



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 jeopardizing 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.

ASSOCIATION

Case number 2020.0234

This day, the 15th day of June two thousand twenty, appears before mr Jan Kees Ages Meijer, civil-law notary in Geertruidenberg, the Netherlands:

Drs. Lucas Hubertus Augustinus Scholtis, with domicile at 4835 KH Breda, Koningin Emmalaan 3, born in Breda on November eighteen nineteen hundred fifty-six, married, holder of passport with document reference NYCR88572, issued in Breda on December nine two thousand fifteen acting, acting as President of the association with limited legal capacity, **Union Internationale des Laboratoires Indépendants (UILI)** and registered in the Dutch trade register under file number 67511465, hereinafter referred to as "UILI".

The person appearing stated that a general assembly of the reported association, held in Breda on June 10, two thousand and twenty, decided to include the association's articles of association in a notarial deed, as set out below.

At this meeting, the person appearing was authorized by the governing board to enforce the decision taken, to sign the notarial deed and to do anything more, which the person appearing to consider useful or necessary in the context of the resolution of the general assembly.

An extract from the minutes containing the decision of the governing board to authorize the person appearing will be attached to the minute of this deed.

The Union Internationale des Laboratoires Indépendants was originally established on the fifteenth of June nineteen sixty-one in Paris, France (hereinafter "UILI 1961") and registered there by the Préfecture de Police on the basis of an Authorization de l'Association Étrangère by the French Ministre de l'Intérieur in accordance with the Law of July 12, 1939, of which authorization a copy is attached to this deed.

The articles of association of UILI 1961 were last amended at the 26th general assembly on September 17, 2015, in Buenos Aires, Argentina, upon incorporation. The most recently drawn up statutes in the English language are attached to this



deed. Due to the change of its business address and French legislation, this French association has since lost its legal identity.

With due observance of these statutes of UILI 1961, the general meeting of the Dutch association with limited legal capacity has taken the decision to convert the association into one with full legal capacity, which continues the activities of the dissolved French association. In implementation of the aforementioned decisions, the person appearing declares to amend the articles of association of UILI 1961 in such a way that as of today they will read as a whole as follows:

CONSTITUTION

NAME AND SEAT

Article 1

The name of the association is: Union Internationale des Laboratoires Indépendants.

The association is also registered under its English name: International Union of Independent Laboratories

The association is also registered under its shortened name: UILI.

It has been concluded for an indefinite period of time.

Article 2

UILI has its domicile in the municipality Breda, The Netherlands

UILI is governed by the law of the Netherlands.

OBJECTIVES

Article 3

1. The association aims to:

- a. represent the professional and commercial interests of the laboratory industry on an international basis.
- b. provide a forum for the international exchange of views on matters of common interest including, for example, laboratory management, comparability of measurement methods and laboratory results, quality assurance, laboratory accreditation, certification, national and international standardization, and international barriers to trade.
- c. promote the international status of laboratories and its scientific staff and emphasizing their important role in international trade.
- d. establish an international network of scientific contacts to act in the professional and commercial interests of its members.
- e. engage in any other activity relevant to the advancement of objectives which may be defined from time to time by the general assembly.
- f. strengthen the bond of friendship between the members.

2. It endeavors to achieve this goal by developing and maintaining an international exchange platform to enhance the important contribution that members make to building trust in independent laboratories based on the independent scientific data they provide.

