



ILAC Rules: Articles of Association

ILAC-R2A:11/2019

About ILAC

ILAC is the global association for the accreditation of laboratories, inspection bodies, proficiency testing providers and reference material producers, with a membership consisting of accreditation bodies and stakeholder organisations throughout the world.

It is a representative organisation that is involved with:

- the development of accreditation practices and procedures,
- the promotion of accreditation as a trade facilitation tool,
- supporting the provision of local and national services,
- the assistance of developing accreditation systems,
- the recognition of competent testing (including medical) and calibration laboratories, inspection bodies, proficiency testing providers and reference material producers around the world.

ILAC actively cooperates with other relevant international organisations in pursuing these aims.

ILAC facilitates trade and supports regulators by operating a worldwide mutual recognition arrangement – the ILAC Arrangement - among Accreditation Bodies (ABs). The data and test results issued by laboratories, and inspection bodies, collectively known as Conformity Assessment Bodies (CABs), accredited by ILAC Accreditation Body members are accepted globally via this Arrangement. Thereby, technical barriers to trade, such as the re-testing of products each time they enter a new economy is reduced, in support of realising the free-trade goal of “accredited once, accepted everywhere”.

In addition, accreditation reduces risk for business and its customers by assuring that accredited CABs are competent to carry out the work they undertake within their scope of accreditation.

Further, the results from accredited facilities are used extensively by regulators for the public benefit in the provision of services that promote an unpolluted environment, safe food, clean water, energy, health and social care services.

Accreditation Bodies that are members of ILAC and the CABs they accredit are required to comply with appropriate international standards and the applicable ILAC application documents for the consistent implementation of those standards.

Accreditation Bodies having signed the ILAC Arrangement are subject to peer evaluation via formally established and recognised regional cooperation bodies using ILAC rules and procedures prior to becoming a signatory to the ILAC Arrangement.

The ILAC website provides a range of information on topics covering accreditation, conformity assessment, trade facilitation, as well as the contact details of members. Further information to illustrate the value of accredited conformity assessment to regulators and the public sector through case studies and independent research can also be found at www.publicsectorassurance.org.

For more information, please contact:

The ILAC Secretariat

PO Box 7507

Silverwater NSW 2128

Australia

Phone: +61 2 9736 8374

Email: ilac@nata.com.au

Website: www.ilac.org



[@ILAC_Official](https://twitter.com/ILAC_Official)



<https://www.youtube.com/user/IAFandILAC>

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INTRODUCTION

This document is an unofficial English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

DEED OF AMENDMENT OF ARTICLES OF ASSOCIATION International Laboratory Accreditation Cooperation (ILAC)

This day, the eleventh day of November two thousand nineteen, appears before me, Mrs. Harriët van Zenderen, civil-law notary in Utrecht, the Netherlands:

Mrs. Eveline Müller, born on the twenty-sixth day of January nineteenthundred sixty-three in Son en Breugel, the Netherlands, with office address at 3581 CS Utrecht, the Netherlands, Maliebaan 48a.

The person appearing declares:

1. On the thirtieth day of October two thousand nineteen, the general assembly of the association with full legal capacity organised under the laws of the Netherlands: **International Laboratory Accreditation Cooperation (ILAC)**, with corporate seat in Utrecht, the Netherlands and office address at 3511 SX Utrecht, the Netherlands, Daalseplein 101, registered with the trade register under file number 30186077, hereinafter referred to as: "ILAC", resolved to amend the articles of association of ILAC and to authorise the person appearing to have the deed of amendment of the articles of association of ILAC executed, as appears from an extract of the minutes of the meeting of the general assembly of ILAC, which is attached to this deed.
2. ILAC was incorporated by deed, executed on the twentieth day of January two thousand three before Cornelis Everardus Martinus van Steenderen, at that time civil-law notary in Rijswijk, the Netherlands. The articles of association of ILAC have not been amended after its incorporation.

Pursuant to the aforementioned resolutions the person appearing declares that she hereby amends the articles of association of ILAC such that these, as per today, shall read in full as follows:

ARTICLES OF ASSOCIATION International Laboratory Accreditation Cooperation (ILAC) 11 November 2019

ARTICLES OF ASSOCIATION

Definitions.

Article 1

In these articles of association the following terms shall have the following meanings:

