

THE COMPANIES ACTS 1985 TO 2006

**PRIVATE COMPANY
LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
of
COUNCIL FOR RESPONSIBLE JEWELLERY PRACTICES LIMITED (the "Council")
Incorporated on 11 May 2005
(Amended by Special Resolution on 2 May 2006 and 18 May 2010)**

- 1 The Council's name is "Council For Responsible Jewellery Practices Limited".
- 2 The Council's registered office is to be situated in England and Wales.
- 3 The objects of the Council are:
 - 3.1 To promote responsible business practices within the international diamonds, coloured gemstones, gem materials and precious metals (the "**Materials**") jewellery supply chain (the "**Industry**") through cooperation between the Council's members and through engagement with key governmental and non-governmental organisations, special interest and other groups ("**Stakeholders**") and, by all just means, suppressing malpractice;
 - 3.2 To assist in the maintenance and enhancement of consumer confidence in the integrity and origins of jewellery comprised or substantially comprised of the Materials ("**Jewellery**");
 - 3.3 To help build the trust of all Stakeholders in the Industry;
 - 3.4 To promote awareness of and provide education in best practices on corporate responsibility within the Jewellery sectors through co-operation with national and international trade bodies;
 - 3.5 To initiate, promote and support improvements in the law and regulations directly or indirectly affecting persons engaged in the Industry and, in particular, promoting and supporting the passage through Parliament, the European Union or any other legislative or rule making body of any Law, Regulation, Directive, Bill, Order or other measure in furtherance of the objects of the Council and opposing any Law, Regulation, Directive, Bill, Order or other measure likely to be injurious to such objects.
 - 3.6 To carry on any trade or business, to engage in any commercial activity and to do all other things as are conducive, directly or indirectly, to the attainment of the above mentioned objects.
- 4 The Council has power to do all or any of the following things in order to further the above objects:
 - 4.1 To explore the scope for developing common standards of responsible business practices in the Industry and to establish and promote the application of a broad set of principles, common standards and criteria for the Industry;
 - 4.2 To develop appropriate approaches to monitoring compliance with the common standards developed;
 - 4.3 To engage in dialogue with those active in the Industry and with Stakeholders to identify practical solutions to facilitate the achievement of the common standards;

- 4.4 To enable members to work in a collaborative manner to achieve compliance with agreed common standards, avoiding duplication of effort by organisations across the value chain;
- 4.5 To acquire and use resources from public and private funds to finance projects under the auspices of the Council;
- 4.6 To communicate and promote the Council's work to Stakeholders and the general public;
- 4.7 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;
- 4.8 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, 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 Council may acquire or propose to acquire;
- 4.9 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Council 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, firm 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, firm or company, or for subsidising or otherwise assisting any such person, firm 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;
- 4.10 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 Council;
- 4.11 To invest and deal with the moneys of the Council not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- 4.12 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Council), 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, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid);
- 4.13 To borrow and raise money in any manner, to invite and receive contributions, to apply for and receive grants, to accept donations, to receive royalties and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Council's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard

security, lien or security to secure and guarantee the performance by the Council of any obligation or liability it may undertake or which may become binding on it;

- 4.14 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;
- 4.15 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Council to carry any of its objects into effect, or for effecting any modification of the Council's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Council's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Council's interests;
- 4.16 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Council's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Council may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions;
- 4.17 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 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, municipal, local or otherwise, in any part of the world;
- 4.18 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Council 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;
- 4.19 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 Council, or of undertaking any business or operations which may appear likely to assist or benefit the Council or to enhance the value of any property or business of the Council, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- 4.20 To sell or otherwise dispose of the whole or any part of the business or property of the Council, either together or in portions, for such consideration as the Council may think fit, and in particular for shares, debentures, or securities of any company purchasing the same;
- 4.21 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- 4.22 To remunerate any person, firm or company rendering services to the Council either by cash payment or otherwise as may be thought expedient;
- 4.23 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Council, or to contract with any person, firm or company to pay the same;

- 4.24 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 Council or its directors or employees; to establish any charity which may be for the benefit of the Council; 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 Council, or any company which is a subsidiary of the Council or the predecessors in business of the Council 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 in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); and to set up, establish, support and maintain 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; and to set up, establish, support and maintain profit sharing for the benefit of any of the employees of the Council or profit sharing schemes or share purchase schemes for any of the employees of any such subsidiary and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained;
- 4.25 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of any company or for the reduction or discharge of any liability incurred in respect of such acquisition;
- 4.26 To procure the Council to be registered or recognised in any part of the world;
- 4.27 To do all or any of the things or matters aforesaid 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
- 4.28 To do all such other things as may be deemed incidental or conducive to the attainment of the Council's objects or any of them.
- 4.29 AND so that:-
- 4.29.1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Council.
- 4.29.2 None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Council shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate Council.
- 4.29.3 The word "company" in this clause, except where used in reference to the Council, 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.

- 4.29.4 In this clause the expression "the Act" means the Companies Act 2006, but so that any reference in this clause 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.
- 5 The income and profits of the Council whencesoever derived shall be applied solely towards the promotion of the objects of the Council as set out in this Memorandum of Council; and no portion shall be paid or transferred, directly or indirectly by way of dividend or bonus, or otherwise by way of profit, to the persons who at any time are or have been members of the Council or to any of them, or to any person claiming through any of them PROVIDED THAT nothing contained in this Memorandum shall prevent
- 5.1 the payment in good faith of remuneration or benefits in kind to any officers or employees of the Council or to any member of the Council or other person, in return for any services rendered to the Council, or the payment of travelling or other specified expenses of such persons incurred in rendering services to the Council; or
- 5.2 any surplus income in any year being used at the discretion of the Board to reduce the rate of future subscriptions required
- 6 The liability of the members is limited.
- 7 Every member of the Council undertakes to contribute such amount as may be required (not exceeding £10) to the Council'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 Council'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 If, on the winding up or dissolution of the Council there remains after satisfaction of all its debts and liabilities any property, such property shall be returned to the members in a reasonable proportion to their contribution to such surplus.