MEMBERS AND DONORS

Article 4

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. Honorary members;
 - b. Members-international, regional and sectoral cooperation body;
 - c. Members-associations;
 - d. Multinational members;
 - e. Ordinary members;
 - f. Associated members;
 - g. Stakeholders members;
 - h. Personal members.
3. As members can be admitted by the association:
 - a. Natural persons;
 - b. International, regional and sectoral cooperation bodies of associations of laboratories, inspection companies, and scientific consultants and their affiliated members;
 - c. (National) associations of laboratories and their affiliated members;
 - d. Multinational public and private independent laboratory groups;
 - e. National public and private independent laboratories;
 - f. Laboratory suppliers;
 - g. An international, regional or national association or regulator who has met the requirements for stakeholder membership referred to in article 5.
 - h. Independent scientific consultants;
4. Each member shall appoint an authorized representative to represent the member within UILI, at the general assembly and other specified meetings. The appointment of an authorized representative shall be in writing and effective when received by the secretary general or designated officer of UILI. The requirement of the appointment of an authorized representative being in writing shall be met if the appointment of the authorized representative has been laid down electronically. A member shall inform the Secretariat or designated officer of UILI immediately in writing or electronically of changes with regard to its authorized representative.
5. Each applicant for membership of UILI shall provide evidence that it meets the applicable requirements.
6. The governing board of the association keeps an electronic register in which the names and addresses of all members are included.
7. The association may appoint natural and legal persons as donors, who declare themselves willing to support the association with a contribution, the limits of which can be determined annually by the general assembly.

QUALIFICATION FOR MEMBERSHIP

Article 5

1. Honorary members: shall be those individuals admitted by the governing board by means of an unanimously adopted resolution.



2. Members-international, regional and sectoral cooperation body
 - a. Those legitimate members who belong to an International, regional and sectoral cooperation body acceptable to UILI shall be member associations of UILI.
 - b. They should fulfil the requirements of their cooperation body.
3. Member-associations
 - a. Those legitimate members who belong to a member association acceptable to UILI shall be ordinary members of UILI.
 - b. They should fulfil the requirements of their member association.
 - c. There can be more than one membership association from each country.
4. Multinational members: are multinational laboratory groups that operate on an international basis.
 - a. Those legitimate organizational units and/or legal entities who belong to a Multinational member acceptable to UILI shall be ordinary members of UILI.
 - b. They should fulfil the requirements of ordinary membership.
5. Ordinary members are those legal entities who:
 - a. operate in the laboratory industry;
 - b. have been in independent laboratory practice for a minimum period of at least two years;
 - c. can prove that the laboratories are set up in accordance with modern technical requirements for the proper practice of the profession;
 - d. have no affiliation with anybody engaged in other activities, which in the opinion of UILI, is likely to compromise the member's professional impartiality, integrity or independence.
 - e. The qualification for ordinary membership shall be the minimum qualifications (5 a - d) required for admission as an ordinary member of a member association or multinational member.
 - f. The governing board may accept as an ordinary member an independent laboratory who either practices in a country where there is no member association or practices in a country where a member association exists but is active in a discipline which precludes acceptance in the member association concerned, and who must otherwise comply with the requirements of ordinary membership and be technically and professionally acceptable to the governing board.
6. Associated members: are those legal entities who cannot apply for ordinary membership and work in the laboratory industry as supplier or service provider.
7. Stakeholder members are international, regional or national associations or regulators that engage in conformity assessment or related activities or make use of, accepts or relies on, conformity assessment results from ordinary members of UILI and which supports the objectives of UILI
8. Personal members and authorized representatives are those persons who:
 - a. operate in the laboratory industry;
 - b. have not been found guilty of any offence involving personal honor;



- c. have been in independent practice for a minimum period of at least two years;
 - d. are graduates or otherwise deemed worthy of full recognition as scientists because of their activities in independent practice;
 - e. have no affiliation with anybody engaged in other activities, which in the opinion of the governing board, is likely to compromise the member's professional impartiality, integrity or independence.
9. A member shall inform the secretary general 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.

ADMISSION

Article 6

1. The governing board decides on the admission of the members and donors.
2. If the member or donor is not admitted, an appeal is open to the general assembly.

END OF MEMBERSHIP

Article 7

1. The membership shall end as a result of:
 - a. the death of the member;
 - b. the member ceasing to exist;
 - c. notice of termination by the member;
 - d. notice of termination on behalf of the association by the governing board;
 - e. notice of dismissal on behalf of the association by the governing board;
2. The member's notice of termination shall be given to in writing or electronically at the latest one month before the end of the financial year.
If a cancellation has not been made in time and / or in writing, membership will continue until the end of the next association year, unless the governing board decides otherwise.