- a. **absolute majority**: the nearest whole number above fifty percent (50 %) of the number of votes cast by Eligible Voting Members;
- b. **accreditation body**: a Single Economy Accreditation Body or Multi Economy Accreditation Body that provides accreditation services;
- c. **annual meeting of the General Assembly**: the compulsory annual meeting of the General Assembly referred to in article 10 paragraph 1 and in article 19 paragraph 3 of these articles of association, to be held in principle within six months after the end of the financial year;
- d. **annual accounts**: the balance sheet and the statement of income and expenditure with the explanatory notes of ILAC;
- e. **Appeals Board**: the body referred to in article 17 of these articles of association established by the General Assembly to handle and decide on appeals submitted by applicants for membership or submitted by Members regarding suspension or termination of membership of ILAC;
- f. **Associate Member**: an accreditation body that has met the requirements for Associate Membership and who has not yet been accepted as a signatory to the ILAC Arrangement referred to in article 5 paragraph 2 sub b of these articles of association;
- g. **Authorised Representative**: the individual appointed by a Member to represent the Member within ILAC and at the General Assembly and other specified meetings referred to in article 5 paragraph 6 of these articles of association. An Authorised Representative shall be responsible for communications between ILAC and the Member and be authorised to speak and, if the Member is entitled, to vote on behalf of the Member. In the case of a proxy being issued the Authorised Representative shall be the person whose signature gives authority to the proxy;
- h. **Bylaws**: the rules referred to in article 18 of these articles of association;
- i. **Chair**: the chair of the Executive Committee referred to in article 12 paragraph 1 sub a of these articles of association;
- j. **committees**: formal groups (committees) established by the General Assembly to develop and execute the objectives of ILAC;
- k. **delegate**: an Authorised Representative and/or other person appointed by a Member to participate in ILAC meetings and work activities;
- l. **electronic communication (electronically)**: a message, statement, request or communication transmitted by electronic means. ILAC may use electronic communication provided the Member has given its consent and that such electronically transmitted messages are sent to the address made known to ILAC by the Member. The electronically transmitted message must be readable and reproducible;
- m. **Eligible Voting Member**: a member as stated in article 2:38 paragraph 1 of the Dutch Civil Code, namely a member in the Full Member category whose membership is not suspended;

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- n. Executive Committee: the body referred to in article 2:44 of the Dutch Civil Code and article 12 and in article 13 paragraph 1 of these articles of association, namely the managing board of ILAC, which is, subject to the restrictions of these articles of association, charged with the management of ILAC;
- o. FAC: Financial Audit Committee referred to in article 20 of these articles of association;
- p. Full Member: an accreditation body that has met the requirements for Associate Membership and who has been accepted as a signatory to the ILAC Arrangement referred to in article 5 paragraph 2 sub a of these articles of association;
- q. General Assembly: the body referred to in article 2:40 of the Dutch Civil Code and article 7 of these articles of association, namely the highest decision-making body of ILAC;
- r. ILAC application documents: application documents published by ILAC under categories including but not limited to: ILAC G, P, R and IAF/ILAC A;
- s. ILAC Arrangement: the ILAC mutual recognition arrangement which is an international, multilateral mutual recognition arrangement signed by accreditation bodies to promote acceptance of the equivalence of conformity assessment activities delivered by accredited conformity assessment bodies;
- t. ILAC: the association with full legal capacity organised under the laws of the Netherlands: International Laboratory Accreditation Cooperation (ILAC), referred to in article 2 paragraph 1 of these articles of association;
- u. Members: the Full Members which meet the definition of members of an association as stated in article 2:34 and article 2:38 paragraph 1 of the Dutch Civil Code, and the Associate Members, the Regional Cooperation Body Members and the Stakeholder Members, in so far as these articles of association make no further distinction or the opposite appears from the context;
- v. membership suspension: a decision whereby the membership of a Member is made temporarily invalid for failure to meet general membership requirements of the applicable membership category of ILAC. A suspended Member is obliged to pay its annual contribution and does not have access to the General Assembly meeting and does not have voting rights while suspended;
- w. Multi Economy Accreditation Body: an accreditation body that has been established to serve the accreditation needs of a number (greater than one (1)) of economies and which is designated by the respective governments of those economies and is established in one (1) of the designated economies;
- x. proxy: an individual appointed in writing by the Authorised Representative of a Member to cast the vote at the General Assembly, or other specified meeting, on behalf of that Member. The appointment of a proxy shall be in writing and effective when received by the Secretariat or designated officer of ILAC. The requirement of the appointment of a proxy being in writing shall be met if the appointment of the proxy has been laid down electronically. An Authorised Representative shall inform the Secretariat or designated officer of ILAC immediately in writing or electronically of changes with regard to its proxy. The Authorised Representative or proxy for a Member may hold only one (1) proxy on behalf of another Member;

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- y. quorum: the quorum for a meeting of the General Assembly, being the nearest whole number above fifty percent (50 %) of the number of Eligible Voting Members. The quorum for a meeting of the General Assembly shall be established at the start of each General Assembly meeting according to the agenda for the meeting;
 - z. Recognised Regional Cooperation Body: a Regional Cooperation Body Member whose multilateral mutual recognition arrangement has been peer evaluated and subsequently recognised by ILAC;
 - aa. referendum: a vote among Eligible Voting Members to determine their views on some matter;
 - bb. Regional Cooperation Body Members: a formally established regional cooperation of accreditation bodies that has met the requirements for Regional Cooperation Body Membership referred to in article 5 paragraph 2 sub c of these articles of association;
 - cc. Secretariat: the ILAC secretariat appointed or established by the Executive Committee;
 - dd. signatory suspension: a decision whereby the membership of a Full Member is made temporarily invalid for failure to meet signatory requirements of the ILAC Arrangement;
 - ee. Single Economy Accreditation Body: an accreditation body that has been established in a single economy to primarily serve the accreditation needs of that economy. There can be more than one (1) Single Economy Accreditation Body established in a single economy;
 - ff. Stakeholder Forum: an advisory body to the General Assembly advising on strategic and policy issues and on developments in the market for conformity assessment services, referred to in article 16 of these articles of association;
 - gg. Stakeholder Member: an international, regional or national association or regulator who has met the requirements for Stakeholder Membership referred to in article 5 paragraph 2 sub d of these articles of association.

