



entidad mexicana de acreditación, a .c.

BYLAWS

**CHAPTER I
General dispositions**

Article One.- NATURE AND DENOMINATION. The entidad mexicana de acreditación, a. c., (hereafter "ema") is a civil association constituted under the Civil Code terms for the Federal District on Common Matter, and for the whole Republic on Federal Matter.

Article Two.- CHARACTER. The accreditation activities carried out by the "ema" pursuant to article seven of these bylaws and that constitute its fundamental purpose, are carried out by express authorization and on behalf of the Ministry of Economy of the federal government, in terms of the provisions by the following provisions: a) articles 3, section I, defines accreditation as the act by which an accreditation entity recognizes the technical competence and reliability of certification bodies, testing laboratories, calibration laboratories and verification units for conformity assessment; 38, section V, which empowers the dependencies of the federal public administration to certify, verify and inspect that the products, processes, methods, facilities, services or activities comply with Mexican official standards; 39, section IX that empowers the Secretariat itself to authorize the accreditation entities in the terms established in articles 70-A, 70-B and 70-C; and 104 that empowers the Ministry of Economy to carry out the activity of accreditation in the corresponding branch or sector, in case of total or partial suspension or revocation of the authorization of an accreditation entity and, as a result, this cessation of its functions, all the previous provisions of the Federal Law on Metrology and Normalization in force; b) article 24, section XIII of the Organic Law of the Federal Public Administration that empowers the Ministry of Economy to monitor compliance with quality standards, weights and measures for commercial and industrial activities; c) article 19, sections XI, XIV, XV and XVI of the Internal Regulation of the Ministry of Economy, which authorize the General Directorate of Standards to apply the law by verifying and monitoring the obligations regarding metrology and standardization, as well as how to authorize accreditation entities for this purpose; so that by exercising the "ema" faculties and perform services that correspond primarily to the Federation allow you to be located in the case provided for in the second paragraph of Article 36 of the Regulations of the Income Tax Law, effective as of 9 October 2015, in order to obtain authorization to receive deductible donations of income tax, in accordance with article 27, section I of the Income Tax Law.

Article Three.- DURATION. The duration of "ema" will be of ninety-nine years, counting from the date of signature of this instrument.

Article Four.- NATIONALITY AND ACTING SCOPE. "ema" is a Mexican nationality organization. Its acting scope includes every State of the Federation as well as Mexico City.

Article Five.- FOREIGNERS ADMISSION. Every foreigner who, in the constitution act or any other ulterior time, participates in "ema" will be considered, by this simple fact, as Mexican, and it will be understood that he or she agrees not to invoke the protection of his or her Government under penalty. In case of breaching their agreement, of losing the participation in benefit of the Mexican Nation.

Article Six.- ADDRESS. The address of "ema" is the Mexico City of the United Mexican States, without detriment of establishing agencies, branches, delegations, offices,

correspondent's office or representations in any place in Mexico or foreign countries, and without detriment of signaling conventional domiciles in the contracts or agreements it enters into.

Article Seven.- OBJECT. The fundamental object of "ema" is to operate as an accreditation body under the terms of the Metrology and Standardization Federal Law and other applicable laws, regulations and administrative provisions. It has, for this purpose, the authorization issued by the Ministry of Commerce and Industrial Development (today Ministry of Economy), which was published in the Federation Official Journal on January 15th, 1999 as well as other authorizations and recognitions of competent authorities. "ema" is not for profit. Because of the accreditation body character of "ema", its main function is to accredit the technical competence and reliability of those carrying out conformity assessment activities, among others of the:

- 1.- Certification Bodies of product, systems and/or persons
- 2.- Testing Laboratories
- 3.- Calibration Laboratories
- 4.- Inspection Bodies

The accreditation applications shall be solved by previous request of the interested parties, through a conformity system with the Metrology and Standardization Federal Law, its rules, the Official Mexican Standards, the Mexican Standards and the international standards and guidelines and other applicable legal, regulatory and administrative provisions.

For a better compliance with the above, "ema" will be able to develop the following activities, considering as part of its fundamental objective:

A.- Propose, study, elaborate and issue better and more complete requirements and accreditation methods and follow up for more certainty of persons interested in the accreditation in matters, sectors and branches in which it is required; and develop an inter comparisons system between testing and calibration laboratories.

B.- Collaborate with the national standardization bodies in the elaboration and spreading of the Mexican Standards related to accreditation, and in general, to collaborate with the national and international standardization, metrology and conformity accreditation bodies.

C.- Form part of the Mexican committees of international standards integrated by the Ministry of Economy in order to participate in the elaboration and analysis of international standards or guidelines projects related with accreditation and coordinating the working groups assigned for this purpose.

D.- Introduce a system that allows the periodical assurance of compliance by accredited persons, of conditions and requirements which served as basis for their accreditation.

E.- Integrate assessment committees constituted in specific matters, sectors and branches.

F.- Integrate, administer and keep updated a National Register of Assessors.

G.- Support and coordinate together with the Federal Government Offices and other

competent authorities the actions aimed to accredit and control of the organizations which by law are submitted to this requirement and, including sale, control and allocation of holograms to be placed in the measuring instruments verified, in general, to the improving of accreditation aspects, permitting the presence of the representatives of such authorities, in the development of "ema" activities, when it be requested.