A member is not authorized to cancel a decision by which his membership has increased the obligations of the members of a financial nature, in order to exclude it.

3. Termination of membership on behalf of the association can only take place with due observance of a notice period of one month if a member does not fulfill his obligations towards the association.
4. However, the membership can be terminated immediately if the association or the member cannot reasonably be expected to continue the membership.
5. Disqualification can only be pronounced if a member acts contrary to the association's statutes, regulations or decisions or unreasonably harms the association.
6. The decision to terminate on behalf of the association as well as a decision to dismiss membership may be appealed by the person concerned within one month of receipt of the notification at the general assembly.
He will be notified of this decision in writing as soon as possible, stating the



reasons.

During the appeal period and pending the appeal, the member is suspended.

7. If the membership ends in the course of the association year, the annual contribution nevertheless remains due in full, unless the governing board decides otherwise.

ANNUAL CONTRIBUTION

Article 8

1. Annual contributions for each membership category are required. The amount of the contribution for each membership category is determined in the general assembly.
2. Membership contributions are for a period of twelve (12) months starting on January 1 and ending on December 31 of any year. Members admitted to a membership category during a contribution period pay an annual contribution pro rata starting the month of admission until the end of that fiscal year.
3. The general assembly may decide to cover specific costs by an individual levy on the members.
4. The governing board is authorized, in special cases, to grant full or partial exemption from the obligation to pay a contribution.

GOVERNANCE

Article 9

1. The governing board consists of an odd number of at least 5 persons, who are appointed from the members by the general assembly. With due observance of this, the number of governing board members is determined by the general assembly.
2. The appointment of the governing board members is made from one or more binding nominations, subject to the provisions of paragraph 4.
 - a. Both the governing board and a group of at least five members are authorized to draw up such a nomination.
 - b. The nomination of the governing board will be announced at the convening notice for the general assembly.
 - c. A nomination of five or more members must be submitted to the governing board in writing at least nine days before the start of that meeting.
3. The binding nature can be removed from any nomination by a resolution of the general assembly taken with at least two thirds of the votes cast, taken at a meeting in which at least two thirds of the members is present or represented.
4. The governing board nomination consists of one delegate for each Cooperation body, one delegate for each Members-Association, one delegate for each Multinational member and two Ordinary members representing the unaffiliated Ordinary members.

The delegates of the Cooperation bodies, Member-Associations and

Multinational Members shall be designated by these bodies or associations.

The unaffiliated Ordinary members shall designate their representative from amongst themselves, but representatives may be designated for any particular



- governing board meeting if the designated representative is not available.
5. If no nomination has been made, or if the general assembly decides in accordance with the previous paragraph to deprive the made-up nominations of the binding nature, the general assembly is free to choose.
 6. If there is more than one binding nomination, the appointment will be made from those nominations.

END OF GOVERNING BOARD MEMBERSHIP - PERIODIC MEMBERSHIP - SUSPENSION

Article 10

1. Any governing board member, even if he has been appointed for an indefinite period, may be dismissed or suspended at any time by the general assembly. A suspension that is not followed by a decision to dismiss within three months ends after the expiry of that period.
2. Each governing board member resigns no later than 2 years after his appointment, in accordance with a retirement schedule to be drawn up by the governing board.
Anyone who is appointed in an interim vacancy will take the place of his predecessor on the schedule.
3. The governing board membership also ends:
 - a. by terminating the membership of the association;
 - b. by thanking.

GOVERNING BOARD FUNCTIONS – DECISION MAKING OF THE GOVERNING BOARD

Article 11

1. The governing board is composed as follows:
 - a. president.;
 - b. two vice presidents;
 - c. treasurer;
 - d. secretary-general
2. The governing board appoints a president, two vice presidents, and a treasurer from among its members. It may appoint an alternate from among its members. A governing board member can hold more than one position.
 - a. The governing board may at its discretion coopt other members who shall not have a vote.
 - b. The immediate past-president shall be an ex-officio member of the governing board, without a vote, unless he/she continues as the delegate of his/her member association.
 - c. The governing board shall nominate a secretary-general for election by the general assembly, who shall be a member of the governing board, without a vote unless he/she continues as the delegate of his/her member association or as the representative of the other ordinary members.
 - d. In the event that the position of the secretary-general falls vacant, the governing board may fill the vacancy subject to approval by the next general assembly.