Name and seat.

Article 2

1. The name of the association is: International Laboratory Accreditation Cooperation (ILAC).
2. The association is also registered under its shortened name: ILAC.
3. ILAC has its domicile in the municipality of Utrecht, the Netherlands.
4. ILAC is governed by the law of the Netherlands.

Objectives.

Article 3

The objectives of ILAC are to:

1. define criteria and standards and harmonise practices to achieve consistency in accreditation of conformity assessment bodies and related service providers for the purpose of facilitating trade and supporting the improvement and protection of safety, health, and the environment;
2. develop and maintain arrangements for the mutual recognition of results produced by conformity assessment bodies accredited by signatories to the ILAC Arrangement;

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3. ensure that arrangements for mutual recognition under the ILAC Arrangement are relevant to the marketplace and the needs of regulators, industry and other users;
 4. promote the international recognition of and trust in the ILAC Arrangement;
 5. strive to ensure that the international accreditation infrastructure meets the needs of all interested parties seeking conformity assessment activities covered by the ILAC Arrangement;
 6. encourage and assist accreditation bodies to satisfy the needs of their domestic markets and to achieve full international recognition of results produced by accredited conformity assessment bodies for all activities covered by the ILAC Arrangement;
 7. foster the development of and close cooperation with regional cooperation bodies as the means of ensuring that accreditation bodies throughout the world have adequate opportunities to participate in the global infrastructure for accreditation of relevant conformity assessment bodies;
 8. engage in any other activity relevant to the advancement of objectives which may be defined from time to time by the General Assembly.

Capital.

Article 4

ILAC's capital (both intellectual and financial) shall be made up of:

- a. contributions from the Members;
- b. monies otherwise obtained by ILAC; and
- c. Secretariat resources.

Membership of ILAC.

Article 5

1. The General Assembly may define different categories of membership having specified criteria for each category, including provisions for voting rights and different fees for each category.
2. The membership shall consist of the following categories and such others as may be determined from time to time by the General Assembly:
 - a. **Full Member**: an accreditation body which has been accepted as signatory for at least one (1) scope covered by the ILAC Arrangement;
 - b. **Associate Member**: a member that meets the following requirements:
 - i. is fully operational and declares it meets the requirements for an accreditation body specified in relevant international standards and the relevant ILAC application documents;
 - ii. is providing its accreditation services for conformity assessment bodies based on the requirements set out in relevant standards identified by ILAC and established by appropriate international standards writing bodies such as the International Organization for Standardization (ISO) and the International Electrotechnical Commission (IEC), in addition to the relevant ILAC application documents;

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- iii. is established according to national legislation/regulation or recognised in its economy by authorities/regulators, industry or trade organisations; and
 - iv. has the declared objective to become a signatory to the ILAC Arrangement;
 - c. Regional Cooperation Body Member: a regional cooperation of accreditation bodies from at least three (3) different economies, with documented objectives similar to and compatible with ILAC and which has declared a commitment to the obligations of the ILAC Arrangement.
A Regional Cooperation Body Member with a multilateral mutual recognition arrangement that has been peer evaluated and subsequently recognised by ILAC is known as a Recognised Regional Cooperation Body;
 - d. Stakeholder Member: an international, regional or national organization or regulator that engages in conformity assessment or related activities or makes use of, accepts or relies on, conformity assessment results from bodies accredited by Full Members of ILAC and which supports the objectives of ILAC.
 3. Each applicant for membership of ILAC shall provide evidence that it meets the applicable requirements.
 4. An application for membership shall be submitted to the Secretariat in writing or electronically. The Executive Committee will evaluate if the application complies with this article 5 and any other criteria for membership agreed by the General Assembly and decide whether to accept the applicant as a Member. The Executive Committee shall inform the applicant of its decision in writing or electronically.
 5. If an application is not accepted by the Executive Committee the applicant may appeal the decision to the Appeals Board within thirty (30) days of receipt of the notification of the decision by the Executive Committee in writing or electronically.
 6. Each Member shall appoint an Authorised Representative to represent the Member within ILAC, at the General Assembly and other specified meetings. The appointment of an Authorised Representative shall be in writing and effective when received by the Secretariat or designated officer of ILAC. The requirement of the appointment of an Authorised Representative being in writing shall be met if the appointment of the Authorised Representative has been laid down electronically. A Member shall inform the Secretariat or designated officer of ILAC immediately in writing or electronically of changes with regard to its Authorised Representative.
 7. A Member shall inform the Executive Committee immediately in writing or electronically of changes that may lead to it no longer meeting the requirements applicable to its membership category, as described in this article.
 8. Annual contributions appropriate to each category of membership are mandatory. The level of contribution for each category of membership shall be established by the General Assembly.
 9. Membership contributions are for a period of twelve (12) months commencing on the first of January and concluding on the thirty-first of December of any year. Members admitted to any category of membership during any contribution period shall pay an annual contribution, pro-rata from the month of admission to the end of that financial year.
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Termination and suspension of membership.