H.- Integrate and participate in regional and international bodies, with similar objectives, to exchange experiences and criteria and subscribe mutual recognition and collaboration agreements of the granted accreditations with such organizations or with the national accreditation bodies of other countries, obtaining the approval of the Ministry of Economy or, where appropriate, the approval of any competent authority, in cases where it so proceeds.

I.- Organize and participate in forums, conferences, seminars, congresses and public acts in general which contribute to the improvement of the accreditation system, to the interpretation of standards and criteria in the matter, to the formation of persons and to the promotion and spreading of "ema" activities and the accredited persons.

J.- Elaborate and publish scientific, technical and informational material in general, provide general assistance and guidance to the accredited persons and competent authorities in order to be informed changes and innovations in the matters related to their activity.

K.- Develop training programs for personnel that works in the different product, persons and/or systems certification bodies; test laboratories, calibration laboratories, inspection bodies or other accredited persons in order to harmonize criteria and increase the quality and credibility of their services.

L.- Register, develop and promote in the market a trade mark which identifies "ema", granting it added value and prestige to its accreditation in the market. Also preventing as much as possible, the erroneous and inexact spreading of information related to aspects of intellectual and industrial property that will damage "ema", from an associate or an accredited person.

M.- Obtain donations and loans, as well as granting all sorts of guarantees to secure any type of obligation of "ema"; and in general, carrying out all the necessary operations contracts and agreements for the comply of its social object.

N.- Carry out activities related with the generation, improvement, promotion, diffusion and application of the scientific and technological knowledge in all its fields, including providing facilities, either onerous or free, to interest groups for training events, forums, working meetings or similar.

O.- Support the development of labor competency standards, train, evaluate and if is necessary qualify these competences in accordance with the regulations of the National Council for Standardization and Certification of Working Skills, CONOCER for members of the National Register of Assessors, Collegiate bodies and staff working in the company or persons engaged or wish to work on related conformity assessment activities.

P.- Recognize, monitor, supervise or evaluate the competence of establishments that carry out studies or procedures of conformity assessment, in coordination with the



competent authorities in accordance with the criteria or good practices of national and international bodies of which Mexico is part.

Q.- Receive deductible donations in terms of the Income Tax Law and its Regulations, in its capacity as an authorized grantee for this purpose.

Article Eight.- PATRIMONY. "ema" patrimony is constituted by the goods, rights, services, contributions, fees, donations, income by service rendering, support and public stimuli and in general any income that "ema" obtains from its associates or third parties; as well as the real or personal rights and movable and immovable property acquired by any title by "ema" and necessary for the compliance of its social object.

"ema" will destiny its assets, including supports and public stimuli that receives, for its own purposes of its social object, not being able to grant benefits over the surplus to be distributed to any individual or its members individuals or organizations, except that in this last case it is about a organization authorized to receive donations on the terms of the Property Tax Law or to pay for services actually received. The association will not distribute among its associates, remnants of the supports and public stimuli that it receives. The disposition contained in this paragraph has an irrevocable character.

The associates shall not have a right to demand a reimbursement of their fees and contributions nor any profit for any concept and in case of dissolution it will keep to what is in these Bylaws.

Article Nine.- SOCIAL EXERCISES. The social exercises will run from January 1st to December 31st each year, except the first social exercise which will run from the date of signing the present deed up to December 31st, 1998.

Article Ten.- JURISDICTION. For the interpretation and compliance of these Bylaws, the associates submit to the laws of the Mexican Republic and to the competent courts with place of business in the Mexico City, renouncing the privilege, which because of their present or future domiciles could correspond to them.

CHAPTER II Acting Principles

Article Eleven.- ACTING FRAME. "ema" should adjust its acting, at every moment, to the established rules, procedures, guidelines, and methods to Metrology and Standardization Federal Law, its Regulation, as well as in the Official Mexican Standards and/or the Mexican Standards and if not, the international. Likewise, "ema" must make sure that its acting is objective, impartial and public.

Article Twelve.- CONFIDENTIALITY. "ema" must protect and assure by all means possible, the confidentiality of the information obtained from third parties during the development of its activities.

Article Thirteen.- CONFLICTS OF INTEREST. The acting of "ema" will be presided by aperture and transparency criteria, which is why "ema", the members of its Board of Directors, its officials and associates must excuse itself about knowing of any affair when there is a conflict of interests.

Article Fourteen.- DISCRIMINATION. "ema" must render its services in a non-

discriminatory conditions, so, will attend without discrimination accreditation requests presented to it.

Article Fifteen.- CLAIMS. "ema" must answer on its acting, solving promptly and efficiently the claims presented by the persons who consider themselves affected as a consequence of the activities of "ema". In order to comply with the latter, "ema" must have a procedure for the attention of appeals, complaints and compliments.

Article Sixteen.- PUBLIC INFORMATION. In the terms of the Metrology and Standardization Federal Law and other applicable provisions, "ema" must keep, for consultancy for anyone interested, a catalogue, classified and updated, of the accredited persons. To comply with the above, "ema" must have instructions for preparing the Catalog of Accredited Persons.