3. The governing board is authorized, under its responsibility, to have certain parts of its task performed by committees that are appointed and dismissed by the governing board.
4. The secretary-general or another person designated by the president shall take minutes of the proceedings at every governing board meeting, which shall be submitted to the next meeting for approval and signed by the president and the secretary-general after this approval.
5. Further rules regarding meetings of and decision-making by the governing board may be laid down by internal regulations.
6. All governing board decisions are taken by a simple majority of votes, provided that the majority of the governing board members in office are present. The provisions of article 22 paragraph 4 apply mutatis mutandis.
7. The governing board shall be able to take valid decisions if 60% of its voting members or their alternates are present, and the decisions will only be adopted when two thirds of the voting members have voted in favor (no proxy votes will be accepted).
8. Members of the governing board shall not be paid for carrying out their duties. Expenses incurred on behalf of UILI and authorized in advance by the governing board shall be reimbursed.
9. The governing board may employ staff, at such remuneration as it may decide, to carry out current business.
10. The governing board shall meet at least twice a year, and shall co-ordinate the operations of UILI as decided by the general assembly and shall perform such duties as are consistent with furthering the aims of UILI.
11. The governing board may, in its sole discretion, establish and terminate groups of members for specific purposes and appoint the chairmen of these groups.
12. An executive committee, reporting to the governing board, consisting of the president, the two vice presidents, the treasurer and the secretary-general will conduct the normal business of the Association.

GOVERNING BOARD – REPRESENTATION

Article 12

The association is represented in and out of court by the governing board.

The authority to represent is also vested in the president.

The governing board members can be represented by a written representative.

Article 13

1. Subject to the limitation according to the statutes, the governing board is charged with the management of the association.
2. If the number of governing board members has fallen below 3, the governing board will remain competent.
However, it is mandatory to convene a general assembly as soon as possible, in which the provision in the open space or open spaces is discussed.
3. The association is represented in and out of court by the governing board. The power of representation also belongs to the president or, in the absence of the



president, to 2 governing board members jointly.

The governing board members can be represented by a representative authorized in writing.

4. With the approval of the general assembly, the governing board is authorized to conclude agreements to buy, dispose of or encumber registered goods, to conclude agreements whereby the association commits itself as guarantor or jointly and severally owed, a third party strongly or undertakes to provide security for a debt of a third party.

The absence of this approval cannot be invoked by or against third parties.

5. For its internal responsibility vis-à-vis the association, the governing board requires the approval of the general assembly for governing board decisions that can be further described in nature and scope in a set of internal regulations.

FINANCIAL RESOURCES

Article 14

The financial resources of the association consist of contributions from the members, donations from the donors, subsidies, gifts, inheritances, bequests, income from invested capital and accidental income.

Article 15

The funds of the association are transferred to a banking institution in a country chosen by the governing board.

ANNUAL REPORT – PRESENTATION OF ACCOUNTS

Article 16

1. The association year runs from January 1 to December thirty-one.
2. The governing board is obliged to keep notes of the assets of the association in such a way that its rights and obligations can at all times be known.
3. At the general assembly, see article 17, paragraph 3, the governing board publishes its annual report and, on submission of a balance sheet and a statement of income and expenditure, accounts and accounts for its management in the past financial year. After the term has expired, each member can claim this account and legal claim from the governing board.
4. The governing board is obliged to keep the documents referred to in paragraphs 2 and 3 for ten years.
5. The general assembly annually appoints a committee from the members of at least two persons, who may not be part of the governing board. The committee examines the account and accountability of the governing board and reports its findings to the general assembly.
6. If the examination of the account and accountability requires special accounting knowledge, the investigation committee may be assisted by an expert. The governing board is obliged to provide the committee with all the information it requires, to show it the treasury and the values if desired and to give it access to the books and documents of the association.
7. The assignment to the committee can be revoked at any time by the general assembly, but only by appointing another committee.

