

ARTICLES:

Name

Article 1

The foundation bears the name:

Foundation of the International Society of Blood Transfusion (Foundation of ISBT).

Seat

Article 2

It has its seat in Amsterdam.

Objective

Article 3

1. The primary objective of the Foundation is to enhance transfusion medicine by:
 - furthering knowledge and education on health care, in particular blood transfusion medicine and transfusion science, blood banking, and related disciplines;
 - supporting projects in the field of blood transfusion medicine, blood transfusion science and related disciplines.
2. The Foundation plans to realize this objective i.a. by: fundraising, and by other means which support the objective.
3. The following shall be excluded from the objective: the making of payments to the founders of the Foundation or to those who form part of the bodies of the Foundation.
4. The Foundation operates on a not-for-profit basis.

Definitions

Article 4

Wherever the following terms are used in these articles they shall have the meaning mentioned hereinafter.

- Society: The International Society of Blood Transfusion/La Société Internationale de Transfusion Sanguine, with seat in Amsterdam;
- Foundation : Foundation for ISBT;
- Board : Board of the Foundation;
- Board Members: subsequent Board members;
- Advisory Committee: Advisory Committee to the Board of the Foundation;

Article 5

Other than the Board and its Advisory Committee, the Foundation has no persons who, under any other name, exercise any control over the Foundation.

However, the Foundation may try to find natural persons and legal entities that are willing to bind themselves as donors to give (periodic) contributions.

Board

Article 6

1. The Foundation shall be managed by a Board, consisting of a minimum of five and a maximum of seven natural persons, called Board members.
2. The Board shall consist of two classes of members: ex officio and general. The two ex officio Board members shall be the Secretary-General and the Treasurer of the Society. Ex officio Board members shall serve on the Foundation Board for as long as they retain their positions of Secretary-General and Treasurer of the Society. General Board members shall be elected by the Board to serve a three year term. General Board members may be re-elected for two terms.
3. In case the number of Board members will at any time have fallen below the fixed

minimum number, the Board members still in office shall nevertheless continue to form a legally valid Board, provided there will at least be two in number.

4. If, at any time there will be no or only one Board member in office, in case the vacancies cannot be filled, two interim Board members respectively one interim Board member may be designated by the Society. The function of any interim Board member designated in this manner shall end as soon as at least two Board members shall again have been appointed in accordance with the provisions of the present articles.
5. The Board will designate a chairman, a vice chair, a secretary and a treasurer from its number. Each said officer may serve a maximum of two terms in any one office.
6. The Board members may receive reimbursement of expenses incurred in carrying duties on behalf of the Foundation.

End of Board function

Article 7

1. A general Board member may at any time be dismissed or suspended by resolution of the Board. A suspension that is not followed by a dismissal within three months shall be removed as a result said period having expired.
2. Resigning Board members can be re-appointed at any time, subject to the proviso that a Board member can be in office for a maximum period of nine years.
3. The function of a Board member appointed in any capacity shall end upon losing said capacity.
4. The function of Board member shall furthermore end as a result of death, as a result of retirement from the Board, as a result of the Board member joining the Advisory Committee and as a result of dismissal by the District Court in accordance with the provisions in section 298 of Volume 2 of the Civil Code. A Board member who has been dismissed by the District Court cannot again be appointed a Board member.

Board duties and representation

Article 8

1. The Board shall look after the interests of the Foundation in the broadest sense of the word and, within the limits of the present articles, shall be competent to perform any acts of control and disposal, deemed necessary or desirable for the realization of the objective and shall be competent to adopt resolutions for entering into agreements for the acquisition, alienation, encumbrance of registered property and for concluding agreements in which the foundation binds itself as surety or joint and several debtor, warrants performance by a third party or provides security for a debt of another party.
2. The Board represents the Foundation. In addition to representation by the Board, the Foundation can be represented by two members of the Board, only if they act jointly. Everything without prejudice to the competence of the Board to make special arrangements with respect to representation in certain cases.
3. Testamentary dispositions may only be accepted with the benefit of inventory.

Convening of Board meetings

Article 9

1. The Board meetings shall be convened by the chairman or the secretary whenever deemed necessary, and also in case at least two Board members have sent a written request, for a meeting to be held, containing a statement of the subjects to be considered, to the chairman or the secretary.

2. The convening notices shall be sent to the addresses of the Board members.
3. The period of convening the meeting shall at least be seven days, disregarding the date of the convening notice and the day of the meeting.
4. The convening notice shall state the subjects to be considered.
5. Written resolutions may be adopted without a meeting having been held, provided the resolutions will be adopted unanimously by all Board members.
6. As long as all Board members are present or represented at a Board meeting, valid resolutions may be adopted, provided this will be done unanimously, on any subjects brought up for consideration – including also on a proposal for an amendment of the articles or dissolution – even though no convening notices have been sent or the meeting has not been convened in the prescribed manner or any other regulation with respect to the convening and holding of meetings or any other formality related to this has not been observed.