Article 6

1. The membership shall end as a result of:
 - a. the Member ceasing to exist;
 - b. notice of termination by the Member;
 - c. notice of termination by ILAC; or
 - d. notice of expulsion of the Member by ILAC.
2. The Member's notice of termination shall be given to ILAC in writing or electronically at the latest two (2) months before the end of the financial year.

If continuation of the membership until the end of the financial year cannot reasonably be required of the Member the notice of termination may be given at any time with immediate effect. Furthermore, the Member may terminate its membership with immediate effect within one (1) month after being informed of a resolution on conversion of ILAC into a different legal form, on merger or on split-off. The termination with immediate effect by the Member shall not be possible in the event of any change of financial rights and obligations.
3. ILAC may terminate the membership or expel a Member if a Member has ceased to meet the requirements imposed for the membership in these articles of association and also when ILAC cannot reasonably be required to allow the membership to continue.

If continuation of the membership of ILAC cannot reasonably be required, notice of termination or expulsion may be given at any time with immediate effect, which shall at any rate be the case if:

 - a. the Member does not fulfil its obligations to ILAC;
 - b. the Member no longer meets the requirements imposed on the relevant membership category;
 - c. the Member acts contrary to the articles of association, the Bylaws or other rules or resolutions of ILAC;
 - d. the Member harms ILAC unreasonably.

Notice of termination or expulsion by ILAC shall be issued by the Executive Committee. The relevant Member shall be informed of the decision by the Executive Committee as soon as possible in writing, with a statement of the reasons. The Executive Committee shall inform all Members of its decision in writing or electronically.
4. Notice of termination or expulsion contrary to the provisions in the preceding paragraphs, shall cause the membership to end at the earliest possible time following the date by which notice of termination or expulsion was given.
5. A Member not fulfilling its obligations to ILAC may be suspended (membership suspension) by the Executive Committee until such time as it again fulfils its obligations to ILAC, to be judged by the Executive Committee. The relevant Member shall be informed of the decision by the Executive Committee as soon as possible in writing, with a statement of the reasons for suspension of its membership. The Executive Committee shall inform all Members of its decision in writing or electronically.

- A Full Member may be suspended from the ILAC Arrangement (signatory suspension) if the Member in question fails to meet the requirements for signatory status to the ILAC Arrangement. A signatory suspension will not affect the ILAC membership status of the Member in question.
6. A Member having its membership terminated or being expelled according to paragraph 3 or suspended according to paragraph 5 may appeal the decision in writing or electronically to the Appeals Board within thirty (30) days of receipt of the notification of the decision by the Executive Committee. If a Member having its membership terminated appeals that decision the membership shall be considered as suspended during the period of handling the appeal.

The General Assembly.

Article 7

1. The General Assembly is the highest decision-making body of ILAC and shall have all the powers that have not been entrusted to other bodies of ILAC by law or these articles of association.
2. Notwithstanding the provisions in article 11 paragraph 2, the General Assembly shall approve policies and strategic plans for the development of ILAC and:
 - a. approve work programs developed to execute the strategic plans in accordance with the agreed budget;
 - b. approve any requirement for the operation of accreditation activities under the ILAC Arrangement; and
 - c. approve any criteria for the operation of the ILAC Arrangement and peer evaluation of signatories and applicants for signatory status.

Admission and right to vote at the General Assembly.

Article 8

1. Each Member is represented by its Authorised Representative or proxy at meetings of the General Assembly.
2. All delegates and proxies shall be admitted to the meetings of the General Assembly. Admission shall furthermore be granted to persons invited by the Executive Committee. Delegates and proxies of suspended Members shall not be admitted.
3. The chair of the meeting of the General Assembly shall decide on the admission of persons other than those referred to in paragraphs 1 and 2.
4. Delegates and proxies shall have the right to speak at the meetings of the General Assembly. Other persons present shall have this right if and in so far as the chair of the meeting of the General Assembly has given them the floor.
5. Every Authorised Representative or proxy of an Eligible Voting Member shall be entitled to cast at least one (1) vote in the name of the concerned Eligible Voting Member at the General Assembly. A multiplier factor can be applied to votes cast in accordance with the provisions in article 10 paragraph 10.

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6. Subject to the provisions in paragraphs 2 and 5 an Authorised Representative or proxy of an Eligible Voting Member may also participate in meetings of the General Assembly, speak and cast a vote by electronic communication. For this purpose it shall be required that an Authorised Representative or proxy of an Eligible Voting Member:
 - a. can be identified;
 - b. can follow the proceedings at the meeting;
 - c. can participate in the proceedings; and
 - d. can exercise the right to vote.

Decision making on signatory status of the ILAC Arrangement.

Article 9

The General Assembly shall establish and maintain independent and impartial processes for making decisions by Full Members on signatory status to the ILAC Arrangement.

General Assembly meetings.