GENERAL ASSEMBLIES



Article 17

1. The general assembly shall have all powers that are not assigned to the governing board by law or the articles of association.
2. Every year, no later than six months after the end of the association year, a general assembly is held the annual meeting. The annual meeting will discuss, among other things:
 - a. the annual report and the account and accounts referred to in article 16 with the report of the committee referred to there;
 - b. the appointment of the committee referred to in article 16 for the following association year;
 - c. filling any other vacancies;
 - d. proposals from the governing board or members, announced when convening the meeting.
 - e. determining the budget for the then association year;
 - f. determining the contribution for the then following association year;
 - g. discussing the interests of the association and those of its members;
 - h. determining the place, date and time at which the then next annual meeting will be held;
 - i. discussing the reports of the committees referred to in article 13 paragraph 3.
3. Approval by the annual meeting of the annual report and the presentation of accounts serves to discharge the governing board.
4. If the approval of the presentation of accounts is refused, the annual meeting appoints another committee, consisting of at least three members, who conducts a new investigation of the presentation of accounts.
 - a. This committee has the same powers as the committee previously appointed. Within one month after the appointment, the latter reports to the general assembly on its findings. If the approval is also refused, the general assembly will take all those measures that it deems necessary in the interest of the association.
5. Other general assemblies are held as often as the governing board deems desirable.
6. Furthermore, at the written request of at least such a number of members as is authorized to cast one tenth of the votes, the governing board is obliged to convene a general assembly at a term of no longer than four weeks.
 - a. If the request is not acted upon within fourteen days, the applicants themselves may proceed to that convocation in accordance with article 18 or by public announcement on the website of the association.
7. Observers may attend by invitation and speak at a general assembly, but may not decide on the deliberation.

EXTRAORDINARY GENERAL ASSEMBLY

Article 18

1. At the request of two cooperation bodies or member associations or 25 voting members, an extraordinary general assembly shall be convened within three



months.

2. The attendance quorum of an extraordinary general assembly shall be 25 voting members. At an extraordinary general assembly every voting member present shall have the right to vote (no proxy votes will be accepted). However, the decisions of the extraordinary general assembly can only be carried with a 75% majority.

CONVENING GENERAL ASSEMBLY

Article 19

1. General assemblies are convened by the governing board. The convocation will be made in writing or by email to the addresses of the members in accordance with the members register referred to in article 4. The period for the convocation is at least fourteen days.
2. The convening notice will state the subjects to be discussed.
3. Notice of a general assembly must be given to the member associations, and to each ordinary member at least four months before the due date.
4. member associations and ordinary members have the right to inform the secretary-general of any matter which they wish to have placed on the Agenda of the general assembly. Such requests must be submitted in writing or electronically at least two months before the general assembly.

ACCESS AND VOTING RIGHT

Article 20

1. All members have access to the general assembly, except suspended members.
2. The general assembly decides on the admission of others than the persons referred to in paragraph 1.
3. Each member who has not been suspended has one vote.
4. No proxy votes will be accepted.

PRESIDENCY - MINUTES

Article 21

1. The general assembly are chaired by the president of the association or his first deputy.
If the president and his first deputy are absent, one of the other governing board members will act as chairman.
If the Presidency is not provided in this way either, the meeting itself shall provide for this.
2. The secretary-general or another person designated by the president shall take minutes of the proceedings at each meeting, which shall be adopted and signed by the president and the secretary-general.
3. Those who convene the meeting can have a notarial report drawn up of the trafficked.
The contents of the minutes or the report are brought to the attention of the members.

DECISION-MAKING OF THE GENERAL ASSEMBLY

Article 22

1. The opinion of the president regarding the result of a vote expressed at the



general assembly is decisive. The same applies to the content of a decision taken, insofar as a vote was taken on a proposal not laid down in writing.