Board meetings; decision-making process of the Board meeting

Article 10

1. The Board meetings shall be held at the location to be decided by the Board.
2. The Board meetings shall be presided over by the chairman. In case of his absence, the meeting itself shall designate its chairman.
3. The opinion of the chairman expressed at the meeting with respect to the outcome of a vote shall be decisive. The same shall apply to the text of an adopted resolution insofar as votes were cast on a proposal not laid down in writing.
4. However, in case immediately after the opinion referred to in the first paragraph having been expressed, its correctness shall be challenged, a new vote shall be held in case the majority of the Board members attending the meeting or, in case the original votes had not been cast severally or in writing, one Board member attending will lodge the relative request.
5. Insofar as not laid down otherwise in the articles or the law, all resolutions of the Board meeting shall be adopted by an absolute majority of the validly cast votes. At least a majority of the Board members shall be present or represented at the meeting.
6. Abstentions shall be regarded as votes not cast.
7. In case there will be an equality of votes on a proposal, the proposal shall be rejected.
8. All votes shall be cast orally unless a vote by ballot shall be deemed desirable by the chairman or in case one of the parties entitled to vote will lodge the relative request before the ballot. Written votes shall be cast by means of unsigned sealed ballot papers. The adoption of resolutions by acclamation will be possible unless one party entitled to vote will request a roll-call vote.

Advisory Committee

Article 11

1. The Foundation shall have an Advisory Committee. The Advisory Committee shall render solicited and unsolicited advice to the Board. The Advisory Committee shall in particular consider and report to the Board with respect to any applications for financial support.
2. The Advisory Committee shall be formed from amongst members of the Society, and shall be appointed by the Board of the Society.
3. The members of the Advisory Committee cannot form part of the Board.

4. The Board shall timely provide the Advisory Committee with any information necessary for the performance of its duty and furthermore shall provide every member of the Advisory Committee with any information desired by such a member regarding the affairs of the Foundation.
5. In the performance of its duties the Advisory Committee may call in the assistance of one or several experts, remunerated by the Foundation.

Joint meeting of the Board and the Advisory Committee

Article 12

1. Annually, at the latest six months after the end of the financial year, a joint meeting of the Board and the Advisory Committee shall be held in order to discuss the general lines of the policy conducted and to be conducted in the future.
2. The Board and the Advisory Committee shall be equally competent to convene a joint meeting.
3. The joint meetings shall be presided over by the chairman of the Board of the Foundation. In case of his absence, the meeting itself shall designate its chairman from amongst Foundation Board members.

Financial management

Article 13

1. The financial year shall coincide with the financial year of the Society.
The Board shall keep such records of the financial position of the Foundation and of everything relating to the activities of the Foundation in accordance with the requirements ensuing from said activities and shall keep the accounting records, documents and other data carrier in such a manner that its rights and obligations can be known at any time.
2. Within six months after the end of each financial year, the Board shall compile a balance sheet and a statement of income and expenditure and put it to paper. After having been approved by the Board, said annual documents of account shall be confirmed by the Board and shall be accompanied by a report on the activities and course of affairs in the relative financial year to the Society.
3. The Board shall designate an expert in order to audit the annual documents of account.
4. The Board shall keep aforesaid accounting records, documents and other data referred to in paragraphs 1 and 2 of the present article for a period of seven years. The data put on the data carrier, with the exception of the balance sheet and statement of income and expenditures put on paper, may be transferred on to an other data carrier provided this will be done with a correct and full representation of the data and said data shall be available during the full period of preservation and may be retrieved within a reasonable period.

Amendment of the articles

Article 14

1. The articles of the Foundation cannot be amended other than by a resolution at a Board meeting which shall have been convened with the announcement that an amendment of the articles will be proposed there.
2. Those who will have convened the meeting for the consideration of a proposal for an amendment of the articles shall send an extract of said proposal, containing the verbatim text of the proposed amendment, to all Board members at least seven days prior to the meeting.

3. A resolution for the amendment of the articles shall require a majority of the validly cast votes in a meeting at which a majority of the Board members shall be present or represented.
4. On penalty of nullity, an amendment of the articles shall be laid down in a notarial deed. Every Board member shall be competent to have the deed passed.

Dissolution

Article 15

1. In case the Board should be of the opinion that the objective of the Foundation can not or should no longer be realized, after the Advisory Committee has been heard, it may decide on a resolution to dissolve the Foundation; such a resolution relating to the dissolution shall be adopted in accordance with the provisions in the preceding article.
2. In case of dissolution, the Foundation shall be liquidated by the Board members in office at the time: with respect to said liquidation the articles will continue to be correspondingly applicable also in respect to the filling of vacancies.
3. The balance remaining of the capital of the dissolved Foundation, after payment of all debts, shall be given a designation to be decided on by the Board, in behalf of an objective as much as possible corresponding with the objective of the Foundation, after the Advisory Committee has been heard.

Final provisions

Article 16

1. All circumstances that fall within the limits of the present articles but for which no provisions have been made in the articles shall be provided for by a resolution of the Board.
2. The term "in writing" in the present articles shall be understood to mean any communication transmitted by current means of communication, evidenced in writing.

Final statements

1. The first financial year of the Foundation shall end at the thirty-first day of March two thousand and seven.
2. The following persons shall be appointed general Board members for the first time:
 - for a term of three years: mr Paul Vincent Holland, born in Canada on the twenty-ninth day of October nineteen hundred and thirty-seven,
 - for a term of two years: mr Leo Joseph Mc Carthy, born in Nebraska (United States of America) on the twenty-seventh day of July nineteen hundred and thirty-nine, and
 - for a term of one year: mr Rudolf Frans de Soet born at 's-Gravenhage on the second day of June nineteen hundred and fifty-three.

Ex officio Board members are:

- mr Geoffrey Lane, born at Swillington (United Kingdom) on the twenty-third day of September nineteen hundred and forty-six, and
- mr Paul Frederik Willem Strengers, born at 's-Hertogenbosch on the fifth day of July nineteen hundred and fifty-one.

Amsterdam, 18 April 2006.