Article Seventeen.- NOTIFICATION TO THE AUTHORITIES. "ema" must periodically notify to the Ministry of Economy and where appropriate, to the government agencies and offices of the Federal Public Administration or other competent authorities that have authorized or recognized it, about the accreditations or recognitions issued, the accreditation applications in process, as well as the relation of accredited persons.

CHAPTER III About the Associates

Article Eighteen.- ASSOCIATES. "ema" shall endeavor associate public and private institutions and organizations, lucrative or non lucrative, which act on national territory in matters related to the social object of "ema" and that are linked with the Standardization System and Conformity Assessment, or that demonstrate interest in development of "ema" activities.

Article Nineteen.- REQUIREMENTS AND INSCRIPTION. In order to be an associate it is required to present a written application which contains the general identification data, information corresponding to its activities, pointing expressly out its wish to become an associate of "ema" and commit to cover punctually and totally every fee or contribution which the Associates General Assembly approves.

Those persons which main activity is, according to the legislation on metrology and standardization in force and other applicable laws, regulations and administrative provisions, to perform functions of conformity assessment in product, systems, and/or persons certification bodies; testing laboratories, calibration laboratories or inspection bodies, shall be admitted automatically as long as, besides complying with the requirements established in the previous immediate paragraph:

1. Have at least one accreditation granted by "ema" or an authorization issued by the Ministry of Economy or by another competent authority and
2. They have not been canceled due to deceit or bad faith, or are in a judicial or administrative process that calls into question their reliability or credibility, in which case it will be analyzed in accordance with the internal regulations of the Ethics Commission of ema.

Other persons different from the ones pointed out before, could be admitted by the Board of Directors, in attention to their scientific and technical preparation, to their professional

background in the fields of conformity assessments, to some economic and quality activity and, in general, if their input to the tasks of "ema" is looked upon as convenient for the ends of it.

Article Twenty.- CLASSIFICATION. There will be three kinds of associates: founders, of number and honorary. The status of associate is not transferable.

Associate founders are all of those who subscribe to the articles of incorporation of "ema" and all of those who associate with "ema" up to December 31st, 1998.

Associates of number are those who associate to "ema" since January 1st 1999.

Honorary associates are those who, and because of this will not have to pay fees or contributions determined by the Associates General Assembly, the Board of Directors of "ema" determines they are worthy to such a distinction because of their merits, their collaboration with "ema" or any other reason which judged by the Board of Directors justifies such an admission.

Article Twenty-one.- ASSOCIATES RECORD BOOK. Will be inscribed in the Associates Record Book of "ema" all those individuals and corporations which comply with the requirements established in these Bylaws. The quality of associate will be accredited with the inscription in the Associates Record Book. In such Book shall be written, their names, nationality, address, telephone, entry date, contributions and the name of the individual who is representing, in that case, the associate to "ema". This book will be cared by the Executive Director of "ema", which will be in charge for its update and the truthfulness of its data.

Article Twenty-two.- ASSOCIATES RIGHTS. Every associate will enjoy the benefits established by these Bylaws and applicable laws, having, among others, the following rights:

- 1.- To attend and participate in the Associates General Assemblies with voice and vote, except the honorary associates who will have no right to vote.
- 2.- Be elected to form part of the Board of Directors of "ema" as well as for integrating any of the committees or work commissions of "ema", without detriment of that in such bodies participate external persons to "ema".
- 3.- To present to Associates General Assembly or to Board of Directors, for their consideration, initiatives, proposals and in general any communication related to the social object of "ema"

Article Twenty-three.- ASSOCIATES OBLIGATIONS. All the associates shall have the following obligations:

- I.- To pay in a punctual and total way the fees fixed by the Associates General Assembly, with the only exception of the honorary associates who will be exempt of paying. The payment of the referred fee, must be done in the first six months of each year.
- II.- To provide when ever "ema" requires it, the reasonable human resources necessary to integrate the auxiliary bodies, committees and work groups and in general, endeavor by all means in their power to help the progress of "ema" and the keeping of its good name, as well as the cordiality in the relationships among associates.

III.- To promote, develop and if it is the case to use the mark which identifies the accreditation entity, according to the policies, guidelines and licenses which the Board of Directors indicates or grants in writing.

IV.- To respect and comply with the dispositions of the applicable laws, by these Bylaws and by the agreements adopted by the Associates General Assembly.

V.- To supervise that "ema" works adhered to acting principles, established in Chapter Two of these Bylaws.

Article twenty-four.- LOSS OF ASSOCIATE STATUS. Associate status is lost:

A).- In the case of an individual, by death or judicial declaration of disability.

B).- In the case of organizations, by dissolution or judicial declaration of suspension of payments or bankruptcy.

C).-By resignation or voluntary retirement, that the associate must request at least two months in advance.

D).- By exclusion decided by the Board of Directors be it by the Ethics Commission; or incurring in practices non compatible with the professional ethics damaging to "ema", its objectives or good name. The affected associate will have a right to be heard in the Ethics Commission session in which the exclusion be dealt.

E).- In the case of persons which main activity is, according to the metrology and standardization legislation in force, perform functions of product certification bodies, systems and/or persons; testing laboratories; calibration laboratories or inspection bodies, the loss of the only or last approval granted by a competent body according to what is established in the article 70 of Metrology and Standardization Federal Law, will force the Board of Directors to study the reasons of the loss of the accreditation or the approval if ever the case might be, and to resolve, if proceeds the temporary suspension of associate while he or she does not comply with certain conditions, or if it does proceed to resolve the loss of the status as associate.