2. However, if the correctness thereof is disputed immediately after the judgment referred to in the first paragraph has been pronounced, a new vote will be taken if the majority of the meeting or, if the original vote has not been taken by roll call or in writing, a person entitled to vote present requires this. . The legal effects of the original vote will lapse as a result of this new vote.
3. Unless otherwise provided in the articles of association or the law, all resolutions of the general assembly are passed by a simple majority of the votes cast.
4. In this article, votes are taken to mean valid votes cast, so that ineligible votes and votes signed with the name of the voting member are not eligible.
5. When voting on persons, he is elected, who has united the simple majority of the votes cast.

If no one has obtained that majority, a second vote will be held between the persons who have obtained the largest number of votes cast and he will be elected, who will have unified the simple majority of the votes cast in that second vote. If the votes are tied in the second vote, fate will decide.

6. If the votes are tied on matters, the proposal is deemed to have been rejected.
7. Voting on persons takes place in writing; all other votes shall be taken orally, unless the president deems a written vote desirable or one of the persons entitled to vote so requires before the vote.

Written votes are taken by unsigned closed notes. Decision-making by acclamation is possible, unless a person entitled to vote requires a roll-call vote.

8. A unanimous decision of all members, even if they are not in a meeting, has the same effect as a decision of the general assembly, provided it has been taken with the prior knowledge of the governing board.
9. As long as all members are present or represented at a general assembly, valid resolutions can be passed, provided that unanimously, on all subjects that are discussed, a proposal to amend the articles of association or to dissolve it, even if no notice has been or has not been given. this is not done in the prescribed manner or any other regulations regarding the calling and holding of meetings or a related formality have not been observed.

AMENDMENTS TO THE CONSTITUTION

Article 23

1. Except in the case provided for in article 23, paragraph 9, the articles of association of the association may not be changed except by a resolution of a general assembly, which has been called upon with the announcement that an amendment of the articles of association will be proposed there.
2. Those who have convened the general assembly to consider a proposal to amend the articles of association must, at least five days before the meeting, send a copy of that proposal, including the proposed amendment verbatim, in a suitable place for the members to make inspection available until after the



- day on which the meeting is held.
3. A resolution to amend the articles of association requires at least two-thirds of the votes cast, at a meeting in which at least two-thirds of the members are present or represented.
If not two thirds of the members are present or represented then a second meeting will be convened and held within four weeks thereafter (but not earlier than one week thereafter), at which the proposal as discussed in the previous meeting, regardless of the number of members present or represented, can be decided, provided by a majority of at least two-thirds of the votes cast.
 4. An amendment to the articles of association shall only take effect after a notarial deed has been drawn up. Each governing board member is authorized to have the deed executed.

DISSOLUTION

Article 24

1. The association can be dissolved by a decision of the general assembly. The provisions of paragraphs 1, 2 and 3 of the previous articles apply mutatis mutandis.
2. Should UILI be dissolved, the general assembly shall decide on the use to be made of the assets in accordance with legal requirements.
3. If no liquidators are appointed in a decision to dissolve, the liquidation shall be affected by the governing board.
4. Any outstanding debts which may have been incurred by UILI shall be paid in equal proportions by all members except Honorary members.
5. Any positive balance will be used for purposes to be determined by the general assembly, as most correspond to the purpose of the association.
6. After the dissolution, the association will continue to exist insofar as this is necessary to liquidate its assets. During the liquidation, the provisions of the articles of association and regulations remain in force as far as possible. In documents and notices issued by the association, the words "in liquidation" must be added to its name.

INTERNAL REGULATIONS

Article 25

1. 1. The general assembly may adopt internal rules.
2. 2. The internal rules may not contravene the law, even where it does not contain mandatory law, or the statutes.

FINAL PROVISION

Article 26

In all cases where these statutes and the rules of procedure do not provide for them, the governing board shall decide. For the implementation of this deed and all its consequences, residence shall be chosen at the benefit of the notary, lawful custodian of the minute of this deed.

The person appearing is known to me, notary.

The deed of which was drawn up in minute at Breda on the date mentioned in the



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head of this deed.

After giving the content of this deed to the person appearing, he stated that he had taken note of the content of this deed and did not request a full reading.

Then, after limited reading by the person appearing and me, notary, this deed was signed.