objections committee must possess the Dutch law degree of *meester* [= *mr.*] or the bachelor's or master's degree in that discipline.

3. Detailed provisions regarding the board of chairmen of the objections committee and its functioning are set forth in the objection procedure bye-laws of the foundation.

Financial year, annual accounts, annual report and budget.

Article 9

1. The financial year of the foundation runs parallel to the calendar year.
2. The board is obligated to keep a record of the financial position of the foundation and of all that pertains to the activities of the foundation in accordance with the standards ensuing from said activities in such a way, and to retain the corresponding books, documents and other media in such a way that the rights and obligations of the foundation may be evident at all times.
3. Once a year before the fifteenth of March the board prepares the annual accounts of the past financial year (a balance sheet and a profit and loss account with explanatory notes) of the foundation.
4. The annual accounts are audited by the external accountant, who submits his report via the board to the supervisory board and sets forth the outcome of his report in an audit opinion.
5. The annual accounts are signed by all board members and by the chairman of the supervisory board; the absence of a signature of one or more of their number is noted, stating reasons.
6. Adoption of the annual accounts is effected by the board. The board decision to adopt the annual accounts requires the approval of the supervisory board and of the Minister of Economic Affairs, Agriculture and Innovation.
Approval of the annual accounts by the supervisory board does not discharge the board members. The supervisory board may discharge the board members from liability for their management of the past financial year.
7. Once a year before the fifteenth of March the board prepares an annual report on the state of affairs of the foundation and on the management conducted in the past financial year.
8. Once a year before the first of November the board prepares a budget for the coming financial year. The board decision to adopt the annual accounts requires the approval of the supervisory board and of the Minister of Economic Affairs, Agriculture and Innovation.

The board decision to adopt the rates of the foundation regarding activities that are performed on the basis of the *Wet aanwijzing nationale accreditatie-instantie* requires the approval of the supervisory board and of the Minister of Economic Affairs, Agriculture and Innovation.

The board decision to adopt the rates of the foundation regarding activities that are not

performed on the basis of the *Wet aanwijzing nationale accreditatie-instantie* requires the approval of the supervisory board.

Amendment of the articles.

Article 10

1. The board is competent, under observance of article 5 sub-clause 5 sub e and provided the approval of the Minister of Economic Affairs, Agriculture and Innovation has been obtained, to amend the articles.
2. A decision of the supervisory board to approve a decision of the board to amend the articles can only be adopted by a majority of at least two-thirds of the votes cast in a meeting where at least two-thirds of the number of serving members of the supervisory board is present or represented.
3. A decision to amend the articles comes into effect only after it has been set forth in a notarial deed. Each board member is independently competent to cause such a deed to be executed.

Dissolution, merger, demerger.

Article 11

1. The board is competent to dissolve the foundation, to enter into a merger or to demerge the foundation.
2. The decision of the board to dissolve, merge or demerge is subject accordingly to sub-clauses 1 and 2 of the preceding article.
3. In the event of dissolution the board members of the foundation act as liquidators of the capital of the foundation, unless the decision to dissolve (also) appoints one or more other liquidators.
4. The reserves remaining after liquidation will be distributed to the *Staat* [Dutch Government].
5. Upon completion of the liquidation procedure the books and documents of the dissolved foundation are retained by the person designated for that purpose by the liquidators for the statutory period.
6. During the liquidation procedure these articles remain, insofar as possible, in effect.

FINAL DECLARATION.

In closing, the person appearing declares that as at the first of January two thousand ten, with the enactment of the *Wet aanwijzing nationale accreditatie-instantie*, the foundation is the designated national accreditation body within the meaning of article 2 par 1 of said Act.

The person appearing is known to me, civil-law notary.

WHICH DEED is executed in Utrecht on the date written in its heading.

Following a reading of the substance of this deed and explanatory note to the person appearing, the latter declared to have studied the content of this deed on a timely basis and to be in agreement therewith.

Then immediately upon its limited reading this deed was signed by the person appearing and by me, civil-law notary.