F.- By payment delay in the fee fixed by the General Associate Assembly, referred in article twenty tree first paragraph of these Bylaws, by a period equal or superior to three years.

CHAPTER IV

About the Associates General Assembly

Article Twenty-five.- ASSEMBLY. The supreme power of "ema" resides in the Associates General Assembly. Associates General Assemblies will take place in the social address or in the most proper place for that. The Associates General Assembly resolutions, adopted in the terms of these Bylaws, shall be obligatory for all the associates, even for the absent or dissident ones. The Associates General Assembly will know at least about:

A.- The admission or exclusion of the Associates, when it so proceeds, according to established in these Bylaws.

B.- The anticipated dissolution of "ema" or its extension for a longer period of time than this was fixed in these Bylaws.

C.- The appointment of members of the Board of Directors, when it so proceeds, according to established in these Bylaws.

D.- The modifications to "ema" Bylaws.

E.- The appointment, if such is the case, of an External Auditor.

In the cases referred in clauses A, B, D, and E, Board of Directors must, before presentation to the Assembly, approves agreement drafts that will be vote in the Assembly. Once discussed the agreement draft, Assembly could, (i) approve agreement draft; (ii) turn down agreement draft; or (iii) send it to Board of Directors in order to be discussed observations and/or modifications proposed by the Assembly and once approved the new agreement draft by the Board of Directors will be consider by the Assembly again.

The Associates General Assembly must meet at least once a year during the first three months of the year. In this Assembly should be included in the agenda, a point related to the presentation of a report by the Board of Directors about the state of the activities, the administration and the finances of "ema" as well as the Annual Strategic Planning to be apply during the next exercise.

Article Twenty-six.- CALLS. The calls for the General Assembly of Associates must be signed by the President, the Secretary and the Assistant Secretary jointly and published in the Official Gazette of the Federation and / or in one of the newspapers of greater circulation in the domicile of the "ema", when less fifteen calendar days before the date indicated for the meeting. Such call will be issued when the Board of Directors deems it convenient or when they request it in writing at least fifteen percent of the members.

Article Twenty-seven.- EXCEPTION OF THE CALLS. If all the associates were present, would not be necessary the call but previous to the discussion should be approved by majority of votes, the agenda and everyone should sign the corresponding attendance list.

Article Twenty-eight.- QUORUM. To be valid, Associates General Assemblies, should be convened according to established in these Bylaws. Shall be installed with present associates or appropriately represented whatever be the number. For a resolution be valid should:

A.- have the vote of approval of the majority of the associates present, each associate will have right to one vote and in the case of match, president shall have the deciding vote and;

B.- have the vote of approval of at least:

20% of the associates present who represent the certification bodies, according to the metrology and standardization legislation in force;

20% of the associates present who represent the testing laboratories, according to the metrology and standardization legislation in force;

20% of the associates present who represent the calibration laboratories, according to the metrology and standardization legislation in force;

20% of the associates present who represent the inspection bodies, according to the

metrology and standardization legislation in force; and

20% of the associates present who represent those associates who are not included in any of the previous four paragraphs.

When any of these percentages is not satisfied in a ballot, will be reviewed if the associates present that represent any of these sectors and they deny their approval vote in the matter at issue, represent at least 80% of the total associates pertaining a that specific sector, in which case the resolution cannot be taken. Otherwise, the resolution will be consider valid despite the lack of favorable vote from the associate or associates presents that represents the sector concerned.

In the case of not complying with the supposed mentioned before, the President of the Associates General Assembly can invite or designate a representative for each of the postures found so that they expose briefly and clearly before the Assembly their reasons and point of view regarding the matter in debate. When the procedure is exhausted, there will be another voting on the matter in question under the procedure established in this clause.

Article Twenty-nine.- ASSOCIATES REPRESENTATION. Associates who could not attend the assemblies personally, can have representatives by an empowered, through a simple power of attorney signed. One person empowered will not be able to represent more than five associates.

Article Thirty.- ASSEMBLY OFFICERS. The General Assemblies of Associates will be chaired by the President of the Board of Directors or, failing this, by the associate designated by those present. They will act as secretaries of the General Assembly of Associates, the Secretary and the Deputy Secretary of the Board of Directors or, in the absence of these, the associate designated by those present.

The one or those associates designated by the president of the General Assembly of Associates will act as tellers and will be in charge of raising the attendance list and the vote count.

Article Thirty-one.- MINUTES OF THE ASSEMBLY. A Minutes will be drawn up from each General Assembly of Associates that will be included in the Assembly Record Book of the "ema". The existence and updating of said Book will be the responsibility of the Executive Director of the "ema". The minutes must be accompanied by the corresponding attendance list, and must contain the date, time and place of the meeting, the order of the day and its development and the record of the resolutions taken. The minutes must be signed by the President, the Secretary and the Assistant Secretary of the General Assembly of Associates, and may also be done by any other interested associate.