Article 10

1. The General Assembly shall meet at least once per year or as many times as the Chair and/or Executive Committee deems necessary.
2. The Executive Committee shall be obliged to call a meeting of the General Assembly at not less than thirty (30) days' notice if receiving a written request to do so from at least one tenth of the Eligible Voting Members. A request submitted electronically fulfils the requirement of a written request. If the request is not granted within fourteen (14) days the Authorised Representatives and/or proxies of the Eligible Voting Members making the request may convene that meeting themselves by making a call in accordance with the provisions in paragraph 3. The persons making the request may then charge persons other than the members of the Executive Committee with the conduct of the meeting of the General Assembly and the keeping of the minutes.
3. A call for a meeting of the General Assembly, specifying the date, time and place of the meeting, shall be sent in writing or electronically to the Authorised Representatives of each Member, no less than thirty (30) days before the meeting date.
4. The Chair shall preside over meetings of the General Assembly. In the absence of the Chair, the Vice-Chair, as referred to in article 12 paragraph 1 sub b, shall preside. In the absence of both the Chair and the Vice-Chair, the Eligible Voting Members shall appoint one of their members to preside over the meeting.
5. The proceedings of meetings of the General Assembly shall be recorded in minutes.
6. Unless otherwise stated in these articles of association, to be valid, resolutions adopted by the General Assembly require:
 - a. the quorum;
 - b. a majority of "yes" votes of the sum of "yes" and "no" votes cast by Eligible Voting Members.

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7. Valid resolutions concerning amendment of these articles of association or dissolution and liquidation of ILAC require:
 - a. a quorum of the nearest whole number above seventy-five percent (75 %) of the number of Eligible Voting Members;
 - b. a majority of "yes" votes of two-thirds (2/3) or greater of the sum of "yes" and "no" votes cast by Eligible Voting Members.
 8. Election of persons shall be conducted in writing or electronically:
 - a. in case of an election of persons in which no candidate has received the absolute majority a second election shall be held;
 - b. if a second vote is held and no candidate has received an absolute majority, revotes shall be taken until either one (1) candidate has received an absolute majority or the votes are tied in a vote between two (2) candidates;
 - c. if revotes are taken, excluding the second vote, a vote shall always be taken between the candidates for whom a vote was cast in the preceding vote with the exception of the candidate for whom the smallest number of votes was cast in the preceding vote;
 - d. if the votes are tied in an election between two (2) candidates, the candidate elected shall be decided by lot;
 - e. if lots are to be drawn, the chair of the meeting shall determine the method for drawing lots.
 9. Persons elected by the General Assembly during a meeting of the General Assembly will in principle take up their seats at the beginning of the next financial year (being the first day of January).
 10. If the number of Eligible Voting Members in an economy is ten (10) or greater a multiplier factor shall be calculated and applied to votes cast by Eligible Voting Members for decision-making according to paragraphs 6, 7 and 8 as follows:
 - a. the multiplier factor calculated according to sub b or sub c of this paragraph or the composite factor calculated according to sub d of this paragraph shall only be applied to votes cast by Eligible Voting Members from economies with less than ten (10) Eligible Voting Members;
 - b. the multiplier factor shall be one point one (1.1) if the number of Eligible Voting Members in an economy is between ten (10) and nineteen (19);
 - c. the multiplier factor shall be increased by one tenth (0.1) if the number of Eligible Voting Members in an economy is between twenty (20) and twenty-nine (29) and a further increase of one tenth (0.1) each time the number of Eligible Voting Members in an economy increases by ten (10) members, therefore increases to thirty (30), forty (40) etcetera;
 - d. a multiplier factor shall be calculated independently for each economy in which there are ten (10) or more Eligible Voting Members, multiplied together and the resulting composite factor applied according to sub a of this paragraph.

The Bylaws contain further provisions on the calculation of the multiplier factor.

General Assembly decision-making outside of a meeting.**Article 11**

1. An unanimous resolution of all Eligible Voting Members, even if the Eligible Voting Members are not convened at a meeting of the General Assembly, shall have the same force as a resolution of the General Assembly, provided that it is passed with prior knowledge of the Executive Committee.
2. The Executive Committee holds the mandate to approve issues listed in article 7 paragraph 2 outside of a convened meeting of the General Assembly provided:
 - a. a referendum has been carried out; and
 - b. the required quorum of the nearest whole number above fifty percent (50 %) of the number of Eligible Voting Members for this referendum has been achieved; and
 - c. a majority of "yes" votes of two-third (2/3) or greater of the sum of "yes" and "no" votes are cast by Eligible Voting Members at this referendum, taking into account the provisions of paragraph 4; and
 - d. the Executive Committee decides in accordance with the outcome of this referendum.
3. Decisions taken by the Executive Committee according to paragraph 2 shall be reported to the next convened meeting of the General Assembly.
4. The multiplier factor defined in article 10 paragraph 10 shall also be applied when calculating the result of a referendum, when the criteria stated in article 10 paragraph 10 are met.

