



Companies Acts 1985-89

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

UNITED KINGDOM ACCREDITATION SERVICE

- 1 The Company's name is "United Kingdom Accreditation Service".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - 3.1 to establish, operate and develop a unified organisation for the objective assessment and accreditation (including extensions of accreditation) of any body ("Conformity Assessment Body") whether in the United Kingdom of Great Britain and Northern Ireland ("United Kingdom") or elsewhere whose activities include, without limitation, sampling, testing, calibration, inspection or certification including, without limitation, the certification of products, personnel or systems (including environmental management systems), in accordance with recognised or established standards and guidelines;
 - 3.2 to exercise, carry out and perform such powers and duties as may from time to time be conferred upon or entrusted to the Company by any government, department, agency or other body in the United Kingdom or elsewhere and to enter into any arrangements with any such government, department, agency or other body that may seem conducive to the Company's objects or any of them;
 - 3.3 in relation to any Conformity Assessment Body which has been granted accreditation by the Company, to monitor its performance through regular surveillance and re-assessment so as to ensure (as each case may require) continuing compliance with accreditation requirements and, where necessary, the suspension or withdrawal of such accreditation and to maintain confidence among those directly or indirectly affected by the services of each such Conformity Assessment Body;

- 3.4 in the conduct of its business to observe and give effect to all national, European and international standards, guidelines, procedures, regulations and practices which are or may in the future be applicable to the Company and its activities;
- 3.5 to encourage, promote and contribute to the development of uniform accreditation practices within the European Union and internationally;
- 3.6 to liaise with governmental and other departments, agencies and bodies in any part of the world which are involved with the accreditation of Conformity Assessment Bodies with a view to facilitating (whether by memoranda of understanding, multilateral agreements or otherwise) reciprocal recognition of Conformity Assessment Bodies and the development of international trade;
- 3.7 to make representations and recommendations on behalf of Conformity Assessment Bodies which have been granted accreditation by the Company or otherwise in connection with the accreditation of Conformity Assessment Bodies, to governmental and other departments, agencies and bodies in the United Kingdom and elsewhere and to examine parliamentary bills, orders, regulations and other present or proposed legislation or directives in connection with the accreditation of Conformity Assessment Bodies, whether of the United Kingdom or elsewhere, and to make representations or take appropriate action in relation to any of the matters referred to in this clause 3.7;
- 3.8 to improve the technical and general knowledge of persons engaged in or about to engage in matters related to accreditation and conformity assessment and to provide for the delivery of lectures, the conduct of training courses and the testing by examination or otherwise of the competence and skills of such persons and to award certificates and distinctions and to institute and establish scholarships, grants, rewards and other benefactions;
- 3.9 to bring about and encourage co-operation among Conformity Assessment Bodies and among companies, associations and other bodies having an interest in the accreditation of Conformity Assessment Bodies and those of other trades and industries;
- 3.10 to improve public awareness and knowledge of the accreditation of Conformity Assessment Bodies and the identity of Conformity Assessment Bodies which (in each case) have been granted accreditation by the Company and collect, publish and disseminate information on matters connected with or affecting the accreditation of Conformity Assessment Bodies or of benefit to Conformity Assessment Bodies, to promote, subsidise and assist the promotion of (whether financially or otherwise) exhibitions and to give or contribute to prizes and other awards in connection with the accreditation of Conformity Assessment Bodies and to hold and promote seminars and conferences for the giving and exchange of information in connection with accreditation;
- 3.11 to encourage, promote and develop, whether by the provision of information or such other means as may seem expedient to the Company, the marketing and acceptance of certificates and reports issued by Conformity Assessment Bodies which have been granted accreditation by the Company, quality standards and the accreditation of Conformity Assessment Bodies; and

- 3.12 to make available to Conformity Assessment Bodies which have been granted accreditation by the Company, marketing and other information and maintain a library of marketing and other information in connection with the accreditation of Conformity Assessment Bodies.
- 4 In furtherance of those objects, but not further or otherwise, the Company shall have the powers set out below:
- 4.1 to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;
- 4.2 to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;
- 4.3 to acquire or undertake the whole or any part of the business, goodwill, and assets of any person or company carrying on or proposing to carry on any business, undertaking or activity which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person or company, or for subsidising or otherwise assisting any such person or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;
- 4.4 to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
- 4.5 to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- 4.6 to lend and advance money or give credit on any terms and with or without security to any person or company (including without prejudice to the generality of the foregoing any subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person or company (including without prejudice to the generality of the foregoing any such subsidiary or associated company);

- 4.7 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, lien or other security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- 4.8 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- 4.9 to apply for, promote, and obtain any Act of Parliament, order or licence of any government or authority (supreme, municipal, local or otherwise) for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- 4.10 to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions;
- 4.11 to support and subscribe to and enter into any arrangements that may seem conducive to the attainment of any of the Company's objects with any body in any part of the world which is concerned with the establishment and operation of accreditation bodies or the accreditation of Conformity Assessment Bodies;
- 4.12 to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted (or to be constituted) or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority (supreme, municipal, local or otherwise) in any part of the world;
- 4.13 to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- 4.14 to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company

and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or securities of any such company;

- 4.15 to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any company purchasing the same;
- 4.16 to act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts;
- 4.17 to remunerate any person or company rendering services to the Company either by cash payment or otherwise as may be thought expedient;
- 4.18 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person or company to pay the same;
- 4.19 to support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any director, officer or auditor against any liability as is referred to in section 310(1) of the Act; and to set up, establish, support, maintain and contribute to superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants;
- 4.20 to procure the Company to be registered or recognised in any part of the world;
- 4.21 to do all or any of the things or matters referred to in this memorandum of association in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others; and
- 4.22 to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

5 In this memorandum of association:

- 5.1 each of the objects set out in clauses 3.1 to 3.12 above inclusive shall, in the absence of an express statement to the contrary, be an independent main object and not limited or restricted by reference to or inference from the terms of any other such object or the name of the Company;

- 5.2 the word "company", except when used in relation to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere; and
- 5.3 references to "the Act" are to the Companies Act 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 6 The liability of the members is limited.
- 7 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 8 The income and property of the Company shall be applied solely towards the promotion of its objects as set out in this memorandum of association and no part of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.
- 9 Nothing in clause 8 above shall prevent any payment in good faith by the Company:
- 9.1 of reasonable and proper remuneration to any member, officer or employee of the Company in return for any services actually rendered to the Company or pursuant to any agreement entered into by any member with the Company on arm's length terms;
- 9.2 of interest on money lent by any member of the Company at a reasonable and proper rate per annum not exceeding 2 per cent above the base lending rate from time to time of a clearing bank to be selected by the directors; and
- 9.3 of reasonable and proper rent for premises demised or let to the Company by any member of the Company.
- 10 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of this memorandum of association, such body or bodies to be determined by the Secretary of State for Trade and Industry or, if he shall not be a member of the Company at or immediately before the time of dissolution, by the then members of the Company.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Name and address of subscriber:

The Secretary of State for Trade and Industry
Department of Trade and Industry
151 Buckingham Palace Road
London
SW1W 9SS

W D Evans
Under Secretary

Dated: 30 June 1995

Witness to the above signature:

Ian Shaw
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