CHAPTER V About the Board of Directors

Article Thirty-two.- INTEGRATION.- The direction and administration of the "ema" will be in charge of a Board of Directors. The Board of Directors will have at least one President, one Secretary, one Assistant Secretary and one Treasurer. In order for the "ema" to operate efficiently and for there to be a balanced representation of the agencies, entities or agencies of the federal government involved in the accreditation activities carried out by the "ema", as well as the productive, commercial and Academics interested at the national level in the

accreditation processes, the Board of Directors will be composed of up to thirty-six (36) members, including its president, secretary, assistant secretary and treasurer, who will be appointed as follows:

1.- The sector representing the Federal Government may propose up to ten proprietary counselors with their respective substitutes. Such counselors will be designated as follows: nine counselors representing the standardizing bodies pointed out in fraction I of article 59 of the Metrology and Standardization Federal Law, and one counselor designated by the National Center of Metrology. In case of lack of such designations, the Board of Directors shall invite instead of, other person representing the Federal Government, and involved in the accreditation activities carried out by "ema".

2.- The industrial sector may propose up to five proprietary counselors with their respective substitutes, up to three of them designated by the Industrial Chamber Confederation of the Mexican United States, C.A. and up to two elected among the industries associated to "ema". In case of lack of such designations, the Board of Directors shall invite instead of, other person representing the industrial sector, who are involved in the accreditation activities carried out by "ema".

3.- The commerce sector may propose up to two proprietary counselors with their respective substitutes, designated by the National Chamber of Commerce Confederation, Services and Tourism, C.A. In case of lack of such designations, the Board of Directors shall invite instead of, other person representing the commerce sector, who are involved with the accreditation activities that "ema" carries out.

4.- The agricultural sector may propose up to two proprietary counselors with their respective substitutes, designated by the National Agricultural Board, C.A. In case of lack of such designations, the Board of Directors shall invite instead of, other person representing the agricultural sector, who are involved in the accreditation activities carried out by "ema".

5.- The academic sector may propose up to three proprietary counselors with their respective substitutes, designated by the Mexico National Autonomous University, the National Polytechnic Institute and the Autonomous University of Chapingo respectively. In case of lack of such designations, the Board of Directors shall invite instead of, other person representing the academic sector and who are involved in the accreditation activities carried out by "ema".

6.- The Associates who represent the product certification bodies may propose up to one proprietary counselor with his or her respective substitute. In case of lack of such designations, the Board of Directors shall invite instead of, another person representing the product certification bodies.

7.- The associates representing systems certification bodies may propose up to one proprietary counselor with his or her respective substitute. In case of lack of such designations, the Board of Directors shall invite instead of, another person representing the systems certification bodies.

8.- The associates who's main activity is to carry out test laboratory functions, together, may propose up to two proprietary counselors with their respective substitutes, In case of lack of such designations, the Board of Directors shall invite instead of, other person representing the test laboratories.

9.- The associates who's main activity is to carry out calibration laboratory functions, together, may propose up to two proprietary counselors with their respective substitutes. In case of lack of such designations, the Board of Directors shall invite instead of other person representing the calibration laboratories.

10.- The associates who's main activity is to carry out inspection bodies functions, may, together, propose up to three proprietary counselors with their respective substitutes. In case of lack of such designations, the Board of Directors shall invite instead of, other person representing the inspection bodies.

11.- The associates who represent the professional bodies involved in the accreditation activities carried out by "ema" may propose up to two proprietary counselors with their respective substitutes. . In case of lack of such designations, the Board of Directors shall invite instead of, other person representing the professional bodies.

12.- The associates who represent the users of the services offered by "ema", different from the associates represented in articles 32.6 to 32.10, may propose up to three proprietary counselors with their respective substitutes. In case of lack of such designations, the Board of Directors shall invite instead of, other person representing the service users which "ema" offers.

13.- "ema" may invite all sectors and associates referred in numeral 1 to 12 of the present article, up to three consecutive times, in order to propose the three proprietary counselors and their respective substitutes. With the express or implied reluctance from some of them to propose their counselors, the Executive Commission of "ema", will invite other institutions representing such sectors or otherwise, other sector that may be interested in participate, in order to propose a counselors with its respective substitute. In order to guarantee the effective participation from interested parts in the Board of Directors ensuring balanced representation without predominating none of them.

14.- The Executive Director of "ema" will have the right to attend to the Board of Directors' sessions with voice but no vote. The presidents of the Committees and Commissions which are formed inside "ema" for the better compliance of its social object, will have right to attend the sessions with voice but no vote, with the previous invitation issued in writing by the Board of Directors.

Article Thirty- three.- FACULTIES AND POWERS. The Board of Directors is the body responsible for the achievement of the objectives of "ema" and, among others will be responsible of the formulation and execution of the policies and principles of action concerning "ema" operation and its committees, the supervision of the use of the "ema" resources as well as the creation of committees or special work commissions and the delegation of operative faculties.