The Executive Committee.**Article 12**

1. The composition of the Executive Committee shall be:
 - a. the Chair;
 - b. the Vice-Chair;
 - c. the chairs of the committees, excluding the chair of the FAC;
 - d. a representative of each Regional Cooperation Body Member;
 - e. the chair of the Stakeholder Forum; and
 - f. other members as may be determined from time to time by the General Assembly.
2. Members of the Executive Committee are elected by the General Assembly, in accordance with the provisions in this article and article 10, excluding the chair of the Stakeholder Forum who is elected by the Stakeholder Members, in accordance with the provisions in article 16.
3. The Chair and the Vice-Chair of the Executive Committee shall be elected by the Eligible Voting Members from delegates of Full Members.
4. The chairs of the committees shall be elected by the Eligible Voting Members from delegates of Full Members.
5. Candidates representing each Regional Cooperation Body Member on the Executive Committee are nominated by the board/executive committee of the respective Regional Cooperation Body Member and elected by the General Assembly.

6. Members of the Executive Committee elected by the General Assembly can be dismissed at any time by the General Assembly.
7. Members of the Executive Committee are elected for a term of office of three (3) years. Members of the Executive Committee may serve in the same position on the Executive Committee (if so elected) for a maximum of two (2) consecutive three (3) year terms. The Bylaws contain further provisions on the (re-)election of members of the Executive Committee.

Executive Committee responsibility and decisions.

Article 13

1. The Executive Committee is responsible for the management of ILAC and takes decisions on all matters which according to these articles of association are not under the control of the General Assembly.
2. The Chair shall preside over meetings of the Executive Committee. In the absence of the Chair, the Vice-Chair, as referred to in article 12 paragraph 1 sub b, shall preside. In the absence of both the Chair and the Vice-Chair, the members of the Executive Committee shall appoint one of its own members to preside over the meeting.
3. The Executive Committee shall meet at least twice (2) a year or as many times as the Chair or at least four (4) members of the Executive Committee consider necessary.
4. A call for a meeting of the Executive Committee, specifying the date, time and place of the meeting, shall be sent in writing or electronically to Executive Committee members, no less than thirty (30) days before the meeting date. On a relevant request by at least four (4) members of the Executive Committee, the Chair is required to call a meeting of the Executive Committee within thirty (30) days of receipt of the request. If the meeting is not called by the Chair, the persons making the request or others may call the meeting themselves.
5. Members of the Executive Committee and those persons who have been invited by the Executive Committee shall be admitted to the meeting of the Executive Committee. The invitees may speak during the meeting of the Executive Committee if the chair of the meeting gives them the floor.
6. The proceedings at every meeting of the Executive Committee shall be recorded in minutes. These minutes shall be adopted by the Executive Committee no later than at the next meeting of the Executive Committee.
7. Every member of the Executive Committee shall be entitled to cast one (1) vote at a meeting of the Executive Committee. In so far as nothing else has been provided in these articles of association, all decisions at meetings of the Executive Committee shall be taken by an absolute majority of the votes cast.
8. The Executive Committee may only take valid decisions at a meeting of the Executive Committee at which at least half the members of the Executive Committee in office are present or represented.
9. A member of the Executive Committee may be represented by another member of the Executive Committee by proxy. A member of the Executive Committee issuing a proxy to another member of the Executive Committee shall submit this proxy in writing to the Secretariat. The requirement

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- of the issue of this proxy being in writing shall be met if the issue of this proxy has been laid down electronically. A member of the Executive Committee may hold only one (1) proxy on behalf of another member of the Executive Committee.
10. As long as all the members of the Executive Committee in office are present or represented at a meeting of the Executive Committee, valid decisions may be taken on subjects raised and not listed in the agenda provided that they are made by an unanimous vote, even if the prescriptions given by these articles of association for calling and holding meetings of the Executive Committee have not been observed.
 11. The Executive Committee may also take decisions without holding a meeting, provided that all members of the Executive Committee in office have approved this manner of decision-making and the votes are cast in writing or electronically.
 12. The provisions of paragraph 7 to 9 shall equally apply to resolutions of the Executive Committee that are taken without holding a meeting.
 13. A decision of the Executive Committee taken outside a meeting shall be laid down by the Secretariat in a record.
 14. Subject to the provisions in paragraphs 5 to 10 a member of the Executive Committee may also participate in meetings of the Executive Committee, speak at and cast votes by electronic communication. For this purpose it shall be required that the member of the Executive Committee:
 - a. can be identified;
 - b. can follow the proceedings at the meeting;
 - c. can participate in the proceedings; and
 - d. can exercise the right to vote.
 15. The Executive Committee appoints the secretary of ILAC and the treasurer of ILAC. The treasurer of ILAC will be appointed from amongst the members of the Executive Committee. All members of the Executive Committee except the Chair and the Vice-Chair are eligible to be appointed to the position of the treasurer of ILAC.

Executive Committee: representation.

Article 14

1. ILAC shall be represented by:
 - a. the Executive Committee;
 - b. the Chair; or
 - c. the Vice-Chair; or
 - d. two (2) jointly acting members of the Executive Committee.
2. The Executive Committee may resolve to grant power of attorney to one or more members of the Executive Committee, and also to third parties, to represent ILAC within the limits of that power of attorney.
3. If and for as long as this is stipulated in article 2:47 of the Dutch Civil Code, the General Assembly may in all situations in which ILAC has a conflict of interest with one or more of the members of the Executive Committee appoint one or more persons to represent ILAC.