The Board of Directors will have the representation of "ema" and will enjoy the following powers and faculties that can be limited by the Associates General Assembly:

A.- General power for Litigation and Collection according to the first paragraph of article (2554) two thousand five hundred and fifty four and (2587) two thousand five hundred and eighty seven of the Civil Code for the Federal District on Common Matters, and for all the Republic on Federal Matters and of its co-relatives in each and every one of the Civil Codes of the other federative bodies of the Mexican United States, with all the general faculties and including those powers that require a special clause according to the law, among which in a declarative manner, but not limiting, the following are quoted: to exercise all kinds of rights and actions before any of the authorities of the Federation, the States, the Federal District and the Municipalities, be it in a voluntary, contentious or mixed jurisdiction and in case of civil, judicial, administrative or labor authorities, or be it Conciliatory Meetings or Court of Arbitration, Local or Federal; to answer the complaints, oppose exceptions and counterclaims; to submit to any jurisdiction; articulate and acquit positions; to recuse magistrates, judges, secretaries, proficient and other refusals persons in right; to desist of the principal, of its incidents, of any resource and of the protection, which can be promoted as many times as it be considered convenient; to adduce all kinds of evidence; to recognize signatures and documents, to object these and impugn as false; to attend meetings, proceedings and auctions; to make postures, bids and improvements and obtain for "ema", by adjudication of all sorts of goods and, for any title, assignment of rights; to formulate accusations, denunciations and quarrels; to grant pardon and be a part in criminal causes or third party to the Public Ministry, causes in which it will be possible to exercise the most full competence that the case requires. The Board of Directors can also represent "ema" in the terms of articles eleven, forty-six, forty seven, one hundred and thirty four fraction three roman, five hundred and twenty three, six hundred and ninety two fractions one two and three roman, seven hundred and eighty six, seven hundred and eighty seven, eight hundred and seventy three, eight hundred and seventy four, eight hundred and seventy six, eight hundred and seventy eight, eight hundred and eighty, eight hundred and eighty three, eight hundred and eighty four, and more regarding the Labor Federal Law.

This faculty may also be exercised individually by the President of the Board of Directors and by the Executive Director.

B.- General and the broadest power for Administration Acts , according to what is provided on the second paragraph of article two thousand five hundred and four of the Civil Code for the Federal District on Common Matters, and for all the Republic on Federal Matters and of its co-relative in each and every one of the Civil Codes of the rest of the federative bodies of the Mexican United States, with faculties to carry out all the operations inherent to the object of "ema" having among others, which are mentioned in a declarative manner but not limiting, the power to appoint and remove managerial or administration personnel considered necessary as well as hold lease contracts, gratuitous loan, of mutual and credit, of work, of service lending and any other kind.

This faculty also be can exercised individually by the President of the Board of Directors and by the executive Director.

C.- General and the broadest power for exercising Acts of Dominion, according to what is signaled in the third paragraph of article two thousand five hundred and fifty four of the

Civil Code for the Federal District on Common Matters, and for all the Republic on Federal Matters, and of its co-relatives in each and every one of the Civil Codes of the rest of the federative bodies of the Mexican United States, with all the faculties of owner, among which in a declarative manner but not limiting, are mentioned the ones of entering all kinds of contracts and carrying out any kind of acts, even when they imply disposition or lien personal property or real estate of "ema".

This power may also be exercised in a joint manner by staff of the entity listed below in the terms indicated. Designated for this purpose two groups "A" and "B". In the group "A" will be: (i) the president of the Board of Directors; y (ii) the Executive Director of the Entity; and in the group "B" the Founding President of Entity. Groups "A" and "B" may exercise the power jointly in the case and manner described below:

Case 1. If the officers within the group "A" are in the country with full ability to exercise may only exercise this power acting in a joint manner, for which it will require the consent of both to exercise power.

Case 2. In case of absence of the country or interdiction of any of the officers of the group "A", may only be exercised power on behalf of the entity, if meets in a joint manner the consent of the officer present or capable of group "A" and the officer group "B".

In either case, the officers of groups "A" or "B" may exercise the power for themselves, they can only be exercised in a joint manner and under the terms of this Article

D.- In order to grant, subscribe, accept, order, endorse and guarantee all kinds of credit titles in the name of "ema". According to the ninth article of the General Law of Titles and Credit Operations.

This faculty can also be exercised individually by the President of the Board of Directors and by the Executive Director.

E.- Power to open and cancel bank and securities accounts in the name of "ema", as well as to make deposits, order against them and designate persons who can order against them.

This faculty can also be exercised individually by the President of the Board of Directors and by the Executive Director.

F.- Power to grant, modify and to revoke powers, whether these are general or special, with or without delegation or substitution faculties, in both cases, totally or partially.

The President of the Board of Directors can exercise this faculty also individually.

Article Thirty four.- HONORARY COUNSELOR. The Board of Directors may invite persons of renowned prestige, moral solvency and knowledge to form part of the Board and participate as honorary counselor of "ema", with voice but without vote at the sessions of the Board of Directors of "ema".

Article Thirty five.- COUNSELOR DESIGNATION. The associates, in cases where it proceeds, by their sectors' meetings, must take by consensus or by majority of votes of the

associates of the correspondent sector, before the Associate General Assembly, a determination regarding the counselors whom they will propose to integrate the Board of Directors. For any reason shall be vented to the General Assembly of Members validity or adequacy those proposed as counselors, except that the Assembly considers that one or more of the proposed directors is not linked to the areas of work Association or, no experience and / or knowledge in these areas.

Article Thirty six.- CONCLUSION OF THE POSITION. The Directors will last in their duties until their position does not conclude in accordance with the following:

A.- The Counselors could be separated from their position by the Ethics Commission, for fraudulent and / or willful misconduct acts, as well as for incurring on incompatible practices with the professional ethics that damages "ema". The affected Counselor will have the right to be hear in the Associates General Assembly session that deals with the separation of the position.

B.- The position of Counselor will come to end in the followings suppositions:

- i) For having requested the authority or sector partners having designated Counselor;
- ii) For completing the job in the department or body of the public federal administration that had designed the Counselor; and
- iii) For completing the job in the productive, commercial, academic, professional, services or any associate sector organization that had designated the Counselor.

Article Thirty seven.- SESSIONS. The Board of Directors of the "ema" will meet with the necessary periodicity and at least every three months, on the date, time and place where it is convened, to deal with the issues of the corresponding agenda. In the sessions, those named and, in their absence, those appointed by the present directors by majority vote shall act as Chairman, and Secretary and Assistant Secretary of the Board of Directors.

Article Thirty eight.- EXCEPTION OF THE SESSION. The resolutions of the Board of Directors can be taken out of the session, when they be approved by the counselors in an unanimously and stating documentary, i.e., whether in the minutes signed by all the counselors, or in a writing or individual letter where the electronic signature is recorded.

Article Thirty nine.- Call. Calls to session of the Board of Directors must have the date, time, and place of the same, as well as the agenda and signature of those are convening to such session, being due send by certified mail with acknowledgment, or by messenger with acknowledgment, at least twenty calendar days before the meeting date, unless urgent issues in which this period could be ten calendar days. Additionally, Executive Director of "ema" must follow up to these calls, by the means she or he consider convenient, in order to try to attend as many as possible counselors to the sessions of the Board of Directors.

Article Forty.- EXCEPTION OF THE CALL. The calls won't be necessary when all the counselors are present in the session, or when the absent counselors have acknowledged receipt of the convocation to the session and know about the matters to be discussed,

demonstrating conclusively his or her conformity with the resolutions taken by the attending ones and, in consequence, committing themselves to obey.

Article Forty one.- QUORUM. The Board of Directors will be consider legally gathered, when there are present in the session:

The following owner counselors or their respective substitutes;

At least **three representatives from government sector**, described in Article 32, clause 1, of the "ema" Bylaws.

At least **two representatives from industrial sector**, described in Article 32, clause 2, of the "ema" Bylaws.

At least **one representative from commerce and agricultural sector**, described in Article 32, clauses 3 y 4, of the "ema" Bylaws.

At least **one representative from academic sector**, described in Article 32, clause 5, of the "ema" Bylaws.

At least **five representatives of the associates representing Conformity Assessment Bodies sector**, described in Article 32, clauses 6, 7, 8, 9 and 10 of the "ema" Bylaws.

At least **two representatives of the associates representing professional bodies and users**, described in Article 32, clauses 11 and 12 of the "ema" Bylaws

Article Forty two.- RESOLUTIONS. Resolutions of the Board of Directors will be taken by majority of votes of the present counselors. In case of tie in the voting, the president of the session will have the casting vote.

Article Forty three.- BOARD OF DIRECTORS' RECORD. From each session of the Board of Directors, an act will be drawn up and included in the Minutes Book of the Board of Directors of the "ema". The existence and updating of said Book will be the responsibility of the Executive Director of the "ema". The minutes must be accompanied by the corresponding attendance list, and must contain the date, time and place of the meeting, the order of the day and its development and the record of the resolutions taken. The minutes must be signed by the Chairman, the Secretary and the Deputy Secretary of the Board of Directors, or in the absence of these, by the Chairman, the Secretary and the Deputy Secretary who have been appointed in substitution of these in the session in terms of Article 37 of these Statutes, being able to do it also any other interested counselor.

CHAPTER VI

About the officers of "ema"

Article Forty four.- PRESIDENT OF THE BOARD OF DIRECTORS. The president of "ema" shall also be president of the Board of Directors. While he or she is in this assignment, he or she will not be able to participate in other accreditation bodies nor be placed in any kind of situation which presents or implies a conflict of interests.

He or she will be elected by the Associate General Assembly, will last in that position two years, with the possibility of being re-elected once, and shall have the following powers and duties:

I.- Representing "ema" to the authorities and to third parties, seeing to at every moment that the social name be used in a proper manner;

II.- Convene, when appropriate and jointly with the Secretary and the Assistant Secretary, the General Assembly of Associates or the Board of Directors, chairing meetings in both cases;

III.- Watching over for the agreements of the Associates General Assembly and the Board of Directors of "ema" to be complied with;

IV.- Presiding and directing the works of the Executive Commission;

V.- Rendering to the Board of Directors of "ema" with the frequency and in the way his request, a report related to the general state of activities and the administration of "ema", as well as a working plan for the next period;

VI.- Agree and dispatch with the Secretary, with the Prosecretary or with the director of the "ema" the corresponding matters;

VII.- Sign the minutes of the General Assembly of Associates and of the sessions of the Board of Directors of the "ema", together with the secretary, with the prosecutor and with the scrutineer, as well as correspondence and other official documentation required;

VIII.- Undertaking whatever steps which interest for good functioning of "ema" and propitiate to the achievement of its objectives;

IX.- The rest signaled by the Associates General Assembly and the Board of Directors, as well as those derived from these Bylaws and from the applicable legislation.