Executive Committee: authority to enter into agreements.**Article 15**

1. The Executive Committee shall have the authority to enter into agreements to purchase, dispose of or encumber registered property, and also to enter into agreements by which ILAC commits itself as surety or a several co-debtor, gives a guarantee for a third-party or binds itself as security for a debt of a third party and to represent ILAC with regard to these acts.
2. The authority of the Executive Committee to enter such agreements is limited to an amount agreed in advance by the General Assembly. If such agreement exceeds this amount, the Executive Committee must obtain prior approval from the General Assembly for entering into such agreement. The absence of this approval may be relied on against third parties.

Stakeholder Forum.**Article 16**

1. The Stakeholder Forum is an advisory body to the General Assembly advising on strategic and policy issues and on developments in the market for conformity assessment services.
2. Each Stakeholder Member is represented by its Authorised Representative or proxy at meetings of the Stakeholder Forum.
3. The Stakeholder Forum will elect a chair and a vice-chair. The chair and the vice-chair of the Stakeholder Forum should as far as possible be elected from members representing different categories of Stakeholder Members.
4. The chair and the vice-chair of the Stakeholder Forum are elected for a term of office of three (3) years. The chair and the vice-chair of the Stakeholder Forum may serve in the same position on the Stakeholder Forum (if so elected) for a maximum of two (2) consecutive three (3) year terms.
5. Every Authorised Representative or proxy of a Stakeholder Member shall be entitled to cast one (1) vote in the name of the concerned Stakeholder Member in the election of the chair and vice-chair of the Stakeholder Forum.
6. The election of the chair and the vice-chair of the Stakeholder Forum shall follow the procedure stated in article 10 paragraph 8.
7. The Bylaws and/or other rules of ILAC contain further provisions on the (re-)election of the chair and the vice-chair of the Stakeholder Forum.

Appeals Board.**Article 17**

1. The General Assembly delegates the authority for managing appeals to the Appeals Board, composed by five (5) Members representing the membership categories.
2. The Appeals Board shall be authorised to take decisions on appeals lodged by bodies having an application for membership refused or Members having their membership suspended, terminated or being expelled by a decision of the Executive Committee.

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3. The Appeals Board shall report directly to the General Assembly on its activities and decisions.
 4. Decisions by the Appeals Board cannot be appealed to the General Assembly.
 5. The Bylaws contain further provisions on the election of Appeals Board members, obligations and reporting to the General Assembly.

Bylaws.

Article 18

1. Further provisions on subjects that require additional guidance or explanation are addressed in the Bylaws and other rules and codes of ILAC.
2. The Bylaws and other rules and codes of ILAC, including those that do not contain mandatory requirements, may not be contrary to the Dutch Civil Code or to these articles of association.
3. The Bylaws and any amendments made thereto shall be approved by the General Assembly.

Financial year, management report, annual accounts, accountability and budget.

Article 19

1. The financial year of ILAC shall be the calendar year.
2. The Executive Committee shall be obliged to keep such records of the capital position of ILAC so that its rights and obligations may always be known from them.
3. At the annual meeting of the General Assembly to be held within six (6) months after the end of the financial year, except when this period has been extended with at the most five (5) months by the General Assembly in view of particular circumstances, the Executive Committee shall present a management report about the course of business in ILAC and about the policy conducted. Within the same period the Executive Committee shall submit the annual accounts to the General Assembly for approval, accompanied by a statement about its faithfulness coming from the accountant referred to in the next paragraph. The annual accounts shall be signed by all the members of the Executive Committee; if the signature of one or more of them is lacking, this shall be stated with the reasons.
4. ILAC shall give an order to audit the annual accounts to an accountant referred to in article 2:393 paragraph 1 of the Dutch Civil Code. The General Assembly shall be empowered to grant the order to the accountant. If it does not do so, the Executive Committee shall have this power. The accountant shall report to the Executive Committee on the audit by laying down the outcome of the audit in an opinion about the faithfulness of the annual accounts. For the benefit of the audit the Executive Committee shall be obliged to give the accountant all the information requested, to show the cash and the values if desired and to make available the books, documents and other data carriers of ILAC for review.
5. The annual accounts shall be approved by the General Assembly, which is to be convened by the Executive Committee no later than one (1) month after the end of the period referred to in paragraph 3. The approval of the annual accounts does not imply a discharge of the liability for the members of the Executive Committee.

After the proposal for approval of the annual accounts has been discussed, the General Assembly shall be given the proposal to grant discharge of the liability to the members of the Executive Committee for the policy conducted by them during the past financial year, in so far as that policy is based on the annual accounts or statements made about that policy in the General Assembly.

6. The Executive Committee shall be obliged to keep the documents referred to in paragraphs 3 and 4 during seven (7) years.
7. The particulars placed on a data carrier, with the exception of the balance sheet and statement of income and expenditure committed to paper, may be transferred to and stored on another data carrier, provided that the transfer is made with the correct and complete representation of the data and these data are available during the entire period of storage and can be made legible within a reasonable period.
8. The Executive Committee shall propose the budget for the next financial year for approval by the General Assembly.
9. The General Assembly shall determine how any surplus should be allocated, doing so, as far as possible, in accordance with the objectives of ILAC.