Article Forty five.- SECRETARY AND PROSECRETARY OF THE BOARD OF DIRECTORS.- The Secretary and Assistant Secretary of the "ema" will also be the Board of Directors. While they are in their assignment they may not participate in another accreditation entity or place themselves in any situation that presents or implies a conflict of interest.

They will be elected by the General Assembly of Associates and will hold office for two years, and may be reelected once. The Deputy Secretary shall act in the absence of the Secretary or jointly when so requested and shall have the following powers and obligations:

1.- Notifying, when it proceeds and in a joint manner with the President, to the Associates General Assembly or to the Board of Directors, signing, in its case, the records of such meetings;

2.-Verify the attendance quorum of the sessions of the Board of Directors and of the General Assembly of Associates.

3.- Collaborate with the president in monitoring compliance with the agreements of the General Assembly of Associates and the Board of Directors;

4.- Agree and dispatch with the president or the Executive Director of the "ema" the

corresponding matters;

5.- Sign together with the President of the "ema" the Minutes of the Board of Directors and the General Assembly of Associates.

6.- Carry out all those questions that interest the good functioning of the "ema" and propicien the fulfillment of its objectives;

7.- The others indicated by the General Assembly of Associates and the Board of Directors, as well as those that derive from these Bylaws and the applicable legislation.

Article Forty six.- TREASURER OF THE BOARD OF DIRECTORS.

The treasurer of "ema" shall also be it for the Board of Directors. While he or she is in this assignment will not be able to participate in other accreditation bodies nor be placed in any situation that might present or imply a conflict of interests. He or she will be elected by the Associates General Assembly, will last in this position for two years, with the possibility of being re-elected once, and will have the following powers and duties:

A.- To have under its custody and responsibility the funds and accounting books of "ema".

B.- To control the income and expenses of "ema".

C.- To direct and control the accountancy of "ema".

D.- To render a report related to the income and expenditure of "ema" to the Board of Directors with the periodicity and in the way the Board requests it.

E.- To formulate, jointly with the Executive Director a report about the general state of the finances of "ema" including the state of the patrimonial situation state and of yearly income and expenses of "ema", as well as the annual budget in order to submitting them to the consideration of the Board of Directors.

F.- To carry out all of the steps that interest to the good functioning of "ema" and propitiate to the achievement of its objectives;

G.- The rest, signaled by the Associate General Assembly and the Board of Directors, as well as those derived from these Bylaws and from the Applicable legislation.

Article Forty seven.- EXECUTIVE DIRECTOR OF "ema". The Executive Director of "ema" shall be named by the Board of Directors and will have faculties, obligations and powers which will be assigned by the Board of Directors which must be very clearly established in written and signed by both parties. His or her responsibilities should necessarily include the preparation of an annual report about the activities, the general state of the finances and the administration of "ema", for its revision by the Board of Directors and a later presentation by the latter one to the Associates General Assembly.

CHAPTER VII
About the Auxiliary Bodies of the Association.

Article Forty eight.- COMMITTEES AND WORKING COMMISSIONS. "ema" will have as many committees, working commissions or auxiliary bodies as necessary for the

compliance of its social object existing at least and permanently the Executive Commission.

Article Forty nine.- Derogative

Article Fifty.- Derogative

Article Fifty one.- ASSESSMENT COMMITTEES. "ema" will integrate as many Assessment Committees as necessary for the good functioning of it. These Committees will act as support technical bodies for the assessment and will at least exist in a permanently the assessment committees of certification of product, systems and/or persons bodies; test laboratories; calibration laboratories, and inspection bodies. Its constitution, integration and functioning will attach to what are established by the corresponding laws, the guidelines signaled by the competent authorities and the operation manuals that are established for that effect.

Article Fifty two.- Derogative

Article Fifty three.- EXECUTIVE COMMISSION. "ema" will have an Executive Commission integrated by at least the President, the Secretary and Prosecretary the Treasurer of the Board of Directors as well as by the Executive Director of "ema". This Commission shall hold a meeting at least every month with the presence of all its members and will have the powers assigned by the Board of Directors. The members of this Commission, while they are part of it, will not be able to participate in any other accreditation body.

CHAPTER VIII Dissolution of "ema"

Article fifty four.- CAUSES FOR DISSOLUTION. "ema" will dissolve by the consent of the General Assembly, because of the duration term of "ema" being over, because the achievement of its social object is impossible, or by judicial resolution.

1.- For the case of liquidation of "ema", the Associates General Assembly, by proposal of the president of the Board of Directors, will proceed to name one or several liquidators, who will make an inventory, will pay the association's social commitments and destine the total of the patrimony, including supports and public stimuli, to authorized bodies to receive donations in the terms of the Law on Income Tax, in the understanding that the goods acquired with supports and public stimuli, as well as the remnants of the above mentioned supports and stimuli, will be destined to one or several institutions authorized to receive deducible donations in the terms of the Law on Income Tax that are registered in the Federal Record of the Organizations of the Civil Society. The disposition contained in this paragraph has an irrevocable character.

2.- In any case and before proceeding to the dissolution, "ema" must submit to the competent authorities the actualized information which according to the legislation in force shall let know to authority, in relation with the activities of "ema".