Financial Audit Committee.

Article 20

1. The General Assembly shall establish a Financial Audit Committee (FAC).
2. The Bylaws contain further provisions on the election of FAC members, the obligations of the FAC and the reporting to the General Assembly by the FAC.

Amendment of the articles of association.

Article 21

1. Amendment of the articles of association shall only be made by a resolution at a meeting of the General Assembly, called for this purpose with the statement that an amendment of the articles of association will be proposed at the meeting.
2. A meeting of the General Assembly with the purpose to amend the articles of association shall be called according to article 10 paragraph 3 and shall include a statement that an amendment to the articles of association will be proposed at the meeting.
3. The persons who have made a call for a meeting of the General Assembly for discussion of a proposal to amend the articles of association must make available for review by the Members a copy of that proposal, in which the proposed amendment has been included verbatim, in an appropriate place at least five (5) days before the meeting of the General Assembly until after the end of the day on which the meeting is held.
4. An amendment of the articles of association shall not take effect until it has been laid down in a notarial deed. Every member of the Executive Committee shall be independently empowered to have such a deed executed.

Dissolution and liquidation.**Article 22**

1. ILAC may be dissolved by a resolution of the General Assembly. The provisions in paragraphs 1, 2 and 3 of article 21 shall apply accordingly to such a resolution.
2. In the event of dissolution of ILAC its capital shall be liquidated by the members of the Executive Committee, if and in so far as the General Assembly does not provide differently.
3. In the resolution on dissolution the General Assembly shall determine the use of any balance of the capital of the dissolved ILAC after payment of the creditors on the understanding that any balance of the capital of the dissolved ILAC left after payment of the creditors shall be distributed in conformity with the objectives of ILAC in as far as possible.
4. The books, documents and other data carriers of the dissolved ILAC shall be kept for seven (7) years after ILAC has ceased to exist by the person designated for the purpose by the liquidators.

Final provisions.**Article 23**

1. The Executive Committee shall decide in all cases not provided for by the law, these articles of association, the Bylaws and other rules and codes of ILAC.
2. All references to the Dutch Civil Code are referring to the Dutch Civil Code in force at the date when these articles of association came into force.

DECLARATIONS.

Finally, the person appearing declares:

1. Affiliate members of ILAC according to article 4 paragraph 2 sub c of the former articles of association of ILAC (ILAC-R2:09/2009) may remain as Affiliate members of ILAC until ultimately the thirty-first day of December two thousand twenty-one in accordance with the former conditions and criteria for this Affiliated membership of ILAC. If such an Affiliate member of ILAC is by that time not accepted as a member of ILAC in accordance with the articles of association of ILAC laid down in the present notarial deed, the membership of ILAC of such an Affiliate member shall automatically be terminated on the thirty-first day of December two thousand twenty-one.
2. The Appeals Board as referred to in article 1 sub e of the articles of association of ILAC laid down in the present notarial deed shall in principle be established in the year two thousand twenty and procedures for the operation of this Appeals Board shall in principle be approved by the General Assembly in the year two thousand twenty.
3. Appeals lodged to ILAC in accordance with article 17 paragraph 2 of the articles of association of ILAC laid down in the present notarial deed shall be handled according to Schedule 1 in the former Bylaws of ILAC (ILAC-R2:09/2009) until the Appeals Board as referred to in article 1 sub e of the articles of association of ILAC laid down in the present notarial deed has been established.
4. The Stakeholder Forum as referred to in article 1 sub ff of the articles of association of ILAC laid down in the present notarial deed shall in principle be established in the year two thousand twenty-one at the latest and procedures for the operation of this Stakeholder Forum shall in principle be approved by the General Assembly no later than at the meeting of the General Assembly in the year two thousand twenty-one.
5. The members of the Executive Committee elected in the year two thousand eighteen will remain in office until the (re-)election of members of the Executive Committee in the year two thousand twenty.
6. Without prejudice to declaration 7 any vacancies in the Executive Committee shall as of now be fulfilled in accordance with the provisions laid down in article 12 of the articles of association of ILAC laid down in the present notarial deed.
7. The vacancy in the Executive Committee as referred to in article 12 paragraph 1 sub e of the articles of association of ILAC laid down in the present notarial deed shall be fulfilled in the year two thousand twenty by the ILAC Stakeholder Member Committee according to paragraph 12.1.2 of the former Bylaws of ILAC (ILAC-R2:09/2009), until the Stakeholder Forum as referred to in declaration 4 has been established. After that any vacancy in the Executive Committee as referred to in article 12 paragraph 1 sub e of the articles of association of ILAC laid down in the present notarial deed shall be fulfilled by this Stakeholder Forum.

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

WHEREOF DEED is executed in Utrecht, the Netherlands, on the date first written in the head of this deed.

After having conveyed the contents of this deed and after having given an explanation thereof to the person appearing, she declared that she has timely had the opportunity to take cognisance of the contents of this deed and that she agrees therewith.

Further, immediately after limited reading of this deed, it is signed by the person appearing, and by me, civil-law notary.